

**TOP ONE ALLOT JOINT
STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.:2004/2025/CBTT-TOP

Ha Giang, April 20, 2025

INFORMATION DISCLOSURE

To: - State Securities Commission
 - Hanoi Stock Exchange (HNX)

1. TOP ONE Allot Joint Stock Company
2. Stock code: TOP
3. Head office address: Group 1, Viet Lam Town, Vi Xuyen District, Ha Giang Province, Vietnam.
4. Contact address: T2 Building, P2807, Park Kiara, Le Trong Tan Street, La Khe Ward, Ha Dong District, Hanoi City.
5. Phone: 0967923532 – 0978559848 – 0983992828 – 0383836969.
6. Person who discloses information: Mr. Nguyen Ngoc Duong – Chairman of the Board of Directors
7. The type of information disclosed ☒ 24 hours ☐ 72 hours ☒ request irregular
☐ periodically.
8. Contents of the disclosure: Minutes of the 2025 Annual General Meeting of Shareholders No. 01/2025//BBH-General Meeting of Shareholders dated 20/04/2025 and Resolution of the 2025 Annual General Meeting of Shareholders No. 01//2025/NQ-General Meeting of Shareholders dated 20/04/2025.
9. The information disclosure content will be posted on 20/04/2025 on the website at the link: <http://toponejs.com>.

We would like to inform you and commit that the information published above is true and fully responsible before the law for the content of the disclosed information.

Respect/.

Recipient:

- Dear
- Announcement on the
company's website

PERSONS WHO DISCLOSE INFORMATION

LEGAL REPRESENTATIVE



CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ
Nguyễn Ngọc Dương

**MINUTES OF THE 2025 ANNUAL GENERAL MEETING OF
SHAREHOLDERS
TOP ONE ALLOT JOINT STOCK COMPANY**

Company Name: TOP ONE ALLOT JOINT STOCK COMPANY

Head office address: Group 1, Viet Lam Town, Vi Xuyen District, Ha Giang Province, Vietnam.

Enterprise code: 0106121967 issued by the Department of Planning and Investment of Hanoi City for the first time in March 2013 changed for the 15th time on 03/07/2024 issued by the Department of Planning and Investment of Ha Giang Province.

Time: From 08:00 a.m., Sunday, April 20, 2025.

Venue: Room 404, 4th Floor, Rainbow Building, Lane 110, 19/5 Street, Van Quan Urban Area, Van Quan Ward, Ha Dong District, Hanoi City.

Top One Allot Joint Stock Company held the 2025 Annual General Meeting of Shareholders (*abbreviation: General Meeting of Shareholders*) at the convening of the Board of Directors.

I. PARTICIPANTS OF THE CONGRESS.

- 1) The Board of Directors (BOD) of the Company, including:
 - Mr. Nguyen Ngoc Duong, Chairman of the Board of Directors, Legal Representative of the Company;
 - Mr. Nguyen Van Binh, Member of the Board of Directors, Legal Representative of the Company;
 - Mr. Tran Anh Tuan, Member of the Board of Directors;
 - Mr. Vu Van Thuan, Independent Member of the Board of Directors;
- 2) Shareholders and authorized representatives.
- 3) The Company's Board of Directors, the Company's employees.
- 4) Delegates.

II. PROCEDURES FOR OPENING THE ORDINARY GENERAL MEETING OF SHAREHOLDERS (GENERAL MEETING OF SHAREHOLDERS).

- 1) **Report on the results of the examination of shareholder status.**

Mr. Tran Anh Tuan reported on behalf of the Organizing Committee:

 - The total number of voting shares of the Company is: 25,350,000 shares, equivalent to 25,350,000 voting votes.

- Total number of shareholders invited to attend: All shareholders named in the list of shareholders will be closed on March 17, 2025.

- The total number of shareholders attending as of 08:30 on April 20, 2025 is 6/526 shareholders, owners and representatives 15,375,000 shares attending the General Meeting, accounting for 60.6% of the total number of voting votes of the Company. Therefore, the 2025 Annual General Meeting of Shareholders of TOP is eligible to proceed in accordance with the law.

2) Declare the reasons and introduce the participants of the Annual General Meeting of Shareholders.

Mr. Tran Anh Tuan On behalf of the Organizing Committee:

- Statement of reasons for the 2025 Annual General Meeting of Shareholders.
- Introduction of delegates and participants of the Annual General Meeting of Shareholders.

3) Introduce and invite the Presidium to preside over the meeting.

- Mr. Nguyen Ngoc Duong, Chairman of the Board of Directors, Chairman.
- Mr. Nguyen Van Binh, Member of the Board of Directors.
- Mr. Tran Anh Tuan, Member of the Board of Directors.
- Mr. Vu Van Thuan, Independent Member of the Board of Directors.

4) Appoint a Secretary, through the Vote Counting Board.

Grandfather Nguyen Ngoc Duong, Chairperson:

- Appointment of meeting secretary: Mr. Nguyen Van Binh as meeting secretary.
- Introducing the Vote Counting Committee (KP Board) for the General Meeting of Shareholders to vote and approve, including the following members:

+ Mr. Tran Anh Tuan: Head of the vote counting committee.

+ Mr. Nguyen Van Binh: Member of the vote counting committee.

The General Meeting of Shareholders voted to approve the Vote Counting Committee at the rate of 100% of the total number of votes.

5) Approving the Regulation and Program of the Annual General Meeting of Shareholders.

Mr. Nguyen Ngoc Duong, Chairman:

Introducing Mr. Tran Anh Tuan, Member of the Board of Directors - Organizing Committee to present the regulations on organizing the Annual General Meeting of Shareholders and introducing Mr. Tran Anh Tuan - Member of the Board of Directors of the Company to present the contents of the 2025 Annual General Meeting of Shareholders for the General Meeting of Shareholders to vote and approve.

The General Meeting of Shareholders voted to approve the Meeting Regulations and the Meeting Program of the Annual General Meeting of Shareholders in 2025 at the rate of 100% of the total number of votes.



III. REPORTS AND PROPOSALS PRESENTED AT THE CONGRESS AND VOTED FOR APPROVAL.

III.1 Reports and Submissions to the General Meeting

1) Mr. Nguyen Van Binh – Chairman of the Board of Directors, General Director of the Company presented:

- Report on production and business results in 2024 and plan for 2025.
- The report approves the financial statements for the fiscal year 2024 and the distribution of profits and dividends.
- Proposal to find and select an auditing unit for the Company's financial statements for the years 2022, 2023, 2024, 2025.

2) Mr. Nguyen Ngoc Duong – Chairman of the Board of Directors of the company presented:

- Report of the Board of Directors on the results of operation of the Board of Directors and each member of the Board of Directors.
- Report on the performance of the Audit Committee in 2024 and the plan for 2025.
- The report approving the salary and remuneration of the Board of Directors of the Company in 2024 and the salary and remuneration plan of the Board of Directors of the Company in 2025.
- Proposal to supplement the Company's business lines.
- Proposal to amend and supplement the Charter of the Company.
- The report on not having to carry out the procedures for public bidding.

III.2 The General Meeting of Shareholders discussed:

After the presentation of the contents of the Report and Report of the Chairman of the Board of Directors, Members of the Board of Directors, the General Meeting discussed related issues, specifically:

All discussion contents were fully and clearly answered by the Chairman of the Board of Directors, the Board of Directors of the Company and the Chief Accountant and received a high consensus of all shareholders attending.

III.3 The General Meeting of Shareholders votes to approve the following contents:

The total number of shareholders present by the time of voting are 6/526 shareholders, owning and representing 15,375,000 shares attending the General Meeting, accounting for 60.6% of the Company's voting shares as of March 17, 2025.

- The Chairman introduced Mr. Tran Anh Tuan - Head of the Vote Counting Committee to disseminate the voting rules.
 - Mr. Tran Anh Tuan - Head of the Vote Counting Committee disseminated the voting rules.
 - The Chairman takes the votes of shareholders to approve the contents to be submitted to the Annual General Meeting of Shareholders in 2025, the voting results approve the specific contents as follows:
1. Report No. 01/2025/TTr-HDQT dated 20/04/2025 on the report of the Board of Directors on the performance of the Board of Directors and each member of the Board of Directors.
 - Approve : 15,375,000 /15,375,000 shares, accounting for 100%.

- Disapprove : 0/15,375,000 shares, accounting for 0%
 - No opinion: 0/15,375,000 share, accounting for 0%
2. Report No. 02/2025/TTr-HDQT dated 20/04/2025 on approving the report on production and business results in 2024 and the operation plan for 2025.
 - Approve : 15,375,000 /15,375,000 shares, accounting for 100%.
 - Disapprove : 0/15,375,000 shares, accounting for 0%
 - No opinion: 0/15,375,000 share, accounting for 0%
 3. Report No. 03/2025/TTr- HDQT dated 20/04/2025 on the approval of the 2024 financial statements and the distribution of profits and dividend payments.
 - Approve : 15,375,000 /15,375,000 shares, accounting for 100%.
 - Disapprove : 0/15,375,000 shares, accounting for 0%
 - No opinion: 0/15,375,000 share, accounting for 0%
 4. Report No. 04/2025/TTr-HDQT dated 20/04/2025 on approving the decision to search for and select independent auditors for the years 2022, 2023, 2024, 2025.
 - Approve : 15,375,000 /15,375,000 shares, accounting for 100%.
 - Disapprove : 0/15,375,000 shares, accounting for 0%
 - No opinion: 0/15,375,000 share, accounting for 0%
 5. Report No. 05/2025/TTr-HDQT dated 20/04/2025 on approving the salary and remuneration of the Board of Directors of the Company in 2024 and the salary and remuneration plan of the Board of Directors of the Company in 2025.
 - Approve : 15,375,000 /15,375,000 shares, accounting for 100%.
 - Disapprove : 0/15,375,000 shares, accounting for 0%
 - No opinion: 0/15,375,000 share, accounting for 0%
 6. Report No. 06/2025/TTr-HDQT dated 20/04/2025 on the addition of business lines.
 - Approve : 15,375,000 /15,375,000 shares, accounting for 100%.
 - Disapprove : 0/15,375,000 shares, accounting for 0%
 - No opinion: 0/15,375,000 share, accounting for 0%
 7. Report No. 07/2025/TTr-HDQT dated 20/04/2025 on approving the decision to amend and supplement the Company's Charter.
 - Approve : 15,375,000 /15,375,000 shares, accounting for 100%.
 - Disapprove : 0/15,375,000 shares, accounting for 0%
 - No opinion: 0/15,375,000 share, accounting for 0%
 8. Report No. 08/2025/TTr-HDQT dated 20/04/2025 on not carrying out public tender offer procedures.
 - Approve : 15,375,000 /15,375,000 shares, accounting for 100%.
 - Disapprove : 0/15,375,000 shares, accounting for 0%
 - No opinion: 0/15,375,000 share, accounting for 0%
 9. Report No. 09/2025/TTr-HDQT dated 20/04/2025 on the report of the Audit Committee in 2024 and the plan for 2025.
 - Approve : 15,375,000 /15,375,000 shares, accounting for 100%.
 - Disapprove : 0/15,375,000 shares, accounting for 0%
 - No opinion: 0/15,375,000 share, accounting for 0%

IV. TO APPROVE THE MINUTES AND RESOLUTIONS OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS.



The Chairman introduced Mr. Nguyen Van Binh, Secretary of the meeting, to present the draft Minutes and Resolution of the 2025 Annual General Meeting of Shareholders for the General Meeting of Shareholders to vote and approve.

The minutes of the meeting and the Resolution of the 2025 Annual General Meeting of Shareholders were unanimously approved by the General Meeting of Shareholders with a voting rate of 100%.

The 2025 Annual General Meeting of Shareholders ends at 11:30 on the same day.

CONFERENCE SECRETARY



NGUYEN VAN BINH

**T.M GENERAL MEETING OF
SHAREHOLDERS
CHAIRMAN**



CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ
Nguyễn Ngọc Dương

**TOP ONE ALLOT JOINT
STOCK COMPANY**

No. 01/2025/NQ-ĐHĐCĐ

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, April 20, 2025

RESOLUTION
ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025

GENERAL MEETING OF SHAREHOLDERS
TOP ONE ALLOT JOINT STOCK COMPANY

Base:

- *Law on Enterprises No. 59/2020/QH14 dated 17/06/2020 has been approved by the National Assembly.*
- *Pursuant to the Law on Securities No. 54/2019/QH14 dated 26/11/2019 approved by the National Assembly.*
- *Charter of TOP ONE Distribution Joint Stock Company.*
- *Minutes of the 2025 Annual General Meeting of Shareholders of TOP ONE Allot Joint Stock Company No. 01/2025/BBH-ĐHĐCĐ dated 20/04/2025.*

RESOLUTION

Article 1. Approving the Report No. 01/2025/TTr-HDQT dated 20/04/2025 on the report of the Board of Directors on the performance of the Board of Directors and each member of the Board of Directors.

Article 2. Approving the Report No. 02/2025/TTr-HDQT dated 20/04/2025 on approving the report on production and business results in 2024 and the operation plan in 2025.

Article 3. Approving the Report No. 03 /2025/TTr- HDQT dated 20/04/2025 on the approval of the 2024 financial statements and the distribution of profits and dividend payments.

Article 4. Approving Report No. 04/2025/TTr-HDQT dated 20/04/2025 on approving the decision to search for and select independent auditors for the years 2022, 2023, 2024, 2025.

Article 5. Approving the Report No. 05/2025/TTr-HDQT dated 20/04/2025 on approving the salary and remuneration of the Board of Directors of the Company in 2024 and the salary and remuneration plan of the Board of Directors of the Company in 2025.



Article 6. Approving the Report No. 06/2025/TTr-HDQT dated 20/04/2025 on the addition of business lines.

Article 7. Approving the Report No. 07/2025/TTr-HDQT dated 20/04/2025 on approving the decision to amend and supplement the Company's Charter

Article 8. Approved the Report No. 08/2025/TTr-HDQT dated 20/04/2025 on the failure to carry out the procedures for public bidding.

Article 9. Approving the Report No. 09/2025/TTr-HDQT dated 20/04/2025 on the report of the audit committee in 2024 and the plan for 2025.

The Board of Directors of the Company and relevant persons of the Company shall be responsible for implementing this Resolution and organizing the implementation of the contents of this Resolution in accordance with the provisions of law and the Company's Charter.

Recipient:

- Board of Directors of the Company;
- State management agencies;
- Publish Website;
- Save the Company.

**T/M. GENERAL MEETING OF
SHAREHOLDERS**

Chairperson



CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ
Nguyễn Ngọc Dương



No. 01/2025/TTr-HDQT

Hanoi, April 20 , 2025

REPORT

*(etc.) Report of the Board of Directors on the results of the operation of the
Board of Directors and each member of the Board of Directors)*

To: 2025 Annual General Meeting of Shareholders

Bases:

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17/06/2020 approved by the National Assembly;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26/11/2019 approved by the National Assembly;
- Pursuant to the Charter of Top One Allot Joint Stock Company approved by the General Meeting of Shareholders;

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the Report of the Board of Directors on governance and performance of the Board of Directors and each member of the Board of Directors. Specific contents are as follows:

1. 2024 Performance Report

a. About Sphinx:

The Board of Directors of TOP ONE Allot Joint Stock Company was elected at the Annual General Meeting of Shareholders from January 1, 2024 to October 13, 2024, including 4 members:

1. Mr. Nguyen Van Binh - Member of the Board of Directors
2. Mr. Nguyen Ngoc Duong - Member of the Board of Directors
3. Tran Anh Tuan - Member of the Board of Directors
4. Nguyen Binh Minh - Independent Member of the Board of Directors

The Board of Directors of TOP ONE Allot Joint Stock Company was elected at the Extraordinary General Meeting of Shareholders from 13/10/2024 to 31/12/2024 consisting of 4 members:

- 1 Mr. Nguyen Van Binh - Member of the Board of Directors
- 2 Mr. Nguyen Ngoc Duong - Member of the Board of Directors
- 3 Tran Anh Tuan - Member of the Board of Directors

4 Vu Van Thuan - Independent Member of the Board of Directors

b. Regarding the results of the performance of tasks assigned by the General Meeting of Shareholders:

The Board of Directors publishes and continues to implement Resolution 01/2024/NQ-DHDDD dated 28/04/2024 of the 2024 Annual General Meeting of Shareholders and Resolution 01/2024/NQ-GCDDBT of the 2024 Extraordinary General Meeting of Shareholders held on 13/10/2024. In addition, the Board of Directors has implemented the contents authorized by the General Meeting of Shareholders such as:

- Bring the case of embezzlement of assets of the former leader to the legal agency, to recover the assets to the Company.
- Find a new business direction for the Company.

c. Operation of the Board of Directors

Pursuant to the provisions of current law, the Company's Charter, the Company's internal regulations, the Board of Directors works under the collective regime, properly performs its functions, tasks and powers over supervision and direction activities by promulgating Resolutions, Decisions, text. The Board of Directors has held 04 face-to-face meetings. The meetings were convened and held in accordance with regulations, with the participation of the Control Board, the Executive Board, the heads of functional departments, and the voting contents all reached a high consensus rate. The Board of Directors has issued 05 Resolutions. The Board of Directors meeting took place with high spirit and responsibility, promoting leadership capacity, for the benefit of shareholders and the sustainable development of the Company. In addition to implementing and fulfilling common responsibilities for the activities of the Board of Directors, the members have successfully completed the tasks assigned by the Chairman of the Board of Directors.

d. Independent members of the Board of Directors

The Board of Directors of the Company has 01 independent member of the Board of Directors, independent members of the Board of Directors participate in 100% of the Board of Directors meetings, give opinions, proposals and solutions suitable for the Company's activities as well as actively discuss production and business work, construction investment, development orientation in the field of operation. Independent members of the Board of Directors have many years of experience in management and governance and have contributed to the practical role in the Company's governance activities. Independent members of the Board of Directors evaluate the performance of the Board of Directors as follows:

- The Board of Directors of the Company has held a full meeting once a quarter. Meetings are convened and conducted with a specific meeting schedule, prepare full documents as prescribed. The content of the meetings is discussed, evaluated and carefully discussed by members of the Board of

Directors to come up with the best orientations and solutions for the Company. The operation process of the Board of Directors always has timely analysis and identification of risks to ensure stability, safety, compliance with the provisions of the law as well as achieve the plan assigned by the General Meeting of Shareholders.

- The Board of Directors well supervises the Board of Directors and other managers, ensuring that the Company's activities are always strictly controlled, in the right direction and adjusted in time according to the actual situation.

e. Remuneration and operating expenses of the Board of Directors

In 2024, the Company has paid remuneration and salary to the Board of Directors of VND 113,000,000 (One hundred and thirteen million VND).

f. Supervision results for the Executive Board

The Board of Directors always monitors, supervises, directs the Executive Board, promptly resolves arising issues under the jurisdiction of the Board of Directors in order to create favorable conditions for the operation of the Executive Board, specifically some of the following main contents:

- Supervise the administration and management of the laying company to successfully complete the production and business plan, construction investment

- Supervise the implementation of Resolutions/Decisions of the General Meeting of Shareholders and the Board of Directors.

- Supervising the implementation of information disclosure with the goal of ensuring transparency and timeliness as prescribed.

- Supervise the implementation of regimes and policies for employees, create employees' trust in the Company..

In the process of performing its duties, the Board of Directors strictly complies with the provisions of current laws, internal regulations, and decentralization between the Board of Directors and the General Director and Director. The Board of Directors highly appreciates the initiative, effort, flexibility and determination of the Executive Board in organizing the implementation of the production and business plan, and at the same time well implementing internal management. This is an important factor to help the Company complete the targets of the production and business plan, creating a foundation for the stable and sustainable development of the Company.

g. Corporate Governance

The Company continues to strictly comply with the provisions of current laws on corporate governance such as: Law on Enterprises, Law on Securities, Decree 155/ND-CP, Decree 156/ND-CP, Circular 116/2020/ND-CP..... The Company develops and submits to the General Meeting of Shareholders for

approval the Charter, Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors.

Members of the Board of Directors, the Board of Directors and other managers participated in training courses such as: Effective Corporate Governance; Raising awareness for the leadership team about digital transformation, internal audit for members of the Board of Directors, visiting and learning experiences from units in the industry to improve the Company's knowledge, skills and management practices.

The Board of Directors of the Company has fully implemented the 6-month and annual reports on the Company's governance, Annual Report and other reports, supervised the implementation of information disclosure to the State Securities Commission and the Hanoi Stock Exchange, and at the same time publicly posted on the Company's website. Thereby, improving transparency in management activities, and at the same time creating conditions for shareholders, investors as well as management agencies to perform well the function of supervision, inspection, control and promptly understand the Company's operation.

2. Operation plan of the Board of Directors in 2025

In order to ensure sustainable development and continue to improve the reputation and brand of the Company, the current Board of Directors proposes a number of goals, solutions and operational plans of the Board of Directors in 2025 as follows:

a. Goal

- Complete the production and business plan in 2025 assigned by the General Meeting of Shareholders.
- Balance cash flow to ensure sufficient investment and production business capacity.
- Protect the legitimate interests of shareholders.
- Stable and effective management of the Company.
- Expand production and business by researching and investing in new fields in accordance with the Company's financial conditions.
- Continue to work with law enforcement agencies to recover embezzled assets from the Company's former Board of Directors.

b. Direction of operation

- For the activities of the Board of Directors:
 - + Develop a work program and orientation of activities in accordance with the Resolution of the Annual General Meeting of Shareholders.



- + Supervise the operation of the Executive Board.
- + Maintain regular and irregular meetings to discuss, supervise and approve the Company's reports and reports for timely and effective direction.
- + Renovate the organizational and operational model at the Company's Office and affiliated units.

Board: - Administering, directing and supervising the activities of the Executive

- + Orienting, directing and supervising the Executive Board to implement the objectives and targets approved by the Annual General Meeting of Shareholders.

- + Control costs through annual financial plans, supervise effective investment activities, ensure capital and profit safety.

- + Strengthen training to improve the Company's capacity to manage and administer production and business and construction investment activities.

- + Apply information technology to the management and operation of the Company.

- + Update, supplement and complete the system of internal management regulations in accordance with the provisions of law.

The above is the Report of the Board of Directors on the performance of the Board of Directors in 2024 and the operational orientation of the Board of Directors in 2025. On behalf of the Board of Directors of the Company, I would like to sincerely thank the shareholders for trusting and sticking with the Company during the past years and hope to continue to receive the support and attention of shareholders during the coming time.

Respectfully submit to the General Meeting of Shareholders for consideration and approval of the content of the report in this report.

Thank you!

Recipient:

- Shareholders of the Company;
- Luu VT, Student of the 2025 General Meeting of Shareholders



CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ
Nguyễn Ngọc Dương

**TOP ONE ALLOT JOINT
STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No. 02/2025/TTr-HDQT

Hanoi, April 20 , 2025

REPORT

*(etc.) Approving the report on production and business results in 2024 and
the operation plan in 2025)*

To: 2025 Annual General Meeting of Shareholders

Bases:

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17/06/2020 approved by the National Assembly;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26/11/2019 approved by the National Assembly;
- Pursuant to the Charter of Top One Allot Joint Stock Company approved by the General Meeting of Shareholders;
- Pursuant to Resolution No. 01/2024/NQ-ĐHĐCĐ dated April 28, 2024 of the General Meeting of Shareholders of TOP ONE Allot Joint Stock Company at the 2024 annual meeting.

The Board of Directors of TOP ONE Allot Joint Stock Company would like to submit to the General Meeting of Shareholders a report on production and business results in 2024 and the operation plan in 2025 with the following specific contents:

REPORT

PRODUCTION AND BUSINESS RESULTS IN 2024 AND OPERATION PLAN IN 2025

PART I

PERFORMANCE RESULTS 2024

At the 2024 production and business meeting, the Company's General Meeting of Shareholders assigned TOP ONE Distribution Joint Stock Company the central tasks of preserving the small capital that the Company currently has, finding new directions in production and business in accordance with the Company's current financial and human situation. In particular, the General Meeting of Shareholders assigned the Company to work with the authorities to recover the embezzled assets of the former leaders over the terms with a very large amount of embezzlement: 243,200,000,000 (Two hundred and four three billion two hundred million even VND).

With the spirit of solidarity, overcoming difficulties, overcoming difficulties, and



promoting advantages, the Company has been drastic in management and management, so it has completed a number of planned tasks in 2024 according to the Resolution of the Annual General Meeting of Shareholders assigned by the Company, the results achieved are as follows:

1. Preserve the company's existing small capital
2. Finding a new direction for the Company by investing in the field of securities investment initially gave positive results.
3. Recover embezzled assets of the former management over the terms. Initially, the case of embezzlement of assets was brought to law enforcement by prosecuting and temporarily detaining the former presidents of the Company against Mr. Dinh Van Tao, Mr. Nguyen Huu Quite former Chairman of the Board of Directors.

PART II

PRODUCTION AND BUSINESS PLAN IN 2025

With the actual situation of the company today. In 2024, the Company will continue to perform well and complete the tasks assigned by the General Meeting of Shareholders, specifically as follows:

1. Soon recover embezzled assets to the Company to expand production and business, bringing the Company to develop more and more.
2. Continue to look for development opportunities, new business directions to bring sustainable profits to the Company to ensure the benefits of shareholders.
3. Expand production and business but still ensure the capital that the Company spends and bring profits to the Company.

Once again, on behalf of the Company's leaders, I would like to wish you good health and success.

Thank you very much!

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

Thank you!

Recipient:

- Shareholders of the Company;
- Luu VT, Student of the 2025 General Meeting of Shareholders;



CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ
Nguyễn Ngọc Dương



**TOP ONE ALLOT JOINT
STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No. 03/2025/TTr-HDQT

Hanoi, April 20 , 2025

REPORT

*(etc.) Approve the financial statements for the fiscal year 2024 and the
distribution of profits and dividends)*

To: 2025 Annual General Meeting of Shareholders

Bases:

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17/06/2020 approved by the National Assembly;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26/11/2019 approved by the National Assembly;
- Pursuant to the Charter of Top One Allot Joint Stock Company approved by the General Meeting of Shareholders;

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the full text of the Financial Report for the fiscal year 2024.

The financial statements for the fiscal year 2024 have been published on the Company's website, published to the State Securities Commission, the Hanoi Stock Exchange and presented to the Annual General Meeting of Shareholders in 2025.

Due to the unprofitable results of production and business activities in the fiscal year 2024, the Company will not pay dividends to Shareholders.

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

Thank you!

Recipient:

- Shareholders of the Company;
- Luu VT, Student of the 2025
General Meeting of Shareholders;



CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ
Nguyễn Ngọc Dương

No. 04/2025/TTr-HDQT

Hanoi, April 20 , 2025

REPORT

*(etc.) Approve the decision to search for and select an independent auditor in
2022, 2023, 2024, 2025)*

To: 2025 Annual General Meeting of Shareholders

Bases:

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17/06/2020 approved by the National Assembly;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26/11/2019 approved by the National Assembly;
- Pursuant to the Charter of Top One Allot Joint Stock Company approved by the General Meeting of Shareholders;

Currently, the Board of Directors has not been able to find and make a list of independent auditing companies to submit to the General Meeting of Shareholders for approval because the Board of Directors and the Board of Directors have not been handed over the Company's dossiers and documents from the Board of Directors of the previous term. The Board of Directors and the Board of Directors of the Company for the new term and shareholders sent a denunciation of the Board of Directors of the previous terms of embezzlement and appropriation of the Company's assets to the authorities.

On January 12, 2024, the Ha Giang Provincial Police Investigative Agency issued a Decision to prosecute the criminal case of "**Embezzlement of assets**", which occurred from 2016 to 2022 at TOP ONE Distribution Joint Stock Company (Address: Group 1, Viet Lam farm town, Vi Xuyen district, Ha Giang province) for investigation in accordance with the law. arrested and detained Mr. Dinh Van Tao and Mr. Nguyen Huu Quite former Chairman of the Board of Directors of TOP ONE Allot Joint Stock Company in the previous terms.

For the above reasons, the independent audit units refused to inspect the Company's operations.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval by assigning the Board of Directors to continue to search for and approve an independent audit unit to inspect the Company's operations.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval by assigning the Legal Representative to negotiate the implementation terms, funding and necessary procedures to carry out the audit, fully report the audit results in accordance with the law and the Company's charter.



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

Thank you very much!

Recipient:

- Shareholders of the Company;
- Luu VT, Student of the 2025
General Meeting of Shareholders;



CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ
Nguyễn Ngọc Dương



No. 05/2024/TTr-HDQT

Hanoi, April 20 , 2025

REPORT

(Approving the salary and remuneration of the Board of Directors of the Company in 2024 and the salary and remuneration plan of the Board of Directors of the Company in 2025)

To: 2024 Annual General Meeting of Shareholders

Bases:

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17/06/2020 approved by the National Assembly;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26/11/2019 approved by the National Assembly;
- Pursuant to the Charter of Top One Allot Joint Stock Company approved by the General Meeting of Shareholders;
- Pursuant to Resolution No. 01/2024/NQ-ĐHĐCĐ, dated April 28, 2024 of the 2024 Annual General Meeting of Shareholders.
- Pursuant to Resolution No. 01/2024/NQ-ĐHĐĐBT, dated October 13/2024 of the Extraordinary General Meeting of Shareholders in 2024.

The Board of Directors respectfully submits to the Annual General Meeting of Shareholders for approval the salary and remuneration for implementation in 2024 and the salary and remuneration plan of the Board of Directors in 2025 as follows:

1. Total salary and remuneration of the Board of Directors in 2024:

Because in 2024, the Company will organize (02) two meetings of the General Meeting of Shareholders. Therefore, the salary and remuneration of the Board of Directors submitted at the meeting have changed. For the above reasons, the total salary and remuneration of the Board of Directors in 2024 is: 113,000,000 VND (One hundred and thirteen million VND).

2. The plan for salary and remuneration of the Board of Directors in 2025:

Stt	Title	Remuneration, salary (VND/month)	Amount	Number of Months	Total amount (VND)
1	Chairman of the Board of Directors	6.000.000	01	12	72.000.000
2	Become a member of the Board of Directors (Title	8.000.000	01	12	96.000.000



	of General Director)				
3	Member of the Board of Directors	1.000.000	01	12	12.000.000
4	Independent Member of the Board of Directors	2.000.000	01	12	24.000.000
Total			03	12	204.000.000

The total remuneration and salary for the Board of Directors in 2024 has been implemented: **113,000,000 VND** (*One hundred and thirteen million even VND*).

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

Thank you very much!

Recipient:

- Shareholders of the Company;
- Luu VT, Student of the 2025 General Meeting of Shareholders;



CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ
Nguyễn Ngọc Dương



No. 06/2025/TTr-HDQT

Hanoi, April 20 , 2025

REPORT

(etc.: Supplementing business lines)

To: 2025 Annual General Meeting of Shareholders

Bases:

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17/06/2020 approved by the National Assembly;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26/11/2019 approved by the National Assembly;
- Pursuant to the Charter of Top One Allot Joint Stock Company approved by the General Meeting of Shareholders;

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the addition of business lines as follows:

1. List of additional industries:

Industry Code	Major Name
8512	Primary Education
8521	Middle School Education
8522	Upper secondary education
8559	Other education has not been classified anywhere (including teaching soft skills, foreign languages, informatics, etc.)
6810	Real estate business, land use rights belonging to owners, users or leased. Details: Real estate business (specified in Articles 3 and 9 of the Law on Real Estate Business 2023).



2. Reason for adding business lines: The company expands business and production.

3. Authorization and organization of implementation:

The General Meeting of Shareholders authorizes the Board of Directors or the

Legal Representative to complete the procedures for registration of additional business lines in accordance with law.

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

Thank you!

Recipient:

- Shareholders of the Company;
- Luu VT, Student of the 2025 General Meeting of Shareholders;



CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ
Nguyễn Ngọc Dương



No. 07/2025/TTr-HDQT

Hanoi, April 20 , 2025

REPORT

(Etc.: Approval of the decision to amend and supplement the Company's Charter)

To: Extraordinary General Meeting of Shareholders 2023

Bases:

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17/06/2020 approved by the National Assembly;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26/11/2019 approved by the National Assembly;
- Pursuant to the Charter of Top One Allot Joint Stock Company approved by the General Meeting of Shareholders;

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the full text of the Company's Charter (*enclosed*) which has been amended and supplemented in accordance with the provisions of the Law on Enterprises 2020; assigns the legal representative to sign and promulgate the Company's Charter approved by the General Meeting of Shareholders.

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

Thank you very much!

Recipient:

- Shareholders of the Company;
- Luu VT, Student of the 2025 General Meeting of Shareholders;



TM. BOARD
CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ
Nguyễn Ngọc Dương

No. 08/2025/TTr-HDQT

Hanoi, April 20, 2025

REPORT

(etc.: Do not have to carry out the public tender offer procedure)

To: Extraordinary General Meeting of Shareholders 2024

Bases:

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17/06/2020 approved by the National Assembly;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26/11/2019 approved by the National Assembly;
- Pursuant to the Charter of Top One Allot Joint Stock Company approved by the General Meeting of Shareholders;

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

1. **Organizations, individuals, shareholders** (such as Members of the Board of Directors, major shareholder Tran Hong Tai, or any other shareholder) of **TOP ONE Distribution Joint Stock Company** are not required to carry out public tender offer procedures when buying voting shares of TOP ONE Distribution Joint Stock Company, leading to organizations, individuals, shareholders of the Company and related persons directly or indirectly owning or exceeding 25%, 35%, 45%, 55%, 65%, 75% of the voting shares of TOP ONE Distribution Joint Stock Company.
2. **Transaction method:** Receive the transfer through order matching and/or agreement on the HNX in accordance with the regulations of the Hanoi Stock Exchange.

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

Thank you very much!

Recipient:

- Shareholders of the Company;
- Luu VT, Student of the 2025
General Meeting of Shareholders;



CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ
Nguyễn Ngọc Dương

No. 09/2025/TTr-HDQT

Hanoi, April 20, 2025

**AUDIT COMMITTEE REPORT 2024
AND PLAN FOR 2025**

I. ACTIVITIES OF THE AUDIT COMMITTEE

1. Personnel of the Audit Committee from 01/01/2024 to 13/10/2024:

Stt	Member of the Audit Committee	Duty	Date of starting/no longer being a member of the Audit Committee
1	Mr. Nguyen Binh Minh	President	Appointment date 16/10/2023, dismissal date 13/10/2024
2	Mr. Nguyen Ngoc Duong	Member	Appointed on 16/10/2023

2. Personnel of the Audit Committee from 13/10/2024 to 31/12/2024:

Stt	Member of the Audit Committee	Duty	Date of starting/no longer being a member of the Audit Committee
1	Mr. Vu Van Thuan	President	Appointed on 09/11/2024
2	Mr. Nguyen Ngoc Duong	Member	Appointed on 16/10/2023

3. Summary of meetings:

a. Meeting of the Audit Committee from 01/01/2024 to 13/10/2024:

Stt	Member of the Audit Committee	Number of Meetings Attended	Meeting attendance rate	Voting Rate	Reasons for not attending the meeting
1	Mr. Nguyen Binh Minh	1/1	100%	100%	
2	Mr. Nguyen Ngoc Duong	1/1	100%	100%	

b. Meeting of the Audit Committee from 13/10/2024 to 31/12/2024:

	Member of the Audit Committee	Number of Meetings Attended	Meeting attendance rate	Voting Rate	Reasons for not attending the meeting

1	Mr. Vu Van Thuan	1/1	100%	100%	
2	Mr. Nguyen Ngoc Duong	1/1	100%	100%	

4. Activities of the Audit Committee:

- Assess the implementation of the Company's business plans, regulations and policies.
- Audits assess compliance with accounting processes, regulations, policies and standards.
- Review of accounting books and financial statements in 2024.
- Checking the compliance with the provisions of the Law and the Company's Charter, the implementation of the resolutions of the General Meeting of Shareholders and the Resolution of the Board of Directors.

II. RESULTS OF INSPECTION AND ASSESSMENT OF A NUMBER OF MAIN ACTIVITIES

1. Results of examination and evaluation of financial statements

- The recording and archiving of vouchers, accounting information systems and basic accounting books shall be carried out in accordance with current regulations. The criteria of the financial statements are classified in accordance with the guidance of Circular 200-202/2014/TT-BTC issued by the Ministry of Finance.
- The Audit Committee has reviewed the quarterly, semi-annual and full-year financial statements for 2024.
- The financial statements are prepared and presented honestly, in accordance with accounting standards and current regulations. In terms of material aspects, the financial statements have honestly and reasonably reflected the Company's financial situation as of December 31, 2024.

2. Results of monitoring the operation situation in 2024

- The development strategy set out by the Board of Directors is in line with the actual situation of the Company.
- The Board of Directors and functional departments have seriously implemented the resolutions of the General Meeting of Shareholders and well implemented their functions and duties in accordance with the Law and the Company's Charter.
- Regarding personnel, the Board of Directors continues to consolidate the entire personnel apparatus in accordance with the Company's development orientation.
- The Executive Board and management levels shall support, coordinate, provide, provide information and documents at the request of the Audit Committee in the audit process for the Audit Committee to perform its functions, and at the same time consult the Audit Committee in the course of



operation in order to minimize risks. improve control performance and management efficiency to achieve assigned goals and tasks.

- The Audit Committee exchanges and/or reports the results of inspections, audits, proposals and recommendations with the Board of Directors, the Executive Board, and operational management levels in a timely manner to obtain appropriate solutions and action plans.

III. COMMENTS AND RECOMMENDATIONS

1. Observe

In the face of major fluctuations in the macroeconomy, the impact of the war in the world has had a negative impact on the world economy in general and Vietnam in particular. In particular, the extremely large case of embezzlement of assets of the leaders of the previous term was accepted and settled by the authorities, which had a tremendous impact on the Company's assets and capital, making the Company's production business almost paralyzed. In the face of the above difficulties, the Board of Directors and the Board of Directors have adapted quickly and flexibly. On the one hand, find a suitable new direction for the Company and work with the authorities to recover the embezzled money of the previous tenure of the leadership.

Members of the Audit Committee uphold the sense of responsibility in performing their duties, ensuring honesty and objectivity in their work.

2. Recommendations of the Audit Committee

- Consistent with the goal of safe and effective development.
- Continue to consolidate and develop the Company's core business, improve the quality of lean and effective services.
- Consolidate and improve the capacity of system administration, risk control, and application of technology to management.

IV. ORIENTATION OF THE PEOPLE'S COMMITTEE IN 2025

The operational orientation of the Audit Committee in 2025 is as follows:

- Promote the sense of responsibility to continue to fully fulfill obligations and complete the objectives of the People's Committee in accordance with the Regulation on Operation of the People's Committee; complete other tasks assigned by the Board of Directors in accordance with the provisions of Law, Charter and Internal Governance Regulations of the Company.
- Strengthen supervision of the implementation of the provisions of the Law, the Company's Charter, resolutions of the General Meeting of Shareholders, resolutions of the Board of Directors and internal governance regulations of the Company; inspect and supervise the results of the implementation of objectives and plans.
- Carry out the appraisal of quarterly, semi-annual and annual financial statements as prescribed; coordinate with the Board of Directors, the Board of



Directors and units in the Company to improve and enhance the Company's internal control activities.

- Regularly inspect and supervise the activities of units in the Company and make recommendations to improve the Company's governance process and risk management process.

The above is the Audit Committee's Activity Report in 2024 and the plan for 2025.

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

Thank you very much!

Recipient:

- Shareholders of the Company;
- Luu VT, Student of the 2025 General Meeting of Shareholders;



CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ
Nguyễn Ngọc Dương

1. C. P.

SOCIALIST REPUBLIC OF VIETNAM

Indepence - Freedom - Happiness

CHARTER

TOP ONE ALLOT JOINT STOCK COMPANY

Hanoi, April 20, 2025

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PREFACE

This Charter was approved in accordance with the Resolution of the General Meeting of Shareholders No. 01/2025/NQ-DHDCDBT dated 20/04/2025.

I. DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Glossary

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

- a) *Charter capital* is the total par value of shares sold or registered for purchase upon establishment of a joint-stock company and as prescribed in Article 6 of this Charter;
- b) *Voting capital* is share capital, whereby the owner has the right to vote on matters falling under the decision-making competence of the General Meeting of Shareholders;
- c) *The Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d) *The Law on Securities* means the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- dd) *Vietnam* is the Socialist Republic of Vietnam;
- e) *The date of establishment* is the date on which the Company is first granted the Enterprise Registration Certificate (Business Registration Certificate and papers of equivalent value);
- g) *The enterprise executive* is the General Director, Deputy General Director, Chief Accountant and other executives as prescribed by the company's Charter;
- h) *The enterprise manager* is the manager of the company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director and individuals holding other managerial positions as prescribed in the company's charter;
- i) *Related persons* are individuals and organizations specified in Clause 46, Article 4 of the Law on Securities;
- k) *Shareholders* being individuals or organizations owning at least one share of the joint-stock company;
- l) *Founding shareholders* are shareholders who own at least one ordinary share and sign the list of founding shareholders of the joint-stock company;
- m) *Major shareholders* are shareholders specified in Clause 18, Article 4 of the Law on Securities;
- n) *Operation duration* means the operation time of the Company specified in Article 2 of this Charter and the extension period (if any) approved by the General Meeting of Shareholders of the Company;
- o) *The Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries.
- p) *Corporate Governance Regulation* means an internal regulation on corporate governance formulated by the Board of Directors and submitted to the General Meeting of Shareholders for approval to provide for the Company's governance and administration in accordance with the provisions of Law from time to time.
- Q. *Audit Committee/Audit Committee* means the Internal Audit Committee under the Board of Directors as specified at Point b, Clause 1, Article 137 of the Law on Enterprises.

2. In this Charter, references to one or several other regulations or documents include amendments, supplements or substitute documents.

3. Headings (Sections and Articles of this Charter) are used for the convenience of understanding the contents and do not affect the contents of this Charter.

II. NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, BUSINESS LOCATION, OPERATION DURATION AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, form, head office, branch, representative office, business location and operation term of the Company

1. Company Name

- Company name written in Vietnamese: TOP ONE ALLOT JOINT STOCK COMPANY
- Company name in foreign language: TOP ONE ALLOT JOINT STOCK COMPANY
- Company Name Abbreviation: TOP ONE., JSC

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

3. The Company's registered office:

- Head office address: Group 1, Viet Lam town, Vi Xuyen district, Ha Giang province.
- Phone: 0967923532
- Fax:
- Email: jsc.Topone@gmail.com
- Website: toponejsc.com

4. The Company may establish branches and representative offices in its business areas to achieve the Company's operational objectives in accordance with the decisions of the Board of Directors and within the scope permitted by law.

5. Unless the operation is terminated before the time limit specified in Clause 2, Article 59 or the operation extension is extended as prescribed in Article 60 of this Charter, the operation term of the Company is indefinite.

Article 3. Legal representative of the Company

1. The company shall have 01 (one) or 02 (two) legal representatives, in the following order:

The first representative (1) holds the position of Chairman of the Board of Directors; The Chairman of the Board of Directors will represent the company in signing papers, contracts and transactions directly related to the interests of shareholders and capital contributors such as: receiving, managing contributed capital, transferring capital of shareholders and members of the company, buying, selling, donating assets.

The second representative (2) is the appointed General Director; The General Director will represent the company in signing documents, contracts, and transactions related to the fields of production, business, and human resource management of the company.

Other specific regulations will comply with the internal governance regulations, the operation regulations of the board of directors, and specific appointment resolutions if any.

2. Rights and obligations of legal representatives.

a. The legal representative of the enterprise is an individual representing the enterprise in exercising the rights and obligations arising from the enterprise's transactions, representing the enterprise as the requester for settlement of civil matters, the plaintiff, the defendant, the person with interests, etc obligations related to the Arbitrator, the Court and other rights and obligations as prescribed by law.

- b. Perform the assigned rights and obligations in an honest, prudent and best manner to ensure the legitimate interests of the enterprise;
- c. Be loyal to the interests of the enterprise; do not use information, know-how and business opportunities of the enterprise, do not abuse the position and position and use the assets of the enterprise for self-interest or serve the interests of other organizations and individuals;
- d. Promptly, fully and accurately notify the enterprise that such representative and their related persons are the owners or have dominant shares or contributed capital in other enterprises.
- e. The legal representative of the enterprise shall be personally responsible for the damage to the enterprise due to the breach of obligations specified at Points b, c and d of this Clause.

III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY

Article 4. The Company's operational objectives

1. The Company's business lines shall be announced on the National Enterprise Registration Portal, in accordance with the provisions of current law and the Company's Charter.
2. Objectives of the Company's operation: The Company is established to mobilize and use capital effectively in the development of production and business in the registered business lines with the aim of maximizing profits; Creating stable jobs for employers; Contribute to the state budget and the development of the Company.
3. Operating principles of the Company:
 - Voluntary, equal, democratic, respectful and law-abiding;
 - Honest, skilled, dedicated, responsible business;
 - The highest decision-making body of the Company is the General Meeting of Shareholders;
 - The General Meeting of Shareholders elects the Board of Directors of the Company;
 - To administer the Company's operations as the General Director appointed and dismissed by the Board of Directors, assisting the General Directors who are the Deputy General Directors.

Article 5. Scope of business and operation of the Company

The company is allowed to conduct business activities according to the business lines specified in this Charter, which has been registered and notified of changes in registration contents to the business registration authority and announced on the National Enterprise Registration Portal. In case the company is engaged in conditional business lines, the company must fully satisfy the business conditions in accordance with the provisions of the Law on Investment and relevant specialized laws.

List of business lines:

Codes of business lines	Name of business line
0810	Quarrying stone, sand, gravel, clay
5210	Warehousing and storage of goods
5510	Short-stay service
4661	Wholesale of solid, liquid, gaseous fuels and related products
4669	Other specialized wholesalers have not been classified anywhere
4690 (Main)	Wholesale Synthesis
4711	Retail of food, food, beverages, cigarettes, and tobacco accounts for a large proportion of general business stores
4722	Food retail in specialty stores

4723	Beverage retail in specialty stores
4741	Retail of computers, peripherals, software and telecommunications equipment in specialty stores
4751	Retail of fabrics, wool, yarns, sewing threads and other textiles in specialty stores
4752	Retail of hardware, paints, glass, and other installation equipment in construction in specialty stores
4772	Retail of medicines, medical devices, cosmetics and hygiene items in specialty stores
5610	Restaurants and mobile catering services
5630	Beverage service
3530	Steam production, distribution, hot water, air conditioning and ice production
4511	Wholesale of automobiles and other motor vehicles
4513	Car and other motor vehicle dealerships
4530	Sale of spare parts and auxiliary parts of automobiles and other motor vehicles
4620	Wholesale of raw agricultural and forest products (except wood, bamboo, bamboo) and live animals
4632	Food Wholesale
4633	Wholesale Beverages
4649	Wholesale other household appliances
4652	Wholesale of electronic and telecommunications equipment and components
4659	Wholesale machinery, equipment and other machine parts
4773	Retail of other new goods in specialty stores
4932	Other Road Passenger Transport
4933	Freight Transport by Road
8230	Organization of trade introduction and promotion
8299	The rest of the business support services have not been classified anywhere
6619	Financial service support activities have not been classified anywhere
6820	Consulting, brokerage, real estate auction, land use right auction
7310	Advertise
7710	Motorized car rental
7912	Tour operators
4512	Retail cars (9 seats or less)
4610	Agents, brokers, auctions of goods
4631	Wholesale of rice, wheat, other grains, wheat flour
4641	Wholesale fabrics, garments, shoes
8532	Intermediate training
4719	Other Retail in General Business Stores
4759	Retail of household appliances, beds, cabinets, tables, chairs and similar furniture, lamps and electric light sets, and other household appliances that have not been classified anywhere in specialized stores

8512	Primary Education
8521	Middle School Education
8522	Upper secondary education
8559	Other education has not been classified anywhere (including teaching soft skills, foreign languages, informatics, etc.)
6810	Real estate business, land use rights belonging to owners, users or leased. Details: Real estate business (specified in Articles 3 and 9 of the Law on Real Estate Business 2023)

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The charter capital of the Company is VND 253,500,000,000 (in words: Two hundred and fifty-three billion, five hundred million VND).

The total charter capital of the Company is divided into 25,350,000 shares with a par value of 10,000 VND/share.

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

3. The shares of the Company on the date of approval of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of shares are specified in Articles 12 and 13 of this Charter.

4. The company may issue other types of preference shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of law.

5. The name, address, number of shares and other information about the founding shareholders in accordance with the Law on Enterprises shall be shown in the Company's legal documents.

Ordinary shares must be prioritized for sale to existing shareholders in proportion to their ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders, the number of shares not registered to be purchased in full shall be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and other persons on conditions that are not more favorable than those offered for sale to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may purchase shares issued by the Company in the manner specified in this Charter and current laws.

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

Article 7. Stock Certification

1. Shareholders of the Company shall be granted stock certificates corresponding to the number of shares and types of shares owned.

2. Stocks are securities that certify the owner's lawful rights and interests in a part of the issuer's share capital. Stocks must have all the contents specified in Clause 1, Article 121 of the Law on Enterprises.

3. Within 60 days from the date of submission of a complete dossier of application for transfer of share ownership as prescribed by the Company or within 60 days from the date of full

payment of the share purchase price as prescribed in the Company's stock issuance plan (or other time limit as prescribed in the issuance terms); the owner of the number of shares shall be granted a stock certificate. The share owner does not have to pay the Company the cost of printing the share certificate.

4. In case the shares are lost, damaged or destroyed in other forms, the shareholders shall be re-granted shares by the Company at the request of such shareholders. Shareholders' proposals must include the following contents:

- a) Information about stocks that have been lost, damaged or destroyed in other forms;
- b) Undertake to take responsibility for disputes arising from the re-issuance of new shares.

Article 8. Other Securities Certificates

Bond certificates or other securities certificates of the Company are issued with the signature of the legal representative and the seal of the Company.

Article 9. Transfer of shares

1. All shares may be freely transferred, unless otherwise provided for in this Charter and other provisions of law, stocks listed or registered for trading on the Stock Exchange shall be transferred in accordance with the provisions of the law on securities and securities market.

2. Shares that have not been fully paid shall not be transferred and enjoy related benefits such as the right to receive dividends, the right to receive issued shares to increase share capital from equity, the right to purchase newly offered shares and other benefits as prescribed by law.

Article 10. Share recovery

1. In case a shareholder fails to pay the amount payable for the purchase of shares in full and on time, the Board of Directors shall notify and request such shareholder to pay the remaining amount and take responsibility for the total par value of the shares registered for purchase for the Company's financial obligations arising from the failure to pay in full.

2. The above-mentioned payment notice must clearly state the new payment deadline (at least 07 days from the date of sending the notice), the payment location and the notice must clearly state the case of failure to pay as required, the unpaid shares will be withdrawn.

3. The Board of Directors has the right to withdraw unpaid shares in full and on time in case the requirements in the above notice are not fulfilled.

4. Withdrawn shares are considered as shares entitled to offer for sale specified in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale and redistribution under such conditions and methods as the Board of Directors deems appropriate.

5. Shareholders holding recovered shares must relinquish their shareholder status for such shares, but shall still be responsible for the total par value of the shares registered for purchase for the Company's financial obligations incurred at the time of recovery under the decision of the Board of Directors from the date of recovery to the actual date currently paying. The Board of Directors has the full right to decide on the compulsory payment of the entire value of shares at the time of recovery.

6. The notice of recovery shall be sent to the holder of the recovered shares before the time of recovery. The revocation remains in effect even in the event of an error or negligence in the sending of the notice.

V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 11. Organizational structure, governance and control

The organizational structure of management, administration and control of the Company includes:

1. The General Meeting of Shareholders.
2. The Board of Directors,
3. General Director.

VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Ordinary shareholders have the following rights:

- a) Attend and speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or other forms prescribed by the company's Charter and law. Each ordinary share has one voting vote;
- b) To receive dividends at the rate decided by the General Meeting of Shareholders;
- c) Prioritize the purchase of new shares corresponding to the percentage of ordinary shares owned by each shareholder in the Company;
- d) Freely transfer their shares to other persons, except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of law;
- dd) Consider, look up and extract information on names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information;
- e) Consider, look up, extract or copy the company's charter, minutes of the General Meeting of Shareholders and the Resolution of the General Meeting of Shareholders;
- g) When the company is dissolved or goes bankrupt, it is entitled to receive a part of the remaining assets corresponding to the percentage of share ownership in the company;
- h) Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
- i) To be treated equally. Each share of the same type gives shareholders equal rights, obligations and benefits. In case the Company has preference shares, the rights and obligations associated with the preference shares must be approved by the General Meeting of Shareholders and fully announced to shareholders;
- k) Have full access to periodic and irregular information published by the Company in accordance with law;
- l) To be protected of their legitimate rights and interests; propose to suspend or cancel resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
- m) Other rights as prescribed by law and this Charter.

2. Shareholders or groups of shareholders who own 05% of the total number of ordinary shares for a continuous period of six (06) months or more have the following rights:

- a) Request the Board of Directors to convene the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
- b) Consider, look up and extract the number of minutes and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Audit

Subcommittee, contracts and transactions subject to approval by the Board of Directors and other documents, except for documents related to trade secrets, the Company's business secrets;

c) Request the Audit Subcommittee to examine each specific issue related to the management and administration of the Company's operations when deeming it necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, number of legal papers of the individual for individual shareholders; name, enterprise identification number or number of legal papers of the organization, address of the head office for shareholders being organizations; the number of shares and the time of share registration of each shareholder, the total number of shares of the whole group of shareholders and the percentage of ownership in the total number of shares of the Company; issues to be inspected, purpose of inspection;

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

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

3. Shareholders or groups of shareholders owning 10% or more of the total number of ordinary shares may nominate persons to the Board of Directors. The nomination of persons to the Board of Directors shall be carried out as follows:

a) Ordinary shareholders who form a group to nominate a person to the Board of Directors must notify the group meeting to the shareholders attending the meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors, shareholders or groups of shareholders specified in this Clause may nominate one or several persons under the decision of the General Meeting of Shareholders to be candidates for the Board of Directors. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors and other shareholders.

Article 13. Obligations of shareholders

Ordinary shareholders have the following obligations:

1. To pay in full and on time the number of shares committed to purchase.

2. Not to withdraw capital contributed by ordinary shares from the Company in any form, except for the case of repurchase of shares by the Company or other persons. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and a person with related interests in the Company must be jointly responsible for the Company's debts and other property obligations within the value of the withdrawn shares and the damages incurred.

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

4. To abide by resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. Confidentiality of information provided by the Company in accordance with the Company's Charter and law; only use the information provided to exercise and protect their legitimate rights and interests; it is strictly forbidden to disseminate or copy or send information provided by the Company to other organizations and individuals.

6. Attend meetings of the General Meeting of Shareholders and exercise the right to vote through the following forms:

- a) Attend and vote directly at the meeting;
 - b) Authorize other individuals and organizations to attend and vote at the meeting;
 - c) Attend and vote through online conferences, electronic voting or other electronic forms;
 - d) Send the ballot papers to the meeting by mail, fax or e-mail;
7. Taking personal responsibility when committing one of the following acts in the name of the Company in any form:
- a) Violating law;
 - b) Conducting business and other transactions for self-interest or serving the interests of other organizations and individuals;
 - c) Pay debts that are not yet due in advance of financial risks to the Company.
8. To fulfill other obligations as prescribed by current law.

Article 14. 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 shall meet annually once a year and within four (04) months from the end of the fiscal year. The Board of Directors shall decide to extend the Annual General Meeting of Shareholders in case of necessity, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders is determined to be the place where the chairman attends the meeting and must be in the territory of Vietnam.

2. The Board of Directors shall convene a meeting of the Annual General Meeting of Shareholders and select an appropriate location. The Annual General Meeting of Shareholders decides on matters in accordance with the law and the company's charter, especially through the audited annual financial statements. In case the audit report of the Company's annual financial statements contains material exceptions, conflicting audit opinions or rejection, the Company must invite the representative of the approved auditing organization to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the approved auditing organization mentioned above have the responsibility to attend the Annual General Meeting of Shareholders of the Company.

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

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The number of remaining members of the Managing Board is less than the minimum number of members as prescribed by law;
- c) At the request of shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; the request for convening a meeting of the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, with the signatures of the relevant shareholders or the written request to be made in many copies and collect the signatures of the relevant shareholders;
- d/ Other cases as prescribed by law and this Charter.

4. Responsibilities for convening the Extraordinary General Meeting of Shareholders

a. The Board of Directors must convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date on which the number of members of the Board of Directors fails to meet the provisions in Article 25 of this Charter. In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed, the

Chairman of the Board of Directors must take responsibility before law and must pay compensation for damage incurred to the Company.

b/ In case the Board of Directors fails to convene the above-mentioned meeting, within thirty (30) days after the next thirty (30) days, the shareholders or groups of shareholders who request the provisions at Point c, Clause 3 of this Article may convene a meeting of the General Meeting of Shareholders. In this case, if deeming it necessary, the shareholder or group of shareholders convening a meeting of the General Meeting of Shareholders may request the agency issuing the enterprise registration certificate or other authorities in accordance with law to supervise the order and procedures for convening. proceed to the meeting and make decisions of the General Meeting of Shareholders.

c. The convener must make a list of shareholders entitled to attend the General Meeting of Shareholders, provide information and settle complaints related to the list of shareholders, make the program and contents of the meeting, prepare documents, determine the time and place of the meeting, send a notice of invitation to the meeting to each Shareholder entitled to attend the meeting.

d) Procedures for organizing the General Meeting of Shareholders shall comply with the provisions of Clause 5, Article 140 of the Law on Enterprises.

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

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

- a) To approve the Company's development orientation;
- b) Decide on the type of shares and the total number of shares of each type entitled to be offered for sale; decide on the annual dividend level of each type of shares;
- c) Elect, dismiss or dismiss members of the Board of Directors;
- d) Decision on investment or sale of assets valued at 35% or more of the total value of assets stated in the Company's latest financial statements;
- dd) Decision on amendment and supplementation of the company's charter;
- e) To approve the annual financial statements;
- g) Decide to repurchase more than 10% of the total sold shares of each type;
- h) Consider and handle violations committed by members of the Board of Directors causing damage to the Company and its shareholders;
- i) Decide on the reorganization or dissolution of the company;
- k) To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors;
- l) Approving the Internal Management Regulation; Regulation on operation of the Board of Directors;
- m) Approving the list of approved auditing firms; decide on the approved auditing firm to inspect the Company's operation, dismiss the approved auditor when considering the necessary teacher;
- n) Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders shall discuss and approve the following issues:

- a) The company's annual business plan;
- b) Audited annual financial statements;
- c) The report of the Board of Directors on the administration and operation results of the Board of Directors and each member of the Board of Directors; independent members of the Board of

Directors are responsible for reporting at the Annual General Meeting of Shareholders in accordance with Article 284 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;

- d) Report on the results of operation of the Board of Directors and the General Director;
- e) The dividend level for each share of each type;
- g) Number of members of the Board of Directors;
- h) Elect, dismiss or dismiss members of the Board of Directors;
- i) To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors;
- k) Approve the list of approved auditing firms; to decide on the auditing firm to be approved to inspect the company's activities when it deems it necessary;
- l) Supplement and amend the company's charter;
- m) The type of shares and the number of newly issued shares for each type of shares and the transfer of shares of the founding members within the first 03 years from the date of establishment;
- n) Division, separation, consolidation, merger or transformation of the company;
- o) Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
- p) Decision on investment or sale of assets valued at 35% or more of the total asset value stated in the Company's latest financial statements;
- q) Decide to repurchase more than 10% of the total sold shares of each type;
- r) The company signs contracts or transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the company's assets stated in the latest financial statements;
- s) Approve the transactions specified in Clause 4, Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
- u) Other matters as prescribed by law and this Charter.

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

Article 16. Authorization to attend the General Meeting of Shareholders

1. Shareholders and authorized representatives of shareholders being organizations may directly attend meetings or authorize one or several other individuals or organizations to attend meetings or attend meetings through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization of an individual or representative organization to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document shall be made in accordance with the provisions of civil law and must clearly state the name of the authorized shareholder, the name of the authorized individual or organization, the number of authorized shares, the contents of the authorization, the scope of authorization, the duration of the authorization, and the signatures of the authorizing party and the authorized party.

The person authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting. In case of re-authorization, the meeting attendee must additionally present the original authorization document of the shareholder, the

authorized representative of the shareholder being an organization (if not previously registered with the Company).

3. Voting papers of persons authorized to attend meetings within the scope of authorization shall remain valid when one of the following cases occurs, except for the following cases:

- a) The authorizer has died, has limited civil act capacity or has lost civil act capacity;
- b) The authorizer has canceled the appointment of authorization;
- c) The authorizer has canceled the authority of the person performing the authorization.

This clause does not apply in case the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Article 17. Change permissions

1. The change or cancellation of special rights associated with a type of preference shares takes effect when it is approved by shareholders representing 65% or more of the total number of votes of all shareholders attending the meeting. The Resolution of the General Meeting of Shareholders on the contents that adversely change the rights and obligations of shareholders owning preference shares may only be approved if it is approved by the number of preference shareholders of the same type attending the meeting owning 75% or more of the total preference shares of that type or 75% of the total shares owned by preference shareholders of the same type the preferential portion of that type or more shall be approved in case of approval of the resolution in the form of written consultation.

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

3. 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 for in the terms of the issuance of shares, the special rights attached to the types of shares have preferential rights in respect of some or all matters relating to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same type.

Article 18. Convening meetings, meeting agendas and notice of invitation to the General Meeting of Shareholders

1. The Board of Directors shall convene the Annual and Extraordinary General Meeting 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 perform the following tasks:

a) Prepare 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 shall be made no later than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders. The company must disclose information on the compilation of

the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;

- b) Prepare the program and contents of the congress;
- c) Prepare documents for the congress;
- d) Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting;
- dd) Determine the time and place of the congress;
- e) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
- g) Other tasks in service of the congress.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by the method of ensuring that the contact address of the shareholders is reached, and at the same time published on the website of the Company, 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 a notice of invitation to the meeting to all shareholders on the List of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (counting from the date on which the notice is duly sent or transmitted). The agenda of the General Meeting of Shareholders, documents related to issues to be voted on at the general meeting shall be sent to shareholders or posted on the Company's website. In case the documents are not enclosed with the notice of the meeting of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the path to all meeting documents for shareholders to access, including:

- a) The meeting program and documents used in the meeting;
- b) List and detailed information of candidates in case of election of members of the Board of Directors;
- c) Voting papers;
- d) Draft resolutions for each issue in the meeting agenda.

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

5. The convener of the General Meeting of Shareholders may reject the petition specified in Clause 4 of this Article if it falls into one of the following cases:

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

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

Article 19. Conditions for conducting the General Meeting of Shareholders

1. A meeting of the General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents more than 50% of the total number of votes.
2. In case the first meeting fails to meet the conditions specified in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the date on which the first meeting is scheduled. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents 33% or more of the total number of votes.
3. In case the second meeting fails to meet the conditions specified in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the date on which the second meeting is planned. The Third General Meeting of Shareholders is conducted regardless of the total number of votes of shareholders attending the meeting.

Article 20. Format of conducting the meeting and voting at the General Meeting of Shareholders

1. Before the opening of the meeting, the Company must carry out the procedures for registering shareholders and must carry out the registration until the shareholders who are entitled to attend the meeting have registered in the following order:

a) When registering shareholders, the Company shall grant each shareholder or authorized representative the right to vote on a ballot card, on which the registration number, full name of the shareholder, the full name of the authorized representative and the number of voting votes of such shareholder. The General Meeting of Shareholders discusses and votes on each issue in the program. The vote shall be conducted by voting in favor, disapproval and no opinion. At the Congress, the number of votes in favor of the resolution is collected first, the number of votes against the resolution is collected later, and finally the total number of votes in favor or disapproval is counted for decision. The results of the vote count were announced by the Chairman just before the closing of the meeting. The congress shall elect persons responsible for counting votes or supervising the counting at the request of the Chairman. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting;

b) Shareholders, authorized representatives of shareholders being organizations or authorized persons who come after the meeting has been opened have the right to register immediately and then have the right to participate and vote at the general meeting immediately after registration. The Chairman is not responsible for stopping the general meeting so that shareholders are late to register and the validity of the previously voted contents remains unchanged.

2. The election of chairpersons, secretaries and vote-counting boards is prescribed as follows:

a) The Chairman of the Board of Directors shall preside over or authorize other members of the Board of Directors to chair the meeting of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairperson is absent or temporarily unable to work, the remaining members of the Managing Board shall elect one of them to chair the meeting on the principle of majority. In case the chairman cannot be elected, the Head of the Audit Subcommittee shall let the General Meeting of Shareholders elect the chairman of the meeting among the participants and the person with the highest votes to chair the meeting;

b) Except for the case specified at Point a of this Clause, the signatory shall convene a meeting of the General Meeting of Shareholders for the General Meeting of Shareholders to elect the chairperson of the meeting and the person with the highest number of votes to preside over the meeting;

c) The chairperson shall appoint one or several persons to act as the secretary of the meeting;

- d) The General Meeting of Shareholders shall elect one or several persons to the vote counting committee at the request of the chairperson of the meeting.
3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders during the opening session. The program must clearly define and detail the time for each issue in the content of the meeting agenda.
4. The Chairman of the General Meeting has the right to take necessary and reasonable measures to administer the General Meeting of Shareholders in an orderly manner, in accordance with the approved program and reflecting the wishes of the majority of the participants.
- a) Arrange seats at the meeting venue of the General Meeting of Shareholders;
- b) Ensure the safety of everyone present at the meeting places;
- c) Create conditions for shareholders to attend (or continue to attend) the general meeting. The convener of the General Meeting of Shareholders has the full right to change the above-mentioned measures and apply all necessary measures. The applicable measures can be the issuance of an entry permit or the use of other forms of choice.
5. The General Meeting of Shareholders discusses and votes on each issue in the program. The vote shall be conducted by voting in favor, disapproval and no opinion. The results of the vote count were announced by the chairman just before the closing of the meeting.
6. Shareholders or persons authorized to attend meetings after the meeting has been opened may still be registered and have the right to vote immediately after registration; In this case, the validity of the previously voted contents does not change.
7. The convener or chairperson of the meeting of the General Meeting of Shareholders has the following rights:
- a) To request all participants to be subject to inspection or other lawful and reasonable security measures;
- b) Request the competent agency to maintain the order of the meeting; expelling those who do not comply with the chairman's executive authority, deliberately disrupt the order, obstruct the normal progress of the meeting, or fail to comply with the requirements for security checks out of the General Meeting of Shareholders.
8. The Chairperson has the right to postpone the meeting of the General Meeting of Shareholders for a maximum of 03 working days from the date on which the meeting is scheduled to open and may only postpone the meeting or change the meeting venue in the following cases:
- a) The meeting venue does not have enough convenient seats for all participants;
- b) The means of communication at the meeting venue are not guaranteed for shareholders attending the meeting to participate, discuss and vote;
- c) There are people attending the meeting who obstruct or disturb the order, which may cause the meeting to be held in a fair and lawful manner.
9. In case the chairperson postpones or suspends the meeting of the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the participants to replace the chairperson who runs the meeting until the end of the meeting; All resolutions adopted at that meeting are effective.
10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders can attend and vote in the form of electronic voting or other electronic forms as

prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2019 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 21. Conditions for the Resolution of the General Meeting of Shareholders to be approved

1. A resolution on the following contents shall be approved if it is approved by the number of shareholders representing 65% or more of the total number of votes of all shareholders attending the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

- a) Type of shares and total number of shares of each type;
- b) Change of business lines, trades and domains;
- c) Change the organizational structure of the Company's management;
- d) Projects on investment or sale of assets valued at 35% or more of the total value of assets stated in the Company's latest financial statements;
- dd) Reorganization or dissolution of the company;

2. Resolutions shall be passed when they are approved by the number of shareholders owning more than 50% of the total number of votes of all shareholders attending the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders passed equal to 100% of the total number of shares with voting rights are legal and effective even if the order and procedures for convening meetings and passing such resolutions violate the provisions of the Law on Enterprises and the company's charter.

Article 22. Competence and procedures for collecting shareholders' opinions in writing to approve the Resolution of the General Meeting of Shareholders

The competence and method of collecting shareholders' opinions in writing to approve the Resolution of the General Meeting of Shareholders shall comply with the following provisions:

1. The Board of Directors has the right to collect shareholders' opinions in writing to approve the resolution of the General Meeting of Shareholders when deeming it necessary for the benefit of the Company, except for the case specified in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors must prepare the opinion poll, the draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send it to all shareholders with voting rights at least 10 days before the deadline for returning the opinion poll. The request and method of sending the opinion poll and the enclosed documents shall comply with the provisions of Clause 3, Article 18 of this Charter.

3. The opinion poll must contain the following principal contents:

- a) Name and address of the head office, enterprise identification number;
- b) Purpose of collecting opinions;
- c) Full name, contact address, nationality and number of legal papers of the individual, for individual shareholders; name, enterprise identification number or number of legal documents of the organization, address of the head office for shareholders being organizations or full name, contact address, nationality and number of legal papers of individuals for representatives of shareholders being organizations; the number of shares of each type and the number of voting votes of shareholders;

- d) Issues that need to be consulted for approval;
- dd) The voting plan includes approval, disapproval and no opinion on each issue for which opinions are collected;
- e) The time limit for sending to the Company the reply form for collecting opinions;
- g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send the reply form to the Company by mail, fax or e-mail according to the following provisions:

- a) In case of sending a letter or opinion poll that has been answered, it must be signed by the shareholder being an individual, of the authorized representative or the legal representative of the shareholder being an organization. The opinion form sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;
- b) In case of sending fax or e-mail, the opinion collection form sent to the Company must be kept confidential until the time of vote counting;
- c) Opinion collection forms sent to the Company after the time limit specified in the contents of the opinion collection form or which have been opened in case of sending letters and disclosed in case of sending fax or e-mail are invalid. Opinion poll votes that are not sent back shall be considered as votes that do not participate in voting.

5. The Board of Directors counts votes and makes a record of vote counting under the witness of the Audit Subcommittee or shareholders who do not hold management positions of the Company. The vote counting record must contain the following principal contents:

- a) Name and address of the head office, enterprise identification number;
- b) Purposes and issues to be consulted for the adoption of the resolution;
- c) The number of shareholders with the total number of voting votes that have participated in voting, distinguishing the number of valid and invalid votes and the method of sending the voting papers, enclosed with an appendix to the list of shareholders participating in voting;
- d) The total number of votes in favor, disapproval and no opinion on each issue;
- dd) The approved issue and the corresponding approval rate;
- e) Full names and signatures of the Chairman of the Board of Directors, the vote counting person and the vote counting supervisor.

Members of the Board of Directors, vote counting persons and vote counting supervisors must be jointly and severally responsible for the truthfulness and accuracy of the vote counting minutes; jointly and severally responsible for damages arising from the decisions passed due to untruthful and inaccurate vote counting.

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

7. The replied opinion poll, the vote counting record, the approved resolution and relevant documents enclosed with the opinion poll must be kept at the company's head office.

8. A resolution shall be adopted in the form of a written solicitation of shareholders' opinions if it is approved by more than 50% of the total number of votes of all shareholders with the right to vote in favor and is valid as the resolution passed at the General Meeting of Shareholders.

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

1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may be recorded in audio or other electronic forms. The minutes must be made in Vietnamese, may be additionally made in foreign languages and contain the following principal contents:

- a) Name and address of the head office, enterprise identification number;
 - b) Time and place of the General Meeting of Shareholders;
 - c) Meeting agenda and meeting contents;
 - d) Full name of the chairman and secretary;
 - dd) Summarize the progress of the meeting and comments at the meeting of the General Meeting of Shareholders on each issue in the meeting agenda;
 - e) The number of shareholders and the total number of votes of the shareholders attending the meeting, the appendix to the list of registered shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;
 - g) The total number of votes for each voting issue, clearly stating the voting method, the total number of valid votes, invalid, in favor, against and without opinions; the corresponding ratio to the total number of votes of shareholders attending the meeting;
 - h) The approved issues and the corresponding percentage of approved votes;
 - i) Full name and signature of the chairman and secretary. In case the chairperson or secretary refuses to sign the minutes of the meeting, this minutes shall take effect if they are signed by all other members of the Board of Directors attending the meeting and have all the contents as prescribed in this Clause. The minutes of the meeting clearly state that the chairman and secretary refused to sign the minutes of the meeting.
2. The minutes of the meeting of the General Meeting of Shareholders must be made and approved before the end of the meeting. The chairperson and secretary of the meeting or other persons who sign the minutes of the meeting must be jointly and severally responsible for the truthfulness and accuracy of the contents of the minutes.
3. Minutes made in Vietnamese and foreign languages shall have the same legal effect. In case there is a difference in the contents of the minutes in Vietnamese and in a foreign language, the contents of the minutes in Vietnamese shall apply.
4. The resolution, the minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registered to attend the meeting with the signatures of the shareholders, the written authorization to attend the meeting, all documents attached to the minutes (if any) and relevant documents enclosed with the notice of invitation to the meeting must be disclosed in accordance with the law on information disclosure on the market securities market and must be kept at the head office of the Company.

Article 24. Request to annul the Resolution of the General Meeting of Shareholders

Within 90 days from the date of receipt of the resolution or minutes of the meeting of the General Meeting of Shareholders or the minutes of the vote counting results for consultation of the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises may request the Court or Arbitration to consider annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

- 1. The order and procedures for convening meetings and issuing decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the company's charter, except for the case specified in Clause 3, Article 21 of this Charter.
- 2. Contents of resolutions that violate law or this Charter.

VII. BOARD OF DIRECTORS

Article 25. Composition and term of office of members of the Board of Directors

1. The number of members of the Board of Directors is 03 to 11 people.
2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In case all members of the Board of Directors end their term at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over their duties.

3. The structure of members of the Board of Directors is as follows:

The structure of the Board of Directors of a public company must ensure that at least 1/5 of the total number of members of the Board of Directors are non-executive members. The Company minimizes members of the Board of Directors who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors.

The total number of independent members of the Board of Directors must ensure the following provisions:

- a) There must be at least 01 independent member in case the company has the number of members of the Board of Directors from 03 to 05 members;
- b) There are at least 02 independent members in case the company has the number of members of the Board of Directors from 06 to 08 members;
- c) There are at least 03 independent members in case the company has the number of members of the Board of Directors from 09 to 11 members.

4. A member of the Board of Directors is no longer a member of the Board of Directors in case of dismissal, dismissal or replacement by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises.

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

6. Members of the Board of Directors are not necessarily shareholders of the Company.

Article 26. Candidacy and nomination of members of the Board of Directors

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

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work history;
- d) Other managerial titles (including the title of the Board of Directors of other companies);
- dd) Interests related to the Company and its related parties;
- e) Other information (if any) as prescribed in the company's charter;

g) The public company shall be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other managerial titles and interests related to the company of the candidate for the Board of Directors (if any).

2. Shareholders or groups of shareholders who own 10% or more of the total number of ordinary shares with voting rights for at least six (06) months may nominate one (01) candidate for election to the Board of Directors; from ten percent (10%) to less than thirty percent (30%) may nominate a maximum of two (02) candidates; from thirty percent (30%) to less than forty percent (40%) may nominate a maximum of three (03) candidates; from forty percent (40%) to less than fifty percent (50%) may nominate a maximum of four (04) candidates; from fifty percent (50%) to less than sixty percent (60%) may nominate a maximum of five (05) candidates; from sixty percent (60%) to less than seventy percent (70%) may nominate a maximum of six (06) candidates; from seventy percent (70%) to eighty percent (80%) may nominate a maximum of seven (07) candidates; and from eighty percent (80%) to less than ninety percent (90%) may nominate a maximum of eight (08) candidates, or another percentage as prescribed in the company's charter to nominate candidates for the Board of Directors in accordance with the provisions of the Law on Enterprises and the company's charter.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or nominating organizations as prescribed in the company's charter. Internal regulations on corporate governance and operation regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.

4. Members of the Board of Directors must meet the criteria and conditions specified in Clauses 1 and 2, Article 155 of the Law on Enterprises and the company's charter.

5. A member of the Board of Directors shall no longer be a member of the Board of Directors in the following cases:

a/ Such member is not eligible to be a member of the Board of Directors as prescribed by the Law on Enterprises or is prohibited by law from being a member of the Board of Directors;

b. Such member shall send a written letter of resignation to the head office of the Company;

c/ Such members (i) have lost or had their civil act capacity restricted or (ii) committed acts of violating the Law and have been temporarily detained by competent State agencies in accordance with the provisions of the Criminal Procedure Law;

d. The member is absent, fails to attend meetings of the Board of Directors continuously within six (06) months without the approval of the Board of Directors and the Board of Directors has decided that the position of this person is vacant;

e. Such member shall be dismissed from office or dismissed as a member of the Board of Directors according to the resolution of the General Meeting of Shareholders.

Article 27. Powers and obligations of the Board of Directors

1. The Board of Directors is the company's management agency, which has the full right to decide and exercise the company's rights and obligations on behalf of the company, except for the rights and obligations under the competence of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be prescribed by law, the company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:

a) Decide on the company's medium-term development strategy, plan and annual business plan;

- b) Propose the type of shares and the total number of shares entitled to be offered for sale of each type;
- c) Decision on sale of unsold shares within the number of shares entitled to offer for sale of each type; decide to mobilize additional capital in other forms;
- d) Decide on the selling price of shares and bonds of the Company;
- dd) Decision on share repurchase as prescribed in Clauses 1 and 2, Article 133 of the Law on Enterprises;
- e) To decide on investment plans and investment projects within their competence and limits as prescribed by law;
- g) To decide on solutions for market development, marketing and technology;
- h) Approval of contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of 35% or more of the total value of assets stated in the latest financial statements of the Company, and contracts and transactions falling under the decision-making competence of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138. Clauses 1 and 3, Article 167 of the Law on Enterprises;
- i) Elect, dismiss or dismiss the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts for the General Director and other important managers prescribed by the company's charter; decide on salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies, decide on the remuneration levels and other benefits of such persons;
- k) Supervise and direct the General Director and other managers in the daily business administration of the Company;
- l) Decide on the organizational structure, internal management regulations of the company, decide on the establishment of subsidiaries, branches, representative offices and the capital contribution and purchase of shares of other enterprises;
- m) Approving programs and contents of documents in service of the General Meeting of Shareholders, convening the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to approve the resolution;
- n) Submit the audited annual financial statements to the General Meeting of Shareholders;
- o) Propose the level of dividends to be paid; decide on the deadline and procedures for dividend payment or handling losses incurred in the course of business;
- p) To propose the reorganization or dissolution of the company; request for bankruptcy of the Company;
- q) Decide on the promulgation of the Regulation on operation of the Board of Directors and the Internal Regulation on corporate governance after being approved by the General Meeting of Shareholders; the decision to promulgate the Regulation on operation of the Audit Committee under the Board of Directors, the Regulation on information disclosure of the company;
- s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the company's charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the results of the operation of the Board of Directors in accordance with Article 280 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities.

4. Unless otherwise provided by law and the Charter, the Board of Directors may authorize the Manager to handle the affairs on behalf of the Company.

Article 28. Remuneration, bonuses and other benefits of members of the Board of Directors

1. The company has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.
2. Members of the Board of Directors shall be entitled to remuneration and bonuses. Members of the Board of Directors shall receive remuneration for their work as members of the Board of Directors. The total remuneration for the Board of Directors or the remuneration level for each member shall be decided by the General Meeting of Shareholders. This remuneration will be distributed to the members of the Board of Directors in accordance with the Corporate Governance Regulations.
3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, expressed in separate sections in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions or members of the Board of Directors working in committees and subcommittees of the Board of Directors or performing other tasks outside the scope of ordinary tasks of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum remuneration on a case-by-case basis, salaries, commissions, profit percentages or in other forms as decided by the Board of Directors.
5. Members of the Board of Directors shall have the right to pay all expenses for travel, meals, accommodation and other reasonable expenses that they have to pay when performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders. The Board of Directors or committees and subcommittees of the Board of Directors.
6. Members of the Board of Directors may be insured by the Company after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover the responsibilities of members of the Board of Directors in relation to violations of laws and the company's charter.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed or dismissed from office by the Board of Directors among the members of the Board of Directors.
2. The Chairman of the Board of Directors must not concurrently serve as the General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
 - a) Formulate programs and plans on operation of the Board of Directors;
 - b) Prepare programs, contents and documents for the meeting; convene, preside over and chair meetings of the Board of Directors;
 - c) Organize the adoption of resolutions and decisions of the Board of Directors;
 - d) Supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;
 - dd) Chairing the meeting of the General Meeting of Shareholders;
 - e) Other rights and obligations as prescribed by the Law on Enterprises and the company's charter.
4. In case the Chairman of the Board of Directors resigns or is dismissed or dismissed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the letter of resignation or dismissal or dismissal.

5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to perform the rights and perform the rights and obligations of the Chairman of the Board of Directors according to the principles specified in the company's charter. In case no authorized person or Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is serving administrative-handling measures at a compulsory detoxification establishment, compulsory education institution, escapes from his/her place of residence, is restricted or loses his/her civil act capacity, if there are difficulties in cognition, control of behavior, are banned from holding certain positions, practicing certain professions or doing certain jobs by the Court, the remaining members shall elect one of the members holding the position of Chairman of the Board of Directors on the principle that the majority of the remaining members approve until a new decision of the Board of Directors is issued.

Article 30. Board Meetings

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the end of the election of such Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the same percentage of votes, the members shall vote on the principle of majority to elect 01 person from them to convene a meeting of the Board of Directors.

2. The Board of Directors must meet at least once a quarter and may hold an extraordinary meeting.

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

- a) At the request of an independent member of the Board of Directors;
- b) At the request of the General Director or at least 05 other managers;
- c) At the request of at least 02 members of the Board of Directors;

4. The proposals specified in Clause 3 of this Article must be made in writing, clearly stating the purposes and issues to be discussed and decisions falling under the competence of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors as requested, the Chairman of the Board of Directors shall be responsible for the damage caused to the Company; the proposer has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting at least 05 working days before the date of the meeting. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of invitation to the meeting must be enclosed with the documents used at the meeting and the members' votes.

The notice of invitation to the meeting of the Board of Directors may be sent by invitation, telephone, fax, electronic means or other methods prescribed by the company's charter and ensure that the contact address of each member of the Board of Directors registered at the company is reached.

7. The Chairman of the Board of Directors or the convener shall send the notice of invitation to the meeting and enclosed documents to the members of the Board of Directors.

8. A meeting of the Board of Directors shall be conducted when 3/4 or more of the total number of members attend the meeting. In case the meeting convened under the provisions of this Clause does not have enough members to attend the meeting as prescribed, it shall be convened for the second time within 07 days from the date of the planned first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors attend the meeting.

9. Members of the Board of Directors shall be deemed to attend and vote at the meeting in the following cases:

- a) Attend and vote directly at the meeting;
- b) Authorize other persons to attend the meeting and vote as prescribed in Clause 11 of this Article;
- c) Attend and vote through online conferences, electronic voting or other electronic forms;
- d) Send the ballot papers to the meeting by mail, fax or e-mail;
- dd) Send the ballot papers by other means as prescribed in the company's charter.

10. In case of sending the ballot papers to the meeting by mail, the ballot papers must be enclosed in sealed envelopes and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening of the meeting. Ballots are only opened in the presence of all attendees.

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

12. Resolutions and decisions of the Board of Directors shall be adopted if they are approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision shall belong to the party with the opinion of the Chairman of the Board of Directors.

Article 31. Committees and subcommittees of the Board of Directors

1. The Board of Directors may set up affiliated committees and subcommittees to be in charge of development policies, personnel, salaries and bonuses, internal audit and risk management. The number of members of committees and subcommittees decided by the Board of Directors shall be at least 03 people, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors shall constitute a majority in the committee or sub-committee and one of these members shall be appointed as the Head of the committee or sub-committee under the decision of the Board of Directors. The activities of committees and subcommittees must comply with the regulations of the Board of Directors. Resolutions of committees and subcommittees take effect only when a majority of members attend and vote for approval at meetings of committees and subcommittees.

2. The implementation of decisions of the Board of Directors, or of committees and subcommittees under the Board of Directors must be in accordance with current laws and the provisions of the company's Charter and internal regulations on corporate governance.

Article 32. 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 corporate governance at the enterprise. The person in charge of corporate administration may concurrently serve as the company secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

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

3. The person in charge of company administration has the following rights and obligations:

- a) Advise the Board of Directors in organizing the General Meeting of Shareholders as prescribed and related affairs between the Company and shareholders;
- b) Prepare meetings of the Board of Directors and the General Meeting of Shareholders at the request of the Board of Directors;
- c) Advise on the procedures of meetings;
- d) Attend meetings;
- dd) Advise on procedures for making resolutions of the Board of Directors in accordance with law;
- e) Provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors;
- g) Supervise and report to the Board of Directors on the Company's information disclosure activities;
- h) Acting as a point of contact with parties with related interests;
- i) Confidentiality of information in accordance with the provisions of law and the company's charter;
- k) Other rights and obligations as prescribed by law and the company's charter.

VIII. GENERAL DIRECTORS AND OTHER EXECUTIVES

Article 33. Organization of the management apparatus

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and subject to the supervision and direction of the Board of Directors in the Company's daily business.

The company has: General Director, Deputy General Directors, Chief Accountant and other managerial positions appointed by the Board of Directors. The appointment, dismissal and dismissal of the above-mentioned titles must be approved by resolutions and decisions of the Board of Directors.

Article 34. Company Executives

1. The company's executives include the general director, deputy general director, chief accountant and other executives in accordance with the company's charter.
2. At the request of the General Director and approved by the Board of Directors, the Company may recruit other executives with the number and standards in accordance with the Company's management structure and regulations prescribed by the Board of Directors. The business operator must be responsible for supporting the Company to achieve the goals set out in its operations and organization.
3. The General Director shall be paid salaries and bonuses. The salary and bonus of the General Director shall be decided by the Board of Directors.
4. Executives' salaries shall be included in the Company's business expenses in accordance with the law on corporate income tax, which shall be expressed in separate sections in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

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

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person to be the General Director.

2. The General Director is the person who runs the day-to-day business of the Company; under the supervision of the Board of Directors; take responsibility before the Board of Directors and law for the performance of assigned rights and obligations.
3. The term of office of the General Director shall not exceed 05 years and may be re-appointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and the company's Charter.
4. The General Director has the following rights and obligations:
 - a) To decide on matters related to the Company's daily business which do not fall under the competence of the Board of Directors;
 - b) Organize the implementation of resolutions and decisions of the Board of Directors;
 - c) Organize the implementation of the company's business plan and investment plan;
 - d) Propose the plan on organizational structure and internal management regulations of the Company;
 - dd) Appoint, dismiss or dismiss managerial positions in the Company, except for titles under the competence of the Board of Directors;
 - e) To decide on salaries and other benefits for employees in the Company, including managers under the appointing competence of the General Director;
 - g) Recruitment of laborers;
 - h) Propose a plan to pay dividends or handle business losses;
 - i) Other rights and obligations as prescribed by law, the company's charter and resolutions and decisions of the Board of Directors.
5. The Managing Board may dismiss the General Director when a majority of the members of the Managing Board have the right to vote at the meeting to approve and appoint a new General Director to replace him.

IX. COMMITTEES AND SUBCOMMITTEES UNDER THE BOARD OF DIRECTORS

The Company establishes an Audit Committee in accordance with the provisions of the Law on Enterprises, Decree 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 36. Committees and subcommittees of the Board of Directors

1. The Board of Directors shall establish or dissolve the following committees: the Audit Committee, the Strategy Committee, the Human Resources Committee and the Remuneration Committee to support the activities of the Board of Directors at each stage and at the request of the General Meeting of Shareholders. The Audit Committee, the Personnel Committee and the Remuneration Committee must have an independent head and member of the Board of Directors.
2. The Board of Directors may set up other special committees and subcommittees after obtaining a resolution approving the General Meeting of Shareholders.
3. Unless otherwise provided for in this Charter, members of committees and subcommittees may consist of one or more members of the Board of Directors and one or more external members as decided by the Board of Directors. In the course of exercising their delegated powers, committees and sub-committees must comply with the regulations set forth by the Board of Directors. These regulations may modify or permit the admission of persons who are not members of the Board to the aforementioned committees and subcommittees and allow such person to be entitled to vote as members of the committee or subcommittee but (i) must ensure that the number of external members is not more than half of the total number of members of the committee committees and subcommittees and (ii) resolutions of committees

and subcommittees shall only take effect when more than fifty percent (50%) of the members of the Board of Directors of such committees and subcommittees attend and vote at the meeting.

4. The implementation of decisions of committees and subcommittees affiliated to the Board of Directors, or of persons with membership of committees or subcommittees of the Board of Directors must comply with current legal provisions and the company's charter.

5. The Board of Directors shall detail the establishment, responsibilities of committees and subcommittees and responsibilities of each member.

6. Relevant regulations on the organizational structure and functions of the Audit Committee:

6.1. Organizational structure of the Audit Committee: The majority of the members of the Audit Committee are independent members of the Board of Directors and non-executive members of the Board of Directors. Specific contents related to the organizational structure of the Audit Committee will be specified in the Corporate Governance Regulations.

6.2. At least one (01) member of the Audit Committee has qualifications, certificates or experience related to finance, accounting or auditing.

6.3. The Audit Committee has the following powers and responsibilities :

a/ At the request of the Shareholders or the group of Shareholders specified in Clause 2, Article 12 of this Charter, the inspection shall be carried out and conducted within seven (07) working days from the date of receipt of the request. Within fifteen (15) working days from the date of completion of the inspection, the Audit Committee must report the explanation of the matters requested for inspection to the Board of Directors and the Shareholders or group of Shareholders upon request. The inspection of the Audit Committee specified in this Clause must not obstruct the normal operation of the Board of Directors, do not cause interruption in the operation of the Company's business activities;

b. Develop a mechanism to receive feedback and complaints from employees in the Company about violations and shortcomings in business management, administration, risk management, and internal control. This mechanism must ensure confidentiality and protect the legitimate rights and interests of the complainant, as well as regulations on independent investigation and subsequent handling steps.

c/ When detecting that a member of the Board of Directors or the General Director violates the obligations of the Company's manager specified in Article 160 of the Law on Enterprises and Article 37 of this Charter, he or she must request the person committing the violation to immediately terminate the violation. at the same time, immediately send a written notice to the Board of Directors for the Board of Directors to issue a decision on handling;

d/ To examine the reasonableness, legality, truthfulness and prudence in the management and administration of business activities, in the organization of accounting, statistics and the preparation of financial statements;

e. To examine the Company's accounting books and other documents, the management and administration of the Company's activities under the decision of the General Meeting of Shareholders or at the request of the Shareholders or groups of Shareholders specified in Clause 2, Article 12 of this Charter;

g. Appraisal of the Company's business reports, annual, six-month and quarterly financial statements. To make this appraisal content in the report of the Board of Directors to be submitted to the General Meeting of Shareholders at the annual meeting.

h. Internal Audit: The Audit Committee is responsible for the Company's internal audit activities.

i. In accounting and auditing activities of the Company: to exercise the powers and responsibilities specified in the Regulation on Corporate Governance.

j. Other powers and responsibilities under this Charter, the Corporate Governance Regulations, and the provisions of the Law.

6.4. The Audit Committee is entitled to use independent consultants to perform its assigned tasks.

6.5. The General Director and Other Executives of the Company shall provide all information and documents related to the Company's activities at the request of the Audit Committee, voting

rights as members of the committee, sub-committee, but (i) must ensure that the number of external members is not more than half of the total number of members of the committee, subcommittees and (ii) resolutions of committees and subcommittees shall only take effect when members attending and voting at the meeting have more than fifty percent (50%) of the members of the Board of Directors of such committees and subcommittees.

4. The implementation of decisions of committees and subcommittees affiliated to the Board of Directors, or of persons with membership of committees or subcommittees of the Board of Directors must comply with current legal provisions and the company's charter.

5. The Board of Directors shall detail the establishment, responsibilities of committees and subcommittees and responsibilities of each member.

X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, THE GENERAL DIRECTOR AND OTHER EXECUTIVES

Members of the Board of Directors, the General Director and other executives are responsible for performing their duties, including those as members of committees and sub-committees of the Board of Directors, in an honest and prudent manner for the benefit of the Company.

Article 37. Honest responsibility and avoidance of conflicts of interest

1. Members of the Board of Directors, General Directors and other managers must publicize relevant interests in accordance with the Law on Enterprises and relevant legal documents.

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

3. Members of the Board of Directors, the General Director and other managers shall be obliged to notify in writing to the Board of Directors of transactions between companies, subsidiaries or other companies under the control of more than 50% of charter capital with such entities or related persons of such entities as prescribed provisions of law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.

4. Members of the Board of Directors are not allowed to vote on transactions that benefit such member or related persons of such members in accordance with the Law on Enterprises and the company's charter.

5. Members of the Board of Directors, General Directors, other managers and related persons of these subjects must not use or disclose to others inside information to perform relevant transactions.

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

a) For transactions with a value less than or equal to 35% of the total value of assets stated in the latest financial statements, important contents of the contract or transaction as well as the relationships and interests of members of the Board of Directors, the General Director, other executives who have been reported to the Board of Directors and approved by the Board of Directors by a majority of votes of members of the Board of Directors who have no related interests;

b) For transactions with a value greater than 35% or transactions resulting in the transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total value of assets recorded in the latest financial statements, important contents of this transaction as well as the relationship and interests of members of the Board of Directors,

General Directors and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders who have no related interests.

Article 38. Liability for damages and compensation

1. Members of the Board of Directors, General Directors and other executives who breach their obligations and responsibilities honestly and prudently and fail to fulfill their obligations shall be responsible for the damages caused by their acts of violation.

2. The Company shall compensate persons who have been, are or may become a party involved in complaints, lawsuits or lawsuits (including civil, administrative and non-litigation cases initiated by the Company) if such persons have been or are members of the Board of Directors, The general director, other executive, employee or representative authorized by the Company has performed or is performing duties authorized by the Company, acting honestly and prudently in the interests of the Company on the basis of compliance with the law and there is no evidence confirming that such person has breached his or her responsibilities.

3. Compensation expenses include expenses for judgments, fines and payables incurred in practice (including fees for hiring lawyers) when settling these cases within the framework permitted by law. The company can purchase insurance for these people to avoid the above compensation liabilities.

XI. THE RIGHT TO SEARCH THE COMPANY'S BOOKS AND RECORDS

Article 39. The right to look up books and records

1. Ordinary shareholders have the right to look up books and dossiers, specifically as follows:

a) Ordinary shareholders have the right to consider, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; considering, lookup, extracting or copying 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 05% or more of the total number of ordinary shares or have the right to consider, look up and extract the minutes and resolutions and decisions of the Board of Directors, the annual and mid-year financial statements, reports of the Audit Sub-Committee, contracts and transactions must be approved by the Board of Directors and other documents, except for documents related to the Company's trade secrets and business secrets.

2. In case the authorized representative of a shareholder or group of shareholders requests to look up books and dossiers, it must be enclosed with the power of attorney of the shareholder or group of shareholders represented by such person or a notarized copy of this power of attorney.

3. Members of the Board of Directors, members of the Audit Committee, the General Director and other executives have the right to look up the Company's register of shareholders, the list of shareholders, books and other records of the Company for purposes related to their positions provided that these information must be kept confidential.

4. The company must keep this Charter and amendments and supplements to the Charter, the Enterprise Registration Certificate, regulations, documents proving the ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Audit Sub-Committee, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.

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

XII. EMPLOYEES AND TRADE UNIONS

Article 40. Employees and trade unions

1. The General Director must make a plan for the Board of Directors to approve matters related to the recruitment, dismissal of employees, salaries, social insurance, welfare, commendation and discipline for employees and enterprise executives.
2. The General Director must make a plan for the Board of Directors to approve matters related to the Company's relations with trade union organizations in accordance with the best management standards, practices and policies, the practices and policies specified in this Charter, the Company's regulations and current legal regulations.

XIII. DISTRIBUTION OF PROFITS

Article 41. Profit Distribution

1. The General Meeting of Shareholders shall decide on the dividend payment level and the form of annual dividend payment from the retained profits of the Company.
2. The company does not pay interest on dividend payments or payments related to a class of shares.
3. The Board of Directors may propose the General Meeting of Shareholders to approve the payment of dividends in whole or in part by shares and the Board of Directors shall be the executing agency of this decision.
4. In case dividends or other amounts related to a type of stock are paid in cash, the Company must pay in Vietnam dong. Payments can be made directly or through banks on the basis of bank account details provided by shareholders. In case the Company has transferred the money in accordance with the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount of money the Company has transferred to this shareholder. The payment of dividends for shares listed/registered for trading at the Stock Exchange can be conducted through a securities company or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision to determine a specific date for finalizing the list of shareholders. Pursuant to that date, persons who register as shareholders or holders of other securities are entitled to receive dividends in cash or shares, receive notices or other documents.
6. Other matters related to profit distribution shall comply with law.

XIV. BANK ACCOUNTS, FISCAL YEARS AND ACCOUNTING REGIMES

Article 42. Bank Account

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

Article 43. Fiscal Year

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

Article 44. Accounting regime

1. The accounting regime used by the company is the enterprise accounting regime or a specific accounting regime promulgated and approved by a competent agency.
2. The company shall make accounting books in Vietnamese and keep accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, up-to-date, systematic and must be sufficient to prove and account for the Company's transactions.
3. The company shall use the currency in accounting in Vietnam dong. In case the company has economic operations arising mainly in a foreign currency, it may choose such foreign currency as the currency unit in its accounting, take responsibility for such choice before law and notify it to the direct tax administration agency.

XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITIES FOR INFORMATION DISCLOSURE

Article 45. Yearly, semi-annual and quarterly financial statements

1. The company must make annual financial statements and annual financial statements must be audited in accordance with law. The company announces its audited annual financial statements in accordance with the law on information disclosure on the securities market and submits it to the competent state agency.
2. The annual financial statement must include all reports, appendices and explanations in accordance with the law on enterprise accounting. The annual financial statements must honestly and objectively reflect the Company's operation.
3. The company must make and publish the reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the securities market and submit them to competent state agencies.

Article 46. Annual Report

The company must make and publish the Annual Report in accordance with the provisions of the law on securities and securities market.

XVI. CORPORATE AUDIT

Article 47. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve the list of independent auditing firms and authorize the Board of Directors to decide to select one of these units to audit the Company's financial statements for the next fiscal year based on the terms and conditions agreed with the Association co-administrators.
2. The audit report shall be attached to the annual financial statement of the Company.
3. Independent auditors who audit the Company's financial statements may attend meetings of the General Meeting of Shareholders and are entitled to receive notices and other information related to the meetings of the General Meeting of Shareholders and may express their opinions at the general meeting on matters related to the audit of financial statements of the Company.

XVII. SEAL OF ENTERPRISE

Article 48. Seal of the enterprise

1. Seals include seals made at seal engraving establishments or seals in the form of digital signatures in accordance with the law on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form and contents of the seal of the Company, its branches and representative offices (if any).

3. The Board of Directors and the General Director shall use and manage the seal in accordance with current law.

XVIII. DISSOLUTION OF THE COMPANY

Article 49. Dissolution of the company

1. The company may be dissolved in the following cases:
 - a) Ending the operation duration stated in the company's charter without an extension decision;
 - b) According to resolutions and decisions of the General Meeting of Shareholders;
 - c) The enterprise registration certificate is revoked, unless otherwise provided for by the Law on Tax Administration;
 - d) Other cases as prescribed by law.
2. The dissolution of the company ahead of time (including the extended duration) shall be decided by the General Meeting of Shareholders and the Board of Directors. This dissolution decision must be notified or approved by a competent authority (if mandatory) as prescribed.

Article 50. Extension of operation

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least 7 months before the end of the operation term so that shareholders can vote on the extension of the Company's operation at the request of the Board of Directors.
2. The operation duration shall be extended when the number of shareholders representing 65% or more of the total number of votes of all shareholders attending the General Meeting of Shareholders approves.

Article 51. Liquidation

1. At least 06 months before the end of the company's operation term or after the decision to dissolve the company, the Board of Directors must establish a liquidation committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from 01 independent auditing firm. The liquidation board prepares its operation regulations. Members of the Liquidation Board can be selected from among the Company's employees or independent specialists. All costs related to liquidation are prioritized by the Company in advance of the Company's other debts.
2. The liquidation board shall report to the business registration authority on the date of establishment and commencement of operation. From that time onwards, the Liquidation Board represents the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.
3. Proceeds from liquidation shall be paid in the following order:
 - a) Liquidation expenses;
 - b) Salary arrears, severance allowances, social insurance and other benefits of employees under the signed collective labor agreements and labor contracts;
 - c) Tax debts;
 - d) Other debts of the Company;
 - dd) The remaining amount after payment of all debts from items (a) to (d) above shall be divided among shareholders. Preferred shares are prioritized for payment in advance.

XIX. SETTLEMENT OF INTERNAL DISPUTES

Article 52. Internal dispute resolution

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

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

The parties involved try to resolve that dispute through negotiation and mediation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall assume the prime responsibility for settling the dispute and request each party to present information related to the dispute within 07 working days from the date the dispute arises. In the event of a dispute involving the Board of Directors or the Chairman of the Board of Directors, either party may request the Chairman of the Board to appoint an independent expert to mediate the dispute resolution process.

2. In case a conciliation decision cannot be reached within 06 weeks from the start of the conciliation process or if the mediator's decision is not accepted by the parties, one party may bring such dispute to Arbitration or Court.

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

XX. SUPPLEMENTING AND AMENDING THE CHARTER

Article 53. Company Charter

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

2. In case there are provisions related to the Company's operation which have not been mentioned in this Charter or in case there are new legal provisions different from the provisions in this Charter, such provisions shall be applied to regulate the Company's operation.

XXI. EFFECTIVE DATE

Article 54. Effective Date

1. This Charter consists of 21 items and 54 articles which were unanimously approved by the General Meeting of Shareholders of Top One Distribution Joint Stock Company on 20/04/2025 and jointly approved the full text of this Charter.

2. The charter shall be made in 05 copies, of equal validity and must be kept at the head office of the Company.

3. These Terms and Conditions are the sole and official of the Company.

4. Copies or extracts of the company's charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors.

LEGAL REPRESENTATIVE



CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ
Nguyễn Ngọc Dương