

Hanoi, ... 31/03....., 2026



**INVITATION
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026**

Dear: Shareholders of Art Design & Communication Joint Stock Company

The Board of Directors of Art Design & Communication Joint Stock Company respectfully invites shareholders to attend the Company's 2026 Annual General Meeting of Shareholders with the following content:

1. Company Name: Art Design & Communication Joint Stock Company

- Stock code: ADC
- Head office address: 12A Floor, Diamond Flower Building, Lot C1, Trung Hoa – Nhan Chinh Urban Area, Yen Hoa Ward, Hanoi City, Vietnam.
- Business registration number: 0102365521

2. Time and place

- Time: 08:30, April 22, 2026
- Place: Vplace VIP Hall, 3rd Floor, Building 25T2 - N05, Nguyen Thi Thap Street, Yen Hoa Ward, Hanoi City.

3. Conditions for attending the Congress

All shareholders holding securities of Art Design & Communication Joint Stock Company according to the list of shareholders entitled to attend the 2026 Annual General Meeting of Shareholders as of March 23, 2026.

4. Congress documents, authorization and attendance issues

- Content and documents related to the 2026 Annual General Meeting of Shareholders are updated on the Website of Art Design & Communication Joint Stock Company at: <https://adc.net.vn/quan-he-co-dong/>.
 - Shareholders are requested to bring the Invitation Letter, Attendance Confirmation/ Authorization and ID Card/Citizen Identification Card/Passport/Business Registration Certificate when attending the Meeting. If the Attendance Confirmation/Authorization is lost, shareholders can obtain the Company's form published on the Website.
 - To facilitate the organization, we request that shareholders confirm their attendance at the General Meeting or authorize their attendance by phone/mail/fax to the Company before 4:00 p.m. on April 15, 2026.
 - Contact information: Ms. Tran Thi Thu Huong ; Phone: 024 73068789 ; Fax: 024 35121385
- Best regards./.

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

(signed)

Dang Viet Manh

Hà Nội, ngày tháng năm 2026



CONFIRMATION OF ATTENDANCE/AUTHORIZATION OF ATTENDANCE

(V/v Attend the 2026 Annual General Meeting of Shareholders

Art Design & Communication Joint Stock Company)

- Shareholder name:.....
- Address:.....
- ID card number/Citizen identification card/Passport/Business registration certificate:
.....Date of issue:..... Place of issue:.....
- Legal representative (for organizations):.....
- Contact address: Phone:
- Total number of shares owned:.....
- Pursuant to the Invitation to attend the 2026 Annual General Meeting of Shareholders of Art Design & Communication Joint Stock Company, I hereby confirm my attendance or authorization to attend the Meeting as follows:

(Shareholders please mark a cross (x) in the blank box in front of the choice):

- 1. Attend directly.
- 2. Authorization to attend for Mr./Ms:
ID card number/Citizen identification card/Passport:
Date of issue..... Place of issue.....
Address:..... Phone.....
- 3. Authorize attendance for the members of the Board of Directors (BOD) or the Board of Supervisors (BOS) of the Company according to the following list. (Shareholders please mark a cross (x) in the blank box in front of the choice):
 - Mr. Dang Viet Manh, BOD Chairman Ms. Nguyen Thi Thu Hong, BOS Head
 - Mr. Dinh Gia Le, BOD Chairman Mrs. Tran Thi Thu Huong, BOS member
 - Mr. Pham Van Thang, BOD member Mr. Vu Duc Tinh, BOS member
 - Mr. Pham Huy Phong, BOD member
 - Ms. Nguyen Bich La, BOD member

The authorized representative is entitled to represent the authorizing party to attend and vote on all matters presented at the 2026 Annual General Meeting of Shareholders of Art Design & Communication Joint Stock Company, scheduled to be held on April 22, 2026.

I/We take full responsibility for this authorization and commit to strictly comply with the applicable provisions of the law and the Charter of Art Design & Communication Joint Stock Company. At the same time, I/we undertake not to raise any complaints or claims against the Company.

Authorized person
(Sign & print full name)

Shareholders
(Sign & print full name)

PROGRAMME

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

ART DESIGN & COMMUNICATION JOINT STOCK COMPANY

Time: April 22, 2026**Place:** Vplace VIP Hall, 3rd Floor, Building 25T2 - N05, Nguyen Thi Thap Street, Yen Hoa Ward, Hanoi City.

No.	Time	Content	Effectuate
I. OPENING PROCEDURES			
1.	08:30-09:00	Register to attend the Congress.	Organizing Committee
2.	09:00-09:05	Flag salute to open the Congress.	Organizing Committee
3.	09:05-09:10	Approval of the validity of the Congress and voting procedures.	Shareholder Qualification Review Board
4.	09:10-09:15	<ul style="list-style-type: none"> - Statement of reasons. - Introduction of the delegates, the Presidium, the Secretariat, and the Vote Counting Committee. - Through the Congress Program. - Through the Regulations on organizing the Congress. 	Organizing Committee
II. CONFERENCE CONTENT			
5.	09:15-09:45	- Report on the 2025 Business Performance and the 2026 Business Plan, Strategic Orientation, and Key Objectives of the Board of Management	Director
6.	09:45-10:00	- 2025 Operational Report and 2026 Operational Plan of the Board of Directors.	Chairman of the Board of Directors
7.	10:00-10:15	- Report on the results of monitoring activities in 2025 and the 2026 operation plan of the Board of Supervisors.	Head of the Supervisory Board
8.	10:15-10:30	Speech of the Leader of Vietnam Education Publishing House	Guest Speaker
9.	10:30-11:00	Discuss	Company Shareholders
10.	11:00-11:10	Voting: The General Meeting voted to approve the following matters: 1. Approval of the groups of issues for 2025. 2. Approval of the groups of issues for 2026	Chairperson and Vote Counting Committee
III. CLOSING OF THE CONGRESS			
11.	11:10-11:20	Approval of the Minutes and Resolutions of the Congress	Secretariat
12.	11:20-11:30	Closing statement of the Congress	Chairman

CONGRESS ORGANIZING COMMITTEE



NHÀ XUẤT BẢN GIÁO DỤC VIỆT NAM
ETCP MĨ THUẬT & TRUYỀN THÔNG

Mã số/ Code: 271



THẺ BIỂU QUYẾT/ VOTING CARDS

Đại hội cổ đông thường niên CTCP Mĩ thuật và Truyền thông năm 2026/

Annual General Meeting of Shareholders of Art Design & Communication JSC 2026

TÊN CỔ ĐÔNG

Tổng số cổ phần sở hữu/ Total shares owned

(SỐ CỔ PHẦN)



NHÀ XUẤT BẢN GIÁO DỤC VIỆT NAM
CTCP MĨ THUẬT & TRUYỀN THÔNG

Mã số/ Code: 272

THẺ BIỂU QUYẾT/ VOTING CARDS

Đại hội cổ đông thường niên CTCP Mĩ thuật và Truyền thông năm 2026/

Annual General Meeting of Shareholders of Art Design & Communication JSC 2026

TÊN CỔ ĐÔNG

Tổng số cổ phần sở hữu/ Total shares owned

(SỐ CỔ PHẦN)

Hanoi,, 2026



REGULATIONS

ORGANIZING THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

ART DESIGN & COMMUNICATION JOINT STOCK COMPANY

CHAPTER I

GENERAL PROVISIONS

Article 1. Scope of application

1. These regulations are used for the organization of the 2026 Annual General Meeting of Shareholders of Art Design & Communication Joint Stock Company (hereinafter referred to as “the Company”);
2. These regulations specifically stipulate the rights and obligations of the parties participating in the General Meeting, the conditions and procedures for conducting the General Meeting

Article 2. Subjects of application

Shareholders and participants are responsible for complying with the provisions of this regulation.

CHAPTER II

RIGHTS AND OBLIGATIONS OF PARTIES ATTENDING THE CONFERENCE

Article 3. Participants of the 2026 Annual General Meeting of Shareholders

- 3.1 Shareholders owning shares of the Company in the shareholder list closed on March 23, 2026.
- 3.2 Guests, consulting organizations (if any).

Article 4. Rights and obligations of shareholders

4.1. Rights of shareholders when attending the General Meeting

- 4.1.1. All shareholders of the company have the right to attend and vote on matters within the authority of the General Meeting of Shareholders;
- 4.1.2. In case of being unable to attend the General Meeting, shareholders can authorize another person to attend and vote on issues within their authority. This authorization must be made in writing according to the form posted on the Company's website;
- 4.1.3. In addition to the ballots for members of the Board of Directors and the Supervisory Board (if there is an election), each shareholder attending the General Meeting of Shareholders will also be given 01 Voting Card, on which is written the number of voting shares that the shareholder holds. This voting card is used when the shareholder wants to express his/her opinion and when the Chairman proposes to vote to approve the nomination of the Vote Counting Committee;

approve the Minutes of the shareholder qualification examination; approve the Agenda of the General Meeting; approve the Regulations on the organization of the General Meeting, approve other issues that have been discussed and/or consulted at the General Meeting and approve the content of the Minutes and Resolutions of the General Meeting of Shareholders.

- 4.1.4. Shareholders who arrive late to the General Meeting of Shareholders have the right to register immediately and then have the right to participate and vote immediately at the General Meeting, but the Chairman is not responsible for stopping the General Meeting to allow late shareholders to register and the validity of previously conducted voting sessions will not be changed.

4.2. Obligations of common shareholders when attending the General Meeting

- 4.2.1. Shareholders' attire to attend the meeting must ensure politeness and formality;
- 4.2.2. Fully participate in the General Meeting of Shareholders according to the Company's regulations. In case of being unable to attend, a representative must be authorized to attend according to regulations;
- 4.2.3 Shareholders or shareholders' representatives attending the meeting must complete the registration procedures to attend the General Meeting with the General Meeting Organizing Committee;
- 4.2.4 Comply with the conditions and procedures specified in the Company Charter and this Regulation;
- 4.2.5 Strictly comply with the regulations at the General Meeting of Shareholders, respect the working results at the General Meeting.

Article 5. Rights and obligations of the Chairman of the Congress

- 5.1 The Chairman of the Board of Directors shall preside over the General Meeting of Shareholders, or shall authorize another member of the Board of Directors to preside over the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting according to the majority principle. In case no one can be elected as the chairperson, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect the meeting chairperson from among the attendees and the person with the highest number of votes shall chair the meeting;
- 5.2 The Chairman is the person who has the right to decide on the order, procedures and events arising outside the agenda of the General Meeting of Shareholders;
- 5.3. The chairman of the meeting may postpone the meeting when there is consensus or request from the General Meeting of Shareholders with the required number of delegates present.
- 5.4. The Chairman of the meeting may take any action deemed necessary to conduct the General Meeting of Shareholders in a valid and orderly manner; or to enable the Meeting to reflect the wishes of the majority of the attending delegates.

Article 6. Rights and obligations of the Congress Secretary

- 6.1 The Secretary of the General Meeting of Shareholders is appointed by the Chairman and approved by the General Meeting of Shareholders. His/her duties include assisting the Chairman in successfully running the General Meeting, recording and making minutes of the General Meeting of Shareholders;
- 6.2 Responsible for the truthfulness, accuracy and completeness of the Minutes of the 2026 Annual General Meeting of Shareholders;
- 6.3 Perform other tasks assigned by the Presidium during the Congress's recess.

Article 7. Rights and obligations of the Vote Counting Committee

- 7.1 The Vote Counting Committee is nominated by the Chairman of the General Meeting and approved by the General Meeting of Shareholders. Members of the Vote Counting Committee may be shareholders of the Company;
- 7.2 The Vote Counting Committee is responsible for counting the Voting Cards when approving issues submitted to the General Meeting of Shareholders for voting and immediately notifying the results of the vote counting to the Presidium;
- 7.3 The Vote Counting Committee shall be responsible for the truthfulness and accuracy of the vote counting results.

CHAPTER III

CONDUCTING THE CONGRESS

Article 8. Conditions for holding the Congress

The General Meeting of Shareholders is held when the number of shareholders attending the meeting represents more than 50% of the total number of votes (Article 145 of the Law on Enterprises and Article 19 of the Company Charter).

Article 9. Congress content

According to the 2026 Annual General Meeting of Shareholders Program approved at the General Meeting.

Article 10. Voting at the Congress

- 10.1 All decisions at the General Meeting are passed directly at the General Meeting by voting for approval according to the proportion of shares of attending shareholders or authorized representatives;
- 10.2 Shareholders may only use the Voting Card to approve a specific content once. Shareholders vote for Approval, Disapproval or No opinion for each issue requiring consultation. Cases of selecting 02 or more opinions on the same issue for consultation are invalid.

CHAPTER IV

END OF CONGRESS

Article 11. Approval of the decision of the 2026 Annual General Meeting of Shareholders

- 11.1 The decision of the General Meeting of Shareholders will be passed when the number of shareholders representing 65% or more of the total votes of all shareholders attending the meeting

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agrees on the issues specified in Clause 1, Article 21 of the Company Charter, and Clause 1, Article 148 of the Enterprise Law 2020. The issues include:

- a. Types of shares and total number of shares of each type;
- b. Change of industry, profession and business field;
- c. Change the Company's management structure;
- d. Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;
- e. Reorganization and dissolution of the Company.

11.2 Election of members of the Board of Directors and the Board of Supervisors (if any) must comply with the provisions of Clause 3, Article 148 of the Law on Enterprises 2020.

11.3 Other decisions of the General Meeting of Shareholders will be approved when the number of shareholders owning more than 50% of the total number of voting shares of all shareholders and shareholder representatives attending the meeting approve. Issues include:

- Approval of the reports: 2025 Operational Report and 2026 Operational Plan of the Board of Directors; Report on 2025 Operational Monitoring Results and 2026 Operational Plan of the Board of Supervisors; Report on 2025 Business Performance Results and Production and Business Plan and Directions and Tasks for 2026 of the Board of Management; 2025 Profit Distribution Plan and 2026 Dividend Payment Plan;
- Approval of audited financial statements for 2025;
- Approving the selection of the auditing unit for 2026;
- Other issues at the Congress.

Article 12. Minutes of the 2026 Annual General Meeting of Shareholders

All contents at the 2026 Annual General Meeting of Shareholders must be recorded in minutes by the Secretary of the Meeting. The minutes of the meeting must be read and approved before the closing of the meeting.

CHAPTER V

OTHER PROVISIONS

Article 13. Some other provisions

- 13.1 Shareholders attending the meeting who wish to express their opinions must obtain the consent of the Chairman of the Meeting. Shareholders should speak briefly and focus on the key issues to be discussed, in accordance with the approved agenda of the meeting. The Chairman of the Meeting will arrange for shareholders to speak in the order of registration, and at the same time answer shareholders' questions;
- 13.2 Shareholders will be disqualified from attending the General Meeting of Shareholders by the Board of Directors if they intentionally do not comply with the regulations of the meeting, cause disturbances, disrupt order, or have actions that directly affect the operation of the meeting.

CHAPTER VI
TERMS OF IMPLEMENTATION

Article 14. Validity of the Regulations

This Regulation consists of 6 chapters and 14 articles, issued by the Board of Directors of Art Design & Communication Joint Stock Company, applicable to the 2026 Annual General Meeting of Shareholders of Art Design & Communication Joint Stock Company taking place on April 22, 2026 and takes effect immediately after being approved by the General Meeting of Shareholders.

REPRESENTATIVE OF THE BOARD OF DIRECTORS

Chairman

Dang Viet Manh



Hanoi, , 2026

No. 01/Ttr-MTTT



SUBMISSION

Draft

Re: Approval of financial indicators, audited financial statements for 2025,
selection of audit unit for 2026 and reports at the congress

To: Annual General Meeting of Shareholders 2026

Art Design & Communication Joint Stock Company

Base:

- Enterprise Law No. 59/2020/QH14 was passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and documents guiding the Enterprise Law;
- Securities Law No. 54/2019/QH14 was passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, effective from January 1, 2021 and documents guiding the Securities Law;

Respectfully submit to the General Meeting of Shareholders for approval of financial indicators, audited financial statements for 2025, selection of auditing unit for 2026 and reports at the meeting. Specifically as follows:

I. RESULTS OF BUSINESS OPERATIONS AND PROFIT DISTRIBUTION IN 2025

1. Financial indicators

- Compare the 2025 Business Production Plan

Target	Implementation 2025	Plan 2025	Ratio (I/P)
Revenue	366 billion VND	390 billion VND	93,8%
Profit	14,0 billion VND	15,3 billion VND	91,7%

- Compare business results 2025/2024

Target	Implementation 2025	Implementation 2024	Ratio (2025/2024)
Revenue	366 billion VND	414,3 billion VND	88,3%
Profit	14,0 billion VND	17,6 billion VND	79,9%

2. Profit distribution and fund allocation in 2025

Target	Amount (VND)
Profit before tax	14.025.111.434
Corporate income tax	2.955.417.289
Profit after tax	11.069.694.145
Distribution of profit after tax	
Dividend (15% / face value)	5.966.904.000
Bonus fund (5%)	553.484.707

Welfare Fund (10%)	1.106.969.415
Operating fund of Board of Directors, Supervisory Board (5%)	553.484.707
Undistributed profit after tax carried forward to next year	2.888.851.316

3. Company salary fund and Board of Directors - Supervisory Board remuneration are included in production and business expenses

	Total amount	Profit before tax	Ratio/Profit before tax
Board of Directors - Supervisory Board remuneration	1.122.008.915	14.025.111.434	8/100

II. BUSINESS PRODUCTION AND OPERATION PLAN FOR 2026

1. Target

Revenue	375 billion VND
Profit	15,1 billion VND
Dividends	15%

2. Board of Directors and Supervisory Board remuneration plan included in production and business costs

Target	Ratio: Remuneration /Profit before tax
Board of Directors - Supervisory Board remuneration	8/100

III. FINANCIAL REPORT 2025

The full text of the 2025 Audited Financial Statements is published on the ADC Website. Link: <https://adc.net.vn/bao-cao-tai-chinh-nam-2025/>

IV. AUDITING UNIT 2026

The General Meeting of Shareholders authorizes the Board of Directors to select an auditing unit that meets the standards and capacity as prescribed by the Ministry of Finance and the State Securities Commission to audit the company's financial statements.

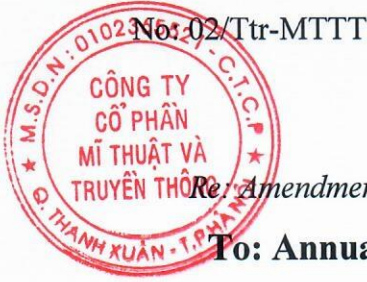
V. REPORTS AT THE CONGRESS

Through the reports of the Board of Directors, the reports of the Supervisory Board and the reports of the Board of Management at the General Meeting.

Respectfully submit to the General Meeting of Shareholders for consideration

**BOARD OF DIRECTORS
ART DESIGN & COMMUNICATION JOINT STOCK COMPANY
CHAIRMAN**

Dang Viet Manh



No. 02/Ttr-MTTT

SUBMISSION

Draft

Re: Amendment of the Company Charter and Internal Regulations

To: Annual General Meeting of Shareholders 2026 Art Design & Communication Joint Stock Company

Base:

- Enterprise Law No. 59/2020/QH14 was passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and documents guiding the Enterprise Law;
- Securities Law No. 54/2019/QH14 was passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, effective from January 1, 2021 and documents guiding the Securities Law;

Pursuant to the current Company Charter; based on the Company's actual business operations; we respectfully submit to the General Meeting of Shareholders for approval the following contents:

- I. Amendment of the Company Charter. Amendment contents: Adjustment of 02 items:**
 - Amendment of Article 3 of the Charter: The General Director is the legal representative of the Company.
 - Amendment of Article 34 of the Charter: The Company's executive management includes the General Director, Deputy General Directors, and Chief Accountant.
- II. All contents of the Company Charter, Internal Regulations on Corporate Governance, Regulations on Operation of the Board of Directors, and Regulations on Operation of the Supervisory Board shall be adjusted in terms of wording as follows:**

No.	Current term	Amended term
1	Director	General Director
2	Deputy Director	Deputy General Director

The draft amended Company Charter, Internal Regulations on Corporate Governance, Regulations on Operation of the Board of Directors, and Regulations on Operation of the Supervisory Board are attached to this Proposal.

III. The Board of Directors issues Decisions on Appointment

The Board of Directors issues Decisions to appoint the positions of Director and Deputy Director to General Director and Deputy General Director for current members of the Board of Management.

IV. Adjustment of Enterprise Registration Certificate and internal documents

The Executive Board shall carry out procedures for adjusting the Enterprise Registration Certificate and internal documents, ensuring compliance with legal regulations and the Company Charter.

Respectfully submitted to the General Meeting of Shareholders for consideration.

BOARD OF DIRECTORS
ART DESIGN & COMMUNICATION JOINT STOCK COMPANY
CHAIRMAN

Dang Viet Manh



SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Draft



CHARTER

**ORGANIZATION AND OPERATION OF
ART DESIGN & COMMUNICATION JOINT
STOCK COMPANY**

Hanoi, April 2026



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PREAMBLE

This Charter of Art Design & Communication Joint Stock Company (hereinafter referred to as the “Company”) is a joint stock company operating in accordance with the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020. The Charter, the Company’s regulations, and the resolutions of the General Meeting of Shareholders and the Board of Directors, if duly adopted in accordance with applicable laws, shall constitute binding rules and regulations governing the Company’s business operations.

This Charter is amended from the previous Charter and has been approved by the shareholders of Art Design & Communication Joint Stock Company by a valid resolution at the Annual General Meeting of Shareholders 2026, officially held on April 22, 2026.

I - SECTION I – DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Definitions

1. In this Charter, the following terms shall be construed as follows:
 - a. “Charter Capital” means the total par value of shares that have been sold or registered for subscription upon the establishment of the enterprise as stipulated in Article 6 of this Charter;
 - b. “Law on Enterprises” means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020.
 - c. “Law on Securities” means the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019;
 - d. “Establishment Date” means the date on which the Company is first granted the Enterprise Registration Certificate.
 - e. “Executive Officers” means the General Director, Deputy General Directors, Chief Accountant, and other executives of the Company as approved by the Board of Directors.
 - f. “Managers” means the Company’s managers, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other individuals holding managerial positions as stipulated in this Charter.
 - g. “Related Persons” means individuals or organizations as defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;
 - h. “**Shareholders**” means individuals or organizations owning at least one share of the joint stock company;
 - i. “**Founding Shareholders**” means shareholders owning at least one ordinary share and whose names are listed in the register of founding shareholders of the joint stock company;
 - j. “**Major Shareholders**” means shareholders as defined in Clause 18, Article 4 of the Law on Securities;

k. **“Term of Operation”** means the operating duration of the Company as stipulated in Article 2 of this Charter and any extension period (if any) approved by a resolution of the General Meeting of Shareholders.

l. **“Vietnam”** means the Socialist Republic of Vietnam;

m. **“Company”** means Art Design & Communication Joint Stock Company.

2. In this Charter, references to any provision or document shall include any amendments or replacements thereto.

3. Headings (chapters and articles of this Charter) are included for convenience of reference only and shall not affect the interpretation of this Charter.

4. Terms or expressions defined in the Law on Enterprises (unless inconsistent with the subject or context) shall have the same meanings in this Charter

II - SECTION II – NAME, LEGAL FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, Legal Form, Head Office, Branches, Representative Offices, Business Locations and Term of Operation of the Company

1. Name of the Company

Vietnamese Name: CÔNG TY CỔ PHẦN MỸ THUẬT VÀ TRUYỀN THÔNG

English Name: ART DESIGN & COMMUNICATION JOINT STOCK COMPANY

Abbreviated Name: AD&C., JSC

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

3. The registered head office of the Company is:

Address: 12A Floor, Diamond Flower Building – Lot C1, Trung Hoa Nhan Chinh Urban Area, Yen Hoa Ward, Hanoi, Vietnam.

Telephone: 024.73068789

Fax: 024. 35121385

Email: webmaster@adc.net.vn

Website: adc.net.vn

4. The Company may establish branches and representative offices in various locations in order to achieve its operational objectives, in accordance with resolutions of the Board of Directors and within the scope permitted by law.

5. Unless the Company is terminated prior to its term in accordance with Clause 2 of Article 56 or its operation is extended pursuant to Article 57 of this Charter, the term of operation of the Company shall commence from the Establishment Date and shall be indefinite.

Article 3. Legal Representative of the Company

The General Director is the legal representative of the Company.

The rights and obligations of the legal representative shall comply with the provisions of the Law on Enterprises and this Charter.

III - SECTION III – OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY

Article 4. Business Lines and Objectives of the Company

1. The business lines of the Company are as follows:

No.	Business Lines	Business Line Code
1	Retail sale of books, newspapers, magazines and stationery in specialized stores	4761
2	Retail sale of audio and video recordings (including blank tapes and discs) in specialized stores	4762
3	Retail sale of sports equipment and sporting goods in specialized stores	4763
4	Retail sale of games and toys in specialized stores	4764
5	Retail sale of garments, footwear, leather and imitation leather goods in specialized stores	4771
6	Retail sale of other new goods in specialized stores. Details: Retail sale of souvenirs, wickerwork and handicrafts in specialized stores; Retail sale of paintings, photographs and other works of art (excluding antiques) in specialized stores; Retail sale of watches and eyewear in specialized stores	4773
7	Motion picture, video and television programme production activities Production of television programmes and advertising programmes (excluding motion picture production).	5911
8	Wholesale of agricultural and forestry raw materials (excluding wood, bamboo and rattan) and live animals	4620
9	Wholesale of food	4632
10	Wholesale of textiles, garments and footwear	4641
11	Creative, arts and entertainment activities Details: Organization of painting activities, creation of works of art, and other fine arts activities	9000
12	Specialized design activities	7410

No.	Business Lines	Business Line Code
	<p>Details:</p> <p>Website design; interior and exterior design services and other specialized design services (including fashion design, clothing design, school uniforms, footwear, film set design, and stage design);</p> <p>Commercial advertising consultancy and design services;</p> <p>Graphic design of publications for the education sector and other publications.</p>	
13	<p>Organizing trade promotion and trade introduction activities</p> <p>Detail: Organizing trade fairs and exhibitions, and product display and introduction activities.</p>	8230
14	<p>Printing</p> <p>Detail: Prepress services and printing of educational materials.</p>	1811
15	<p>Other non-classified specialized wholesale trading</p> <p>Detail: Trading in raw materials and supplies for printing, prepress, graphic arts, and media industries;</p>	4669
16	<p>Advertising</p> <p>Detail: Display advertising, product promotion, and related advertising services.</p>	7310
17	<p>Printing-related services</p>	1812
18	<p>Vocational secondary training</p> <p>Detail: Establishing vocational schools and providing training in specialized fields of fine arts and graphic design (to operate only after obtaining permission from the competent state authority)</p>	8532
19	<p>Wholesale of other household goods</p> <p>Details:</p> <ul style="list-style-type: none"> • Trading in teaching and learning equipment and supplies; • Publishing and distribution of books, illustrations for the education sector and other products (such as calendars, catalogues) (excluding import and export activities); • Wholesale of suitcases, briefcases, bags, wallets, and other leather and imitation leather goods; 	4649

No.	Business Lines	Business Line Code
	<ul style="list-style-type: none"> • Wholesale of perfumes, cosmetics, and hygiene products; • Wholesale of ceramic, porcelain, and glassware; • Wholesale of household electrical appliances, lamps, and lighting fixtures; • Wholesale of beds, cabinets, tables, chairs, and similar furniture; • Wholesale of books, newspapers, magazines, and stationery; • Wholesale of sports and physical training equipment. 	
20	<p>Other remaining business support service activities not elsewhere classified</p> <p>Details:</p> <ul style="list-style-type: none"> • Import and export of raw materials, supplies, and products in the printing, prepress, fine arts, and media sectors (except those prohibited by law); • Entrusted import and export services; 	8299
21	<p>Other amusement and recreation activities not elsewhere classified</p> <p>Details:</p> <ul style="list-style-type: none"> • Activities of amusement parks and beach areas, including the rental of facilities such as bathhouses, lockers, lounge chairs, umbrellas, etc.; • Operation of recreational transport facilities such as pleasure boats and cruises; • Rental of leisure equipment and recreational facilities; • Operation of fairs and exhibitions of natural recreational attractions; • Other amusement and recreational activities (excluding those prohibited by law). 	9329 (Principal)

No.	Business Lines	Business Line Code
22	<p>Other education not elsewhere classified</p> <p>Details: Centers for professional training in fine arts and graphic design; Foreign language training and conversational skills training; Computer training; Non-level-specific education at training and development centers; Tutoring services; Courses in professional critique and evaluation; Speed reading training; Self-defense training; Life skills training; Public speaking training; Preparatory education; Learning centers offering courses for underperforming students.</p>	8559

2. The objective of the Company's operations is:

a. To invest in, exploit, and develop services and production-business activities in sectors and industries permitted by law.

b. Based on the Company's resources, to enter into joint ventures and partnerships with all economic sectors to organize production and business activities in other lawful industries, in order to improve the Company's business efficiency and bring balanced benefits to employees, shareholders, the Company, and society.

Article 5. Scope of Business and Operations

1. The Company is permitted to prepare plans and conduct all business activities in accordance with its Enterprise Registration Certificate and this Charter, in compliance with applicable laws, and to implement appropriate measures to achieve the Company's objectives.

2. The Company may conduct business activities in other sectors permitted by law and approved by the General Meeting of Shareholders.

IV - CHARTER CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS

Article 6. Charter Capital, Shares, and Founding Shareholders

1. The Company's charter capital is VND 39,779,360,000 (thirty-nine billion, seven hundred seventy-nine million, three hundred sixty thousand Vietnamese dong). The total charter capital of the Company is divided into 3,977,936 shares, with a par value of VND 10,000 (ten thousand) per share.

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

3. All shares of the Company as of the date of approval of this Charter are ordinary shares. The rights and obligations of shareholders holding each type of share are specified in Articles 12 and 13 of this Charter.

4. The Company may issue preferred shares pursuant to a resolution of the General Meeting of Shareholders in accordance with applicable laws.

5. The names, addresses, number of shares, and other information of the founding shareholders as prescribed by the Law on Enterprises are set out in Appendix I attached hereto. This appendix forms an integral part of this Charter.

6. Ordinary shares must be offered preferentially to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Any shares not subscribed for by existing shareholders shall be determined and allocated by the Board of Directors. The Board of Directors may distribute such shares to shareholders and other persons on terms not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

7. The Company may repurchase its own issued shares in accordance with the methods prescribed in this Charter and applicable laws.

8. The Company may issue other types of securities upon approval by the General Meeting of Shareholders and in compliance with the laws on securities and the securities market.

Article 7. Share Certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares they own.

2. A share certificate is a type of security certifying the lawful rights and interests of its holder in a portion of the charter capital of the issuing organization. Share certificates must contain all required information in accordance with Clause 1, Article 121 of the Law on Enterprises.

3. Within 10 days from the date of submission of a complete application for transfer of share ownership in accordance with the Company's regulations, or within 02 months (or a longer period as specified in the issuance terms) from the date of full payment for shares as provided in the Company's share issuance plan, the holder of such shares shall be issued a share certificate. The shareholder shall not be required to pay the Company for the cost of printing the share certificate.

4. In case a share certificate is lost, damaged, or destroyed in any other form, the shareholder shall be reissued a new share certificate upon request. The shareholder's request must include the following:

- a. Information about the lost, damaged, or destroyed share certificate;
- b. A commitment to bear responsibility for any disputes arising from the reissuance of the share certificate.

Article 8. Other Securities Certificates

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

Article 9. Transfer of Shares

1. All shares may be freely transferred unless otherwise provided by this Charter, resolutions of the General Meeting of Shareholders, or applicable laws. Listed shares on a Stock Exchange shall be transferred in accordance with the laws on securities and the securities market of the Stock Exchange.

2. Shares that have not been fully paid for may not be transferred and shall not be entitled to related rights such as the right to receive dividends, the right to receive shares issued from equity, the right to purchase newly offered shares, and other rights as provided by law.

Article 10. Share Forfeiture

1. In case a shareholder fails to fully and timely pay the amount due for subscribed shares, the Board of Directors shall notify the shareholder and has the right to require such shareholder to pay the remaining amount together with interest on such amount and any costs incurred by the Company due to the incomplete payment.

2. The payment notice must clearly specify a new payment deadline (at least seven (07) days from the date of sending the notice), the place of payment, and must state that if the payment is not made as required, the unpaid shares will be forfeited.

3. The Board of Directors has the right to forfeit unpaid shares if the requirements stated in the notice are not fulfilled.

4. Forfeited shares are considered shares available for offering as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell or authorize the sale and redistribution of such shares under terms and conditions deemed appropriate by the Board.

5. Shareholders whose shares are forfeited shall lose shareholder status with respect to those shares but shall still be liable for financial obligations of the Company corresponding to the total par value of the subscribed shares at the time of forfeiture, as determined by the Board of Directors from the date of forfeiture until the date of payment. The Board of Directors has full authority to enforce payment of the full value of the shares at the time of forfeiture.

6. The forfeiture notice shall be sent to the holder of the forfeited shares prior to the forfeiture date. The forfeiture remains effective even in case of errors or negligence in sending the notice.

V - ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL

Article 11. Organizational Structure, Management, Administration, and Supervision

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

1. The Company participates in part or all stages of the publishing process for books and educational equipment assigned by Vietnam Education Publishing House One Member Limited Liability Company (hereinafter referred to as "VEPH"), in accordance with the law; and maintains long-term cooperation with VEPH in terms of economic benefits, technology, market, and business services.

2. The Company has capital contributed by VEPH below the controlling level but voluntarily participates in the parent–subsidiary corporate group of VEPH, in which VEPH exercises controlling rights through an agreement between the parties in accordance with the law. The Company is a member enterprise of VEPH and is

obliged to comply with the regulations, rules, and common operational procedures of the parent–subsidiary group issued by VEPH.

3. The organizational structure for management, administration, and supervision of the Company includes:

a) The General Meeting of Shareholders.

b) The Board of Directors and the Supervisory Board (the Company is organized and operates under the model specified in Point a, Clause 1, Article 137 of the Law on Enterprises).

c) The General Director.

VI - SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. A shareholder is the owner of the Company and has rights and obligations corresponding to the number and type of shares they hold. Shareholders are only liable for the debts and other property obligations of the Company within the extent of the capital they have contributed to the Company.

2. Common shareholders have the following rights:

a. To attend and speak at the General Meeting of Shareholders and to exercise voting rights directly, through an authorized representative, or in another form as prescribed by the Company's Charter and applicable laws. Each common share carries one vote;

b. To receive dividends at the rate determined by the General Meeting of Shareholders;

c. To have priority in purchasing new shares in proportion to their ownership of common shares in the Company;

d. To freely transfer their shares to others, except in cases specified in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;

e. To inspect, access, and extract information regarding the name and contact address in the list of shareholders with voting rights; and to request correction of inaccurate information;

f. To inspect, access, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

g. To receive a portion of the remaining assets upon dissolution or bankruptcy of the Company, in proportion to their share ownership;

h. To request the Company to repurchase shares in the cases prescribed in Article 132 of the Law on Enterprises;

i. To be treated equally. Each share of the same class confers equal rights, obligations, and benefits to its holder. If the Company has different classes of preferred shares, the rights and obligations attached to such shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

j. To have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;

k. To have their lawful rights and interests protected; to request suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;

l. To exercise other rights as provided by law and this Charter.

3. A shareholder or group of shareholders holding from 5% or more of the total number of common shares shall have the following rights:

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

b. To inspect, access, and extract minutes and resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions that must be approved by the Board of Directors, and other documents, except those related to the Company's trade secrets and business secrets;

c. To request the Supervisory Board to inspect specific matters related to the management and administration of the Company when necessary. Such a request must be made in writing and include: full name, contact address, nationality, and legal identification number of individual shareholders; name, enterprise code or legal identification number, and head office address of organizational shareholders; number of shares and registration time of each shareholder, total number of shares of the group, and ownership percentage in the Company; the matters to be inspected and the purpose of the inspection;

d. To propose matters to be included in the agenda of the General Meeting of Shareholders. Such a proposal must be in writing and sent to the Company no later than 03 working days before the opening date. The proposal must specify the shareholder's name, number of shares of each type held, and the matter proposed for inclusion in the meeting agenda;

e. Other rights as provided by law and this Charter.

4. A shareholder or group of shareholders holding 10% or more of the total number of common shares shall have the right to nominate candidates to the Board of Directors and the Supervisory Board. The nomination of candidates to the Board of Directors and the Supervisory Board shall be conducted as follows:

a. Common shareholders forming a group to nominate candidates for the Board of Directors and the Supervisory Board must notify the other attending shareholders of the formation of such a group before the opening of the General Meeting of Shareholders;

b. Based on the number of members of the Board of Directors and the Supervisory Board, a shareholder or group of shareholders specified in this Clause shall have the right to nominate one or more candidates, as decided by the General Meeting of Shareholders, to be candidates for the Board of Directors and the Supervisory Board. In case the number of candidates nominated by the shareholder

or group of shareholders is less than the number they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

Article 13. Obligations of Shareholders

Shareholders shall have the following obligations:

1. To fully and punctually pay for the shares they have committed to purchase.
2. Not to withdraw the contributed capital in the form of common shares from the Company in any form, except where the shares are repurchased by the Company or by another party. In case a shareholder withdraws part or all of the contributed share capital in violation of this provision, such shareholder and any related person in the Company shall be jointly liable for the Company's debts and other property obligations within the value of the withdrawn shares and for any resulting damages.
3. To comply with the Company's Charter and internal governance regulations.
4. To abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To keep confidential the information provided by the Company in accordance with the Company's Charter and applicable laws; to use such information only for exercising and protecting their lawful rights and interests; and to strictly prohibit the dissemination, copying, or sharing of such information with any other organization or individual.
6. To attend the General Meeting of Shareholders and exercise voting rights through the following forms:
 - a. To attend and vote directly at the meeting;
 - b. To authorize another individual or organization to attend and vote at the meeting;
 - c. To attend and vote via online meetings, electronic voting, or other electronic methods;
 - d. To send voting ballots to the meeting by mail, fax, or email;
 - e. To submit voting ballots by other means as prescribed in the Company's Charter.
7. To bear personal liability when acting on behalf of the Company in any form to perform any of the following acts:
 - a. To commit violations of the law;
 - b. To conduct business or other transactions for personal gain or for the benefit of other organizations or individuals;
 - c. To make payments of debts that are not yet due, thereby exposing the Company to financial risks.
8. To fulfill other obligations as prescribed by applicable laws.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders (GMS) comprises all shareholders with voting rights and is the highest decision-making body of the Company. The GMS shall convene an Annual General Meeting once per year within four (04) months from the end of the fiscal year. The Board of Directors (BOD) may decide to extend the time limit for holding the Annual General Meeting where necessary, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, the GMS may hold extraordinary meetings. The location of the GMS shall be determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Meeting and select an appropriate venue. The Annual General Meeting shall decide on matters as prescribed by law and the Company's Charter, in particular approving the annual financial statements and the financial budget for the following fiscal year. In the event that the audited annual financial statements of the Company contain material exceptions, adverse opinions, or a disclaimer of opinion, the Company must invite a representative of the approved auditing organization that conducted the audit of the Company's financial statements to attend the Annual General Meeting, and such representative shall be responsible for attending the meeting.

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

- a. When deemed necessary for the interests of the Company;
- b. When the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board is fewer than the minimum number as prescribed by law;
- c. Upon request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises; such request must be made in writing, clearly stating the reasons and purposes of the meeting, and must bear full signatures of the relevant shareholders, or be made in multiple copies with sufficient signatures of the relevant shareholders;
- d. Upon 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 GMS within thirty (30) days from the date when the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board falls below the level specified in Point b, Clause 3 of this Article, or from the date of receipt of a request as specified in Points c and d, Clause 3 of this Article.

b. In the event that the Board of Directors fails to convene the GMS as prescribed in Point a, Clause 4 of this Article, within the next thirty (30) days, the Supervisory Board shall replace the Board of Directors in convening the GMS in accordance with Clause 3, Article 140 of the Law on Enterprises.

c. In the event that the Supervisory Board fails to convene the GMS as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders specified in Point c, Clause 3 of this Article shall have the right to request a representative of the Company to convene the GMS in accordance with the Law on Enterprises..

In this case, the shareholder or group of shareholders convening the GMS may request the business registration authority to supervise the order and procedures for convening, conducting the meeting, and issuing resolutions of the GMS. All costs related to the convening and conduct of the GMS shall be reimbursed by the Company. Such costs shall not include expenses incurred by shareholders when attending the GMS, including accommodation and travel expenses.

d. Procedures for organizing a GMS shall comply with Clause 5, Article 140 of the Law on Enterprises.

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

1. The General Meeting of Shareholders shall have the following rights and duties:

- a. To approve the development orientation of the Company;
- b. To decide on the types of shares and the total number of shares of each type authorized to be offered; to decide on the annual dividend rate for each type of share;
- c. To elect, dismiss, and remove members of the Board of Directors and members of the Supervisory Board;
- d. To decide on investments or the sale of assets with a value of 35% or more of the total asset value as recorded in the most recent financial statements of the Company;
- e. To decide on amendments and supplements to the Company's Charter;
- f. To approve the annual financial statements;
- g. To decide on the repurchase of more than 10% of the total number of issued shares of each type;
- h. To review and handle violations committed by members of the Board of Directors or members of the Supervisory Board that cause damage to the Company and its shareholders;
- i. To decide on the reorganization or dissolution of the Company;
- j. To decide on the budget or the total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- k. To approve the Internal Governance Regulations; the Operating Regulations of the Board of Directors and the Supervisory Board;
- l. To approve the list of approved auditing firms; to decide on the approved auditing firm to conduct audits of the Company's operations; and to dismiss an approved auditor when deemed necessary;
- m. Other rights and duties as prescribed by law.

2. The General Meeting of Shareholders shall discuss and adopt the following matters:

- a. The Company's annual business plan;
- b. The audited annual financial statements;
- c. The report of the Board of Directors on corporate governance and on the performance of the Board of Directors and each of its members; independent members of the Board of Directors shall be responsible for presenting their reports at the Annual General Meeting in accordance with Article 284 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- d. The report of the Supervisory Board on the Company's business performance and on the performance of the Board of Directors and the General Director;
- e. The self-assessment report on the performance of the Supervisory Board and its members;
- f. The dividend rate for each share of each type;
- g. The number of members of the Board of Directors and the Supervisory Board;
- h. The election, dismissal, and removal of members of the Board of Directors and members of the Supervisory Board;
- i. The decision on the budget or the total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- j. The approval of the list of approved auditing firms; the decision on the approved auditing firm to audit the Company's operations when deemed necessary;
- k. Amendments and supplements to the Company's Charter;
- l. The types of shares and the number of new shares to be issued for each type, and the transfer of shares of founding shareholders within the first three (03) years from the date of establishment;
- m. The division, separation, consolidation, merger, or conversion of the Company;
- n. The reorganization and dissolution (liquidation) of the Company and the appointment of liquidators;
- o. The decision on investments or the sale of assets with a value of 35% or more of the total asset value as recorded in the most recent financial statements of the Company;
- p. The decision on the repurchase of more than 10% of the total number of issued shares of each type;
- q. The Company's execution of contracts or transactions with entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Company as recorded in the most recent financial statements;

r. The approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

s. The approval of the Internal Corporate Governance Regulations, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Supervisory Board;

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

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

Article 16. Authorization to Attend the General Meeting of Shareholders

1. A shareholder or an authorized representative of an institutional shareholder may attend the General Meeting of Shareholders in person or authorize one or more individuals or organizations to attend on their behalf, or attend the meeting through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.

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

The authorized person attending the General Meeting of Shareholders must submit the power of attorney upon registration for attendance. In the case of re-authorization, the attendee must additionally present the original power of attorney from the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).

3. Voting ballots of the authorized representative attending the meeting within the scope of authorization shall remain valid in any of the following cases:

a. The authorizing person has died, has limited legal capacity, or has lost legal capacity;

b. The authorizing person has revoked the designation of authorization;

c. The authorizing person has revoked the authority of the person performing the authorization.

This provision shall not apply if the Company receives notice of any of the above events prior to the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Article 17. Variation of Rights

1. Any amendment or cancellation of special rights attached to a class of preference shares shall be effective only when approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of all attending shareholders. A resolution of the General Meeting of Shareholders that adversely

alters the rights and obligations of shareholders holding preference shares shall only be adopted if it is approved by shareholders of the same class of preference shares attending the meeting and representing at least seventy-five percent (75%) of the total number of such preference shares, or by shareholders of the same class of preference shares representing at least seventy-five percent (75%) of the total number of such preference shares in the case of approval by written ballot.

2. A meeting of shareholders holding a particular class of preference shares to approve the above-mentioned changes shall be valid only when attended by at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the total par value of the issued shares of that class. In the absence of such quorum, the meeting shall be reconvened within thirty (30) days thereafter, and the shareholders holding shares of that class (regardless of the number of attendees and the number of shares held) present in person or through authorized representatives shall be deemed sufficient to constitute a quorum. At such meetings, shareholders holding shares of that class present in person or through their representatives may request a secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

3. The procedures for conducting such separate meetings shall be implemented in accordance with the provisions set out in Articles 19, 20, and 21 of this Charter.

4. Unless otherwise provided in the terms of issuance of shares, the special rights attached to classes of shares having preferential rights in respect of the distribution of profits or assets of the Company shall not be altered when the Company issues additional shares of the same class.

Article 18. Convening, Agenda, and Notice of the General Meeting of Shareholders

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

2. The person convening the General Meeting of Shareholders shall perform the following duties:

a. To prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no earlier than ten (10) days prior to the date of sending the meeting notice; the Company must disclose information regarding the preparation of such list at least twenty (20) days prior to the record date;

b. To prepare the agenda and contents of the meeting;

c. To prepare documents for the meeting;

d. To draft resolutions of the General Meeting of Shareholders in accordance with the proposed agenda;

e. To determine the time and venue of the meeting;

f. To notify and send the notice of meeting to all shareholders entitled to attend;

g. To perform other tasks in service of the meeting.

3. The notice of invitation to the General Meeting of Shareholders must be sent to all shareholders by a method that ensures delivery to their registered contact addresses, and simultaneously published on the Company's website and the websites of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The convener must send the notice of meeting to all shareholders in the list of shareholders entitled to attend no later than twenty-one (21) days prior to the opening date of the meeting (calculated from the date the notice is validly sent or dispatched). The agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the meeting must be published on the Company's website. Where such documents are not enclosed with the meeting notice, the notice must clearly state the link to access the full set of meeting documents, including:

a. The meeting agenda and documents used at the meeting;

b. The list and detailed information of candidates in the case of election of members of the Board of Directors or the Supervisory Board;

c. Voting ballots;

d. Forms for appointment of authorized representatives to attend the meeting;

e. Draft resolutions corresponding to each matter on the agenda.

4. A shareholder or group of shareholders as referred to in Clause 2, Article 12 of this Charter has the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposals must be made in writing and sent to the Company at least three (03) working days prior to the opening date of the meeting. The proposal must include the full name of the shareholder, contact address, nationality, and number of Citizen Identification Card/Identity Card/Passport or other lawful personal identification for individual shareholders; name, enterprise code or establishment decision number, and head office address for organizational shareholders; the number and type of shares held, and the content proposed to be included in the meeting agenda.

5. The person convening the General Meeting of Shareholders has the right to reject proposals referred to in Clause 4 of this Article in the following cases:

a. The proposal is not submitted within the prescribed time limit or is incomplete or invalid in content;

b. At the time of the proposal, the shareholder or group of shareholders does not hold at least five percent (5%) of ordinary shares as prescribed in Clause 2, Article 12 of this Charter;

c. The proposed matter does not fall within the authority of the General Meeting of Shareholders for discussion and approval;

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

6. The person convening the General Meeting of Shareholders must accept and include proposals specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except for the cases specified in Clause 5 of this Article; such proposals shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for Conducting the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than fifty percent (50%) of the total voting rights.

2. In the event that the first meeting does not meet the conditions for being conducted as prescribed in Clause 1 of this Article, a notice of invitation for the second meeting must be sent within thirty (30) days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least thirty-three percent (33%) of the total voting rights.

3. In the event that the second meeting does not meet the conditions for being conducted as prescribed in Clause 2 of this Article, a notice of invitation for the third meeting must be sent within twenty (20) days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting rights represented by the attending shareholders.

Article 20. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders

1. Prior to the opening of the meeting, the Company must carry out shareholder registration procedures and continue registration until all shareholders entitled to attend have completed registration in accordance with the following order:

a. Upon registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card stating the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting rights of such shareholder. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by approval, disapproval, or abstention. At the meeting, approval votes shall be collected first, followed by disapproval votes, and finally the total number of approval and disapproval votes shall be counted to determine the result. The vote-counting results shall be announced by the Chairperson immediately prior to the closing of the meeting. The General Meeting of Shareholders shall elect persons responsible for vote counting or supervising vote counting upon the proposal of the Chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson;

b. Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the opening of the meeting shall have the right to

register immediately and thereafter participate in and vote at the meeting. The Chairperson is not obliged to suspend the meeting to allow latecomers to register, and the validity of matters already voted on shall remain unchanged.

2. The election of the Chairperson, secretary, and vote-counting committee shall be conducted as follows:

a. The Chairman of the Board of Directors shall act as the Chairperson or authorize another member of the Board of Directors to act as the Chairperson of the General Meeting of Shareholders convened by the Board of Directors. In the absence of the Chairman or if the Chairman is temporarily unable to perform duties, the remaining members of the Board of Directors shall elect one among them as the Chairperson on the basis of majority vote. If no Chairperson can be elected, the Head of the Supervisory Board shall preside for the General Meeting of Shareholders to elect the Chairperson from among the attendees, and the person receiving the highest number of votes shall act as Chairperson;

b. Except for the case specified in Point a of this Clause, the person signing the decision to convene the General Meeting of Shareholders shall preside for the election of the Chairperson, and the person receiving the highest number of votes shall act as Chairperson;

c. The Chairperson shall appoint one or more persons as the meeting secretary;

d. The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee upon the proposal of the Chairperson.

3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically determine the time allocated for each matter included therein.

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

a. Arranging seating at the meeting venue;

b. Ensuring the safety of all persons present at the meeting venue;

c. Facilitating shareholders' attendance (or continued attendance) at the meeting. The convener of the General Meeting of Shareholders has full authority to change the above measures and apply all necessary measures, which may include issuing entry passes or using other selection methods.

5. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by approval, disapproval, or abstention. The vote-counting results shall be announced by the Chairperson immediately prior to the closing of the meeting.

6. Shareholders or authorized representatives arriving after the opening of the meeting shall still be entitled to register and to participate in voting immediately after registration; in such case, the validity of matters already voted on shall remain unchanged.

7. The convener or the Chairperson of the General Meeting of Shareholders has the following rights:

- a. To require all attendees to undergo inspection or other lawful and reasonable security measures;
- b. To request competent authorities to maintain order at the meeting; to expel persons who fail to comply with the Chairperson's authority, intentionally disrupt order, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements.

8. The Chairperson has the right to adjourn a General Meeting of Shareholders that has satisfied the attendance quorum for a period not exceeding three (03) working days from the scheduled opening date and may only adjourn the meeting or change the venue in the following cases:

- a. The meeting venue does not have sufficient seating for all attendees;
- b. The communication facilities at the venue do not ensure that attending shareholders can participate, discuss, and vote;
- c. There are attendees who obstruct or disrupt order, posing a risk that the meeting cannot be conducted in a fair and lawful manner.

9. In the event that the Chairperson adjourns or suspends the meeting contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson to conduct the meeting until its conclusion; all resolutions adopted at such meeting shall remain valid.

10. In the event that the Company applies modern technology to organize the General Meeting of Shareholders via online meeting, the Company shall ensure that shareholders can attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 21. Conditions for Adoption of Resolutions of the General Meeting of Shareholders

1. Resolutions on the following matters shall be adopted if approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of all attending shareholders, except for the cases specified in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:

- a. Types of shares and the total number of shares of each type;
- b. Changes to business lines, trades, and sectors;
- c. Changes to the organizational and management structure of the Company;
- d. Investment projects or sale of assets with a value of thirty-five percent (35%) or more of the total asset value as recorded in the most recent financial statements of the Company;
- e. Reorganization or dissolution of the Company.

2. Resolutions shall be adopted when approved by shareholders representing more than fifty percent (50%) of the total voting rights of all attending shareholders, except for the cases specified in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders adopted by one hundred percent (100%) of the total voting shares shall be lawful and effective even if the procedures for convening the meeting and adopting such resolutions do not comply with the provisions of the Law on Enterprises and the Company's Charter.

Article 22. Authority and Procedures for Collecting Shareholders' Written Opinions to Adopt Resolutions of the General Meeting of Shareholders

The authority and procedures for collecting shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders shall be implemented as follows:

1. The Board of Directors has the right to collect shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders when deemed necessary for the interests of the Company, except for the cases specified in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors must prepare opinion ballots, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions, and send them to all shareholders with voting rights at least ten (10) days prior to the deadline for returning the opinion ballots. The requirements and methods for sending opinion ballots and accompanying documents shall comply with Clause 3, Article 18 of this Charter.

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

- a. Name, address of the head office, and enterprise code;
- b. Purpose of collecting opinions;
- c. Full name, contact address, nationality, and number of Identity Card/Passport or other lawful personal identification of an individual shareholder; name, enterprise code, head office address, establishment decision number or enterprise registration number of an organizational shareholder, or full name, permanent address, nationality, and number of Identity Card/Passport or other lawful personal identification of the authorized representative of such organization; number of shares of each type and the corresponding voting rights of the shareholder;
- d. Matters to be voted on for approval;
- e. Voting options including approval, disapproval, and abstention for each matter;
- f. Deadline for returning the completed opinion ballot to the Company;
- g. Full name and signature of the Chairman of the Board of Directors;

4. A completed opinion ballot must bear the signature of the individual shareholder, or of the authorized representative or legal representative of an organizational shareholder.

5. Opinion ballots may be returned to the Company in the following forms:

a. By post: The ballot must be placed in a sealed envelope and must not be opened by anyone prior to vote counting;

b. By fax or email: The ballot must be kept confidential until the time of vote counting.

Opinion ballots returned to the Company must be placed in sealed envelopes and must not be opened before vote counting. Ballots received after the deadline stated in the ballot, ballots opened prior to vote counting in the case of postal submission, or ballots disclosed prior to vote counting in the case of fax or email submission shall be deemed invalid. Ballots not returned shall be deemed as non-participation in voting.

6. The Board of Directors shall conduct vote counting and prepare a vote-counting minutes under the supervision of the Supervisory Board or of shareholders who are not executive officers of the Company. The vote-counting minutes must include the following principal contents:

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

b. Purpose and matters submitted for approval;

c. Number of shareholders and total voting rights participating, including a breakdown of valid and invalid votes, attached with a list of participating shareholders;

d. Total number of approval, disapproval, and abstention votes for each matter;

e. Matters approved and the corresponding approval ratios;

f. Full names and signatures of the Chairman of the Board of Directors, the vote counters, and the supervisors of vote counting.

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

7. The vote-counting results minutes and resolutions must be published on the Company's website within twenty-four (24) hours or sent to shareholders within fifteen (15) days from the completion of vote counting;

8. Completed opinion ballots, vote-counting minutes, full texts of adopted resolutions, and related documents attached to the opinion ballots must be archived at the Company's head office;

9. Resolutions adopted through the collection of shareholders' written opinions must be approved by shareholders representing more than fifty percent (50%) of the total voting rights of all shareholders entitled to vote and shall have the same validity as resolutions adopted at a General Meeting of Shareholders.

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

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes

must be prepared in Vietnamese and may additionally be prepared in a foreign language. The minutes must include the following principal contents:

- a. Name, head office address, and enterprise code of the Company;
- b. Time and venue of the General Meeting of Shareholders;
- c. Meeting agenda and contents;
- d. Full name of the chairperson and the secretary;
- e. Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the agenda;
- f. Number of shareholders and total voting shares of shareholders attending the meeting; appendix listing registered shareholders and their representatives attending the meeting with corresponding number of shares and voting rights;
- g. Total number of votes for each voting issue, clearly stating the voting method, total number of valid votes, invalid votes, votes in favor, votes against, and abstentions; corresponding percentages of the total voting shares of attending shareholders;
- h. Matters approved and the corresponding voting ratios;
- i. Full names and signatures of the chairperson and the secretary. In case the chairperson and/or the secretary refuse to sign the minutes, such minutes shall still be valid if signed by all other attending members of the Board of Directors and contain all required contents as prescribed in this Clause. The minutes must clearly state the refusal to sign by the chairperson and/or the secretary.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the closing of the meeting. The chairperson and the secretary of the meeting or other persons signing the minutes shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of any discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

4. Resolutions and minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the end of the meeting.

5. Resolutions, minutes of the General Meeting of Shareholders, the appendix of the list of attending shareholders with their signatures, powers of attorney for attendance, all documents attached to the minutes (if any), and documents enclosed with the meeting invitation must be disclosed in accordance with the laws on information disclosure in the securities market and must be retained at the Company's head office.

Article 24. Request for Annulment of Resolutions of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the resolution or the minutes of the General Meeting of Shareholders, or the minutes of vote-counting results for written shareholder opinions, shareholders or groups of shareholders as

prescribed in Clause 2, Article 115 of the Law on Enterprises shall have the right to request a Court or an Arbitration tribunal to review and annul the resolution or part of the contents of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and passing resolutions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company's Charter, except for the case specified in Clause 3, Article 21 of this Charter.

2. The contents of the resolution violate the law or this Charter.

VII - BOARD OF DIRECTORS

Article 25. Nomination and Candidacy for Members of the Board of Directors

1. Where candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review the candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed includes:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Employment history;
- d. Other managerial positions (including positions as members of the board of directors of other companies);
- e. Interests related to the Company and its related parties;
- f. Other information (if any);
- g. The Company must disclose information about companies in which the candidate holds positions as a member of the board of directors, other managerial roles, and any related interests of such candidate (if any).

2. Shareholders holding voting shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding: From 10% to under 15% of total voting shares may nominate one (01) candidate; From 15% to under 30% may nominate up to two (02) candidates; From 30% to under 40% may nominate up to three (03) candidates; From 40% to under 50% may nominate up to four (04) candidates; From 50% to under 60% may nominate up to five (05) candidates; From 60% to under 70% may nominate up to six (06) candidates; From 70% to under 80% may nominate up to seven (07) candidates; From 80% or more may nominate up to eight (08) candidates.

3. In case the number of candidates nominated and self-nominated remains insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the

incumbent Board of Directors may introduce additional candidates or organize nominations in accordance with the Company's Charter, the internal corporate governance regulations, and the operating regulations of the Board of Directors. Such additional nominations by the incumbent Board of Directors must be clearly disclosed prior to the General Meeting of Shareholders voting on the election of members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must satisfy the standards and conditions as prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company's Charter.

Article 26. Composition and Term of Office of Members of the Board of Directors

1. The Board of Directors shall consist of five (05) members. The term of office of a member 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 serve as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms. In the event that all members of the Board of Directors simultaneously expire their terms, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and assume their duties

2. The structure of the Board of Directors shall be as follows:

a. The composition of the Board of Directors must ensure that at least one-third (1/3) of the total number of members are non-executive members. The Company shall limit to the maximum extent the appointment of Board members concurrently holding executive positions in order to ensure the independence of the Board of Directors.

b. The total number of independent members of the Board of Directors must comply with regulations, with at least one (01) independent member;

3. A member of the Board of Directors shall cease to hold office in the event of dismissal, removal, or replacement by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

4. Members of the Board of Directors are not required to be shareholders of the Company.

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

Article 27. Rights and Obligations of the Board of Directors

1. The Board of Directors is the management body of the Company and has full authority, on behalf of the Company, to decide and exercise the rights and obligations of the Company, except for those falling under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be prescribed by law, the Charter, internal regulations of the Company, and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and duties:

- a. To decide on the Company's development strategies, medium-term development plans, and annual business plans;
- b. To propose the types of shares and the total number of shares authorized for offering of each type;
- c. To decide on the sale of unsold shares within the scope of shares authorized for offering of each type; and to decide on raising additional capital in other forms;
- d. To decide on the selling price of shares and bonds of the Company;
- e. To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
- f. To decide on investment plans and investment projects within its authority and in accordance with legal limits;
- g. To decide on solutions for market development, marketing, and technology;
- h. To approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of thirty-five percent (35%) or more of the total assets recorded in the most recent financial statements of the Company, and contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises;
- i. To elect, remove, or dismiss the Chairman of the Board of Directors; to appoint, remove, execute, and terminate contracts with the General Director and other key managers as prescribed in the Company's Charter; to decide on salaries, remuneration, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders of other companies, and to decide on their remuneration and other benefits;
- j. To supervise and direct the General Director and other managers in the daily business operations of the Company;
- k. To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, representative offices, and on capital contributions or share acquisitions in other enterprises;
- l. To approve the agenda and contents of documents for the General Meeting of Shareholders; to convene the General Meeting of Shareholders or to seek shareholders' opinions for passing resolutions;
- m. To submit audited annual financial statements to the General Meeting of Shareholders;
- n. To propose dividend levels; to decide on the timing and procedures for dividend payment or handling of losses arising in business operations;
- o. To propose reorganization or dissolution of the Company; to request bankruptcy of the Company;

p. To decide on the issuance of the Regulation on operation of the Board of Directors and the internal corporate governance regulations after approval by the General Meeting of Shareholders; to decide on the issuance of the Company's information disclosure regulations;

q. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant laws, and the Company's Charter.

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

Article 28. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.

2. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days required to fulfill their duties and the daily remuneration rate. The Board of Directors shall determine the remuneration for each member on a unanimous basis. The total remuneration and bonuses 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 recorded as an operating expense of the Company in accordance with the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions (including the positions of Chairman or Vice Chairman), or members serving on committees of the Board of Directors, or performing tasks which, in the opinion of the Board of Directors, fall outside the normal scope of duties of a Board member, may receive additional remuneration in the form of lump-sum payments per assignment, salary, commission, percentage of profits, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, and other reasonable expenses incurred in the performance of their duties, including expenses arising from attending meetings of the Board of Directors or its committees.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company subject to approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of law or the Company's Charter.

Article 29. Chairman of the Board of Directors

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

2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.

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

a. To formulate the programs and plans for the operation of the Board of Directors;

b. To prepare the agenda, contents, and documents for meetings; to convene, preside over, and act as chairperson of meetings of the Board of Directors;

c. To organize the adoption of resolutions and decisions of the Board of Directors;

d. To supervise the implementation of resolutions and decisions of the Board of Directors;

e. To chair the General Meeting of Shareholders;

f. Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.

4. In the event that the Chairman of the Board of Directors resigns or is removed or dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or the decision on removal or dismissal.

5. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to perform the rights and obligations of the Chairman. In the absence of such authorization, or in the event that the Chairman dies, is missing, is held in custody, is serving a prison sentence, is subject to compulsory administrative measures at a rehabilitation or educational institution, absconds, has limited or lost legal capacity, has difficulties in cognition or behavior control, or is prohibited by a court from holding certain positions or practicing certain professions, the remaining members shall elect one among themselves to act as Chairman of the Board of Directors based on the majority vote of the remaining members until a new decision is made by the Board of Directors.

Article 30. Meetings of the Board of Directors

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 date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest voting ratio. In the event that more than one member has the same highest number of votes or voting ratio, the members shall elect, by majority, one among them to convene the meeting of the Board of Directors.

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

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

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

b. Upon request of the General Director or at least five (05) other managers;

c. Upon request of at least two (02) members of the Board of Directors;

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

5. The Chairman of the Board of Directors must convene a meeting within seven (07) working days from the date of receipt of a request as specified in Clause 3 of this Article. If the Chairman fails to convene the meeting as requested, he/she shall be liable for any damage caused to the Company; the requesting party shall have the right to convene the meeting in place of the Chairman.

6. The Chairman or the person convening the meeting must send a notice of meeting at least three (03) working days prior to the meeting date. The notice must specify the time and venue, agenda, issues to be discussed and decided. The notice must be accompanied by relevant documents and voting ballots.

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

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

Members of the Supervisory Board have the right to attend meetings of the Board of Directors, to discuss, but shall not have voting rights.

8. A meeting of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total members are present. If the meeting convened under this provision does not have sufficient quorum, a second meeting shall be convened within seven (07) days from the originally scheduled date. In such case, the meeting shall be conducted if more than half of the members attend.

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

a. Attending and voting in person at the meeting;

b. Authorizing another person to attend and vote in accordance with Clause 11 of this Article;

c. Attending and voting via online conference, electronic voting, or other electronic forms;

d. Sending voting ballots to the meeting by post, fax, or email;

e. Sending voting ballots by other means.

10. Where voting ballots are sent by post, such ballots must be placed in sealed envelopes and delivered to the Chairman at least one (01) hour before the opening of the meeting. The ballots shall only be opened in the presence of all attendees.

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

12. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the attending members; in case of a tie, the final decision shall follow the opinion of the Chairman of the Board of Directors.

Article 31. Subcommittees of the Board of Directors

1. The Board of Directors may establish subcommittees to be responsible for areas such as development policy, human resources, remuneration, internal audit, and risk management. The number of members of each subcommittee shall be determined by the Board of Directors but must be at least three (03) persons, including members of the Board of Directors and external members. Independent members and/or non-executive members of the Board of Directors should constitute the majority of the subcommittee, and one of such members shall be appointed as the Head of the subcommittee by decision of the Board of Directors. The operation of subcommittees must comply with the regulations issued by the Board of Directors. Resolutions of a subcommittee shall be valid only when approved by a majority of members attending and voting at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors or its subcommittees must comply with applicable laws, the Company's Charter, and the internal corporate governance regulations..

Article 32. Person in Charge of Corporate Governance

1. The Board of Directors of the Company must appoint at least one (01) person in charge of corporate governance to support corporate governance activities within the enterprise. The person in charge of corporate governance may concurrently serve as the Company Secretary in accordance with 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 firm that is auditing the Company's financial statements.

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

a. To advise the Board of Directors on organizing General Meetings of Shareholders in accordance with regulations and handling matters between the Company and its shareholders;

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

c. To advise on meeting procedures;

d. To attend meetings;

e. To advise on procedures for preparing resolutions of the Board of Directors in compliance with legal regulations;

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

g. To supervise and report to the Board of Directors on the Company's information disclosure activities;

h. To act as the focal contact point with stakeholders;

i. To maintain confidentiality of information in accordance with legal regulations and the Company's Charter;

j. To perform other rights and obligations in accordance with the law and the Company's Charter.

VIII - GENERAL DIRECTOR, OTHER EXECUTIVES AND COMPANY SECRETARY

Article 33. Organizational Structure of Management

The management system of the Company must ensure that the management apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company shall have one (01) General Director, Deputy General Directors, and a Chief Accountant. The appointment, dismissal, or removal of the above-mentioned positions must be approved by resolutions or decisions of the Board of Directors.

Article 34. Executives of the Company

1. The executives of the Company include the General Director, Deputy General Directors, and the Chief Accountant.

2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit additional executives in numbers and with qualifications appropriate to the Company's organizational structure and management regulations as determined by the Board of Directors. Executives shall be responsible for supporting the Company in achieving its operational and organizational objectives.

3. The General Director shall receive salary and bonuses. The salary and bonuses of the General Director shall be determined by the Board of Directors.

4. Salaries of executives shall be recorded as business expenses of the Company in accordance with the laws on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

Article 35. Appointment, Dismissal, Duties and Powers of the General Director

1. The Board of Directors shall appoint one (01) of its members or hire another person to serve as the General Director.

2. The General Director is responsible for the day-to-day business operations of the Company; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and to the law for the performance of assigned rights and obligations.

3. The term of office of the General Director shall not exceed five (05) years and may be renewed for an unlimited number of terms. The General Director must meet the standards and conditions as prescribed by law and the Company's Charter.

4. The General Director has the following rights and obligations:

a. To decide on matters relating to the Company's daily business operations that are not under the authority of the Board of Directors;

b. To organize the implementation of resolutions and decisions of the Board of Directors;

c. To implement business plans and investment projects of the Company;

d. To propose organizational structures and internal management regulations of the Company;

e. To appoint, dismiss, and remove managerial positions within the Company, except those under the authority of the Board of Directors;

f. To determine salaries and other benefits for employees, including managers under the appointment authority of the General Director;

g. To recruit employees;

h. To propose dividend distribution plans or measures for handling business losses;

i. To perform other rights and obligations as prescribed by law, the Company's Charter, and resolutions or decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director upon approval by a majority of voting members attending the meeting and appoint a replacement General Director.

Article 36. Company Secretary

Pursuant to Clause 5, Article 156 of the Law on Enterprises, where necessary, the Board of Directors shall appoint one (01) or more persons as the Company Secretary with a term of office and conditions as determined by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, provided that such dismissal is not contrary to applicable labor laws. The Board of Directors may also appoint one or more Assistant Company Secretaries from time to time. The roles and duties of the Company Secretary include:

a. Assisting in organizing the convening of General Meetings of Shareholders and meetings of the Board of Directors; and taking minutes of such meetings;

b. Assisting members of the Board of Directors in performing their assigned rights and obligations;

c. Assisting the Company in developing shareholder relations and protecting the lawful rights and interests of shareholders; ensuring compliance with obligations on information provision, disclosure, and administrative procedures;

The Company Secretary is responsible for maintaining confidentiality of information in accordance with the law and the Company's Charter.

IX - SUPERVISORY BOARD

Article 37. Nomination and Candidacy for Members of the Supervisory Board

1. The nomination and candidacy for members of the Supervisory Board shall be conducted in accordance with Clauses 1 and 2, Article 25 of this Charter.

2. Where the number of candidates for the Supervisory Board through nomination and self-nomination is insufficient as required, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the Company's Charter, internal corporate governance regulations, and the operating regulations of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Supervisory Board in accordance with the law.

Article 38. Members of the Supervisory Board

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

2. Members of the Supervisory Board must meet the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into the following cases:

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

3. A member of the Supervisory Board shall be dismissed in the following cases:

- a. No longer meeting the standards and conditions as prescribed in Clause 2 of this Article;
- b. Submitting a resignation letter that is accepted.

4. A member of the Supervisory Board shall be removed from office in the following cases:

- a. Failure to fulfill assigned duties and responsibilities;
- b. Failure to exercise rights and obligations for six (06) consecutive months, except in cases of force majeure;
- c. Repeated or serious violations of obligations of a Supervisory Board member under the Law on Enterprises and the Company's Charter;
- d. Other cases as decided by a resolution of the General Meeting of Shareholders.

Article 39. Head of the Supervisory Board

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, dismissal, and removal shall be decided by majority vote. The Supervisory Board must have more than half of its

members residing in Vietnam. The Head of the Supervisory Board must hold at least a university degree in one of the following fields: economics, finance, accounting, auditing, law, business administration, or other disciplines relevant to the Company's business activities.

2. The Head of the Supervisory Board has the following rights and obligations:

- a. To convene meetings of the Supervisory Board;
- b. To request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Supervisory Board;
- c. To prepare and sign reports of the Supervisory Board, after consulting with the Board of Directors, for submission to the General Meeting of Shareholders.

Article 40. Rights and Obligations of the Supervisory Board

The Supervisory Board has the rights and obligations as prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

1. To propose and recommend that the General Meeting of Shareholders approve the list of approved auditing firms to audit the Company's financial statements; to decide on the approved auditing firm to inspect the Company's operations; and to dismiss an approved auditor when deemed necessary.

2. To be accountable to shareholders for its supervisory activities.

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

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

5. In case of detecting violations of law or the Company's Charter by members of the Board of Directors, the General Director, or other executives, the Supervisory Board must notify the Board of Directors in writing within forty-eight (48) hours, request the violator to cease the violation, and propose remedial measures.

6. To develop the operating regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.

7. To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of certain provisions of the Law on Securities.

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

9. To request the Board of Directors, its members, the General Director, and other managers to provide full, accurate, and timely information and documents on management, administration, and business operations of the Company.

10. To exercise other rights and obligations as prescribed by law and this Charter.

Article 41. Meetings of the Supervisory Board

1. The Supervisory Board shall convene at least two (02) meetings per year. The number of attending members must be at least two-thirds (2/3) of the total members of the Supervisory Board. Minutes of Supervisory Board meetings must be prepared in a detailed and clear manner. The minute-taker and all attending members of the Supervisory Board must sign the meeting minutes. Such minutes must be properly archived to determine the responsibilities of each member of the Supervisory Board.

2. The Supervisory Board has the right to request members of the Board of Directors, the Chief Executive Officer, and representatives of the approved auditing organization to attend meetings and provide clarification on relevant matters.

Article 42. Salaries, Remuneration, Bonuses and Other Benefits of Members of the Supervisory Board

Salaries, remuneration, bonuses and other benefits of members of the Supervisory Board shall be implemented in accordance with the following provisions:

1. Members of the Supervisory Board shall be entitled to salaries, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total amount of salaries, remuneration, bonuses, other benefits and the annual operating budget of the Supervisory Board.

2. Members of the Supervisory Board shall be reimbursed for accommodation, travel expenses and expenses for the use of independent consulting services at reasonable levels. The total remuneration and expenses shall not exceed the annual operating budget of the Supervisory 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 recorded as business expenses of the Company in accordance with the laws on corporate income tax and other relevant legal regulations, and must be presented as a separate item in the Company's annual financial statements.

X - RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, THE CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVES

Article 43. Duty of Care

Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, and other executives shall perform their duties, including duties as members of committees of the Board of Directors, in an honest and prudent manner, in the best interests of the Company.

Article 44. Duty of Honesty and Avoidance of Conflicts of Interest

1. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, and other executives shall disclose their relevant

interests in accordance with the Law on Enterprises and other applicable legal regulations.

2. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, other executives, and their related persons shall only use information obtained by virtue of their position for the benefit of the Company.

3. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, and other executives shall notify in writing the Board of Directors and the Supervisory Board of transactions between the Company, its subsidiaries, or other companies controlled (with more than 50% of charter capital owned) by the public company and such persons or their related persons, in accordance with the law. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company shall disclose information about such resolutions in accordance with securities laws.

4. Members of the Board of Directors shall not vote on transactions that bring benefits to themselves or their related persons in accordance with the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, other executives, and their related persons shall not use or disclose internal information to others for conducting related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, other executives, or their related persons shall not be invalid in the following cases:

a. For transactions with a value less than or equal to 35% of the total assets recorded in the latest financial statements, the essential contents of the contract or transaction, as well as the interests and relationships of the relevant persons, have been reported to the Board of Directors and approved by a majority of non-interested Board members;

b. For transactions with a value exceeding 35% or transactions resulting in cumulative value within 12 months from the date of the first transaction reaching 35% or more of the total assets recorded in the latest financial statements, the essential contents of such transactions, as well as the interests and relationships of the relevant persons, have been disclosed to shareholders and approved by the General Meeting of Shareholders by votes of non-interested shareholders.

Article 45. Liability for Damages and Indemnification

1. Members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, and other executives who violate their duties, the duty of honesty and prudence, or fail to fulfill their obligations shall be liable for any damages caused by their breach.

2. The Company shall indemnify persons who have been, are currently, or may become a party to claims, lawsuits, or prosecutions (including civil and administrative cases, and excluding cases where the Company is the plaintiff) if such persons are or were members of the Board of Directors, members of the Supervisory Board, the Chief Executive Officer, other executives, employees, or authorized

representatives of the Company acting in accordance with delegated authority, who have acted honestly, prudently, in the best interests of the Company, in compliance with the law, and for whom there is no evidence of a breach of their duties.

3. Indemnifiable expenses include judgment-related costs, fines, and actual expenses incurred (including legal fees) in resolving such matters to the extent permitted by law. The Company may purchase insurance for such persons to cover the aforementioned liabilities.

XI - RIGHT TO INSPECT THE COMPANY'S BOOKS AND RECORDS

Article 46. Right to Inspect Books and Records

1. Ordinary shareholders have the right to inspect the Company's books and records as follows:

a. Ordinary shareholders have the right to examine, inspect, and extract information regarding the names and contact addresses in the list of shareholders with voting rights; to request correction of inaccurate information about themselves; and to examine, inspect, extract, or copy the Company's Charter, minutes and resolutions of the General Meeting of Shareholders;

b. Shareholders or groups of shareholders holding 5% or more of the total ordinary shares have the right to examine, inspect, extract the minutes and resolutions of the Board of Directors, annual and semi-annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets.

2. Where an authorized representative of a shareholder or group of shareholders requests access to books and records, such request must be accompanied by a power of attorney from the represented shareholder(s) or a notarized copy of such power of attorney.

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

4. The Company shall retain this Charter and its amendments, the Enterprise Registration Certificate, internal regulations, documents proving ownership of assets, resolutions and 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 records, and other documents in accordance with the law at its head office or another location, provided that shareholders and the Business Registration Authority are notified of the location of such documents.

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

XII - EMPLOYEES AND TRADE UNION

Article 47. Employees and Trade Union

1. The Chief Executive Officer shall prepare plans for submission to the Board of Directors for approval on matters related to the recruitment and dismissal of employees, as well as issues concerning salaries, social insurance, welfare, rewards, and disciplinary actions for employees and executives of the Company.

2. The Chief Executive Officer shall prepare plans for submission to the Board of Directors for approval on matters related to the Company's relations with trade union organizations, in accordance with standards, practices, and best governance policies, as well as the practices and policies set out in this Charter, the Company's internal regulations, and applicable laws.

XIII - PROFIT DISTRIBUTION

Article 48. Profit Distribution

1. The General Meeting of Shareholders shall decide on the dividend payment rate and the form of dividend payment each year from the Company's retained earnings.

2. The Company shall not pay interest on any dividend payment or on any amount payable in respect of any class of shares.

3. The Board of Directors may propose to the General Meeting of Shareholders the payment of all or part of the dividend in shares, and the Board of Directors shall be the body responsible for implementing such decision.

4. Where dividends or other amounts related to a class of shares are paid in cash, the Company shall make payment in Vietnamese Dong. Payments may be made directly or through banks based on the bank account details provided by shareholders. If the Company has transferred funds in accordance with the bank details provided by a shareholder and the shareholder does not receive the payment, the Company shall not be liable for such amount. Dividend payments for listed/registered shares on a stock exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision to determine a specific record date for shareholder list closure. Based on such date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends in cash or shares, as well as notices or other documents.

6. Other matters related to profit distribution shall be implemented in accordance with applicable laws.

XIV - BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME

Article 49. Bank Accounts

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

2. Subject to prior approval by a competent authority, where necessary, the Company may open bank accounts overseas in accordance with applicable laws.

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

Article 50. Fiscal Year

The Company's fiscal year shall commence on the first day of January each year and end on the 31st day of December of the same year. The first fiscal year shall commence on the date of issuance of the Enterprise Registration Certificate (or Business License for conditional business lines) and shall end on the 31st day of December immediately following the date of issuance of such Enterprise Registration Certificate (or Business License).

Article 51. Accounting Regime

1. The Company shall apply the Vietnamese Accounting Standards (VAS) or another accounting system approved by the Ministry of Finance.

2. The Company shall maintain its accounting books in the Vietnamese language. Accounting records shall be kept in accordance with accounting laws and other relevant legal regulations. Such records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company shall use the Vietnamese Dong as the accounting currency.

XV - ANNUAL REPORTS, FINANCIAL STATEMENTS, AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 52. Annual Report

The Company shall prepare and disclose its Annual Report in accordance with the provisions of securities law and the regulations on securities and the securities market.

Article 53. Annual, Semi-Annual, and Quarterly Financial Statements

1. The Company shall prepare annual financial statements, which must be audited in accordance with applicable laws. The Company shall disclose its audited annual financial statements in accordance with the regulations on information disclosure in the securities market and submit them to competent state authorities.

2. The annual financial statements shall include all reports, appendices, and notes as required by applicable accounting laws. The annual financial statements must accurately and objectively reflect the Company's operating results and financial position.

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

XVI - COMPANY AUDIT

Article 54. Audit

1. The General Meeting of Shareholders shall appoint or approve a list of independent auditing firms and authorize the Board of Directors to select an independent auditing firm that operates legally in Vietnam and is approved by the State Securities Commission to audit listed companies, to perform the audit of the Company for the next fiscal year based on terms and conditions agreed with the Board of Directors.

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

3. The independent auditor conducting the audit of the Company's financial statements shall be entitled to attend meetings of the General Meeting of Shareholders, receive notices and other information related to such meetings, and express opinions at the meeting on matters relating to the audit of the Company's financial statements.

XVII - COMPANY SEAL

Article 55. Company Seal

1. The seal includes seals made by seal engraving establishments or seals in the form of digital signatures in accordance with the provisions of the law on electronic transactions.

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

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

XVIII - DISSOLUTION OF THE COMPANY

Article 56. Dissolution of the Company

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

a. Upon the expiration of the operating term specified in the Company's Charter without a decision to extend;

b. Pursuant to a resolution or decision of the General Meeting of Shareholders;

c. The Enterprise Registration Certificate is revoked, except where otherwise provided by the Law on Tax Administration;

d. Other cases as prescribed by law.

2. The early dissolution of the Company (including the extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to or approved by the competent authority (if required) in accordance with applicable laws.

Article 57. Extension of Operation Term

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months prior to the expiration of the Company's operation term

so that shareholders may vote on the extension of the Company's operation for an additional period as proposed by the Board of Directors.

2. The operation term shall be extended if such extension is approved by at least sixty-five percent (65%) of the total voting shares of shareholders with voting rights who are present in person or through authorized representatives at the General Meeting of Shareholders.

Article 58. Liquidation

1. Within at least six (06) months after the decision on dissolution of the Company, the Board of Directors shall establish a Liquidation Committee consisting of three (03) members. Two members shall be appointed by the General Meeting of Shareholders and one member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to liquidation shall be given priority for payment before other debts of the Company.

2. The Liquidation Committee shall be responsible for reporting to the business registration authority on the date of its establishment and the date it commences operations. From that time, the Liquidation Committee shall represent the Company in all matters related to the liquidation process before courts and administrative authorities.

3. Proceeds from liquidation shall be distributed in the following order:

- a. Liquidation expenses;
- b. Salaries, severance allowances, social insurance expenses for employees, and other employee benefits in accordance with collective labor agreements and signed labor contracts;
- c. Taxes and other obligations payable to the State;
- d. Other debts of the Company;
- e. The remaining balance after settlement of all liabilities from items (a) to (d) above shall be distributed to shareholders. Preference shares shall be given priority in payment.

XIX - INTERNAL DISPUTE RESOLUTION

Article 59. Internal Dispute Resolution

1. In the event of any dispute or complaint arising in connection with the Company's operations or the rights of shareholders under the Charter, the Law on Enterprises, other laws, or administrative regulations, between:

- a. A shareholder and the Company; or
- b. A shareholder and the Board of Directors, the Supervisory Board, the General Director, or other executives;

The parties involved shall first attempt to resolve such dispute through negotiation and conciliation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and request each party to present relevant facts

within thirty (30) working days from the date the dispute arises. In cases involving the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as a mediator in the dispute resolution process.

2. If no settlement is reached within six (06) weeks from the commencement of the conciliation process, or if the mediator's decision is not accepted by the parties, any party may submit the dispute to Arbitration or a Court.

3. Each party shall bear its own costs related to negotiation and conciliation procedures. Court costs shall be borne by the party as decided by the Court.

XX - AMENDMENT AND SUPPLEMENTATION OF THE CHARTER

Article 60. Amendment and Supplementation of the Charter

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

2. In cases where relevant legal provisions governing the Company's operations are not yet stipulated in this Charter, or where new legal provisions differ from those set out in this Charter, such legal provisions shall automatically apply and govern the Company's operations.

XXI - EFFECTIVE DATE

Article 61. Effective Date

1. This Charter consists of XXI Chapters and 62 Articles, and was approved by the General Meeting of Shareholders of Công ty cổ phần Mỹ thuật và Truyền thông on April 22, 2026, with full agreement on the effectiveness of this entire Charter.

2. The Charter is made in five (05) copies, all of which are equally valid and are kept at the Company's head office.

3. This Charter is the sole and official Charter of the Company.

4. Copies or excerpts of this Charter shall only be valid if 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.

Article 62. Signature of the Chairman of the Board of Directors and the Legal Representative of the Company./.

Legal Representative of the Company:

General Director: PHẠM VĂN THẮNG.....

Chairman of the Board of Directors:

Chairman of the Board of Directors: ĐẶNG VIỆT MẠNH.....

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness



Draft

**INTERNAL REGULATIONS ON CORPORATE GOVERNANCE OF
ART DESIGN & COMMUNICATION JOINT STOCK COMPANY**

.....
(Issued pursuant to the Resolution of the General Meeting of Shareholders in 2026)

Hanoi, April 2026

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Chapter I

GENERAL PROVISIONS

Article 1. Scope of Regulation

1. The Internal Regulations on Corporate Governance of Art Design & Communication Joint Stock Company (hereinafter referred to as the “Company”) are formulated in accordance with the following:

- a) The Law on Enterprises No. 59/2020/QH13 dated June 17, 2020;
- b) The Law on Securities No. 54/2019/QH14 dated November 26, 2019;
- c) Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- d) Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance providing guidance on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- e) The Charter on Organization and Operation of Art Design & Communication Joint Stock Company approved by the General Meeting of Shareholders in 2026 on April 22, 2026.

2. These Internal Regulations on Corporate Governance set forth provisions on the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the order and procedures for convening and conducting General Meeting of Shareholders; nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, the Supervisory Board, and the General Director; and other activities in accordance with the Company’s Charter and relevant laws and regulations.

3. Applicable subjects:

- a) Members of the Board of Directors,
- b) Members of the Supervisory Board;
- c) The Executive Board, including the General Director, Deputy General Directors, and Chief Accountant;
- d) Sub-committees under the Board of Directors (if any);
- e) Related persons.

Article 2. Interpretation of Terms

1. In these Regulations, the following terms shall be construed as follows:

- a) “Company” means Art Design & Communication Joint Stock Company;
- b) “Charter” means the Charter of Art Design & Communication Joint Stock Company;
- c) “Charter Capital” means the total par value of shares that have been sold or registered for subscription upon the establishment of the enterprise and as stipulated in the Company’s Charter;
- d) “Law on Enterprises” means the Law on Enterprises No. 59/2020/QH13 dated June 17, 2020;

e) "Law on Securities" means the Law on Securities No. 54/2019/QH14 dated November 26, 2019;

f) "Date of Establishment" means the date on which the Company is first issued the Enterprise Registration Certificate (Business Registration Certificate and other legally equivalent documents);

g) "Enterprise Managers" means the General Director, Deputy General Directors, Chief Accountant, and other executives of the Company approved by the Board of Directors;

h) "Related Person" means an individual or organization as defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;

i) "Major Shareholder" means a shareholder as defined in Clause 18, Article 4 of the Law on Securities;

j) "Vietnam" means the Socialist Republic of Vietnam;

2. In these Regulations, references to any provision or document shall include any amendments or replacements thereto.

3. Headings (chapters and articles) are used for convenience of reference only and shall not affect the interpretation of these Regulations.

4. Terms or expressions defined in the Law on Enterprises (unless inconsistent with the subject matter or context) shall have the same meanings in these Regulations.

Chapter II

GENERAL MEETING OF SHAREHOLDERS

Section 1

Roles, Rights and Obligations of the General Meeting of Shareholders

Article 3. Roles, Rights and Obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders (GMS) comprises all shareholders with voting rights and is the highest decision-making body of the Company. The GMS shall convene an annual meeting once a year within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the time limit for holding the annual GMS where necessary, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, the GMS may convene extraordinary meetings. The location of the GMS meeting shall be determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The GMS shall have the following rights and obligations:

a. To approve the Company's development orientation;

b. To decide on the types of shares and the total number of shares of each type authorized for offering; to determine the annual dividend rate for each class of shares;

c. To elect, dismiss, and remove members of the Board of Directors and the

Supervisory Board;

- d. To decide on investments or the sale of assets with a value of 35% or more of the total asset value as recorded in the most recent financial statements of the Company;
- e. To decide on amendments and supplements to the Company's Charter;
- f. To approve the annual financial statements;
- g. To decide on the repurchase of more than 10% of the total issued shares of each class;
- h. To review and handle violations committed by members of the Board of Directors and the Supervisory Board causing damage to the Company and its shareholders;
- i. To decide on the reorganization or dissolution of the Company;
- j. To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- k. To approve the Internal Corporate Governance Regulations; the Operating Regulations of the Board of Directors and the Supervisory Board;
- l. To approve the list of eligible auditing firms; to decide on the auditing firm authorized to audit the Company's operations; and to dismiss such approved auditors when deemed necessary;
- m. Other rights and obligations as prescribed by law.

Section 2

Order and Procedures for Convening the General Meeting of Shareholders and Adopting Resolutions by Voting at the Meeting of the General Meeting of Shareholders

Article 4. Authority to Convene the General Meeting of Shareholders

1. Authority to convene the Annual General Meeting of Shareholders: in accordance with Clause 2, Article 14 of the Company's Charter.
2. Authority to convene an Extraordinary General Meeting of Shareholders: in accordance with Clauses 3 and 4, Article 14 of the Company's Charter.

Article 5. Preparation of the List of Shareholders Entitled to Attend the Meeting

The convener of the General Meeting of Shareholders shall prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no earlier than ten (10) days prior to the date of sending the notice of invitation to the General Meeting of Shareholders;

Article 6. Notice of Convocation of the General Meeting of Shareholders

This shall be implemented in accordance with Clause 3, Article 18 of the Company's

Charter.

Article 7. Agenda and Contents of the General Meeting of Shareholders

1. The convener of the General Meeting of Shareholders shall be responsible for preparing the agenda and contents of the meeting.

2. A shareholder or group of shareholders as specified in Clause 3, Article 12 of the Company's Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposals must be made in writing and sent to the Company at least three (03) working days prior to the opening date of the General Meeting of Shareholders. The proposal must include the full name of the shareholder, the number and type of shares held, and the proposed contents to be included in the meeting agenda.

3. The convener of the General Meeting of Shareholders shall have the right to reject proposals referred to in Clause 2, Article 7 of these Regulations no later than two (02) working days prior to the opening date of the meeting. Such rejection must be made in writing with clear reasons in the following cases:

a. The proposal is not submitted within the prescribed time limit or does not contain sufficient or correct contents;

b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as stipulated in Clause 3, Article 12 of the Company's Charter;

c. The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;

d. Other cases as prescribed by law and the Company's Charter.

4. The convener of the General Meeting of Shareholders must accept and include proposals specified in Clause 2, Article 7 into the proposed agenda and contents of the meeting, except for the cases specified in Clause 3, Article 7. Such proposals shall be officially included in the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 8. Authorization for Representation at the General Meeting of Shareholders

In accordance with Article 16 of the Company's Charter..

Article 9. Methods of Registration for Attendance at the General Meeting of Shareholders

1. Methods of registration for attendance at the General Meeting of Shareholders prior to the opening date of the meeting:

a. The method of registration for attendance at the General Meeting of Shareholders shall be clearly specified in the Notice of Meeting, including contacting the Company or submitting the Registration Form for Attendance (attached to the Notice of Meeting sent to

shareholders) to the Company.

b. Shareholders may choose the method of registration for attending the General Meeting of Shareholders as stated in the notice, including:

- Attending and voting/electing directly at the meeting;
- Authorizing another representative to attend and vote/elect at the meeting in compliance with Clause 2 of this Article. Such authorization shall comply with Article 16 of the Company's Charter;
- Attending and voting/electing via online conference, electronic voting, or other electronic means;
- Sending voting ballots/election ballots to the meeting via mail, fax, or email. Shareholders must send ballots by registered mail, fax, or email to the Board of Directors no later than one (01) day prior to the opening of the meeting.

2. Registration for attendance at the General Meeting of Shareholders and verification of eligibility on the day of the meeting shall comply with Clauses 1 and 6, Article 20 of the Company's Charter. In addition, shareholders must comply with the following provisions:

a. Shareholders or their authorized representatives attending the General Meeting of Shareholders must register with the Shareholder Eligibility Verification Committee. The documents required include:

- Identity Card/Citizen Identification Card/Passport or other valid personal identification of the shareholder;
- Power of Attorney (in case of authorization) and Identity Card/Citizen Identification Card/Passport or other valid personal identification of the authorized representative.

b. Shareholders or their authorized representatives shall present the above documents to the Shareholder Eligibility Verification Committee and receive meeting documents, Voting Cards, Voting Ballots, Election Ballots (if any), and other materials, including:

- The Voting Card stating the shareholder's information, shareholder code, number of shares owned and/or represented, and other necessary contents; bearing the Company's stamp or the signature of the Head of the Shareholder Eligibility Verification Committee;
- The Election Ballot stating the shareholder's information, shareholder code, number of shares owned and/or represented, total number of votes, list of candidates, and other necessary contents; bearing the Company's stamp.

Article 10. Conditions for Conducting and Organizing the General Meeting of Shareholders

This shall be implemented in accordance with Article 19 of the Company's Charter.

Article 11. Voting Methods

1. General principles

- The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by raising voting cards, casting ballots directly, electronic voting, or other electronic means.

- Attendees shall vote to approve, disapprove, or abstain from a matter submitted to the General Meeting of Shareholders by raising their Voting Cards or by selecting options on the Voting Ballot.

2. Forms of voting

- Voting by Voting Card: As instructed by the Organizing Committee/Chairperson, when voting by Voting Card, the front side of the Voting Card must be raised clearly towards the Presidium immediately upon request. If a participant does not raise the Voting Card in all three voting options (Approve, Disapprove, or Abstain) for a matter, such vote shall be considered invalid. After each round of voting by Voting Card, the Organizing Committee/Vote Counting Committee shall first collect the approval cards, then the disapproval cards, and finally the abstention cards. The Organizing Committee/Vote Counting Committee shall count the votes and record them in the Vote Counting Minutes in accordance with regulations.

- Voting by Ballot: When voting by filling in the Voting Ballot, for each matter, shareholders shall select one of the three options: "Approve", "Disapprove", or "Abstain" pre-printed on the ballot by marking "X" or "✓" in the chosen box. After completing all voting contents, shareholders shall submit the Voting Ballot into the sealed ballot box at the meeting as instructed by the Vote Counting Committee. The Voting Ballot must bear the signature and full name of the attendee.

Article 12. Election Voting Methods

1. General principles

- To comply fully with the provisions of law and the Company's Charter;

- Members of the Vote Counting Committee must not be included in the list of nominees or self-nominate for the Board of Directors or the Supervisory Board.

2. Forms of election voting

Cumulative voting method:

- Each attending shareholder shall have a total number of votes corresponding to the total number of shares owned or represented multiplied by the number of members to be

elected;

- Shareholders have the right to allocate all of their votes to one or several candidates;

- In case additional candidates arise on the day of the meeting, shareholders may contact the Vote Counting Committee to request a new ballot and must return the old ballot (before placing it into the ballot box);

- In case of incorrect selection, shareholders may contact the Vote Counting Committee to request a new ballot and must return the old ballot;

- Principles for determining elected candidates::

- + Elected candidates shall be determined based on the number of votes received, from highest to lowest, starting from the candidate with the highest number of votes until the required number of members is reached.

- + In case two (02) or more candidates receive an equal number of votes for the last position, a re-election shall be conducted among those candidates with equal votes.

- + If the results of the first election do not yield a sufficient number of elected members, additional rounds of voting shall be conducted until the required number of members is elected.

Article 13. Vote Counting Methods

1. General principles

For Voting Cards, voting shall be conducted by first collecting the cards approving the resolution, then collecting the disapproval cards, and finally the abstention cards. The Vote Counting Committee shall count each type of card and record the results in the Vote Counting Minutes in accordance with regulations. The vote counting results shall be announced by the Chairperson immediately before the closing of the meeting, unless otherwise stipulated in the Charter.

For Voting Ballots and Election Ballots, shareholders or their authorized representatives shall cast their votes into the ballot box prepared in advance by the Organizing Committee. The Vote Counting Committee shall then tally the votes, including approval votes, disapproval votes, abstentions, or election votes.

For sensitive matters and upon request by shareholders, the Company shall appoint an independent organization to conduct the collection and counting of votes.

2. Supervision and recording of voting and election results

- a. At the beginning of the meeting, the Chairperson shall submit to the General Meeting of Shareholders for approval the list of members of the Vote Counting Committee. Members of the Vote Counting Committee may be shareholders of the Company.

b. The Vote Counting Committee shall be responsible for recording the results of voting on matters submitted to the General Meeting of Shareholders and the results of election vote counting. The Committee shall be responsible for supervising and recording voting and election results at the meeting.

3. Announcement of voting and election results

a. Announcement of results

After recording the voting results and election vote counting results, the Vote Counting Committee shall prepare the Vote Counting Minutes and promptly submit the results to the Chairperson of the Meeting. The Chairperson shall be responsible for announcing such results to the General Meeting of Shareholders.

b. Vote Counting Minutes

The Vote Counting Minutes shall be prepared by the Vote Counting Committee and must include the following information:

- Time and venue of the General Meeting of Shareholders;
- Members of the Vote Counting Committee;
- All voting/election contents in accordance with legal requirements;
- Time of completion of vote counting;
- Signatures of all members of the Vote Counting Committee.

Article 14. Conditions for Adoption of Resolutions

This shall be implemented in accordance with Article 21 of the Company's Charter.

Article 15. Notification of Vote Counting Results

The Vote Counting Committee shall verify, consolidate, and report to the Chairperson the vote counting results for each matter. The vote counting must be recorded in minutes bearing the signatures of all members of the Vote Counting Committee. The results shall be announced by the Chairperson immediately before the closing of the meeting.

Article 16. Methods of Objection to Resolutions of the General Meeting of Shareholders

This shall be implemented in accordance with Article 132 of the Law on Enterprises.

Article 17. Preparation of Minutes of the General Meeting of Shareholders

This shall be implemented in accordance with Clauses 1 and 2, Article 23 of the Company's Charter.

Article 18. Disclosure of Resolutions of the General Meeting of Shareholders

1. Within twenty-four (24) hours from the adoption of decisions of the General Meeting of Shareholders (including resolutions, meeting minutes, or vote counting minutes (in case of collecting shareholders' opinions in writing)), the Company must disclose information through the following channels:

- a. The Company's website;
- b. The information disclosure system of the State Securities Commission;

- c. The website of the Hanoi Stock Exchange.
2. The disclosure of information on the information disclosure systems of the State Securities Commission and the Hanoi Stock Exchange shall be carried out in accordance with the guidance of the State Securities Commission and the Hanoi Stock Exchange.
3. The Company must disclose information regarding the General Meeting of Shareholders in accordance with the regulations of the law on securities and the securities market.

Section 3

Order and Procedures for Adopting Resolutions of the General Meeting of Shareholders by Written Opinion Collection

Article 19. Cases Where Written Opinion Collection is Permitted and Not Permitted

Except for the Annual General Meeting of Shareholders, which must be held in person, the Board of Directors has the right to collect shareholders' opinions in writing to adopt resolutions of the General Meeting of Shareholders at any time if deemed necessary for the benefit of the Company, including matters specified in Clause 2, Article 147 of the Law on Enterprises.

Article 20. Order and Procedures for Adopting Resolutions of the General Meeting of Shareholders by Written Opinion Collection

This shall be implemented in accordance with Article 22 of the Company's Charter.

Article 21. Order and Procedures for Adopting Resolutions of the General Meeting of Shareholders via Online Meetings or Hybrid Meetings

In cases of force majeure requiring the General Meeting of Shareholders to be held via online meetings or a combination of in-person and online formats, the Company shall organize such meetings in accordance with applicable legal regulations and guidelines.

Chapter III

BOARD OF DIRECTORS

Section 1

Roles, Rights and Obligations of the Board of Directors and Responsibilities of its Members

Article 22. Roles, Rights and Obligations of the Board of Directors and Responsibilities of its Members

1. The Board of Directors is the management body of the Company and has full authority on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those falling under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors shall be in accordance with

Clause 2, Article 27 of the Company's Charter.

Article 23. Responsibilities of Members of the Board of Directors

Members of the Board of Directors shall comply with the provisions set out in Articles 43 and 44 of the Company's Charter.

Article 24. Right to Access Information of Members of the Board of Directors

This shall be implemented in accordance with Article 159 of the Law on Enterprises.

Section 2

**Nomination, Candidacy, Election, Dismissal and Removal of
Members of the Board of Directors**

Article 25. Term and Number of Members of the Board of Directors

The Board of Directors shall consist of five (05) members, including one (01) Chairperson and other members. The term of office of a member of the Board of Directors shall not exceed five (05) years; members may be re-elected for an unlimited number of terms. The term of members of the Board of Directors elected by the General Meeting of Shareholders shall be five (05) years from the date of election.

Article 26. Structure, Criteria and Conditions of Members of the Board of Directors

1. Structure of the Board of Directors: In accordance with Clause 2, Article 26 of the Company's Charter.

2. Criteria and conditions of members of the Board of Directors: In accordance with Clause 1, Article 155 of the Law on Enterprises.

Article 27. Nomination and Candidacy for Members of the Board of Directors

This shall be implemented in accordance with Article 25 of the Company's Charter.

Article 28. Method for Election of Members of the Board of Directors

The election of members of the Board of Directors shall be conducted by the cumulative voting method, whereby each shareholder shall have a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors. Shareholders may allocate all or part of their votes to one or several candidates. Elected members of the Board of Directors shall be determined based on the number of votes received, from highest to lowest, starting from the candidate with the highest number of votes until the required number of members as stipulated in the Company's Charter is reached. In the event that two (02) or more candidates receive an equal number of votes for the final position on the Board of Directors, a re-election shall be conducted among those candidates with equal votes or selection shall be made in accordance with the election regulations. Detailed provisions are set out in Clause 3, Article 148 of the

Law on Enterprises.

Article 29. Cases of Dismissal, Removal and Addition of Members of the Board of Directors

1. Cases of dismissal and removal of members of the Board of Directors: In accordance with Article 160 of the Law on Enterprises.
2. Cases requiring additional election of members of the Board of Directors

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

- a. The number of remaining members of the Board of Directors falls below the minimum number required by the Law on Enterprises. In this case, the Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the event occurs;
- b. The number of members of the Board of Directors is reduced by more than one-third compared to the number stipulated in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the reduction exceeds one-third;
- c. The number of independent members of the Board of Directors decreases and no longer meets the ratio as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises. In this case, the Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the event occurs.
- d. Except for the cases specified in Points a, b, and c of this Clause, the General Meeting of Shareholders shall elect new members to replace those who have been dismissed or removed at the nearest meeting.

Article 30. Notification of Election, Dismissal and Removal of Members of the Board of Directors

After decisions on the election, dismissal, or removal of members of the Board of Directors are made, the Company shall be responsible for disclosing such information internally and to relevant authorities, as well as on the Company's website, in accordance with applicable laws and regulations.

Article 31. Method for Introducing Candidates for the Board of Directors

1. The Board of Directors or other entities as prescribed in Clause 3, Article 30 of the Company's Charter shall convene a Board of Directors meeting regarding the election of members of the Board of Directors to disseminate information on the election, including the number of members, candidate criteria, and nomination and candidacy procedures in accordance with Article 27 of these Regulations. The election shall be conducted at the nearest General Meeting of Shareholders.
2. The Company shall issue a public announcement regarding the election of members of the Board of Directors and the procedures for convening and conducting the

election, clearly stating the reasons for the election, the number of members, criteria and conditions, election methods, and procedures for nomination and candidacy.

3. The Board of Directors shall compile the list of candidates through nomination and candidacy and verify the information of each candidate to ensure that they meet the criteria and conditions for becoming a member of the Board of Directors as prescribed in Clause 2, Article 26 of these Regulations.

4. In the event that the number of candidates nominated or self-nominated is still insufficient, the Board of Directors shall prepare an additional list of candidates based on the following criteria:

- Number of candidates: being the number of vacancies remaining after compiling the list of valid candidates under Clause 3 of this Article;
- Candidates introduced by the Board of Directors must be approved by a majority vote of the incumbent members of the Board of Directors;
- Candidates introduced by the Board of Directors must meet at least the minimum criteria and conditions as prescribed in Article 155 of the Law on Enterprises.

Article 32. Election, Dismissal and Removal of the Chairperson of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.

2. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member who receives the highest number or highest percentage of votes. In the event that more than one member receives the highest and equal number or percentage of votes, such members shall elect one among them by majority vote to convene the Board of Directors meeting.

3. In the event that the Chairperson of the Board of Directors resigns or is dismissed/removed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or the decision of dismissal/removal.

4. In the event that 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 obligations of the Chairperson. In the absence of such authorization, or in cases where the Chairperson dies, is missing, is held in custody, is serving a prison sentence, is subject to compulsory administrative measures at a rehabilitation or educational institution, absconds from residence, has limited or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by a court from holding positions or practicing certain professions or jobs, the remaining members shall elect one among them as Chairperson of the Board of Directors based on the majority approval of the remaining members until a new decision of the Board of Directors is made.

Section 3

Remuneration and Other Benefits of Members of the Board of Directors

Article 33. Remuneration and Other Benefits of Members of the Board of Directors

This shall be implemented in accordance with Article 28 of the Company's Charter.

Section 4

Order and Procedures for Organizing Meetings of the Board of Directors

Article 34. Minimum Number of Meetings per Quarter

The Board of Directors shall convene at least once every quarter.

Article 35. Cases Requiring Extraordinary Meetings of the Board of Directors

1. The Chairperson of the Board of Directors must convene a Board of Directors meeting without delay, unless there is a legitimate reason, upon written request from any of the following parties clearly stating the purpose of the meeting and the matters to be discussed and decided within the authority of the Board of Directors:

- a. The Supervisory Board or an independent member of the Board of Directors;
- b. The General Director or at least five (05) other managers;
- c. At least two (02) members of the Board of Directors;
- d. Other cases (if any).

2. The above-mentioned meetings of the Board of Directors must be held within seven (07) working days from the date the request is made. If the Chairperson of the Board of Directors refuses to convene the meeting as requested, the Chairperson shall be responsible for any damage caused to the Company; the requesting parties specified in Clause 1 of this Article may themselves convene the Board of Directors meeting.

Article 36. Notice of Board of Directors Meetings

1. Notice of a Board of Directors meeting must be sent to members of the Board of Directors at least three (03) working days prior to the meeting date. The notice must clearly specify the time and venue of the meeting, the agenda, and matters to be discussed and decided. The notice must be accompanied by documents to be used at the meeting and voting ballots of members.

2. The notice of a Board of Directors meeting may be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed in the Company's Charter, provided that it is delivered to the registered contact address of each member of the Board of Directors.

3. The Chairperson of the Board of Directors or the convener shall send the notice of meeting and accompanying documents to members of the Supervisory Board in the same

manner as to members of the Board of Directors.

Article 37. Right of Supervisory Board Members to Attend Board of Directors Meetings

Members of the Supervisory Board have the right to attend meetings of the Board of Directors and to participate in discussions, but shall not have voting rights.

Article 38. Conditions for Conducting Board of Directors Meetings

1. A first meeting of the Board of Directors shall only proceed and make decisions when at least three-quarters (3/4) of the members are present in person or represented by authorized representatives, if approved by a majority of the Board of Directors members.

2. If the required quorum is not met, the meeting must be reconvened within seven (07) days from the initially scheduled date. The reconvened meeting shall proceed if more than one-half (1/2) of the members of the Board of Directors are present.

Article 39. Voting Methods at Meetings of the Board of Directors

A member of the Board of Directors shall be deemed to attend and vote at a meeting in the following cases:

1. Attending and voting in person at the meeting;;
2. Authorizing another person to attend and vote in accordance with Clause 9, Article 30 of the Company's Charter;
3. Attending and voting via online conference, electronic voting, or other electronic means;
4. Sending voting ballots to the meeting via mail, fax, or email;
5. Sending voting ballots by other means.

Article 40. Adoption of Resolutions of the Board of Directors

The Board of Directors shall adopt decisions and resolutions based on the approval of a majority of members present (over 50%). In case of an equal number of approval and disapproval votes, the vote of the Chairperson of the Board of Directors shall be the deciding vote.

Decisions adopted at a duly convened meeting held without physical presence shall take effect immediately upon the conclusion of the meeting, but must be confirmed by the signatures of all attending members of the Board of Directors in the meeting minutes.

Article 41. Authorization for Attendance at Board of Directors Meetings

A member may authorize another person to attend and vote at a meeting if such authorization is approved by a majority of the members of the Board of Directors.

Article 42. Preparation of Minutes of Board of Directors Meetings

This shall be implemented in accordance with Clause 1, Article 158 of the Law on

Enterprises.

Article 43. Cases Where the Chairperson and/or Secretary Refuses to Sign the Minutes of Board of Directors Meetings

This shall be implemented in accordance with Clause 2, Article 158 of the Law on Enterprises.

Article 44. Notification of Resolutions and Decisions of the Board of Directors

Notifications of resolutions and decisions of the Board of Directors shall be disclosed in accordance with the laws on information disclosure in the securities market and other relevant laws.

Section 5

Sub-committees under the Board of Directors

Article 45. Sub-committees under the Board of Directors

This shall be implemented in accordance with Article 31 of the Company's Charter.

Article 46. Company Secretary (Person in Charge of Corporate Governance)

This shall be implemented in accordance with Article 32 of the Company's Charter.

Chapter IV

SUPERVISORY BOARD

Section 1

Roles, Rights and Obligations of the Supervisory Board and Responsibilities of its Members

Article 47. Roles, Rights and Obligations of the Supervisory Board and Responsibilities of its Members

1. Role of the Supervisory Board: The Supervisory Board shall supervise the Board of Directors and the General Director in the management and operation of the Company.
2. Rights and obligations of the Supervisory Board: As stipulated in Article 40 of the Company's Charter.
3. Right to access information of the Supervisory Board: This shall be implemented

in accordance with Article 171 of the Law on Enterprises.

Section 2

Term, Number, Composition and Structure of Members of the Supervisory Board

Article 48. Term, Number, Composition and Structure of Members of the Supervisory Board

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

Article 49. Criteria and Conditions of Members of the Supervisory Board

This shall be implemented in accordance with Clause 2, Article 38 of the Company's Charter.

Article 50. Nomination and Candidacy for Members of the Supervisory Board

This shall be implemented in accordance with Clauses 1 and 2, Article 25 of the Company's Charter.

Article 51. Method for Election of Members of the Supervisory Board

The election of members of the Supervisory Board shall be conducted by the cumulative voting method, whereby each shareholder shall have a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Supervisory Board. Shareholders may allocate all or part of their votes to one or several candidates. Elected members of the Supervisory Board shall be determined based on the number of votes received, from highest to lowest, starting from the candidate with the highest number of votes until the required number of members as stipulated in the Company's Charter is reached. In the event that two (02) or more candidates receive an equal number of votes for the final position on the Supervisory Board, a re-election shall be conducted among those candidates with equal votes or selection shall be made in accordance with the election regulations or the Company's Charter. Detailed provisions are set out in Clause 3, Article 148 of the Law on Enterprises.

Article 52. Cases of Dismissal and Removal of Members of the Supervisory Board

This shall be implemented in accordance with Clauses 3 and 4, Article 38 of the Company's Charter.

Article 53. Notification of Election, Dismissal and Removal of Members of the Supervisory Board

After decisions on the election, dismissal, or removal of members of the Supervisory Board are made, the Company shall be responsible for disclosing such information internally and to relevant authorities, as well as on the Company's website, in accordance with

applicable laws and regulations.

Article 54. Salaries and Other Benefits of Members of the Supervisory Board

This shall be implemented in accordance with Article 42 of the Company's Charter.

Chapter V

GENERAL DIRECTOR

Section 1

Roles, Responsibilities, Rights and Obligations of the General Director

Article 55. Roles, Responsibilities, Rights and Obligations of the General Director

1. Role of the General Director: The General Director shall manage the Company's day-to-day business operations, be subject to supervision by the Board of Directors, and be responsible to the Board of Directors and to the law for the performance of the assigned rights and obligations.

2. Rights and responsibilities of the General Director: This shall be implemented in accordance with Clauses 3 and 4, Article 35 of the Company's Charter.

Section 2

Appointment, Dismissal, Contracting and Termination of the General Director

Article 56. Term, Criteria and Conditions of the General Director

1. The term of office of the General Director shall not exceed five (05) years and may be reappointed. The appointment may be terminated in accordance with the provisions of the employment contract.

2. The criteria and conditions of the General Director shall comply with Article 162 of the Law on Enterprises.

Article 57. Appointment and Signing of the Employment Contract with the General Director

The Board of Directors shall appoint a member of the Board or another person as the General Director and shall sign an employment contract specifying salary, remuneration, benefits, and other relevant terms and conditions.

Article 58. Dismissal and Termination of the Employment Contract with the General Director

1. The Board of Directors may dismiss the General Director when a majority of attending members with voting rights approve, and shall appoint a new General Director to replace him/her.

2. If the General Director wishes to resign, a written resignation must be submitted to the Board of Directors at least forty-five (45) days in advance. Within forty-five (45) days

from receipt of the resignation, the Board of Directors shall review and make a decision.

3. The incumbent General Director shall lose eligibility in cases such as death, loss of civil capacity, loss of citizen rights, unauthorized absence from duty, or violation of the Company's Charter and applicable laws. In such cases, the Board of Directors shall carry out procedures to appoint a new General Director within a maximum of thirty (30) days.

Article 59. Notification of Appointment, Dismissal, Contracting and Termination of the General Director

After decisions on the appointment, dismissal, signing, or termination of the contract with the General Director are made, the Company shall disclose such information internally and to relevant authorities, as well as on the Company's website, in accordance with applicable laws and regulations.

Article 60. Salary and Other Benefits of the General Director

The General Director shall receive salary and bonuses. The salary and bonuses of the General Director shall be determined by the Board of Directors.

CHAPTER VI

OTHER ACTIVITIES

Section 1

Coordination among the Board of Directors, the Supervisory Board, and the General Director

Article 61. Procedures and order for convening meetings, issuing meeting notices, recording minutes, and notifying meeting results among the Board of Directors, the Supervisory Board, and the General Director

The procedures and order for convening meetings, issuing meeting notices, recording minutes, and notifying meeting results among the Board of Directors, the Supervisory Board, and the General Director; as well as the procedures and order for organizing meetings of the Board of Directors shall be implemented in accordance with Article 30 of the Company's Charter and Article 157 of the Law on Enterprises.

Article 62. Notification of resolutions and decisions of the Board of Directors to the Supervisory Board

Resolutions and minutes of meetings of the Board of Directors, after being issued, must be sent to the members of the Supervisory Board at the same time and in the same manner as those sent to members of the Board of Directors.

Article 63. Notification of resolutions and decisions of the Board of Directors to the General Director

Resolutions of the Board of Directors (regarding matters related to the responsibilities, rights, and obligations of the General Director), after being issued, must be sent to the General

Director at the same time and in the same manner as those sent to members of the Board of Directors.

Article 64. Cases where the General Director and the Supervisory Board may request the convening of a Board of Directors meeting and matters requiring consultation with the Board of Directors

1. Cases for requesting the convening of a Board of Directors meeting
 - a. The Supervisory Board may request the convening of a Board of Directors meeting in the following cases:
 - Where it considers that the right of Supervisory Board Members to access information and documents related to the Company's operational status is not fully ensured in accordance with applicable laws and the Company's Charter;
 - Where it detects violations of law or breaches of the Company's Charter by members of the Board of Directors, the General Director, or other enterprise managers, after having issued a written notice to the Board of Directors in accordance with Clause 5, Article 40 of the Company's Charter, but the violating person has not ceased such violation or taken remedial measures;
 - b. The General Director may request the convening of a Board of Directors meeting in the following cases:
 - Where it considers that the rights of the General Director as prescribed in Article 35 of the Company's Charter are not being exercised;
 - Where violations of law or breaches of the Company's Charter are detected in relation to other enterprise managers appointed by the Board of Directors.
2. Matters requiring consultation with the Board of Directors
 - a. Proposing plans for the organizational structure and internal management regulations of the Company;
 - b. Proposing measures to improve the Company's production, business operations, and management; proposing plans for dividend distribution or handling business losses;
 - c. Developing and submitting to the Board of Directors for approval: economic and technical norms, salary and bonus unit prices, and internal management regulations; and supervising the implementation of assigned workload norms within the Company;
 - d. Other matters as prescribed in the Company's Charter.

Article 65. Reports of the General Director to the Board of Directors on the performance of assigned duties and powers

1. Reporting on the implementation status of resolutions of the Board of Directors and the General Meeting of Shareholders, as well as the Company's business plans and investment plans approved by the Board of Directors and the General Meeting of

Shareholders;

2. Providing quarterly and annual reports assessing the Company's financial situation and its production and business operations;
3. Reporting on improvements in organizational structure, policies, and management;
4. Reporting on the implementation of other matters authorized by the Board of Directors and the General Meeting of Shareholders;
5. Reporting on other matters as requested by the Board of Directors.

Article 66. Review of the implementation of resolutions and other authorized matters of the Board of Directors by the General Director

Based on the reports of the General Director on the performance of assigned duties and powers as stipulated in Article 65 of this Regulation, the Board of Directors shall conduct a review of the implementation results of its resolutions and other authorized matters by the General Director.

Article 67. Matters that the General Director must report, provide information on, and methods of notification to the Board of Directors and the Supervisory Board

1. Matters that the General Director must report, provide information on, and methods of notification to the Board of Directors.
 - a. When proposing measures to improve the Company's operations and management, the General Director shall submit such proposals to the Board of Directors as early as possible, but not less than ten (10) working days prior to the date on which such matters are required to be decided;
 - b. The General Director is obliged to notify the Board of Directors of transactions between the Company, its subsidiaries, and companies controlled by the Art Design & Communication Joint Stock Company, and such member or persons related to such member in accordance with the law.
 - c. Other matters requiring the opinion of the Board of Directors must be submitted at least seven (07) working days in advance, and the Board of Directors shall provide feedback within seven (07) working days.
2. Matters that the General Director must report, provide information on, and methods of notification to the Supervisory Board
 - a. The General Director is responsible for supporting and coordinating with the Supervisory Board to ensure that the Supervisory Board performs its duties and obligations in accordance with the law and the Company's Charter.
 - b. Reports of the General Director submitted to the Board of Directors or other documents issued by the Company shall be sent to members of the Supervisory Board at the

same time and in the same manner as those sent to members of the Board of Directors.

c. The Board of Directors, members of the Board of Directors, the General Director, and other enterprise managers must provide complete, accurate, and timely information and documents regarding the management, administration, and business operations of the Company at the request of members of the Supervisory Board or the Supervisory Board.

Article 68. Coordination in control, management, and supervision among members of the Board of Directors, members of the Supervisory Board, and the General Director in accordance with their respective duties

1. Coordination between the Supervisory Board and the Board of Directors: The Supervisory Board plays a role in supervision, coordination, consultation, and ensuring full, timely, and accurate information. Specifically:

a. Regularly notifying the Board of Directors of its operational results and consulting with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;

b. At meetings of the Supervisory Board, the Supervisory Board has the right to request members of the Board of Directors (and simultaneously request the General Director, internal auditors (if any), and independent auditors) to attend and respond to issues of concern to Supervisory Board Members;

c. Periodic and ad hoc inspections of the Supervisory Board must have written conclusions (no later than fifteen (15) working days from the date of completion) sent to the Board of Directors to provide an additional basis for the Board of Directors in managing the Company. Depending on the extent and results of such inspections, the Supervisory Board must discuss and reach agreement with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, opinions may be reserved and recorded in the minutes, and the Head of the Supervisory Board shall report to the nearest General Meeting of Shareholders;

d. Where the Supervisory Board detects violations of law or breaches of the Company's Charter by members of the Board of Directors, it shall notify the Board of Directors in writing within forty-eight (48) hours, requesting the violator to cease the violation and take remedial measures;

e. Members of the Supervisory Board are obliged to notify the Board of Directors of transactions between the Company, its subsidiaries, and companies controlled by the Art Design & Communication Joint Stock Company, and such member or persons related to such member in accordance with the law;

f. For recommendations related to the Company's operational and financial situation, the Supervisory Board must send written documents together with relevant materials at least fifteen (15) working days prior to the expected date of receiving feedback;

g. Other recommendations to the Board of Directors must be sent at least seven

(07) working days in advance, and the Board of Directors shall respond within seven (07) working days.

2. **Coordination between the Supervisory Board and the General Director:** The Supervisory Board performs inspection and supervision functions.

a. At meetings of the Supervisory Board, the Supervisory Board has the right to request the General Director (and simultaneously request members of the Board of Directors and independent auditors) to attend and respond to issues of concern to Supervisory Board Members;

b. Periodic and ad hoc inspections of the Supervisory Board must have written conclusions (no later than fifteen (15) working days from the date of completion) sent to the General Director to provide an additional basis for the General Director in managing the Company. Depending on the extent and results of such inspections, the Supervisory Board must discuss and reach agreement with the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, opinions may be reserved and recorded in the minutes, and the Head of the Supervisory Board shall report to the nearest General Meeting of Shareholders;

c. Where the Supervisory Board detects violations of law or breaches of the Company's Charter by the General Director, it shall notify the General Director in writing within forty-eight (48) hours, requesting the violator to cease the violation and take remedial measures;

d. Members of the Supervisory Board have the right to request the General Director to facilitate access to records and documents related to the Company's business operations at the head office or archive locations;

e. For information and documents relating to management, administration, business operations, business performance reports, and financial statements, written requests from the Supervisory Board must be sent to the Company at least forty-eight (48) working hours prior to the expected time of receiving a response. The Supervisory Board must not use undisclosed information of the Company or disclose such information to others for conducting related transactions.

f. Recommendations on measures to amend, supplement, and improve the organizational structure, management, supervision, and operation of the Company must be sent by the Supervisory Board to the General Director at least seven (07) working days prior to the expected date of receiving feedback.

3. **Coordination between the General Director and the Board of Directors:** The General Director is the person responsible for managing the Company's operations, ensuring continuous and efficient operation.

a. The General Director is responsible to the General Meeting of Shareholders and the Board of Directors for the performance of assigned duties and powers and must report to

these bodies upon request;

b. When proposing measures to improve the Company's operations and management, the General Director shall submit such proposals to the Board of Directors as early as possible, but not less than seven (07) days prior to the date on which such matters are required to be decided;

c. The General Director is obliged to notify the Board of Directors of transactions between the Company, its subsidiaries, and companies controlled by the Art Design & Communication Joint Stock Company, and such member or persons related to such member in accordance with the law;

d. Other matters requiring consultation in accordance with Clause 2, Article 64 of this Regulation must be submitted to the Board of Directors at least seven (07) working days prior to the expected date of receiving feedback from the Board of Directors.

Section 2

Regulations on Annual Evaluation of Commendation and Disciplinary Actions for Members of the Board of Directors, Members of the Supervisory Board, the General Director, and Other Enterprise Managers

Article 69. Regulations on the evaluation of the performance of Members of the Board of Directors, Members of the Supervisory Board, the General Director, and other enterprise managers

1. The Board of Directors is responsible for developing performance evaluation criteria for all subjects, including members of the Board of Directors, the General Director, and other enterprise managers.

2. The performance evaluation criteria must ensure a balance between the interests of enterprise managers and the long-term interests of the Company and its shareholders. Financial and non-financial indicators used in the evaluation shall be carefully considered and decided by the Board of Directors from time to time. Non-financial indicators may include, but are not limited to: interests of stakeholders, operational efficiency, achieved improvements and innovations, etc.

3. Annually, based on the assigned functions and duties, established evaluation criteria, and achieved results, the Board of Directors shall organize and conduct the performance evaluation of its members.

4. The evaluation of the performance of Members of the Supervisory Board shall be conducted in accordance with the methods specified in the organizational structure and operation of the Supervisory Board.

5. The evaluation of the performance of other enterprise managers shall be conducted in accordance with internal regulations or may be based on self-assessment reports prepared by such managers.

Article 70. Commendation

1. Subjects: individuals entitled to commendation as prescribed by the Board of Directors.
2. The commendation regime for members of the Board of Directors and members of the Supervisory Board shall be decided by the General Meeting of Shareholders.
3. For other enterprise managers: the source of bonus funds shall be derived from the Company's Reward and Welfare Fund and other lawful sources. The level of commendation shall be based on the actual annual business performance; the General Director shall propose it to the Board of Directors for approval, and in cases beyond its authority, it shall be submitted to the General Meeting of Shareholders for approval.

Article 71. Discipline

1. The Board of Directors is responsible for establishing a disciplinary system based on the nature and severity of violations. The highest form of discipline shall be dismissal or removal from position.
2. Members of the Board of Directors, Members of the Supervisory Board, and other enterprise managers who fail to perform their duties in accordance with the requirements of honesty, diligence, and prudence shall bear personal liability for any damages caused by them.
3. Members of the Board of Directors, Members of the Supervisory Board, and other enterprise managers, when performing their duties, if committing acts in violation of legal regulations or the Company's regulations, shall, depending on the severity of the violation, be subject to disciplinary measures, administrative sanctions, or criminal liability in accordance with the law and the Company's Charter. In cases where damage is caused to the interests of the Company, its shareholders, or other parties, compensation shall be made in accordance with the law.

CHAPTER VII

AMENDMENTS AND EFFECTIVENESS OF THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

Article 72. Amendments to the Internal Regulations on Corporate Governance

1. Any amendment, supplementation, or replacement of the Internal Regulations on Corporate Governance shall be reviewed by the Board of Directors and submitted to the General Meeting of Shareholders for approval.
2. In cases where legal provisions related to the Company's operations are not yet stipulated in the Charter or these Regulations, or where new legal provisions differ from those set out in these Regulations, such legal provisions shall automatically apply and govern the Company's operations.

Article 73. Effectiveness

1. These Regulations consist of seven (07) Chapters and seventy-three (73) Articles

and were adopted by the General Meeting of Shareholders of the Art Design & Communication Joint Stock Company on April 22, 2026..

2. These Regulations are made in five (05) copies of equal validity and are kept at the Company's head office.

3. These Regulations constitute the sole and official version of the Company.

4. Copies or extracts of these Regulations must bear the signature of the Chairman of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors.

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

DANG VIET MANH



Draft

Hanoi, date month year 2026



REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS
ART DESIGN & COMMUNICATION JOINT STOCK COMPANY

- Pursuant to the Law on Enterprises dated June 17, 2020;
- Pursuant to the Law on Securities dated November 26, 2019;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding corporate governance applicable to public companies under Decree No. 155/2020/ND-CP;
- Pursuant to the Charter of Art Design & Communication Joint Stock Company;
- Pursuant to Resolution of the General Meeting of Shareholders No./NQĐHCD-ADC dated month year 2026;

The Board of Directors hereby issues the Regulations on the Organization and Operation of the Board of Directors of Art Design & Communication Joint Stock Company;

These Regulations on the Organization and Operation of the Board of Directors of Art Design & Communication Joint Stock Company comprise the following contents:

Chapter I

GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: The Regulations on the operation of the Board of Directors provide for the organizational structure, operating principles, rights, and obligations of the Board of Directors and its members in order to ensure compliance with the Law on Enterprises, the Company Charter, and other relevant legal regulations.
2. Subjects of application: These Regulations apply to the Board of Directors and its members.

Article 2. Operating principles of the Board of Directors

1. The Board of Directors shall operate on a collective basis. Members of the Board of Directors shall bear individual responsibility for their assigned duties and shall jointly be responsible before the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors in relation to the development of the Company.
2. The Board of Directors shall assign the General Director to organize and manage the implementation of the resolutions and decisions of the Board of Directors.



Chapter II
MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors shall have all the rights prescribed by the Enterprise Law, relevant laws, and the company's charter, including the right to be provided with information and documents regarding the Company's financial status, business activities, and those of its subsidiaries or affiliated units.
2. Members of the Board of Directors shall have the obligations prescribed in the Company Charter and the following duties:
 - a. Perform their tasks honestly and diligently, for the highest benefit of the shareholders and the Company;
 - b. Attend all Board meetings and provide opinions on the issues discussed;
 - c. Timely and fully report to the Board any remuneration received from subsidiaries, affiliated companies, or other organizations;
 - d. Report to the Board at the nearest meeting on any transactions between the Company, its subsidiaries, or other companies in which the Company holds more than 50% of the charter capital and a Board member or their related persons; and transactions between the Company and any company in which a Board member is a founding member or has served as a managerial executive within the last three years prior to the transaction;
 - e. Comply with information disclosure requirements when trading the Company's shares in accordance with applicable laws.
3. Independent members of the Company's Board of Directors must prepare an evaluation report on the performance of the Board.

Article 4. Right to Access Information of Board Members

1. Members of the Board of Directors have the right to request the General Director, Deputy General Directors, Chief Accountant, and other managers of the Company to provide information and documents regarding the Company's financial status and business operations, as well as those of units within the Company.
2. The requested managers must provide the information and documents promptly, fully, and accurately as requested by the Board members. The procedures and process for requesting and providing information shall be prescribed in the Company Charter.

Article 5. Term of Office and Number of Board Members

1. The number of members of the Board of Directors is five (05).
2. The term of office of a Board member shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may serve as an independent Board member of a company for no more than two (02) consecutive terms.
3. In the event that all Board members complete their terms simultaneously, those members shall continue to serve as Board members until new members are elected to replace them and take over the duties.

4. The Company Charter shall specifically regulate the number, rights, duties, organization, and coordination of activities of independent Board members.

Article 6. Standards and Conditions for Members of the Board of Directors

1. Members of the Board of Directors must meet the following standards and conditions:
 - a. Not belong to the subjects specified in Clause 2, Article 17 of the Law on Enterprises;
 - b. Possess professional qualifications and experience in business management or in the field, sector, or line of business of the Company, and are not necessarily required to be shareholders of the Company, unless otherwise stipulated in the Company Charter;
 - c. Members of the Company's Board of Directors may simultaneously serve as members of the board of another company..
2. Independent members of the Board of Directors, as defined in Point b, Clause 1, Article 137 of the Law on Enterprises, must meet the following standards and conditions:
 - a. Must not be an employee of the Company, its parent company, or subsidiaries; must not have worked for the Company, its parent company, or subsidiaries for at least the three (03) consecutive years prior;
 - b. Must not be receiving salary or remuneration from the Company, except for allowances entitled to Board members as prescribed by law;
 - c. Must not have a spouse, biological parent, adoptive parent, biological child, adopted child, or sibling who is a major shareholder of the Company or a manager of the Company or its subsidiaries;
 - d. Must not directly or indirectly own at least 1% of the total voting shares of the Company;
 - đ. Must not have been a member of the Board of Directors or the Supervisory Board of the Company in the five (05) years immediately preceding, except when continuously appointed for two consecutive terms.
3. An independent member of the Board of Directors must notify the Board if they no longer meet the standards and conditions stipulated in Clause 2 of this Article and shall automatically cease to be an independent member from the date they no longer meet such standards and conditions. The Board of Directors must report the case at the nearest General Meeting of Shareholders or convene a General Meeting to elect or replace the independent member within six (06) months from the date of receiving the notification from the concerned independent member.

Article 7. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board from among its members..
2. The Chairman of the Board of Directors of the Company shall not concurrently serve as the General Director.

3. The Chairman of the Board of Directors has the following rights and obligations:
 - a. Develop the programs and operational plans of the Board of Directors;
 - b. Prepare the agenda, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;
 - c. Organize the adoption of resolutions and decisions of the Board of Directors;
 - d. Supervise the implementation process of the Board's resolutions and decisions;
 - e. Chair the meetings of the General Meeting of Shareholders;
 - f. Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.
4. In the event the Chairman submits a resignation or is removed, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation or removal notice. In case the Chairman is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman according to the principles stipulated in the Company Charter. If there is no authorized member or in cases of death, disappearance, temporary detention, serving a criminal sentence, undergoing compulsory rehabilitation, compulsory education, absconding from residence, limited or lost civil capacity, cognitive or behavioral difficulties, or court prohibition from holding a position, practicing a profession, or performing certain work, the remaining members shall elect one member as Chairman of the Board of Directors based on majority approval until a new decision of the Board is made.
5. When deemed necessary, the Board of Directors may decide to appoint a Company Secretary. The Company Secretary has the following rights and obligations:
 - a. Assist in organizing and convening meetings of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;
 - b. Assist members of the Board of Directors in exercising their assigned rights and obligations;
 - c. Assist the Board of Directors in applying and implementing corporate governance principles;
 - d. Support the Company in building shareholder relations and protecting the lawful rights and interests of shareholders, ensuring compliance with information disclosure and administrative procedures.

Article 8. Dismissal, Removal, Replacement and Additional Appointment of Members of the Board of Directors

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
 - a. Failing to meet the standards and conditions prescribed in Article 155 of the Law on Enterprises;
 - b. Submitting a resignation letter which is accepted;
 - c. Other cases as prescribed in the Company's Charter.
2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:

- a. Failing to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
- b. Other cases as prescribed in the Company's Charter.
3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors beyond the cases specified in Clauses 1 and 2 of this Article.
4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
 - a. The number of members of the Board of Directors decreases by more than one-third compared to the number prescribed in the Company's Charter. In such case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date of such decrease;
 - b. The number of remaining members of the Board of Directors is less than the minimum number prescribed by law. In such case, the Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the event occurs.
 - c. The number of independent members of the Board of Directors decreases and no longer satisfies the ratio prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises. In such case, the Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the event occurs.
 - d. Except for the cases specified in Points a, b, and c of this Clause, the General Meeting of Shareholders shall elect new members to replace those dismissed or removed at the nearest meeting.

Article 9. Methods of Election, Dismissal and Removal of Members of the Board of Directors

1. Shareholders or groups of shareholders holding ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors. The nomination shall be conducted as follows:
 - a. Shareholders forming a group to nominate candidates must notify the meeting of such grouping prior to the opening of the General Meeting of Shareholders. Shareholders or groups holding from 10% to under 15% of the total voting shares may nominate one (01) candidate; from 15% to under 30% may nominate up to two (02) candidates; from 30% to under 40% may nominate up to three (03) candidates; from 40% to under 50% may nominate up to four (04) candidates; from 50% to under 60% may nominate up to five (05) candidates; from 60% to under 70% may nominate up to six (06) candidates; from 70% to under 80% may nominate up to seven (07) candidates; and from 80% or more may nominate up to eight (08) candidates;
 - b. Based on the number of members of the Board of Directors, shareholders or groups of shareholders specified in this Clause shall have the right to nominate one or more candidates as determined by the General Meeting of Shareholders. If the number of candidates nominated is fewer than the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors and other shareholders.
2. In case the number of candidates nominated or self-nominated is still insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of

Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and these Regulations. Such additional nominations must be clearly disclosed prior to the General Meeting of Shareholders voting on the election of Board members.

3. The election of members of the Board of Directors shall be conducted by cumulative voting, whereby each shareholder shall have a total number of votes corresponding to the number of shares owned multiplied by the number of members to be elected, and may allocate all or part of such votes to one or more candidates. Elected members shall be determined based on the number of votes received, ranked from highest to lowest, until the required number of members as prescribed in the Company's Charter is reached. In case two (02) or more candidates receive equal votes for the final position, a re-election shall be conducted among such candidates or selection shall be made in accordance with the election regulations or the Company's Charter.

4. The election, dismissal, and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders in accordance with the voting principles.

Article 10. Announcement of Election, Dismissal and Removal

1. In cases where candidates for the Board of Directors have been identified, the Company must disclose information related to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website, so that shareholders may review the candidates before voting. Candidates for the Board of Directors must provide a written commitment confirming the truthfulness and accuracy of the disclosed personal information, and must undertake to perform their duties in an honest, prudent manner and in the best interests of the Company if elected as members of the Board of Directors. The information relating to candidates for the Board of Directors to be disclosed shall include:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Employment history;
- d. Other managerial positions (including positions on the Board of Directors of other companies);
- e. Interests related to the Company and its related parties;
- f. Other information as prescribed in the Company's Charter;
- g. A public company shall be responsible for disclosing information regarding companies in which the candidate is currently serving as a member of the Board of Directors, holding other managerial positions, and any interests related to such companies of the Board of Directors candidate (if any).

2. The announcement of the results of election, dismissal, and removal of members of the Board of Directors shall be carried out in accordance with regulations on information disclosure.

Chapter III
BOARD OF DIRECTORS

Article 11. Rights and Obligations of the Board of Directors

1. The Board of Directors is the management body of the Company and has full authority, on behalf of the Company, to decide and exercise the rights and obligations of the Company, except for those falling within the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and obligations:
 - a. To decide on the Company's development strategies, medium-term development plans, and annual business plans;
 - b. To propose the types of shares and the total number of shares of each type authorized to be offered;
 - c. To decide on the sale of unsold shares within the number of shares authorized to be offered for each type; to decide on raising additional capital in other forms;
 - d. To decide on the selling price of shares and bonds of the Company;
 - e. To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
 - f. To decide on investment plans and investment projects within its authority and in accordance with the limits prescribed by law;
 - g. To decide on solutions for market development, marketing, and technology;
 - h. To approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value of 35% or more of the total asset value as recorded in the Company's most recent financial statements, and contracts or transactions falling under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises;
 - i. To elect, dismiss, and remove the Chairman of the Board of Directors; to appoint, dismiss, enter into contracts with, and terminate contracts with the General Director and other key managers as prescribed in the Company's Charter; to decide on salaries, remunerations, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies, and to decide on the remuneration and other benefits of such representatives;
 - j. To supervise and direct the General Director and other managers in the daily business operations of the Company;
 - k. To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, and representative offices; and on capital contributions and share acquisitions in other enterprises;
 - l. To approve the agenda and contents of documents for meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or collect written opinions for the General Meeting of Shareholders to pass resolutions;

- m. To submit audited annual financial statements to the General Meeting of Shareholders;
- n. To propose dividend levels; to decide on the time limits and procedures for dividend payment or handling of losses incurred in business operations;
- o. To propose the reorganization or dissolution of the Company; to request the bankruptcy of the Company;
- p. To decide on the issuance of the Regulations on operation of the Board of Directors and the Internal Regulations on corporate governance after approval by the General Meeting of Shareholders; to decide on the issuance of the Company's Information Disclosure Regulations;
- q. Other rights and obligations as prescribed by the Law on Enterprises, other relevant laws, and the Company's Charter.

3. The Board of Directors shall adopt resolutions and decisions by voting at meetings, by collecting written opinions, or by other methods as prescribed in the Company's Charter. Each member of the Board of Directors shall have one vote.

4. In case a resolution or decision adopted by the Board of Directors is contrary to the provisions of law, resolutions of the General Meeting of Shareholders, or the Company's Charter, causing damage to the Company, members who voted in favor of such resolution or decision shall be jointly and severally liable for such resolution or decision and must compensate the Company for damages; members who voted against shall be exempt from liability. In such case, shareholders of the Company shall have the right to request the Court to suspend the implementation of or annul such resolution or decision.

Article 12. Duties and Powers of the Board of Directors in Approving and Executing Contracts and Transactions

1. The Board of Directors shall approve contracts and transactions with a value of less than thirty-five percent (35%) or transactions resulting in the total value of transactions arising within twelve (12) months from the date of the first transaction being less than thirty-five percent (35%) of the total asset value as recorded in the Company's most recent financial statements, or another lower ratio or value as prescribed in the Company's Charter, between the Company and any of the following entities:

- Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons;
- Shareholders or authorized representatives of shareholders holding more than ten percent (10%) of the total ordinary shares of the Company and their related persons;
- Enterprises related to the persons specified in Clause 2, Article 164 of the Law on Enterprises.

2. The legal representative of the Company entering into such contracts or transactions must notify members of the Board of Directors and the Supervisory Board of the related parties to such contracts or transactions, and attach the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of such contracts or

transactions within fifteen (15) days from the date of receipt of the notification, unless another time limit is prescribed in the Company's Charter; members of the Board of Directors who have related interests in the parties to such contracts or transactions shall not have the right to vote.

Article 13. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders

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

- a. When deemed necessary for the interests of the Company;
- b. When the number of remaining members of the Board of Directors or the Supervisory Board is less than the minimum number as prescribed by law;
- c. Upon request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; such request must be made in writing, clearly stating the reasons and purposes of the meeting, and must bear the signatures of the relevant shareholders, or be made in multiple copies with sufficient signatures of the relevant shareholders;
- d. Upon request of the Supervisory Board;
- e. Other cases as prescribed by law and the Company's Charter.

2. Convening an Extraordinary General Meeting of Shareholders

The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board falls below the minimum number as prescribed in the Company's Charter, or from the date of receipt of the request specified in Points c and d, Clause 1 of this Article;

3. The person convening the General Meeting of Shareholders shall perform the following tasks:

- a. To prepare the list of shareholders entitled to attend the meeting;
- b. To provide information and resolve complaints related to the list of shareholders;
- c. To prepare the agenda and contents of the meeting;
- d. To prepare documents for the meeting;
- e. To draft resolutions of the General Meeting of Shareholders based on the proposed agenda; and to prepare the list and detailed information of candidates in case of election of members of the Board of Directors or the Supervisory Board;
- f. To determine the time and venue of the meeting;
- g. To send notices of invitation to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;
- h. To perform other tasks serving the meeting.

Article 14. Committees Assisting the Board of Directors

1. The Board of Directors may establish subordinate committees to be in charge of development policies, personnel, remuneration, internal audit, and risk management. The

number of members of each committee shall be decided by the Board of Directors, with a minimum of three (03) members per committee, including members of the Board of Directors and external members. Non-executive members of the Board of Directors shall constitute the majority of each committee, and one of such members shall be appointed as the Chairperson of the committee by decision of the Board of Directors. The operation of each committee must comply with the regulations of the Board of Directors. Resolutions of a committee shall be valid only when approved by a majority of members attending and voting at the committee meeting.

2. The implementation of decisions of the Board of Directors or its subordinate committees must comply with applicable laws and the provisions of the Company's Charter and the Internal Regulations on Corporate Governance.

Chapter IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 15. Meetings of the Board of Directors

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 date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member who receives the highest number or percentage of votes. In the event that more than one member receives the same highest number or percentage of votes, such members shall elect, by majority rule, one among them to convene the meeting of the Board of Directors.

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

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

a. At the request of the Supervisory Board or an independent member of the Board of Directors;

b. At the request of the General Director or at least five (05) other managers;;

c. At the request of at least two (02) members of the Board of Directors;

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

5. The Chairman of the Board of Directors must convene a meeting within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article. In case of failure to convene such meeting, the Chairman shall be liable for any damage caused to the Company; the requesting party shall have the right to convene the meeting in place of the Chairman.

6. The Chairman of the Board of Directors or the person convening the meeting must send the notice of meeting at least three (03) working days prior to the meeting date. The

notice must specify the time and venue, agenda, and matters to be discussed and decided. The notice must be accompanied by meeting documents and voting forms.

The notice may be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed in the Company's Charter, provided that it is delivered to the registered contact address of each member of the Board of Directors.

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

Members of the Supervisory Board have the right to attend meetings of the Board of Directors, to discuss, but not to vote.

8. A meeting of the Board of Directors shall be conducted when at least three-fourths (3/4) of the total number of members attend. If the first meeting does not meet this quorum, a second meeting shall be convened within seven (07) days from the intended date of the first meeting. In such case, the meeting shall be conducted if more than half of the members attend.

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

- a. Attending and voting in person at the meeting;
- b. Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
- c. Attending and voting via online conference, electronic voting, or other electronic means;
- d. Sending voting ballots to the meeting by mail, fax, or email;

10. In case voting ballots are sent by mail, such ballots must be sealed in an envelope and delivered to the Chairman at least one (01) hour before the opening of the meeting. Ballots shall only be opened in the presence of all attendees.

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

12. Meetings via electronic/online means

a. Meetings of the Board of Directors may be held via online conference among members located in different places, provided that each participating member is able to:

- Hear each other member speaking during the meeting;
- Speak to all other participants simultaneously.

b. Communication among members may be conducted directly via telephone or other communication means, or a combination thereof. Under these Regulations, members participating in such meetings shall be deemed "present" at the meeting. The venue of the meeting shall be the place where the largest number of members are gathered, or, if there is no such group, the place where the Chairperson of the meeting is present.

c. Decisions adopted at duly convened and conducted online meetings shall take effect immediately upon the conclusion of the meeting but must be confirmed by the signatures in the minutes of all attending members. No member may refuse to sign the minutes, except where such member has expressed dissent or reserved their opinion regarding the adopted decisions during the meeting.

13. Attendees at meetings of the Board of Directors

a. Attendees include the Chairman, members of the Board of Directors, members of the Supervisory Board, and the General Director (invited as an observer).

b. Other managers, and representatives of Party organizations, trade unions, and youth unions may be invited to attend where necessary.

c. When discussing matters within the decision-making authority of state authorities, the Board of Directors may invite representatives of relevant state authorities to attend.

d. Invitees who are not members of the Board of Directors may express opinions but shall not have voting rights.

14. Preparation of meeting contents.

a. Unless otherwise provided, the General Director shall be responsible for preparing matters for discussion at Board meetings as requested by the Board of Directors.

b. Members of the Board of Directors and its committees shall, as assigned by the Chairman, review the prepared materials and propose opinions or solutions for the Board of Directors to consider and decide.

15. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of attending members; in case of a tie, the final decision shall follow the opinion of the Chairman of the Board of Directors.

Article 16. Minutes of Meetings of the Board of Directors

1. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded or otherwise recorded and stored in electronic form. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, and shall include the following principal contents:

a. Name, address of the head office, and enterprise registration number;

b. Time and venue of the meeting;

c. Purpose, agenda, and contents of the meeting;

d. Full name of each attending member or authorized representative and the method of attendance; full name of members absent and the reasons for absence;

e. Matters discussed and voted on at the meeting;

f. Summary of opinions expressed by each attending member in chronological order of the meeting;

g. Voting results, clearly stating members voting in favor, against, and abstaining;

h. Matters approved and the corresponding voting ratios;

i. Full name and signatures of the chairperson of the meeting and the minute-taker, except as provided in Clause 2 of this Article.

2. In case the chairperson or the minute-taker refuses to sign the minutes, the minutes shall nevertheless be valid if signed by all other attending members of the Board of Directors and containing all the contents specified in Points a, b, c, d, e, f, g, and h, Clause 1 of this Article.

3. The chairperson, the minute-taker, and the signatories to the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of the Board of Directors meeting.

4. Minutes of meetings of the Board of Directors and documents used in such meetings must be kept at the Company's head office.

5. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of any discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

Article 17. Adoption of Resolutions of the Board of Directors by Written Opinion

a. For matters where it is not necessary to convene a meeting of the Board of Directors or where a meeting cannot be convened, the Chairman of the Board of Directors may collect written opinions from members of the Board of Directors, provided that all members receive full documentation relating to the matters proposed for consideration and resolution.

b. A resolution adopted by way of written opinions shall be approved on the basis of the majority of votes in favor by members of the Board of Directors entitled to vote. Such resolution shall have the same validity and effect as a resolution adopted at a duly convened and held meeting of the Board of Directors.

Chapter V

REPORTING AND DISCLOSURE OF INTERESTS

Article 18. Submission of Annual Reports

1. At the end of each fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:

- a. Report on the Company's business performance;
- b. Financial statements;
- c. Report on the assessment of management and administration of the Company;
- d. Evaluation report of the Supervisory Board.

2. The reports specified in Points a, b, and c, Clause 1 of this Article must be submitted to the Supervisory Board for appraisal no later than five (05) days prior to the opening date of the Annual General Meeting of Shareholders, unless otherwise provided in the Company's Charter.

3. The reports specified in Clauses 1 and 2 of this Article, the appraisal report of the Supervisory Board, and the audit report must be kept at the Company's head office no later than ten (10) days prior to the opening date of the Annual General Meeting of Shareholders.

Shareholders who have held shares of the Company continuously for at least one (01) year shall have the right, either individually or together with a lawyer, accountant, or certified auditor, to directly review the reports specified in this Article.

Article 19. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors

1. The Company shall be entitled to pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.
2. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days required to fulfill the duties of each member and the daily rate of remuneration. The Board of Directors shall determine the remuneration for each member on the basis of consensus. The total remuneration and bonuses 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 accounted for as a business expense of the Company in accordance with the laws on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions, or members serving on committees of the Board of Directors, or performing tasks beyond the normal scope of duties of a Board member, may be paid additional remuneration in the form of lump-sum payments per assignment, salaries, commissions, profit-sharing percentages, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, and other reasonable expenses incurred in the performance of their duties, including expenses incurred for attending meetings of the General Meeting of Shareholders, the Board of Directors, or its committees.
6. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval of the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of law or the Company's Charter.

Article 20. Disclosure of Related Interests

The disclosure of interests and related persons of the Company shall be carried out in accordance with the following provisions:

1. Members of the Board of Directors must declare to the Company their related interests, including:
 - a. Name, enterprise registration number, address of head office, business lines of enterprises in which they own contributed capital or shares; the ownership ratio and the time of such ownership;

b. Name, enterprise registration number, address of head office, business lines of enterprises in which their related persons jointly or separately own more than ten percent (10%) of the charter capital.

2. The declaration specified in Clause 1 of this Article must be made within seven (07) working days from the date on which the related interest arises; any amendment or supplementation must be notified to the Company within seven (07) working days from the date of such amendment or supplementation.

3. Members of the Board of Directors who, in their own name or on behalf of others, perform work in any form within the scope of the Company's business activities must disclose the nature and contents of such work to the Board of Directors and may only perform such work upon approval by the majority of the remaining members of the Board of Directors. If such work is performed without disclosure or without approval of the Board of Directors, all income derived from such activities shall belong to the Company.

Chapter VI

RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 21. Relationship among Members of the Board of Directors

1. The relationship among members of the Board of Directors is one of coordination. Members shall be responsible for informing one another of relevant matters in the course of handling assigned tasks.

2. In the course of handling work, the member primarily responsible shall proactively coordinate with other members where matters relate to areas under their responsibility. In case of differing opinions among members, the member primarily responsible shall report to the Chairman of the Board of Directors for consideration and decision within his/her authority, or for convening a meeting or collecting opinions of the Board members in accordance with the law, the Company's Charter, and these Regulations.

3. In the event of reassignment among members of the Board of Directors, such members must hand over their work, files, and relevant documents. Such handover must be documented in writing and reported to the Chairman of the Board of Directors.

Article 22. Relationship with the Executive Management

In its governance role, the Board of Directors shall issue resolutions for implementation by the General Director and the executive management. At the same time, the Board of Directors shall examine and supervise the implementation of such resolutions.

Article 23. Principles of Coordination between the Board of Directors and the General Director

1. The Board of Directors and the General Director shall coordinate their activities to ensure unity in management and administration; maintain internal solidarity; and strengthen mutual support in leadership and direction for the development of the Company, in compliance with applicable laws and the Company's Charter.

2. The Board of Directors shall perform its duties through resolutions and decisions and require the General Director to implement them. Except in urgent cases arising from business operations, the Board of Directors shall process and respond within seven (07) days from the date of receipt of submissions or official requests from the General Director. For major matters requiring a Board meeting or collection of written opinions from Board members, the Board of Directors shall process and respond within fifteen (15) days.

3. For the execution of contracts involving responsibilities of the Board of Directors or requiring approval of the Board, the General Director shall notify the Chairman of the Board of Directors to attend or to designate another Board member to attend on behalf of the Board if deemed necessary.

4. For meetings convened by relevant authorities, partners, or customers (unless addressed to a specific individual), which are of special importance and relate to organizational restructuring, mechanisms, policies, medium- and long-term development directions, or the resolution of major pending issues of the Company, the General Director shall inform the Board of Directors so that it may attend if possible.

5. Responsibilities of the General Director in working relations with the Board of Directors

5.1. The General Director is responsible for organizing the implementation of resolutions and decisions of the Board of Directors and the General Meeting of Shareholders. During implementation, if any issue detrimental to the Company is identified, the General Director must promptly report to the Board of Directors for consideration and possible adjustment of such resolutions or decisions. If the Board of Directors does not make any adjustment, the General Director must still implement them but has the right to reserve his/her opinion and make recommendations.

The General Director has the right to refuse to implement resolutions or decisions of the Board of Directors or its members if such resolutions or decisions are deemed contrary to law, the Company's Charter, or resolutions of the General Meeting of Shareholders; at the same time, the General Director must immediately notify the Supervisory Board in writing and shall be personally responsible before the law and the Board of Directors for such opinions.

5.2. Other responsibilities of the General Director are specified in Clause 4, Article 35 of the Company's Charter.

Article 24. Relationship with the Supervisory Board

1. The relationship between the Board of Directors and the Supervisory Board is one of coordination. Their working relationship shall be based on the principles of equality and independence, while ensuring close coordination and mutual support in the performance of their duties.

2. Upon receipt of inspection minutes or summary reports from the Supervisory Board, the Board of Directors shall review them and direct relevant departments to develop plans and promptly implement corrective measures.

Chapter VII
IMPLEMENTATION PROVISIONS

Article 25. Effectiveness

The Regulation on the operation of the Board of Directors of Art Design & Communication Joint Stock Company, comprising seven (07) chapters and twenty-five (25) articles, shall take effect from [day] [month], 2026.

ART DESIGN & COMMUNICATION JOINT STOCK COMPANY
ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

DANG VIET MANH



**ART DESIGN & COMMUNICATION
JOINT STOCK COMPANY**

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

Hanoi, date month year 2026

**REGULATION ON THE OPERATION OF THE BOARD OF SUPERVISORS
ART DESIGN & COMMUNICATION JOINT STOCK COMPANY**



- Pursuant to the Law on Enterprises dated June 17, 2020;;
- Pursuant to the Law on Securities dated November 26, 2019;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance providing guidance on corporate governance applicable to public companies as stipulated in Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the Charter of Art Design & Communication Joint Stock Company;
- Pursuant to Resolution of the General Meeting of Shareholders No./NQĐHCD-MTTT dated month 2026.

The Regulation on the Operation of the Board of Supervisors of Art Design & Communication Joint Stock Company includes the following contents:

Chapter I

GENERAL PROVISIONS

Article 1. Scope of Regulation and Subjects of Application

1. Scope of regulation: The Regulation on the operation of the Board of Supervisors provides for the organizational structure, personnel, standards, conditions, rights and obligations of the Board of Supervisors and its members in accordance with the Law on Enterprises, the Company's Charter, and other relevant regulations.
2. Subjects of application: This Regulation on the operation of the Board of Supervisors applies to the Board of Supervisors and its members.

Article 2. Principles of Operation of the Board of Supervisors

The Board of Supervisors operates on a collegial basis. Its members shall be individually responsible for their assigned duties and jointly responsible before the General



Meeting of Shareholders and before the law for the activities and decisions of the Board of Supervisors.

Chapter II

MEMBERS OF THE BOARD OF SUPERVISORS

Article 3. Rights, Obligations and Responsibilities of Members of the Board of Supervisors

1. To comply with laws, the Company's Charter, resolutions of the General Meeting of Shareholders, and professional ethics in the performance of assigned rights and obligations.
2. To perform assigned rights and obligations honestly, prudently, and to the best of their ability in order to ensure the maximum lawful interests of the Company.
3. To be loyal to the interests of the Company and its shareholders; not to abuse their position or authority or use information, know-how, business opportunities, or other assets of the Company for personal gain or for the benefit of other organizations or individuals.
4. To fulfill other obligations as prescribed by the Law on Enterprises, the Law on Securities, and the Company's Charter.
5. In case of violation of the provisions in Clauses 1, 2, 3, and 4 of this Article causing damage to the Company or other parties, the member of the Board of Supervisors shall bear personal or joint liability for such damages. Any income or other benefits obtained from such violations must be returned to the Company.
6. In case a member of the Board of Supervisors detects that another member has committed a violation in performing assigned rights and obligations, he/she must notify the Board of Supervisors in writing and request the violating member to cease the violation and remedy its consequences.

Article 4. Term of Office and Number of Members of the Board of Supervisors

1. The Board of Supervisors shall consist of three (03) members. The term of office of each member shall not exceed five (05) years and members may be re-elected for an unlimited number of terms.
2. Members of the Board of Supervisors are not necessarily required to be shareholders of the Company.
3. More than half of the members of the Board of Supervisors must reside in Vietnam.

4. In case all members of the Board of Supervisors reach the end of their term at the same time and new members have not yet been elected, the outgoing members shall continue to exercise their rights and perform their obligations until the new members are elected and assume their duties.

Article 5. Standards and Conditions for Members of the Board of Supervisors

1. Members of the Board of Supervisors must satisfy the following standards and conditions:

a. Having full civil act capacity and not falling into the cases specified in Clause 2, Article 17 of the Law on Enterprises;

b. Being trained in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a discipline relevant to the Company's business activities;

c. Not being a family member of members of the Board of Directors, the General Director, or other managers;

d. Not being a manager of the Company and not necessarily being a shareholder or employee of the Company;

e. Not working in the accounting or finance department of the Company;

f. Not being a member or employee of an approved independent auditing firm that has conducted audits of the Company's financial statements within the preceding three (03) consecutive years;

g. Meeting other standards and conditions as prescribed by relevant laws.

2. In addition to the standards and conditions specified in Clause 1 of this Article, members of the Board of Supervisors of a public company as prescribed in Point b, Clause 1, Article 88 of the Law on Enterprises must not be family members of the Company's managers or those of its parent company; representatives of capital contributed by enterprises; or representatives of state capital at the parent company and at the Company.

Article 6. Head of the Board of Supervisors

1. The Head of the Board of Supervisors must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a discipline relevant to the Company's business activities.

2. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; such election, dismissal, and removal shall be decided by majority vote.

3. The rights and obligations of the Head of the Board of Supervisors shall be stipulated in the Company's Charter.

Article 7. Nomination and Self-nomination of Members of the Board of Supervisors

1. Shareholders or groups of shareholders holding 10% or more of the total number of ordinary shares shall have the right to nominate candidates to the Board of Supervisors. The nomination shall be carried out as follows:

a. Ordinary shareholders forming a group to nominate candidates to the Board of Supervisors must notify other attending shareholders of such grouping prior to the opening of the General Meeting of Shareholders; the nomination of members of the Board of Supervisors shall be conducted in accordance with Clause 2, Article 25 of the Company's Charter.

b. Based on the number of members of the Board of Supervisors, shareholders or groups of shareholders specified in this Clause shall have the right to nominate one or more candidates, as decided by the General Meeting of Shareholders, for election to the Board of Supervisors. In case the number of candidates nominated by such shareholders or groups of shareholders is fewer than the number they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.

2. In case the number of candidates for the Board of Supervisors through nomination and self-nomination is still insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Supervisors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and this Regulation on the operation of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

Article 8. Method of Election, Dismissal and Removal of Members of the Board of Supervisors

1. The election, dismissal, and removal of members of the Board of Supervisors shall fall under the authority of the General Meeting of Shareholders.

2. Voting for the election of members of the Board of Supervisors shall be conducted by the cumulative voting method, whereby each shareholder has a total number of votes corresponding to the number of shares owned multiplied by the number of members to be elected to the Board of Supervisors. A shareholder may allocate all or part of their total votes to one or more candidates. Elected members of the Board of Supervisors shall be determined based on the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the required number of members as stipulated in the Company's Charter is reached. In the event that two or more candidates receive an equal number of votes for the final position, a re-election shall be conducted among those candidates or selection

shall be made in accordance with the criteria specified in the election regulations or the Company's Charter.

Article 9. Cases of Dismissal and Removal of Members of the Board of Supervisors

1. The General Meeting of Shareholders shall dismiss a member of the Board of Supervisors in the following cases:

- a. No longer meeting the standards and conditions for being a member of the Board of Supervisors as prescribed in Article 169 of the Law on Enterprises and this Regulation;
- b. Submitting a resignation letter which is accepted;
- c. Other cases as stipulated in the Company's Charter.

2. The General Meeting of Shareholders shall remove a member of the Board of Supervisors in the following cases:

- a. Failing to fulfill assigned duties and responsibilities;
- b. Failing to exercise their rights and perform their obligations for six (06) consecutive months, except in cases of force majeure;
- c. Repeatedly committing violations or committing serious violations of the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Company's Charter;
- d. Other cases as resolved by the General Meeting of Shareholders.

Article 10. Announcement of Election, Dismissal and Removal of Members of the Board of Supervisors

1. In case candidates for the Board of Supervisors have been identified, the Company must disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review the candidates before voting. Candidates for the Board of Supervisors must provide a written commitment to the truthfulness and accuracy of the disclosed personal information and undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Supervisors. Information relating to candidates for the Board of Supervisors to be disclosed includes:

- a. Full name; date of birth;
- b. Professional qualifications;
- c. Working experience;
- d. Other managerial positions;
- e. Interests related to the Company and its related parties;
- f. Other information (if any) as prescribed in the Company's Charter;

g. The Company is responsible for disclosing information about companies in which the candidates hold managerial positions and the candidates' related interests with respect to the Company (if any).

2. The announcement of the results of the election, dismissal, and removal of members of the Board of Supervisors shall be carried out in accordance with regulations on information disclosure.

Chapter III

BOARD OF SUPERVISORS

Article 11. Rights, Obligations and Responsibilities of the Board of Supervisors

1. The Board of Supervisors shall supervise the Board of Directors and the General Director in the management and operation of the Company.

2. To examine the reasonableness, legality, honesty, and prudence in management and operation of business activities; and the consistency, systematic nature, and appropriateness of accounting, statistics, and financial reporting.

3. To appraise the completeness, legality, and accuracy of reports on business performance, annual and semi-annual financial statements of the Company; to evaluate reports on the management activities of the Board of Directors and submit appraisal reports at the Annual General Meeting of Shareholders. To review contracts and transactions with related persons subject to approval by the Board of Directors or the General Meeting of Shareholders, and to provide recommendations on contracts and transactions requiring such approval.

4. To review, examine, and assess the effectiveness and efficiency of the internal control system, internal audit, risk management, and early warning system of the Company.

5. To examine accounting books, accounting records, and other documents of the Company, as well as the management and operation of the Company when deemed necessary or as required by resolutions of the General Meeting of Shareholders or at the request of shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises.

6. At the request of shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises, the Board of Supervisors shall conduct an inspection within seven (07) working days from the date of receipt of the request. Within fifteen (15) days from the completion of the inspection, the Board of Supervisors must report on the inspected matters to the Board of Directors and the requesting shareholders or groups of

shareholders. Such inspection must not obstruct the normal operations of the Board of Directors or disrupt the Company's business operations.

7. To propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure for management, supervision, and operation of the Company's business activities.

8. Upon detecting that a member of the Board of Directors or the General Director violates provisions of Article 165 of the Law on Enterprises, to promptly notify the Board of Directors in writing, request the violator to cease the violation, and implement remedial measures.

9. To attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the Company.

10. To use independent consultants and the internal audit department to perform assigned duties.

11. The Board of Supervisors may consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.

12. To examine specific matters relating to the management and operation of the Company at the request of shareholders.

13. To request the Board of Directors to convene an extraordinary General Meeting of Shareholders.

14. To replace the Board of Directors in convening a General Meeting of Shareholders within thirty (30) days in case the Board of Directors fails to do so as prescribed in Clause 3, Article 140 of the Law on Enterprises.

15. To request the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

16. To review, extract, and copy part or all of the declared contents of the list of related persons and their related interests as prescribed in Clauses 1 and 2, Article 164 of the Law on Enterprises.

17. To propose and recommend to the General Meeting of Shareholders for approval the list of approved auditing firms to audit the Company's financial statements; and to select approved auditing firms to inspect the Company's operations when necessary.

18. To be responsible to shareholders for its supervisory activities.

19. To supervise the financial status of the Company and the compliance with laws by members of the Board of Directors, the General Director, and other managers in their activities.
20. To ensure coordination with the Board of Directors, the General Director, and shareholders.
21. In case of detecting violations of law or the Company's Charter by members of the Board of Directors, the General Director, or other executives, the Board of Supervisors must notify the Board of Directors in writing within forty-eight (48) hours, request the violator to cease the violation, and take remedial actions.
22. To develop the Regulation on the operation of the Board of Supervisors and submit it to the General Meeting of Shareholders for approval.
23. To witness the vote counting conducted by the Board of Directors and prepare the vote counting minutes, if requested by the Board of Directors, in cases of collecting shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders.
24. The Head of the Board of Supervisors shall preside over the process for the General Meeting of Shareholders to elect the chairperson of the meeting in cases where the Chairman is absent or temporarily unable to perform his/her duties and the remaining members of the Board of Directors fail to elect a chairperson. In such case, the person receiving the highest number of votes shall act as the chairperson of the meeting.
25. To perform other rights and obligations as prescribed by the Law on Enterprises, the Company's Charter, and resolutions of the General Meeting of Shareholders.

Article 12. Right of the Board of Supervisors to Access Information

1. Documents and information must be provided to members of the Board of Supervisors at the same time and in the same manner as those provided to members of the Board of Directors, including:
 - a. Notices of meetings, ballots for collecting opinions of members of the Board of Directors, and accompanying documents;
 - b. Resolutions, decisions, and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;
 - c. Reports of the General Director submitted to the Board of Directors or other documents issued by the Company.

2. Members of the Board of Supervisors have the right to access files and documents of the Company stored at the head office, branches, and other locations; and have the right to visit workplaces of managers and employees of the Company during working hours.

3. The Board of Directors, its members, the General Director, and other managers must provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Company upon request of members of the Board of Supervisors or the Board of Supervisors.

Article 13. Responsibilities of the Board of Supervisors in Convening Extraordinary General Meetings of Shareholders

1. The Board of Supervisors is responsible for replacing the Board of Directors in convening a General Meeting of Shareholders within thirty (30) days in cases where the Board of Directors fails to convene such meeting in the following circumstances:

a. The number of remaining members of the Board of Directors or the Board of Supervisors is fewer than the minimum required by law;

b. At the request of shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises;

c. Upon request of the Board of Supervisors to convene an extraordinary General Meeting of Shareholders where the Board of Directors fails to do so.

2. In case the Board of Supervisors fails to convene a General Meeting of Shareholders as prescribed, it must compensate the Company for any damages incurred.

3. The costs of convening and conducting the General Meeting of Shareholders as prescribed in Clause 1 of this Article shall be reimbursed by the Company.

Chapter IV

MEETINGS OF THE BOARD OF SUPERVISORS

Article 14. Meetings of the Board of Supervisors

1. The Board of Supervisors shall meet at least twice (02) per year. Meetings may be held in person or online. The quorum for a meeting shall be at least two-thirds (2/3) of the total number of members of the Board of Supervisors.

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of approved auditing organizations to attend meetings and respond to matters requiring clarification.

Article 15. Minutes of Meetings of the Board of Supervisors

Minutes of meetings of the Board of Supervisors must be prepared in a detailed and clear manner. The minute-taker and all attending members of the Board of Supervisors must sign the minutes. Such minutes must be properly archived to determine the responsibilities of each member of the Board of Supervisors.

Chapter V

REPORTING AND DISCLOSURE OF INTERESTS

Article 16. Submission of Annual Reports

Reports of the Board of Supervisors at the Annual General Meeting of Shareholders shall include the following contents:

1. A report on the Company's business performance and on the performance of the Board of Directors and the General Director, to be submitted to the General Meeting of Shareholders for approval at the annual meeting.
2. A self-assessment report on the performance of the Board of Supervisors and its members.
3. Remuneration, operating expenses, and other benefits of the Board of Supervisors and each of its members.
4. A summary of meetings of the Board of Supervisors and its conclusions and recommendations; results of supervision over the Company's operations and financial status.
5. An evaluation report on transactions between the Company, its subsidiaries, and other companies in which the Company holds more than fifty percent (50%) of the charter capital, with members of the Board of Directors, the General Director, and their related persons; as well as transactions between the Company and companies in which members of the Board of Directors are founders or managers within the three (03) years preceding the transaction.
6. Results of supervision over the Board of Directors, the General Director, and other executives of the Company.
7. Results of the evaluation of coordination between the Board of Supervisors and the Board of Directors, the General Director, and shareholders.
8. Proposals and recommendations to the General Meeting of Shareholders for approval of the list of approved auditing firms to audit the Company's financial statements; and auditing firms to conduct inspections of the Company's operations when deemed necessary.

Article 17. Salary and Other Benefits

Salaries, remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented as follows:

1. Members of the Board of Supervisors shall be entitled to salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.
2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses for accommodation, travel, and the use of independent consulting services. The total amount of such remuneration and expenses shall not exceed the annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries and operating expenses of the Board of Supervisors shall be accounted for as business expenses of the Company in accordance with corporate income tax regulations and other relevant laws, and must be separately itemized in the Company's annual financial statements.

Article 18. Disclosure of Related Interests

1. Members of the Board of Supervisors must declare to the Company their related interests, including:
 - a. Name, enterprise code, head office address, business lines of enterprises in which they are owners or hold contributed capital or shares; the ownership ratio and the time of such ownership;
 - b. Name, enterprise code, head office address, business lines of enterprises in which their related persons are owners, co-owners, or hold separately contributed capital or shares exceeding 10% of the charter capital.
2. The declaration as prescribed in Clause 1 of this Article must be made within seven (07) working days from the date on which related interests arise; any amendments or supplements must be notified to the Company within seven (07) working days from the date of such changes.
3. Members of the Board of Supervisors and their related persons may only use information obtained by virtue of their position for the benefit of the Company.
4. Members of the Board of Supervisors are obligated to notify in writing the Board of Directors and the Board of Supervisors of transactions between the Company, its subsidiaries,

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and other companies in which the Company holds more than fifty percent (50%) of the charter capital, with such members or their related persons in accordance with the law. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on these resolutions in accordance with securities laws on information disclosure.

5. Members of the Board of Supervisors and their related persons must not use or disclose internal information to others for the purpose of conducting related transactions.

Chapter VI

RELATIONSHIPS OF THE BOARD OF SUPERVISORS

Article 19. Relationship among Members of the Board of Supervisors

Members of the Board of Supervisors shall have independent relationships, not dependent on one another, but shall coordinate and cooperate in performing their duties to ensure the effective implementation of the rights, obligations, and responsibilities of the Board of Supervisors in accordance with the law and the Company's Charter. The Head of the Board of Supervisors shall coordinate the general activities of the Board of Supervisors but shall not have the authority to control other members.

Article 20. Relationship with the Executive Board

The Board of Supervisors shall maintain an independent relationship with the Company's Executive Board and shall perform the function of supervising the activities of the Executive Board.

Article 21. Relationship with the Board of Directors

The Board of Supervisors shall maintain an independent relationship with the Company's Board of Directors and shall perform the function of supervising the activities of the Board of Directors.

Chapter VII

IMPLEMENTATION PROVISIONS

Article 22. Amendments and Supplements

1. Any amendments or supplements to this Regulation shall be drafted and developed by the Board of Supervisors and submitted to the General Meeting of Shareholders for approval.

2. In cases where relevant legal provisions governing the Company's operations are not yet included in this Regulation, or where new legal provisions differ from those set out herein, such legal provisions shall automatically apply and govern the Company's operations.

Article 23. Effectiveness

This Regulation consists of seven (07) chapters and twenty-three (23) articles, and was unanimously approved by the General Meeting of Shareholders of Art Design & Communication Joint Stock Company on April 2026, together with the full acceptance of its effectiveness.

**ART DESIGN & COMMUNICATION JOINT STOCK COMPANY
ON BEHALF OF THE BOARD OF SUPERVISORS
HEAD OF THE BOARD OF SUPERVISORS**

NGUYEN THI THU HONG



VIETNAM EDUCATION PUBLISHING HOUSE
ART DESIGN & COMMUNICATION JOINT
STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi,, 2026

Draft



BOARD OF DIRECTORS' ACTIVITIES REPORT AT THE 2026 GENERAL MEETING OF SHAREHOLDERS

Part one

2025 PERFORMANCE RESULTS

A – BOARD OF DIRECTORS

The Board of Directors of Art Design & Communication Joint Stock Company was elected to consist of 05 members:

1. Dang Viet Manh – Chairman of the Board of Directors (From April 25, 2025)
2. Dinh Gia Le – Member of the Board of Directors
3. Pham Van Thang – Member of the Board of Directors and CEO
4. Nguyen Bich La – Member of the Board of Directors and Deputy Director
5. Pham Huy Phong – Member of the Board of Directors

B – BOARD OF DIRECTORS' ACTIVITIES REPORT 2025

I – Compensation, operating expenses and other benefits

Remuneration, operating expenses and other benefits of the Board of Directors and members of the Board of Directors are included in the company's business expenses in accordance with the provisions of the law on corporate income tax and are shown in the company's financial statements.

II – Summary of Board of Directors meetings and Board of Directors decisions

In 2025, the Board of Directors held 7 meetings (official and unofficial) to decide on important issues and promptly direct and resolve difficulties and problems in production and business activities.

1. 1st session 2025

- Meeting time: 09/01/2025.
- Decide on the contents:
 - o Approval of 2024 business and production results.
 - o Some key tasks in the first quarter of 2025.

2. 2nd session 2025

- Meeting time: 05/03/2025.
- Decide on the contents:
 - o Approval of the last registration date to exercise the right to attend the 2025 Shareholders' Meeting.
 - o Approval of the last registration date to exercise the right to receive interim cash dividends for 2024.

3. 3rd session 2025

- Meeting time: 01/04/2025.
- Decide on the contents:
 - o Approval of production and business results for the first quarter of 2025.
 - o Approval of the content of the Documents before the 2025 Annual General Meeting of Shareholders.
 - o Some key tasks for the second quarter of 2025.

4. 4th session 2025

- Meeting time: 25/04/2025.
- Decide on the contents:
 - o Agree to resign from the position of Chairman of the Board of Directors of Mr. Dinh Gia Le.
 - o Elect Chairman of the Board of Directors for the term 2023 – 2028 from April 25, 2025.

5. 5th session 2025

- Meeting time: 27/06/2025.
- Decide on the contents:
 - o Approval of the selection of the auditor for 2025.
 - o Appointment of the person in charge of corporate governance.

6. 6th session 2025

- Meeting time: 09/07/2025.
- Decide on the contents:
 - o Approval of production and business results for the first 6 months of 2025
 - o Approval of the company's salary fund plan for 2025
 - o Some key tasks for the second quarter of 2025.



7. 7th Session 2025

- Meeting time: 13/10/2025.
- Decide on the contents:
 - o Approval of business performance results for the first nine (09) months of 2025.
 - o Key tasks for the fourth quarter of 2025.

III – Report on Related Party Transactions

- Transactions between the Company and members of the Board of Directors and their related persons: None.
- Transactions between the Company and other companies in which members of the Board of Directors are founding shareholders or have acted as managers within the last three (03) years prior to the transaction: None.

IV – Activities of Independent Members of the Board of Directors and Their Assessment of the Board’s Performance

1. Activities of Independent Members of the Board of Directors

- Fully attended all meetings of the Board of Directors.
- Provided independent opinions on strategy, finance, and risk control in the Company’s business operations.

2. Assessment Results by Independent Members of the Board of Directors

- The Board of Directors convened regular and ad hoc meetings in accordance with the Company’s Charter, the Regulation on organization and operation of the Board of Directors, and applicable laws.
- The Board of Directors issued Resolutions and Decisions to manage the Company’s business operations in line with its strategic direction and policies on each matter.
- The Board of Directors supervised the activities of the Board of Management in implementing the resolutions of the General Meeting of Shareholders. Such supervisory activities were conducted objectively and prudently to ensure transparency and to protect the lawful rights and interests of shareholders.

V – Monitoring results for the Board of Management

The Board of Management has performed well the assigned tasks. The company operates stably, complying with the provisions of State Law.

Part two

2026 OPERATION PLAN

Our Board of Directors, with the function of representing shareholders, sets out strategic directions and develops a master plan for 2026, specifically:

1. Continue to direct the company's development direction to maintain growth momentum.
2. Closely monitor the development of production and business situation in 2026 to make timely adjustments in direction and development orientation.
3. Orientation for the Board of Management: Actively seek and exploit to expand production and business activities; Take advantage of all opportunities, focus on investing in product development and market expansion; Complete and improve the efficiency of corporate governance; Focus on improving the quality of human resources to keep up with the operational requirements and long-term development strategy of the Company.

Based on the Resolution of the General Meeting of Shareholders today, the Board of Directors will continue to concretize it into Resolutions, and at the same time focus on directing and supervising the Board of Management to successfully implement the 2026 production and business plan.

Our Board of Directors commits to continue to make efforts to comprehensively, closely and specifically direct all production and business activities of the company to preserve capital, the rate of return on capital, dividends and shareholders' rights.

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Above is the entire content of the Board of Directors' activities in 2025 and the orientation of the 2026 operating plan.

On behalf of the Board of Directors of Art Design & Communication Joint Stock Company, I would like to sincerely thank the delegates for their attendance as well as the trust that shareholders have placed in the Board of Directors.

Wishing shareholders good health and sincerely thanking!

**BOARD OF DIRECTORS
CHAIRMAN**

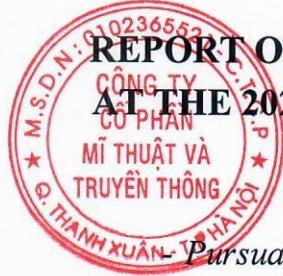
Dang Viet Manh





Draft

Hanoi, April, 2026



**REPORT ON THE ACTIVITIES OF THE BOARD OF SUPERVISORS
AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Pursuant to the Law on Enterprises of the Socialist Republic of Vietnam No. 59/2020/QH14 dated June 17, 2020;

- Pursuant to the Charter of Art Design & Communication Joint Stock Company;*
- Pursuant to the audited financial statements for 2025 audited by AASC Auditing Firm Company Limited;*
- Based on the appraisal, inspection and supervision of the Company's actual management and business operations.*

The Board of Supervisors respectfully reports the results of inspection and supervision of the Company's activities in 2025 as follows:

- Activities of the Board of Supervisors;
- Results of supervision over the Board of Directors and the Management Board;
- Results of supervision and evaluation of the Company's financial statements;
- Recommendations of the Board of Supervisors.

I. ACTIVITIES OF THE BOARD OF SUPERVISORS

1.1. Summary of Activities

Currently, the Board of Supervisors consists of 03 members:

Ms. Nguyen Thi Thu Hong – Head of the Board

Ms. Tran Thi Thu Huong – Member

Mr. Vu Duc Tinh – Member

In 2025, the Board of Supervisors carried out inspection and supervision of compliance with the Law on Enterprises and the Company's Charter in the management and operation of all business activities, specifically:

- Supervising the implementation of resolutions of the General Meeting of Shareholders by the Board of Directors and the Management Board;
- Supervising the implementation of the 2025 business plan;

- Reviewing the appropriateness of decisions issued by the Board of Directors and the Management Board; supervising procedures and processes for issuance of corporate documents in compliance with laws and the Company's Charter;
- Reviewing quarterly financial statements to assess the reasonableness of financial figures; supervising the Management Board in implementing recommendations from the independent auditor;
- Supervising information disclosure in compliance with the Company's Charter and regulations of the State Securities Commission.

1.2. Remuneration of the Board of Supervisors: VND 220,000,000.

II. RESULTS OF SUPERVISION OVER THE BOARD OF DIRECTORS AND MANAGEMENT BOARD

- Resolutions of the General Meeting of Shareholders and the Board of Directors were fully and seriously implemented. Financial targets approved at the beginning of the year exceeded the plan. The expected dividend for 2025 is 15%, to be paid in the near future.

- Decisions issued by the Board of Directors and the Management Board complied with procedures and were consistent with the Law on Enterprises and the Company's Charter.

- With a dynamic and creative workforce, the Company has maintained and developed relationships with traditional partners while expanding cooperation with new customers and partners. The Company has actively researched and implemented market, product, and sales strategy development; organized training programs to improve service quality to meet both short-term and long-term requirements.

- The Company currently operates a chain of bookstores and educational equipment stores under the AdcBook brand with strong market reputation, contributing significantly to overall profit. In 2025, new centers were opened: AdcBook Thanh Thai Center (Hanoi); AdcBook 35 Nguyen Duc Canh Center (Hai Phong).

- Corporate management and operations have become more structured and efficient; capital has been utilized effectively.

- Financial management has been conducted strictly in compliance with State regulations. Financial statements were prepared fully and on time. The 2025 financial statements were audited as required, and the audit confirmed that they fairly and accurately reflect the Company's financial position.

- Overall, management and operations complied with laws, regulations applicable to listed companies, resolutions of the General Meeting of Shareholders, and the Company's Charter. No disputes related to business operations arose during the year.

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- The Company complied well with information disclosure requirements of the State Securities Commission, including timely publication of periodic financial reports.

- In 2025, the Board of Supervisors did not receive any written complaints or opinions from shareholders or employees regarding the management of the Board of Directors or Management Board.

- Based on supervision results, the Board of Supervisors has no additional comments on the 2025 management report of the Board of Directors and the Management Board.

III. RESULTS OF SUPERVISION AND EVALUATION OF THE 2025 FINANCIAL STATEMENTS

The audited financial statements for 2025 fairly and accurately reflect the Company's financial position as at December 31, 2025, in accordance with applicable accounting standards and regulations.

Key Financial Indicators

No.	Item	Unit	31/12/2025	31/12/2024	Ratio
I	Total Assets	VND billion	192.1	174.9	109.90%
1	Current Assets	VND billion	161.7	148.3	109.00%
2	Non-current Assets	VND billion	30.5	26.5	114.90%
II	Total Liabilities & Equity	VND billion	192.1	174.9	109.90%
1	Liabilities	VND billion	106.7	91.7	116.30%
	Short-term liabilities	VND billion	106.7	91.7	116.30%
2	Equity	VND billion	85.5	83.2	102.80%
	Owner's contributed capital	VND billion	39.8	39.8	100.00%
	Development investment fund	VND billion	33.6	29.4	114.20%
	Undistributed after-tax profit	VND billion	12.1	14.0	86.50%
	Business Results		2025	2024	
III	Total revenue	VND billion	366.0	414.3	88.30%
	Profit before tax	VND billion	14.0	17.6	79.90%
	Profit after tax	VND billion	11.1	14.0	79.30%

1. Evaluation of Financial Statements

a. Compliance with Accounting Regulations:

- Accounting period and accounting currency used:
- + Accounting period: from January 1 to December 31 annually.
- + Accounting currency: Vietnamese Dong (VND).
- Applicable accounting standards and accounting regime:

- + Accounting standards: Vietnamese Accounting Standards and Circular No. 200/2014/TT-BTC and relevant amendments issued by the Ministry of Finance.
- + Accounting form: General Journal
- + Financial statements are prepared in accordance with Vietnamese accounting standards and regulations of Vietnam Education Publishing House

b. Reference Data

Based on audited financial statements by AASC Auditing Firm Company Limited as at December 31, 2025, issued on March 30, 2026.

2. Evaluation of Financial Indicators

- **Revenue:** VND 366 billion, reaching 93.8% of the approved plan and 88.3% compared to 2024.
- **Profit before tax:** VND 14 billion, reaching 91.5% of the plan and 79.9% compared to 2024.
- **Return on charter capital:** 35.2%
- **Dividend ratio:** 15% per year, achieving 100% of the plan. This is considered a high dividend level under current interest rate conditions, reflecting stable and sustainable development of the Company.

IV. RECOMMENDATIONS OF THE BOARD OF SUPERVISORS

It is forecasted that 2026 will continue to be a challenging year for the national economy in general and the Company's operations in particular. The Board of Supervisors will continue to perform its duties in accordance with the Company's Charter. To further strengthen development, the Board recommends:

- The Board of Directors and Management Board should continue to leverage strengths, actively explore new directions, develop and expand products to increase revenue.
- Continue to update and fully comply with State policies, regulations, and internal rules.
- Enhance training and professional development to improve staff capacity and operational efficiency.

This concludes the report of the Board of Supervisors presented to the 2026 General Meeting of Shareholders of Art Design & Communication Joint Stock Company. The Board of Supervisors has fulfilled all duties assigned by the General Meeting of Shareholders. On behalf of the Board, we sincerely thank the Board of Directors, Management Board, individuals, and shareholders for their cooperation and support.

Sincerely yours!

ON BEHALF OF THE BOARD OF SUPERVISORS

HEAD OF THE BOARD

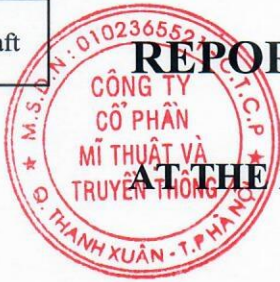
Recipients:

- Shareholders;
- Board of Directors,
- Management Board
- Chief Accountant.

Nguyen Thi Thu Hong



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**REPORT ON PRODUCTION AND BUSINESS
ACTIVITIES
AT THE 2026 GENERAL MEETING OF SHAREHOLDERS**

Part one

BUSINESS RESULTS IN 2025

I – BUSINESS PRODUCTION CONTEXT IN 2025

2025 was assessed as an exceptionally challenging year for the Company's production and business operations, marking the most difficult period to date. However, the Management firmly believes that in the coming years, these difficulties will gradually subside, the economy will show signs of recovery, and this will create favorable conditions for the Company's operations to stabilize and resume growth.

Regarding the Design and Fine Arts segment, following the completion of textbook-related projects, the volume of professional work faced significant challenges. Nevertheless, the team of artists made considerable efforts, proactively and actively seeking new work opportunities outside the existing system, thereby achieving encouraging results and contributing to maintaining the operation of this segment.

The year 2025 also marked a period of strong workforce streamlining within the Company. From a workforce of nearly 400 employees, the Company has now reduced its headcount to approximately 300. This restructuring has helped significantly reduce costs, while production and business activities have continued to operate steadily without negative impacts from the reorganization process.

Communications, administration, and accounting were among the areas that maintained stable performance throughout 2025.

Internally, the Company has remained united. It has effectively implemented grassroots democracy regulations, organized emulation movements efficiently, taken good care of employees' material and spiritual well-being, practiced thrift, and fully ensured all policies and benefits for its members.

The achievements of 2025 are the result of solidarity and coordinated efforts across the entire Company in overcoming a difficult period. These results demonstrate the shared determination and efforts of each individual, each department, and the Company as a whole over the past year.



II – SUMMARY OF BUSINESS RESULTS 2025

The Company's main areas of operation in 2025

- Publishing and releasing Educational products.
- Design and print publications for the Education sector.
- Trading in Books – Equipment and teaching aids ; Mini play area for children.
- Communication, organization of fairs, exhibitions, introduction of commercial products.

Summary data of the company's 2025 production and business plan

1. Target:

<i>Target</i>	Implementation 2025	Plan 2025	Ratio
Revenue	366 billion VND	390 billion VND	93,8%
Profit before tax	14,0 billion VND	15,3 billion VND	91,7%

2. Compare business results 2025/2024

<i>Target</i>	Implementation 2025	Implementation 2024	Ratio (2025/2024)
Revenue	366 billion VND	414,3 billion VND	88,3%
Profit before tax	14,0 billion VND	17,6 billion VND	79,9%

III – PROFIT DISTRIBUTION AND FUNDS ESTABLISHMENT IN 2025

Target	Amount (VND)
Profit before tax	14.025.111.434
Corporate income tax	2.955.417.289
Profit after tax	11.069.694.145
<i>Distribution of profit after tax</i>	
Dividend (15% / face value)	5.966.904.000
Bonus fund (5%)	553.484.707
Welfare Fund (10%)	1.106.969.415
Operating fund of Board of Directors, Supervisory Board (5%)	553.484.707
Undistributed profit after tax carried forward to next year	2.888.851.316

IV – COMPANY SALARY FUND AND REMUNERATION OF BOD – BOS

(Production and business costs)

	Total amount	Profit before tax	Ratio/Profit before tax
Board of Directors - Supervisory Board remuneration	1.122.008.915	14.025.111.434	8/100

V – SHAREHOLDERS AND SHARES

- Number of shareholders as of March 23, 2026: 289 shareholders
- Capital structure and number of shares by type:

No.	Capital structure	Number of shares held (CP)	Equity value (VND)	Ownership ratio
Total number of shares (289)		3.977.936	39.779.360.000	100,00%
A	ORGANIZATION (4)	1.496.762	14.967.620.000	37,63%
1	<u>Domestic (3):</u>		0	0,00%
	1. Vietnam Education Publishing House	1.487.772	14.877.720.000	37,40%
	2. Other organizations (2)	90	900.000	0,00%
2	<u>Foreign (01):</u>			
	1. SBI SECURITIES CO.,LTD.	8.900	89.000.000	0,22%
B	INDIVIDUAL (285)	2.481.174	24.811.740.000	62,37%
1	<u>Domestic (282):</u>		0	0,00%
	1. Le Hoang Hai	409.645	4.096.450.000	10,30%
	2. Pham Van Thang	281.244	2.812.440.000	7,07%
	3. Nguyen Viet Hung	198.640	1.986.400.000	4,99%
	4. Pham Thi Ngoc Diep	195.780	1.957.800.000	4,92%
	5. Other shareholders (278)	1.077.000	10.770.000.000	27,07%
2	<u>Foreign (03):</u>		0	0,00%
	1. DENNIS PETER ERIC	317.925	3.179.250.000	7,99%
	2. Other shareholders (2)	940	9.400.000	0,02%

VI – SOME OTHER WORK

Continue to stabilize and develop the ADCBook Educational Equipment Center system and implement solutions to enhance the reputation and service quality of ADC as well as ADCBook. Continue to review, consolidate and perfect working processes and service styles to increase competitiveness; Strengthen communication through Website, Fanpage, other media; Organize training courses for managers and professional sales staff.

Part two

GOALS, TASKS AND TARGETS OF THE 2026 BUSINESS PLAN

I – GOAL, MISSION

1. Goal

- Continue to build and consolidate to continue developing the company to become a strong brand in the publishing market as well as the retail business of books and stationery.
- Develop new business segments, build new brands to expand scale, increase production and business efficiency.
- Maintain a stable growth rate along with perfecting and consolidating all aspects of production and business activities to ensure sustainable development.

2. Mission

- Recruit and train a team of competent and qualified editors to meet the publishing needs in a competitive market, while simultaneously training and improving the skills of the team of artists to complete the task of making books according to the plan and schedule of the Vietnam Education Publishing House. Continue to consolidate and maintain ADC as the leading brand in the field of design and illustration of educational publications.
- Focus all resources, take advantage of all opportunities to build and consolidate the publishing sector, supply books, documents, pictures, and equipment for preschool education. Closely follow and deeply research the market, diversify products, improve service quality, and diversify distribution channels to maintain and expand the market
- Continue to invest in developing the publishing sector to serve the entertainment needs, improve knowledge and skills for children as well as improve parenting knowledge for parents. Make efforts to invest and develop the ADC book brand to bring readers products that meet their needs and tastes...
- Continue to search and open new retail outlets in Hanoi while taking care to consolidate and improve service quality, maintaining ADCBook as the number one retail brand for books, stationery and school supplies in Hanoi.
- Invest in developing new distribution channels through implementing projects as well as providing books to school libraries nationwide

II – 2026 PRODUCTION AND BUSINESS PLAN TARGETS

1. Financial indicators

Revenue	375 billion VND
Profit	15,1 billion VND
Dividends	15%

2. Board of Directors – Supervisory Board remuneration (production and business costs)

Target	Ratio: Remuneration /Profit before tax
Board of Directors - Supervisory Board remuneration	8/100

3. Plan to select an audit unit 2026

The General Meeting of Shareholders authorizes the Board of Directors to select an auditing unit that meets the standards and capacity as prescribed by the Ministry of Finance and the State Securities Commission to audit the company's financial statements.

4. Plan for Amendments to the Company Charter

- + Amendment contents: Adjustment of two items:
- Amendment to Article 3 of the Charter: The General Director shall be the legal representative of the Company.
- Amendment to Article 34 of the Charter: The Company's executive officers shall include the General Director, Deputy General Directors, and the Chief Accountant.
- + Terminology adjustments in the Charter:
- Replace "Director" with "General Director".
- Replace "Deputy Director" with "Deputy General Director"

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The above is the entire content of the Company's business performance report. The above results show that in 2025, the Board of Directors and the Executive Board have properly, fully and promptly implemented the resolutions and tasks set forth by the General Meeting of Shareholders, and at the same time directed and operated all business performance activities of the Company in compliance with State laws and the Company's Charter. Ensuring revenue, profit and dividends for shareholders.

On behalf of the Company, I would like to sincerely thank the attention and support of delegates and shareholders.

Best wishes, thank you very much!

**ART DESIGN & COMMUNICATION
JOINT STOCK COMPANY
DIRECTOR**

Pham Van Thang

