

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

CHARTER

JOINT STOCK COMPANY SOUTHERN EDUCATIONAL BOOKS AND EQUIPMENT

Ho Chi Minh City, November 25, 2025

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FOREWORD

This Charter was approved in accordance with the Resolution of the General Meeting of Shareholders No. 593/NQ-ĐHĐHD dated November 25, 2025.

I. DEFINITIONS OF TERMS IN THE CHARTER

Điều 1. Explanation of terms

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

a. "Charter capital" means the total par value of shares sold or registered for purchase upon the establishment of the enterprise and specified in Article 6 of this Charter;

b. "Voting capital" means share capital, whereby the owner has the right to vote on matters under the decision-making competence of the General Meeting of Shareholders;

c. "Law on Enterprises" is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020;

d. "Securities Law" is the Securities Law No. 54/2019/QH14 approved by the National Assembly on November 26, 2019;

e. "Vietnam" means the Socialist Republic of Vietnam;

f. "Date of establishment" means the date on which the Company is granted the Enterprise Registration Certificate (Business Registration Certificate and equivalent papers) for the first time;

g. "Enterprise executive" means the General Director, Deputy General Director, Chief Accountant and other executives as prescribed by the company's Charter;

h. "Enterprise manager" means a company manager, 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 by the company's Charter;

i. "Related person" means an individual or organization specified in Clause 46, Article 4 of the Law on Securities and Clause 23, Article 4 of the Law on Enterprises;

j. "Shareholder" means an individual or organization that owns at least one share of a joint-stock company;

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

1. "Major shareholder" means a shareholder specified in Clause 18, Article 4 of the Law on Securities;

m. "Operation duration" means the Company's operation period specified in Điều 2 This Charter and the extension period (if any) are approved by the General Meeting of Shareholders of the Company by resolution;

n. "Stock Exchange" means the Vietnam Stock Exchange and its subsidiaries.

2. In these Regulations, references to one or several other regulations or documents include amendments or substitute documents.

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

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

Điều 2. Name, form, head office, branch, representative office and duration of operation of the Company

1. Company Name

– Vietnamese name: BOOK AND EQUIPMENT JOINT STOCK COMPANY

SOUTHERN EDUCATION

– Tên tiếng Anh: SOUTH BOOKS AND EDUCATIONAL EQUIPMENT JOINT STOCK COMPANY

– Trading name: SOUTHERN COMPANY (SOBEE)

– Abbreviation: SOBEE JSC.

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

3. The registered office of the Company is:

– Address: 231 Nguyen Van Cu, Ward 4, District 5, Ho Chi Minh City

– Phone: 028 38300312

– Fax: 028 38351488

– Email: sobeejsc@yahoo.com

– Website: sobee.vn

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

5. Except for the premature termination of its operation under Clause 2 of Article 59 or the extension of its operation under Article 60 of this Charter, the term of operation of the Company is indefinite from the date of establishment.

Điều 3. Legal representative of the Company

1. The General Director is the legal representative of the Company.

2. Responsibilities of the legal representative:

a. Perform the assigned rights and obligations in an honest, prudent and best manner to ensure the legitimate interests of the Company;

b. Loyal to the interests of the Company; not to use the Company's information, know-how and business opportunities, not to abuse the Company's position, position and assets for self-interest or to serve the interests of other organizations and individuals;

c. Promptly, fully and accurately notify the Company of themselves or related persons who own or have dominant shares or capital contributions in other enterprises;

d. The legal representative shall be personally responsible for damages to the Company due to the breach of the above-mentioned obligations.

3. Rights and obligations of the legal representative:

a. Organize the implementation of resolutions of the Board of Directors;

b. Organizing the implementation of the Company's business plan and investment plan;

c. To decide on matters related to the daily business of the Company without the decision of the Board of Directors;

d/ To propose plans on organizational structure and internal management regulations of the Company;

e. Propose the Board of Directors to appoint, dismiss and dismiss managerial positions in the Company;

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

g. Labor recruitment;

h. Proposing a plan to pay dividends or handle losses in business;

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

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

Điều 4. Objectives of the Company

1. The Company's business lines are:

- *Publishing books, periodicals and other publishing activities.*
- *Printing and printing-related services.*
- *Wholesale of books, newspapers, magazines, stationery.*
- *Retailing books, newspapers, magazines, stationery, toys, games, audio tapes, photographs, beds, cabinets, tables, chairs, furniture, household electrical appliances, lamps and luminaires, household appliances, garments, shoes, sandals, leather and imitation leather goods, and other goods in specialty stores.*
- *General wholesale: supplies, equipment, teaching supplies, school interior and exterior equipment, toys, games, electrical and electronic equipment; Wholesale beds, cabinets, tables, chairs, and similar furniture.*
- *Wholesale of supplies: tapes, CDs, DVDs with audio and image recordings (including tapes and white discs).*
- *Manufacturing machinery, office equipment, teaching supplies, school interior and exterior equipment.*
- *Manufacture of beds, cabinets, tables, chairs, toys, games.*
- *Agents for purchase, sale, consignment of goods, commercial brokerage, auction.*
- *Building houses of all kinds, completing construction works.*
- *Educational support services.*
- *Other professional, scientific and technological activities: Editing, compiling books, translating.*
- *Wholesale and retail of portable swimming pools.*
- *Wholesale and retail of chemicals.*
- *Wholesale of machinery, equipment and other machine parts.*
- *Rental of personal and other household items.*
- *Sports and entertainment education, cultural and artistic education, and other education.*

2. The Company's operational objectives are:

Organizing the distribution of books and educational products of Vietnam Education Publishing House and the company to local book and school equipment companies and customers and partners to serve all students, teachers and people in the provinces, Southern City.

Điều 5. Business Scope and Operations

Companies permitted to conduct business activities in the business lines specified in this Charter have registered, notified changes in registration contents with the business registration authority and announced on the National Enterprise Registration Portal.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Điều 6. Charter capital, shares, founding shareholders

1. The charter capital of the Company is 44,050,000,000 VND (Forty-four billion and fifty million VND)

The total charter capital of the Company is divided into 4,405,000 shares with a par value of 10,000 VND/share (ten thousand VND/share).

2. The company may increase its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

3. The Company's shares on the date of adoption of this Charter are ordinary shares and preferred 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 preferred shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of law.

5. Names, addresses, number of shares and other information about founding shareholders in accordance with the provisions of the Law on Enterprises are stated in Appendix I attached. This Addendum is a part of this Charter.

6. Ordinary shares must be prioritized for sale to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares of shareholders who do not register to buy all will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to the subjects under such conditions and in such manner as the Board of Directors deems appropriate, but may not sell such shares under conditions more favorable

than those offered for sale to existing shareholders unless otherwise approved by the General Meeting of Shareholders.

7. The Company may purchase shares issued by the Company in the manner provided for in this Charter and applicable laws. The shares repurchased by the Company are treasury shares and the Board of Directors may offer them for sale in ways consistent with the provisions of this Charter, the Securities Law and relevant guiding documents.

8. The company may issue other types of securities when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

Điều 7. Stock Certification

1. Shareholders of the Company are granted share certificates corresponding to the number of shares and types of shares owned.

2. Stocks are certificates issued by the Company, book entries, or electronic data confirming the ownership of one or a certain number of shares. The certificate of shares must bear the seal of the Company and the signature of the Company's legal representative in accordance with the provisions of the Law on Enterprises. The stock certificate must clearly state the number and type of shares held by shareholders, the full name of the holder and other information as prescribed by the Law on Enterprises.

3. Within *thirty (30) days* from the date of submission of a complete dossier of application for transfer of share ownership as prescribed by the Company or within *thirty (30) days* (or other time limits prescribed by the issuance terms) from the date of full payment of the share purchase price as prescribed in the Company's stock issuance plan, the holder of the number of shares shall be granted a share certificate. The shareholder does not have to pay the Company the cost of printing the share certificate.

4. In the event that a stock certificate is damaged or erased or lost, stolen or destroyed, the holder of such stock may request a new share certificate provided that information about the damaged or erased or lost share certificate is provided, theft or destruction and undertake responsibility for disputes arising from the re-issuance of new stock certificates.

Điều 8. Other securities certificates

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

Điều 9. Transfer of shares

1. All shares are freely transferable unless otherwise provided by this Charter and law. Stocks listed and registered for trading on the Stock Exchange may 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 shares issued to increase share capital from equity, the right to purchase newly offered shares and other benefits as prescribed by law.

Điều 10. Recovery of shares (for the case when registering the establishment of the enterprise)

1. In case a shareholder fails to fully and punctually pay the amount payable to purchase shares, the Board of Directors shall notify and request such shareholder to pay the remaining amount together with the interest on such amount and expenses incurred due to the failure to fully pay to the Company.

2. The above-mentioned payment notice must clearly state the new payment deadline (at least seven (07) days from the date of sending the notice), the place of payment and the notice must clearly state that in case of failure to pay as required, the number of shares that have not been fully paid will be withdrawn.

3. The Board of Directors reserves the right to revoke unpaid shares in full and on time in the event that the requirements in the above notice are not fulfilled.

4. Withdrawn shares are considered as shares entitled to be offered for sale specified in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale, redistribution or settlement to persons who already own the recovered shares or other entities under such conditions and manner as the Board of Directors deems appropriate.

5. Shareholders holding the withdrawn shares must relinquish their status as shareholders in respect of those shares, but still have to but still be responsible for the total par value of the shares registered for purchase for the Company's financial obligations arising at the time of recovery under the decision of the Board of Directors from the date of recovery to the date of recovery make the payment. The Board of Directors has the sole right to decide on the coercive payment of the entire value of shares at the time of recovery.

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

V. ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL

Điều 11. Organizational structure, governance, and control

The organizational structure of management, administration and control of the Company shall comply with the provisions of Point a, Clause 1, Article 137 of the Law on Enterprises, including:

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

The Company is a member enterprise of Vietnam Educational Publishing House Co., Ltd. (NXBGDVN) – Ministry of Education and Training and Vietnam Publishing House holding more than 50% of the charter capital, the Company is obliged to comply with the regulations, regulations and general operating procedures of the Parent Company - Subsidiary Complex issued by the Vietnam Publishing House.

The company is an enterprise participating in the implementation of part or all of the stages in the process of publishing books and educational equipment for which the Vietnam Publishing House is responsible for in accordance with the provisions of law; long-term attachment to the Vietnam Publishing House in terms of economic, technological, market and business benefits.

In case the VBGDVN has a capital contribution in the company below the dominant level but the company voluntarily participates in the Combination of parent companies - subsidiaries of the VBXBGDVN and the VBGDVN retains the controlling right through an agreement signed between the two parties in accordance with the provisions of law.

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Điều 12. Shareholders' rights

1. Ordinary shareholders have the following rights:
 - a. Attending and speaking at meetings of the General Meeting of Shareholders and exercising the right to vote directly at the General Meeting of Shareholders or through an authorized representative or other forms prescribed by the company's Charter or law. Each ordinary share has one vote;
 - b. Receive dividends at the rate decided by the General Meeting of Shareholders;
 - c. Freely transfer their shares to others, except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant laws;
 - d. To be given priority to buy newly offered shares corresponding to the proportion of ordinary shares they own;

e. Review, look up and extract information related to shareholders in the list of shareholders with voting rights; request correction of their inaccurate information;

f. Full access to periodic and irregular information published by the Company in accordance with the provisions of law;

g. Reviewing, looking, extracting or copying the company's charter, the minutes of the General Meeting of Shareholders and the resolutions of the General Meeting of Shareholders;

h. When the Company is dissolved or bankrupt, it is entitled to receive a part of the remaining assets corresponding to the percentage of share ownership in the Company;

i. To request the Company to repurchase its shares in the cases specified in Article 132 of the Law on Enterprises;

j. To be treated equally. Each share of the same type gives the shareholder equal rights, obligations and benefits. To have their legitimate rights and interests protected; to propose the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;

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

2. Shareholders or groups of shareholders owning 05% or more of the total number of ordinary shares have the following rights:

a. Request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;

b. Considering, looking up and extracting the number of minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports to the Control Board, transaction contracts that must be approved by the Board of Directors and other documents, except for documents related to trade secrets, the company's business secrets;

c. Request the Supervisory Board to examine each specific issue related to the management and administration of the Company's activities when deeming it necessary. The request must be expressed 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 code 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 registration of shares 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; matters to be inspected, the purpose of inspection;

d. Proposing the issue 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 petition must clearly state the name of the shareholder, the number of each type of shares of the shareholder, the issue proposed to be included in the meeting agenda;

e. Other rights are provided for in this Charter.

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

a. Ordinary shareholders form groups to nominate persons to the Board of Directors and the Control Board must notify the group meeting to the shareholders attending the meeting before the opening date of the General Meeting of Shareholders;

b. Based on the number of members of the Board of Directors and the Control Board, shareholders or groups of shareholders specified in this Clause may nominate one or several persons under the decision of the General Meeting of Shareholders as candidates for the Board of Directors and the Control Board. 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, the Supervisory Board and other shareholders.

Điều 13. Obligations of shareholders

Ordinary shareholders have the following obligations:

1. Pay in full and on time the number of shares committed to buy.
2. The capital contributed by ordinary shares must not be withdrawn from the Company in any form, except for the case of repurchase of shares by the Company or another person. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and the person with related interests in the Company shall be jointly responsible for the Company's debts and other property obligations within the value of the withdrawn shares and the damage incurred.
3. Comply with the Company's Charter and the Company's Internal Management Regulations;
4. Comply with 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 provisions of 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. Attending the meeting of the General Meeting of Shareholders and exercising the right to vote through the following forms:

- a. Attending and voting directly at the meeting;
- b. Authorize other individuals and organizations to attend and vote at meetings;
- c. Attending and voting through online conferences, electronic voting or other electronic forms;
- d/ To send voting slips to the meeting by mail, fax or e-mail.

7. Take personal responsibility when performing one of the following acts on behalf of the Company in any form:

- a. Violation of law;
- b. Conducting business and other transactions for self-interest or serving the interests of other organizations and individuals;
- c. Payment of debts that are not due in the face of possible financial risk to the Company.

8. Fulfill other obligations as prescribed by current law.

Điều 14. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights, which is the highest authority of the Company. The Annual General Meeting of Shareholders shall be held once (01) time per year and within four (04) months from the end of the fiscal year. Unless otherwise provided for in the company's charter, the Board of Directors shall decide to extend the Annual General Meeting of Shareholders in case of necessity, but not more than 06 months from the end of the fiscal year. In addition to the Annual General Meeting of Shareholders, the General Meeting of Shareholders may hold extraordinary meetings. The meeting place 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 the Annual General Meeting of Shareholders and select a suitable location. The Annual General Meeting of Shareholders decides on matters in accordance with the provisions of law and the Company's Charter, especially approving the annual financial statements and estimates for the next fiscal year. In case the meeting of the Company's annual financial audit report contains material exclusions, contrary audit opinions or refusals, the Company must invite the representative of the auditing firm approved

to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the approved auditing firm mentioned above shall be responsible to attend the Company's Annual General Meeting of Shareholders to explain relevant contents.

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 remaining number of members of the Board of Directors and the Control 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 the convening of the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of relevant shareholders or a written request made in many copies and sufficiently collected signatures of relevant shareholders;

d. At the request of the Supervisory Board;

e. Other cases as prescribed by law and the company's charter.

4. Convening an 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 remaining members of the Board of Directors, independent members of the Board of Directors or members of the Control Board as prescribed at Point b Clause 3 or receipt of the request specified at Points c and d, Clause 3 This;

b. In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point a, Clause 4 Within the next thirty (30) days, the Supervisory Board must replace the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 140 of the Law on Enterprises;

c. In case the Control Board fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point b, Clause 4 of this Article, within the next thirty (30) days, the shareholders or groups of shareholders specified at Point c Clause 3 has the right to request the Company's representative to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the order and procedures for convening, conducting meetings and making decisions of the General Meeting of Shareholders. All expenses for

convening and conducting the General Meeting of Shareholders are reimbursed by the company. This cost does not include expenses spent by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d. Procedures for organizing a meeting of the General Meeting of Shareholders are specified in Clause 5, Article 140 of the Law on Enterprises.

Điều 15. Rights and duties of the General Meeting of Shareholders

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

- a. Through the company's development orientation;
- b. To decide on the types 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. Election, dismissal and dismissal of members of the Board of Directors and members of the Control Board;
- d. Decision to invest or sell assets valued at 35% or more of the total value of assets recorded in the Company's latest financial statements;
- e. Decision on amendments and supplements to the company's charter;
- f. Approval of 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 and members of the Control Board that cause damage to the company and its shareholders;
- i. Decision on reorganization or dissolution of the company;
- j. To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Control Board;
- k. Approving the internal regulations on corporate governance, the Regulation on operation of the Board of Directors, the Regulation on operation of the Supervisory Board;
- l. Approve the list of approved auditing firms; decide on the auditing firm to be approved to inspect the Company's operations, dismiss the approved auditor when deeming it necessary;
- m. Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders discussed and approved 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 governance and operation results of the Board of Directors and each member of the Board of Directors;
- d. Report of the Supervisory Board on the Company's business results, operation results of the Board of Directors, General Director;
- e. Report on self-assessment of performance of the Supervisory Board and members of the Supervisory Board;
- f. Dividend level for each share of each type;
- g. Number of members of the Board of Directors and the Control Board;
- h. Election, dismissal and dismissal of members of the Board of Directors and members of the Control Board;
- i. To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Control Board;
- j. Approve the list of approved auditing firms; deciding on the approved auditing firm to inspect the company's activities when deeming it necessary;
- k. Supplementing and amending the Company's Charter;
- l. The type of shares and the number of new shares issued for each type of shares and the transfer of shares of the founding members within the first three years from the date of establishment;
- m. Division, separation, consolidation, merger or transformation of the Company;
- n. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
- o. Decision to invest or sell assets valued at 35% or more of the total value of assets recorded in the Company's latest financial statements;
- p. Decide to repurchase more than 10% of the total sold shares of each type;
- q. The Company signs contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets stated in the latest financial statements;
- r. Approving 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;

s. Approving the internal regulations on corporate governance, the Regulation on operation of the Board of Directors, the Regulation on operation of the Supervisory Board;

t. Other matters as prescribed by law and this Charter.

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

Điều 16. Authorized Representatives

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 representative individuals and organizations 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 civil law and must clearly state the name of the authorized shareholder, the name of the authorized individual, the authorized organization, the number of authorized shares, the authorization contents, 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 participants of the meeting must present the initial authorization document of the shareholder or the authorized representative of the shareholder being an organization (if not previously registered with the Company).

3. The voting votes of the authorized persons attending the meeting within the scope of their authorization shall still be valid in one of the following cases:

a. The authorizer has died, has limited civil act capacity or has lost his/her civil act capacity;

b. The authorizer has canceled the authorization designation;

c. The authorizer has cancelled the authority of the person performing the authorization.

This clause does not apply in the event that 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.

Điều 17. Change permissions

1. The change or cancellation of special rights attached to a type of preference share takes effect when it is approved by shareholders representing

65% or more of the total votes of all shareholders attending the meeting. The Resolution of the General Meeting of Shareholders on the contents of adversely changing the rights and obligations of shareholders owning preference shares shall only be approved if they are approved by the number of preference shareholders of the same type who own 75% or more of the total preference shares of that type or are approved by the preference shareholders of the same type owning 75% or more of the total number of shares the preferential portion of that type or higher shall be approved in case of passing the resolution in the form of collecting written opinions.

2. The holding of a meeting of shareholders holding a type of preference shares to approve the above-mentioned change of rights is only valid when there are at least two (02) shareholders (or their authorized representatives) and hold at least one-third (1/3) of the par value of the issued shares of that type. In case there is not enough number of delegates as mentioned above, the meeting shall be reorganized within the next thirty (30) days and the holders of shares of that type (regardless of the number of persons and shares) present in person or through authorized representatives shall be considered as having sufficient number of delegates requested. At the above-mentioned meetings of shareholders holding preference 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. The procedure for conducting such separate meetings is carried out similarly to the provisions at Điều 19, Article 20 and Điều 21 This Charter.

4. Unless otherwise provided by the terms of the issuance of shares, the special rights attached to the types of shares with preferential rights over some or all matters relating to the distribution of the Company's profits or assets are not altered when the Company issues additional shares of the same type.

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

1. The Board of Directors convenes an annual and extraordinary General Meeting of Shareholders. The Board of Directors convenes an extraordinary General Meeting of Shareholders in the cases specified in Clause 3 Điều 14 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 ten (10) days before the date of sending the notice of invitation to the General Meeting of Shareholders. The company must disclose information on the list of shareholders entitled to

attend the General Meeting of Shareholders at least 20 days before the last registration date;

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

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by means of ensuring that the contact address of the shareholders is reached, and at the same time published on the website of the Company and the State Securities Commission, 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 date of the General Meeting of Shareholders, (counting from the date the notice is duly sent or sent). The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the General Meeting shall be sent to shareholders or/and posted on the Company's website. In case the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents for shareholders to access, including:

- a. Meeting agendas, documents used in the meeting;
- b. List and details of candidates in case of election of members of the Board of Directors, members of the Supervisory Board;
- c. Voting slips;
- d. Draft resolutions for each issue on the meeting agenda.

4. Shareholders or groups of shareholders mentioned 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 made in writing and must be sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The petition must include the full name of the shareholder, the number of each type of shares of the shareholder, and the contents of the petition to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders has the right to reject the proposals specified in Clause 4 This in the following cases:

a. The petition is sent in contravention of the provisions of Clause 4 of this Article;

b. At the time of the petition, the shareholder or group of shareholders does not have enough from 5% ordinary shares or higher as prescribed in Clause 2 Điều 12 This Charter;

c. Proposals are not within the scope of the decision-making authority of the General Meeting of Shareholders;

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

6. The convener of the General Meeting of Shareholders must accept and include the proposals specified in Clause 4 of this Article in the proposed 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 program and content of the meeting if approved by the General Meeting of Shareholders.

Điều 19. Conditions for conducting the General Meeting of Shareholders

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

2. In case there is not a sufficient number of necessary delegates within thirty (30) minutes from the time of fixation for the opening of the congress, the convener of the meeting shall cancel the meeting. The General Meeting of Shareholders must be reconvened within thirty (30) days from the date on which the first General Meeting of Shareholders is intended. The General Meeting of Shareholders shall be reconvened only when the members are shareholders and authorized representatives attending the meeting representing 33% or more of the total votes.

3. In case the second general meeting is not held due to the insufficient number of necessary delegates within thirty (30) minutes from the time of setting the opening of the general meeting, the third general meeting of shareholders may be convened within twenty (20) days from the date of the intended holding of the second general meeting and in this case the second general meeting shall be conducted regardless of the number of shareholders or authorized representatives attending and shall be considered valid and have the right to decide on all matters expected to be approved at the 1st General Meeting of Shareholders.

Điều 20. Procedures for conducting meetings 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 are fully registered in the following order:

a. When registering shareholders, the Company shall grant each shareholder or authorized representative the right to vote a voting card, on which the registration number, full name of the shareholder, full name of the authorized representative and the number of votes of such shareholder shall be inscribed;

b. In case the shareholder authorizes other shareholders of the company to attend the meeting and vote, the number of votes of the authorized shareholders will be included in the number of votes of the authorized shareholders, the voting cards of the authorized shareholders will show the registration number, full names and voting numbers of all authorized and authorized shareholders. The voting slip shows the shareholder's code, the full name of the authorized shareholder, the total number of votes of the authorized shareholder and the authorized shareholders;

c. Shareholders, authorized representatives of shareholders being organizations or authorized persons who arrive after the General Meeting of Shareholders have opened have the right to register immediately and then have the right to participate and vote at the general meeting immediately after registration. The presiding judge 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;

d. The congress shall elect persons responsible for counting votes or supervising the counting of votes at the request of the presiding judge. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders at the request of the Chairman.

2. The election of the presiding officer, secretary and vote-counting committee 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 preside over the meeting of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily incapacitated, the remaining members shall elect one of them to preside over the meeting on the principle of majority. In case of failure to elect a person to be the chairperson, the Head of the Executive Control Board shall allow the General Meeting of Shareholders to elect the chairperson of the meeting from among the participants and the person with the highest vote to preside over the meeting;

b. Except for the case specified at Point a of this Clause, the person who convenes the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect the chairperson of the meeting and the person with the highest vote shall be appointed as the chairman of 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 chairman of the meeting.

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

4. The chairman of the general meeting may carry out necessary activities to control the General Meeting of Shareholders in a valid and orderly manner, according to the approved program and reflect the wishes of the majority of delegates attending the meeting:

a. Arrangement of seats at the meeting place of the General Meeting of Shareholders;

b. Ensure the safety of everyone present at the meeting places;

c. Creating 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. Applicable measures may be to issue an entry permit or use other forms of electives.

5. The General Meeting of Shareholders discusses and votes on each issue in the content of the program. The voting is conducted by voting in favor, disapproval and no opinion. When voting at the congress, the number of votes in favor of the resolution is collected first, the number of cards disapproving the resolution is collected later, and finally the total number of votes for or against is counted to decide. The results of the vote counting were announced by the Chairman immediately before the end of the meeting.

6. The convener or chairman of the General Meeting of Shareholders has the following rights:

a. Request shareholders or authorized representatives to attend the General Meeting of Shareholders to be subject to inspection or other lawful and reasonable security measures.

b. Request the competent authority to maintain the order of the meeting; expel persons who do not comply with the presiding officer's executives, deliberately disrupt order, prevent the normal progress of the meeting, or fail to comply with security inspection requirements from the General Meeting of Shareholders.

7. The presiding judge has the right to postpone the meeting of the General Meeting of Shareholders with a sufficient number of registered participants for a

maximum of 03 working days from the date the meeting is intended 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 seating to be convenient for all participants;
- b. The means of communication at the meeting venue do not ensure the participation, discussion and voting of shareholders attending the meeting;
- c. There are people attending the meeting to obstruct or disrupt the order, risking making the meeting not conducted fairly and legally.

8. In case the chairperson postpones or suspends the meeting of the General Meeting of Shareholders in contravention of the provisions of Clause 7 of this Article, the General Meeting of Shareholders shall elect another person from among the participants to replace the chairperson to administer the meeting until the end; All resolutions passed at that meeting are enforceable.

9. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote 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. 155/2020/ND-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Securities Law.

Điều 21. Conditions for approving the resolution of the General Meeting of Shareholders

1. A resolution on the following contents shall be adopted if it is approved by the number of shareholders representing 65% or more of the total 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, professions and fields;
- c. Changes in the organizational structure of the company's management;
- d. Projects to invest in or sell assets with a value equal to or greater than 35% of the total value of assets recorded in the company's latest financial statements;
- e. Reorganization and dissolution of the company.

2. Other resolutions shall be passed when they are approved by the number of shareholders owning more than 50% of the total 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.

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

Điều 22. Competence and mode of collecting shareholders' opinions in writing to approve decisions of the General Meeting of Shareholders

The competence and mode of collecting shareholders' opinions in writing to approve the decision 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 decisions of the General Meeting of Shareholders on all matters under the decision-making competence of the General Meeting of Shareholders when deeming it necessary for the benefit of the Company, including the matters specified in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors must prepare the opinion poll, the draft decision 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 sending the opinion poll back. Requirements and methods for sending opinion polls and 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, address of the head office, enterprise code;

b. Purpose of collecting opinions;

c. Full name, contact address, nationality, number of legal papers of the individual for individual shareholders; name, enterprise code or number of legal papers of the organization, address of the head office for shareholders being organizations or full name, contact address, nationality, number of legal papers of the individual, for representatives of shareholders being organizations; the number of shares of each type and the number of votes of shareholders;

d. Issues that need to be consulted for approval of decisions;

e. The voting plan includes approving, disapproving and not having opinions on each issue for consultation;

f. The deadline for sending to the Company the answered opinion poll form;

g. Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send the answered opinion poll to the Company by mail, fax or email according to the following provisions:

a. In case of sending letters, the replied opinion poll must be signed by the shareholder being an individual, the authorized representative or the legal representative of the shareholder being an organization. The opinion poll 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 email, the opinion poll sent to the Company must be kept confidential until the time of counting votes.

c. Opinion polls sent to the Company after the time limit specified in the opinion collection content or have been opened in the case of sending letters and disclosed in case of sending faxes or emails are invalid. Opinion poll papers that are not sent back are considered votes not to participate in voting.

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

a. Name, address of the head office, enterprise code;

b. Purpose and issues to be consulted to approve the decision;

c. The number of shareholders with the total number of votes who participated in voting, distinguishing the number of valid votes and the number of invalid votes, the method of sending votes, 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;

e. The issue was passed and the vote rate passed accordingly;

f. Full names and signatures of the Chairman of the Board of Directors, the vote counter and the vote counting supervisor.

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

6. The vote counting minutes and resolutions must be sent to shareholders within 15 days from the end of the vote counting. The submission of the vote counting minutes and resolutions may be replaced by posting on the Company's website within twenty-four (24) hours from the date of the end of the vote counting.

7. The answered opinion poll, the vote counting record, the full text of 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 collecting shareholders' opinions in writing if it is approved by the number of shareholders owning more than 50% of the total votes of all shareholders with the right to vote and has the same validity as the resolution passed at the General Meeting of Shareholders.

Điều 23. Minutes of the meeting, Resolution of the General Meeting of Shareholders

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

- a. Name, address of the head office, enterprise code;
- b. Time and place of the General Meeting of Shareholders;
- c. Agenda and contents of the meeting;
- d. Full name of the presiding judge and secretary;
- e. Summary of the meeting's developments and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
- f. The number of shareholders and the total number of votes of shareholders attending the meeting, the appendix to the list of 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 and invalid, approving, disapproving and no opinions; the corresponding ratio of the total number of votes of shareholders attending the meeting;
- h. The issues that have been passed and the corresponding voting rate;
- i. Full name, name and signature of the presiding judge and clerk. In case the chairperson or deputy signatory refuses to sign the minutes of the meeting, this record shall take effect if it is signed by all other members of the Board of Directors attending the meeting and contains all the contents prescribed in this Clause. The minutes of the meeting clearly state the refusal of the chairman or secretary to sign the minutes of the meeting.

2. The minutes of the General Meeting of Shareholders must be made and approved before the end of the meeting. The chairperson and the secretary of the meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. Minutes made in Vietnamese and foreign languages have the same legal effect. In case there is a difference in the contents of the Vietnamese and foreign language minutes, the contents of the Vietnamese version 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 together with the signatures of the shareholders, the written authorization to attend the meeting, all documents attached to the minutes (if any) and relevant documents attached to the notice of invitation to the meeting must be disclosed in accordance with the law on information disclosure on the stock market and must be stored at the Company's head office.

Điều 24. Request for cancellation of the Resolution of the General Meeting of Shareholders

Within ninety (90) days after receiving the resolution or the minutes of the General Meeting of Shareholders or the minutes of the vote counting results for consultation of the General Meeting of Shareholders, the shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises may request the Court or Arbitrator to consider, to cancel 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 this Charter, except for the case specified in Clause 3, Article 21 of this Charter.

2. The content of the resolution violates the law or this Charter.

VII. BOARD

Điều 25. Candidacy and nomination of members of the Board of Directors

1. In case the candidates have been identified in advance, information related to the candidates of the Board of Directors shall be included in the documents of the General Meeting of Shareholders and published at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment to the truthfulness, accuracy and reasonableness of the disclosed personal information and must commit to perform their duties honestly if elected as a member of the Board of Directors. Information related to the candidates of the Board of Directors shall be disclosed including at least the following contents:

a. Full name, date of birth;

b. Professional qualifications;

c. Work process;

d. Companies in which the candidate is holding the position of member of the Board of Directors and other management positions;

e. Interests related to the Company and its related parties;

f. Other information (if any);

g. The public company must 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 positions and interests related to the company of the candidate of the Board of Directors (if any).

2. Shareholders or groups of shareholders holding between 10% and less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30% shall be nominated for a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% shall be nominated for a maximum of five (05) candidates; from 60% to less than 70% shall be nominated for a maximum of six (06) candidates; from 70% to 80% may nominate a maximum of seven (07) candidates; and from 80% to less than 90% are nominated for a maximum of eight (08) candidates.

3. In case the number of candidates of the Board of Directors approved for nomination and candidacy is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors may nominate additional candidates or organize nomination according to the mechanism prescribed by the Company in the Charter. Internal Regulations on corporate governance and Regulations on the operation 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.

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

1. The number of members of the Board of Directors is *five (05)* persons.

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

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

The number of independent members of the Board of Directors of a listed company is at least 01 person.

4. Members of the Board of Directors shall no longer be members 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.

Điều 27. Powers and duties of the Board of Directors

1. The Company's business activities and affairs are subject to the supervision and direction of the Board of Directors. The Board of Directors is the body with full powers to exercise all rights on behalf of the Company except for matters under the jurisdiction of the General Meeting of Shareholders.

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

a. Decide on the Company's medium-term development strategy, development plan and annual production and business plan;

b. Proposals on the types of shares and the total number of shares entitled to be offered for sale of each type;

c. Decide on the sale of unsold shares within the number of shares entitled to be offered for sale of each type; decide to mobilize additional capital in other forms;

d. Deciding on the selling price of the Company's shares and bonds;

e. Decision on share repurchase as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

f. To decide on investment plans and investment projects within their competence and limits as prescribed by law;

g. Deciding on solutions for market development, marketing and technology;

h. Through contracts for purchase, sale, borrowing, lending and other contracts and transactions valued at 35% or more of the total value of assets recorded in the Company's latest financial statements and contracts and transactions 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. Election, dismissal and dismissal of the Chairman of the Board of Directors; appointing, dismissing, signing and terminating contracts of the General Director and other important managers as prescribed by the company's charter; to decide on the salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders in other companies, decide on the remuneration levels and other benefits of such persons;

j. Supervising and directing the General Director and other managers in running the Company's daily business;

k. To decide on the organizational structure, internal management regulations of the Company, to decide on the establishment of subsidiaries, branches, representative offices and the capital contribution and purchase of shares of other enterprises;

l. Approving programs and contents of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to approve resolutions;

m. Submit the audited annual financial statements to the General Meeting of Shareholders;

n. Proposal for dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising in the course of business;

o. Proposing the reorganization and dissolution of the Company; request for bankruptcy of the Company;

p. Decision on promulgation of the Regulation on operation of the Board of Directors, internal regulation on corporate governance after being approved by the General Meeting of Shareholders; Decision on promulgation of the Regulation on operation of the Audit Committee under the Board of Directors, the Regulation on information disclosure of the Company;

q. Fully implement the contents of the agreement on the general operation framework in the complex of parent companies - subsidiaries of Vietnam Publishing House;

r. Applying and complying with the statutes, regulations and general operating procedures in the parent company - subsidiary complex issued by the Vietnam Publishing House in accordance with the law.

d. 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 the results of the Board of Directors in accordance with the provisions of 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.

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

1. The company has the right to pay remuneration and reward members of the Board of Directors according to business results and efficiency.

2. Members of the Board of Directors are entitled to remuneration for their work and bonuses. The work remuneration is calculated according to the number of working days required to complete the tasks of the members of the Board of Directors and the remuneration level per day. The Board of Directors estimates the remuneration for each member on the principle of unanimity. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

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 as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

4. A member of the Board of Directors holding an executive position or a member of the Board of Directors working in subcommittees of the Board of Directors or performing other tasks that according to the Board of Directors are outside the scope of ordinary duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum remuneration, salary, commission, percentage of profit or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to be paid all travel, meals, accommodation and other reasonable expenses that they have incurred in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders. Board of Directors or subcommittees of the Board of Directors.

6. Members of the Board of Directors may purchase liability insurance by the Company after the approval of the General Meeting of Shareholders. This

insurance does not cover the liabilities of the Board of Directors members related to violations of the law and the company's Charter.

Điều 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed or dismissed from office by the Board of Directors from among the members of the Board of Directors.

2. The Chairman of the Board of Directors may not concurrently serve as the General Director.

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

- a. Formulate programs and plans for activities of the Board of Directors;
- b. Prepare programs, contents and documents for the meeting; convening, presiding over and presiding over meetings of the Board of Directors;
- c. Organize the adoption of resolutions and decisions of the Board of Directors;
- d. Supervising the process of organizing the implementation of resolutions and decisions of the Board of Directors;
- e. Chairman of the General Meeting of Shareholders;
- f. Other rights and obligations as prescribed by law and the company's charter;

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

5. In case the Chairperson of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and perform the obligations of the Chairman of the Board of Directors. In case no authorized person or the Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is serving an administrative-handling measure at a compulsory detoxification establishment, compulsory education institution, escapes from his/her place of residence, is restricted or loses his/her civil act capacity, have difficulties in cognition, control of behavior, are banned by the court from holding certain positions, practicing certain professions or doing certain jobs, the remaining members shall elect one of the members to hold 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.

Điều 30. Board Meetings

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the end of the election of the Board of Directors for that term. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one (01) member with the highest number of votes or the highest and equal percentage of votes, the members shall elect on the principle of majority to elect one of 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 extraordinary meetings.

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

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

4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purposes and issues to be discussed and decided 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 seven (07) days from the date of receipt of the proposal specified in Clause 3 of this Article. In case the Chairman of the Board of Directors fails to convene a meeting of the Board of Directors at the request of the Chairman, the Chairman shall be responsible for the damage caused to the Company; the proposers have 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 03 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 discussed and decided. The notice of invitation to the meeting must be enclosed with the documents used at the meeting and the voting slips of the members.

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 it reaches the contact address of each member of the Board of Directors registered at the Company.

7. The Chairman of the Board of Directors or the convener shall send notices of invitation to meetings and enclosed documents to members of the Control Board as for members of the Board of Directors.

Members of the Control Board have the right to attend meetings of the Board of Directors; have the right to discuss but not vote.

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 may be convened for the second time within 07 days from the date of the intended first meeting. In the second time, the meeting is conducted if more than half of the members of the Board of Directors attend the meeting.

9. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:

- a. Attending and voting directly at the meeting;
- b. Authorize other persons to attend meetings 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 voting ballots to the meeting by mail, fax, email;
- e. Send the voting slip by other means (if any).

10. In case of sending voting papers to the meeting by mail, the voting papers must be contained in sealed envelopes and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. Voting ballots are only open in the presence of all attendees.

11. Members must attend all Board meetings. Members may authorize others to attend meetings and vote if approved by a majority of 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 side with the opinion of the Chairman of the Board of Directors.

Điều 31. Subcommittees of the Board of Directors

1. The Board of Directors may establish subcommittees to be in charge of development policies, human resources, compensation, internal audit, and risk management. The number of members of the subcommittee decided by the Board of Directors shall be at least 03 persons, including members of the Board of Directors and external members. Non-executive Board members should make up

a majority in the subcommittee, and one of these members is appointed as the Subcommittee Leader at the discretion of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee is only effective when the majority of members attend and vote to approve it at the meeting of the subcommittee.

2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, or of persons with membership of subcommittees of the Board of Directors must comply with the provisions of current law and the provisions of the Company's Charter and Internal Regulations on corporate governance.

Điều 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 governance may concurrently act as the company secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

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

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

a. Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related affairs between the Company and shareholders;

b. Prepare meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;

c. Advising on the procedure of meetings;

d. Attend meetings;

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

f. To provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and Controllers;

g. Supervise and report to the Board of Directors on the company's information disclosure activities;

h. Acting as a point of contact with relevant stakeholders;

- i. Confidentiality of information in accordance with the provisions of law and the company's Charter;
- j. Other rights and obligations as prescribed by law and the company's charter.

VIII. GENERAL DIRECTORS AND OTHER EXECUTIVES

Điều 33. Organization of the management apparatus

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors. The company has one (01) General Director, Deputy General Directors and one Chief Accountant and other managerial positions appointed by the Board of Directors, excluding the person in charge of corporate governance, the representative authorized to disclose information, the heads and deputy heads of professional departments and members of the Party Committee, Executive Committees of Party organizations and mass organizations of enterprises. The appointment, dismissal and dismissal of the above-mentioned positions must be approved by resolutions and decisions of the Board of Directors.

Điều 34. Business Executives

1. The Company's executives include the General Director, Deputy General Director, Chief Accountant and other executives as prescribed in the company's charter but do not include the person in charge of corporate governance, the representative authorized to disclose information, the heads and deputy heads of professional departments and members of the Party committee. Executive Committees of Party organizations and mass organizations of enterprises.

2. At the request of the General Director and the approval of the Board of Directors, the Company may recruit other executives with the number and standards in accordance with the company's management structure and practices prescribed by the Board of Directors. Business executives must be responsible for assisting the Company in achieving its objectives in its operations and organization.

3. The general director is paid salary and bonuses. The salary and bonus of the General Director shall be decided by the Board of Directors.

4. The executive's salary shall be included in the Company's business expenses in accordance with the law on corporate income tax, which shall be expressed as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

5. The Company's executives are responsible for:

- Fully implement the contents of the agreement on the general operation framework in the complex of parent companies - subsidiaries of the Vietnam Publishing House;

- Applying and complying with the statutes, regulations and general operating procedures in the complex of parent companies - subsidiaries of the Vietnam Publishing House issued in accordance with the provisions of law.

Điều 35. Appointment, dismissal, duties and powers of the CEO

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

2. The General Director is the person who runs the day-to-day business of the Company which is not under the authority of the Board of Directors; subject to the supervision of the Board of Directors; take responsibility before the Board of Directors and law for the performance of their assigned rights and obligations.

3. The term of office of the General Director shall not exceed five (05) years and may be re-appointed an unlimited number of times. The appointment may expire based on the provisions of the labor contract. The General Director is not a person who is prohibited by law from holding this position and must meet the standards and conditions prescribed by law and the company's Charter.

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

a. Deciding on matters related to the Company's day-to-day business that does not fall under the jurisdiction of the Board of Directors;

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

c. Organizing the implementation of the Company's business plan and investment plan;

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

e. Appointment, dismissal and dismissal of managerial positions in the Company, except for those under the competence of the Board of Directors;

f. Deciding on salaries and other benefits for employees in the Company, including managers under the appointing authority of the General Director;

g. Labor recruitment;

h. Proposing a plan to pay dividends or handle losses in business;

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

5. The Board of Directors may dismiss the General Director when a majority of the members of the Board of Directors attending the meeting have the right to vote in favor of and appoint a new General Director to replace him.

IX. SUPERVISORY BOARD

Điều 36. Candidacy and nomination of members of the Control Board (controllers)

1. The candidacy and nomination of members of the Control Board shall be carried out in the same manner as prescribed in Clauses 1 and 2, Article 25 of this Charter.

2. In case the number of candidates approved by the Supervisory Board and candidacy is not sufficient, the incumbent Supervisory Board may nominate additional candidates or organize nomination according to the mechanism specified in the company's Charter, the Internal Regulations on corporate governance and the Operation Regulations of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with law.

Điều 37. Composition of the Supervisory Board

1. The number of members of the Supervisory Board of the Company is three (03) people. The term of office of a member of the Supervisory Board shall not exceed five (05) years and may be re-elected for an unlimited number of terms.

2. In case a member of the Control Board has not yet been elected at the same time at the end of the term of office, the members of the Control Board who have completed their term of office shall continue to exercise their rights and perform their obligations until the new member of the Control Board is elected and accepts the tasks.

3. Members of the Control Board must meet the criteria and conditions specified in Article 169 of the Law on Enterprises and do not fall into the following cases:

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

4. Members of the Control Board shall be dismissed from office in the following cases:

- a. No longer meet the criteria and conditions for being a member of the Control Board as prescribed in Clause 2 of this Article;
- b. Have a letter of resignation and be approved;

- c. Other cases as prescribed by law and this Charter.
- 5. A member of the Control Board shall be dismissed in the following cases:
 - a. Failing to complete assigned tasks and jobs;
 - b. Failing to exercise their rights and obligations for 06 consecutive months, except for force majeure cases;
 - c. Seriously violating or repeatedly violating the obligations of the Comptroller as prescribed by the Law on Enterprises and the company's Charter;
 - d. According to the decision of the General Meeting of Shareholders;
 - e. Other cases as prescribed by law and this Charter.

Điều 38. Head of the Supervisory Board

1. The Head of the Control Board shall be elected by the Control Board from among the members of the Control Board; the election, dismissal and dismissal shall be carried out on the principle of majority. The Supervisory Board must have more than half of the members permanently residing in Vietnam. The Head of the Control Board must have a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law, business administration or majors related to the business activities of the enterprise.
2. Rights and obligations of the Head of the Control Board:
 - a. Convening a meeting of the Supervisory Board;
 - b. Request the Board of Directors, the General Director and other executives to provide relevant information to report to the Control Board;
 - c. Prepare and sign the report of the Supervisory Board after consulting the Board of Directors for submission to the General Meeting of Shareholders.

Điều 39. Rights and obligations of the Control Board

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

1. Propose and propose the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's financial statements; decide on the audit organization approved to inspect the Company's operations, and exempt the approved auditor when deeming it necessary.
2. To be responsible to shareholders for their supervisory activities.
3. Supervise the financial situation of the Company, the compliance with the law in the activities of members of the Board of Directors, General Directors, and other managers.

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

5. In case of detecting acts of violation of law or violation of the company's charter by members of the Board of Directors, the General Director and other executives of the enterprise, the Control Board must notify in writing to the Board of Directors within 48 hours, requesting the violator to stop the violation and take remedial measures.

6. Formulate the Operation Regulation of the Supervisory Board and submit it to the General Meeting of Shareholders for approval.

7. Report at the General Meeting of Shareholders as prescribed in Article 290 of the Government's Decree No. 155/2020/ND-CP dated December 31, 12, 2020 detailing the implementation of a number of articles of the Law on Securities.

8. Have the right to access the Company's records and documents kept at the head office, branches and other locations; have the right to go to the place of work of the Company's managers and employees during working hours.

9. Have the right to request the Board of Directors, members of the Board of Directors, the General Director and other managers to provide complete, accurate and timely information and documents on the management, administration and business activities of the Company.

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

Điều 40. Supervisory Board Meeting

1. The Control Board must meet at least 02 times in a year, the number of members attending the meeting is at least 2/3 of the members of the Control Board. The minutes of the Supervisory Board meeting are detailed and clear. The recordkeeper and members of the Supervisory Board attending the meeting must sign the minutes of the meeting. The minutes of meetings of the Control Board must be kept in order to determine the responsibilities of each member of the Control Board.

2. The Supervisory Board has the right to request members of the Board of Directors, the General Director and representatives of the approved audit organization to attend and answer matters that need to be clarified.

Điều 41. Salaries, remuneration, bonuses and other benefits of members of the Supervisory Board

Salaries, remunerations, bonuses and other benefits of members of the Control Board shall comply with the following provisions:

1. Members of the Supervisory Board shall be paid salaries, remuneration, bonuses and other benefits under the decision of the General Meeting of

Shareholders. The General Meeting of Shareholders shall decide on the total salary, remuneration, bonuses, other benefits and annual operating budget of the Control Board.

2. Members of the Control Board are paid for food, accommodation, travel, and the cost of using independent consultancy services at a reasonable rate. This total remuneration and expenses must not exceed the total annual operating budget of the Control Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws and must be made into separate items in the Company's annual financial statements.

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

Điều 42. Responsibility for Caution

Members of the Board of Directors, members of the Supervisory Board, General Directors and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, in good faith in the best interests of the Company and with the degree of care that a prudent person must exercise when undertaking equivalent position and in similar circumstances.

Điều 43. Responsibility for honesty and avoidance of conflicts of interest

1. Members of the Board of Directors, members of the Control Board, General Director and other executives must publicize relevant interests in accordance with the provisions of the Law on Enterprises and other relevant laws.

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

3. Members of the Board of Directors, members of the Control Board, General Director and other managers are obliged to notify in writing to the Board of Directors and the Control Board of transactions between the Company, its subsidiaries and other companies in which the public company controls more than 50% or more of the charter capital with such entities or related persons of such subjects according to the 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 provisions of the Law on Enterprises and the company's charter.

5. Members of the Board of Directors, members of the Supervisory Board, General Directors, other managers and related persons of these entities are not allowed to use or disclose to others internal information to carry out related transactions.

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

a. For contracts valued at less than 35% of the total value of assets recorded 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 and members of the Control Board, The General Director and other executives 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 contracts with a value greater than 35% of the total value of assets recorded in the latest financial statements, the important contents of this transaction as well as the relationship and interests of members of the Board of Directors, members of the Control Board, General Director, etc other executives have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders who have no related interests.

Điều 44. Liability for Damage and Compensation

1. Members of the Board of Directors, members of the Control Board, the General Director and other executives who violate their obligations and responsibilities honestly and prudently and fail to fulfill their obligations shall be responsible for the damages caused by their violations.

2. The Company shall indemnify persons who have been, are or may become a stakeholder in complaints, lawsuits, and prosecutions (including civil, administrative and non-lawsuits filed by the Company) if such persons have been or are members of the Board of Directors, members of the Supervisory Board, General Director, other executives, employees or representatives authorized by the Company who have been or are performing duties as authorized by the Company, acting honestly and prudently in the interests of the Company on the

basis of compliance with the law and without evidence confirming that such person has breached his or her responsibilities

3. Compensation costs include judgment costs, fines, and payables incurred in practice (including lawyer fees) when settling these cases within the framework of the law. The company may purchase insurance for these people to avoid the above liabilities.

XI. RIGHT TO INVESTIGATE COMPANY BOOKS AND RECORDS

Điều 45. Right to investigate books and records

1. Ordinary shareholders have the right to look up books and records, 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 inaccurate information; considering, looking, extracting or copying the company's charter, the minutes of the General Meeting of Shareholders and the resolution of the General Meeting of Shareholders;

b. Shareholders or groups of shareholders owning 05% or more of the total ordinary shares have the right to consider, look up and extract minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial statements, reports of the Control Board, contracts, etc transactions must go through the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.

2. In case the authorized representative of the shareholder and the group of shareholders requests to look up the books and records, the power of attorney of the shareholder and the group of shareholders that such person represents or a notarized copy of this power of attorney must be enclosed.

3. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer and other managers have the right to inspect the Company's register of shareholders, the list of shareholders and other books and records of the Company for purposes related to their positions provided that such information is kept confidential.

4. The company must keep this Charter and any amendments to the Charter, the Certificate of Enterprise Registration, regulations, documents proving the ownership of assets, the resolution of the General Meeting of Shareholders and the Board of Directors, the minutes of the General Meeting of Shareholders and the Board of Directors, the minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors. reports of the Supervisory Board, annual financial statements, accounting books and any other papers as prescribed by law at the head office or another place

provided that the shareholders and the business registration authority are notified of the location where these papers are stored.

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

XII. EMPLOYEES AND TRADE UNIONS

Điều 46. Workers and trade unions

1. The General Director shall make a plan for the Board of Directors to approve matters related to recruitment, termination of employees, salaries, social insurance, benefits, rewards and discipline for employees and business executives.

2. The General Director shall make a plan for the Board of Directors to approve matters relating to the Company's relations with trade union organizations in accordance with the standards, best management practices and policies, practices and policies specified in this Charter. the Company's regulations and applicable laws.

XIII. PROFIT DISTRIBUTION

Điều 47. Profit distribution

1. The General Meeting of Shareholders decides on the dividend payment level and the form of annual dividend payment from the Company's retained profits.

2. The Company does not pay interest on dividend payments or payments related to a type of stock.

3. The Board of Directors may propose the General Meeting of Shareholders to approve the payment of dividends in whole or in part in shares and the Board of Directors is the agency that implements this decision.

4. In case dividends or other amounts related to a stock are paid in cash, the Company must pay in Vietnamese dong. The payment can be made directly or through banks on the basis of bank details provided by shareholders. In case the Company has transferred the money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the money transferred by the Company to this shareholder. The payment of dividends for stocks listed on the Stock Exchange may be conducted through the 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 approves resolutions and decisions to determine a specific date to finalize the list of shareholders. Pursuant to that date, those who register as

shareholders or owners of other securities are entitled to receive cash or stock dividends, receive notices or other documents.

6. Other matters related to the distribution of profits shall be carried out in accordance with the provisions of law.

XIV. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR, AND ACCOUNTING SYSTEMS

Điều 48. Bank Account

1. The company opens accounts at Vietnamese banks or at foreign bank branches licensed to operate in Vietnam.

2. Subject to the prior approval of the competent authority, in case of necessity, the Company may open an offshore bank account in accordance with the provisions of the law.

3. The Company conducts all payments and accounting transactions through Vietnamese currency or foreign currency accounts at the banks in which the Company opens accounts.

Điều 49. Fiscal Year

The Company's financial year starts from the first day of January every year and ends on the 31st day of December. The first financial year starts from the date of issuance of the Enterprise Registration Certificate and ends on December 31, 2010.

Điều 50. 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 authority.

2. The company prepares accounting books in Vietnamese and keeps 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 substantiate and explain the Company's transactions.

3. The company uses the accounting currency of Vietnam dong. In case the company has economic operations arising mainly in one foreign currency, it may choose that foreign currency as the accounting currency, take responsibility for such choice before law and notify it to the direct tax administration agency.

XV. ANNUAL REPORT, RESPONSIBILITY FOR INFORMATION DISCLOSURE AND PUBLIC ANNOUNCEMENT

Điều 51. Annual, semi-annual and quarterly financial statements

1. The company must prepare annual financial statements and annual financial statements must be audited in accordance with the provisions of law. The company announces the audited annual financial statements in accordance with the law on information disclosure on the securities market and submits them to the competent state agency.

2. Annual financial statements must include all reports, appendices and explanations in accordance with the law on corporate accounting. The annual financial statements must reflect honestly and objectively the Company's operations.

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

Điều 52. Annual Report

The company must prepare and publish an annual report in accordance with the provisions of the law on securities and securities market.

XVI. CORPORATE AUDIT

Điều 53. Audit

1. The Annual 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 on the selection of one of these units to conduct the Company's audit activities for the next fiscal year based on the terms and conditions agreed with the Board of Directors administer.

2. The audit report is attached to the Company's annual financial statements.

3. Independent auditors who perform the audit of the Company are entitled to attend meetings of the General Meeting of Shareholders and are entitled to receive notices and other information related to the General Meeting of Shareholders that shareholders are entitled to receive and express opinions at the General Meeting on matters related to the audit of the Company's financial statements Company.

XVII. DAUGHTER-IN-LAW

Điều 54. Seal of the business

1. A seal includes a seal made at a seal engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.

2. The Board of Directors shall decide on the type, quantity, form and content of seals of the Company, its branches and representative offices (if any).

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

4. In addition, the subjects allowed to use the Company's seal for reporting and information disclosure as prescribed include: Head of the Control Board, authorized representative to disclose information.

XVIII. COMPANY DISSOLUTION

Điều 55. Dissolution of the company

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

a. Termination of the operation term stated in the company's charter without a decision on extension;

b. According to the 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 time limit) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified and approved by the competent authority (if required) as prescribed.

Điều 56. Extension of Operation

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (07) 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 term shall be extended when 65% or more of the total votes of shareholders with voting rights are present in person or through authorized representatives present at the General Meeting of Shareholders for approval.

Điều 57. Liquidation

1. At least six (06) months before the end of the Company's operation term or after a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members appointed by the General Meeting of Shareholders and one (01) member appointed by the Board of Directors from an independent auditing firm. The

liquidation board prepares its operating regulations. Members of the Liquidation Board can be selected from among the Company's employees or independent experts. All liquidation-related expenses are preferentially paid by the Company before the Company's other liabilities.

2. The liquidation board shall have to report to the business registration authority on the date of establishment and the date of commencement of operation. Since that time, the Liquidation Board has represented the Company in all matters related to the liquidation of the Company before the Courts and administrative authorities.

3. The proceeds from the 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 agreement and labor contract;
- c. Taxes and amounts paid to the State;
- d. Other liabilities of the Company;
- e. The remaining balance after all debts from items (a) to (d) above have been paid shall be distributed to shareholders. Preferred shares are prioritized for prepayment.

XIX. INTERNAL DISPUTE RESOLUTION

Điều 58. Internal Dispute Resolution

1. In case of disputes or complaints related to the Company's activities or the rights and obligations of shareholders as prescribed in the company's Charter, the Law on Enterprises, other laws or administrative regulations stipulated between:

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

The parties involved try to resolve that dispute through negotiation and mediation. Except for disputes involving 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 practical factors related to the dispute within *thirty (30)* 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, any party may request *the Company* to appoint an independent expert to act as an arbitrator for the dispute resolution process.

2. In case a conciliation decision is not reached within six (06) weeks from the start of the conciliation process or if the decision of the mediator is not accepted by the parties, any party may refer the dispute to Economic Arbitration or the Economic Court.

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

XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Điều 59. Supplements and amendments to the Charter

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

2. In case there are provisions of law related to the operation of the Company which are not mentioned in this Charter, or in case there are new provisions of law that are different from the provisions of this Charter, the provisions of such law shall naturally apply and regulate the operation of the Company.

XXI. EFFECTIVE DATE

Điều 60. Effective Date

1. This Charter consists of 21 chapters and 60 articles unanimously approved by the General Meeting of Shareholders of Southern Educational Books and Equipment Joint Stock Company on November 25, 2025 at the 2025 General Meeting of Shareholders in the form of collecting written opinions and jointly approving the full validity of this Charter.

2. The Charter shall be made in ten (10) copies, of equal validity and kept at the Company's head office.

3. This Charter is unique 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 one-half (1/2) of the total number of members of the Board of Directors or the company's legal representative./.

LEGAL REPRESENTATIVE
(Sign, specify full name and seal)



Đỗ Thị Mai Anh