THANH NAM GROUP
JOINT STOCK COMPANY
***

No:13.../2026/CBTT-TNI

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

Hanoi, April 3, 2026

DISCLOSURE OF INFORMATION ON THE ELECTRONIC INFORMATION PORTAL OF THE STATE SECURITIES COMMISSION AND HO CHI MINH STOCK EXCHANGE

(This disclosure may be used to simultaneously notify the State Securities Commission and Ho Chi Minh Stock Exchange)

To: **- Ho Chi Minh Stock Exchange**

Company: THANH NAM GROUP JOINT STOCK COMPANY
Stock Code: TNI
Head Office Address: 3rd Floor, Tower A, Golden Palace Building, No. 99 Me Tri Road, Tu Liem Ward, Hanoi, Vietnam
Phone: (84-24) 37871397
Fax:
Person Responsible for Information Disclosure: *Doan Thi Thu Thuy*
Phone (Mobile, Office, Home): 0335724136
Type of Disclosure: ☒ Periodic ☐ Extraordinary ☐ 24h ☐ Upon Request

Content of Disclosed Information (*):

The Thanh Nam Group Joint Stock Company announces the invitation letter and meeting materials for the 2026 Annual General Shareholders' Meeting.2026

This information has been disclosed on the company's electronic portal on: April 3rd, 2025 at the following link: https://thanhnamgroup.com.vn/

I confirm that the information provided herein is accurate, and I take full responsibility before the law for the content of the disclosed information.

Attachments:
- Content of the disclosed information and related documents.

Authorized Person for Information Disclosure
(Signature, Full Name, Title, Seal)

CÔNG TY CỔ PHẦN TẬP ĐOÀN THÀNH NAM

Doan Thi Thu Thuy

THANH NAM GROUP JOINT STOCK COMPANY	SOCIALIST REPUBLIC OF VIETNAM Independence – Freedom – Happiness
No. 05/2026/NQ-HDQT-TNI	*Hanoi, April 3rd, 2026*

RESOLUTION

(Re: Approval of the Organization Plan and Documents of the 2026 Annual General Meeting of Shareholders)

BOARD
THANH NAM GROUP JOINT STOCK COMPANY

Base:

- *The Law on Enterprises 2020 amended and supplemented in 2025 and guiding documents;*
- *Minutes of the Board of Directors meeting No. 05/2026/BB-HDQT-TNI dated April 3rd, 2026;*
- *Charter of Thanh Nam Group Joint Stock Company.*

RESOLVED:

Article 1. Approving the Plan to hold the 2026 Annual General Meeting of Shareholders

a. Specific organizational plan:

Time: 08:00 on 24/04/2026

Address: Vplace VIP Hall, 3rd Floor, Building 25T2 - N05, Nguyen Thi Thap Street, Yen Hoa Ward, Hanoi City, Vietnam.

b. In case of change, authorize the Chairman of the Board of Directors to decide on the date, time and place of the General Meeting of Shareholders in accordance with the actual situation.

Article 2. Approving the documents of the 2026 Annual General Meeting of Shareholders

The Board of Directors approved the set of documents for the 2026 Annual General Meeting of Shareholders submitted by the secretary at this meeting and posted on the Company's website at the link https://thanhnamgroup.com.vn/bao-cao/dai-hoi-co-dong/

Article 3.- Approval of the implementation of

The Board of Directors authorizes and assigns Mr. Nguyen Hung Cuong – Chairman of the Board of Directors, the Board of Directors and relevant Departments/Departments based on their functions and tasks to prepare and organize the Annual General Meeting of Shareholders in 2026 according to the approved contents mentioned above to ensure compliance with the provisions of current laws and the Company's Charter

Article 4: Implementation provisions

This Resolution takes effect from the date of signing.

Members of the Board of Directors, the Board of Directors of the Company, relevant units/individuals are responsible for implementing the above contents in practice./.

Recipients:
- *As in Article 3;*
- *Company Website*
- *SSC, HOSE (for reporting)*
- *Save PC*

ON BEHALF OF BOARD OF DIRECTORS
Chairman of the Board of Directors

CÔNG TY CỔ PHẦN TẬP ĐOÀN THÀNH NAM

CHỦ TỊCH HĐQT
Nguyễn Hùng Cường

THANH NAM GROUP
JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Hanoi, April 3rd, 2026

INVITATION TO THE 2026 ANNUAL GENERAL SHAREHOLDERS' MEETING

To: Esteemed Shareholders of Thanh Nam Group Joint Stock Company,

The Board of Directors of Thanh Nam Group Joint Stock Company (TNI) respectfully announces and invites our esteemed shareholders to attend the Annual General Shareholders' Meeting for the year 2026. Details of the meeting are as follows:

1. **Time:** 08:00 AM, April 24, 2026

2. **Venue:** Vplace VIP Hall, 3rd Floor, Building 25T2 - N05, Nguyen Thi Thap Street, Yen Hoa Ward, Hanoi, Vietnam.

3. **Meeting Agenda:** As outlined in the attached meeting agenda and supporting documents.

4. **Eligibility to Attend:**

   All shareholders holding TNI shares as per the shareholder list on March 17, 2026, or those with a valid proxy authorization.

5. **Confirmation of Attendance:**

   To ensure proper organization of the meeting, shareholders are requested to confirm their direct attendance or proxy authorization (using the attached form) by sending it to the Company via fax, email, or post no later than 4:00 PM on April 21, 2026.

6. **Meeting Documents:**

   Shareholders are kindly requested to review and download the meeting documents from the Company's website at: www.thanhnamgroup.com.vn.

7. **Required Documents for Attendance:**

   Shareholders or authorized representatives attending the meeting must bring the following documents:

- Original Identity Card, Passport, or Citizen Identification Card (valid);
- A valid proxy authorization form in accordance with the Company's format.

Notes:

- The proxy can only be granted once, and the proxy holder is not allowed to authorize a third party;
- Shareholders are responsible for their own travel, accommodation, and other expenses.

8. **For further details about the meeting, shareholders may contact:**

THANH NAM GROUP JOINT STOCK COMPANY - 3rd Floor, Tower A, Golden Palace Building, No. 99 Me Tri Road, Tu Liem Ward, Hanoi, Vietnam.

Mrs. ***Doan Thi Thu Thuy*** – Legal Department, Thanh Nam Group Joint Stock Company.

Phone: (84-24) 3787 1397 Fax: (84-24) 3787 1395

Sincerely!

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

CÔNG TY CỔ PHẦN TẬP ĐOÀN THÀNH NAM

NGUYEN HUNG CUONG

THANH NAM GROUP JOINT STOCK COMPANY	THE SOCIALIST REPUBLIC OF VIETNAM Independence – Freedom – Happiness

Hanoi, April 3rd 2026

CÔNG TY CỔ PHẦN TẬP ĐOÀN THÀNH NAM

AGENDA
2026 ANNUAL GENERAL SHAREHOLDERS' MEETING
THANH NAM GROUP JOINT STOCK COMPANY

Time of the Meeting: 08:00 AM, April 24, 2026

Venue: Vplace VIP Hall, 3rd Floor, Building 25T2 - N05, Nguyen Thi Thap Street, Yen Hoa Ward, Hanoi, Vietnam

Expected Time	Agenda Item
08:00 - 08:15	- Welcoming delegates and shareholders, verifying shareholder status, and registering for the meeting. - Distributing meeting materials and voting cards to shareholders.
08:15 - 08:20	- Organize and prepare for the General Meeting. - Declare the reasons for the meeting and introduce the participants.
08:20 – 08:30	- Report on the shareholder eligibility verification and declare that the meeting is valid to proceed.
08:30 – 08:35	- Introducing and approving the list of the Presidium and Secretariat. - Introducing and approving the list of the Vote Counting Committee.
08:35 - 08:45	- Approve the agenda and working regulations of the General Meeting.
08:45 - 09:45	- Approve the business results report for 2025 and the business plan for 2026; - Approve the Board of Directors' report for 2025; - Approve the Supervisory Board's report for 2025; - Approve the Independent Member of the Board of Directors for 2025; - Approve the audited financial statements for 2025, and choose the auditing firm for the 2026 financial statements; - Approve the profit distribution and dividend plan for 2025, and the profit distribution and dividend plan for 2026; - Approve the remuneration payment plan for members of the Board of Directors and the Board of Supervisors for 2025 and the

	remuneration payment plan for 2026; - Approve the proposal to elect members of the Board of Directors and members of the Board of Supervisors for the 2026 - 2031 term; - Approve the proposal to amend the Company Charter and the update of the Company's address and business lines in accordance with current legal regulations; - Approve the proposal to authorize the Board of Directors to carry out specific tasks; - And other matters for which opinions are sought at the General Meeting.
09:45 – 10:15	- Discuss and vote on the issues presented at the meeting
10:15-10:30	- Break
10:30 - 10:45	- Announcing the voting results.
10:45 - 11:00	- Approving the resolutions and minutes of the meeting. - Declaring the meeting adjourned.

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Hanoi,……… ……., 2026

POWER OF ATTORNEY

FOR ATTENDING THE 2026 ANNUAL GENERAL SHAREHOLDERS' MEETING
THANH NAM GROUP JOINT STOCK COMPANY

To: The Organizing Committee of the 2026 Annual General Shareholders' Meeting Thanh Nam Group Joint Stock Company

1. PRINCIPAL

- Full name: ……………………………………………………………………………
- Citizen Identiny Card/Passport/Business Registration No: ………………………………
- Date of issue: ……………………… Place of Issue: ………………………………
- Address: ………………………………………………………………………………
- Telephone: ………………………… Fax/Email: ………………………………
- Total number of shares owned: ……………………………………………………
- Representative (in case the shareholder is an organization): ……………………
- Citizen Identiny Card/Passport No: …………………………………………………
- Date of issue: ……………………… Place of Issue: ………………………………
- Telephone ……………………………………………………………………………

2. ATTORNEY-IN-FACE

- Full name: ……………………………………………………………………………
- Citizen Identiny Card/Passport/Business Registration No: ………………………………
- Date of issue: ……………………… Place of Issue: ………………………………
- Address: ………………………………………………………………………………
- Telephone: ………………………… Fax/Email: ………………………………

Alternatively, authorization may be granted to one of the following members of the Board of Directors of TNI:

☐	Mr. Nguyen Hung Cuong – Chairman Number of shares authorized: …………	☐	Mrs. Doan Thi Thu Thuy – Member Number of shares authorized: …………
☐	Mrs. Nguyen Thi Hien – Member Number of shares authorized: …………	☐	Mrs.Tran Thi Huong Giang - Member Number of shares authorized: …………
☐	Mr. Bui Van Huan - Member Number of shares authorized: …………		

3. CONTENT OF AUTHORIZATION:

The authorized party is hereby granted the authority to represent the Grantor in attending the 2026 Annual General Shareholders' Meeting of Thanh Nam Group Joint Stock Company, scheduled to be held on April 24, 2026, and to exercise all rights and obligations at the meeting in accordance with the number of shares granted in this authorization.

4. Duration of the Power of Attorney

This Power of Attorney is effective from the date of signing until the conclusion of the 2026 Annual General Shareholders' Meeting of Thanh Nam Group Joint Stock Company.

We take full responsibility for this authorization and commit to strictly complying with the current legal regulations

ATTORNEY-IN-FACT	PRINCIPAL
(Signature, full name and seal)	*(Signature, full name and seal)*

CÔNG TY CỔ PHẦN TẬP ĐOÀN THÀNH NAM

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

CÔNG TY CỔ PHẦN TẬP ĐOÀN THÀNH NAM

ATTENDANCE CONFIRMATION FORM
FOR ATTENDING THE 2026 ANNUAL GENERAL SHAREHOLDERS' MEETING
THANH NAM GROUP JOINT STOCK COMPANY

To: The Organizing Committee of the 2026 Annual General Shareholders' Meeting Thanh Nam Group Joint Stock Company.

Full name:...

Citizen Identiny Card/Passport/Business Registration No:...

Date of issue: .... Place of Issue ....

Address...

Representative (if applicable):..

Citizen Identiny Card of Representative: ....

Date of issue: ...., Place of Issue ....

Phone number of Representative:.. Fax number:........................

I/We hereby confirm my/our participation at the 2026 Annual General Shareholders' Meeting of Thanh Nam Group Joint Stock Company, which will be held at 08:00 AM on April 24, 2026, with the number of voting shares as follows: .... shares, as of the shareholder list closing date on March 17, 2026. ***In there:***

- The number of shares owned is: .... shares
- The number of shares authorized for proxy is .... shares

(Attached: .... Proxy Authorization Form).

I/We commit to fully complying with the regulations of the General Meeting.

..............., Date: ..., Month: ..., Year 2026

SHAREHOLDER

(Signature, full name and seal)

THANH NAM GROUP
JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

NO: 01/ 2026/QC-ĐHĐCĐ-TNI

Hanoi, April 3rd, 2026

REGULATIONS
ON THE ORGANIZATION OF THE 2026 ANNUAL GENERAL SHAREHOLDERS' MEETING THANH NAM GROUP JOINT STOCK COMPANY

Chapter I
GENERAL PROVISIONS

Article 1. Scope of Application

These regulations govern the organization of the 2026 Annual General Shareholders' Meeting of Thanh Nam Group Joint Stock Company (TNI).

Article 2. This regulation specifically stipulates the rights and obligations of the parties involved in the meeting, as well as the conditions and procedures for holding the Annual General Meeting.

Article 3. Shareholders and other participants are responsible for complying with the provisions of these regulations.

Chapter II
RIGHTS AND OBLIGATIONS OF PARTICIPANTS

Article 4. Rights and Obligations of Shareholders Attending the General Meeting

4.1. Conditions for Attending the Meeting:

All shareholders owning TNI shares as per the shareholder list provided by the Vietnam Securities Depository and Clearing Corporation, which was closed as of March 17, 2026, or those with valid proxies.

4.2. Rights and Obligations of Eligible Shareholders Attending the Meeting:

a. Shareholders or authorized representatives attending the meeting must bring the following documents:

- Original and valid ID card, Passport, or Citizen ID card.
- Valid Proxy Authorization (in case of attending by proxy).

(In case the shareholder is an individual, the authorization document must be signed by the shareholder. In case of a legal entity, it must be stamped and signed by the legal representative).

After presenting the documents to the Shareholder Eligibility Verification Committee, the shareholder or authorized representative will receive a Voting Card, which represents the voting shares corresponding to the number of shares owned or registered for the meeting.

b. Shareholders may authorize a representative to attend and vote at the General Meeting. The authorized representative may not delegate the proxy to others.

c. Shareholders wishing to speak at the meeting must obtain approval from the Chairperson and keep their comments brief and focused on the key topics of discussion as per the agenda.

d. Shareholders have the right to vote on all issues within the scope of the General Meeting, as defined in the Company's Charter.

e. Shareholders and representatives, after listening to the reports, will discuss and vote on the issues presented.

f. During the meeting, shareholders must comply with the guidance of the Chairperson, behave politely, and not disrupt the meeting.

g. Shareholders or authorized representatives arriving after the meeting has started must register and will still be allowed to vote on the remaining issues of the agenda. Previous votes will remain valid.

Article 5. Rights and Obligations of the Chairperson and the Presidium

5.1 The Chairman of the Board of Directors (or another appointed member) will be designated as the Chairperson of the meeting and must be approved by the General Meeting.

5.2 Tasks of the Presidium:

a. To manage the meeting according to the approved agenda and regulations. Ensure the meeting is orderly and represents the majority opinion of the shareholders.

b. To guide discussions and votes on the issues in the agenda.

c. To present drafts and necessary documents for approval.

d. To answer any issues raised by the shareholders.

5.3 The Presidium has the right to:

a. Require all meeting participants to undergo security checks or other security measures;

b. Request the competent authorities to maintain order during the meeting; ask those who do not comply with the rights of the Presidium, intentionally disturb the order, obstruct the normal progress of the meeting, or fail to follow security check requirements to leave the General Meeting of Shareholders (GMOS);

c. The Presidium has the right to postpone the GMOS that has the required number of registered participants to a later time or change the meeting location in the following cases:

- The meeting venue does not have enough seats for all participants;
- A participant is obstructing or disturbing the order; there is a risk of the meeting not being conducted fairly and legally. The maximum postponement time is no more than three (3) days from the scheduled opening date;
- Addressing other issues that arise during the organization of the General Meeting.

Article 6. Rights and Obligations of the Shareholder Eligibility Verification Committee

The Shareholder Eligibility Verification Committee for the Annual General Shareholders' Meeting is established by the Board of Directors of TNI. The Committee will receive the documents from shareholders or their authorized representatives attending the meeting to verify their eligibility and cross-check with the shareholder list approved as of March 17, 2026. The Committee will distribute relevant documents, Voting Cards/Forms, and report to the General Meeting on the results of the shareholder eligibility verification before the meeting officially proceeds.

Article 7. Rights and Obligations of the Secretariat

7.1. The Chairperson will introduce the Secretariat and organize its approval by the meeting.

7.2. The Secretariat's duties include:

a. To record the meeting's discussions and decisions accurately.

b. To assist the Presidium in publicizing the draft minutes and resolutions of the meeting.

c. To collect questions from shareholders.

d. To report any issues outside their scope of authority.

Article 8. Rights and Obligations of the Vote Counting Committee

8.1. The Chairperson will introduce the Vote Counting Committee and organize its approval by the meeting.

8.2. The Vote Counting Committee has the right and obligation to:

a. Supervise the voting process.

b. Announce the voting results to the Chairperson and the Secretariat.

c. Receive shareholder questions.

Chapter III

CONDUCTING THE MEETING

Article 9. Conditions for Conducting the Meeting

The General Meeting will proceed when shareholders present represent more than 50% of the total voting shares, as per the shareholder list confirmed by the Vietnam Securities Depository and Clearing Corporation on March 17, 2026.

0101515 CÔNG T CỔ PHẦ TẬP ĐO THÀNH N M TỪ LIÊM

Article 10. Meeting Order

10.1. Shareholders and representatives must wear appropriate and formal attire.

10.2. Upon entering the meeting hall, attendees must comply with the seating arrangements made by the Organizing Committee.

10.3. Attendees are prohibited from talking privately, smoking, or using mobile phones during the meeting. All mobile phones should be turned off or set to silent.

10.4. Shareholders or representatives are responsible for attending the meeting from start to finish. If leaving early, they must inform the Organizing Committee. Failure to do so implies agreement with all decisions made during the meeting.

Article 11. Meeting Agenda

The General Meeting will discuss and approve the following items in turn:

- Approval of the 2025 business results report and the 2026 business plan;
- Approval of the Board of Directors' report for 2025;
- Approval of the Management Board's report for 2025;
- Approval of the Supervisory Board's report for 2025;
- Approval of the report of the independent Board of Directors member for 2025;
- Approval of the audited financial statements for 2025, and selection of the auditing firm for the 2026 financial statements;
- Approval of the profit and dividend distribution plan for 2025, and the profit and dividend distribution plan for 2026;
- Approval of the remuneration plan for Board of Directors and Supervisory Board members for 2025 and the remuneration plan for 2026;
- Approval of the proposal to elect members of the Board of Directors and members of the Supervisory Board for the term 2021-2026;
- Approval of the proposal to update and amend the company's charter;
- Approval of the proposal for Amendment of the Company Charter and Update of Business Lines in Accordance with Current Legal Regulations;
- And other matters for which opinions are sought at the General Meeting.

Article 12. Voting Process

12.1. All contents in the agenda of the General Meeting must be approved by public voting of all shareholders attending the General Meeting by Voting Card according to the number of shares owned/represented and authorized. Each shareholder is given 01 Voting Card, which clearly states: Full name of shareholder/authorized person; Number of shares entitled to vote (owned/represented and/or authorized) of the shareholder and has the seal of TNI.

12.2. Voting Methods:

a. Shareholders vote (approve/disapprove/abstain) by raising their Voting Cards.

b. After voting, the Vote Counting Committee will announce the results.

12.3. Voting Rules:

a. Each common share carries one vote. Shareholders arriving after the time of announcement of vote counting results will not be allowed to vote.

b. Issues are approved if they receive the required number of votes from attending shareholders, as stipulated by the Company's Charter and the Law on Enterprises.

c. Other issues directly proposed at the meeting will be approved according to current laws and the Company's Charter.

Chapter IV

CLOSING THE MEETING

Article 13. Minutes and Resolutions of the General Meeting

13.1. Minutes and resolutions must be completed and approved before the meeting is adjourned.

13.2. The minutes and resolutions of the annual General Meeting must be kept by Thanh Nam Group Joint Stock Company.

Article 14. Effectiveness

These regulations consist of 14 articles and are publicly read before the General Meeting and take effect immediately upon approval by the 2026 Annual General Meeting.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

CÔNG TY CỔ PHẦN TẬP ĐOÀN THÀNH NAM

NGUYEN HUNG CUONG

THANH NAM GROUP JOINT STOCK COMPANY	THE SOCIALIST REPUBLIC OF VIETNAM Independence – Freedom – Happiness
NO: 02/2026/QC-ĐHĐCĐ-TNI	*Hanoi, April 3rd, 2026*

REGULATIONS
ON NOMINATION, SELF-NOMINATION AND ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS AND THE BOARD OF SUPERVISORS FOR THE 2026–2031 TERM AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS THANH NAM GROUP JOINT STOCK COMPANY

- *Based on the 2020 Enterprise Law and its implementing guidelines;*
- *Based on the 2019 Securities Law and its implementing guidelines;*
- *Based on the Charter of Organization and Operations of Thanh Nam Group Joint Stock Company;*
- *Based on the Program of the General Shareholders' Meeting of Thanh Nam Group Joint Stock Company.*

The 2026 Annual General Meeting of Shareholders of Thanh Nam Group Joint Stock Company will conduct the election of members for the Board of Directors and Supervisory Board as outlined below:

Article 1: Objective

1. Ensure compliance with the law and practices in Vietnam.
2. Ensure the principles of transparency, democracy, and the legal rights of all shareholders.
3. Ensure the concentration and orderly conduct of the Annual General Meeting of Shareholders.

Article 2: Scope of Regulation and Applicable Subjects

1. The election of members of the Board of Directors (BOD) and members of the Board of Supervisors (BOS) of Thanh Nam Group Joint Stock Company at the 2026 Annual General Meeting of Shareholders shall be conducted in accordance with this Regulation.
2. This Regulation applies to all shareholders holding shares of Thanh Nam Group Joint Stock Company or their duly authorized representatives attending the Meeting.

Article 3: Number and Qualifications of Members of the Board of Directors (BOD)

1. The number of members of the Board of Directors shall be five (05) persons with a term of office not exceeding five (05) years, and they may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of another company for no more than two (02) consecutive terms. In the event that all members of the BOD simultaneously complete

their terms of office, such members shall continue to serve as members of the BOD until new members are elected as replacements and take over the duties.

2. Members of the BOD must satisfy the following criteria:
   a. Not falling within the subjects specified in Clause 2, Article 17 of the 2020 Law on Enterprises;
   b. Possessing professional qualifications and experience in business administration or in the Company's business lines and sectors, and not necessarily being shareholders of the Company.
3. Independent members of the BOD must satisfy the following criteria:
   a. Not being persons currently working for the Company, its parent company, or its subsidiaries; and not having worked for the Company, its parent company, or its subsidiaries for at least three (03) consecutive years immediately preceding;
   b. Not being persons receiving salary or remuneration from the Company, except for allowances to which members of the Board of Directors are entitled in accordance with regulations;
   c. Not being persons whose spouse, biological or adoptive parents, biological or adoptive children, or siblings are major shareholders of the Company, or managers of the Company or its subsidiaries;
   d. Not directly or indirectly owning at least one percent (01%) of the total voting shares of the Company;
   e. Not having served as a member of the Board of Directors or the Board of Supervisors of the Company for at least five (05) consecutive years immediately preceding, except where such person has been continuously appointed for two (02) terms.

<u>Article 4:</u> Right to Nominate and Self-Nominate Candidates for Membership of the Board of Directors

1. Prior to and during the Annual General Meeting of Shareholders, shareholders holding voting shares for a continuous period of at least six (06) months may aggregate their voting rights to nominate candidates to the Board of Directors. The number of candidates that each group is entitled to nominate depends on the number of candidates decided by the General Meeting and the shareholding ratio of each group, as follows:

   Shareholders or groups of shareholders holding from five percent (5%) to less than ten percent (10%) of the total voting shares may nominate one (01) candidate; from ten percent (10%) to less than thirty percent (30%) may nominate up to two (02) candidates; from thirty percent (30%) to less than forty percent (40%) may nominate up to three (03) candidates; from forty percent (40%) to less than fifty percent (50%) may nominate up to four (04) candidates; from fifty percent (50%) to less than sixty percent (60%) may nominate up to five (05) candidates; from sixty percent (60%) to less than seventy percent (70%) may nominate up to six (06) candidates; from seventy percent (70%) to eighty percent (80%) may nominate up to seven (07) candidates; and from eighty percent (80%) or more may nominate a sufficient number of candidates.

2. In case the number of candidates for the Board of Directors nominated and self-nominated remains insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations in accordance with the mechanism stipulated by the Company in its Internal Regulations on Corporate Governance.

Article 5: Number and Standards for Members of the Supervisory Board (SB)

1. The number of SB members: 03 members, or a different number if the Annual General Meeting decides otherwise, but ensuring that the SB consists of at least 03 members and no more than 05 members as stipulated by the Company Charter.
2. The term of office for SB members is no more than five (05) years; SB members may be re-elected without any limit on the number of terms.
3. SB members must meet the following standards:
   a. Have at least a university degree in one of the fields of economics, finance, accounting, auditing, law, business administration, or a related field relevant to the company's business operations, with at least 03 years of working experience; the Head of the Supervisory Board must have at least 05 years of work experience;
   b. Have full legal capacity and not be prohibited from establishing or managing a business according to the provisions of the Enterprise Law.
   c. SB members must not be related to the members of the Board of Directors, CEO, or other senior managers of the Company.
   d. Other standards and conditions as stipulated by relevant laws and the Company Charter.

Article 6: Right to Nominate and Stand for Election to the Supervisory Board (SB)

1. Before and during the Annual General Meeting, shareholders holding at least 1% of voting shares for a continuous period of at least six (06) months have the right to pool their voting rights to nominate candidates for the SB. The number of candidates each group can nominate depends on the number of candidates decided by the meeting and the ownership percentage of each group:
   Shareholders or shareholder groups holding 5% to under 10% of the total voting shares may nominate one (01) candidate; Shareholders holding 10% to under 30% may nominate up to two (02) candidates; Shareholders holding 30% to under 40% may nominate up to three (03) candidates; Shareholders holding 40% to under 50% may nominate up to four (04) candidates; Shareholders holding 50% or more may nominate the full number of candidates.
2. If the number of candidates for the Supervisory Board is still insufficient after nominations, the current Supervisory Board may nominate additional candidates or organize the nomination as per the internal governance mechanism of the company.

Article 7: Documents for Nominations and Candidacies for the BOD, SB:

1. Documents for nominations and candidacies to the BOD, SB include the following:

a. Nomination letter or candidacy letter for the BOD, SB (according to the template in the meeting documents);
b. Curriculum vitae of the candidate with a photo (according to the template in the meeting documents);
c. Shareholding certificate confirming the number of shares held by the shareholder (if self-nominating) or the shareholder group (if nominating) continuously for the last 6 months, or equivalent documents from the securities company where the shareholder's account is held (as of March 17, 2026 – the closing date for shareholder list to convene the AGM).
d. Valid copy of ID card/Passport or Citizen ID;
e. Valid copy of diplomas, qualifications, and certificates proving the candidate's academic and professional qualifications;
f. Power of attorney and/or meeting minutes of the group, along with the shareholder group's list (if the candidate is nominated by the group).

2. Nominations and candidacies must be submitted to Thanh Nam Group Joint Stock Company before 16:00 on April 09, 2026, at the following address:
THANH NAM GROUP JOINT STOCK COMPANY
Address: 3rd Floor, Tower A, Golden Palace Building, No. 99 Me Tri Road, Tu Liem Ward, Hanoi
Phone: 024 3787 1397

Article 8: Selecting candidates

Based on the nomination and candidacy applications of shareholders, shareholder groups and the attached documents of the candidates, Thanh Nam Group Joint Stock Company will make a list of candidates who meet the prescribed conditions to be elected as members of the BOD, BS.

Article 9: Form and Method of Election

1. The election of members of the Board of Directors and the Board of Supervisors of Thanh Nam Group Joint Stock Company shall be conducted by direct voting through secret ballot at the Meeting, using the cumulative voting method.
2. Each shareholder shall have a total number of votes corresponding to the total number of shares held multiplied by the number of members of the Board of Directors and the Board of Supervisors to be elected, as approved by the General Meeting of Shareholders.
3. Shareholders shall have the right to allocate all of their voting rights to one candidate or distribute their total votes among several candidatess.
4. The total number of votes cast by a shareholder for all candidates shall not exceed the maximum number of votes available to such shareholder (equal to the number of shares held multiplied by the number of members to be elected).

Article 10: Organizing and Monitoring the Election

1. Establishing the Vote Counting Committee:

a. The organization and supervision of the election shall be carried out by the Vote Counting Committee on behalf of the General Meeting of Shareholders in accordance with the provisions of this Regulation;
b. The Vote Counting Committee shall consist of two (02) members, including one (01) Head and one (01) member, elected by the General Meeting of Shareholders upon the proposal of the Chairperson. Members of the Vote Counting Committee must not be included in the list of nominees or self-nominated candidates for the Board of Directors or the Board of Supervisors. The Vote Counting Committee may establish an assisting team of six (06) members to fulfill its duties.

2. The Vote Counting Committee must ensure integrity, objectivity, and confidentiality of information relating to vote counting and the election.
3. The Vote Counting Committee shall have the following duties:
   a. To verify and announce the list of candidates for the Board of Directors and the Board of Supervisors;
   b. To disseminate the election regulations and guide shareholders on the voting procedures;
   c. To distribute and collect ballots;
   d. To inspect and supervise the voting by shareholders and their representatives;
   e. To conduct vote counting, prepare the vote counting minutes, and announce the vote counting results before the General Meeting of Shareholders;
   f. To hand over the vote counting minutes and all ballots to the Secretary of the Meeting;
   g. To, together with the Chairperson of the Meeting, consider and resolve complaints or denunciations regarding candidates as well as election results (if any) and report to the General Meeting of Shareholders for decision;
   h. The Vote Counting Committee shall be fully responsible before the law and the General Meeting of Shareholders for compliance with this Regulation and for the accuracy of the vote counting results.

<u>Article 11</u>: Ballots and Voting Procedures

1. Ballots:
   a. Ballots will be issued by Thanh Nam Group Joint Stock Company, printed uniformly, and bear the company's seal, shareholder's code, total shares held, and total voting rights.
   b. Shareholders or their representatives will receive 01 ballot for the BOD, SB, based on their participation code (ownership or authorized).
   c. Shareholders or their representatives must check the ballot information; any errors should be immediately reported to the Vote Counting Committee for a replacement ballot.
2. Voting Procedure:
   a. If agreeing to vote for a candidate, the shareholder/authorized representative of the shareholder must write the number of votes they wish to cast in the "Number of Votes" column corresponding to that candidate's name.

b. If not voting for a candidate, the shareholder/authorized representative of the shareholder should enter the number 0 or strike through the "Number of Votes" column.
c. The shareholder/authorized representative of the shareholder attending the meeting can allocate all of their votes to one or several candidates, vote for all candidates, or not vote for any candidate.
d. The total number of votes cast for a candidate by a shareholder/authorized representative of a shareholder must not exceed the total number of votes allowed for that shareholder/authorized representative (calculated by the number of shares multiplied by the number of members to be elected).

3. A ballot will be considered valid if it satisfies the following conditions:
   a. The ballot is for a candidate whose name is on the list and within the number of members to be elected as approved by the General Meeting of Shareholders;
   b. The total number of votes cast is less than or equal to the total number of votes allowed for that shareholder (calculated by the number of shares multiplied by the number of members to be elected);
   c. The ballot does not fall under any of the situations specified in Clause 4 of this Article.
4. A ballot will be considered invalid if it falls under any of the following situations:
   a. The ballot was not issued by Thanh Nam Group Joint Stock Company and/or does not bear the seal of Thanh Nam Group Joint Stock Company;
   b. The ballot has been crossed out, corrected, or supplemented with content that does not comply with the regulations (in case of a mistake, a new ballot must be issued);
   c. The ballot contains additional names or incorrectly written names that are not on the list of candidates approved by the General Meeting of Shareholders before the voting process;
   d. The total number of votes cast for candidates exceeds the total voting rights of that shareholder (including both owned and authorized votes);
   e. The ballot is not signed or does not clearly state the name of the shareholder/authorized representative of the shareholder;
   f. The ballot does not indicate the number of votes cast for any candidate.

Article 12: Vote Counting and Announcement of Results

1. The Vote Counting Committee shall inspect the ballot box in the presence of shareholders;
2. Voting shall commence after the distribution of ballots has been completed and shall end when the last shareholder casts his/her ballot into the ballot box;
3. Vote counting must be conducted by the Vote Counting Committee at the voting room immediately after the voting ends;
4. Before opening the ballot box, the Vote Counting Committee must count, prepare minutes, and seal the unused ballots. The Vote Counting Committee shall not erase or amend any ballots;

5. The vote counting results shall be documented in writing and announced by the Head of the Vote Counting Committee before the General Meeting.

Article 13: Principles for Determining Election Results

1. For members of the Board of Directors: Candidates elected as members of the Board of Directors shall be determined based on the number of votes received, ranked from highest to lowest, starting from the candidate with the highest number of votes until the number of members approved by the General Meeting of Shareholders is filled.
2. For members of the Board of Supervisors: Candidates elected as members of the Board of Supervisors shall be determined based on the number of votes received, ranked from highest to lowest, starting from the candidate with the highest number of votes until the number of members approved by the General Meeting of Shareholders is filled.
3. In the event that two or more candidates receive an equal number of votes for the final seat of the Board of Directors or the Board of Supervisors, a re-election shall be conducted among those candidates with equal votes.
4. If the election does not result in a sufficient number of members of the Board of Directors and/or the Board of Supervisors, the General Meeting shall conduct a second round of voting among the remaining candidates.
5. If, after the second round, the required number is still not reached, the General Meeting shall vote to either conduct a third round of voting or leave the position(s) of the Board of Directors or the Board of Supervisors vacant and elect additional members at the next General Meeting, as decided by the Chairperson of the Meeting.

Article 14: Preparation and Announcement of the Vote Counting Minutes

1. After the vote counting, the Vote Counting Committee must prepare a Vote Counting Minutes.
2. The Vote Counting Minutes must include the following key contents:
   a. The time and place of preparing the Vote Counting Minutes;
   b. The composition of the Vote Counting Committee;
   c. The purpose and content of the voting process;
   d. The total number of shareholders attending the meeting, the total number of shareholders voting, the voting rights ratio of shareholders voting compared to the total voting rights of shareholders attending the meeting (according to the cumulative voting method), the number and percentage of valid votes, invalid votes, and blank votes; the number and percentage of voting rights for each candidate for the Board of Directors (BOD), the Supervisory Board (SB); accompanied by an appendix listing the shareholders who participated in the election;
   e. The election results;
   f. Signatures of the members of the Vote Counting Committee.
3. The entire Vote Counting Minutes must be announced by the Vote Counting Committee to the General Meeting and recorded in the Meeting's Resolution.

Article 15: Shareholders' Right to Question

Shareholders or their representatives have the right to question or complain about the election and vote counting process. The Chairman and the Vote Counting Committee must respond and clarify any concerns, and these will be recorded in the minutes of the General Shareholders' Meeting.

Article 16: Effectiveness of the Regulation

Matters not specifically provided for in this Regulation shall be governed by the relevant applicable laws and regulations.

This Regulation shall take effect upon approval by the General Meeting of Shareholders and shall apply solely to the election of members of the Board of Directors and members of the Board of Supervisors for the 2026–2031 term at the 2026 Annual General Meeting of Shareholders.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

CÔNG TY CỔ PHẦN TẬP ĐOÀN THÀNH NAM

NGUYEN HUNG CUONG

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness
------------o0o-----------

CÔNG TY CỔ PHẦN TẬP ĐOÀN THÀNH NAM

LETTER OF NOMINATION / SELF-NOMINATION FOR MEMBERS OF THE BOARD OF DIRECTORS

To: Organizing Committee of the 2026 Annual General Meeting of Shareholders Thanh Nam Group Joint Stock Company

I/We are shareholders of Thanh Nam Group Joint Stock Company, including:

No.	Full Name	ID Card / Passport No.	Number of Shares Held
1			
2			
3			
4			
5			

Currently owning/representing ……………… shares, equivalent to ……% of the total voting shares of Thanh Nam Group Joint Stock Company.

I/We hereby agree to nominate/self-nominate the following person(s):

No.	Full name	ID Card / Passport No.	Address
1			
2			
3			

To stand for election as members of the Board of Directors of Thanh Nam Group Joint Stock Company at the 2026 Annual General Meeting of Shareholders *(Curriculum vitae and duly certified copies of relevant diplomas and certificates of the nominees are attached to this Letter of Nomination / Self-Nomination).*

I/We hereby commit to take full responsibility for the accuracy, truthfulness, and legality of this nomination/self-nomination.

SHAREHOLDERS' SIGNATURES AND SEALS (IF ANY)

Shareholder	Signature	Seal

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness
-----------o0o-----------

CÔNG TY CỔ PHẦN TẬP ĐOÀN THÀNH NAM

LETTER OF NOMINATION / SELF-NOMINATION FOR MEMBERS OF THE BOARD OF SUPERVISORS

To: Organizing Committee of the 2026 Annual General Meeting of Shareholders
Thanh Nam Group Joint Stock Company

I/We are shareholders of Thanh Nam Group Joint Stock Company, including:

No.	Full Name	ID Card / Passport No.	Number of Shares Held
1			
2			
3			
4			
5			

Currently owning/representing ……………… shares, equivalent to ……% of the total voting shares of Thanh Nam Group Joint Stock Company.

I/We hereby agree to nominate/self-nominate the following person(s):

No.	Full name	ID Card / Passport No.	Address
1			
2			
3			

To stand for election as members of the Board of Supervisors of Thanh Nam Group Joint Stock Company at the 2026 Annual General Meeting of Shareholders *(Curriculum vitae and duly certified copies of relevant diplomas and certificates of the nominees are attached to this Letter of Nomination / Self-Nomination).*

I/We hereby commit to take full responsibility for the accuracy, truthfulness, and legality of this nomination/self-nomination.

SHAREHOLDERS' SIGNATURES AND SEALS (IF ANY)

Shareholder	Signature	Seal

THANH NAM GROUP
JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Hanoi, April 24, 2026

CÔNG TY CỔ PHẦN TẬP ĐOÀN THANH NAM

VOTING BALLOT
FOR REGULATIONS AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Shareholder/Representative: ....

Number of Shares: ....

	Voting content	Agree	Do not agree	Abstention
1.	Through the Regulations on the organization of the 2026 Annual General Meeting of Shareholders	☐	☐	☐
2.	Through the Regulations on Nomination, Candidacy, and Election of Members of the Board of Directors and Members of the Supervisory Board for the term 2026 - 2031	☐	☐	☐

Shareholder/Representative
(Sign and full name)

THANH NAM GROUP JOINT STOCK COMPANY	THE SOCIALIST REPUBLIC OF VIETNAM Independence – Freedom – Happiness

CÔNG TY CỔ PHẦN TẬP ĐOÀN THÀNH NAM

Hanoi, April 24, 2026

VOTING BALLOT
ISSUES AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Shareholder/Representative: ....

Number of Shares: ....

	Voting content	Agree	Do not agree	Abstention
1.	Approval of the 2025 Business Results Report and the 2026 Business Plan	☐	☐	☐
2.	Approval of the Report of the Board of Directors for 2025	☐	☐	☐
3.	Approval of the Report of the Supervisory Board for 2025	☐	☐	☐
4.	Approval of the Report of the Independent Member of the Board of Directors for 2025	☐	☐	☐
5.	Approval of the Audited Financial Statements for 2025 and Selection of the Auditing Firm for the 2026 Financial Statements	☐	☐	☐
6.	Approval of the Profit Distribution and Dividend Payment Plan for 2025 and the Profit Distribution and Dividend Payment Plan for 2026	☐	☐	☐
7.	Approval of the Remuneration Plan for Members of the Board of Directors and the Supervisory Board for 2025 and the Remuneration Plan for 2026	☐	☐	☐
8.	Approval of the Proposal for the Election of Members of the Board of Directors and the Supervisory Board for the 2026–2031 Term	☐	☐	☐
9.	Approval of the Proposal for Amendment and Update of the Company Charter and for Updating the Company's Address and New Business Lines in Accordance with Applicable Laws	☐	☐	☐
10.	Approval of the Proposal to Authorize the Board of Directors to Perform Certain Spesscific Tasks	☐	☐	☐

Shareholder/Representative

(Sign and full name)

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

THANH NAM GROUP JOINT STOCK COMPANY

BALLOT FOR ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

Full Name :

Total Number of Shares Represented :

Total Number of Votes :

☐ **Equal Distribution Among Candidates** ☐ **Cumulative Voting**

No.	Candidate's Full Name	Number of Votes
1		
2		
3		
4		
5		

Shareholder / Authorized Representative
(Signature and Full Name)

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

THANH NAM GROUP JOINT STOCK COMPANY

CÔNG TY CỔ PHẦN TẬP ĐOÀN

BALLOT FOR ELECTION OF MEMBERS OF THE BOARD OF SUPERVISORS

Full Name :

Total Number of Shares Represented :

Total Number of Votes :

☐ Equal Distribution Among Candidates

☐ Cumulative Voting

No.	Candidate's Full Name	Number of Votes
1		
2		
3		
4		
5		

Shareholder / Authorized Representative
(Signature and Full Name)

FEEDBACK FORM

Regarding the Organization and Agenda Items at the 2026 Annual General Meeting of Shareholders of Thanh Nam Group Joint Stock Company

I. SHAREHOLDER INFORMATION:

Full name: ....

Citizen Identification Number/Business Registration Certificate:..

As the legal representative (for organizations): ....

Address : ....

II. CONTENT OF SUGGESTIONS:

Suggestion Topic:

....

....

....

Content of feedback:

....

....

....

....

....

....

....

....

Shareholder/Representative
Sign and full name

Notes:
- Shareholders who wish to provide feedback or make a statement at the General Meeting must submit their feedback form to the Company's Secretariat before the discussion begins.

THANH NAM GROUP JOINT STOCK COMPANY
No. 02./2026/BC-ĐHĐCĐ-TNI

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, April 3rd 2026

REPORT
SUMMARY OF PRODUCTION AND BUSINESS ACTIVITIES IN 2025 AND DIRECTIONS AND TASKS OF THE BUSINESS PLAN IN 2026

To: General Meeting of Shareholders of Thanh Nam Group Joint Stock Company

- *Pursuant to the Law on Enterprises 2020 and its guiding documents;*
- *Pursuant to the Charter of Organization and Operation of Thanh Nam Group Joint Stock Company;*
- *Pursuant to the Company's 2025 audited financial statements.*

I. Summary of production and business activities in 2025

The situation of the world steel market:

In 2025, global crude steel production from 70 countries reporting to the World Steel Association (Worldsteel) will reach 143.3 million tons in October 2025, down 5.9% from October 2024. The downward trend of steel prices in many large areas, oversupply and weak demand put the market under pressure. The price of raw materials for steel production (iron ore, coke, scrap) will drop sharply in 2024 and early 2025. For example, iron ore prices fell 18%, coke fell 44%, and scrap fell 19% year-on-year. The medium-term outlook (2024-2030) forecasts slow growth in global steel demand, reaching 1,958 million tonnes by 2030, with a CAGR of 3.8%. China's steel demand will decline by an average of 0.6% per year in the 2025-2030 period, due to economic restructuring and reduced investment in infrastructure. Steel demand in emerging markets such as India, ASEAN, the Middle East and Africa is forecast to increase sharply thanks to infrastructure and housing investment.

The situation of Vietnam's steel market:

Currently, trade policies such as anti-dumping duties and FTAs help protect the domestic market, while encouraging the green transition to improve competitiveness. Vietnam imported more than 11 million tons of steel in the first 9 months of 2025, down 9% over the same period in 2024. Imports from China plummeted by 22% due to anti-dumping duties (23.1%-37.13%) imposed on imported hot-rolled coils and galvanized steel sheets. Steel exports fell by 51% in September 2025, with hot-rolled coil and galvanized steel products falling by 63% and 64%, respectively. Major markets such as the US, EU, and ASEAN fell sharply, while Cambodia (+31%), India (+42%), and Australia (+48%) saw positive growth. Domestic sales reached 23.25 million tons, up 7% over the same period. However, this growth is modest, reflecting slow domestic demand and increased competition in the export segment.

Business results in 2025 of Thanh Nam Group:

By the end of 2025, according to the consolidated financial statements, specific data are recorded as follows:

Unit: Copper

STT	Criteria	DVT	Plan	Implementation	Pass Rate
1.1	Revenue	Copper	1,074.000.000.000	1.060.155.458.229	98,71%
1.2	Profit before tax	Copper	2.685.000.000	44.564.709.239	1.659,77%
1.3	Profit after tax	Copper	2.148.000.000	43.493.107.519	2.024,82%

In 2025, in the context that the steel market is still volatile, the price of input materials is changing unpredictably, competition in the industry is increasing and demand has not really recovered strongly, the Company has proactively implemented many flexible operating solutions to adapt to market conditions. As a result, the results of production and business activities have had positive changes and achieved outstanding results.

Specifically, revenue in 2025 will reach **98.71% of the plan**, although it has not fully completed the set target, but still maintains a stable level in the context of market demand has not grown strongly. This shows that the Company has made efforts to maintain market share, optimize sales activities and flexibly adjust business policies to limit negative impacts from the market school.

Notably, the profit targets have a breakthrough far beyond the plan. Profit before tax reached **1,659.77% of the plan** and profit after tax reached **2,024.82% of the plan**, reflecting the obvious efficiency of solutions to restructure operations, reduce costs and improve management efficiency. The company has proactively controlled input costs, optimized inventory, took advantage of favorable steel and raw material prices from time to time, and promoted the consumption of products with high profit margins. In addition, the review of investment portfolios, restructuring of capital sources and the reduction of financial costs also contribute to significantly improving business efficiency.

Compared to 2024, when the Company recorded negative profits, the results in 2025 represent a strong reversal, moving from a state of loss to positive growth. This not only shows that the difficulties of the previous period have been gradually overcome, but also affirms the effectiveness of the management measures, the flexible adaptability of the Board of Directors as well as the efforts of all employees.

Overall, although the revenue has not reached 100% of the plan, the Company has significantly improved the quality of growth, focusing on efficiency instead of scale, thereby helping profits far exceed the set targets. The results in 2025 are a positive signal, creating a solid foundation for the Company to continue to maintain the recovery momentum, improve competitiveness and move towards sustainable growth in the following years.

2. Orientation of production and business tasks in 2026

Vietnam's steel industry in 2025 will witness a recovery thanks to domestic demand, but faces challenges from imports, high costs and price fluctuations.

In terms of cooperation and investment projects, the Company has established many international cooperation relations in 2025, especially with large corporations from China. These collaborations focus on expanding the market towards FDI customers and developing thin steel products, galvanized steel and processing products in Vietnam is in the concept stage, promising to improve production capacity and added value for the group.

The Group's Board of Directors said: In 2026, revenue is expected to increase compared to 2025, mainly from output due to the expectation that the real estate market will gradually recover after promoting public investment and anti-dumping measures are applied. Specifically, the Executive Board has developed specific tasks and actions as follows:

1. Major economic indicators:

TT	Criteria	DVT	Plan
1	Revenue	Copper	1.057.096.859.976
2	Profit before tax	Copper	12.308.464.380
3	Profit after tax	Copper	12.308.464.380

2. Key tasks

2.1.1 Commercial activities

Commercial activity is the main activity, which brings the main revenue and profit to the Company. The Company's Board of Directors strives to achieve the following goals:

- ✓ In particular, promote the development of the stainless steel segment, in order to fully exploit the market according to regional planning and industrial parks. Prioritize expanding new customer bases, focusing on connecting and exploiting existing customer blocks to optimize revenue.
- ✓ Diversify commodity sources to provide stability to the domestic market, reduce dependency risks and improve competitiveness.
- ✓ The sales team needs to perform well in after-sales services, focusing on improving service quality to increase customer satisfaction and loyalty.
- ✓ Continue to promote the export of products such as carrots, cinnamon, anise, coffee, cashews, peppers, etc. At the same time, research and expand new products and export markets in the coming time to meet the needs of the global import and export market.
- ✓ Closely monitor the world and domestic economic situation, especially exchange rate and interest rate trends, in order to develop effective management policies and restructure the organizational apparatus in accordance with the new context.
- ✓ Research and apply marketing tools to the Group's business areas, in order to increase market coverage, affirm brand value and support sales promotion.

2.1.2 Investment activities

- ✓ Real estate market research and development: Continue to analyze the real estate market with many positive signals forecast for 2026. Identify suitable potential areas for investment or M&A with strategic partners, in order to develop an efficient and highly profitable real estate project.
- ✓ Optimize solar power projects: Manage and review the operating costs of rooftop solar power projects in Dak Lak. The goal is to increase revenue, improve profit margins and improve the investment efficiency of the project.
- ✓ Accelerate the implementation of the project in Quang Ninh: Urgently complete the master plan (TMB) and renovate the Ha Long Peach Garden Hotel project in Quang Ninh according to the set schedule.

- ✓ Developing a resort project in Quoc Oai: Completing legal procedures and preparing investment resources to implement a resort project in Quoc Oai, ensuring regulatory compliance and optimizing economic efficiency.

3. Solutions to implement the production and business plan in 2026

3.1. Administration and administration activities:

Consolidate efficiency and control of the company's management in the spirit of streamlining the apparatus and reducing costs, through the following solutions:

- Continue to improve the operational apparatus, organizational chart from the parent company to subsidiaries, business locations, organizational structure of personnel, etc. on the basis of promoting the efficiency of administration, administration and control throughout the system.
- Improve the operational efficiency of the whole company, build a management information system in a synchronous and timely manner combined with promoting the training of highly qualified human resources, strengthen the internal control system to help the internal system of the enterprise operate effectively
- Improve work efficiency by delegating specific functions and tasks to the Board of Directors and heads of professional departments throughout the Group.
- To consolidate the effectiveness of governance and control on the basis of establishing and applying reasonable and flexible norms, targets, policies and salary and bonus mechanisms.
- Strengthen the direction, supervision, inspection, implementation of assigned objectives, strategies, plans and tasks, and evaluate the Company's operational efficiency.
- Periodically review and improve the company's operating processes.

3.2. Production and business activities:

- Planning and rearranging business strategies and business lines in the direction of focusing on product lines with the potential to create good and stable profit margins
- Closely monitor, closely follow and quickly grasp market developments, especially in the current difficult period, to come up with effective and timely response solutions.
- Ensure the speed, timeliness and cost savings in the supply of raw materials, goods and finished products to serve production and business activities.

3.3. Financial and accounting activities:

- Effectively manage and use capital, accelerate working capital turnover and strengthen the management of receivables and payables in order to improve production and business efficiency, reduce capital costs and increase profits
- Focus on balancing and arranging capital sources to ensure sufficient capital to serve the key tasks in the year that have been developed
- Regularly review receivables/advances/payments of customers to have a plan to recover debts to avoid bad debts and misappropriation of the Company's capital. For internal debts, control overpayments/overpayments/internal debts in the company and debts with customers.
- Strengthen the inspection and supervision of financial management, accounting and capital use throughout the company.

3.4. Investment activities and strategies

- Grasp market developments and investment opportunities in the field of real estate through forms of investment, purchase, sale, transfer, joint venture and cooperation with partners whose needs depend on the time and have an assessment of investment efficiency.

- Select credit institutions, investors, and partners to mobilize capital, provide consulting plans and distribute products on the basis of bringing the highest efficiency to the company.
- Search for clean land funds, research market demand, real estate market developments to develop suitable product types and segments in the future.
- Find capable and reputable partners in the real estate market to cooperate and invest in the implementation of real estate projects in the form of project purchase/transfer or joint ventures...

3.5. Training and development of human resources

- Continue to carry out the review and evaluation of labor for reasonable arrangement and rearrangement.
- Strengthen internal training to improve the professional qualifications of workers, better meet production needs.
- Promote labor supervision and management, study and update more forms of sanctions, rewards and penalties applied to the salary system.

Above is the report on the results of production and business activities in 2025 and the directions and tasks of the business plan in 2026.

Respectfully submitted to the General Meeting of Shareholders for approval.

T/M BOARD OF DIRECTORS
GENERAL DIRECTOR

M.S.D.N: 0101515686 - C.T.C.P * CÔNG TY CỔ PHẦN TẬP ĐOÀN THÀNH NAM * Q. NAM TỪ LIÊM - TP. HÀ NỘI

ĐOAN THI THU THUY

THANH NAM GROUP
JOINT STOCK COMPANY
No. 04./2026/BC-DHDCD-TNI

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness
Hanoi, April 3rd, 2026

REPORT
ACTIVITIES OF THE BOARD OF DIRECTORS IN 2025 AND TASK ORIENTATION IN 2026

To: General Meeting of Shareholders of Thanh Nam Group Joint Stock Company

- *Pursuant to the Law on Enterprises 2020 and its guiding documents;*
- *Pursuant to the Charter of organization and operation of Thanh Nam Group Joint Stock Company.*

The Board of Directors of Thanh Nam Group Joint Stock Company (TNI) would like to report to the Annual General Meeting of Shareholders in 2026 on the operation situation in 2025 and the direction and tasks of the Board of Directors in 2026 as follows:

A. ASSESSMENT OF TNI'S PLANNING SITUATION IN 2025

1. Personnel of the Board of Directors (BOD):

In 2025, the number of members of the Board of Directors will be 05 members. The composition and titles of members of the Board of Directors are as follows:

STT	Full name	Title	Notes
1	Nguyen Hung Cuong	Chairman of the Board of Directors	Executive Members
2	Doan Thi Thu Thuy	Member of the Board of Directors	Executive Members
3	Tran Thi Huong Giang	Member of the Board of Directors	Non-Executive Members
4	Nguyen Thi Hien	Member of the Board of Directors	Non-Executive Members
5	Bui Van Huan	Independent Member of the Board of Directors	Independent Members

2. Board Meetings:

In 2025, the Board of Directors and members of the Board of Directors of the Company will always be loyal to the interests of Shareholders and the Company. Perform well their duties and duties in the spirit of responsibility, honesty, prudence, and compliance with the provisions of law and the company's charter, in order to ensure that the Company operates effectively, stably and develops.

The Board of Directors of Thanh Nam Group Joint Stock Company held periodic and extraordinary meetings. The Board of Directors met and issued resolutions and decisions in a timely manner, in accordance with the actual operation of the Company, in accordance with the orientation of the resolution approved by the General Meeting of Shareholders of the Company.

The contents of the meetings in 2025 are reflected in the specific Resolutions and Decisions as follows:

STT	Number of Resolutions/Decisions	Date	Contents	Pass Rate
1	01/2025/NQ-HĐQT-TNI	04/01/2025	Through borrowing capital, using assets as collateral at Shinhan Bank Vietnam	100%
2	02/2025/NQ-HĐQT-TNI	24/02/2025	Approving the last registration date to finalize the list of shareholders exercising the right to attend the 2025 Annual General Meeting of Shareholders	100%
3	03/2025/NQ-HĐQT-TNI	26/02/2025	Approval and authorization to sign with Sacombank – Capital Branch	100%
4	05/2025/NQ-HĐQT-TNI	17/06/2025	Loans, guarantees, L/C, use of banking services	100%
5	06/2025/NQ-HĐQT-TNI	26/06/2025	Approval of the selection of the auditor for 2025	100%
6	07/2025/NQ-HĐQT-TNI	26/06/2025	Through the transfer of shares in IPG Trading and Investment Joint Stock Company	100%
7	08/2025/NQ-HĐQT-TNI	21/07/2025	Change of personnel of the company's General Director	100%
8	09/2025/NQ-HĐQT-TNI	02/09/2025	Change of the company's chief accountant personnel and appointment of the Chief Financial Officer	100%
9	10/2025/NQ-HĐQT-TNI	07/10/2025	Through the transfer of shares in Ha Long Peach Garden Hotel Joint Stock Company	100%
10	11/2025/NQ-HĐQT-TNI	17/10/2025	Through the transfer of shares in IPG Trading and Investment Joint Stock Company	100%
11	12/2025/NQ-HĐQT-TNI	20/11/2025	Through the settlement of bad debts	100%

3. Evaluation of the Board of Directors on the activities of the Board of Directors in 2025:

In 2025, the Board of Directors has supervised the management and administration of the General Director and the Group's managers through meetings and reports on the business situation of each department on a monthly and quarterly basis. Since then, the Board of Directors has coordinated with the Board of Directors to propose solutions to remove and overcome difficulties in production and business activities. Specifically:

- Attending, exchanging and giving opinions in weekly/periodic briefings of the Board of Directors in the implementation of strategies and objectives approved by the Annual General Meeting of Shareholders.

- To direct the strict implementation of quarterly financial statements, semi-annual financial statements, annual financial statements and annual reports.

- Supervise and direct the implementation of information disclosure with the goal of ensuring transparency and timeliness in accordance with regulations.

- Supervising the implementation of the Resolutions of the General Meeting of Shareholders and the Board of Directors issued, inspecting the executive activities of the Board of Directors in business activities.

- The Board of Directors shall coordinate with the Supervisory Board in organizing the inspection and supervision of the Company's business activities and management.

In general, in 2025, the Board of Directors assesses that the Board of Directors with the spirit of demand, with many efforts and high responsibility has fully implemented the reporting, explanation and disclosure of information on production and business activities fully, transparently and in accordance with the provisions of current laws.

4. **Supervision of financial and accounting activities:**

Performing the functions specified in the Charter and Regulations on corporate governance, the Board of Directors has organized the implementation of the following tasks:

a) Review and assess the financial and accounting situation of the Group:

- To fully comply with the requirements of current accounting standards and accounting regimes of Vietnamese enterprises in organizing financial and accounting work.

- Accounting vouchers are strictly managed and stored fully and systematically in accordance with regulations.

b) Work with the Independent Auditor to ensure independence and objectivity in the auditing activities of the company's financial statements. The Board of Directors confirms that the information in the company's business reports and financial statements is presented in an honest, reasonable manner in accordance with the provisions of the law.

5. **Overall Rating:**

Based on the Charter and Regulations on corporate governance, in the past 2025, the Board of Directors has supervised the General Director and other managers in implementing the resolutions of the General Meeting of Shareholders, the Board of Directors and operating the daily affairs of the company. The supervision of the Board of Directors is maintained regularly and closely.

The Board of Directors highly appreciates the efforts of the Board of Directors and all officers and employees of the Company in 2025. In the context of the volatile and challenging business environment, the Company has proactively implemented many flexible management solutions, well controlled costs and improved operational efficiency. As a result, the Company has achieved positive results in production and business activities, in which the total basic revenue completed the plan, in particular, the profit before tax and after tax far exceeded the plan, demonstrating the efficiency of the Company's operation as well as the Company's ability to adapt to market fluctuations.

The Board of Directors recognizes and praises the results that the Board of Directors and employees have achieved in 2025, and believes that with the strengthened foundation and the spirit of solidarity, initiative and creativity, the Company will continue to promote the achieved results, improve operational efficiency and move towards sustainable development in the coming time.

B. REMUNERATION, OPERATING EXPENSES, AND OTHER BENEFITS OF THE BOARD OF DIRECTORS AND BOARD MEMBERS IN 2025

STT	Contents	Remuneration 01 month/person (VND)	Operating expenses and other benefits in 2025	Remuneration for the whole year 2025 (VND)
1	Mr. Nguyen Hung Cuong	5.000.000	1.275.320.000	1.335.320.000
2	Ms. Tran Thi Huong Giang	2.000.000	413.307.951	437.307.951
3	Ms. Doan Thi Thu Thuy	2.000.000	0	24.000.000
4	Mr. Bui Van Huan	2.000.000	0	24.000.000
5	Ms. Nguyen Thi Hien	2.000.000	0	24.000.000
	Total			**1.844.627.951**

C. OPERATION PLAN OF THE BOARD OF DIRECTORS IN 2026

The Board of Directors plans to submit to the General Meeting of Shareholders the plans for 2026 as follows:

1. Operation plan in 2026:

TT	Criteria	DVT	Plan
1	Revenue	Copper	1.057.096.859.976
2	Profit before tax	Copper	12.308.464.380
3	Profit after tax	Copper	12.308.464.380

In case the market has complicated developments or seriously affects the Company's production and business activities, the Company's Board of Directors shall submit to the General Meeting of Shareholders to authorize the Board of Directors to decide on the production and business plan in 2026 according to the actual situation.

2. Key tasks in 2026

In order to implement the 2026 plan, the Board of Directors develops key tasks to synchronously implement solutions to ensure the role of the Board of Directors in internal governance, financial activities, and business activities, specifically as follows:

- Formulate strategies, medium-term development plans and annual plans of the company in accordance with the actual situation.
- Closely monitor domestic and international market developments, proactively forecast market risk fluctuations.
- Continue to study the market overview to have appropriate investment assessments for the fields that have been implemented.
- Assess the overall financial situation of the enterprise to decide on effective capital mobilization methods
- Overall assessment of the effectiveness of the operating apparatus and personnel structure in order to effectively organize and manage internally.
- Strengthen internal control and supervision of the implementation of assigned objectives, strategies, plans and tasks, evaluate the Company's operational efficiency.

- Continue to strongly and synchronously innovate the mechanism of management, organization and training.

Above is the report on the results of the governance and operation of business activities in 2025 and the business operation plan in 2026, the Board of Directors would like to report to the General Meeting of Shareholders for consideration and comments. The Board of Directors wishes to continue to receive the trust, attachment and support of shareholders, investors, domestic and foreign partners.

Thank you very much./.

T/M BOARD
CHAIRMAN

CÔNG TY CỔ PHẦN TẬP ĐOÀN THÀNH NAM

NGUYEN HUNG CUONG

THANH NAM GROUP JOINT STOCK COMPANY *No. 05/2026/BC-DHDCD-TNI*	SOCIALIST REPUBLIC OF VIETNAM Independence – Freedom – Happiness

Hanoi, April 3rd, 2026

REPORT OF THE SUPERVISORY BOARD ON THE SITUATION OF FINANCIAL ACTIVITIES IN 2025 AND OPERATIONAL ORIENTATION IN 2026

To: General Meeting of Shareholders of Thanh Nam Group Joint Stock Company

- *Pursuant to the Law on Enterprises 2020;*
- *Pursuant to the Charter of organization and operation of Thanh Nam Group Joint Stock Company;*
- *Based on the 2025 Audit Report provided by International Auditing and Valuation Co., Ltd.*

The Supervisory Board of Thanh Nam Group Joint Stock Company (TNI) would like to report to the Annual General Meeting of Shareholders in 2025 on the implementation of the inspection and supervision of the operation of the TNI Supervisory Board in 2025 and the operation plan of the Supervisory Board in 2026 as follows:

PART A: RESULTS OF INSPECTION AND SUPERVISION IN 2025

I. Activities of the Supervisory Board in 2025

1. Personnel and remuneration of the Supervisory Board

In 2025, the Company's Supervisory Board will operate with the number of members including 3 people, including:

- Mr. Pham Quang Manh: Head of the Department
- Ms. Lai Thu Trang: Member
- Ms. Vuong Thi Thuy: Member

In 2025, the remuneration of the Supervisory Board is as follows:

STT	Contents	Remuneration 01 month/person (VND)	Operating expenses and other benefits in 2025	Remuneration for the whole year 2025 (VND)	Notes
1	Mr. Pham Quang Manh	2.000.000	0	24.000.000	
2	Ms. Lai Thu Trang	1.000.000	0	8.000.000	Appointed on 22/04/2025
3	Ms. Do Thanh Thuy	1.000.000	0	4.000.000	Dismissal 22/04/2025

4	Ms. Pham Thi Hang	1.000.000	0	4.000.000	Dismissal 22/04/2025
5	Ms. Vuong Thi Thuy	1.000.000	0	8.000.000	Appointed on 22/04/2025
	Total			**48.000.000**	

2. Operation of the Supervisory Board in 2025

Based on its functions and tasks, the Supervisory Board has supervised the compliance with the provisions of the Enterprise Law, the company's organization and operation charter in the management and administration of the company's production and business activities, specifically:

- Organize periodic meetings and meetings when there is unexpected work to implement work according to assigned tasks and functions, always closely follow the Resolution of the General Meeting of Shareholders.
- The Supervisory Board has inspected and supervised all aspects of the Company's activities through participating in meetings of the Board of Directors, the Board of Directors and periodic documents and reports of specialized departments.
- Inspect and supervise the compliance with legal policies, regimes of the State, regulations of the Board of Directors and the Board of Directors of the company through reviewing and studying the Resolutions of the Board of Directors and the Decisions on operating production and business activities of the Board of Directors.
- Participate in the selection of independent auditors.
- Periodically inspect and review accounting books, supervise the quarterly and 2025 financial statements of the parent company and consolidated financial statements in order to assess the reasonableness and truthfulness of financial figures before submitting them to the Board of Directors.
- Coordinate with independent auditors in auditing financial statements. Supervise the content and scope of the progress of reviewing and auditing the financial statements in 2025 according to the signed audit contract.

II. Results of monitoring the implementation of the production and business plan in 2025 and supervision of the implementation of the financial and accounting regime

1. Monitoring of business figures and results:

The Supervisory Board agreed on the figures shown in the company's 2025 consolidated financial statements which were audited by an independent auditing firm. Specifically:

STT	Criteria	DVT	Plan	Implementation	Pass Rate
1	Revenue	Copper	1.074.000.000.000	1.060.155.458.229	98,71%
2	Profit before tax	Copper	2.685.000.000	44.564.709.239	1.659,77%
3	Profit after tax	Copper	2.148.000.000	43.493.107.519	2.024,82%

2. Supervision of the implementation of the financial and accounting regime

In 2025, the company has strictly complied with the provisions of the Accounting Law, the accounting regime and Vietnamese Accounting Standards; and at the same time in accordance with the characteristics of production and business activities and management requirements of

In 2025, the company has strictly complied with the provisions of the Accounting Law, the accounting regime and Vietnamese Accounting Standards; and at the same time in accordance with the characteristics of production and business activities and management requirements of the company. The making, circulation, use and preservation of accounting vouchers generally ensure legality, reasonableness and validity; the preparation, recording, use and preservation of accounting books fully and promptly in accordance with the provisions of the current accounting regime, specifically:

- The company fully fulfills its obligations to pay the state budget.
- Fully comply with the State's regulations and regulations in the accounting work.
- The provision is made in accordance with financial and accounting regulations audited by International Auditing and Valuation Co., Ltd.
- The Supervisory Board has carried out the appraisal of the financial statements before the audit and the financial statements after the audit.
- Check the evidence to verify the information in the financial statements.
- Appraisal of each indicator on the financial statements.
- Consider audit reports and management letters issued by independent audit organizations.

III.Results of appraisal of financial statements in 2025

- The financial statements have fully reflected the company's production, business and financial activities, presented according to the prescribed reporting forms.
- The report has honestly and reasonably reflected the material aspects and financial situation as of December 31, 2025.
- The recording, opening of accounting books, classification of economic contents according to accounting standards promulgated by the Ministry of Finance.
- The Company has made periodic reports and information disclosures of organizations listed on the Ho Chi Minh City Stock Exchange and the State Securities Commission in accordance with regulations on information disclosure on the stock market.
- TNI's 2025 financial statements have been audited in accordance with the Charter and the Resolution of the 2025 General Meeting of Shareholders, by International Auditing and Valuation Co., Ltd.

IV. Results of supervision of activities of the Board of Directors and the Executive Board of the company

In 2025, the Board of Directors and the Board of Directors have completed the tasks decided in the resolution of the General Meeting of Shareholders. The activities of the Board of Directors have strictly complied with the Law on Enterprises, the Charter of Organization, the resolution of the General Meeting of Shareholders and the provisions of current law, specifically:

- The Board of Directors has organized regular and extraordinary meetings in a centralized form, through collecting written opinions or online meetings to issue Resolutions and Decisions to resolve issues under its jurisdiction according to the Operation Regulations of the Board of Directors and the company's Charter.
- The Board of Directors has issued Resolutions related to the company's activities within the scope of responsibility and authority of the Board of Directors.
- The Board of Directors has closely followed the guidelines and directions of the Board of Directors to organize production and business. Continue to consolidate the organizational

structure of personnel, build labor quotas. Review and transfer functions and tasks between professional boards in accordance with the production and business situation.

V. Report on monitoring the coordination of activities between the Supervisory Board and the Board of Directors, the Board of Directors:

In 2025, the Supervisory Board has closely coordinated with the Board of Directors and the Board of Directors in implementing the policies of the General Meeting of Shareholders. The Supervisory Board is entitled to fully participate in periodic or extraordinary meetings of the Board of Directors, contribute opinions on building and improving mechanisms and policies as well as the direct management and administration of the Board of Directors. The Resolutions of the Board of Directors issued have received the consensus analysis and evaluation of all members of the Supervisory Board.

The coordination between the Supervisory Board, the Board of Directors, and the Board of Directors is carried out closely and synchronously in accordance with the policy set out by the General Meeting of Shareholders. All operating information of the Board of Directors and the Board of Directors is provided to the Supervisory Board in order to perform its supervisory role well.

VI. Recommendations of the Supervisory Board:

The Supervisory Board recommends that the Board of Directors and the Executive Board of the company implement the following contents:

- It is necessary to develop an annual production and business plan in accordance with the company's capacity and resources to ensure the set plan.
- Continue to implement cost control. Review the system of policies issued in the company to avoid legal risks.
- Strengthen the inspection and control of data, compliance with regulations on environment, occupational safety, fire and explosion prevention, ensuring compliance with the provisions of law.
- Continue to improve the system of existing processes and regulations in accordance with the Law on Enterprises, the company's charter, relevant current regulations, and internal documents to suit the actual situation to ensure that the company's business activities are effective, comply with the company's charter and law.

PART B: OPERATION PLAN OF THE SUPERVISORY BOARD IN 2026

- Perform the task of supervising the implementation of the Resolution of the General Meeting of Shareholders, compliance with the provisions of law and the company's Charter of organization and operation.
- Consider and appraise the company's financial statements, promptly give comments to the Board of Directors and the Executive Board in governance, coordinate activities between the Board of Directors, the Executive Board and the Supervisory Board.
- Continue to perform the task of inspecting and supervising business administration and management activities in accordance with the provisions of the Law on Enterprises.
- Supervise the plans and implementation of the company's production, business and investment tasks; Supervise the implementation of Resolutions and Decisions of the Board of Directors and the Board of Directors.
- Supervise the implementation and review of the company's information disclosure content to ensure timeliness and transparency to ensure the interests of shareholders.

Above is the operation situation in 2025 and the operation plan in 2026 of the Supervisory Board of Thanh Nam Group Joint Stock Company. The Group's Supervisory Board submits to the Company's 2026 Annual General Meeting of Shareholders for approval.

T/M CONTROL BOARD

HEAD

CÔNG TY CỔ PHẦN TẬP ĐOÀN THÀNH NAM

PHAM QUANG MANH

THANH NAM GROUP
JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

No. 06../2026/BC-ĐHĐCĐ-TNI

Hanoi, April 3rd, 2026

INDEPENDENT BOARD MEMBER'S REPORT
2025 REVIEW OF BOARD OF DIRECTORS ACTIVITIES

Dear: ***Board of Directors of Thanh Nam Group Joint Stock Company***
General Meeting of Shareholders of Thanh Nam Group Joint Stock Company

Summarizing in 2025, the Independent Member has conducted a positive review and evaluation of the operation of the Board of Directors in 2025, specifically as follows:

1. Organizational structure

In 2025, the Board of Directors will have a total of 05 members, including 01 independent member. All members of the Board of Directors fully and actively participate in planning, compliance control, strategic criticism, and ensuring good corporate governance practices.

2. Operation mechanism

- In 2025, the Board of Directors will hold 11 meetings. Meetings of the Board of Directors have been convened and implemented with a specific schedule, preparing sufficient documents, complying with the provisions of the Company's Charter and the provisions of law.

- According to the operation plan of the Board of Directors, the work of the Board of Directors in 2025 is concentrated in accordance with the resolution of the General Meeting of Shareholders and in compliance with the Group's Charter, Governance Regulations and standard practices on Group Governance.

- The Board of Directors of the Company has worked with a sense of responsibility and transparency in governance, strictly complying with regulations for public companies. Meetings of the Board of Directors have been convened in a timely manner and implemented in accordance with the procedures specified in the Charter and Internal Regulations on corporate governance. The content of the meetings is fully and carefully discussed, evaluated by members of the Board of Directors to come up with orientations and solutions that bring the highest benefits to the Company.

- Issues related to business strategy, market expansion and management system building are regularly reviewed and evaluated by the Board of Directors in periodic meetings.

3. Regarding the results of governance and supervision

- Overall, the Board of Directors has done a good job of supervising the Board of Directors, ensuring that the Group's activities are always strictly controlled to follow the strategic orientation and adjust decisions in a timely manner when practical requirements.

- Members of the Board of Directors have attended regular and extraordinary meetings of the Board of Directors. The decisions of the Board of Directors are analyzed, criticized and consulted by the Board of Directors in order to have optimal solutions for the interests of the Group. Thereby, the Board of Directors always understands the operation situation of the Group, identifies arising situations, as well as is updated as quickly as possible with requirements from reality.

- Members of the Board of Directors play a proactive role and are responsible for supporting the Board of Directors; conducting many experience sharing sessions and other management levels.

- The Board of Directors pays special attention to risk management solutions, in order to support the Board of Directors to identify problems early and help the Group maintain sustainability and stability in operations, protect the interests of investors.

4. Conclusion

In general, the Board of Directors has fully performed the function of representing the owners in supervising the Company's operating activities. In addition, the Board of Directors has joined the Board of Directors in implementing activities to foster the culture of the business. Through innovative methods, the Board of Directors has well performed the role of accompanying to build sustainable values for the business.

Hanoi, April 3rd, 2026

Independent Member of the Board of Directors

CÔNG TY CỔ PHẦN TẬP ĐOÀN THÀNH NAM

Bui Van Huan

THANH NAM GROUP
JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

No: 01.../2026/TT-ĐHĐCĐ-TNI

Hanoi, April 20 2026

PROPOSAL

(Approval of the audited financial report for the year 2025 and selection of the auditing firm for the 2026 financial report)

To: The General Shareholders' Meeting of Thành Nam Group Joint Stock Company

- *Pursuant to the Enterprise Law 2020 and its implementing documents;*
- *Pursuant to the Charter on the Organization and Operation of Thanh Nam Group Joint Stock Company.*
- *Based on the audited financial report for the year 2025 of Thanh Nam Group Joint Stock Company.*

1. The Board of Directors (BOD) respectfully submits to the Annual General Meeting of Shareholders (AGM) in 2026 for approval the audited financial report for the year 2025 of Thanh Nam Group Joint Stock Company as follows:

- The financial report for 2025 was audited by International Auditing and Valuation Company Limited.;
- The financial report for 2025 of the Company has been audited by International Auditing and Valuation Company Limited. in accordance with the prescribed standards, reviewed by the Company's Supervisory Board, and disclosed by the BOD on the Company's website, including:
    - Management's report;
    - Independent audit report;
    - Balance sheet as of December 31, 2025;
    - 2025 income statement;
    - Cash flow statement;
    - Notes to the financial statements.

2. The Board of Directors respectfully submits to the General Meeting of Shareholders for a vote to authorize the Board of Directors of Thanh Nam Group Joint Stock Company to select the auditing firm for the 2026 financial report from the list of auditing firms that are eligible to provide audit services, as approved by the State Securities Commission.

The Board of Directors respectfully requests the AGM to review and approve.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

CÔNG TY CỔ PHẦN TẬP ĐOÀN THÀNH NAM

NGUYEN HUNG CUONG

THANH NAM GROUP
JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

No: 02.../2026/TT-ĐHĐCĐ-TNI

Hanoi, April 3rd, 2026

PROPOSAL

(Approval of the profit distribution and dividend plan for the year 2025, Profit distribution and dividend plan for the year 2026)

To: The General Shareholders' Meeting of Thành Nam Group Joint Stock Company

- *Pursuant to the Enterprise Law 2020 and its implementing documents;*
- *Pursuant to the Charter on the Organization and Operation of Thanh Nam Group Joint Stock Company.*
- *Based on the audited financial report for the year 2025 of Thanh Nam Group Joint Stock Company.*

To ensure the long-term benefits of shareholders, the Board of Directors (BOD) respectfully submits to the Annual General Meeting of Shareholders (AGM) in 2026 for approval the profit distribution and dividend payment plan for the year 2025 of Thanh Nam Group Joint Stock Company as follows:

1. Profit distribution plan for the year 2025

Considering that 2025 was a challenging year for the steel industry, the Board of Directors made significant efforts to closely monitor the developments of both the domestic and global markets, intensify market exploitation, and seek out customers. At the same time, the company proactively developed a selective purchasing strategy from the beginning and waited for the right opportunity to sell, aiming to recover losses from previous years. As a result, the profits for 2025 did not meet the targets set at the Annual General Meeting of Shareholders in 2025. Therefore, given the current business performance and the need for development investment during this period, the company has not yet made provisions for funds such as the reward fund, welfare fund, or development investment fund, in order to ensure sufficient capital for business operations in 2026.

2. Dividend payment plan for the year 2025 and profit distribution and dividend plan for the year 2026.

"2026 is forecasted to be a year with many positive signals, but the potential risks from the global political-economic environment remain present and will continue to negatively impact the recovery outlook for Vietnam's economic growth. Specifically, the global economy is expected to grow slowly, reaching only about 2.4%, 0.2% lower than in 2025. Among the major global economies, the United States and China are experiencing slow recoveries. These two countries are also Vietnam's largest trading partners, so their economic performance will significantly affect Vietnam's economy. Additionally, geopolitical conflicts remain complex, inflation and interest rates, though reduced, are still high, and the corporate bond and real estate markets still carry many risks, requiring time for stabilization. Therefore, financial provisioning is essential to ensure the survival of businesses.

Accordingly, the Board of Directors respectfully proposes that the General Meeting of Shareholders delegate the authority to the Board of Directors to determine the dividend payment ratio for 2025 and to formulate the profit distribution and dividend policy for 2026, based on the business performance at each specific time and to ensure sufficient operating capital. The Board of Directors will proactively decide on the appropriate rates to maximize the interests of the shareholders and the company.

The Board respectfully requests the General Meeting to consider and vote for approval./.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

CÔNG TY CỔ PHẦN TẬP ĐOÀN THÀNH NAM

NGUYEN HUNG CUONG

THANH NAM GROUP
JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

No.:03.../2026/TT-ĐHĐCĐ-TNI

Hanoi, April 3rd 2026

PROPOSAL

(Approval of the remuneration plan for the members of the Board of Directors and Supervisory Board for the year 2025 and the remuneration plan for the year 2026)

To: The General Shareholders' Meeting of Thành Nam Group Joint Stock Company

The Board of Directors respectfully submits to the Annual General Meeting of Shareholders in 2026 for approval the remuneration for the members of the Board of Directors and the Supervisory Board of Thanh Nam Group Joint Stock Company as follows:

I. Finalization of remuneration for the Board of Directors and Supervisory Board for the year:

Based on the business results for the year 2025, the Board of Directors proposes that the Annual General Meeting of Shareholders in 2026 approve the remuneration plan for the members of the Board of Directors and Supervisory Board for the 2025 fiscal year as follows:

No.	Title	Qty	Number of months	Number of months	Total remuneration for 2025
1	Chairman of the Board of Directors	1	12	5,000,000	60,000,000
2	Board of Directors Member	4	12	2,000,000	96,000,000
3	Head of Supervisory Board	1	12	2,000,000	24,000,000
4	Supervisory Board Member	2	12	1,000,000	24,000,000
	Total	**8**		**16,000,000**	**204,000,000**

II. Remuneration plan for the Board of Directors and Supervisory Board for the year 2026

Based on the business plan for the year 2026, the Board of Directors proposes that the Annual General Meeting of Shareholders in 2026 approve the remuneration plan for the Board of Directors and Supervisory Board for the year 2026 as follows:

No.	Title	Qty	Number of months	Number of months	Total remuneration for 2025
1	Chairman of the Board of Directors	1	12	5,000,000	60,000,000
2	Board of Directors Member	4	12	2,000,000	96,000,000
3	Head of Supervisory Board	1	12	2,000,000	24,000,000
4	Supervisory Board Member	2	12	1,000,000	24,000,000
	Total	**8**			**204,000,000**

The Board of Directors respectfully requests the AGM to review and approve.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

CÔNG TY CỔ PHẦN TẬP ĐOÀN THÀNH NAM

NGUYEN HUNG CUONG

THANH NAM GROUP JOINT STOCK COMPANY	SOCIALIST REPUBLIC OF VIETNAM Independence - Freedom - Happiness
No09/2026/TT-ĐHDCĐ-TNI	Hanoi, April 3rd, 2026

PROPOSAL

(Re: Election of members of the Board of Directors, members of the Supervisory Board term 2026 – 2031)

To: General Meeting of Shareholders of Thanh Nam Group Joint Stock Company

- *Pursuant to the 2020 Law on Enterprises, amending and supplementing a number of articles in 2025 and guiding documents;*
- *Pursuant to the Law on Securities 2019 and its guiding documents;*
- *Pursuant to the Charter of organization and operation of Thanh Nam Group Joint Stock Company;*

According to the provisions of the Law on Enterprises and the company's Charter of organization and operation, in order to ensure the good implementation of governance, the Board of Directors of Thanh Nam Group Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the following contents:

1. **Approving the number of members of the Board of Directors and members of the Supervisory Board for the term 2026 – 2031**

In order to meet the needs of the Company's governance, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval:

- The number of members of the Board of Directors for the term 2026 – 2031 is: 05 people;
- The number of members of the Supervisory Board for the term 2026 – 2031 is: 03 people.

2. **Election of members of the Board of Directors, members of the Supervisory Board for the term 2026 – 2031**

I would like to request the General Meeting of Shareholders to:

- Elect 05 members of the Board of Directors for the term 2026 – 2031 to replace members of the Board of Directors for the term 2021 – 2026 as follows:

STT	Name of Member of the Board of Directors	Position
1	Nguyen Hung Cuong	Chairman of the Board of Directors
2	Doan Thi Thu Thuy	Member of the Board of Directors
3	Tran Thi Huong Giang	Member of the Board of Directors
4	Nguyen Thi Hien	Member of the Board of Directors
5	Bui Van Huan	Independent Member of the Board of Directors

- Elect 03 members of the Supervisory Board for the term 2026 - 2031 to replace the members of the Supervisory Board for the term 2021 - 2026 as follows:

STT	Name of Member of the Supervisory Board	Position
1	Pham Quang Manh	Head of the Supervisory Board

2	Vuong Thi Thuy	Member of the Supervisory Board
3	Lai Thu Trang	Member of the Supervisory Board

Regulations on criteria for candidates for the Board of Directors, Supervisory Board: Meet the requirements of the Company's Charter and current laws.

The process of nomination, candidacy and election of members of the Board of Directors and Supervisory Board shall comply with the provisions of the Charter, the Company's Governance Regulations, the Regulations on the organization of the General Meeting of Shareholders and the Regulation on nomination, candidacy and election of members of the Board of Directors and Supervisory Board for the term 2026 – 2031 approved at the 2026 Annual General Meeting of Shareholders.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the above contents./.

TM. BOARD
CHAIRMAN

CÔNG TY CỔ PHẦN TẬP ĐOÀN THÀNH NAM

Nguyen Hung Cuong

THANH NAM GROUP JOINT STOCK COMPANY	SOCIALIST REPUBLIC OF VIETNAM Independence – Freedom – Happiness

No05./2026/TTr-ĐHĐCĐ-TNI

Ha Noi, April 3rd 2026

PROPOSAL

(Amending and supplementing business lines to be consistent with Decision No. 36/2025/TTg on Vietnam's system of economic sectors)

To: General Meeting of Shareholders of Thanh Nam Group Joint Stock Company

- *Pursuant to the Law on Enterprises 2020 amending and supplementing a number of articles in 2025;*
- *Pursuant to the Charter of organization and operation of Thanh Nam Group Joint Stock Company;*
- *Based on actual production and business needs.*

Based on changes in the law on Vietnam's economic sector system, the actual production needs of enterprises, the Board of Directors respectfully proposes to consult shareholders at the Annual General Meeting of Shareholders in 2026 to approve the change of business lines to comply with current legal regulations. Specifically, as follows:

1. **Eliminate the following business lines**

STT	Names of business lines removed from the registered list	Industry Code	Main business lines
1	Wholesale of cars and other motor vehicles	4511	
2	Short Stay Service	5510	
3	Wholesale of Metals and Metal Ores	4662	
4	Consulting, brokerage, real estate auction, land use right auction	6820	
5	Travel Agent	7911	
6	Sauna, massage and similar wellness services	9610	
7	Details: Buying and selling other agricultural products	8299	
8	Other support services	8810	
9	Booking services and support services related to the promotion and organization of tours	7990	
10	Retail sale of furniture, paints, glass and other installation equipment in construction in specialized stores	4752	
11	Wholesale of other installation materials and equipment	4663	

	in construction		
12	Wholesale rice, wheat, other grains, wheat flour	4631	
13	Retail of other household appliances on the move or at the market	4784	
14	Raising goats and sheep and producing breeds of goats, sheep, deer and deer	0144	

2. To supplement the following business lines:

STT	Names of business lines to be added	Industry Code	Main business lines (In case the business line is supplemented as the main business line, mark X to select one of the declared business lines)
1	Laundry, cleaning of textile and fur products	9610	
2	Other Travel-Related Activities	7990	
3	Wholesale of motorcycles, motorcycles, spare parts and auxiliary parts of motorcycles and motorcycles	4663	
4	Wholesale of other installation materials and equipment in construction	4673	
5	Wholesale of rice, wheat, other grain products,	4631	

	wheat flour		
6	Raising goats, sheep, deer, deer and producing goat, sheep, deer, deer breeds	0144	
7	Wholesale of cars and other motor vehicles	4661	
8	Other real estate activities on a fee or contract basis	6829	
9	Other personal service activities	9690	
10	Retail of Furniture, Paint, Glass, Materials and Other Installation Equipment in Construction	4752	
11	Hotels and similar accommodations	5510	
12	Wholesale of Metals and Metal Ores	4672	
13	Travel Agents	7911	
14	Spa and sauna services	9623	

3. Business lines after change:

STT	Name of business line	Industry Code	Main business lines (In case the business line is supplemented as the main business line, mark X to select one of the declared business lines)
1	Wholesale of other machinery, equipment and machine parts	4659	
2	Trading in real estate, land use rights belonging to owners, users or tenants	6810	
3	Other road passenger transport	4932	
4	Freight transport by road	4933	
5	Restaurants and mobile catering services	5610	

STT	Name of business line	Industry Code	Main business lines (In case the business line is supplemented as the main business line, mark X to select one of the declared business lines)
6	Other common machine production	2819	
7	Cargo Loading and Unloading	5224	
8	Manufacture of other products made of metals that have not been classified anywhere	2599	
9	Motor Car Rental	7710	
10	Beverage service	5630	
11	Advertisement	7310	
12	Market research and public opinion polls	7320	
13	Tour operator	7912	
14	Demolition	4311	
15	Site preparation	4312	
16	Electrical System Installation	4321	
17	Installation of other construction systems	4329	
18	Completion of construction works	4330	

STT	Name of business line	Industry Code	Main business lines (In case the business line is supplemented as the main business line, mark X to select one of the declared business lines)
19	Wholesale of raw agricultural and forest products (except timber, bamboo, bamboo) and live animals	4620	
20	Food Wholesale	4632	
21	General wholesale	4690	
22	Warehousing and storage of goods	5210	
23	Packaging Service	8292	
24	Other business support service activities have not been classified anywhere	8299	
25	Organizing trade introduction and promotion	8230	
26	Rice cultivation	0111	
27	Growing corn and other grain food crops	0112	
28	Planting root crops with powdery substances	0113	
29	Sugarcane planting	0114	
30	Planting tobacco and tobacco plants	0115	
31	Construction of water works	4291	

STT	Name of business line	Industry Code	Main business lines (In case the business line is supplemented as the main business line, mark X to select one of the declared business lines)
32	Planting plants for fibers	0116	
33	Construction of mining works	4292	
34	Planting other annuals	0119	
35	Construction of processing and manufacturing works	4293	
36	Planting fruit trees	0121	
37	Construction of other civil engineering works	4299	
38	Agents, brokers, auctions of goods	4610	
39	Providing catering services on an occasional contract with customers	5621	
40	Planting other perennials	0129	
41	Building houses for living	4101	
42	Building houses that are not for living	4102	
43	Mechanical Processing; Metal Processing and Coating	2592	

STT	Name of business line	Industry Code	Main business lines (In case the business line is supplemented as the main business line, mark X to select one of the declared business lines)
44	Installation of water supply, drainage, heating and air conditioning systems	4322	
45	Poultry farming	0146	
46	Mixed cultivation and animal husbandry	0150	
47	Growing vegetables, beans and flowers	0118	
48	Planting spices, medicinal plants, perennial flavoring plants	0128	
49	Laundry, cleaning of textile and fur products	9610	
50	Raising buffaloes and cows and producing buffalo and cow breeds	0141	
51	Other Travel-Related Activities	7990	
52	Breeding horses, donkeys, mules and producing horse breeds and donkeys	0142	
53	Wholesale of motorcycles, motorcycles, spare parts and auxiliary parts of motorcycles and motorcycles	4663	
54	Wholesale of other installation materials and equipment in construction	4673	

STT	Name of business line	Industry Code	Main business lines (In case the business line is supplemented as the main business line, mark X to select one of the declared business lines)
55	Pig breeding and pig breed production	0145	
56	Wholesale of rice, wheat, other grain products, wheat flour	4631	
57	Raising goats, sheep, deer, deer and producing goat, sheep, deer, deer breeds	0144	
58	Wholesale of cars and other motor vehicles	4661	
59	Other real estate activities on a fee or contract basis	6829	
60	Other personal service activities	9690	
61	Retail of Furniture, Paint, Glass, Materials and Other Installation Equipment in Construction	4752	
62	Hotels and similar accommodations	5510	
63	Wholesale of Metals and Metal Ores	4672	
64	Travel Agents	7911	
65	Spa and sauna services	9623	

4. Authorize the Board of Directors to perform relevant legal tasks and procedures

Authorize the Board of Directors to have the full right to decide on the detailed changes in the above-mentioned business lines and carry out relevant legal tasks and procedures in the course of implementation if they are in accordance with the provisions of law and production and business needs.

Authorize the Board of Directors to have full authority to carry out legal work and procedures related to the above contents.

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

T/M BOARD
CHAIRMAN

CÔNG TY CỔ PHẦN TẬP ĐOÀN THÀNH NAM

NGUYEN HUNG CUONG

THANH NAM GROUP
JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

No.06./2026/TTr-ĐHĐCĐ-TNI

Hanoi, April 3rd 2026

PROPOSAL

(Re: Update and amendment of the company's charter)

To: General Meeting of Shareholders of Thanh Nam Group Joint Stock Company

Based on the actual operation of the enterprise and the changes of the state in administrative boundaries and business lines, the Board of Directors respectfully submits to the Annual General Meeting of Shareholders in 2026 for approval the update of the company's charter, specifically as follows:

1. Updating the address of the Company's head office due to the merger of administrative boundaries

1.1 Pre-merger information:

Address: 3rd Floor, Tower A, Golden Palace Office Building, 99 Me Tri Street, Me Tri Ward, Nam Tu Liem District, Hanoi City, Vietnam

1.2 Post-merger information:

Address: 3rd Floor, Tower A, Golden Palace Office Building, 99 Me Tri Street, Tu Liem Ward, Hanoi City, Vietnam

2. Amendment and supplementation of the company's business lines

Eliminate the following business lines

STT	Names of business lines removed from the registered list	Industry Code	Main business lines
1	Wholesale of cars and other motor vehicles	4511	
2	Short Stay Service	5510	
3	Wholesale of Metals and Metal Ores	4662	
4	Consulting, brokerage, real estate auction, land use right auction	6820	
5	Travel Agent	7911	
6	Sauna, massage and similar health-promoting services (except for sports activities)	9610	
7	Laundry, cleaning of textile and fur products	9620	
8	Wedding service activities	9633	

9	Booking services and support services related to the promotion and organization of tours	7990	
10	Retail sale of furniture, paints, glass and other installation equipment in construction in specialized stores Details: Retail of cement, masonry bricks, tiles, stones, sand and gravel, iron and steel and other building materials in specialized stores	4752	
11	Wholesale of other installation materials and equipment in construction Details: Other Building Materials Wholesale	4663	
12	Wholesale of rice, wheat, other grains, wheat flour	4631	
13	Retail of other household appliances on the move or at the market Details: Retail of Metals, Paints, Glass and Other Installation Equipment in Mobile Construction or at the Market	4784	
14	Raising goats and sheep and producing breeds of goats, sheep, deer and deer	0144	

Supplementing the following business lines:

STT	Names of business lines to be added	Industry Code	Main business lines (In case the business line is supplemented as the main business line, mark X to select one of the declared business lines)
1	Raising goats, sheep, deer, deer and producing goat, sheep, deer, deer breeds	0144	
2	Retail of Furniture, Paint, Glass, Materials and Other Installation Equipment in Construction	4752	
3	Wholesale of rice, wheat, other grain products, wheat flour	4631	
4	Wholesale of cars and other motor vehicles	4661	

5	Wholesale of motorcycles, motorcycles, spare parts and auxiliary parts of motorcycles and motorcycles	4663	
6	Wholesale of Metals and Metal Ores	4672	
7	Wholesale of other installation materials and equipment in construction	4673	
8	Hotels and similar accommodations	5510	
9	Other real estate activities on a fee or contract basis	6829	
10	Travel Agents	7911	
11	Other Travel-Related Activities	7990	
12	Laundry, cleaning of textile and fur products	9610	
13	Spa and sauna services	9623	
14	Other personal service activities	9690	

Above is the entire content of the update and amendment of the company's charter (Attached to the draft amended charter)

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

T/M BOARD
CHAIRMAN

CÔNG TY CỔ PHẦN TẬP ĐOÀN THANH NAM

CHỦ TỊCH HĐQT
Nguyễn Hùng Cường

THANH NAM GROUP JOINT STOCK COMPANY

THE SITUATION TEMPERATURE AND TEMPERATURE

(Amended and supplemented according to the Decision of the Annual General Meeting of Shareholders dated .../.../2026)

Hanoi, April 26, 2024

TABLE OF CONTENTS

CHAPTER I

DEFINITIONS OF TERMS IN THE CHARTER

Article 1. Explanation of terms

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

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

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

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

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

e. "Shareholder" means an individual or organization that owns at least one share of the Company;

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

g. "Executive of the enterprise" means the General Director, Deputy General Director, Chief Accountant and other managerial positions in the Company approved by the Board of Directors.

h. "Enterprise manager" means a person who manages a company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director and individuals holding other managerial positions appointed by the General Meeting of Shareholders or the Board of Directors.

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

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

k. "Operation duration" means the Company's operation time specified in Article 2 of this Charter and the extension period (if any) approved by the Company's General Meeting of Shareholders by resolution;

l. "Vietnam" means the Socialist Republic of Vietnam.

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

3. The headings (chapters and articles of this Charter) are used to facilitate the understanding of the content and do not affect the content of this Charter.

CHAPTER II

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

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

1. Company Name

- Vietnamese name: **THANH NAM GROUP JOINT STOCK COMPANY**

- English name: **THANH NAM GROUP JOINT STOCK CORPORATION**
- Abbreviation Vietnamese: **THANH NAM GROUP**
- English abbreviation: Thanh Nam Group JSC.

2. The company is a joint stock company with legal status in accordance with the current laws of Vietnam.
3. The registered office of the Company is:

- Address: **3rd Floor, Tower A, Golden Palace Office Building, 99 Me Tri Street, Tu Liem Ward, Hanoi**
- Phone: (84 – 24) 3787 1397
- Fax: **(84-24) 3787 1395**
- E-mail: **thanhnamcom@gmail.com**
- Website: **www.thanhnamgroup.com.vn**

4. The Company may establish branches and representative offices in the business area to carry out the Company's operational objectives in accordance with the decision of the Board of Directors and to the extent permitted by law.
5. Unless the operation is terminated before the time limit specified in Clause 2, Article 52 of this Charter, the term of operation of the Company starts from the date of establishment and is indefinite.

Article 3. Legal representative of the Company

1. The company has one (01) legal representative, who is the Chairman of the Board of Directors.
2. The legal representative of the Company is an individual who represents the Company in exercising the rights and obligations arising from the Company's transactions, representing the Company as a plaintiff, defendant, person with related interests and obligations before the Arbitration or the Court. The responsibilities of the legal representative shall comply with Article 14 of the Law on Enterprises and other rights and obligations as prescribed by current law.
3. The legal representative of the Company must reside in Vietnam; in case of exiting Vietnam, they must authorize in writing another person to perform the rights and duties of the Company's legal representative.
4. Upon the expiration of the authorization period, the legal representative of the Company has not returned to Vietnam and there is no other authorization, the authorized person shall continue to exercise the rights and obligations of the legal representative of the Company within the scope of authorization until the legal representative of the Company returns to work at the Company or until the Board of Directors decides to appoint another person as the Company's legal representative.

   In case of being absent from Vietnam for more than 30 days without authorizing another person to perform the rights and duties of the Company's legal representative or being killed, missing, temporarily detained, sentenced to imprisonment, restricted or losing his/her civil act capacity, the Board of Directors shall appoint another person to act as the Company's legal representative.

CHAPTER III

OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY

Article 4. Objectives of the Company

1. The Company's business lines are:

STT	NAME OF BUSINESS LINE	INDUSTRY CODE
1	Rice cultivation	0111
2	Growing corn and other grain food crops	0112
3	Planting root crops with powdery substances	0113
4	Sugarcane planting	0114
5	Planting tobacco and tobacco plants	0115
6	Planting plants for fibers	0116
7	Growing vegetables, beans and flowers	0118
8	Planting other annuals	0119
9	Planting fruit trees	0121
10	Planting spices, medicinal plants, perennial flavoring plants	0128
11	Planting other perennials	0129
12	Raising buffaloes and cows and producing buffalo and cow breeds	0141
13	Breeding horses, donkeys, mules and producing horse breeds and donkeys	0142
14	Raising goats, sheep, deer, deer and producing goat, sheep, deer, deer breeds	0144
15	Pig breeding and pig breed production	0145
16	Poultry farming	0146
17	Mixed cultivation and animal husbandry	0150
18	Mechanical Processing; Metal Processing and Coating	2592
19	Manufacture of other products made of metals that have not been classified anywhere	2599
20	Other common machine production	2819
21	Building houses for living	4101
22	Building houses that are not for living	4102
23	Construction of water works	4291
24	Construction of mining works	4292
25	Construction of processing and manufacturing works	4293
26	Construction of other civil engineering works	4299
27	Demolition	4311

28	Site preparation	4312
29	Electrical System Installation	4321
30	Installation of water supply, drainage, heating and air conditioning systems	4322
31	Installation of other construction systems	4329
32	Completion of construction works	4330
33	Agents, brokers, auctions of goods	4610
34	Wholesale of raw agricultural and forest products (except timber, bamboo, bamboo) and live animals	4620
35	Wholesale of rice, wheat, other grain products, wheat flour	4631
36	Food Wholesale	4632
37	Wholesale of other machinery, equipment and machine parts	4659
38	Wholesale of cars and other motor vehicles	4661
39	Wholesale of motorcycles, motorcycles, spare parts and auxiliary parts of motorcycles and motorcycles	4663
40	Wholesale of Metals and Metal Ores	4672
41	Wholesale of other installation materials and equipment in construction	4673
42	General wholesale	4690
43	Retail of Furniture, Paint, Glass, Materials and Other Installation Equipment in Construction	4752
44	Other road passenger transport	4932
45	Freight transport by road	4933
46	Warehousing and storage of goods	5210
47	Cargo Loading and Unloading	5224
48	Hotels and similar accommodations	5510
49	Restaurants and mobile catering services	5610
50	Providing catering services on an occasional contract with customers	5621
51	Beverage service	5630
52	**Trading in real estate, land use rights belonging to owners, users or tenants** **Details: Real estate business: Exploitation, leasing warehouses and storing goods;**	**6810 (Major)**
53	Other real estate activities on a fee or contract basis	6829
54	Advertisement	7310
55	Market research and public opinion polls	7320

56	Motor Car Rental	7710
57	Travel Agents	7911
58	Tour operator	7912
59	Other Travel-Related Activities	7990
60	Organizing trade introduction and promotion	8230
61	Packaging Service	8292
62	Other business support service activities have not been classified anywhere	8299
63	Laundry, cleaning of textile and fur products	9610
64	Spa and sauna services	9623
65	Other personal service activities	9690

2. Objectives of the Company

a. Mobilize and use capital effectively in production and business;

b. Improve efficiency and achieve the goal of maximizing reasonable profits;

c. Create jobs and stable income for employees;

d. Increase returns for shareholders;

e. Maximizing the Company's operational efficiency, contributing to the State Budget and developing the Company to grow stronger and stronger.;

f. If any of these objectives require the approval of the regulatory authority, the Company should consult with the Competent Authority for a guideline for the implementation of the target.

Article 5. Business Scope and Operations

1. The Company is authorized to plan and conduct all business activities according to the Company's business lines that have been published on the National Business Registration Portal and this Charter, in accordance with the provisions of applicable law, and to take appropriate measures to achieve the Company's objectives.
2. The company may conduct business activities in other fields permitted by law and approved by the General Meeting of Shareholders.

CHAPTER IV

CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The charter capital of the Company is 525,000,000,000 VND (Five hundred and twenty-five billion VND)

   The total charter capital of the Company is divided into 52,500,000 shareswith a price of 10,000 VND/share.
2. The company may increase its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

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

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

5. The founding shareholders of the company have transferred all their owned shares to outside investors, so as of the time this Charter is adopted, the Company has no founding shareholders.

6. Ordinary shares must be prioritized for sale to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares of shareholders who do not register to buy all will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to the subjects under such conditions and in such manner as the Board of Directors deems appropriate, but shall not sell such shares under conditions more favorable than those already offered for sale to existing shareholders, unless the shares are sold through the Stock Exchange under the Stock Exchange auction method or the General Meeting of Shareholders with other approvals.

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

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

Article 7. Stock Certification

1. Shareholdersof the Company are responsible for the Company's shareholding of the Company's shares and concerns of the Company's shareholders.U.

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

3. Within thirty (30) days from the date of submission of a complete dossier of application for transfer of share ownership as prescribed by the Company or within thirty (30) days (or other time limits prescribed by the issuance terms) from the date of full payment of the share purchase price as prescribed in the Company's stock issuance plan, the holder of the number of shares shall be granted a share certificate. The shareholder does not have to pay the Company the cost of printing the share certificate. In case there is an error in the content and form of the share certificate issued by the company, the rights, interests and obligations of its owner are not affected.

4. In case the stock certificate is lost, damaged or destroyed in other forms, the shareholder shall be re-granted shares by the company at the request of such shareholder. The shareholder's proposal must include the following contents:

a) Information about shares that have been lost, damaged or otherwise destroyed;

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

5. The Company's shareholders are responsible for maintaining the Share Certificate carefully, not to be torn, damaged, smudged, faded and are independently responsible for the preservation of the Share Certificate and the Company will not be responsible in any case of such Share Certificate being stolen or used for fraudulent purposes.

Article 8. Other securities certificates

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

Article 9. Transfer of shares

1. All shares are freely transferable unless otherwise provided for in this Charter, the Resolution of the General Meeting of Shareholders and/or the law. Stocks listed on the Stock Exchange shall be transferred in accordance with the provisions of the law on securities and securities market.
2. Shares that have not been fully paid shall not be transferred and enjoy related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares and other benefits as prescribed by law.

Article 10. Share Recovery

1. In case a shareholder fails to fully and punctually pay the amount payable to purchase shares, the Board of Directors shall notify and request such shareholder to pay the remaining amount together with the interest on such amount and expenses incurred due to the failure to fully pay to the Company.
2. The above-mentioned payment notice must clearly state the new payment deadline (at least seven (07) days from the date of sending the notice), the place of payment and the notice must clearly state that in case of failure to pay as required, the number of shares that have not been fully paid will be withdrawn.
3. The Board of Directors reserves the right to revoke unpaid shares in full and on time in the event that the requirements in the above notice are not fulfilled.
4. The recovered shares are considered as shares entitled to be offered for sale under the provisions of Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale and redistribution under such conditions and manner as the Board of Directors deems appropriate.
5. Shareholders holding the withdrawn shares must renounce their shareholder status for those shares, but must still be responsible for the total par value of the shares registered for purchase for the Company's financial obligations arising at the time of recovery under the decision of the Board of Directors from the date of recovery to the date of payment math. The Board of Directors has the sole right to decide on the coercive payment of the entire value of shares at the time of recovery.
6. The notice of revocation shall be sent to the holder of the revoked shares before the time of revocation. The revocation remains in effect even in the event of an error or negligence in the delivery of the notification.

CHAPTER V

ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL

Article 11. Organizational structure, governance, and control

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

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

4. General Director.

CHAPTER VI

SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Shareholders' rights

1. Shareholders are the owners of the Company, who have the corresponding rights and obligations according to the number of shares and the type of shares they own. Shareholders are only responsible for the Company's debts and other property obligations to the extent of the capital contributed to the Company.

2. Ordinary shareholders have the following rights:

a. Attending and speaking at meetings of the General Meeting of Shareholders and exercising the right to vote directly at the General Meeting of Shareholders or through an authorized representative or conducting remote voting; online conferences, telephone conferences or other forms permitted by law;

b. Receive dividends at the rate decided by the General Meeting of Shareholders;

c. Freedom to transfer shares that have been fully paid in accordance with the provisions of this Charter and current laws; except for the case specified in Clause 3, Article 120; Clause 1, Article 127 of the Law on Enterprises and other relevant regulations;

d. Review, look up and extract information related to shareholders in the List of shareholders eligible to participate in the General Meeting of Shareholders and request the correction of inaccurate information;

e. Access to information on the list of shareholders entitled to attend the General Meeting of Shareholders;

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

g. In case the Company is dissolved or bankrupt, it is entitled to receive a part of the remaining assets corresponding to the percentage of share ownership in the Company after the Company has paid debts (including debt obligations to the state, taxes and fees) and paid to shareholders holding other types of shares of the Company in accordance with law;

h. Request the Company to repurchase their shares in the cases specified by the Enterprise Law;

i. To be treated equally. Each share of the same type gives the shareholder equal rights, obligations and benefits. In case the Company has preference shares, the rights and obligations associated with the preference shares must be approved by the General Meeting of Shareholders and fully announced to shareholders;

j. Have full access to periodic and unusual information published by the Company in accordance with the provisions of law

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

l. Other rights as prescribed in this Charter and law.

3. Shareholders or groups of shareholders owning 5% or more of the total ordinary shares have the following rights:

a. Nominating candidates for the Board of Directors or the Control Board according to the corresponding provisions in Articles 25 and 36 of this Charter;

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

c. Review, look up and extract the number of minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Control Board, contracts and transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets, the Company's business secrets;

d. Check and receive a copy or quotation of the list of shareholders entitled to attend and vote/vote at the General Meeting of Shareholders;

e. Request the Supervisory Board to examine each specific issue related to the management and administration of the Company's activities when deeming it necessary. The request must be expressed in writing; must have full name, permanent residence address, nationality, number of identity card, passport or other lawful personal identification for individual shareholders; name, permanent residence address, nationality, establishment decision number or business registration number for institutional shareholders; the number of shares and the time of registration of shares of each shareholder, the total number of shares of the whole group of shareholders and the percentage of ownership in the total number of shares of the Company; matters to be inspected, the purpose of inspection;

f. Proposing the issue to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least [03 working days] before the opening date, [unless the Company's Charter stipulates otherwise]. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issue of the proposal to be included in the family program

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

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

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

Article 13. Obligations of shareholders

Shareholders have the following obligations:

1. Comply with the Company's Charter and the Company's regulations; comply with decisions of the General Meeting of Shareholders and the Board of Directors.

2. Comply with Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

3. Pay in full and on time the number of shares committed to buy.

4. It is not allowed to withdraw capital contributed in ordinary shares from the Company in any form, except for the case of being repurchased by the Company or another person. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of

this Clause, such shareholder and the person with related interests in the Company shall be jointly responsible for the Company's debts and other property obligations within the value of the withdrawn shares and the damage incurred.

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

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

a. Attend and vote/vote in person at the meeting;

b. Authorize others to attend and vote/vote at meetings;

c. Attend and vote/vote through online meetings, electronic voting, or other electronic forms;

d. Send voting/election ballots to the meeting via mail, fax, email.

7. Provide the correct address when registering to buy shares.

8. Fulfilling other obligations as prescribed by current law

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

a. Violation of law;

b. Conducting business and other transactions for self-interest or serving the interests of other organizations and individuals;

c. Payment of debts that are not due in the face of possible financial risk to the Company.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights, which is the highest decision-making body of the Company. The Annual General Meeting of Shareholders shall be held once (01) time per year and within four (04) months from the end of the fiscal year.

   In case of necessity, the Board of Directors shall decide to extend the time limit for the Annual General Meeting of Shareholders but not later than 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold an extraordinary meeting. The meeting place of the General Meeting of Shareholders is determined to be the place where the chairman attends the meeting and must be in the territory of Vietnam.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable location. The Annual General Meeting of Shareholders decides on matters in accordance with the provisions of law and the company's Charter, especially approving the annual financial statements and estimates for the next fiscal year. In case the audit report of the company's annual financial statements contains material exceptions, the Company may invite a representative of the independent audit firm to attend the Annual General Meeting of Shareholders to explain the relevant contents.

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

a. The Board of Directors deems it necessary for the benefit of the Company;

b. The remaining number of members of the Board of Directors and the Control Board is less than the minimum number of members as prescribed by law;

c. At the request of shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; the request for convening the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of relevant shareholders or a written request made in many copies and sufficiently collected signatures of relevant shareholders;

d. At the request of the Supervisory Board;

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

4. Convening an extraordinary General Meeting of Shareholders

a. The Board of Directors must convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date on which the number of members of the Board of Directors, independent members of the Board of Directors or the remaining members of the Control Board as prescribed at Point b, Clause 3 of this Article or receipt of the request specified at Points c and d, Clause 3 of this Article;

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

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

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the order and procedures for convening, conducting meetings and making decisions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders are reimbursed by the company. This cost does not include expenses spent by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

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

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

1. The General Meeting of Shareholders discussed and approved the following issues:

a. The Company's annual business plan;

b. Audited annual financial statements;

c. The report of the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors as prescribed in Article 284 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;

d. Report of the Supervisory Board on the Company's business results, operation results of the Board of Directors, General Director;

e. Report on self-assessment of performance of the Supervisory Board and members of the Supervisory Board;

f. Dividend level for each share of each type;

g. Number of members of the Board of Directors and the Control Board;

h. Election, dismissal and dismissal of members of the Board of Directors and members of the Control Board;

i. To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Control Board;

j. Approve the list of approved auditing firms; deciding on the approved auditing firm to inspect the company's activities when deeming it necessary;

k. Supplementing and amending the company's charter;

l. The type of shares and the number of newly issued shares for each type of shares and the transfer of shares of the founding members within the first 03 years from the date of establishment;

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

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

o. Decision on investment or sale of assets valued at [35%] or more of the total value of assets recorded in the Company's latest financial statements [unless the company's charter stipulates other ratios or values];

p. Decide to repurchase more than 10% of the total sold shares of each type;

q. The Company signs contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets recorded in the latest financial statements;

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

s. Approving the Internal Regulation on corporate governance, the Regulation on the operation of the Board of Directors, the Regulation on the operation of the Supervisory Board; Other matters fall under the jurisdiction of law.

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

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

a. Through the development orientation of the Company;

b. Approve the annual financial statements;

c. Approve the list of approved auditing firms; decision on the auditing firm approved to inspect the Company's operations, the exemption of the auditor is approved when considered necessary;

d. Electing, dismissing, dismissing and replacing members of the Board of Directors and members of the Control Board;

e. To decide on the types of shares and the total number of shares of each type entitled to be offered for sale; decide on the annual dividend level of each type of shares;

f. To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Control Board;

g. Decision on supplementation and amendment of the Company's Charter;

h. Division, separation, consolidation, merger or transformation of a company;

i. Reorganization and dissolution of the Company;

j. Consider and handle violations of the Board of Directors or the Supervisory Board that cause damage to the Company and its shareholders;

k. Decision to invest in or sell the Company's assets or transactions with a value equal to or greater than 35% of the total value of assets recorded in the latest audited financial statements;

l. Decision to redeem more than 10% of one type of issued shares of each type;

m. Contracts, transactions of borrowing, lending or sale of assets with a value greater than 10% of the total value of the company's assets recorded in the latest financial statements between the company and shareholders owning 51% or more of the total voting shares or related persons of such shareholders;

n. Approving the Internal Governance Regulation, the Operation Regulation of the Board of Directors and the Control Board;

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

3. Shareholders are not allowed to participate in voting in the following cases:

a. Through the contracts specified in Clause 2 of this Article when such shareholder or a person related to such shareholder is a party to the contract;

b. The redemption of shares of such shareholder or of persons related to such shareholders, unless the repurchase of shares is carried out in proportion to the ownership ratio of all shareholders or the repurchase is carried out through order matching transactions on the Stock Exchange or public tender offer in accordance with law.

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

Article 16. Authorized Representatives

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

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

   The person authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting. In case of re-authorization, the attendees of the meeting must additionally present the initial authorization document of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company).

   Persons authorized to attend the General Meeting of Shareholders must submit a written authorization before entering the meeting room.

3. In case the lawyer signs the power of attorney on behalf of the authorized person, the appointment of the representative in this case shall only be considered valid if the letter of appointment of the representative is presented together with the power of attorney or a valid copy of such power of attorney (if it has not previously been registered with the Company).

4. Except for the case specified in Clause 3 of this Article, the voting vote of the authorized person attending the meeting within the scope of authorization is still valid in one of the following cases:

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

b. The authorizer has canceled the authorization designation;

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

Article 17. Change permissions

1. The change or cancellation of special rights attached to a type of preference share takes effect when it is approved by shareholders holding at least 65% or more of the total votes of all shareholders attending the meeting. The Resolution of the General Meeting of Shareholders on the contents of adversely changing the rights and obligations of shareholders owning preference shares shall only be approved if they are approved by the number of preference shareholders of the same type who own 75% or more of the total preference shares of that type or are approved by the preference shareholders of the same type owning 75% or more of the total number of shares the preferential portion of that type or higher shall be approved in case of passing the resolution in the form of collecting written opinions.

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

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

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

Article 18. Convening the General Meeting of Shareholders, meeting agenda and announcement of the General Meeting of Shareholders

1. The Board of Directors shall convene the General Meeting of Shareholders or the General Meeting of Shareholders shall be convened in the cases specified at Point b or c, Clause 4, Article 14 of this Charter.

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

a. Prepare a list of shareholders eligible to participate and vote/vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders. The company must disclose information on the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;

b. Determining the time and place of the congress;

c. Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

d. Prepare the program and content of the congress;

e. Preparing documents for the congress;

f. Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting;

g. Other tasks for the congress.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by means of ensuring that the contact address of the shareholders is reached, and at the same time published on the website of the Company and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send a notice of invitation to the meeting to all shareholders on the List of shareholders entitled to attend the meeting at least twenty-one (21) days before the opening date of the General Meeting of Shareholders (counting from the date on which the notice is duly sent or sent, to be paid or put in a mailbox). The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on/elected at the General Meeting shall be sent to the shareholders or/and posted on the Company's website. In case the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents for shareholders to access, including:

a. Meeting agendas, documents used in the meeting;

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

c. Voting slips;

d. Form of appointment of representative under authorization to attend the meeting;

e. Draft resolutions for each issue on the meeting agenda.

4. Shareholders or groups of shareholders specified in Clause 3, Article 12 of this Charter may propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The petition must include the full name of the shareholder, permanent residence address, nationality, number of the citizen's identity card, identity card, passport or other lawful personal identification for individual shareholders; name, enterprise code or establishment decision number, address of the head office for shareholders being organizations; the number and type of shares held by such shareholders, and the contents of the proposal to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders has the right to reject proposals related to Clause 4, Article 18 in the following cases:

a. Proposals are sent on time or insufficiently, not in accordance with the content;

b. At the time of petition, the shareholder or group of shareholders does not hold 5% or more of ordinary shares as prescribed in Clause 3, Article 12 of this Charter;

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

d. Other cases as prescribed by law.

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

Article 19. Conditions for conducting the General Meeting of Shareholders

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

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

3. In case the second meeting is not eligible to be held as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the date of the second meeting. The third General Meeting of Shareholders is conducted regardless of the total number of votes cast by shareholders attending the meeting.

Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders

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

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

   b, Shareholders or authorized representatives who arrive after the meeting has opened have the right to register immediately and then have the right to participate and vote/vote at the general meeting immediately after registration. The chairman is not responsible for stopping the general meeting so that shareholders are late to register and the validity of the contents that have been voted on/voted before remains unchanged.

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

a. The Chairman of the Board of Directors presides over or authorizes another member of the Board of Directors to chair a meeting of the Company of Co-Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to chair the meeting on the principle of majority. In case the chairperson cannot be elected, the Head of the Supervisory Board shall appoint the General Meeting of Shareholders to elect the chairperson of the meeting from among the participants and the person with the highest vote to preside over the meeting.

b. Except for the case specified at Point a of this Clause, the signatories shall convene a meeting of the General Meeting of Shareholders to administer the meeting so that the General Meeting of Shareholders elects the chairperson of the meeting and the person with the highest number of votes shall chair the meeting;

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

d. The General Meeting of Shareholders shall elect one or several persons to the vote counting committee at the request of the chairman of the meeting.

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

4. The presiding officer 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. The Chairman of the General Meeting has the right to take necessary and reasonable measures to administer the General Meeting of Shareholders in an orderly manner, in accordance with the approved program and reflecting the wishes of the majority of the participants.

a) Arrange seats at the venue of the General Meeting of Shareholders;

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

c) Create conditions for shareholders to attend (or continue to attend) the general meeting. The convener of the General Meeting of Shareholders has the full right to change the above-mentioned measures and apply all necessary measures. Applicable measures may be to issue an entry permit or use other forms of electives.

6. The General Meeting of Shareholders discusses and votes on each issue in the content of the program. The voting shall be conducted by a vote of approval, disapproval and no intention ants. The results of the vote counting were announced by the chairman just before the end of the meeting.

7. Shareholders or authorized persons attending the meeting after the meeting has opened are still to be registered and have the right to participate in voting immediately after registration; in the school in this case, the validity of the contents previously voted remains unchanged.

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

a) Request all participants to undergo inspection or other lawful and reasonable security measures;

b) Request competent agencies to maintain the order of meetings; expel persons who do not comply with the executive authority of the chairman, deliberately disrupt order, prevent the normal progress of the meeting, or fail to comply with the requirements for security checks from the General Meeting of Shareholders.

9. The Chairman has the right to postpone the meeting of the General Meeting of Shareholders that has a sufficient number of people registered to attend meeting within 03 working days from the date the meeting is intended to open and only may postpone the meeting or change the meeting location in the following cases:

a) The meeting place does not have enough convenient seats for all participants;

b) The means of communication at the meeting venue do not ensure the participation of shareholders attending the meeting discussion and voting;

c) There are people attending the meeting obstructing or disrupting the order, causing the meeting to be impossible conducted fairly and legally.

10. In case the chairman postpones or suspends the meeting of the General Meeting of Shareholders in contravention of the provisions of Clause 9 Hereby, the General Meeting of Shareholders elects another person from among the participants to replace the the chairman runs the meeting until the end; All resolutions were passed at the meeting that meeting shall take effect.

11. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote in the form of electronic voting or other electronic forms as prescribed in Article 144 of the Law Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the The Government shall detail the implementation of a number of articles of the Securities Law.

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

1. Resolutions and decisions on the following contents shall be adopted if they are approved by the number of shareholders representing at least 65% of the total voting votes of all shareholders (or authorized representatives) attending the meeting or at least 65% of the total votes with voting rights in the form of collecting shareholders' opinions in writing. except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

a. Type of shares and total number of shares of each type;

b. Change of business lines, professions and fields;

c. Changes in the organizational structure of the company's management;

d. Projects to invest in or sell assets with a value equal to or greater than 35% or more of the total value of the Company's assets calculated according to the latest audited financial statements;

e. Reorganization and dissolution of the company;

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

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even if the order and procedures for passing such resolutions are not implemented in accordance with regulations.

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

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

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

2. The Board of Directors must prepare the opinion poll form, the draft resolution of the General Meeting of Shareholders and documents explaining the draft resolution and send it to all shareholders entitled to vote at least ten (10) days before the deadline for returning the opinion poll. Requirements and methods for sending opinion polls and enclosed documents shall comply with the provisions of Clause 3, Article 18 of this Charter.

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

a. Name, address of the head office, number and date of issuance of the Certificate of Enterprise Registration, place of business registration of the Company;

b. Purpose of collecting opinions;

c. Full name, permanent residence address, nationality, number of citizen identity card, identity card, passport or other lawful personal identification of the shareholder being an individual; name, enterprise code or establishment decision number, address of the head office of the shareholder being an organization or full name, permanent residence address, nationality, number of citizen identity card, identity card, passport or other lawful personal identification of the authorized representative of the shareholder being an organization; the number of shares of each type and the number of votes voted by shareholders

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

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

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

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

4. The answered opinion poll must be signed by the shareholder being an individual, or the legal representative of the shareholder being an organization or individual, the legal representative of the authorized organization.

5. Shareholders may send the answered opinion poll to the Company in one of the following forms:

a. Sending a letter: The answered opinion poll must be signed by the individual shareholder, the authorized representative or the legal representative of the shareholder who is an organization. The opinion poll sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;

b. Send faxes or emails. The opinion poll sent to the company by fax or email must be kept confidential until the time of vote counting.

c. The opinion poll sent to the company after the time limit specified in the opinion poll or has been opened in the case of sending a letter and disclosed in the case of sending a fax or email is invalid. Opinion poll papers that are not sent (including opinion polls that cannot be sent to shareholders due to inaccurate identification of shareholders' addresses, incomplete shareholders' addresses, incorrect addresses provided by shareholders,....) are considered votes not to participate in voting;

6. The Board of Directors counts votes and makes a record of vote counting under the witness of the Supervisory Board or shareholders who are not executives of the enterprise. The vote counting record must contain the following principal contents:

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

b. Purpose and issues to be consulted to pass the resolution;

c. The number of shareholders with the total number of votes who participated in voting, distinguishing the number of valid votes and the number of invalid votes, the method of sending votes, enclosed with an appendix to the list of shareholders participating in voting;

d. The total number of votes in favor, disapproval and no opinion on each issue;

e. The issues that were passed and the corresponding voting rate passed;

f. Full name and signature of the Chairman of the Board of Directors, the Company's legal representative and of the vote counting supervisor and the vote counter

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

7. The vote counting record must be sent to the shareholders within fifteen (15) days from the end of the vote count. In case the Company has a website, the sending of the vote counting record may be replaced by posting it on the Company's website within twenty-four (24) hours from the time of the end of the vote counting.

8. The answered opinion poll, the vote counting record, the full text of the approved resolution and relevant documents enclosed with the opinion poll must be kept at the Company's head office.

9. A resolution shall be adopted in the form of a written shareholder opinion if it is approved by the number of shareholders owning more than 50% of the total number of votes of all shareholders with voting rights and is as valid as the resolution passed at the General Meeting of Shareholders.

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

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

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

b. Time and place of the General Meeting of Shareholders;

c. Agenda and contents of the meeting;

d. Full name, name and signature of the chairman and secretary; In case the chairperson or secretary refuses to sign the minutes of the meeting, this record shall take effect if it is signed by all other members of the Board of Directors attending the meeting and contains all the contents specified in this Clause. The minutes of the meeting clearly state the refusal of the chairman or secretary to sign the minutes of the meeting.

e. Summary of the meeting's developments and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;

f. The number of shareholders and the total number of votes/votes of shareholders attending the meeting, the appendix to the list of shareholders and shareholders' representatives attending the meeting with the corresponding number of shares and votes;

g. The total number of votes for each voting issue, clearly stating the voting method, the total number of valid and invalid, approving, disapproving and no opinions; the proportion of the total number of votes of shareholders attending the meeting;

h. Summing up the number of votes for each candidate;

i. The issues that were passed and the corresponding percentage of votes voted for approval;

j. Signatures of the chairman and secretary.

k. Minutes made in Vietnamese and English have the same legal effect. In case there is a difference in the contents of the Vietnamese and English minutes, the contents of the Vietnamese minutes shall prevail.

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

3. The 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.

4. The minutes of the General Meeting of Shareholders shall be considered as authentic evidence of the work carried out at the General Meeting of Shareholders unless there is an objection to the contents of the minutes made in accordance with the prescribed procedures within ten (10) days from the sending of the minutes.

5. The Resolution, the Minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registered to attend the meeting together with the signatures of the shareholders, the written authorization to attend the meeting, all documents attached to the notice of invitation to the meeting must be disclosed in accordance with the law on information disclosure on the securities market and must be kept at the head office of the Joint Chiefs of Thailand Company.

Article 24. Request to cancel the decision 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 consultation with the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises may request the Court or Arbitrator to consider, cancellation of the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

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

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

3. In case a shareholder or group of shareholders requests the Court or Arbitrator to annul the resolution of the General Meeting of Shareholders under the provisions of Article 151 of the Law on Enterprises, such resolution shall remain effective until the Court's decision to cancel such resolution. The arbitration is effective, except for the case of application of provisional urgent measures under decisions of competent agencies.

CHAPTER VII

BOARD

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

1. In case the candidates have been identified in advance, information related to the candidates of the Board of Directors shall be included in the documents of the General Meeting of Shareholders and published at least ten (10) days before the opening date of the General

Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before dropping out coupons. Candidates for the Board of Directors must have a written commitment to the truthfulness, accuracy and reasonableness of the personal information disclosed and must commit to perform their duties honestly if elected as a member of the Board of Directors. Information related to the candidates of the Board of Directors shall be disclosed including at least the following contents:

a. Full name, date of birth;

b. Professional qualifications;

c. Work process;

d. Other managerial titles (including the title of the Board of Directors of other companies);

e. Interests related to the Company and its related parties (if any);

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

2. Shareholders or groups of shareholders holding 10% or more of the total ordinary shares have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Law on Enterprises and the Company's Charter.

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

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

Article 26. Structure of criteria for members of the Board of Directors

1. Members of the Board of Directors must meet the following criteria and conditions:

a. Not being subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;

b. Having professional qualifications and experience in business administration or in the fields, business lines of the company and not necessarily being a shareholder of the company, unless otherwise provided for by the company's charter;

c. A member of the Board of Directors of a company may also be a member of the Board of Directors of another company;

2. An independent member of the Board of Directors is a member of the Board of Directors who meets the following requirements:

a. Not be a person who is working for the company, parent company or subsidiary of the company; not being a person who has worked for the company, parent company or subsidiary of the company for at least 03 consecutive years;

b. Not being a person who is receiving salaries or remunerations from the company, except for allowances that members of the Board of Directors are entitled to as prescribed;

c. Not being a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, brother, sister or sibling is a major shareholder of the company; being a manager of the company or its subsidiaries;

d. Not being a person who directly or indirectly owns at least 01% of the total voting shares of the company;

dd. Not being a person who has been a member of the Board of Directors or the Supervisory Board of the company for at least 05 consecutive years, except for the case of being appointed for 02 consecutive terms.

Article 27. Composition and term of office of members of the Board of Directors

1. The number of members of the Board of Directors is from 03 to 11 people.

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

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

The structure of the Board of Directors of a public company must ensure at least 1/3 of the total members of the Board of Directors are non-executive members. Maximum Limited Company member of the Board of Directors concurrently holding the executive title of the Company to ensure to ensure the independence of the Board of Directors.

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

a) Having at least 01 independent member in case the company has the number of members of the Board management from 03 to 05 members;

b) There are at least 02 independent members in case the company has the number of members of the Board of Directors management from 06 to 08 members;

c) There are at least 03 independent members in case the company has the number of members of the Board management from 09 to 11 members.

4. Members of the Board of Directors shall no longer be members of the Board of Directors in the in case of dismissal, dismissal or replacement by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises.

5. The appointment of members of the Board of Directors must be disclosed according to regulations law on information disclosure on the securities market.

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

Article 28. Powers and obligations of the Board of Directors

1. The Board of Directors is the managing agency of the Company, which has full rights on behalf of the company to decide and exercise the rights and obligations of the company, except for the rights and obligations under the jurisdiction of the General Meeting of Shareholders.

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

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

b. Determine operational objectives on the basis of strategic objectives approved by the General Meeting of Shareholders;

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

d. Election, dismissal and dismissal of the Chairman of the Board of Directors; to appoint, dismiss, sign and terminate contracts of the General Director and other important managers specified in this Charter; decide on the salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies, decide on the remuneration and other benefits of such persons;

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

f. Resolving the Company's complaints against the operator of the business as well as deciding on the selection of the Company's representative to settle matters related to legal proceedings against such executive;

g. To decide on the organizational structure of the company, the establishment of subsidiaries, the establishment of branches, representative offices and the capital contribution and purchase of shares of other enterprises;

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

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

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

k. Proposing annual dividends; decide on the time limit and procedures for paying dividends or handling losses arising in the course of business;

l. Proposing the types of shares that can be issued and the total number of shares issued by each type;

m. Proposing the issuance of convertible bonds and bonds with warrants;

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

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

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

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

r. Through contracts for purchase, sale, borrowing, lending and other contracts and transactions valued at 35% or more of the total value of assets recorded in the Company's latest financial statements and contracts and transactions under the decision-making competence of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;

s. Submit the audited annual financial statements and corporate governance reports to the General Meeting of Shareholders;

t. Report to the General Meeting of Shareholders on the appointment of the General Director by the Board of Directors;

u. Other rights and obligations (if any).

3. The following matters must be approved by the Board of Directors:

a. Establishment of branches or representative offices of the Company;

b. Establishment of subsidiaries of the Company;

c. Within the scope specified in Clause 2, Article 149 of the Law on Enterprises and except for the cases specified in Clause 2, Article 135 and Clauses 1 and 3, Article 162 of the Law on Enterprises, which must be ratified by the General Meeting of Shareholders, the Board of Directors shall decide on the implementation, amendment and cancellation of the Company's contracts;

d. Appointment and dismissal of persons authorized by the Company as commercial representatives and lawyers of the Company;

e. The borrowing of debts and the performance of mortgages, guarantees, guarantees and indemnities of the Company;

f. Investments not included in the business plan and budget exceed 10% of the value of the annual business plan and budget;

g. The purchase or sale of shares or capital contributions in other companies established in Vietnam or abroad;

h. The valuation of non-monetary assets contributed to the Company in connection with the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and technological know-how;

i. The redemption or recovery of not more than 10% of the total number of shares of each type that have been offered for sale in twelve (12) months;

j. Deciding on the purchase price or redemption of the Company's shares;

k. Business or transaction matters that the Board decides require approval within its authority and responsibility.

4. The Board of Directors must report to the General Meeting of Shareholders on the results of operation of the Board of Directors and each member of the Board of Directors, ensuring the following contents:

a. Remuneration, operating expenses and other benefits of the Board of Directors and each member of the Board of Directors as prescribed in Clause 3, Article 163 of the Law on Enterprises and the Company's Charter.

b. Summarizing meetings of the Board of Directors and decisions of the Board of Directors;

c. Reports on transactions between companies, subsidiaries, companies controlled by public companies with more than 50% or more of charter capital with members of the Board of Directors and related persons of such members; a company-to-company transaction in which a member of the Board of Directors is a founding member or a manager of the enterprise in the last 03 years before the time of transaction.

d. Activities of independent members of the Board of Directors and results of independent members' evaluation of the activities of the Board of Directors;

e. Supervision results for the General Director;

f. Results of supervision of other operators

g. Future plans.

5. Unless otherwise provided by law and the Charter, the Board of Directors may authorize subordinate employees and other executives to handle the work on behalf of the Company.

Article 29. Remuneration, Salary and Benefits of Board Members

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

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

2. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, expressed as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

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

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

5. Members of the Board of Directors may purchase liability insurance by the Company after the approval of the General Meeting of Shareholders. This insurance does not cover the liabilities of the Board of Directors members related to violations of the law and the company's Charter.

Article 30. Chairman of the Board of Directors

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

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

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

a. Formulate programs and plans for activities of the Board of Directors;

b. Prepare programs, contents and documents for the meeting; convening, presiding over and presiding over meetings of the Board of Directors;

c. Organize the adoption of resolutions and decisions of the Board of Directors;

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

e. Chairman of the General Meeting of Shareholders;

f. Other rights and obligations as prescribed by the Law on Enterprises and this Charter.

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

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

Article 31. Board Meetings

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

2. The Chairman of the Board of Directors must convene regular and irregular meetings of the Board of Directors, formulate the agenda, time and place of the meeting at least five (05) working days before the meeting date. The Chairman may convene a meeting when deeming it necessary, but must meet at least once (01) time per quarter.

3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors, which must not be postponed without plausible reasons, when one of the following subjects requests in writing clearly stating the purpose of the meeting and the issues to be discussed:

a. General Director or at least five (05) other managers;

b. At the request of the Control Board or an independent member of the Board of Directors;

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

d. Other cases (if any).

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

5. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting at least [03 working days] before the date of the meeting [if the company's Charter does not provide otherwise]. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda, the issues discussed and decided. The notice of invitation to the meeting must be enclosed with the documents used at the meeting and the voting slips of the members.

The notice of invitation to the meeting of the Board of Directors may be sent by invitation, telephone, fax, electronic means or other means and ensure that it reaches the contact address of each member of the Board of Directors registered at the Company.

6. The Chairman of the Board of Directors or the convener shall send notices of invitation to meetings and enclosed documents to members of the Control Board as for members of the Board of Directors. Members of the Control Board have the right to attend meetings of the Board of Directors; have the right to discuss but not vote.

7. Meetings of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total number of members of the Board of Directors are present in person or through a representative (authorized person) if approved by a majority of the Board of Directors members.

In case the number of members attending the meeting is insufficient as prescribed, the meeting must be convened for the second time within seven (07) days from the date of the intended first meeting. The second convened meeting shall be held if more than half (1/2) of the members of the Board of Directors attend the meeting.

8. A meeting of the Board of Directors may be held in the form of an online conference between members of the Board of Directors when all or several members are in different locations provided that each member participating in the meeting can:

a. Listening to each other member of the Board of Directors speaking in the meeting;

b. Address to all other attendees simultaneously. Discussions between members may be conducted directly by telephone or by other means of communication or a combination of these methods. A member of the Board of Directors who participates in such a meeting is deemed to be "present" at that meeting. The place of the meeting held under this regulation is the place where the most members of the Board of Directors are present, or the place where the Chairman of the meeting is present.

Decisions adopted during the telephone meeting are duly held and conducted, effective immediately at the end of the meeting but must be affirmed by the signatures in the minutes of all members of the Board attending this meeting.

9. Members of the Board of Directors may send voting ballots to the meeting by mail, fax, or email. In case of sending votes to the meeting by mail, the votes must be contained in sealed envelopes and must be delivered to the Chairman of the Board of Directors at least one (01) hour before the opening. Voting ballots may only be opened in the presence of all attendees.

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

a. Attending and voting directly at the meeting;

b. Authorize other persons to attend meetings and vote as prescribed in Clause 11 of this Article;

c. Attend and vote through online conferences, electronic voting or other electronic forms;

d. Send voting ballots to the meeting by mail, fax, email;

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

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

Article 32. Subcommittees of the Board of Directors

1. The Board of Directors may establish sub-committees to be in charge of development policies, human resources, salary and bonuses, and internal audit. The number of members of the subcommittee is decided by the Board of Directors, but there should be at least three (03) people including members of the Board of Directors and external members. Independent members of the Board of Directors should make up a majority in the subcommittee, and one of these members is appointed as the Head of the subcommittee at the discretion of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee is only effective when the majority of members attend and vote to approve it at the meeting of the subcommittee.
2. The implementation of decisions of the Board of Directors or subcommittees under the Board of Directors must comply with current legal provisions and the provisions of the company's charter and internal regulations on corporate governance.

Article 33. Person in charge of corporate governance

1. The Board of Directors shall appoint at least one (01) person as the person in charge of corporate governance to support the effective conduct of corporate governance activities. The term of office of the person in charge of corporate governance shall be decided by the Board of Directors, a maximum of five (05) years. The person in charge of corporate governance may concurrently hold the title of Company Secretary.
2. The person in charge of corporate governance must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.
3. The person in charge of corporate governance has the following rights and obligations:

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

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

c. Advising on the procedure of meetings;

d. Attend meetings;

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

f. Provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and members of the Control Board;

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

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

i. Confidentiality of information in accordance with the provisions of law and the company's Charter;

j. Other rights and obligations as prescribed by law and the [Company's Charter].

4. The Board of Directors may dismiss the person in charge of corporate governance when necessary but not contrary to the current labor laws. The Board of Directors may appoint an Assistant Person in charge of corporate governance from time to time.

CHAPTER VIII
GENERAL DIRECTORS AND OTHER EXECUTIVES

Article 34. Organization of the management apparatus

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business of the Company. The company has one (01) General Director, Deputy General Directors, Chief Accountant and other titles appointed by the Board of Directors. The appointment, dismissal and dismissal of the above-mentioned positions must be approved by a resolution of the Board of Directors.

Article 35. Company Executive

1. The Company's executives include the General Director, Deputy General Director, Chief Accountant and other executives in accordance with the provisions of this Charter.
2. At the request of the General Director and the approval of the Board of Directors, the Company may recruit other executives with the number and standards in accordance with the Company's management structure and regulations prescribed by the Board of Directors. Business executives must be responsible for assisting the Company in achieving its objectives in its operations and organization.
3. The general director is paid salary and bonuses. The salary and bonus of the General Director shall be decided by the Board of Directors.
4. The executive's salary shall be included in the Company's business expenses in accordance with the law on corporate income tax, which shall be expressed as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 36. Appointment, dismissal, duties and powers of the General Director

1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person to be the General Director.
2. The General Director is the person who runs the day-to-day business of the Company; subject to the supervision of the Board of Directors; take responsibility before the Board of Directors and law for the performance of their assigned rights and obligations.
3. The term of office of the General Director shall not exceed (05) years and may be re-appointed for an unlimited number of terms. The General Director meets the standards and conditions prescribed by law and the company's Charter.
4. The General Director has the following rights and obligations:

a. Implementing the resolutions of the Board of Directors and the General Meeting of Shareholders, the Company's business plan and investment plan approved by the Board of Directors and the General Meeting of Shareholders;

b. To decide on matters relating to the day-to-day business of the Company that are not under the jurisdiction of the Board of Directors, including entering into financial and commercial contracts on behalf of the Company, organizing and administering the Company's day-to-day business activities in accordance with best management practices;

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

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

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

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

g. Labor recruitment;

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

i. Other rights and obligations as prescribed by law, this Charter, the Company's internal regulations, resolutions of the Board of Directors, and labor contracts signed with the Company.

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

CHAPTER IX
SUPERVISORY BOARD

Article 37. Candidacy and nomination of Controllers

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

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

Article 38. Composition of the Supervisory Board

1. The number of Controllers of the Company is three (03) persons. The term of office of the Comptroller shall not exceed five (05) years and may be re-elected for an unlimited number of terms.

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

a. Work in the financial accounting department of the company;

b. Being a member or employee of an independent auditing firm auditing the company's financial statements for the preceding three (03) years.

3. The Head of the Control Board shall be elected by the Control Board from among the members of the Control Board; the election, dismissal and dismissal shall be carried out on the principle of majority. The Supervisory Board must have more than half of the members permanently residing in Vietnam. The Head of the Control Board must have a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law, business administration or majors related to the business activities of the enterprise.

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

a. No longer meet the criteria and conditions for working as a Comptroller as prescribed in Clause 2 of this Article;

b. Have a letter of resignation and be approved;

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

5. A member of the Control Board shall be dismissed in the following cases:

a. Failing to complete assigned tasks and jobs;

b. Failing to exercise their rights and obligations for 06 consecutive months, except for force majeure cases;

c. Repeated violations, serious violations of obligations of members of the Supervisory Board in accordance with the provisions of the Law on Enterprises and the company's Charter;

d. Such member shall be dismissed from his position as a member of the Supervisory Board under the decision of the General Meeting of Shareholders.

Article 39. Supervisory Board

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

1. Propose and propose the General Meeting of Shareholders to approve the list of audited organizations approving the audit of the Company's Financial Statements; Organizational Decision the auditor is approved to inspect the Company's operations, the inspection exemption Technicians are approved when deemed necessary.

2. To be responsible to shareholders for their supervisory activities.

3. Supervise the financial situation of the Company, the compliance with the law in the operation of the members of the Board of Directors, General Directors, and other managers.

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

5. In case of detecting violations of law or violations of the company's charter members of the Board of Directors, the General Director and other executives of the karma, The Control Board must notify the Board in writing within 48 hours, request the violators to stop their violations and take remedial solutions.

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

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

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

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

10. Other rights and obligations as prescribed by law and this Charter.

Article 40. Supervisory Board Meeting

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

2. The Control Board has the right to request members of the Board of Directors, the General Director and the representative the audit organization is approved to attend and answer the issues that need to be clarified.

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

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

1. Members of the Control Board shall be paid salaries, remuneration, bonuses and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total amount of money salaries, remunerations, bonuses, other benefits and annual operating budgets of the Inspection Boards control.

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

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

CHAPTER X

RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, CONTROLLERS, GENERAL DIRECTORS AND OTHER EXECUTIVES

Article 42. Responsibility for Caution

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

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

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

2. Members of the Board of Directors, members of the Supervisory Board, General Directors and other executives are not permitted to use business opportunities that may benefit the Company for personal purposes; at the same time, they must not use the information obtained through their positions for personal self-interest or to serve the interests of other organizations or individuals.

3. Unless otherwise decided by the General Meeting of Shareholders, the Company is not allowed to grant loans or guarantees to members of the Board of Directors, Controllers, General Directors, other executives and individuals and organizations related to the above-mentioned members or legal entities with which these persons have financial interests, except in the case of the Company and Organizations related to this member are companies in the same group or companies operating in groups of companies, including parent companies - subsidiaries, economic groups and specialized laws as otherwise prescribed.

4. Members of the Board of Directors, members of the Control Board, General Director and other managers are obliged to notify in writing to the Board of Directors and the Control Board of transactions between the Company, its subsidiaries and other companies in which the public company controls more than 50% or more of the charter capital with such entities or related persons of such subjects according to the provisions of law. For the above-mentioned

transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.

5. Contracts or transactions between the Company and one or more members of the Board of Directors, Controllers, General Directors, other executives and individuals and organizations related to them or the company, partner, association, or organization of which the Board of Directors, Controllers, General Directors, other executives or persons related to them who are members of, or have related financial interests, shall not be invalidated in the following cases:

a. For contracts with a value of less than twenty percent (20%) of the total value of assets recorded in the latest financial statements, the important contents of the contract or transaction as well as the relationships and interests of members of the Board of Directors, Controllers, etc. The General Director and other executives have been reported to the Board of Directors. At the same time, the Board of Directors has allowed the performance of such contract or transaction in good faith by a majority of votes of members of the Board of Directors who have no related interests;

b. For contracts with a value greater than or equal to twenty percent (20%) of the total value of assets recorded in the latest financial statements, the important contents of this contract or transaction as well as the relationship and interests of members of the Board of Directors, Controllers, General Directors, other executives who have been disclosed to shareholders who have no related interests have the right to vote on the matter, and those shareholders have approved the contract or transaction;

c. Such contract or transaction is deemed by an independent advisory organization to be fair and reasonable in all respects relating to the shareholders of the Company at the time such transaction or contract is approved by the Board of Directors or the General Meeting of Shareholders.

Members of the Board of Directors, Controllers, General Directors, other executives and organizations and individuals related to the above-mentioned members are not allowed to use information that has not been disclosed by the Company or disclosed to others to carry out related transactions.

Article 44. Liability for Damage and Compensation

1. Members of the Board of Directors, Controllers, General Directors and other managers who violate their obligations and responsibilities honestly and prudently, fail to fulfill their obligations with diligence and professional capacity shall be responsible for the damages caused by their violations.

2. The Company shall indemnify persons who have been, are or may become a stakeholder in complaints, lawsuits, and prosecutions (including civil, administrative and non-lawsuits filed by the Company) if such persons have been or are members of the Board of Directors, Controllers, General Directors, other executives, employees or representatives authorized by the Company or such person has or is acting at the request of the Company as a member of the Board of Directors, operator of the business, employee or authorized representative of the Company provided that he or she has acted in good faith, be prudent, diligent for the benefit of or not conflict with the interests of the Company, on the basis of compliance with the law and without evidence that the person has breached his or her responsibilities.

3. When performing functions, tasks or performing tasks as authorized by the Company, members of the Board of Directors, members of the Supervisory Board, managers, employees or authorized representatives of the Company shall be compensated by the Company when

they become a stakeholder in complaints, lawsuits and prosecutions (except for lawsuits in which the Company is the plaintiff) in the following cases:

a. Have acted honestly, carefully, diligently for the benefit of the Company and do not contradict the interests of the Company;

b. Complying with the law and having no evidence of failure to fulfill its responsibilities.

4. Compensation costs include costs incurred (including attorneys' fees), judgment costs, fines, payables incurred in fact or deemed reasonable when settling these cases within the framework of law. The company may purchase insurance for such persons to avoid the above-mentioned liabilities.

CHAPTER XI
RIGHT TO INVESTIGATE COMPANY BOOKS AND RECORDS

Article 45. Right to investigate books and records

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

a. Ordinary shareholders have the right to consider, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information; considering, looking, extracting or copying the company's charter, the minutes of the General Meeting of Shareholders and the resolution of the General Meeting of Shareholders;

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

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

3. Members of the Board of Directors, Controllers, General Directors and other executives shall have the right to inspect the register of shareholders of the Company, the list of shareholders and other books and records of the Company for purposes related to their positions provided that such information is kept confidential.

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

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

CHAPTER XII
EMPLOYEES AND TRADE UNIONS

Article 46. Workers and trade unions

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

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

CHAPTER XIII
PROFIT DISTRIBUTION

Article 47. Profit distribution

1. Private placement of bonds

a. The appropriation for setting up the Reward Fund and Welfare Fund shall not exceed 10% of the Company's after-tax profit arising in the year;

b. The appropriation and use of the Reward Fund of the Management and Executive Board and other funds in accordance with the provisions of law is in accordance with the production and business efficiency and investment and development needs of the Company

2. The General Meeting of Shareholders authorizes the Board of Directors of the Company to decide on the dividend advance level and make dividend advance payments to shareholders in accordance with the Company's production results in the year.

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

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

5. In case dividends or other amounts related to a stock are paid in cash, the Company must pay in Vietnamese dong. The payment can be made directly or through banks on the basis of bank details provided by shareholders. In case the Company has transferred the money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount of money transferred by the Company to the beneficiary shareholder. The payment of dividends for stocks listed on the Stock Exchange can be conducted through the securities company or the Vietnam Securities Depository.

6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors passed a resolution to determine a specific date to finalize the list of shareholders. Based on that date, those who register as shareholders or owners of other securities are entitled to receive dividends, interest, profit distributions, receive shares, receive notices or other documents.

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

CHAPTER XIV
BANK ACCOUNT, RESERVE FUND, FISCAL YEAR AND ACCOUNTING REGIME

Article 48. Bank Account

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

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

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

Article 49. Fiscal Year

The Company's financial year starts from the first day of January every year and ends on the 31st day of December of the same year. The first fiscal year starts from the date of issuance of the Enterprise Registration Certificate and ends on the 31st day of December immediately following the date of issuance of such Enterprise Registration Certificate.

Article 50. Accounting regime

1. The accounting regime used by the Company is the Vietnam Accounting System (VAS), the corporate accounting regime or other specific accounting regimes issued by competent agencies approved by the Ministry of Finance.

2. The company prepares accounting books in Vietnamese and keeps accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, up-to-date, systematic and must be sufficient to substantiate and explain the Company's transactions.

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

CHAPTER XV

ANNUAL REPORTS, FINANCIAL STATEMENTS AND DISCLOSURE RESPONSIBILITIES

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

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

2. The annual financial statement must include a report on the results of business activities reflecting honestly and objectively the situation of the Company's profits and losses in the fiscal year, the balance sheet reflecting honestly and objectively the Company's operation up to the time of making the report, cash flow statements and explanations to financial statements.

3. The company must prepare and publish the reviewed six-month financial statements and quarterly financial statements in accordance with the regulations of the State Securities Commission and the Stock Exchange and submit them to the relevant tax authorities and the Business Registration Authority in accordance with the provisions of the Enterprise Law

4. The audited annual financial statements (including the auditor's opinion), the reviewed six-month report and the company's quarterly financial statements must be published on the Company's website.

5. Interested organizations and individuals are entitled to inspect or make copies of audited annual financial statements, reviewed six-month reports and quarterly financial statements

during the Company's working hours, at the Company's head office, and must pay a reasonable fee for copying.

Article 52. Annual Report

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

CHAPTER XVI

CORPORATE AUDIT

Article 53. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing firm or adopt a list of independent auditing firms and authorize the Board of Directors to select one of these entities to audit the Company's financial statements for the next fiscal year based on the terms and conditions agreed with the Board of Directors administration.
2. The independent audit firm shall inspect, certify, prepare an audit report and submit such report to the Board of Directors within two (02) months from the end of the fiscal year.
3. A copy of the audit report is attached to the Company's annual financial statements.
4. Independent auditors performing the audit of the Company are allowed to attend the General Meeting of Shareholders and are entitled to receive notices and other information related to the General Meeting of Shareholders that shareholders are entitled to receive and to express opinions at the General Meeting on matters related to the audit of financial statements of the company.

CHAPTER XVII

SEALS

Article 54. Seal

1. A seal includes a seal made at a seal engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form and content of seals of the Company, branch or representative office (if any).
3. The Board of Directors and the General Director shall use and manage seals in accordance with current law.

CHAPTER XVIII

DISSOLUTION AND LIQUIDATION

Article 55. Dissolution of the company

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

a. The end of the Company's term of operation, even after it has been extended;

b. Dissolve ahead of time according to the decision of the General Meeting of Shareholders;

c. The Enterprise Registration Certificate is revoked;

d. Dissolve ahead of time according to the decision of the General Meeting of Shareholders;

e. Other cases as prescribed by law.

2. The dissolution of the Company ahead of time (including the extended time limit) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

Article 56. Extension of Operation

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (07) months before the end of the operation term so that shareholders can vote on the extension of the Company's operation at the request of the Board of Directors.

2. The operation term shall be extended when 65% or more of the total votes of shareholders with voting rights are present in person or through authorized representatives present at the General Meeting of Shareholders for approval.

Article 57. Liquidation

1. At least six (06) months before the end of the Company's operation term or after a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members appointed by the General Meeting of Shareholders and one (01) member appointed by the Board of Directors from an independent auditing firm. The liquidation board prepares its operating regulations. Members of the Liquidation Board can be selected from among the Company's employees or independent experts. All liquidation-related expenses are preferentially paid by the Company before the Company's other liabilities.

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

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

a. Liquidation expenses;

b. Salary arrears, severance allowances, social insurance and other benefits of employees under the signed collective labor agreement and labor contract;

c. Tax debts;

d. Other liabilities of the Company;

e. The remainder after all debts from (a) to (d) above have been paid shall be divided among the shareholders. Preferred shares are prioritized for prepayment.

CHAPTER XIX

INTERNAL DISPUTE RESOLUTION

Article 58. Internal Dispute Resolution

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

a. Shareholders with the Company;

b. Shareholders with the Board of Directors, the Supervisory Board, the General Director or senior managers,

The parties involved try to resolve that dispute through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall assume the prime responsibility for settling the dispute and request each party to present practical elements related to the dispute within 30 working days from the date the dispute arises. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may appoint an independent expert to mediate the dispute resolution process.

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

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

CHAPTER XX
SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 59. Supplements and amendments to the Charter

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

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

CHAPTER XXI
EFFECTIVE DATE

Article 60. Effective Date

1. This Charter consists of 21 chapters and 60 articles unanimously approved by the General Meeting of Shareholders of Thanh Nam Joint Stock Company **on April 04, 2026** and jointly approves the full validity of this Charter. This Charter takes effect from the date the legal representative signs this document.

2. The Charter shall be made in one (01) copy and kept at the company's head office.

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

4. Copies or extracts of the Company's Charter are valid when signed by the Company's legal representative or 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.

LEGAL REPRESENTATIVE OF THE COMPANY
CHAIRMAN OF THE BOARD OF DIRECTORS

CÔNG TY CỔ PHẦN TẬP ĐOÀN THÀNH NAM

Nguyen Hung Cuong

THANH NAM GROUP JOINT STOCK COMPANY	THE SOCIALIST REPUBLIC OF VIETNAM Independence – Freedom – Happiness
No: 03./2026/TT-ĐHĐCĐ-TNI	*Hanoi, April 3rd 2026*

PROPOSAL

(Authorize the Board of Directors to perform certain specific tasks)

To: The General Shareholders' Meeting of Thành Nam Group Joint Stock Company

Pursuant to the 2020 Enterprise Law;
Pursuant to the Charter on the Organization and Operation of the Thành Nam Group Joint Stock Company;
Pursuant to the actual situation of Thanh Nam Group Joint Stock Company.

To ensure flexibility in the management and operation of the Company; to provide timely directives so that the Company can seize business opportunities, enhance its competitiveness, ensure business operations align with current regulations, and maximize shareholder benefits.

The Board of Directors respectfully submits to the General Meeting of Shareholders for authorization to allow the Board of Directors to proactively decide and implement certain rights and obligations that fall under the authority of the General Meeting of Shareholders between the 2025 – 2026 sessions as follows:

1. Amend and supplement the business sectors permitted to operate in accordance with the law; amend and supplement the business registration certificate, the charter, and carry out other legal procedures related to the amendment and supplementation of business sectors;

2. Decide on the investment or sale of the Company's assets or transactions with a value equal to or greater than 35% of the total asset value as recorded in the Company's most recent quarterly financial report, in the event that the Board of Directors determines that such investment, asset sale, or transaction is necessary and will bring economic value to the Company;

3. Decide on the establishment or purchase/sale/merger of subsidiaries or affiliated companies to carry out business activities in accordance with the law

4. Decide on the amendment and supplementation of the Charter of Thành Nam Group Joint Stock Company to align with the contents approved at the Annual General Meeting of Shareholders in 2026 and comply with legal regulations;

5. Authorize the Board of Directors to issue resolutions and make decisions on matters related to the management and business activities of the company in accordance with legal regulations, in the event that there are changes in state regulations between two general meetings, with the obligation to report to the General Meeting of Shareholders at the next session;

6. Purchase/sale of assets unrelated to the business purpose or services aimed at increasing the company's revenue and profit.

7. Due to the nature of the public company, which is listed on the stock exchange, and based on the functions, duties, and authority of the General Meeting of Shareholders (GMS) and the Board of Directors (BOD), as well as to avoid missing investment opportunities and collaboration in real estate projects, and to ensure the best interests of shareholders, the General Meeting of Shareholders authorizes the Board of Directors to carry out the following tasks:

a. Search for investment opportunities in real estate projects nationwide.

b. Find investment partners, joint ventures, alliances, purchases, sales, and project transfers to cooperate and ensure investment value.

c. Decide on the investment level of the project, the selling price of the project, the transfer price of the project, and the transfer price of capital contributions in the case of joint ventures and alliances both domestically and internationally to jointly implement the project.

d. Decide on matters related to the project and sign contracts and transactions to serve the project.

e. Delegate the Board of Directors to organize and implement the project.

f. Report on the implementation at the next General Meeting of Shareholders.

The Board of Directors is responsible for reporting the implementation of the above-mentioned tasks to the General Meeting of Shareholders at the next session.

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

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

M.S.D.N: 0101515466
CÔNG TY CỔ PHẦN TẬP ĐOÀN THÀNH NAM

NGUYEN HUNG CUONG

THANH NAM GROUP JOINT STOCK COMPANY	THE SOCIALIST REPUBLIC OF VIETNAM Independence – Freedom – Happiness
No: ……/2026/NQ-ĐHĐCĐ-TNI	*Hanoi, April 24, 2026*

DRAFT

RESOLUTION
OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS
THANH NAM GROUP JOINT STOCK COMPANY

- *Pursuant to the Law on Enterprises 2020;;*
- *Pursuant to the Law on Securities 2019;*
- *Pursuant to the Charter of Organization and Operation of Thanh Nam Group Joint Stock Company;*
- *Pursuant to the Minutes No. .../2026/BB-ĐHĐCĐ-TNI of the 2026 Annual General Meeting of Shareholders of Thanh Nam Group Joint Stock Company dated April 24, 2026.*

RESOLVES:

Article 1. Approval of the 2025 Business Results Report and the 2026 Business Plan.

Article 2. Approval of the Report of the Board of Directors for 2025.

Article 3. Approval of the Report of the Supervisory Board for 2025.

Article 4. Approval of the Report of the Independent Member of the Board of Directors for 2025.

Article 5. Approval of the Audited Financial Statements for 2025 and selection of the auditing firm for the 2026 financial statements.

Article 6. Approval of the remuneration payment for members of the Board of Directors and the Supervisory Board for 2025 and the remuneration plan for 2026.

Article 7. Approval of the profit distribution and dividend payment for 2025 and the profit distribution and dividend plan for 2026.

Article 8. Approval of the proposal for the election of members of the Board of Directors and the Supervisory Board for the 2026–2031 term.

8.1. Approval of the election of members of the Board of Directors of the Company for the 2026–2031 term

No.	Member's Name	Position
1		
2		

3		
4		
5		

8.2. Approval of the election of members of the Supervisory Board of the Company for the 2026–2031 term

No.	Member's Name	Position
1		
2		
3		

Article 9. Approval of the proposal for amendment and update of the Company Charter and updating the Company's address and new business lines in accordance with applicable laws.

Article 10. Approval of the proposal to authorize the Board of Directors to perform certain specific tasks.

Article 11. Implementation provisions:

This Resolution has been approved by the General Meeting of Shareholders and shall take effect from April 24, 2026.

The Board of Directors of Thanh Nam Group Joint Stock Company, the Board of Management, the Supervisory Board, and relevant persons shall be responsible for implementing the tasks assigned by the General Meeting of Shareholders under this Resolution to ensure the interests of the Company's shareholders and compliance with applicable laws./.

Recipients:

- CEO (for implementation);
- Members of the Board of Directors;
- Members of the Supervisory Board;
- Archived at Administration Office, BOD.

ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS
CHAIRPERSON

NGUYEN HUNG CUONG