



**THE SOCIALIST REPUBLIC OF VIETNAM**

Independence – Freedom – Happiness

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*Ho Chi Minh City, 20 March 2025*

**NOTICE**

*Re: Nomination and candidacy for Member of the Board of Directors for the term 2025 – 2028*

**To: RESPECTED SHAREHOLDERS**

The Annual General Meeting of Shareholders for the fiscal year 2024 will conduct the election of the Board of Directors for the new term 2025 – 2028; the Board of Directors hereby respectfully notifies Shareholders regarding the nomination, and candidacy of members of the Board of Directors for the term 2025 – 2028, with specific details as follows:

**A. NOMINATION AND CANDIDACY FOR THE BOARD OF DIRECTORS (BOD)**

1. **The number of BOD members:** 09 members.
2. **Term:** 2025 – 2028 (3 years).
3. **Maximum number of BOD candidates:** No limitation.
4. **Conditions for nomination and candidacy:**

Shareholders have the right to combine their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of Shareholders holding 10% to less than 20% of total voting shares has the right to nominate one (01) candidate; from 20% to less than 30% of total voting shares has the right to nominate up to two (02) candidates; 30% to less than 40% of total voting shares has the right to nominate up to three (03) candidates; 40% to less than 50% of total voting shares has the right to nominate up to four (04) candidates; 50% to less than 55% of total voting shares has the right to nominate up to five (05) candidates; 55% to less than 60% of total voting shares has the right to nominate up to six (06) candidates; 60% to less than 65% of total voting shares has the right to nominate up to seven (07) candidates; 65% to less than 70% of total voting shares has the right to nominate up to eight (08) candidates; 70% to less than 75% of total voting shares has the right to nominate up to nine (09) candidates; 75% to less than 80% of total voting shares has the right to nominate up to ten (10) candidates; 80% or more of total voting shares has the right to nominate up to eleven (11) candidates; other cases shall be subject to Clause 3, Article 24 of the current Charter.

5. **Criteria for candidates** (pursuant to Article 24 of the current Charter):
  - Having full legal capacity and not being prohibited from corporate management under the Enterprise Law.
  - Being individual shareholders who own at least 5% of the total ordinary shares or others with professional qualifications and experience in business management or the Company's major industry or business lines.
  - A member of the Board of Directors may concurrently serve as a member of the Board of Directors in no more than five (05) other companies.

## **B. DOSSIERS OF NOMINEES FOR THE BOARD OF DIRECTORS**

1. A nomination form for candidacy for the BOD (as per the prescribed template).
2. Curriculum vitae of the candidate (as per the prescribed template).
3. Certified copies of the following documents: Citizen Identification Card/Passport; Permanent Residence (or long-term temporary residence certificate); Educational and professional qualification certificates.

Shareholders or groups of Shareholders are kindly requested to submit the dossier of nominees to Thien Long Group Corporation before **16:00 on April 08, 2025**, at the following address:

- **Thien Long Group Corporation – Finance & Accounting Department**
- **Address:** 10th Floor, Sofic Tower, No. 10 Mai Chi Tho Street, Thu Thiem Ward, Thu Duc City, Ho Chi Minh City, Vietnam.
- **Phone:** +84 28 3750 55 55
- **Fax:** +84 28 3750 55 77

**Note:** Shareholders may refer to related documents on the Company's website.

Sincerely,

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

*(Signed)*

**CO GIA THO**

**MEETING INVITATION****TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE FISCAL YEAR 2024****To: RESPECTED SHAREHOLDERS**

The Board of Directors (BOD) of Thien Long Group Corporation would like to invite our Respected Shareholders to attend the Annual General Meeting of Shareholders for the fiscal year 2024 (the “AGM”):

1. **Time:** 09:00 AM - April 10, 2025

2. **Venue:** New World Saigon Hotel – No. 76 Le Lai Street, Ben Thanh Ward, District 1, Ho Chi Minh City

3. **Agenda:**

The AGM documents for the fiscal year 2024 are published and updated (if any) on [www.thienlonggroup.com](http://www.thienlonggroup.com) from March 20, 2025. Shareholders can access the documents via the QR code provided during the meeting.

4. **Registration:**

To prepare the facilities for welcoming Delegates, Shareholders are kindly requested to register for the AGM at Thien Long Group Corporation or send the Registration Form to the address below before April 10, 2025.

5. **Delegation of authority to attend the AGM:**

If Shareholders authorize another person to attend the AGM, please kindly complete the Power of attorney for attending the AGM or another form in accordance with civil law regulations and send the signed authorization letter to the address below before April 10, 2025, or present it upon the arrival of the authorized representative at the Meeting.

*(Note: The power of attorney must clearly state the name of the authorized individual or organization and contain the number of authorized shares. It must also be original and have a raw signature. In case of receiving authorization from an organizational shareholder, the power of attorney must bear the seal of the authorized organization.)*

6. **Mailing address and contact:**

**Investor Relations Department - Thien Long Group Corporation**

- Floor 10, Sofic Tower, No. 10 Mai Chi Tho Street, Thu Thiem Ward, Thu Duc City, Ho Chi Minh City.
- Email: [IR@thienlongvn.com](mailto:IR@thienlongvn.com)
- Telephone: 028.3750.5555 (Ext: 203)

7. **Shareholders or authorized representatives attending the AGM are kindly requested to bring the following documents:**

- Meeting invitation and Power of attorney (if any).
- ID/Passport or a valid copy of the organization's Business Registration Certificate.

Welcome our respected shareholders to the Annual General Meeting for the fiscal year 2024.

Yours Sincerely,

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

*(Signed)*

**CO GIA THO**

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

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**REGISTRATION FORM OR POWER OF ATTORNEY**  
**FOR ATTENDANCE AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**FOR FISCAL 2024**

**To: THIEN LONG GROUP CORPORATION**

**Name of Shareholder:** .....

Name of legal representative (*for organization*): .....

ID No./Passport No./Enterprise Registration No..... Date of issue: .../.../..... Place: .....

Address: ..... Telephone: .....

The total number of shares owned: ..... shares.

*(Shareholders select one of the two items below, and check the appropriate box)*

**1. REGISTRATION**     

**2. AUTHORIZATION**   

**Name of Individual/Organization:** .....

ID No./Passport No./Enterprise Registration No..... Date of issue: .../.../..... Place: .....

Address: ..... Telephone: .....

Email: .....

The total number of shares authorized: ..... shares.

**Scope of Authorization:**

The Authorized Party may represent the Principal to attend the Annual General Meeting of Shareholders for the fiscal year 2024 ("AGM") of Thien Long Group Corporation held on April 10, 2025, and represent the Principal to vote on the valid contents in the AGM program as a representative of the number of authorized shares as stated above.

The Principal is fully responsible for this authorization and strictly complies with the current provisions of the Law.

*Note: The performance of authorization must comply with the relevant provisions of civil law and the company's Charter. The authorization recipient must bring his/her ID/Passport and power of attorney when attending the Annual General Meeting of Shareholders in fiscal 2024.*

*The power of attorney must be original and have a raw signature. If it is authorized by an organizational shareholder, it must bear the seal of the authorized organization. This Power of Attorney shall expire when the Annual General Meeting of Shareholders for the fiscal year 2024 of Thien Long Group Corporation concludes.*

.....,date ... month ... 2025

**THE AUTHORIZED PARTY**  
*(Signature, full name, seal (if any))*

**THE PRINCIPAL**  
*(Signature, full name, seal (if any))*

**AGENDA**  
**OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**FOR THE FISCAL YEAR 2024**  
**THIEN LONG GROUP CORPORATION**  
*(Thursday, 10 April 2025, from 09:00 AM to 11:30 AM)*

**I. TIME AND VENUE:**

1. **Time:** Thursday, 10 April 2025, 09:00 AM.
2. **Venue:** New World Saigon Hotel - 76 Le Lai, Ben Thanh Ward, District 1, Ho Chi Minh City.

**II. CONTENT:**

No.	Content	Presenters	Time	Notes
<b>A</b>	<b>REGISTRATION</b>			
1	Welcome shareholders	Organizing Committee	Before 09:00	
<b>B</b>	<b>MEETING OPENING</b>			
2	Announce the purpose of the meeting and introduce the delegation.	Secretary	09:00 – 09:05 (5 mins)	
3	Announcement of Shareholders' attendance ratio.	Board of Supervisors	09:05 – 09:10 (5 mins)	
4	Approval of the Working regulation, Election regulation.	Secretary	09:10 – 09:20 (10 mins)	
5	Approval of the Presidium, the Vote Counting Committee, and the Meeting Agenda.	Secretary	09:20 – 09:25 (5 mins)	
6	Opening Ceremony Speech.	Chairman	09:25 – 09:30 (5 mins)	
<b>C</b>	<b>MAIN CONTENT</b>			
7	Report of the Board of Directors.	Chairman	09:30 – 09:45 (15 mins)	
8	Report of the Board of Management.	Chief Executive Officer	09:45 – 10:00 (15 mins)	
9	Report of the Board of Supervisors.	Head of the Board of Supervisors	10:00 – 10:05 (5 mins)	

No.	Content	Presenters	Time	Notes
10	<p>The contents of the proposal:</p> <ul style="list-style-type: none"> <li>- Proposal for Approval of the 2024 Audited Financial Statements.</li> <li>- Proposal for Approval of the 2024 Profit Distribution Plan.</li> <li>- Proposal for Approval of Revenue, Profit Targets, and Profit Distribution Plan for 2025.</li> <li>- Proposal for Selection of the Audit Company for the fiscal year 2025.</li> <li>- Proposal for Approval of the Plan to Issue Shares for 2024 Dividend Payment.</li> <li>- Proposal for Approval of the Plan to Issue Shares under the Employee Stock Ownership Plan (ESOP).</li> <li>- Proposal for Approval of Changes to the Organizational Management Structure.</li> <li>- Proposal for Approval of Amendments to the Company's Charter and Internal Corporate Governance Regulations.</li> <li>- Proposal for Approval of Amendments to the Board of Directors' Operating Regulations.</li> <li>- Proposal for the Election of the Board of Directors for the term 2025 – 2028.</li> </ul>	Secretary	10:05 – 10:30 (25 mins)	
11	Questions and Answers.	The Presidium	10:30 – 10:50 (20 mins)	
12	Guidelines for Voting and Approval of Reports and Proposals. Guidelines for Election and Election of the Board of Directors for the 2025 – 2028 Term.	Vote Counting Committee	10:50 – 11:00 (10 mins)	
13	Break, Counting vote.	-	11:00 – 11:10 (10 mins)	
14	Announcement of the voting and election results.	Vote Counting Committee	11:10 – 11:20 (10 mins)	
15	Approval of the Meeting Minutes of the Annual General Meeting of Shareholders for the fiscal year 2024.	Secretary	11:20 – 11:30 (10 mins)	
<b>D</b>	<b>CLOSING</b>			
16	Announcement of the Closing	Secretary	11:30	

**ORGANISING COMMITTEE  
OF THE GENERAL MEETING OF SHAREHOLDERS**

**DRAFT**

**WORKING REGULATION  
OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR  
THE FISCAL YEAR 2024  
THIEN LONG GROUP CORPORATION**

**Pursuant to:**

- *Law on Enterprises no.59/2020/QH14 dated June 17, 2020;*
- *Law on Securities no.54/2019/QH14 dated November 26, 2019; and the attached documents;*
- *Decree no.155/2020/ND-CP detailing the implementation of a number of articles of the Law on Securities issued on December 31, 2020;*
- *Charter on Organization and Operation of Thien Long Group Corporation;*
- *Internal Regulation on Corporate Governance of Thien Long Group Corporation.*

To ensure that the Annual General Meeting of Shareholders for the fiscal year 2024 of Thien Long Group Corporation will take place successfully, The Board of Directors shall establish regulations, principles of operation, conduct, and voting procedures for the General Meeting of Shareholders to approve as follows:

**1. PURPOSE**

- Ensure that the procedures, principles of conduct, and voting at the Annual General Meeting of Shareholders of Thien Long Group Corporation are carried out in accordance with regulations and successfully completed.
- The Meeting's resolutions shall demonstrate the unified will of Shareholders, satisfy Shareholders' desires and interests, and comply with applicable laws.

**2. SUBJECT AND SCOPE**

- **Subjects:** All Shareholders, representatives (authorized persons) of the eligible Shareholders, and guests attending the Annual General Meeting of Shareholders of Thien Long Group Corporation shall obey and comply with this Regulation, the Company Charter, and prevailing laws.
- **Scope:** This Regulation shall be applied to the Annual General Meeting of Shareholders for the fiscal year 2024 of Thien Long Group Corporation, conducting direct meeting and regulating voting and election process through electronic voting methods.

**3. INTERPRETATIONS OF TERMS/ABBREVIATIONS**

- Company : Thien Long Group Corporation
- BOD : Board of Directors

- BoS : Board of Supervisors
- OC : Organizing Committee
- GMS : General Meeting of Shareholders
- Delegate : Shareholder, authorized representative (authorized persons)
- AGM : Annual General Meeting
- Electronic Voting : The act of delegates using Internet-connected devices to cast votes/elections through the electronic voting system prescribed and communicated by the Company to delegates at the time of their registration to attend the AGM
- Electronic Voting System : The system used by the Company to provide Delegates with tools to exercise their rights when attending the GMS.

## **4. CONTENT**

### **4.1 Conditions for Conducting the General Meeting of Shareholders**

- The General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents at least 51% of the total shares with voting rights.
- In the event that the first meeting does not meet the conditions for proceeding as prescribed in Clause 1, Article 18 of the Company's Charter, the convener of the meeting shall cancel the meeting. GMS must be reconvened, and a notice of invitation to the meeting must be sent within thirty (30) days from the date originally scheduled for the first GMS. The reconvened GMS may only take place when there are members present, including shareholders and authorized representatives, representing at least 33% of the voting shares or more.
- In the event that the second GMS cannot be held due to insufficient conditions as prescribed in Clause 2, Article 18 of the Company's Charter, the third GMS may be convened, and a new notice of the meeting must be sent within twenty (20) days from the date originally scheduled for the second GMS. In this case, the GMS may proceed regardless of the number of shareholders or authorized representatives attending.
- Note:

The percentage of shareholders attending the GMS voting directly and electronically is determined when delegates are present at the location stated in the meeting notice and have registered to attend the meeting with the organizing committee.

### **4.2 Conditions for shareholders to attend the AGM**

All the Company's Shareholders on the list as of the record date of 12 March 2025 shall have the right to participate or authorize representatives to participate in the GMS. If there is more than one person legally authorized to participate in the meeting, the number of shares of each such representative must be specified.

### **4.3 Guests of the AGM**

- The persons holding managerial positions in the Company, the guests, and members of the OC



of AGM who are not the Company's Shareholders are invited to participate in the Meeting.

- The Guests shall not express their opinions at the AGM (*unless invited by the Chairperson of the AGM or registered with the OC of AGM and permitted by the Chairperson of the AGM*)

#### **4.4 Delegates must comply with the following regulations**

- Punctuality, formal attire, compliance with security checks (if any), identification documents, etc., as requested by the OC of AGM.
- Receive documents for the AGM at the reception in front of the meeting hall.
- Late-arriving delegates have the right to register, participate and vote at the AGM. It is not the responsibility of the Chairperson to delay the AGM for late-arriving delegates to attend; The results of voting on issues that were voted on before the delegate came to attend will not be affected.
- Leave the phone in vibrate or shutdown mode, when needed, please go outside to connect.
- Do not smoke; keep order in the meeting room.
- Comply with the regulations of the Organizing Committee and the Chairperson of the AGM.
- In case a delegate fails to comply with the aforementioned inspection regulations or measures, the Chairperson, after careful consideration, may refuse or expel his/her from the place where the AGM takes place to ensure that the AGM proceeds normally according to the planned program.

#### **4.5 Chairperson and Presidium**

- The Presidium includes the Chairperson and members.
- The Chairman of the BOD shall act as the Chairperson or delegate the authority to another member of the BOD meeting to act as the Chairperson of the GMS convened by the BoD.
- In case the Chairman is absent or temporarily unable to work, the remaining members of the BOD shall elect one of them to act as the Chairperson of the meeting by a majority vote. If no Chairperson is elected, the Head of the BOS shall direct the GMS to elect a Chairperson from among those present, and the person receiving the highest number of votes is appointed as the Chairperson of the meeting.
- In other cases, the signatory of the decision to convene the GMS shall direct the GMS to elect a Chairperson, and the person receiving the highest number of votes is appointed as the Chairperson of the meeting.
- The Chairperson may take any actions deemed necessary to conduct the GMS in a lawful and orderly manner or to reflect the desires of the majority of those attending the GMS.
- The Chairperson of the GMS has the right to adjourn the meeting, even when the required number of attendees has been reached, no later than three (3) working days from the date the meeting is scheduled to begin. The meeting may only be adjourned, or the location changed in accordance with Clause 8, Article 146 of the Enterprise Law.
- Responsibilities of the Presidium:
  - Direct the meeting in conformity with the meeting agenda, regulations, and rules approved

by the AGM.

- Guide the Delegates and the AGM in discussing the agenda items.
  - Present drafts and conclude the necessary issues for the AGM to vote on.
  - Respond to questions raised by the AGM.
  - Resolve any issues arising during the AGM.
  - Approve and issue documents, results, minutes, and resolutions of the AGM after its conclusion.
- Working principles of the Presidium: The Presidium works on the principle of collective decision-making, with a focus on democratic centralism and decisions made by majority vote.

#### **4.6 Meeting Secretary:**

- The meeting secretary shall include one or more persons appointed by the Chairperson.
- Responsibilities:
- Record the minutes of the GMS in a complete and accurate manner, covering all developments during the meeting and issues that have been approved or noted by shareholders during the meeting;
  - Receive and review the registration forms for shareholder speeches and submit them to the Presidium for decision;
  - Compose the meeting minutes and the GMS resolutions;
  - Assist the Chairperson in disclosing information related to the GMS meeting and notify the Shareholders in accordance with legal regulations and the Company's Charter;
  - Perform other tasks as required by the Chairperson.

#### **4.7 Vote Counting Committee**

- The General Meeting of Shareholders shall elect one or more individuals to the Vote Counting Committee as proposed by the Chairperson of the meeting. Candidates who are running for election or nomination (during the election process) are not permitted to participate in the Vote Counting Committee.
- Duties of Vote Counting Committee:
- Disseminate the principles, rules, and instructions for the voting and election procedures.
  - Check and record the voting ballots and election ballots, prepare the vote counting minutes, announce the results, and submit the minutes to the Chairperson.
  - Review and report to the AGM any violations of the voting or election rules or any complaints regarding the voting or election results.

#### **4.8 Delegate Eligibility Check Committee**

- The Delegate Eligibility Check Committee of the AGM consists of one Chairperson and members introduced to the AGM by the Chairperson.
- Duties of the Delegate Eligibility Check Committee:

- Verify the eligibility and status of shareholders and shareholder representatives attending the meeting;
- Head of the Delegation Inspection Committee reports to the GMS on the status of shareholders attending the meeting. If the meeting has a sufficient number of shareholders and authorized representatives with the right to attend the meeting representing at least 51% of the shares with voting rights, the Company's GMS will be held and proceed.

#### **4.9 Discussion at the Meeting**

- The discussion can only be conducted within the specified time and under the scope of the issues presented in the agenda of the GMS;
- Delegates attending the GMS who want to express their opinions must be approved by the Chairperson. Delegates make brief speeches and focus on the right key contents to be discussed, per the program approved by the GMS or send written comments to the Secretary of the GMS to report to the Chairperson.
- The Chairperson will arrange for delegates to speak in the order of registration and answer shareholders' questions at the meeting or record the following response in documents.

#### **4.10 Voting to approve issues at the AGM**

##### **4.10.1 Principles**

- All issues on the agenda and contents of the meeting must be discussed and voted on publicly at the GMS.
- Delegates must register to attend the meeting location specified in the invitation letter sent to all shareholders listed in the shareholder list as of March 12, 2025. After registering with the meeting's organizing committee, delegates will be provided with an account and password to log in and vote on all matters put to vote at the AGM through the electronic voting system at the following link: [www.ezgsm.fpts.com.vn](http://www.ezgsm.fpts.com.vn).
- If delegates encounter difficulties during login or voting/election, the organizing committee will provide technical support and guidance to assist delegates. Delegates are responsible for verifying their information and ensuring the accuracy of their votes.

##### **4.10.2 Electronic Voting**

- Voting Procedure:
  - Delegates shall select one of three voting options: “*affirmative votes*”, “*negative votes*” or “*abstentions*” for each issue presented for voting at the AGM, as configured in the electronic voting system.
  - Subsequently, delegates shall confirm their option to allow the electronic voting system to record the result.
- Election Voting Procedure (as specified in the Election, Nomination, and Voting Rules for the BOD for the term 2025 – 2028)
- Other Regulations for Electronic Voting:

- In the event that delegates do not vote on all issues listed in the AGM agenda, any issues not voted on will be considered as if the delegate did not cast a vote on those matters.
  - In the event of additional issues arising beyond the scheduled agenda, delegates may vote on these supplementary matters. If delegates do not vote on the additional issues, it will be regarded as if delegates did not cast a vote on those issues.
  - Delegates may change their vote (but cannot cancel their vote), including votes on supplementary issues arising beyond the AGM agenda. The online system will only record the final voting result at the time the electronic voting period ends for each round of vote counting, as stipulated in the AGM working rules.
- **Electronic Voting Timeframe for Issues to Be Voted on at the AGM** (including AGM working rules, Election, Nomination, and Voting Rules for the Board of Directors for the term 2025 – 2028, AGM Personnel, AGM Agenda, Reports and Proposals, Elections, Minutes, Resolutions of the AGM): Delegates may cast their votes from the time they complete the registration procedure until the organizing committee announces the end of the electronic voting period for the voting matters.

Once the voting period ends, the system will no longer accept additional electronic votes from delegates.

#### **4.10.3 Voting Procedures**

Each ordinary share represents one voting right. Each delegate attending the meeting represents one or more voting ballots.

- As of the shareholder record date (March 12, 2025), the total number of shares with voting rights of the Company is: 86,453,575 shares, equivalent to 86,453,575 voting rights.
- Issues requiring a vote at the AGM will only be approved if at least 51% of the total voting shares of all attending shareholders approve the matter. However, in certain cases, as stipulated in Clause 2, Article 20 of the Company's Charter, approval must be obtained from at least 65% of the total voting shares of all attending shareholders.
- Note:
  - Shareholders/authorized representatives with a vested interest are not entitled to vote on contracts and transactions valued at 35% or more of the Company's total assets as stated in the most recent financial report; such contracts or transactions may only be approved with the consent of shareholders/authorized representatives holding at least 65% of the remaining voting rights (under Clause 4, Article 167 of the 2020 Enterprise Law).
  - Shareholders/authorized representatives holding 51% or more of the voting shares, or related persons of such shareholders, are not entitled to vote on contracts and transactions valued at more than 10% of the Company's total assets as stated in the most recent financial report, between the Company and such shareholder (under Point b, Clause 3, and Clause 4, Article 167 of the 2020 Enterprise Law).

#### **4.10.4 Recording of Voting/Election Results**

- At the AGM, the GMS will approve the Vote Counting Committee.
- The Vote Counting Committee is responsible for compiling the votes of the Delegates attending in person and conducting the Voting/Election by electronic voting method.
- The Vote Counting Committee will verify the votes of “affirmative votes”, “negative votes” or “abstentions” for each issue and is responsible for recording, compiling, and reporting the vote results at the AGM

#### **4.11 Election of the Board of Directors**

The election of Board of Directors members must be conducted in accordance with the Election Rules for the Board of Directors and must be approved by a vote of the General Meeting of Shareholders during the AGM.

#### **4.12 AGM Meeting Minutes**

All matters discussed at the AGM must be recorded by the AGM Secretary in the meeting minutes. The meeting minutes must be read and approved before the AGM is adjourned.

### **5. Implementation of the Regulation**

- All delegates, representatives, and guests attending the GMS are responsible for fully complying with the contents specified in this Regulation, regulations, internal rules, current management regulations of the Company, and relevant laws.
- The convener of the GMS has the right to:
  - Require all meeting attendees to submit to screening or other security measures;
  - Require the competent authorities to maintain order during the meeting; expel individuals who do not comply with the Chairperson's authority, intentionally disrupt the meeting, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements from the General Meeting of Shareholders.
- Contents not detailed in this regulation shall uniformly apply according to the provisions of the company's charter, the Enterprise Law 2020, and current legal documents of the State.

***This Regulation shall take effect immediately after being approved by the GMS of the Company.***

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

***Recipients:***

- *GMS;*
- *Member of BOD, BOM, BOS;*
- *Filed: Secretary.*

**CO GIA THO**

*Ho Chi Minh City, 10 April 2025*

**DRAFT**

**REGULATIONS ON THE NOMINATION, SELF-NOMINATION, AND  
ELECTION OF THE BOARD OF DIRECTORS FOR THE 2025 – 2028 TERM  
THIEN LONG GROUP CORPORATION**

**Under:**

- *Law on Enterprises no.59/2020/QH14 dated June 17, 2020;*
- *Law on Securities no.54/2019/QH14 dated November 26, 2019 and other attached regulations;*
- *The Decree No.155/2020/ND-CP dated December 31, 2020, elaborates on some Articles of the Law on Securities;*
- *The Charter on Organization and Operation of Thien Long Group Corporation.*
- *Internal Regulation on Corporate Governance of Thien Long Group Corporation.*

The Vote Counting Committee of the General Meeting Shareholder hereby discloses the Regulations on Nomination, self-nomination, and Election of the Board of Directors at the Annual General Meeting of Shareholders for the fiscal year 2024 of Thien Long Group Corporation as follows:

**I. Interpretations of terms/abbreviations**

- Company : Thien Long Group Corporation
- BOD : Board of Directors
- BOS : Supervisory Board
- OC : Organizing Committee of the Meeting
- GMS : General Meeting of Shareholders
- Delegates : Shareholders, representatives (authorized persons)

**II. Chairperson of the Meeting:**

The Chairperson of the Meeting shall be responsible for presiding over the election with specific tasks as follows:

- Introducing the list of candidates for the Board of Directors;
- Supervising the voting and vote counting;
- Resolving claims on the election (*if any*)

**III. Regulations on the nomination and candidacy of the Board of Directors members**

- The number of elected members of the BOD: 09 members

- Term: 2025 – 2028 (3 years)
- The maximum number of candidates: Unlimited

**1. Rights to nominate, self-nominate** (*according to Article 24 of the Charter*):

Shareholders holding shares with voting rights shall be entitled to aggregate the number of voting rights of each Shareholder to nominate the candidates for the members of the Board of Directors. A shareholder or a group of shareholders holding from 10% to less than 20% of the total number of voting shares shall be entitled to nominate one (01) candidate; from 20% to less than 30% to nominate up to two (02) candidates; from 30% to less than 40% to nominate up to three (03) candidates; from 40% to less than 50% to nominate up to four (04) candidates; from 50% to less than 55% to nominate up to five (05) candidates; from 55% to less than 60% to nominate up to six (06) candidates; from 60% to less than 65% to nominate up to seven (07) candidates; from 65% to less than 70% to nominate up to eight (08) candidates; from 70% to less than 75% to nominate up to nine (09) candidates; from 75% to less than 80% to nominate up to ten (10) candidates; from 80% or more to nominate up to eleven (11) candidates.

The candidates are required to satisfy the standards prescribed in Section 2 below.

In case the number of candidates for the BOD through nomination and self-nomination is still insufficient, the incumbent BOD may nominate additional candidates or organize nominations according to a mechanism stipulated by the Company. The nomination mechanism or the method by which the incumbent BOD nominates candidates for the BOD must be clearly disclosed and approved by the GMS before proceeding with the nomination.

**2. Criteria of Candidates for the BOD:**

The candidates for the members of the BOD shall satisfy the following standards and conditions (*Under Article 24, the Charter; Article 155, the Law on Enterprises no.59/2020/QH14; Decree no.155/2020/ND-CP*):

- Be legally competent and not specifically prohibited from managing enterprises under Clause 2, Article 17, the Law on Enterprises no.59/2020/QH14;
- As an individual shareholder who owns at least 5% of the total ordinary shares or others with professional qualifications and experience in business management or the Company's main business lines or standards and conditions specified in the Company's Charter.
- The Board of Directors member shall not be allowed to serve on the Board of Directors of more than five (05) companies at the same time.

**IV. Principle of election:**

- Strictly follow applicable laws and the Company's Charter.
- The election shall be conducted publicly by voting through the Electronic Voting System as stipulated by the Company in the Working Regulations of the General Meeting of Shareholders.

- Rights to elect shall be calculated according to the number of shares held by the shareholders or represented by the shareholders. Election outcomes shall be calculated based on the number of shares with voting rights of the participating shareholders.
- For each election, each Delegate shall use only one election ballot corresponding to the number of shares held or represented by such Delegate.
- The Vote Counting Committee shall be nominated by the Chairperson and subsequently approved by GMS. The members of the Vote Counting Committee cannot be on the list of nominees and self-nominees for the Board of Directors.

**V. Method of election:**

- Follow the cumulative voting method (*according to Clause 3, Article 148, Law on Enterprises no.59/2020/QH14*)
  - Conduct cumulative voting: Accordingly, each shareholder shall have the total number of voting rights corresponding to the total number of shares held multiplied by the number of BOD members to be elected
  - Delegates may cast all of their votes for one or several candidates.
  - The Delegates access the electronic voting system and cast their vote (Please note that the Delegate must vote within the electronic voting time as specified in the Code of Practice for Meeting Procedures).
  - In case of any mistake: The Delegates participating in the Livestream meeting may access the electronic voting system and re-cast their vote (Please note that the Delegates must vote within the electronic voting time as specified in the Working Regulations of the General Meeting of Shareholders).

**VI. Election ballot:**

- The election ballot (ballot) is the election ballot provided by the Company to the Delegates through the electronic voting system.
  - How to write on election ballots:
    - ✓ Delegates shall vote for a maximum number of candidates equal to the number of members to be elected.
    - ✓ If a Delegate casts all of his/her votes for one candidate or evenly splits the votes among the candidates, the Delegate must mark the “**Cumulative voting**” box of the respective candidates;
    - ✓ If a Delegate splits unevenly the votes among the candidates, he/she must specify the number of votes for each candidate in the “**Number of votes**” box.

**Note:**

In case a Delegate marks both the “**Cumulative voting**” box and specifies the number of votes in the “**Number of votes**” box, the result shall be determined based on the number of votes indicated in the “**Number of votes**” box.



- The following election ballots shall be considered invalid:
  - The number of candidates voted for by the Delegate exceeds the number of members to be elected.
  - The total number of votes cast for the candidates by the Delegate does not match the total number of votes allowed.
- In case of any mistake, Shareholders may change (but cannot cancel) the outcomes of the election, including the outcomes of voting for additional matters arising out of the Meeting agenda. The online voting system shall only count the final election outcomes at the closing of the electronic voting for each turn of vote counting as specified in the Working Regulations of the General Meeting of Shareholders.
- After the voting process is completed, the system shall automatically record the election results.
- The Vote Counting Committee shall be responsible for preparing the Vote Counting Record, announcing the results, and coordinating with the Chairperson to address any questions or claims from Shareholders (if any).

**VII. Principle of winning the election:**

- The candidates winning the election shall be determined by the number of votes received in descending order, starting from the candidates with the largest number of votes until there are enough members to be elected.
- If there are two (02) or more candidates receiving the same number of votes for the last member to be elected, the voting shall be conducted among these candidates.
- If the result of the first election fails to meet the required number of elected members, the election shall be conducted until the required number of elected members is met.

**VIII. Documents of nomination or self-nomination for the members of the BOD:**

Documents of nomination or self-nomination for the BOD include:

- Application form/Nomination form for the BOD members (using the *Template*)
- Resume (using the *Template*)
- Copies of the following types of documents: Identity Card/Passport.
- Certificate in Education level and certificate of professional qualification (if any)
- Share certificate of shareholder/group of shareholders satisfying the nomination conditions as specified in the Company's charter.

The nominator for the BOD must take responsibility before the law and the General Meeting of Shareholders for the accuracy and truthfulness of the content in their documents.

The Documents must be sent to Thien Long Group Corporation before **4:00 pm 04 April 2025** at the following address:

**Office of Thien Long Group Corporation**

**Address:** Floor 10<sup>th</sup>, Sofic Tower, No. 10 Mai Chi Tho Street, Thu Thiem Ward, Thu Duc City, Ho Chi Minh City, Vietnam

**Telephone:** 028 - 3750 5555 - **Fax:** 028 - 3750 5577

The above is the entire regulation on nomination and self-nomination for election to the Board of Directors at the Annual General Meeting of Shareholders for the fiscal year 2024 of Thien Long Group Corporation, respectfully submitted to the General Meeting of Shareholders for consideration and approval.

**This Regulation shall come into force immediately after approval by the General Meeting of Shareholders.**

**ON BEHALF OF THE BOARD OF DIRECTORS**

***Recipients:***

**CHAIRMAN**

- GMS;
- BOD Members, BOM, BOS;
- Archived: Office, Secretariat.

**CO GIA THO**



THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness



No.: 01/2025/BC- ĐHQĐ

*Ho Chi Minh City, 10 April 2025*

## **REPORT OF THE BOARD OF DIRECTORS ON BUSINESS PERFORMANCE IN 2024**

The Board of Directors (BoD) hereby respectfully submits to the General Meeting of Shareholders (GMS) of Thien Long Group Joint Stock Company the report on the BoD's performance in 2024 and the orientation for 2025 as follows:

### **1. Assessment of the Company's Operations in 2024**

In 2024, global economies continued to face numerous difficulties and challenges, with most countries experiencing lower-than-expected growth. The global GDP was projected to increase by 3.2%, maintaining the same rate as in 2023. In Vietnam, the economy achieved remarkable results, with an estimated GDP growth of 7.09% compared to the previous year, exceeding the target of 6.5%.

Despite these challenges, through the concerted efforts of all employees and the optimal utilization of resources, the Company successfully achieved notable business results:

- Consolidated net revenue reached VND 3,759 billion, achieving 99% of the target approved by the GMS.
- Consolidated NPAT - MI reached VND 461 billion, fulfilling 121% of the target approved by the GMS.

### **2. Remuneration, Salaries and Other Benefits of the Board of Directors, Board of Supervisors (BoS), and Board of Management (BoM)**

The policies regarding remuneration, salaries, and bonuses for the BoD, BoS and BoM have always been strictly complied with in accordance with legal regulations.

The total salary and other benefits received by key management personnel in 2024 amounted to 13.5 billion VND, as detailed in Note 38(a) of the audited Consolidated Financial Statements for 2024.

### **3. Summary of Board of Directors' Meetings and Decisions**

The BoD plays a key role in setting strategic direction, providing guidance, managing, and supervising the Company's operations in accordance with the GMS's Resolutions, the Company's Charter, Corporate Governance Regulations, and applicable laws.

In 2024, the BoD convened 14 meetings to discuss and implement the GMS's Resolutions, approving key policies for the Company's development.

The BoD's resolutions and decisions were always aligned with the Company's vision and business strategies at each stage. The key resolutions/decisions issued in 2024 include:

<b>No</b>	<b>Resolution/Decision No.</b>	<b>Date</b>	<b>Contents</b>
1	01/2024/NQ-HĐQT	29/02/2024	To approve the Annual General Meeting of Shareholders of the fiscal year 2023.
2	02/2024/NQ-HĐQT	10/05/2024	To approve the implementation of the plan to issue shares to pay dividends in 2023.
3	03/2024/NQ-HĐQT	27/05/2024	To approve the reappointment of Ms. Tran Phuong Nga to the position of Chief Executive Officer of Thien Long Group Corporation.
4	04/2024/NQ-HĐQT	27/05/2024	To approve the selection of an auditing company for the 2024 financial statements.
5	05/2024/NQ-HĐQT	07/06/2024	To approve the resignation and dismissal of Ms. Dao Thi Thanh Binh from her position as Chief People & Culture Officer.
6	06/2024/NQ-HĐQT	05/08/2024	To approve the allocation of profits from subsidiaries to the parent company.
7	07/2024/NQ-HĐQT	14/08/2024	To approve the Regulation on Information Disclosure of Thien Long Group Corporation.
8	08/2024/NQ-HĐQT	15/08/2024	To approve the record date to exercise the right for the second dividends of 2023 in cash.
9	09/2024/NQ-HĐQT	19/08/2024	To approve the activities related to providing loans to Clever World Joint Stock Company.
10	10/2024/NQ-HĐQT	16/09/2024	To approve the restructuring of several Chief positions.
11	11/2024/NQ-HĐQT	30/09/2024	To approve the outward investment to the Republic of Indonesia.
12	12/2024/NQ-HĐQT	01/11/2024	To approve the record date to issue shares to pay dividends in 2023 according to the plan approved by the Annual General Meeting of Shareholders of 2023 and advance dividends of 2024 in cash.
13	13/2024/NQ-HĐQT	03/12/2024	To approve the amending of the Charter Capital and changing the Business Registration Certificate, registering additional securities with VSDC and

			registering additional listing with HOSE.
14	14/2024/NQ-HĐQT	13/12/2024	To approve the increase in the capital contribution of Thien Long Group Corporation in Tan Luc South Trading and Service Company Limited.

**4. Activities of Independent Board Members and Their Evaluation of the Board of Directors**

Independent BoD members ensured full attendance at meetings and actively participated in discussions. Their key role in maintaining transparency and fairness in governance was evident through critical feedback, objective advisory, and valuable contributions to business strategies.

The evaluation by independent members on the BoD’s performance in 2024:

- The BoD effectively monitored, managed, and directed the Company's operations in full compliance with legal regulations and the Company's Charter.
- The BoD organized periodic and extraordinary meetings as required, issuing valid Resolutions and Decisions related to business management, operations, and personnel structure.
- The BoD ensured transparency in transactions involving related parties, internal persons, and subsidiaries, fully complying with disclosure obligations.
- The BoD fulfilled its responsibilities with a high sense of accountability, prioritizing the legitimate interests of the Company and its shareholders.

**5. Investor Relations and Obligations to Shareholders**

As a publicly listed company, Thien Long Group is committed to fairness, equality, and prioritizing the best interests of investors and shareholders.

The BoD ensures comprehensive communication with shareholders, investors, regulators, and the public by implementing transparent and efficient information disclosure policies.

In 2024, Thien Long completed the remaining 20% dividend payout for 2023 (10% in cash and 10% in shares) and provided a 10% interim cash dividend for 2024.

**6. Supervision of the Board of Management’s Activities**

The BoD highly appreciates the dedication and effective leadership of the BoM in 2024. The BoM demonstrated strong commitment and leadership in managing the Company's operations.

In terms of compliance, the BoM strictly adhered to:

- Internal regulations were effectively monitored and enforced.
- The internal control system was strengthened and optimized.
- Operations were executed in alignment with the Charter, Internal Corporate Governance Regulations, and applicable laws.

The BoM excelled in:

- Implementing the GMS Resolutions with strict adherence.
- Executing the BoD's Resolutions with diligence.
- Operating the Company in line with strategic business goals.

## 7. Key Development Focus for 2025

In 2025, Thien Long embarks on a transformative journey with the direction of “Glocalization” — expanding into international markets while maintaining its leadership in Vietnam's stationery industry.

Thien Long will focus on six strategic pillars:

1. **Domestic Business:** Strengthening distribution, expanding e-commerce, and innovating product lines.
2. **International Business:** Expanding the FlexOffice & Colokit brands in Southeast Asia, Europe, and the Americas.
3. **R&D & Innovation:** Developing smooth-flow pens, high-tech markers, and recycled materials, and aiming for Net Zero 2050.
4. **Digital Transformation:** Applying AI, Machine Learning, ERP, and production automation.
5. **Sustainable Supply Chain:** Enhancing forecasting, minimizing waste, and optimizing resources.
6. **Human Resources & Corporate Culture:** Investing in a skilled workforce and fostering a "Happy Learning Life" culture.

For 2025, the BoD proposes the following business targets for GMS approval:

Net revenue: VND 4,200 billion; Net profit after tax: VND 450 billion; Dividend: 35% per par value.

This report outlines the BoD's performance in 2024 and the strategic direction for 2025. We respectfully submit it to the General Meeting of Shareholders for review and approval.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**Chairman**  
**CO GIA THO**



THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness



No. 02/2025/BC - ĐHĐCĐ

*Ho Chi Minh City, 10 April 2025*

## REPORT OF THE BOARD OF MANAGEMENT ON BUSINESS PERFORMANCE IN 2024

The Board of Management (BoM) respectfully submits to the General Meeting of Shareholders (GMS) of Thien Long Group Joint Stock Company the report on the Company’s production and business performance in 2024 as follows:

### A. BUSINESS PERFORMANCE REVIEW IN 2024

The year 2024 marked a significant transformation for Thien Long, as the Company not only overcame market challenges but also achieved sustainable growth and improved financial efficiency. Consolidated net revenue reached VND 3,759 billion, an 8.6% increase compared to 2023, achieving the set target. NPAT - MI amounted to VND 461 billion, a substantial 29.2% increase, the highest in the Company’s history, exceeding the target by 21%. Brand value reached VND 1,000 billion (~USD 40 million). Market capitalization on the Ho Chi Minh City Stock Exchange (HOSE) was nearly VND 5,700 billion (~USD 220 million). With a strategy focusing on market expansion, operational optimization, and flexible financial management, Thien Long continues to affirm its leading position in Vietnam’s stationery industry while expanding its presence in international markets.

### B. OPERATIONAL ACTIVITIES AND KEY PROJECTS

#### 1. DOMESTIC BUSINESS

**E-commerce – A remarkable breakthrough.** E-commerce has become Thien Long’s primary growth driver, positioning the brand as the No.1 online retailer in the Books & Stationery segment. E-commerce revenue grew by 157%, 2.6 times higher than in 2023. Notably, sales on TikTok Shop increased sixfold, while Shopee sales tripled, proving the strength of digital transformation and the strategy of optimizing consumer experience.

**Traditional sales channels (GT) – Expanding partnerships and strengthening engagement.**

Thien Long has revolutionized its GT sales channel by restructuring the entire business system, from operational processes to partner policies. A key highlight was the Customer Conference held in Thailand in June 2024, the first-ever overseas event, attracting over 700 customers nationwide. This event strengthened strategic relationships between Thien Long and

distributors, driving significant sales growth and laying a solid foundation for sustainable expansion.

**Modern trade (MT) – Professionalizing the system and increasing market share.** With a well-structured development strategy and strong investment in brand image and shopping experience, MT channel sales grew by over 11% compared to 2023. This investment solidified Thien Long’s position in supermarkets and large retail chains.

**Brand development – A push from breakthrough product lines.** The Domestic Business Division successfully launched creative marketing strategies for product lines such as Akooland, Demon Slayer, and Flexio, stimulating consumer demand and driving strong growth. In particular, the Flexio brand recorded double-digit growth compared to 2023. The Flexio calculator activation program grew tenfold compared to regular promotional campaigns.

## 2. INTERNATIONAL BUSINESS

**Philippines – Success from supply chain optimization strategy.** In March 2024, the Philippines distributor adopted a new central warehouse model, optimizing operations and reducing delivery times. Thien Long was a pioneer in implementing smart warehouse management software, improving operational efficiency and reducing storage costs. A breakthrough was the extensive distribution of FlexOffice and Colokit products in the National Bookstore chain of the Philippines, significantly expanding the Company’s market share.

**Russia – Expansion into Kazakhstan and strengthening the brand.** 2024 marked a milestone as Thien Long signed a strategic agreement with Russian distributors, creating an opportunity to penetrate the Kazakhstan market.

**Conquering the African and Middle Eastern markets.** Participation in Scofex Kenya Trade Fair enabled Thien Long’s market development team to expand partnerships with major retailers in Madagascar, Cameroon, and Syria. These high-potential markets promise to be key drivers of future growth.

**Breakthrough new products.** Continuous innovation in product development has contributed 20% of total export revenue and has helped the FlexOffice brand expand its reach to global customers.

**Explosive global FlexOffice sales.** Thien Long’s relentless momentum delivered impressive business results in multiple countries: Lebanon: +144%; Nepal: +76%; Malaysia: +64%; Bahrain: +60%; Russia: +31%; Europe & Laos: +23%; Steady growth in Myanmar, Thailand, the Philippines, Cambodia, and Saudi Arabia.



**Breakthrough in the U.S. market – Amazon revenue up 121%.** After two years of deep investment in the U.S. market, Thien Long’s Amazon revenue surged 121%, proving the success of the Company’s brand-building and market penetration strategy in one of the world’s toughest markets.

**Private Label/OEM Export – Surpassing expectations.** Private Label exports grew by an impressive 71% compared to 2023, driven by looser monetary policies in the U.S. and Europe and recovering consumer purchasing power. The Private Label sales team successfully developed customized products, winning new contracts and securing key tender projects. Thien Long expanded into new markets, strengthening partnerships with major clients in Australia, Germany, Switzerland, and Japan. The export team was awarded the Preferred Supplier Award by two key clients, reinforcing the Company’s strong position in the global market.

### **3. PRODUCT DEVELOPMENT**

In 2024, Thien Long continued to lead the market in product innovation, pioneering technological advancements, design improvements, and sustainable solutions. 83 new products were launched, including 26 groundbreaking technological innovations, we have set new industry benchmarks.

**Technological innovation – Breaking new limits.** Many of Thien Long’s pioneering products apply advanced Japanese technology (e.g. HOSHI range), delivering smooth, durable, and high-performance writing experiences. The exclusive innovations in gel pens, brush pens, and premium pencils marked a significant leap in meeting customers’ growing demands.

**Leading the green trend – Driving sustainable development.** In addition to superior performance, Thien Long is committed to developing environmentally friendly products. Six breakthrough ECO products using rice husk, limestone, and bio-based plastics were introduced, reducing environmental impact while maintaining exceptional quality. These products received the ECO Label – Ecological Product Certification from EUROLAB, further affirming Thien Long’s commitment to sustainability.

### **4. BRAND DEVELOPMENT**

In 2024, Thien Long not only maintained its innovation and creativity but also expanded its influence through large-scale, high-impact marketing campaigns. The perfect combination of education, technology, and culture strengthened Thien Long’s reputation as not just a stationery brand, but also a trusted companion for millions of students in their pursuit of knowledge.

**"Welcoming the Dragon Spirit – Conquering the Dragon Gate" – Supporting students through exams.** Thien Long continued supporting students during the exam season with the

campaign "Welcoming the Dragon Spirit – Conquering the Dragon Gate". The program was deployed at nearly 500 retail points nationwide, distributing 20,000 exam kits and reaching over 200,000 customers.

**"Complete Learning Pack – A Joyful School Year" – Exciting back-to-school season.**

Thien Long emphasized the "Pack to School" message, offering complete, safe, and modern school supplies. In partnership with Lifebuoy, the Company launched the "Điểm 10" (Top Score) school supply set, with all profits donated to underprivileged children. The campaign engaged over 11 million social media users, making the back-to-school season more exciting than ever.

**"Complete Knowledge – Complete Gratitude" – Record-breaking Teacher's Day gifts.** In the 2024 Teacher's Day campaign, Thien Long set a new record by distributing 25,000 premium gift sets at thousands of retail locations nationwide.

**Flexio Scientific Calculator – A Technological Breakthrough.** Thien Long has elevated the Flexio FX799VN series, making it the first scientific calculator capable of solving 3D geometry and second-degree complex numbers. The promotional campaigns have delivered outstanding results:

- The warranty activation cashback program achieved 200% of its KPI.
- The Flexio Math Planet discovery event took place in nine provinces, attracting 15,000 students.
- Affiliate marketing strategy with 35 KOLs, generating 100 promotional videos and 300 livestream sales sessions.
- Collaboration with the Vietnam Institute for Advanced Study in Mathematics (VIASM) to organize a national workshop for 500 teachers.

**Colokit – Inspiring Creativity.** In 2024, Colokit not only launched innovative product lines but also promoted art for the community. The "Color Festival Day" and "A Small Action – A Big Smile" competition received overwhelming support from thousands of students and parents, showcasing deeply expressive artworks.

- Product launch events held in 11 provinces, with 3,000 gift sets distributed.
- The Christmas Painting – Magical Coloring event at Fahasa attracted 2,300 customers, exceeding sales expectations.
- Colokit's creative activities achieved a 95% customer satisfaction rating.

**Akooland – An Exclusive Learning Ecosystem.** For the first time in Vietnam, Thien Long launched Akooland – a magical world of educational supplies, an innovative educational ecosystem integrating comic books, animated films, and interactive 3D applications. Akooland became a viral sensation, with 31.6 million animated film views, 5 million children reached and 51,000 digital comic reads. Thien Long is proud to be a pioneer in developing proprietary character IPs (Intellectual Property), bringing joyful learning experiences to Vietnamese children.

**Demon Slayer – The Perfect Fusion of Tradition and Technology.** For the first time in Vietnam, Thien Long collaborated with Demon Slayer, one of the world's leading anime franchises, to launch an exclusive collection of writing instruments and school supplies.

- Upon launch, Demon Slayer products attracted 3.4 million views across media platforms.
- Engaged 23,000 fans at Hobby Horizon and Otaku Festival events.
- Generated 6.4 million interactions on Facebook, solidifying Thien Long's position as a young, innovative, and trendsetting brand.

## **5. DIGITALIZATION**

The year 2024 marked a significant leap in Thien Long's digital transformation journey, not only enhancing operational systems but also integrating Artificial Intelligence (AI) into management, enabling the company to optimize efficiency, improve accuracy, and enhance customer experience. Digital transformation is no longer an option but has become a core competitive advantage, helping Thien Long adapt proactively to market changes.

**Artificial Intelligence – The “Virtual Colleague” Maximizing Efficiency.** AI is not just a supporting tool but has become a digital colleague, enabling Thien Long's workforce to work faster and more accurately:

- Automated order processing for the MT channel: AI extracts data from orders, minimizing errors while handling bulk orders from multiple sources, saving time and increasing accuracy before integrating into the SAP system.
- AI-powered invoice extraction: AI significantly reduces data entry time by automatically reading and verifying invoices, ensuring compliance with tax authorities and streamlining internal payment processes for greater transparency and efficiency.

**Optimizing E-Commerce – Proactive Operations & Enhanced Customer Experience.** Recognizing the rapid growth of e-commerce, Thien Long has not only expanded sales channels but also built a dedicated e-commerce fulfillment team, allowing for:

- Proactive control over order processing and real-time inventory tracking.
- Standardized warehouse procedures to increase productivity, ensuring on-time delivery with top-quality products.
- Optimized operating costs, reducing waste during order fulfillment.

### **Specialized Software Systems – Advancing Operational Management**

Thien Long has also implemented a dedicated e-commerce management system, helping to:

- Automate processes, reducing workload on human resources.
- Process orders quickly and accurately, ensuring maximum operational efficiency.
- Minimize errors and waste, enhancing overall operational performance.

## **6. HUMAN RESOURCES & CORPORATE CULTURE**

Despite market challenges in 2024, Thien Long has maintained its position as one of the best workplaces in Vietnam, fostering an environment where employees can grow and contribute.

- Ranked 48th in Vietnam's Top 100 Best Places to Work (Anphabe).
- Ranked 120th among Vietnam's Top 500 Employers (VBE 500) (Investment Review & Viet Research).

### **Employee Engagement & Talent Development**

Thien Long is deeply committed to investing in people. In 2024, the company:

- Organized 265 training programs, totaling nearly 80,000 training hours.
- Trained 3,000 employees, with an average of 26.86 training hours per person per year, showcasing a structured and long-term human resource development strategy.
- Launched a succession planning program, identifying 19 potential future leaders.
- Conducted over 144 coaching sessions and 143 “Share to Learn” knowledge-sharing workshops to help employees develop personal skills and career goals.

To attract young talent, Thien Long expanded its internship program, receiving over 1,916 applications in 2024, proving its strong employer appeal among Vietnam’s next-generation workforce.

### **A Connected & Motivating Work Environment**

Thien Long is not just a workplace but a strong community where employees can connect, share, and develop holistically.

Sports activities such as football and badminton tournaments, along with team-building programs, help foster team spirit and internal engagement.

The company also encourages a culture of recognition and appreciation through initiatives such as: The Feedback Program, which recorded 1,945 employee feedback submissions, building an open and positive work culture.; The "Thank You Letter" campaign, where over 500 handwritten appreciation letters were sent to employees to recognize their contributions and encourage continued dedication.

## **7. MAJOR PROJECTS IN 2024**

In 2024, Thien Long accelerated its international expansion, particularly investing in Indonesia—a high-potential market with over 270 million people. The company invested USD 760,000 (~VND 19 billion) to establish an import and distribution entity in Indonesia. This move is expected to increase export revenue and strengthen Thien Long's leadership in the stationery production and distribution industry across Southeast Asia.

## **C. FINANCIAL PERFORMANCE**

*Shareholders are kindly requested to refer to the attached audited separate and consolidated financial statements for 2024.*

**ON BEHALF OF THE BOARD OF MANAGEMENT**

**Chief Executive Officer**

**TRAN PHUONG NGA**

*Ho Chi Minh City, 10 April 2025*

**REPORT OF THE BOARD OF SUPERVISORS  
PRESENTED TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
FOR THE FISCAL YEAR 2024**

- Pursuant to the Charter of Thien Long Group Joint Stock Company (the "Company");
- Pursuant to the audited financial statements for the year 2024, audited by PwC Vietnam Co., Ltd., and the results of inspections and supervision based on relevant documents concerning the Company's business operations in 2024.

The Board of Supervisors (BOS) hereby presents its report to the General Meeting of Shareholders (GMS) on its activities and performance during 2024 as follows:

**I. Activities of the Board of Supervisors**

The Board of Supervisors consists of three (03) members:

- Ms. Nguyen Thi Bich Nga - Chairperson
- Ms. Ta Hong Diep - Member
- Ms. Vu Thi Thanh Nga - Member

In 2024, the Board of Supervisors held six (06) periodic meetings among its members to discuss and update the Company's operations, align on the work plan, and summarize the work results.

The key activities undertaken include:

- Monitoring the Company's financial status and compliance with laws in corporate governance.
- Supervising the implementation of business plans per the resolutions of the Annual General Meeting of Shareholders; reviewing and monitoring the business operations of subsidiaries and affiliates through financial reports and related documents.
- Evaluating the reasonableness, legality, accuracy, and prudence in the management and administration of business and investment activities during the year.
- Proposing and recommending the General Meeting of Shareholders to approve the list of independent audit firms qualified to audit the Company's financial statements.

Throughout its operations, the Board of Supervisors has provided recommendations to the Board of Management on measures to strengthen control and minimize risks. The members of

the Board of Supervisors have fulfilled their assigned responsibilities and duties, actively participated in regular and extraordinary meetings, engaged in discussions, and voted on matters within their scope of responsibilities.

The Board of Supervisors remains committed to objectivity and independence in carrying out its duties, ensuring transparency in its reports and strict compliance with relevant legal regulations.

The remuneration for the Board of Directors (BOD) and the Board of Supervisors members in 2024 was executed within the limits approved by the General Meeting of Shareholders as stipulated in Resolution No. 01/2024/NQ-ĐHĐCĐ dated April 23, 2024.

## **II. Results of Inspection and Supervision Activities in 2024**

### **1. Assessment of Business Operations and Financial Position**

The Board of Supervisors continuously monitored the Company's financial condition and internal control system. It acknowledges that the financial figures presented in the 2024 audited financial statements by PwC Vietnam Co., Ltd. were fairly and reasonably stated in all material aspects, reflecting the Company's business performance and compliance with prevailing regulations.

The key financial indicators as of December 31, 2024, and the 2024 business results are as follows:

Shareholder's Equity: VND 2,347.2 billion (accounting for 69.9% of total capital).

Consolidated Net Revenue: VND 3,758.6 billion, achieving 98.9% of the target.

Consolidated NPAT - MI: VND 461.7 billion, exceeding the target by 21.5%.

Completion of the remaining 20% dividend payment for 2023 (10% in cash and 10% in shares) and an advance dividend payment of 10% for 2024 in cash.

The appropriation of funds and remuneration for the Board of Directors and the Board of Supervisors was implemented in accordance with the provisions set out in Resolution No. 01/2024/NQ-DHĐCĐ dated April 23, 2024.

The Board of Supervisors acknowledges the Company's efforts in achieving positive financial results and maintaining compliance with corporate governance principles.

### **2. Supervision Results of the Board of Directors (BOD), the Board of Management (BOM), and Coordinated Activities**

#### **❖ Supervision Results**

Over the past year, the Board of Directors (BOD) and the BOM have proactively devised and implemented appropriate and flexible solutions in response to market conditions. They have undertaken measures to boost business performance, ensuring stable growth, while also taking decisive actions to manage inventory and effectively control costs.

The Company has restructured and reorganized its operations toward greater specialization and digitalization of processes. It has promoted process improvement initiatives, adopted new technologies in production and supply chain management, enhanced human resource training, and diversified its workforce, all while adhering to its core values. Strategic planning efforts have been directed at strengthening key functional divisions, enabling the Company to quickly adapt to the increasingly competitive market landscape.

Despite meeting key business performance targets, maintaining stable operations amid market challenges, and exceeding the after-tax profit target, the Company did not fully achieve the revenue target set by the General Meeting of Shareholders (GMS).

In terms of governance and management, the BOD and BOM have strictly adhered to and fulfilled their roles and responsibilities in compliance with legal regulations and the Company's Charter.

#### **❖ Coordination Between the Board of Supervisors, the Board of Directors and the Board of Management**

The coordination between the Board of Supervisors (BOS), the BOD, the BOM, and other management officials has been conducted based on principles of respect, cooperation, and transparency. This collaboration has complied with legal regulations and the Company's Charter, aligning with the Company's vision for sustainable development and preparing for upcoming challenges.

The BOD, BOM, and functional departments have actively cooperated with and facilitated the BOS in performing its duties effectively.

#### **❖ Remuneration, Operational Expenses, and Other Benefits of the Board of Supervisors**

The remuneration for the BOD and the BOS in 2024 was implemented within the limits approved by the GMS. Specifically, the total remuneration for the BOS amounted to **VND 1,020,000,000**, with the following breakdown:



<b>Board of Supervisors</b>	<b>Position</b>	<b>Remuneration, Operational Expenses, and Other Benefits (VND)</b>
Nguyen Thi Bich Nga	Head of BOS	VND552,000,000
Ta Hong Diep	Member of BOS	VND276,000,000
Vu Thi Thanh Nga	Member of BOS	VND192,000,000

### **3. Conclusion and Recommendations of the Board of Supervisors**

Based on the assessment of operational and financial performance in 2024, the Board of Supervisors respectfully requests the General Meeting of Shareholders to approve the contents of the report as presented by the Board of Directors and the Board of Management.

To ensure sustainable growth and achieve the set targets in the coming period, the Company's leadership should focus more on human resource management, maximizing the capabilities of employees at all levels. Additionally, it should continue to strengthen cost control and monitoring, enhance debt collection efforts, and minimize inventory across various stages. Optimizing investment portfolios and actively seeking additional partners, suppliers, and effective solutions will help the Company develop high-quality products with diverse designs that align with market trends, contributing to the Company's long-term sustainability.

Dear Esteemed Shareholders,

The Board of Supervisors respectfully submits this report to the General Meeting of Shareholders and sincerely appreciates the support of the Board of Directors and the Board of Management, which has enabled the BOS to fulfill its responsibilities.

We extend our gratitude and best wishes for a successful General Meeting.

Respectfully,

**On behalf of the Board of Supervisors  
Head of BOS**

**Nguyen Thi Bich Nga**

DRAFT

**PROPOSAL TO**  
**THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**FOR THE FISCAL YEAR 2024**

*Re: Approving the Audited Financial Statements for 2024*

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;
- Pursuant to the Charter on Organization and Operation of Thien Long Group Corporation;
- Pursuant to the audited 2024 Separate Financial Statements and Consolidated Financial Statements of Thien Long Group Corporation;
- Pursuant to Meeting Minutes of the Board of Directors No. 05/2025/BBH-HDQT dated March 20, 2025.

The Board of Directors would like to propose to the General Meeting of Shareholders for approval of the 2024 Separate Financial Statements and Consolidated Financial Statements of Thien Long Group Corporation audited by PwC (Vietnam) Limited.

The audited Separate Financial Statements and Consolidated Financial Statements for 2024 have been released in accordance with relevant regulations and publicized on the Company's website, including the following:

1. Independent auditor's report;
2. Balance sheet dated 31 December 2024;
3. Income statement;
4. Cash flow statement;
5. Financial statement footnotes.

Excerpt from the audited separate and consolidated financial statements for 2024 at the link: <https://thienlonggroup.com/quan-he-co-dong/bao-cao-tai-chinh>

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

**ON BEHALF OF THE BOARD OF DIRECTORS**  
**CHAIRMAN**  
**CO GIA THO**



No.: 02/2025/TT - ĐHCĐ

Ho Chi Minh City, 10 April 2025

DRAFT

**PROPOSAL TO**  
**THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**FOR THE FISCAL YEAR 2024**

*Re: Approving the profit distribution for 2024*

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;
- Pursuant to the Charter on Organization and Operation of Thien Long Group Corporation;
- Pursuant to the 2024 Audited Consolidated Financial Statements of Thien Long Group Corporation;
- Pursuant to Meeting Minutes of the Board of Directors No. 05/2025/BBH-HĐQT dated March 20, 2025.

The Board of Directors would like to propose to the General Meeting of Shareholders for approval of the profit distribution for the fiscal year 2024 as below:

**1. Plan of profit distribution:**

<b>Profit distribution</b>	<b>Amount (Unit: thousand VND)</b>
<b>Undistributed profits accumulated to the end of the previous year</b>	<b>489,876,419</b>
<b>Consolidated profit after tax for 2024</b>	<b>461,667,744</b>
- Dividends for 2024 (35% of par value) Detail: 25% in cash (*), 10% in stocks	294,728,391
- Bonus and welfare fund (10% of profit after tax)	46,166,774
- Remuneration for the Board of Directors and Board of Supervisors in 2024	15,000,000
<b>Retained earnings after distribution</b>	<b>595,648,998</b>

Note: (\*) The company has made an interim payment of 10% for the 2024 cash dividends, equivalent to 78,594,453,000 VND.

**2. Authorization for the Board of Directors:**

The General Meeting of Shareholders authorizes the Board of Directors to distribute profits for fiscal year 2024 as follows:

- Determine the record date for the remaining 2024 cash dividend (15%).
- Decide on other issues related to the distribution of profits in 2024 that have been approved by the General Meeting of Shareholders.

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

**ON BEHALF OF THE BOARD OF DIRECTORS**  
**CHAIRMAN**  
**CO GIA THO**



THE SOCIALIST REPUBLIC OF VIETNAM  
Independence – Freedom – Happiness



No.: 03/2025/TT – ĐHĐCĐ

Ho Chi Minh City, 10 April 2025

DRAFT

PROPOSAL TO

**THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
FOR THE FISCAL YEAR 2024**

*Re: Approving the target of revenue and profit and the profit distribution plan for 2025*

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;
- Pursuant to the Charter on Organization and Operation of Thien Long Group Corporation;
- Pursuant to the 2024 Consolidated Financial Statements of Thien Long Group Corporation of Thien Long Group Corporation;
- Pursuant to Meeting Minutes of the Board of Directors No. 05/2025/BBH-HDQT dated March 20, 2025.

The Board of Directors would like to propose to the General Meeting of Shareholders for approval of the target of revenue, profit and the 2025 profit distribution plan as below:

**1) Plan of revenue and profit for 2025:**

- Net revenue: VND 4,200 billion (an increase of 12% compared to the implementation of 2024 and an increase of 11% compared to the plan in 2024)
- Consolidated profit after tax: VND 450 billion (a decrease of 3% compared to the implementation of 2024 and an increase of 18% compared to the plan in 2024)

**2) Plan of profit distribution for 2025:**

- Dividends for 2025 : planned 35% of par value
- Bonus and welfare fund : 10% of profit after tax
- Remuneration for the Board of Directors : VND 20 billion / year  
and Board of Supervisors

*(In which the Remuneration and expenses of the Board of Supervisors are calculated from 1 January 2025 to 10 April 2025)*

- Capital source for advance dividends in 2025: Accumulated undistributed after-tax profits of previous years until the company advances dividends.

Respectfully submitted to the General Meeting of Shareholders to consider, approve and authorize the Board of Directors to change or adjust the above Plan according to the actual situation and an interim payment in 2025 suitable with the company's production and business results.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN  
CO GIA THO**

No.: 04/2025/TT - ĐHĐCĐ

Ho Chi Minh City, 10 April 2025

DRAFT

**PROPOSAL TO**  
**THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**FOR THE FISCAL YEAR 2025**

*Re: Selection of an Auditing Company for the fiscal year 2025*

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;
- Pursuant to the Charter on Organization and Operation of Thien Long Group Corporation.

Dear the General Meeting of Shareholders,

The Board of Supervisors would like to propose to the General Meeting of Shareholders for approval of the appointment of an independent auditing company to audit the Company's 2025 financial statements as follows:

- Select one (01) from the three (03) following Auditing Companies to audit the Company's 2025 Financial Statements:
  1. Deloitte Vietnam Company Limited;
  2. PwC Company Limited (Vietnam);
  3. Ernst & Young Vietnam Company Limited.
- Authorize the Board of Directors to select a specific Auditing Company.

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

**ON BEHALF OF THE BOARD OF SUPERVISORS**  
**HEAD OF THE BOARD**  
**NGUYEN THI BICH NGA**



THE SOCIALIST REPUBLIC OF VIETNAM  
Independence – Freedom – Happiness



No.: 05/2025/TT - ĐHCĐ

Ho Chi Minh City, 10 April 2025

DRAFT

**PROPOSAL TO**  
**THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**FOR THE FISCAL YEAR 2024**

*Re: Approving the plan to issue shares to pay dividends in 2024*

**Pursuant:**

- *The Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;*
- *The Law on Securities No. 54/2019/QH14 dated 26 November 2019;*
- *Decree No. 155/2020/ND-CP dated 31 December 2020 on the elaboration of some Articles of the Law on Securities;*
- *Circular No. 118/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance on guiding offering and issuance of securities, tender offer, share repurchase, registration, and delisting of public companies;*
- *The Charter on Organization and Operation of Thien Long Group Corporation;*
- *Meeting Minutes of the Board of Directors No. 05/2025/BBH-HĐQT dated March 20, 2025.*

The Board of Directors (“BOD”) of Thien Long Group Corporation would like to propose to the General Meeting of Shareholders (“GMS”) to approve the plan to issue shares to pay dividends in 2023 with the following:

- 1. Share’s name:** Thien Long Group Corporation Share
- 2. Type of share:** Ordinary share
- 3. Stock symbol:** TLG
- 4. Par value:** VND 10,000 / share
- 5. The current Charter Capital:** VND 864,535,750,000
- 6. Total issued shares:** 86,453,575 shares

**Detail:**

- Number of outstanding shares: 86,453,575 shares
  - Number of treasury shares: 0 shares
- 7. Number of maximum shares planning to issue:** 8,645,357 shares
  - 8. The total maximum value planning to issue at par value:** VND 86,453,570,000
  - 9. Form of issuance:** Issue shares to pay dividends in 2024
  - 10. Subjects of issuance:** Existing shareholders whose names are on the list at the last registration date close the list of shareholders to exercise the right to receive dividends in shares. The time

to close the list is authorized by the General Meeting of Shareholders for the Board of Directors to decide.

- 11. Shares issue rate (number of shares to be issued/number of outstanding shares):** 10%.
- 12. Subscription ratio:** 10:1. Each shareholder who owns 01 share will have 01 right to receive dividends in shares; for every ten rights, they will receive one additional share.
- 13. Plan for handling odd shares:** The number of shares each Shareholder receives when issuing shares to pay dividends will be rounded to the nearest unit according to the rounding down principle. The odd decimal fraction (if any) will be canceled.  
  
For example, Shareholder A owns 109 shares on the date the list of shareholders is closed. With the subscription ratio 10:1, shareholder A will receive  $(109/10 \times 1 = 10.90)$  10 new shares. According to the above calculation principle, shareholder A will receive ten new shares. The number of odd decimal shares (if any) 0.90 shares will be canceled.
- 14. Issuance capital source:** Undistributed net profit after tax as of December 31, 2024, according to the audited 2024 consolidated financial statements of Thien Long Group Corporation.
- 15. Implementation time:** After being notified by the State Securities Commission (SSC) of receiving full issuance report documents, expected in Quarter II, III/2025.
- 16. Securities registration and additional listing registration:** After completing the issuance, the General Meeting of Shareholders approved and authorized the Board of Directors to carry out additional securities registration procedures with Vietnam Securities Depository and Clearing Corporation (VSDC) and register for stock listing supplemented with Ho Chi Minh City Stock Exchange (HSX).

- 17. Approving the Charter Capital change:** Approving the Charter (Charter capital item) and adjusting the Business Registration Certificate at the Department of Planning and Investment of Ho Chi Minh City after notification of the SSC on receipt of the full release report.

**18. Authorization for the Board of Directors:**

The General Meeting of Shareholders authorizes the Board of Directors to perform the following tasks related to the issuance:

- Build and explain the application documents submitted to the State Securities Committee and other functional agencies. At the same time, proactively adjust the issuance plan and other related documents under the actual Company or requesting of SSC and other functional agencies, or for compliance purposes following relevant legal provisions (if any);
- Decide the time to close the list of shareholders to exercise rights, other timelines related to implementing the issuance and implementing procedures for closing the list of shareholders according to regulations;
- Amendment of articles related to charter capital, shares in the Charter on organization and operation of the Company after receiving notice from SSC of receiving the full report on issuance results;
- Perform the procedures for changing the contents of the Company's business registration related to the change of charter capital according to the actual results of the issuance with

the competent state agency after receiving the notice from the SSC of receiving the full report on issuance results;

- Perform procedures and works and choose the appropriate time to register additional securities at VSDC and register to list additional securities at HSX with the number of shares issued according to the plan approved by the General Meeting of Shareholders after receiving the notice of the SSC of receiving the full report on issuance results;
- Proactively develop plans to ensure the foreign investor ownership ratio is consistent with the provisions of the law;
- Depending on each specific case, the Board of Directors may re-authorize the General Director to perform one or several particular tasks mentioned above;
- Decide on other arising issues related to the process of issuing shares to pay dividends.

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

**ON BEHALF OF THE BOARD OF DIRECTORS**  
**CHAIRMAN**  
**CO GIA THO**





No.: 06/2025/TT - ĐHCĐ

Ho Chi Minh City, 10 April 2025

DRAFT

**PROPOSAL TO**  
**THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**FOR THE FISCAL YEAR 2024**

*Re: Approving the plan to issue the shares under the Employee Stock Ownership Plan “ESOP”*

**Under:**

- *The Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;*
- *The Law on Securities No. 54/2019/QH14 dated 26 November 2019;*
- *Decree No. 155/2020/ND-CP dated 31 December 2020 on the elaboration of some Articles of the Law on Securities;*
- *Circular No. 118/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance on guiding offering and issuance of securities, tender offer, share repurchase, registration, and delisting of public companies;*
- *The Charter on Organization and Operation of Thien Long Group Corporation;*
- *Meeting Minutes of the Board of Directors No. 05/2025/BBH-HDQT dated March 20, 2025.*

The Board of Directors (“BOD”) of Thien Long Group Corporation would like to propose to the General Meeting of Shareholders (“GSM”) to approve the plan to issue shares under the Employee Stock Ownership Plan (“ESOP”) as the following:

**I. Purposes:**

- Motivate employees to improve working efficiency and contribute to the growth of the Company.
- Attach a part of employees' income to the interests of the Company's shareholders.
- Attract and retain talented people to ensure the Company's sustainable development.

**II. Information of issuance:**

1. **Share’s name:** Thien Long Group Corporation Share
2. **Type of share:** Ordinary share
3. **Stock symbol:** TLG
4. **Par value:** VND 10,000 / share
5. **The current Charter Capital:** VND 864,535,750,000 (At the time of presentation to the Annual General Meeting of Shareholders in fiscal year 2024)
6. **The total issued Shares:** 86,453,575 shares (At the time of presentation to the Annual General Meeting of Shareholders in fiscal year 2024).

Of which:

- Number of outstanding shares: 86,453,575 shares

- Number of treasury shares: 0 shares
7. **Expected Charter Capital before issuance:** VND 950,989,320,000 (*Expected Charter Capital after completing the issuance of shares for the 2024 dividend payment*).
  8. **Expected number of outstanding shares before issuance:** 95,098,932 shares  
Of which:
    - Number of outstanding shares: 95,098,932 shares
    - Number of treasury shares: 0 shares.
  9. **Number of shares planned to be issued:** 1,300,000 shares.
  10. **Maximum Expected Issuance Value at Par Value:** VND 13,000,000,000 (*In words: Thirteen billion Vietnamese dong*s).
  11. **Issuance ratio** (expected number of shares to be issued/expected number of outstanding shares before issuance): 1.37%.
  12. **Subjects of issuance:** Members of the Board of Directors and Managers of Thien Long Group Corporation ("Company/Group") and its subsidiaries within the Group.
  13. **Criteria:** Recipients must meet all the following criteria:
    - Members of the Board of Directors or Managers of the Company and its subsidiaries within the Group, including the Board of Management, Chief Accountant, Division Directors, and Department Directors of the Company and its subsidiaries within the Group.
    - Have made significant contributions to the Company's business operations in 2024. The performance coefficient of each management personnel in 2024 will be evaluated and approved by the Board of Directors.
    - Still employed at the Company and its subsidiaries within the Group at the time of implementing the stock issuance plan under the Employee Stock Ownership Program.
  14. **Price of issue:** VND 10,000/share.
  15. **Principle of determining issue price:** equal to par value.
  16. **Principle of determining the number of shares to be distributed to each object:** The General Meeting of Shareholders authorizes the Board of Directors to decide on the principle of determining the number of shares to be distributed to each object at the time of issuance.
  17. **Transfer restriction:** The number of issued shares of the ESOP program will be 100% restricted to transfer within 01 year from the date of completing issuance.
  18. **Handling in case the employee leaves the job during the period of commitment to restrict transfer:** The General Meeting of Shareholders decided not to withdraw the number of shares received by the employee in this issuance.
  19. **Implementation time:** After completing the share issuance for the 2024 dividend payment and after receiving notification from the State Securities Commission (SSC) confirming the receipt of complete issuance documentation, expected in Quarter III - Quarter IV of 2025.
  20. **Capital utilization plan:** All proceeds from the issuance will supplement working capital for the Company's business activities.
  21. **The handling plan in case of unsold shares:** The General Meeting of Shareholders will authorize the Board of Directors to sell the number of unsold shares to other employees at a price not lower than VND 10,000 per share. Suppose the Board of Directors still cannot find suitable employees. In that

case, the General Meeting of Shareholders will authorize the Board of Directors to adjust and reduce the total quantity of shares offered for sale according to the distributed number of shares.

- 22. Committed to putting securities into trading on the organized stock market:** After completing the issuance, the General Meeting of Shareholders will approve and authorize the Board of Directors to carry out the procedures for registering additional securities with Vietnam Securities Depository and Clearing Corporation and registering the listed additional securities for the Ho Chi Minh City Stock Exchange.
- 23. Approving the Charter Capital change:** Approving the Charter (Charter capital item) and adjusting the Business Registration Certificate at the Department of Planning and Investment of Ho Chi Minh City after notification of the SSC on receipt of the full release report.
- 24. Authorizing the Board of Directors:**

The General Meeting of Shareholders authorizes the Board of Directors to carry out the work related to the issuance as follows:

- Building and explaining the application documents submitted to the State Securities Committee and other functional agencies. At the same time, proactively adjust the issuance plan and other related documents under the actual Company or requesting of SSC and other functional agencies, or for compliance purposes following relevant legal provisions (if any).
- Approving the plan to ensure the issuance of shares to meet the regulations on foreign ownership ratio in the case of issuing shares to employees who are foreign investors.
- Approving the standards and list of employees participating in the program, the principle of determining the number of shares to be distributed to each participant and the implementation time.
- Deciding to deal with the number of issued shares that are not registered for purchase (if any).
- Building the plan using detailed capital.
- Amendment of articles related to charter capital, shares in the Charter of organization and operation of the Company after receiving notice from SSC of receiving the full report on issuance results.
- Performing the procedures for changing the contents of the Company's business registration related to the change of charter capital according to the actual results of the issuance with the competent state agency after receiving the notice from the SSC of receiving the full report on issuance results.
- Performing the procedures, working, and choosing the appropriate time to register additional securities at the Vietnam Securities Depository and Clearing Corporation and register for additional listing at the Ho Chi Minh Stock Exchange. The number of shares to be issued according to the plan approved by the General Meeting of Shareholders after receiving the notice of the SSC of receiving the full report on issuance results.
- Depending on each specific case, the Board of Directors may re-authorize the General Director to perform one or several specific tasks mentioned above;
- Other issues related to issuing shares under the program "ESOP."

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

**ON BEHALF OF THE BOARD OF DIRECTORS**  
**CHAIRMAN**  
**CO GIA THO**



DRAFT

**PROPOSAL TO**  
**THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**FOR THE FISCAL YEAR 2024**

*Re: Approving the plan to change the management organizational structure of Thien Long Group Corporation*

**Under:**

- *The Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;*
- *The Charter on Organization and Operation of Thien Long Group Corporation;*
- *Meeting Minutes of the Board of Directors No. 05/2025/BBH-HĐQT dated March 20, 2025.*

To enhance corporate governance and improve the management of business operations, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the proposed changes to the Company's management organizational structure as following:

1. Change the Company's management organizational structure:

<b>Current management organizational structure</b> <i>(According to Point a, Clause 1 Enterprise Law no. 59/2020/QH14)</i>	<b>Modified management organizational structure</b> <i>(According to Point a, Clause 1 Enterprise Law no. 59/2020/QH14)</i>
<ol style="list-style-type: none"><li>1. General Meeting of Shareholders (GMS).</li><li>2. Board of Directors.</li><li>3. Board of Supervisors.</li><li>4. Chief Executive Officer.</li></ol>	<ol style="list-style-type: none"><li>1. General Meeting of Shareholders.</li><li>2. Board of Directors and Audit Committee under the Board of Directors.</li><li>3. Chief Executive Officer.</li></ol>

2. The Board of Directors shall be responsible for establishing the Audit Committee and issuing the operating regulations of the Audit Committee as well as other internal regulations in compliance with applicable laws. The Company's legal representative shall sign the amended Charter and disclose information in accordance with legal regulations.

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

**ON BEHALF OF THE BOARD OF DIRECTORS**  
**CHAIRMAN**  
**CO GIA THO**



*Ho Chi Minh City, 10 April 2025*

No.: 08/2025/TT - ĐHĐCĐ

DRAFT

**PROPOSAL TO  
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
FOR THE FISCAL YEAR 2024**

*Re: Approving the proposal to amend the Company Charter and Internal Regulations on Corporate Governance*

**Under:**

- *The Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;*
- *The Law on Securities No. 54/2019/QH14 dated 26 November 2019;*
- *Decree No. 155/2020/ND-CP dated 31 December 2020 on the elaboration of some Articles of the Law on Securities;*
- *Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance on guiding implementation of some Articles on the administration of public companies in the Government's Decree No. 155/2020/ND-CP dated December 31, 2020, elaborating some Articles of the Law on Securities guiding offering and issuance of securities, tender offer, share repurchase, registration, and delisting of public companies;*
- *The Charter on Organization and Operation of Thien Long Group Corporation;*
- *Meeting Minutes of the Board of Directors No. 05/2025/BBH-HĐQT dated March 20, 2025.*

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the proposal amendments to the Company Charter and Internal Regulations on Corporate Governance, as attached.

**Attachments:**

- The Charter on Organization and Operation of Thien Long Group Corporation.
- The Internal Regulations on Corporate Governance of Thien Long Group Corporation.

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

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN  
CO GIA THO**

**APPENDIX I  
AMENDMENTS TO THE CHARTER**

Terms	Amendment	Current Provision	Amended provision	Explanation
<b>Article 1 Interpretation</b>	Amending Point b, Clause 1	b. <b>"Shareholder"</b> means any <u>individual or entity</u> whose name appears on the Company's list of Shareholders at the most recent time the Company finalizes the Shareholder list at the <u>Vietnam Securities Depository</u> .	b. <b>"Shareholder"</b> means <u>any individual or organization</u> whose name appears on the Company's list of Shareholders at the most recent time the Company finalizes the Shareholder list at the Vietnam Securities Depository and Clearing Corporation.	Adjustment in accordance with Clause 3, Article 4 of the 2020 Law on Enterprises.
	Deleting Point d, Clause 1	d. <b>"Affiliated Enterprise"</b> : For any entity, this refers to any enterprise that is directly or indirectly controlled by that entity or any enterprise that directly or indirectly controls that entity. "Control" includes any of the following cases: the relationship between a parent company and its subsidiary (as defined by the Law on Enterprises), holding more than 50% of capital contribution, dominating the activities of the Board of Directors (BOD) or the Executive Board, or equivalent measures.	N/A	Removed as the definition is not referred to the Charter.
	Amending Point b, Clause 1	k. <b>"Executive"</b> means the Chief Executive Officer, Deputy Chief Executive Officers and the Chief Accountant;	k. <b>"Executive"</b> means the Chief Executive Officer, Deputy Chief Executive Officers and the Chief Accountant.	Amended to align with the Company's governance situation.
<b>Article 5: Charter Capital, Shares</b>	Amending Clause 5	5. Foreign <u>individuals and entities</u> may purchase shares of the Company and become its Shareholders, provided they comply with the prevailing State regulations on Securities and the Securities Market.	5. Foreign <u>individuals and organizations</u> may purchase shares of the Company and become its Shareholders, provided they comply with the prevailing State regulations on Securities and the Securities Market.	Wording revision
	Deleting entire Paragraph 4 of Clause 9	<u>If the Company repurchases its own shares, leading to treasury shares accounting for 25% or more of the total outstanding shares of the Company, it must conduct a public</u>	N/A	Removed to ensure smooth corporate governance

**APPENDIX I  
AMENDMENTS TO THE CHARTER**

Terms	Amendment	Current Provision	Amended provision	Explanation
		tender offer in accordance with the <u>Securities Law</u> .		
	Deleting Clause 12	12. Foreign investors are permitted to own up to 100% of the Company's charter capital, except where otherwise provided by Vietnamese law.	N/A	Removed to ensure smooth corporate governance
<b>Article 10: Corporate Governance Structure</b>	Amending Article 10	<b>Article 10: Organizational Management Structure</b> 1. The Company's corporate governance structure includes: a. General Meeting of Shareholders (GMS). b. <u>Board of Supervisors</u> . c. <u>Board of Directors</u> . d. Chief Executive Officer. e. <u>Deputy Chief Executive Officers</u> . f. <u>Directors</u> . g. <u>Other executive levels</u>	<b>Article 10: Organizational Management Structure</b> 1. The Company's corporate governance structure includes: a. General Meeting of Shareholders. b. Board of Directors and <u>Audit Committee under the Board of Directors</u> . c. Chief Executive Officer.	Adjusted to comply with Point b, Clause 1, Article 137 of the Law on Enterprises and the proposal for changes in the Company's governance structure.
<b>Article 11: Shareholders' Rights</b>	Amending Point b, Clause 3	b. Reviewing, inspecting, and extracting minutes and resolutions, decisions of the BOD, semi-annual and annual financial reports <u>of the Board of Supervisors</u> , contracts, transactions subject to BOD approval, and other documents, <u>except those related to the Company's trade secrets and business secrets</u>	b. Reviewing, inspecting, and extracting minutes and resolutions, decisions of the BOD, semi-annual and annual financial reports, contracts, transactions subject to BOD approval, and other documents, except those related to the Company's trade secrets and business secrets. <u>For the purpose of this clause, "other documents" include meeting minutes and resolutions of the GMS and records specifically required to be disclosed under the law.</u>	- The removal of " <u>the Board of Supervisors</u> " aligns with the proposed changes in the Company's governance structure.  - Clarifying "other documents" ensures smooth corporate governance
	Amending Point c, Clause 3	c. Request <u>the Board of Supervisors</u> to examine specific matters related to the management and operation of the Company when deemed necessary. The request must	c. Request the BOD to examine specific matters related to the management and operation of the Company when deemed necessary. The request must be made in	Amended to align with the Proposal on changes to the Company's management structure.

**APPENDIX I  
AMENDMENTS TO THE CHARTER**

Terms	Amendment	Current Provision	Amended provision	Explanation
		<p>be made in writing and must include the full name, contact address, nationality, and legal identification number for individual Shareholders; the name, enterprise code or legal identification number, and registered office address for institutional Shareholders; the number of shares and the time of share registration for each Shareholder; the total number of shares held by the Shareholder group and their ownership percentage in the Company's total shares; the matters to be examined and the purpose of the examination</p>	<p>writing and must include the full name, contact address, nationality, and legal identification number for individual Shareholders; the name, enterprise code or legal identification number, and registered office address for institutional Shareholders; the number of shares and the time of share registration for each Shareholder; the total number of shares held by the Shareholder group and their ownership percentage in the Company's total shares; the matters to be examined and the purpose of the examination.</p>	
	<p>Amending Clause 4</p>	<p>4. Shareholders or groups of Shareholders holding at least 10% of the total ordinary shares have the right to nominate candidates for the BOD <u>and the Board of Supervisors</u>. The nomination process shall be conducted as follows:</p> <p>a. Shareholders forming a group to nominate candidates for the BOD <u>and the Board of Supervisors</u> must notify other attending Shareholders of the grouping before the opening of the GMS.</p> <p>b. Based on the number of members of the BOD <u>and the Board of Supervisors</u>, Shareholders or groups of Shareholders specified in this clause have the right to nominate one or multiple candidates for the BOD and <u>the Board of Supervisors</u>, as determined by the GMS. If the number of candidates nominated by the Shareholders or groups of Shareholders is lower than the number of candidates they are entitled to</p>	<p>4.Shareholders or groups of Shareholders holding at least 10% of the total ordinary shares have the right to nominate candidates for the BOD. The nomination process shall be conducted as follows:</p> <p>a. Shareholders forming a group to nominate candidates for the BOD must notify other attending Shareholders of the grouping before the opening of the GMS.</p> <p>b. Based on the number of members of the BOD, Shareholders or groups of Shareholders specified in this clause have the right to nominate one or multiple candidates for the BOD, as determined by the GMS. If the number of candidates nominated by the Shareholders or groups of Shareholders is lower than the number of candidates they are entitled to nominate as per the GMS' decision, the remaining candidates shall be nominated by the BOD, and other Shareholders.</p>	<p>Amended to align with the Proposal on changes to the Company's management structure.</p>



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		nominate as per the GMS' decision, the remaining candidates shall be nominated by the BOD, <u>the Board of Supervisors</u> , and other Shareholders.		
<b>Article 13: General Meeting of Shareholders</b>	Amending Clause 1	1. The GMS consists of all Shareholders with voting rights and is the highest decision-making body of the Company. The annual GMS shall be held once per year. The GMS must be convened annually within four (04) months from the end of the fiscal year. <u>When the Company lists on the Stock Market</u> , The BOD may extend the time for convening the annual GMS but not exceeding six (06) months from the end of the fiscal year. Besides the annual meeting, the GMS may hold extraordinary meetings. The location of the GMS shall be where the chairperson attends the meeting and must be within the territory of Vietnam.	1. The GMS consists of all Shareholders with voting rights and is the highest decision-making body of the Company. The annual GMS shall be held once per year. The GMS must be convened annually within four (04) months from the end of the fiscal year. <u>The BOD shall determine any necessary extension</u> for convening the annual GMS, provided it does not exceed six (06) months from the end of the fiscal year. Besides the annual meeting, the GMS may hold extraordinary meetings. The location of the GMS shall be where the chairperson attends the meeting and must be within the territory of Vietnam.	Adjusted to comply with Clause 2, Article 139 of the 2020 Law on Enterprises.
	Amending Point b, Clause 3	b. The remaining number of members of the BOD <u>and the Board of Supervisors</u> is less than the minimum number required by law.	b. The remaining number of members of the BOD is less than the minimum number required by law.	Amended to align with the Proposal on changes to the Company's management structure.
	Deleting Point b, Clause 3	<u>d. At the request of the Board of Supervisors.</u>	N/A	Amended to align with the Proposal on changes to the Company's management structure.
	Amending Point b & Point c Clause 1	b. If the BOD fails to convene the GMS as prescribed in Point a, Clause 4, Article 13 of the Charter without a legitimate reason, <u>the Board of Supervisors</u> must, within the following thirty (30) days, replace the BOD in convening the GMS in accordance with	b. If the BOD fails to convene the GMS as prescribed in Point a, Clause 4, Article 13 of the Charter without a legitimate reason, <u>the Shareholder or group of Shareholders making the request as stipulated in Point c, Clause 3 of this Article shall have the right to request the Company's legal</u>	Amended to align with the Proposal on changes to the Company's management structure.

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		<p>Clause 3, Article 140 of the Law on Enterprises.</p> <p><u>c. If the Board of Supervisors fails to convene the GMS as prescribed in Point b, Clause 4, Article 13 of the Charter, then within the following thirty (30) days, the Shareholder or group of Shareholders making the request as stipulated in Point c, Clause 3 of this Article shall have the right to request the Company's legal representative to convene the GMS in accordance with the Enterprises Law.</u></p>	<p><u>representative to convene the GMS in accordance with the Law on Enterprises within the following thirty (30) days.</u></p>	
<p><b>Article 14 Rights and Duties of the GMS (GMS)</b></p>	<p>Amending Point c, Clause 1</p>	<p>c. Number of members on the Board of Directors and the Board of Supervisors.</p>	<p>c. Number of BOD Members.</p>	<p>Amended to align with the Proposal on changes to the Company's management structure.</p>
	<p>Amending Point e, Clause 1</p>	<p>e. Election, dismissal, removal, and replacement of BOD Members and the Board of Supervisors;</p>	<p>e. Election, dismissal, removal, and replacement of BOD Members.</p>	<p>Amended to align with the Proposal on changes to the Company's management structure.</p>
	<p>Amending Point f, Clause 1</p>	<p>f. Decision on the budget or the total remuneration, bonuses, and other benefits of the BOD and <u>the Board of Supervisors.</u></p>	<p>f. Decision on the budget or the total remuneration, bonuses, and other benefits of the BOD.</p>	<p>Amended to align with the Proposal on changes to the Company's management structure.</p>
	<p>Amending Point g, Clause 1</p>	<p>g. Approval, supplementation, and amendment of the Charter, Internal Corporate Governance Regulations, BOD's Operational Regulations, and <u>Board of Supervisors' Operational Regulations.</u></p>	<p>g. Approval, supplementation, and amendment of the Charter, Internal Corporate Governance Regulations, BOD's Operational Regulations.</p>	<p>Amended to align with the Proposal on changes to the Company's management structure.</p>
	<p>Amending Point k, Clause 1</p>	<p>k. Inspect and address violations committed by the BOD <u>or the Board of Supervisors</u> that cause damage to the Company and its Shareholders.</p>	<p>k. Inspect and address violations committed by the BOD that cause damage to the Company and its Shareholders.</p>	<p>Amended to align with the Proposal on changes to the Company's management structure.</p>

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	Amending Point s & t, Clause 1	<p>s. <u>The Board of Supervisors’ report on the Company's business performance, the performance of the BOD, and the Chief Executive Officer.</u></p> <p>t. <u>The self-assessment report on the performance of the Board of Supervisors and its members.</u></p>	<p>s. <u>Report of the Audit Committee under the Board of Directors.</u></p>	<p>Amended to align with the Proposal on changes to the Company's management structure.</p>
	Amending Point a, Clause 2	<p>a. Contracts and transactions stipulated in Clause 3, Article 167 of the Law on Enterprises where such Shareholder or a Related Person of such Shareholder is a party to the contract.</p>	<p>a. Contracts and transactions stipulated in Clause 3, Article 167 of the Law on Enterprises where such Shareholder or a Related Person of such Shareholder is a party to the contract or <u>transaction.</u></p>	<p>Adjust the wording for clarity.</p>
<p><b>Article 15 Authorization to Attend the GMS (GMS)</b></p>	<p>Amending Clause 1</p>	<p>1. A Shareholder or an authorized representative of a Shareholder that is an organization may attend the meeting in person, authorize one or more individuals or other organizations to attend, or attend the meeting through one of the forms stipulated in Clause 3, Article 144 of the Law on Enterprises. In cases where more than one authorized representative is appointed, the specific number of shares and corresponding voting rights of each representative must be determined. A Shareholder that is an organization holding at least 10% of the total ordinary shares <u>may authorize up to three (03) representatives.</u></p>	<p>1. A Shareholder or an authorized representative of a Shareholder that is an organization may attend the meeting in person, authorize one or more individuals or other organizations to attend, or attend the meeting through one of the forms stipulated in Clause 3, Article 144 of the Law on Enterprises. In cases where more than one authorized representative is appointed, the specific number of shares and corresponding voting rights of each representative must be determined.</p> <p><u>The appointment of an authorized representative shall be carried out as follows:</u></p> <ul style="list-style-type: none"> <li>- <u>An organization that is a Shareholder of the Company holding at least 5% but less than 10% of the total ordinary shares may authorize up to two (02) representatives.</u></li> <li>- <u>An organization that is the Shareholder of the Company holding</u></li> </ul>	<p>Amended to ensure smooth corporate governance</p>

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			<p>at least 10% of the total ordinary shares may authorize up to three (03) representatives.</p> <p>- <u>In all other cases, a Shareholder may only authorize one (01) representative.</u></p>	
<p><b>Article 17 Convening the General Meeting of Shareholders, Meeting Agenda, and Notice of the General Meeting of Shareholders</b></p>	<p>Amending Paragraph 3, Point c, Clause 3</p>	<p>- The list and detailed information of the candidates in the case of electing members of <u>the Board of Supervisors and</u> the BOD.</p>	<p>- The list and detailed information of the candidates in the case of electing BOD members.</p>	<p>Amended to align with the Proposal on changes to the Company's management structure.</p>
<p><b>Article 18 Conditions for Convening the General Meeting of Shareholders</b></p>	<p>Amending Clause 1</p>	<p>1. The GMS shall be conducted when the attending Shareholders represent <u>at least 51% of the voting shares.</u></p>	<p>1. The GMS shall be conducted when the attending Shareholders represent <u>more than 50% of the total voting shares.</u></p>	<p>Adjusted to comply with Clause 1, Article 145 of the 2020 Law on Enterprises</p>
<p><b>Article 19 Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders</b></p>	<p>Amending Point a, Clause 2</p>	<p>a. The Chairman of the BOD shall preside over the meetings convened by the BOD or authorize another member of the BOD to act as the chairperson. In case the Chairman is absent or temporarily unable to perform duties, the remaining members of the BOD shall elect one among them to chair the meeting based on the majority principle. If no member is available to act as the chairperson, <u>the Head of the Board of Supervisors</u> shall facilitate the process for the GMS to elect a chairperson from among the attendees, and the person receiving the</p>	<p>a. The Chairman of the BOD shall preside over the meetings convened by the BOD or authorize another member of the BOD to act as the chairperson. In case the Chairman is absent or temporarily unable to perform duties, the remaining members of the BOD shall elect one among them to chair the meeting based on the majority principle. If no member is available to act as the chairperson, <u>the signatory convening the GMS</u> shall facilitate the process for the GMS to elect a chairperson from among the attendees, and the person receiving the</p>	<p>Amended to align with the Proposal on changes to the Company's management structure.</p>

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		highest number of votes shall preside over the meeting.	highest number of votes shall preside over the meeting.	
<b>Article 20 Approval of Resolutions of the General Meeting of Shareholders</b>	Amending Clause 1	1. Except as provided in Clause 2 of Article 20, Clause 1 of Article 16, Clause 7 of Article 24, and Clause 5 of Article 35 of the Charter, resolutions of the GMS on all matters within its authority shall be approved when <u>at least 51% of the total voting rights</u> of all Shareholders entitled to vote, who are present in person or through their authorized representatives at the GMS (in case of a physical meeting), vote in favor; or <u>at least 51% of the total voting rights</u> of Shareholders entitled to vote (in case of collecting written opinions), vote in favor.	1. Except as provided in Clause 2 of Article 20, Clause 1 of Article 16, Clause 7 of Article 24, and Clause 5 of Article 35 of the Charter, resolutions of the GMS on all matters within its authority shall be approved when <u>more than 50% of the total voting rights</u> of all Shareholders or their <u>authorized representatives attending and voting at the meeting</u> vote in favor (in case of <u>conducting the meeting</u> ), or <u>when more than 50% of the total voting rights</u> of Shareholders entitled to vote (in case of collecting Shareholders' opinions in writing) vote in favor.	Adjustment in accordance with Clause 2, Article 148 of the 2020 Law on Enterprises and law no.03/2022/QH15
	Amending Clause 2	2. Resolutions of the GMS concerning the following matters shall only be approved when at least 65% of the total voting rights of <u>all Shareholders entitled to vote, who are present in person or through their authorized representatives at the GMS (in case of a physical meeting)</u> , vote in favor; or at least 65% of the total voting rights of Shareholders entitled to vote (in case of collecting Shareholders' opinions in writing), vote in favor: a. <u>Amendments and supplements to the Charter and the Internal Corporate Governance Regulations.</u> b. Types and quantities of shares to be offered for sale. c. Reorganization or dissolution of the Company; investment projects.	2. Resolutions of the GMS concerning the following matters shall only be approved when at least 65% of the total voting rights of <u>all Shareholders or their authorized representatives attending and voting at the meeting</u> vote in favor (in case of <u>conducting the meeting</u> ), or at least 65% of the total voting rights of Shareholders entitled to vote (in case of collecting Shareholders' opinions in writing) vote in favor: a. <u>Types and quantities of shares to be offered for sale.</u> b. <u>Reorganization or dissolution of the Company.</u> c. Investment projects: purchase, sale, or disposal of the Company's assets with a value of 35% or more of the total assets of	Adjustment in accordance with Clause 1, Article 148 of the 2020 Law on Enterprises and law no.03/2022/QH15

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		<p>purchase, sale, or disposal of the Company's assets with a value of 35% or more of the total assets of the Company based on the latest audited financial statements.</p> <p>d. Changes in the Company's management structure.</p> <p>e. Changes in the Company's business lines, industries, and sectors.</p>	<p>the Company based on the latest financial statements audited.</p> <p>d. Changes in the Company's management structure.</p> <p>e. Changes in the Company's business lines, industries, and sectors.</p>	
<p><b>Article 21 Authority and Procedures for Collecting Shareholders' Written Opinions to Approve Resolutions of the GMS</b></p>	<p>Amending Clause 1</p>	<p>1. The BOD has the authority to collect Shareholders' written opinions to approve resolutions of the GMS at any time <u>if deemed necessary for the benefit of the Company.</u></p>	<p>1. The BOD has the authority to collect Shareholders' written opinions to approve resolutions of the GMS at any time if deemed necessary for the benefit of the Company, <u>including but not limited to the following matters:</u></p> <p>a) <u>Amendments and supplements to the Company's Charter.</u></p> <p>b) <u>The Company's development orientation;</u></p> <p>c) <u>Types of shares and the total number of shares of each type.</u></p> <p>d) <u>Election, dismissal, and removal of BOD Members</u></p> <p>đ) <u>Decisions on investments or the sale of assets valued at 35% or more of the total asset value recorded in the Company's latest audited financial statements;</u></p> <p>e) <u>Approval of the annual financial statements;</u></p> <p>g) <u>Reorganization or dissolution of the Company.</u></p>	<p>Adjustment in accordance with Clause 2, Article 147 and Clause 1, Article 149 of the 2020 Law on Enterprises.</p>
	<p>Amending Clause 2</p>	<p>2. The BOD must prepare the written opinion form, the draft resolution of the</p>	<p>2. The BOD must prepare the written opinion form, the draft resolution of the</p>	<p>Adjustment in accordance with Clause 2, Article 149</p>

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		GMS, and the explanatory documents for the draft resolution. The written opinion form, along with the draft resolution and explanatory documents, must be sent by a guaranteed method to the registered address of each Shareholder. The BOD must ensure that the documents are sent and disclosed to Shareholders within a reasonable period for review and voting and must send them <u>at least fifteen (15) days before the deadline for returning the written opinion form.</u>	GMS, and the explanatory documents for the draft resolution. The written opinion form, along with the draft resolution and explanatory documents, must be sent by a guaranteed method to the registered address of each Shareholder. The BOD must ensure that the documents are sent and disclosed to Shareholders within a reasonable period for review and voting and must send them <u>at least ten (10) days before the deadline for returning the written opinion form.</u>	of the 2020 Law on Enterprises.
	Amending Clause 5	5. The BOD shall count the votes and prepare the vote-counting minutes <u>under the supervision of the Board of Supervisors</u> or a Shareholder who does not hold a managerial position in the Company.	5. The BOD shall count the votes and prepare the vote-counting minutes <u>under the supervision of the Audit Committee</u> or a Shareholder who does not hold a managerial position in the Company.	Amended to align with the Proposal on changes to the Company's management structure.
<b>Article 24 Composition and Term of Office of BOD's Members</b>	Amending first paragraph Clause 1	1. The BOD shall have <u>at least five (05) members and no more than eleven (11) members.</u> The term of office of a BOD Member shall not exceed five (05) years; BOD Members may be re-elected for an unlimited number of terms. An individual may only be elected as an independent BOD Member of a company for a maximum of two (02) consecutive terms. In case all BOD Members conclude their terms simultaneously, they shall continue to serve as BOD Members until new members are elected and assume their duties. <u>At least one-third (1/3) of the total number of BOD Members must be non-executive members. The minimum number of non-executive members shall be determined by</u>	1. The BOD <u>shall consist of nine (09) members.</u> The term of office of a BOD Member shall not exceed five (05) years; BOD Members may be re-elected for an unlimited number of terms. An individual may only be elected as an independent BOD Member of a company for a maximum of two (02) consecutive terms. In case all BOD Members conclude their terms simultaneously, they shall continue to serve as BOD Members until new members are elected and assume their duties. <u>At least one-third (1/3) of the total number of BOD Members must be non-executive members.</u> The Company shall minimize the appointments of BOD Members	Adjustment in accordance with Clause 1, Article 154 of the 2020 Enterprises Law.



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		<p><u>rounding down.</u> The Company shall minimize the appointment of BOD Members holding executive positions within the Company to ensure the independence of the BOD.</p>	<p>holding executive positions within the Company to ensure the independence of the BOD.</p>	
	Amending Clause 2	<p><u>2. Shareholders have the right to pool their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 55% may nominate up to five (05) candidates; From 55% to less than 60% may nominate up to six (06) candidates; from 60% to less than 65% may nominate up to seven (07) candidates; from 65% to less than 70% may nominate up to eight (08) candidates; from 70% to less than 75% may nominate up to nine (09) candidates; from 75% to less than 80% may nominate up to ten (10) candidates; from 80% and above may nominate up to eleven (11) candidates.</u></p>	<p><u>2. Shareholders have the right to aggregate their voting rights to nominate candidates for the Board of Directors, with shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares eligible to nominate one (01) candidate, from 20% to less than 30% up to two (02) candidates, from 30% to less than 40% up to three (03) candidates, from 40% to less than 45% up to four (04) candidates, from 45% to less than 50% up to five (05) candidates, from 50% to less than 55% up to six (06) candidates, from 55% to less than 60% up to seven (07) candidates, from 60% to less than 65% up to eight (08) candidates, from 65% to less than 70% up to nine (09) candidates, from 70% to less than 75% up to ten (10) candidates, and from 75% and above up to eleven (11) candidates.</u></p>	Amended to ensure smooth corporate governance
<p><b>Article 26 Chairman and Vice Chairman of the BOD</b></p>	Amendment Clause 1	<p>1. Being a Shareholder holding more than 20% of the Company's voting shares <u>for a continuous period of at least six (06) months</u> or holding a lower percentage of voting shares but being a member nominated or self-nominated by a Shareholder or a group of Shareholders holding more than 50% of</p>	<p>1. Being a Shareholder holding more than 20% of the Company's voting shares or a lower percentage of voting shares but being a member nominated or self-nominated by a Shareholder or a group of Shareholders holding more than 50% of</p>	Amended to align with the Proposal on changes to the Company's management structure.



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		<p>the voting shares for a continuous period of at least six (06) months, in accordance with Article 24 of this Charter; and</p>	<p>the voting shares in accordance with Article 24 of this Charter; and.</p>	
	<p>Amending Clause 3</p>	<p>3. The Chairman of the BOD has the authority to decide on matters within the decision-making competence of the owner/contributing member at companies in which the Company has capital contributions in accordance with the law and the charter of such subsidiary companies. This includes but is not limited to <u>appointing or revoking authorized representatives to participate in the Members' Council or the GMS, as well as appointing or dismissing the positions of Chairman, Chief Executive Officer, and Chief Accountant of those companies. Additionally, the Chairman shall determine the remuneration, salaries, and benefits of the individuals.</u></p>	<p>3. The Chairman of the BOD has the authority to decide on matters within the competence of the Owner/contributing member at entities in which the Company has capital contributions, in accordance with the law and the charter of such entities, including but not limited to:</p> <ul style="list-style-type: none"> <li>- <u>Deciding on the content, amendments, and supplements to the charter of the company.</u></li> <li>- <u>Appointing and dismissing the positions of Chairman of the Company, Director of the Company, and Chief Accountant, as well as determining the remuneration, salaries, and benefits of the individuals.</u></li> <li>- <u>Deciding on the establishment of any subsidiaries, branches, representative offices, business locations, or investment, capital contributions, and share acquisitions in other companies.</u></li> <li>- <u>Amending and supplementing enterprise registration details, including but not limited to the company name, company address, legal representative, tax registration information, and business lines.</u></li> </ul>	<p>Amended to align with the Company's governance situation.</p>

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	Amending Clause 6	6. The Chairman of the BOD has the authority to appoint, dismiss, remove, enter contracts, terminate contracts, and discharge <u>Department Directors</u> of the Company, as well as to determine their salaries, remuneration, bonuses, and other benefits.	6. The Chairman of the BOD has the authority to appoint, dismiss, remove, enter contracts, terminate contracts, and discharge <u>Directors</u> of the Company, as well as to determine their salaries, remuneration, bonuses, and other benefits.	Amended to align with the Company's governance situation.
<b>Article 27 Meetings of the BOD</b>	Amending Clause 3	3. Extraordinary meetings: The Chairman must convene an extraordinary meeting when deemed necessary for the benefit of the Company. In addition, the Chairman must convene a BOD meeting without undue delay, unless there is a legitimate reason, upon a written request specifying the purpose of the meeting and the matters to be discussed and decided within the authority of the BOD from any of the following parties: a. The Chief Executive Officer or at least five (05) Enterprise Managers. b. At least two (02) members of the BOD; <u>c. The Board of Supervisors.</u> d. An Independent BOD Member.	3. Extraordinary meetings: The Chairman must convene an extraordinary meeting when deemed necessary for the benefit of the Company. In addition, the Chairman must convene a BOD meeting without undue delay, unless there is a legitimate reason, upon a written request specifying the purpose of the meeting and the matters to be discussed and decided within the authority of the BOD from any of the following parties: a. The Chief Executive Officer or at least five (05) Enterprise Managers. b. At least two (02) members of the BOD; c. An Independent BOD Member.	Amended to align with the Proposal on changes to the Company's management structure.
<b>Article 31 Person in charge of company administration</b>	Amending Point b Clause 4	b. Prepare meetings of the BOD, <u>the Board of Supervisors</u> , and the GMS as requested by the BOD <u>or the Board of Supervisors.</u>	b. Prepare meetings with the BOD and the GMS as requested by the BOD.	Amended to align with the Proposal on changes to the Company's management structure.
<b>Article 32 Duty of Care</b>	Amending Article 32	BOD Members, <u>members of the Board of Supervisors</u> , the Chief Executive Officer, and other Executives shall be responsible for performing their duties, including their roles as members of Board committees, honestly, in the best interests of the Company, and with the level of prudence that a cautious	BOD Members, the Chief Executive Officer, and other Executives shall be responsible for performing their duties, including their roles as members of Board committees, honestly, in the best interests of the Company, and with the level of prudence that a cautious person in an	Amended to align with the Proposal on changes to the Company's management structure.

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		person in an equivalent position and under similar circumstances would exercise.	equivalent position and under similar circumstances would exercise.	
<b>Article 33 Duty of Honesty and Avoidance of Conflicts of Interest</b>	Amendment Clause 1	1. <u>Members of the Board of Supervisors, Enterprise Managers, and Related Persons</u> of these members may only use the information obtained through their positions to serve the interests of the Company.	1. Enterprise Managers and Related Persons of these members may only use the information obtained through their positions to serve the interests of the Company.	Amended to align with the Proposal on changes to the Company's management structure.
	Amending Clause 2	2. <u>Members of the Board of Supervisors and Enterprise Managers</u> are obliged to provide written notification to the BOD and <u>the Board of Supervisors</u> regarding transactions between the Company, its subsidiaries, or other companies in which the public company holds more than 50% of the charter capital, and such members themselves or their Related Persons, as prescribed by law. For the transactions that require approval by the GMS or the BOD, the Company must disclose information on these resolutions in accordance with securities laws on information disclosure.	2. Enterprise Managers are obliged to provide written notification to the BOD regarding transactions between the Company, its subsidiaries, or other companies in which the public company holds more than 50% of the charter capital, and such members themselves or their Related Persons, as prescribed by law. For the transactions that require approval by the GMS or the BOD, the Company must disclose information on these resolutions in accordance with securities laws on information disclosure.	Amended to align with the Proposal on changes to the Company's management structure.
	Amending Clause 4	4. <u>Members of the Board of Supervisors, other Enterprise Managers, and their Related Persons</u> shall not use or disclose inside information to others for the purpose of conducting related transactions.	4. Enterprise Managers and their Related Persons shall not use or disclose inside information to others for the purpose of conducting related transactions.	Amended to align with the Proposal on changes to the Company's management structure.
	Amending Clause 7	7. A contract or transaction between the Company and one or more members of the BOD, <u>members of the Board of Supervisors, Executives, or their Related Persons</u> shall not be invalidated in the following cases: a. For contracts valued at less than 35% of the total asset value recorded in the latest	7. A contract or transaction between the Company and one or more members of the BOD, Executives, or their Related Persons shall not be invalidated in the following cases: a. For contracts valued at less than 35% of the total asset value recorded in the latest	Amended to align with the Proposal on changes to the Company's management structure.

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		<p>financial statements, key elements of the contract or transaction, as well as the relationships and interests of the involved BOD Members, <u>members of the Board of Supervisors</u>, or Executives, have been reported to the BOD. Additionally, the BOD has approved the contract or transaction in good faith by a majority vote of the disinterested BOD Members.</p> <p>b. For contracts valued at more than 35%, or transactions that result in cumulative transactions within 12 months from the date of the first transaction reaching 35% or more of the total asset value recorded in the latest financial statements, key elements of the contract or transaction, as well as the relationships and interests of the involved BOD Members, <u>members of the Board of Supervisors</u>, or Executives, have been disclosed to the Shareholders and approved by the GMS through the votes of disinterested Shareholders.</p>	<p>financial statements, key elements of the contract or transaction, as well as the relationships and interests of the BOD Members involved or Executives, have been reported to the BOD. Additionally, the BOD has approved the contract or transaction in good faith by a majority vote of the disinterested BOD Members.</p> <p>b. For contracts valued at more than 35%, or transactions that result in cumulative transactions within 12 months from the date of the first transaction reaching 35% or more of the total asset value recorded in the latest financial statements, key elements of the contract or transaction, as well as the relationships and interests of the involved BOD Members, or Executives, have been disclosed to the Shareholders and approved by the GMS through the votes of disinterested Shareholders.</p>	
<p><b>Article 34: Liability for Damages and Indemnification</b></p>	<p>Amending Article 34</p>	<p>1. Responsibility: Members of the BOD, members of <u>the Board of Supervisors</u>, and Executives who violate their duties of honesty and prudence or fail to fulfill their obligations shall be liable for any damages caused by their violations.</p> <p>2. Indemnification: The Company shall indemnify and engage legal counsel to protect the rights of individuals who have been, are, or are at risk of becoming involved in complaints, lawsuits, or prosecutions that have been, are, or may be initiated, whether</p>	<p>1. Responsibility: Members of the BOD, and Executives who violate their duties of honesty and prudence or fail to fulfill their obligations shall be liable for any damage caused by their violations.</p> <p>2. Indemnification: The Company shall indemnify and engage legal counsel to protect the rights of individuals who have been, are, or are at risk of becoming involved in complaints, lawsuits, or prosecutions that have been, are, or maybe initiated, whether civil or administrative</p>	<p>Amended to align with the Proposal on changes to the Company's management structure.</p>

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		<p>civil or administrative (excluding lawsuits initiated by the Company or under the Company’s authority) if such individuals are or have been members of the BOD, members of <u>the Board of Supervisors</u>, the Chief Executive Officer, other Executives, employees, or authorized representatives of the Company performing their duties on behalf of the Company.</p> <p>Indemnified expenses include incurred costs (including legal fees), judgment costs, fines, and actual or reasonably assessed payments necessary for resolving such cases within the scope permitted by law, provided that the individual acted honestly, prudently, diligently, and with professional competence in a manner they believed to be in the best interests of, or not contrary to, the best interests of the Company, in compliance with the law, and without any evidence confirming a violation of their duties. The Company shall purchase insurance for such individuals to cover the indemnification obligations mentioned above.</p>	<p>(excluding lawsuits initiated by the Company or under the Company’s authority), if such individuals are or have been members of the BOD, the Chief Executive Officer, other Executives, employees, or authorized representatives of the Company performing their duties on behalf of the Company.</p> <p>Indemnified expenses include incurred costs (including legal fees), judgment costs, fines, and actual or reasonably assessed payments necessary for resolving such cases within the scope permitted by law, provided that the individual acted honestly, prudently, diligently, and with professional competence in a manner they believed to be in the best interests of, or not contrary to, the best interests of the Company, in compliance with the law, and without any.</p>	
<p><b>Article 35 Members of the Board of Supervisors</b></p>	<p>Amending Article 35</p>	<p><b><u>Article 35: Members of the Board of Supervisors</u></b>  <u>1. The number of Board of Supervisors members of the Company shall be between three (03) and five (05) members. Supervisors must meet the standards and conditions prescribed in Article 169 of the Law on Enterprises and the Company’s Charter and shall not work in the Company’s accounting or finance</u></p>	<p><b><u>Article 35: Composition of the Audit Committee</u></b>  <u>1. The Audit Committee shall consist of at least two (02) members. The Chairperson of the Audit Committee must be an independent member of the BOD. Other members of the Audit Committee must be non-executive members of the BOD.</u>  <u>2. Members of the Audit Committee must possess knowledge of accounting and</u></p>	<p>Amended to align with the Proposal on changes to the Company's management structure.</p>

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		<p><u>department. All Board of Supervisors members must be auditors or accountants and must not be members or employees of an independent audit firm that has audited the Company's financial statements in the preceding three (03) consecutive years. The Board of Supervisors shall appoint one (01) member among them as the Head of the Board of Supervisors based on the majority principle. The Head of the Board of Supervisors must hold at least a university degree in economics, finance, accounting, auditing, law, business administration, or a discipline related to the Company's business operations, must be a certified accountant or auditor, and must work full-time at the Company. The Head of the Board of Supervisors shall have the following rights and responsibilities:</u></p> <p><u>a. Convening meetings of the Board of Supervisors;</u></p> <p><u>b. Requesting the BOD and Executives provide relevant information for reporting to the Board of Supervisors.</u></p> <p><u>c. Preparing and signing the Board of Supervisors' report after consulting with the BOD for submission to the GMS.</u></p> <p><u>2. Shareholders have the right to aggregate their voting rights to nominate candidates for the Board of Supervisors. Shareholders or groups of Shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30%, up to two (02) candidates;</u></p>	<p><u>auditing, have a general understanding of the law and the Company's operations, and must not fall under any of the following categories:</u></p> <p><u>a. Individuals working in the Company's accounting or finance department;</u></p> <p><u>b. Individuals who are members or employees of an auditing organization that have been approved to audit the Company's financial statements within the past three (03) consecutive years;</u></p> <p><u>c. The Chairperson of the Audit Committee must hold at least a university degree in one of the following fields: economics, finance, accounting, auditing, law, or business administration.</u></p> <p><u>2. The Chairperson and other members of the Audit Committee shall be nominated by the BOD and must not be Executives of the Company.</u></p> <p><u>3. The appointment of the Chairperson and other members of the Audit Committee must be approved by the BOD at a Board meeting.</u></p>	

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		<p><u>from 30% to less than 40%, up to three (03) candidates; from 40% to less than 50%, up to four (04) candidates; from 50% to less than 60%, up to five (05) candidates.</u></p> <p><u>3. If the number of candidates for the Board of Supervisors through nomination and self-nomination is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations according to the mechanism prescribed in the Company's internal corporate governance regulations. The nomination mechanism of the incumbent Board of Supervisors must be clearly disclosed and approved by the GMS before the nomination process takes place.</u></p> <p><u>4. Board of Supervisors members are elected by the GMS. The term of office of the Board of Supervisors shall not exceed five (05) years, and the Board of Supervisors members may be re-elected for an unlimited number of terms.</u></p> <p><u>5. The election of Board of Supervisors members shall be conducted using the cumulative voting method, whereby each Shareholder has total voting rights equal to the total number of shares owned multiplied by the number of Board of Supervisors members to be elected, and the Shareholder may allocate all their votes to one or multiple candidates. Elected Board of Supervisors members shall be determined based on the highest number of votes in descending order until the required number of members</u></p>		

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		<p><u>specified in the Company’s Charter is reached. In the event that two (02) or more candidates receive the same number of votes for the final Board of Supervisors member position, a re-election shall be conducted among those candidates, or the selection shall be made based on election regulations or the Company’s Charter.</u></p> <p><u>6. A Supervisor shall be dismissed in the following cases:</u></p> <p><u>a. No longer meeting the qualifications and conditions to be a supervisor as prescribed by the Law on Enterprises.</u></p> <p><u>b. Submitting a resignation letter that is approved;</u></p> <p><u>c. Other cases as prescribed by law and this Charter.</u></p> <p><u>7. A Supervisor shall be removed in the following cases:</u></p> <p><u>a. Failing to fulfill assigned duties and responsibilities;</u></p> <p><u>b. Failing to exercise their rights and obligations for six (06) consecutive months, except in force majeure cases;</u></p> <p><u>c. Committing serious violations or repeated violations of their obligations as prescribed by the Law on Enterprises and the Company’s Charter.</u></p> <p><u>d. As decided by the GMS.</u></p> <p><u>e. Other cases as prescribed by law and this Charter.</u></p> <p><u>8. If a Board of Supervisors member is unable to attend a Board of Supervisors meeting for a legitimate reason, they may</u></p>		



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		<p><u>only authorize another Board of Supervisors member to participate in discussions and make decisions on matters at the meeting.</u></p> <p><u>9. If a vacancy arises in the Board of Supervisors during its term, the remaining Board of Supervisors members shall continue to operate until a new member is elected at the next GMS. However, if the Board of Supervisors still has at least three (03) members, it may continue to function with the remaining members until the end of the term. If the vacated position is that of the Head of the Board of Supervisors, the remaining Board of Supervisors members shall elect one among them as the new Head of the Board of Supervisors. If a decision cannot be reached, the candidate who received the highest number of votes in the previous Board of Supervisors election shall temporarily assume the position of Head of the Board of Supervisors.</u></p>		
<p><b>Article 36 Board of Supervisors</b></p>	<p>Amending Article 36</p>	<p><b><u>Article 36: The Board of Supervisors</u></b></p> <p><u>1. The Company must have a Board of Supervisors, which shall have the powers and responsibilities prescribed in Article 170 of the Law on Enterprises and this Charter, primarily including the following powers and responsibilities:</u></p> <p><u>a. Propose and recommend to the GMS for approval the list of approved auditing organizations to audit the Company's financial statements, the audit fees, and all related matters; decide on the approved auditing organization to conduct the audit of</u></p>	<p><b><u>Article 36: Rights and Duties of the Audit Committee</u></b></p> <p><u>1. The Audit Committee shall have the rights and obligations prescribed in Article 161 of the Law on Enterprises, the Company's Charter, and the following additional rights and obligations:</u></p> <p><u>a. The right to access documents related to the Company's operations and to communicate with other members of the BOD, the Chief Executive Officer, the Chief Accountant, and other managers to</u></p>	<p>Amended to align with the Proposal on changes to the Company's management structure.</p>

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		<p><u>the Company’s operations and dismiss the appointed auditor when deemed necessary;</u>  <u>b. Discuss the nature and scope of the audit with the independent auditor before the commencement of the audit;</u>  <u>c. Seek independent professional or legal advice and ensure the participation of external experts with appropriate expertise in the Company’s affairs if necessary.</u>  <u>d. Review the annual, semi-annual, and quarterly financial statements.</u>  <u>e. Discuss any difficulties and unresolved issues identified from interim or final audit results, as well as any matters the independent auditor wishes to address.</u>  <u>f. Review of the management letter from the independent auditor and the responses from the Company’s management.</u>  <u>g. Review of the Company’s internal control systems before approval by the BOD;</u>  <u>h. Review the results of the internal investigation and management’s responses.</u>  <u>i. Be accountable to Shareholders for its supervisory activities.</u>  <u>j. Monitor the Company’s financial status and compliance with laws in the activities of Enterprise Managers.</u>  <u>k. Ensure coordination with the BOD, the Chief Executive Officer, and Shareholders;</u>  <u>l. In case of detecting violations of the law or the Company’s Charter by members of the BOD or Executives, the Board of Supervisors must notify the BOD in writing within 48 hours, request the violator to</u></p>	<p><u>collect information necessary for the activities of the Audit Committee.</u>  <u>b. The right to request the representative of the approved auditing organization to attend and address issues related to the financial statements audited at Audit Committee meetings.</u>  <u>c. The ability to utilize external legal, accounting, or other consulting services when necessary.</u>  <u>d. Develop and propose BOD policies for risk identification and management; recommend solutions to the BOD for addressing risks arising in the Company’s operations.</u>  <u>e. Prepare written reports to the BOD upon discovery that a member of the BOD, the Chief Executive Officer, or another manager has failed to fulfill their responsibilities as prescribed by the Law on Enterprises and the Company’s Charter.</u>  <u>f. Develop the Audit Committee’s Operational Regulations and submit them to the BOD for approval.</u>  <u>2. The Audit Committee must convene at least two (02) meetings per year. Meeting minutes must be detailed, clear, and fully documented. The recorder and all attending Audit Committee members must sign the meeting minutes.</u>  <u>3. The Audit Committee shall adopt decisions through voting at meetings, written consultation, or other forms as specified in the Audit Committee’s</u></p>	

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		<p>cease the violation, and propose corrective measures.</p> <p><u>m. Develop the Board of Supervisors' Operational Regulations and submit them to the GMS for approval;</u></p> <p><u>n. Report at the GMS in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Securities Law.</u></p> <p><u>o. Have the right to access the Company's records and documents kept at the head office, branches, and other locations; have the right to visit the workplaces of the Company's managers and employees during working hours.</u></p> <p><u>p. Have the right to request the BOD and Enterprise Managers to provide complete, accurate, and timely information and documents regarding the Company's management, operations, and business activities; and</u></p> <p><u>q. Exercise other rights and fulfill other obligations as prescribed by law and this Charter.</u></p> <p><u>2. The Board of Supervisors must convene meetings at least twice (02) a year, and a meeting shall be conducted when at least two-thirds (2/3) of the Supervisors are present.</u></p> <p><u>3. The remuneration of Board of Supervisors members shall be determined by the GMS. Board of Supervisors members shall be reimbursed for reasonable</u></p>	<p><u>Operational Regulations. Each member of the Audit Committee shall have one vote. A decision of the Audit Committee shall be approved if a majority of attending members vote in favor; in the event of a tie, the final decision shall be determined by the opinion of the Chairman of the Audit Committee.</u></p> <p><u>4. The independent member of the BOD in the Audit Committee shall be responsible for reporting on its activities at the annual GMS.</u></p> <p><u>5. The report on the activities of the independent BOD Members in the Audit Committee at the annual GMS must include the following:</u></p> <p><u>a. Remuneration, operational expenses, and other benefits of the Audit Committee and each of its members as prescribed by the Law on Enterprises and the Company's Charter;</u></p> <p><u>b. Summary of Audit Committee meetings, including conclusions and recommendations;</u></p> <p><u>c. Monitoring results of the Company's financial statements, operations, and financial status.</u></p> <p><u>d Evaluation of transactions between the Company, its subsidiaries, or other companies in which the Company holds more than 50% of the charter capital, and members of the BOD, the Chief Executive Officer, other managers, and their Related Persons; as well as transactions between</u></p>	

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		<p>travel, accommodation, and other expenses incurred in attending Board of Supervisors meetings or performing other Board of Supervisors-related activities.</p> <p>4. <u>The salaries and operating expenses of the Board of Supervisors shall be recorded as part of the Company's business expenses in accordance with the laws on corporate income tax and other relevant laws and shall be separately listed in the Company's annual financial statements.</u></p> <p>5. <u>Resolutions and meeting minutes of the GMS and the BOD must be sent to Supervisors at the same time and in the same manner as to Shareholders and members of the BOD.</u></p> <p>6. <u>Board of Supervisors members have the right to attend and participate in discussions at General Meetings of Shareholders, BOD meetings, and other Company meetings.</u></p>	<p>the Company and other companies where <u>BOD Member , Chief Executive Officer, or another manager is a founding member or has held a managerial position within the last three (03) years prior to the transaction;</u></p> <p><u>d) Evaluation of the Company's internal control and risk management systems;</u></p> <p><u>e) Oversight results of the BOD, the Chief Executive Officer, and other managers;</u></p> <p><u>f) Assessment of the coordination between the Audit Committee, the BOD, the Chief Executive Officer, and Shareholders.</u></p>	
<p><b>Article 37 Right to Inspect Books and Records</b></p>	<p>Amending Point b, Clause 1</p>	<p>b. Shareholders or groups of Shareholders holding at least 5% of the total ordinary shares shall have the right to review, inspect, and extract minutes, resolutions, and decisions of the BOD, semi-annual and annual financial statements, <u>reports of the Board of Supervisors</u>, contracts, and transactions subject to approval by the BOD, and other documents, except those related to the Company's trade secrets and business secrets.</p>	<p>b. Shareholders or groups of Shareholders holding at least 5% of the total ordinary shares have the right to review, inspect, and extract the minutes and resolutions, decisions of the BOD, semi-annual and annual financial statements, contracts, transactions subject to the approval of the BOD, and other documents, except for those related to the Company's trade secrets and business secrets. <u>For this clause, "other documents" include meeting minutes and resolutions of the GMS and records specifically required to be disclosed under the law.</u></p>	<p>- The removal of the "Board of Supervisors" aligns with the proposed changes in the Company's governance structure.</p> <p>- Clarifying "other documents" ensures smooth corporate governance</p>

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	Amending Clause 3 & Clause 4	<p>3. Members of the BOD, members of the Board of Supervisors, and Executives have the right to inspect the list of Shareholders and other books and records of the Company for purposes related to their positions, provided that such information must be kept confidential.</p> <p>4. The Company must retain this Charter and any amendments thereto, the Enterprise Registration Certificate, regulations, documents proving ownership of assets, resolutions of the GMS and the BOD, minutes of meetings of the GMS and the BOD, reports of the BOD, <u>reports of the Board of Supervisors</u>, annual financial statements, accounting books, and any other documents as required by law at the head office or another location, provided that Shareholders and the business registration authority are notified of the location where these documents are stored.</p>	<p>3. Members of the BOD and Executives have the right to inspect the list of Shareholders and other books and records of the Company for purposes related to their positions, provided that such information must be kept confidential.</p> <p>4. The Company must retain this Charter and any amendments thereto, the Enterprise Registration Certificate, internal regulations, documents proving ownership of assets, resolutions of the GMS and the BOD, minutes of meetings of the GMS and the BOD, reports of the BOD, annual financial statements, accounting books, and any other documents as required by law at the head office or another location, provided that Shareholders and the business registration authority are notified of the location where these documents are stored.</p>	Amended to align with the Proposal on changes to the Company's management structure.
<b>Article 41 Appropriation of Funds</b>	Amending Article 41	Depending on the business performance and annual requirements and based on the proposals of the BOD and the Board of Supervisors, the GMS shall determine the distribution ratios of other funds (Development Investment Fund, Financial Reserve Fund, Reward and Welfare Fund).	Depending on the business performance and annual requirements and based on the proposals of the BOD and the GMS shall determine the distribution ratios of other funds (Development Investment Fund, Financial Reserve Fund, Reward and Welfare Fund).	Amended to align with the Proposal on changes to the Company's management structure.
<b>Article 49 Resolution of Internal Disputes</b>	Amending Article 49	1. In the event of any dispute or claim arising in connection with the Company's operations or the rights of Shareholders as stipulated in the Charter, or any rights or obligations provided by the Law on Enterprises, relevant legal documents, or	1. In the event of any dispute or claim arising in connection with the Company's operations or the rights of Shareholders as stipulated in the Charter, or any rights or obligations provided by the Law on	Amended to align with the Proposal on changes to the Company's management structure.

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		<p>agreements, between:  a. A Shareholder or Shareholders and the Company; or  b. A Shareholder or Shareholders and the BOD, the Board of Supervisors, or the Executives of the Company,  the parties involved shall endeavor to resolve the dispute through negotiation and conciliation. Except in cases where the dispute involves the BOD or the Chairman of the Board, the Chairman of the Board shall preside over the dispute resolution process and shall require each party to present relevant facts regarding the dispute within fifteen (15) business days from the date the dispute arises. If the dispute involves the BOD or the Chairman of the Board, either party may request <u>the Head of the Board of Supervisors</u> to appoint an independent expert to act as an arbitrator for the dispute resolution process.</p>	<p>Enterprises, relevant legal documents, or agreements, between:  a. A Shareholder or Shareholders and the Company; or  b. A Shareholder or Shareholders and the BOD or the Executives of the Company,  the parties involved shall endeavor to resolve the dispute through negotiation and conciliation. Except in cases where the dispute involves the BOD or the Chairman of the Board, the Chairman of the Board shall preside over the dispute resolution process and shall require each party to present relevant facts regarding the dispute within fifteen (15) business days from the date the dispute arises. If the dispute involves the BOD or the Chairman of the Board, either party may request the appointment of an independent expert to act as an arbitrator for the dispute resolution process.</p>	

**APPENDIX II**  
**AMENDMENTS TO THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**

Terms	Amendment	Current Provision	Amended provision	Explanation
<b>Article 1 Scope of Regulation and Subjects of Application</b>	Amending Clause 1 & Clause 2	1. Scope of Regulation: The internal regulations on corporate governance stipulate matters related to the roles, rights, and obligations of the General Meeting of Shareholders (“GMS”), the Board of Directors (“BOD“), <u>the Board of Supervisors</u> , and the Chief Executive Officer as well as other activities in accordance with the Company's Charter and prevailing legal regulations. 2. Subjects of Application: These regulations apply to BOD members, <u>the Board of Supervisors members</u> , the Chief Executive Officer, corporate managers, executives, and related persons.	1. Scope of Regulation: The internal regulations on corporate governance stipulate matters related to the roles, rights, and obligations of the General Meeting of Shareholders (“GMS”), the Board of Directors (“BOD”) and the Chief Executive Officer as well as other activities in accordance with the Company's Charter and prevailing legal regulations. 2. Subjects of Application: These regulations apply to BOD members, the <u>Chief Executive Officer</u> , corporate managers, executives, and related persons.	Amended to align with the Proposal on changes to the Company's management structure.
<b>Article 2 Interpretation of Terms and Abbreviations</b>	Deleting of Clause 7	7. "BKS" means the Board of Supervisors.	N/A	Deleted to align with the Proposal on changes to the Company's management structure.
	Addition of Clause 10, Clause 11 & Clause 12	N/A	10. "VSD" means the Vietnam Securities Depository and Clearing Corporation. 11. " <b>Executive Officer</b> " means the Chief Executive Officer, Deputy Chief Executive Officers and the Chief Accountant. 12. " <b>Executive Board</b> " means the personnel responsible for managing and operating the Company, including the Chief Executive Officer and individuals authorized by the Chief Executive Officer pursuant to Clause 6, Article 31 of these Regulations.	Added for the purpose of ensuring consistency the content of the Regulation.

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<b>Terms</b>	<b>Amendment</b>	<b>Current Provision</b>	<b>Amended provision</b>	<b>Explanation</b>
<b>Article 3 Organizational Structure and Management</b>	Amending Clause 1	<b>Article 3: Organizational Management Structure</b> 1. The Company's corporate governance structure includes: a. General Meeting of Shareholders. b. <u>Board of Supervisors.</u> c. Board of Directors. d. Chief Executive Officer (CEO). e. <u>Deputy Chief Executive Officers.</u> f. <u>Directors.</u> g. <u>Other executive levels</u>	<b>Article 3: Organizational Management Structure</b> 1. The Company's corporate governance structure includes: a. General Meeting of Shareholders. b. <u>Board of Directors and Audit Committee under the Board of Directors.</u> c. Chief Executive Officer.	Adjusted to comply with Point B, Clause 1, Article 137 of Enterprises Law and the proposal for changes in the Company's governance structure.
<b>Article 4 Roles, Rights, and Obligations of the General Meeting of Shareholders</b>	Amending Point c, Clause 1	c. The number of members of the Board of Directors <u>and the Board of Supervisors;</u>	c. The number of members of the Board of Directors;	Amended to align with the Proposal on changes to the Company's management structure.
	Amending Point e, Clause 1	e. Election, dismissal, removal, and replacement of members of the Board of Directors <u>and the Board of Supervisors;</u>	e. Election, dismissal, removal, and replacement of members of the Board of Directors;	Amended to align with the Proposal on changes to the Company's management structure.
	Amending Point f, Clause 1	f. Determination of the budget or the total remuneration, bonuses, and other benefits of the Board of Directors <u>and the Board of Supervisors;</u>	f. Determination of the budget or the total remuneration, bonuses, and other benefits of the Board of Directors;	Amended to align with the Proposal on changes to the Company's management structure.
	Amending Point g, Clause 1	g. Approval, supplementation, and amendment of the Charter, internal corporate governance regulations, Board of Directors operating	g. Approval, supplementation, and amendment of the Charter, internal	Amended to align with the Proposal



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		regulations, <u>and Board of Supervisors operating regulations</u> ;	corporate governance regulations, Board of Directors operating regulations;	on changes to the Company's management structure.
	Amending Point k, Clause 1	k. Inspect and handle violations by the Board of Directors <u>or the Board of Supervisors</u> that cause damage to the Company and its Shareholders;	k. Inspect and handle violations by the Board of Directors that cause damage to the Company and its Shareholders;	Amended to align with the Proposal on changes to the Company's management structure.
	Amending Point s and Point t, Clause 1	s. Report of <u>the Board of Supervisors</u> on the Company's business performance, the performance of the Board of Directors, and the Chief Executive Officer; t. Self-assessment report on <u>the performance of the Board of Supervisors and its members</u> ;	s. <u>The Audit Committee's</u> report on the Company's business performance.	Amended to align with the Proposal on changes to the Company's management structure.
	Amending Point a, Clause 2	a. "Contracts and transactions stipulated in Clause 3, Article 167 of the Enterprise Law where that Shareholder or a Related Person of that Shareholder <u>is a party to the contract.</u> "	a. "Contracts and transactions stipulated in Clause 3, Article 167 of the Enterprise Law where that Shareholder <u>is a party to the contract, transaction.</u> "	Adjust the wording for clarity.
<b>Article 5 Responsibility for Convening the General Meeting of Shareholders and Preparing the List of Shareholders</b>	Amending Clause 2	2. The Annual General Meeting of Shareholders shall be held once (01) per year. The General Meeting of Shareholders must be convened within four (04) months from the end of the fiscal year <u>and may be extended upon the resolution of the Board of Directors</u> , but not exceeding six (06) months from the end of the fiscal year. The Board of Directors shall pass a resolution to convene the Annual General Meeting of Shareholders and select an	2. The Annual General Meeting of Shareholders shall be held once (01) per year. The General Meeting of Shareholders must be convened within four (04) months from the end of the fiscal year. <u>The Board of Directors may decide to extend the Annual General Meeting of Shareholders, if necessary</u> , but not exceeding six (06) months from the end of the fiscal year. The Board of Directors shall make a resolution	Adjust to be in accordance with Clause 2, Article 139 of the Law on Enterprises 2020.

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Terms	Amendment	Current Provision	Amended provision	Explanation
<b>Entitled to Attend</b>		appropriate venue. The convener of the General Meeting of Shareholders shall prepare the list of Shareholders entitled to attend no later than ten (10) days before sending the meeting invitation. The list of Shareholders entitled to attend shall be based on the list of securities holders provided by <u>the Vietnam Securities Depository</u> at the record date.	to convene the Annual General Meeting of Shareholders and select an appropriate venue. The conference of the General Meeting of Shareholders shall prepare the list of Shareholders entitled to attend no later than ten (10) days before sending the meeting invitation. The list of Shareholders entitled to attend shall be based on the list of securities holders provided by the <u>VSD</u> at the record date.	
<b>Article 6 Notice on Finalizing the List of Shareholders Entitled to Attend the General Meeting of Shareholders</b>	Amending Clause 1	1. The convener of the General Meeting of Shareholders shall be responsible for sending a notice to the <u>Vietnam Securities Depository</u> regarding the final registration date for exercising the right to attend the General Meeting of Shareholders. The notice shall include information on the final registration date, the purpose of finalizing the list of Shareholders, the exercise ratio, the time, venue, expected agenda of the General Meeting of Shareholders, and related documents in accordance with the detailed provisions of the <u>Vietnam Securities Depository's</u> regulations on the exercise of rights.	1. The convener of the General Meeting of Shareholders shall be responsible for sending a notice to the <u>VSD</u> regarding the final registration date for exercising the right to attend the General Meeting of Shareholders. The notice shall include information on the final registration date, the purpose of finalizing the list of Shareholders, the exercise ratio, the time, venue, expected agenda of the General Meeting of Shareholders, and related documents in accordance with the detailed provisions of the <u>VSD</u> regulations on the exercise of rights.	Wording revision
<b>Article 7 Notice of Convening the General Meeting of Shareholders,</b>	Amending the last Paragraph, Point c, Clause 4	c. List and detailed information of candidates in the event of electing members of <u>the Board of Supervisors</u> and the Board of Directors.	c. List and detailed information of candidates in the event of electing members of the Board of Directors.	Amended to align with the Proposal on changes to the Company's management structure.

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<b>Agenda, and Meeting Document</b>	Amending Point a, Clause 9	<p>a. Shareholders or authorized representatives of Shareholders that are organizations may directly attend the meeting or authorize one or more individuals or organizations to attend on their behalf or attend the meeting through one of the forms stipulated in Clause 3, Article 144 of Enterprise Law. In case more than one authorized representative is appointed, the number of shares and voting rights of each representative must be specified. <u>A Shareholder that is an organization holding at least 10% of the total ordinary shares may authorize up to three (03) representatives.</u></p>	<p>a. Shareholders or authorized representatives of Shareholders that are organizations may directly attend the meeting or authorize one or more individuals or organizations to attend on their behalf or attend the meeting through one of the forms stipulated in Clause 3, Article 144 of Enterprise Law. In case more than one authorized representative is appointed, the number of shares and voting rights of each representative must be specified.</p> <p>The appointment of an authorized representative shall comply with the following regulations:</p> <ul style="list-style-type: none"> <li>- <u>A Shareholder that is an organization holding at least 5% but less than 10% of the total ordinary shares may authorize up to two (02) representatives.</u></li> <li>- <u>A Shareholder that is an organization holding at least 10% of the total ordinary shares may authorize up to three (03) representatives.</u></li> <li>- <u>In other cases, a Shareholder may only authorize one (01) representative.</u></li> </ul>	Amened to ensure smooth corporate governance
<b>Article 8 Registration Methods and Conditions for Conducting the General Meeting of Shareholders</b>	Amending Point a, Clause 1	<p>a. The method of registering for participation in the General Meeting of Shareholders is specified in the Notice of Meeting, including contacting the Company or submitting the Registration Form for attending <u>the General Meeting</u> (attached to the Notice of GMS send to Shareholders) to the Company.</p>	<p>a. The method of registering for participation in the General Meeting of Shareholders is specified in the Notice of Meeting, including contacting the Company or submitting the Registration Form for attending <u>the General Meeting of Shareholders</u> (attached to the Notice of GMS sent to Shareholders) to the Company.</p>	Wording revision

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	Amending the Second Paragraph, Point b, Clause 1	- Authorization of a representative to attend <u>the General Meeting</u> (In cases where more than one representative is appointed, the number of shares and voting rights authorized to each representative must be specified);	- Authorization of a representative to attend <u>the GMS</u> (In cases where more than one representative is appointed, the number of shares and voting rights authorized to each representative must be specified);	Wording revision
	Amending Point a, Clause 3	a. The GMS shall be conducted when the attending Shareholders represent <u>at least 51%</u> of the voting shares;	a. The GMS shall be conducted when the attending Shareholders represent <u>more than 50%</u> of the voting shares;	Adjust to be in accordance with Clause 1, Article 154 of the Law on Enterprises 2020.
<b>Article 9 Reports of the Board of Directors and the Board of Supervisors at the Annual General Meeting of Shareholders</b>	Amending Article 9	<p><b>Article 9. Report on the Activities of the Board of Directors and the Board of Supervisors at the Annual GMS.</b></p> <p>1. The report on the activities of the Board of Directors presented at the Annual General Meeting of Shareholders shall include at least the following contents:</p> <ul style="list-style-type: none"> <li>- Assessment of the Company's operations during the financial year;</li> <li>- Activities, remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors;</li> <li>- Summary of Board of Directors meetings and resolutions passed by the Board of Directors;</li> <li>- Report on transactions between the Company, subsidiaries, or companies in which the Company holds more than 50% of the charter capital with members of the Board of Directors and their related persons; transactions between the Company and companies where members of the Board of Directors are founding members or have</li> </ul>	<p><b>Article 9. Report on the Activities of the Board of Directors at the Annual GMS</b></p> <p>1. The report on the activities of the Board of Directors presented at the Annual GMS shall include at least the following contents:</p> <ul style="list-style-type: none"> <li>- Assessment of the Company's operations during the financial year;</li> <li>- Activities, remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors;</li> <li>- Summary of Board of Directors meetings and resolutions passed by the Board of Directors;</li> <li>- Report on transactions between the Company, subsidiaries, or companies in which the Company holds more than 50% of the charter capital with members of the Board of Directors and their related persons; transactions between the Company and companies where members of the Board of Directors are founding</li> </ul>	Amended to align with the Proposal on changes to the Company's management structure.

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		<p>served as business managers within three years preceding the transaction;</p> <ul style="list-style-type: none"> <li>- Activities of independent BOD Members and their evaluation of the Board of Directors' performance;</li> <li>- Activities of the Board of Directors' subcommittees (if any);</li> <li>- Oversight results of the Chief Executive Officer;</li> <li>- Oversight results of other Executive Officers;</li> <li>- Future plans.</li> </ul> <p><u>2. The report on the activities of the Board of Supervisors presented at the Annual General Meeting of Shareholders shall include the following contents:</u></p> <ul style="list-style-type: none"> <li>- <u>Activities, remuneration, operating expenses, and other benefits of the Board of Supervisors and each Board of Supervisors member;</u></li> <li>- <u>Summary of Board of Supervisors meetings and conclusions, recommendations of the Board of Supervisors;</u></li> <li>- <u>Results of supervision over the Company's operations and financial status;</u></li> <li>- <u>Evaluation report on transactions between the Company, subsidiaries, or companies in which the Company holds more than 50% of the charter capital with members of the Board of Directors, the Chief Executive Officer, other Executive Officers of the Company, and their related persons; transactions between the Company and companies where members of the Board of Directors, the Chief Executive Officer, or other Executive Officers of the Company are founding members or have</u></li> </ul>	<p>members or have served as business managers within three years preceding the transaction;</p> <ul style="list-style-type: none"> <li>- Activities of independent BOD Members and their evaluation of the Board of Directors' performance;</li> <li>- <u>Activities of the Audit Committee under the Board of Directors and activities of the Board of Directors' subcommittees (if any);</u></li> <li>- Oversight results of the Chief Executive Officer;</li> <li>- Oversight results of other Executive Officers;</li> <li>- Future plans.</li> </ul>	

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		<p><u>served as business managers within three years preceding the transaction;</u>  <u>- Results of supervision over the Board of Directors, the Chief Executive Officer, and other Executive Officers;</u>  <u>- Evaluation report on the coordination between the Board of Supervisors, the Board of Directors, the Chief Executive Officer, and Shareholders;</u>  <u>- Recommendations and proposals.</u></p>		
<p><b>Article 10</b>  <b>Voting</b>  <b>Methods, Vote</b>  <b>Counting,</b>  <b>Announcement</b>  <b>of Vote</b>  <b>Counting</b>  <b>Results,</b>  <b>Adoption of</b>  <b>Resolutions by</b>  <b>the General</b>  <b>Meeting of</b>  <b>Shareholders,</b>  <b>and Objection</b>  <b>Procedures</b></p>	<p>Amending  Clause 4</p>	<p>4. Approval of Resolutions by the General Meeting of Shareholders  a. Except as provided in Clause 2 of Article 20, Clause 1 of Article 16, Clause 7 of Article 24, and Clause 5 of Article 35 of the Charter, resolutions of the General Meeting of Shareholders on all matters within its authority shall be approved when <u>at least 51% of the total voting shares held by Shareholders with voting rights, either attending in person or through authorized representatives at the General Meeting of Shareholders (in the case of a physical meeting), or at least 51% of the total voting shares of Shareholders with voting rights (in the case of collecting Shareholders' opinions in writing), vote in favor.</u>  b. Resolutions of the General Meeting of Shareholders concerning the following matters shall only be approved when at least <u>65% of the total voting shares, either attending in person or through authorized representatives at the General Meeting of Shareholders (in the case of a physical</u></p>	<p>4. Approval of Resolutions by the General Meeting of Shareholders  a. Except as provided in Clause 2 of Article 20, Clause 1 of Article 16, Clause 7 of Article 24, and Clause 5 of Article 35 of the Charter, resolutions of the General Meeting of Shareholders on all matters within its authority shall be approved when more than <u>50% of the total voting shares held by Shareholders or their authorized representatives attending and voting at the meeting vote in favor (in the case of conducting the meeting) or when more than 50% of the total voting shares of Shareholders with voting rights vote in favor (in the case of collecting Shareholders' opinions in writing).</u>  b. Resolutions of the General Meeting of Shareholders concerning the following matters shall only be approved when at least <u>65% of the total voting shares held by Shareholders or their authorized representatives attending and voting at the</u></p>	<p>Adjust to be in accordance with Clause 1, Article 148 of the Law on Enterprises 2020 and Law no. 03/2022/QH15.</p>

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		<p>meeting), or at least 65% of the total voting shares of Shareholders with voting rights (in the case of collecting Shareholders' opinions in writing), vote in favor:</p> <p><u>- Amendments and supplements to the Charter and the internal corporate governance regulations;</u></p> <ul style="list-style-type: none"> <li>- Types and quantities of shares to be offered;</li> <li>- Reorganization or dissolution of the enterprise; investment projects; purchase, sale, or liquidation of the Company's assets valued at 35% or more of the total asset value of the Company according to the latest audited financial statements;</li> <li>- Changes to the Company's management structure; and</li> <li>- Changes to the Company's business lines, industries, and fields of operation.</li> </ul>	<p><u>meeting vote in favor (in the case of conducting the meeting)</u> or when at least 65% of the total voting shares of Shareholders with voting rights vote in favor (in the case of collecting Shareholders' opinions in writing):</p> <ul style="list-style-type: none"> <li>- Types and quantities of shares to be offered;</li> <li>- Reorganization or dissolution of the enterprise;</li> <li>- Investment projects; purchase, sale, or liquidation of the Company's assets valued at 35% or more of the total asset value of the Company according to the latest audited financial statements;</li> <li>- Changes to the Company's management structure;</li> <li>- Changes to the Company's business lines, industries, and fields of operation.</li> </ul>	
<p><b>Article 11</b> <b>Procedures for Convening and Voting at the General Meeting of Shareholders</b></p>	<p>Amending Clause 1</p>	<p>1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. <u>The minutes must be prepared in Vietnamese</u> and must include the following key contents:</p> <p>...</p> <p>The minutes must be prepared in Vietnamese, in accordance with the Law on Enterprises and the Charter, and must bear the signatures of the Chairperson of the General Meeting of Shareholders and the Secretary. In the event</p>	<p>1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. <u>The minutes of the General Meeting of Shareholders</u> must include the following key contents:</p> <p>...</p> <p>The minutes of the General Meeting of Shareholders must be prepared in both Vietnamese and English (In case of any discrepancy or different interpretation between the Vietnamese and English</p>	<p>Adjustment in accordance with Clause 1, Article 4 of Circular 68/2024/TT-BTC.</p>

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		<p>that the Chairperson or the Secretary refuses to sign <u>the minutes</u>, the minutes shall remain valid if signed by all other attending members of the Board of Directors and contain all required contents as prescribed in this Clause. The minutes must explicitly state the refusal of the Chairperson or the Secretary to sign <u>the minutes</u>.</p>	<p>versions, the Vietnamese version shall prevail), in accordance with the Law on Enterprises and the Charter and must bear the signatures of the Chairperson of the General Meeting of Shareholders and the Secretary. In the event that the Chairperson or the Secretary refuses to sign <u>the minutes of the General Meeting of Shareholders</u>, the minutes shall remain valid if signed by all other attending members of the Board of Directors and contain all required contents as prescribed in this Clause. The minutes must explicitly state the refusal of the Chairperson or the Secretary to sign the minutes of <u>the General Meeting of Shareholders</u>.</p>	
	<p>Amending Clause 1</p>	<p>2. The minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours and/or sent to all Shareholders within fifteen (15) days from the date of the meeting's conclusion. <u>The minutes of the General Meeting of Shareholders</u> shall be deemed conclusive evidence of the matters conducted at the General Meeting of Shareholders unless objections to the contents of the minutes are raised in accordance with the prescribed procedures within ten (10) days from the date the minutes are sent</p>	<p>2. The minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours and/or sent to all Shareholders within fifteen (15) days from the date of the meeting's conclusion. <u>The minutes of the General Meeting of Shareholders</u> shall be deemed conclusive evidence of the matters conducted at the General Meeting of Shareholders unless objections to the contents of the minutes are raised in accordance with the prescribed procedures within ten (10) days from the date the minutes are sent</p>	<p>Wording revision</p>



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<b>Article 12</b> <b>Authority and Procedures for Collecting Shareholders' Opinions in Writing to Pass Resolutions of the General Meeting of Shareholders</b>	Amending Clause 1	1. <u>Except for matters that are required by applicable laws or the Company's Charter to be approved through direct voting at a meeting,</u> the Board of Directors has the authority to collect Shareholders' opinions in writing to pass a resolution of the General Meeting of Shareholders at any time if deemed necessary for the benefit of the Company.	1. The Board of Directors has the authority to collect Shareholders' opinions in writing to pass a resolution of the General Meeting of Shareholders at any time if deemed necessary for the benefit of the Company, including but not limited to the following matters: a) <u>Amendments and supplements to the content of the Company's Charter;</u> b) <u>The Company's development orientation;</u> c) <u>Types of shares and the total number of shares of each type;</u> d) <u>Election, dismissal, and removal of Members of the Board of Directors;</u> e) <u>Decision on investment or sale of assets with a value equal to or exceeding 35% of the total asset value recorded in the Company's most recent financial statements;</u> f) <u>Approval of the annual financial statements;</u> g) <u>Reorganization or dissolution of the Company.</u>	Adjustment in accordance with Clause 2, Article 147 & Clause 1 Article 149 of the 2020 Law on Enterprises.
	Sửa đổi đoạn 2 điểm c Khoản 2 Amending Paragraph 2, Point c, Clause 2	c. The Board of Directors must ensure that documents are sent and disclosed to Shareholders within a reasonable period for review and voting and must send them at least <u>fifteen (15) days before the deadline for submitting voting ballots.</u>	c. The Board of Directors must ensure that documents are sent and disclosed to Shareholders within a reasonable period for review and voting and must send them at least <u>ten (10) days before the deadline for returning voting ballots.</u>	Adjustment in accordance with Clause 2, Article 149 of the 2020 Law on Enterprises
	Amending the first Paragraph, Point e, Clause 2	e. The Board of Directors shall count the votes and prepare the vote-counting minutes under the supervision of <u>the Board of Supervisors</u> or	e. The Board of Directors shall count the votes and prepare the vote-counting minutes under the supervision of <u>the Audit</u>	Amended to align with the Proposal on changes to the

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		Shareholders who do not hold managerial positions in the Company. The vote-counting minutes must include the following key contents.	<u>Committee or Shareholders</u> who do not hold managerial positions in the Company. The vote-counting minutes must include the following key contents.	Company's management structure.
<b>Article 16 Composition and Term of Office of Members of the Board of Directors</b>	Amending Clause 1	1. The number of BOD Members shall be at <u>least five (05) and at most eleven (11)</u> . The term of office of the Board of Directors shall be five (05) years. The term of office of a BOD Member shall not exceed five (05) years; BOD Members may be re-elected for an unlimited number of terms. An individual may only be elected as an Independent BOD Member of a company for no more than two (02) consecutive terms.	1. The number of BOD Members shall be <u>nine (09)</u> . The term of office of the Board of Directors shall be five (05) years. The term of office of a BOD Member shall not exceed five (05) years; BOD Members may be re-elected for an unlimited number of terms. An individual may only be elected as an Independent BOD Member of a company for no more than two (02) consecutive terms.	Adjusted to comply with Clause 1, Article 154 of the 2020 Law on Enterprises.
	Amending Clause 2	2. At least one-third (1/3) of the total number of BOD Members must be non-executive members. <u>The minimum number of non-executive members shall be determined by rounding down</u> . The Company shall minimize the number of BOD Members concurrently holding executive positions within the Company to ensure the independence of the Board of Directors. The total number of Independent BOD Members shall comply with the following requirements: a. There must be at least one (01) Independent BOD Members if the Company has five (05) BOD Members. b. There must be at least two (02) Independent BOD Members if the Company has between six (06) and eight (08) BOD Members.	2. At least one-third (1/3) of the total number of BOD Members must be non-executive members. The Company shall minimize the number of BOD Members concurrently holding executive positions within the Company to ensure the independence of the Board of Directors. The total number of Independent BOD Members shall comply with the following requirements: a. There must be at least one (01) Independent BOD Members if the Company has five (05) BOD Members. b. There must be at least two (02) Independent BOD Members if the Company has between six (06) and eight (08) BOD Members. c. There must be at least three (03) Independent BOD Members if the	Adjusted to comply with Clause 1, Article 154 of the 2020 Law on Enterprises.

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		c. There must be at least three (03) Independent BOD Members if the Company has between nine (09) and eleven (11) BOD Members.	Company has between nine (09) and eleven (11) BOD Members.	
<b>Article 18.</b> <b>Procedures for Nomination and Candidacy for the Position of Board Member</b>		<u><b>Article 18. Procedures for Nomination and Candidacy for the Position of Board Member</b></u> <u>2. Shareholders have the right to pool their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 55% may nominate up to five (05) candidates; From 55% to less than 60% may nominate up to six (06) candidates; from 60% to less than 65% may nominate up to seven (07) candidates; from 65% to less than 70% may nominate up to eight (08) candidates; from 70% to less than 75% may nominate up to nine (09) candidates; from 75% to less than 80% may nominate up to ten (10) candidates; from 80% and above may nominate up to eleven (11) candidates.</u>	<u><b>Article 18. Procedures for Nomination and Candidacy for the Position of Board Member</b></u> <u>1. Shareholders have the right to aggregate their voting rights to nominate candidates for the Board of Directors, with shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares eligible to nominate one (01) candidate, from 20% to less than 30% up to two (02) candidates, from 30% to less than 40% up to three (03) candidates, from 40% to less than 45% up to four (04) candidates, from 45% to less than 50% up to five (05) candidates, from 50% to less than 55% up to six (06) candidates, from 55% to less than 60% up to seven (07) candidates, from 60% to less than 65% up to eight (08) candidates, from 65% to less than 70% up to nine (09) candidates, from 70% to less than 75% up to ten (10) candidates, and from 75% and above up to eleven (11) candidates.</u>	Amended to ensure smooth corporate governance
<b>Article 24</b> <b>Chairman of the Board of Directors</b>	Amending Point a, Clause 2	a. Being a Shareholder holding more than 20% of the Company's voting shares for a continuous period of at least six (06) months or holding a lower percentage of voting shares but being a member nominated or recommended by	a. Being a Shareholder holding more than 20% of the Company's voting shares or holding a lower percentage of voting shares but being a member nominated or recommended by a Shareholder or a group	Adjusted to be in line with the company's corporate

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		<p>a Shareholder or a group of Shareholders holding more than 50% of the voting shares for <u>a continuous period of at least six (06) months</u>, in accordance with Article 24 of the Company's Charter; and</p>	<p>of Shareholders holding more than 50% of the voting shares, in accordance with Article 24 of this Charter; and</p>	<p>governance situation.</p>
	<p>Paragraph 1, Point f, Clause 4</p>	<p>-The Chairman of the Board of Directors has the authority to decide on matters within the decision-making competence of the owner/contributing member at companies in which the Company has capital contributions, in accordance with the law and the charter of such subsidiary companies. This includes, but is not limited to, <u>appointing or revoking authorized representatives to participate in the Members' Council or the General Meeting of Shareholders, as well as appointing or dismissing the positions of Chairman, Chief Executive Officer, and Chief Accountant of those companies. Additionally, the Chairman shall determine the remuneration, salaries, and benefits of the aforementioned individuals.</u></p>	<p>The Chairman of the Board of Directors has the authority to decide on matters within the competence of the Owner/contributing member at entities in which the Company has capital contributions, in accordance with the law and the charter of such entities, including but not limited to:</p> <ul style="list-style-type: none"> <li>- <u>Deciding on the content, amendments, and supplements to the charter of the company.</u></li> <li>- Appointing and dismissing the positions of Chairman of the Company, Director of the Company, and Chief Accountant, as well as determining the remuneration, salaries, and benefits of the aforementioned individuals.</li> <li>- Deciding on the establishment of any subsidiaries, branches, representative offices, business locations, or investment, capital contributions, and share acquisitions in other companies.</li> <li>- Amending and supplementing enterprise registration details, including but not limited to the company name, company address, legal representative, tax registration information, and business lines.</li> </ul>	<p>Adjusted to be in line with the company's corporate governance situation.</p>

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	Amending Paragraph 4, Point f, Clause 4	- The Chairman of the Board of Directors has the authority to appoint, dismiss, remove, sign contracts, terminate contracts, and discharge; as well as decide on the salary, remuneration, bonuses, and other benefits for <u>the Department Directors of the Company</u> .	- The Chairman of the Board of Directors has the authority to appoint, dismiss, remove, sign contracts, terminate contracts, and discharge; as well as decide on the salary, remuneration, bonuses, and other benefits for <u>the Directors</u> .	Amended to be in line with the company's corporate governance situation.
<b>Article 26 Procedures for Convening Meetings of the Board of Directors</b>	Deleting Point B, Clause 1	b. The Board of Supervisors has the right to attend and participate in discussions at the meetings of the Board of Directors.	N/A	Amended to align with the Proposal on changes to the Company's management structure.
	Amending Point d, Clause 5	d. A BOD Member benefiting from a <u>contract</u> as stipulated in Points a and b, Clause 7, Article 33 of the Company's Charter, shall be deemed to have a significant interest in such contract.	d. A BOD Member benefiting from a contract, <u>transaction</u> as stipulated in Points a and b, Clause 7, Article 33 of the Company's Charter shall be deemed to have a significant interest in such contract, <u>transaction</u> .	Adjust the wording for clarity.
<b>Article 28 Corporate Governance Officer</b>	Amending Point b, Clause 5	b. Preparing meetings of the Board of Directors, <u>the Board of Supervisors</u> , and the General Meeting of Shareholders at the request of the Board of Directors <u>or the Board of Supervisors</u> .	b. Preparing meetings of the Board of Directors and the General Meeting of Shareholders at the request of the Board of Directors.	Amended to align with the Proposal on changes to the Company's management structure.
<b>CHAPTER IV Members of the Board of Supervisors and the Board of Supervisors</b>	Deleting Articles 30, 31, 32, 33, 34, and 35		N/A	Deleted to align with the Proposal on changes to the Company's management structure.

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Terms	Amendment	Current Provision	Amended provision	Explanation
<b>Article 36 Organizational Structure of Management</b>	Amending Article Number and Content	<b><u>Article 36: Organization of the Management Structure</u></b> The Company establishes a management system under which the management apparatus is responsible and operates under the leadership of the Board of Directors. The Company has a <u>Chief Executive Officer</u> and a number of Other Executives appointed by the Board of Directors/Chairman of the Board of Directors to meet the Company’s practical requirements from time to time. The Company also has an <u>Internal Audit Committee</u> under the Board of Directors as stipulated in Article 39 of this Regulation.	<b><u>Article 30: Organization of the Management Structure</u></b> The Company establishes a management system under which the management apparatus is responsible and operates under the leadership of the Board of Directors. The Company has a <u>Chief Executive Officer</u> and a number of Executives appointed by the Board of Directors/Chairman of the Board of Directors to meet the Company’s practical requirements from time to time. The Company also has an <u>Audit Committee under the Board of Directors</u> as stipulated in <u>Article 33</u> of this Regulation.	Wording revision
<b>Article 37 Appointment, Dismissal, Removal, Duties, and Powers of the Chief Executive Officer</b>	Amending Clause 3	<b><u>Article 37: Appointment, Dismissal, Removal, Duties, and Powers of the Chief Executive Officer</u></b> 3. Selection Criteria for the Chief Executive Officer: In addition to the criteria set out in Article 64 of the Law on Enterprises, the Chief Executive Officer must also meet the following criteria and conditions: a. <u>Must not be a member of the Board of Supervisors of the Company.</u> b. <u>Must not concurrently serve as the Chief Executive Officer of another enterprise.</u> <u>Depending on the Company's development stage, the criteria and conditions for the Chief Executive Officer shall be determined by the Board of Directors.</u>	<b><u>Article 31: Appointment, Dismissal, Removal, Duties, and Powers of the Chief Executive Officer</u></b> 3. Selection Criteria for the Chief Executive Officer: In addition to the criteria set out in Article 64 of the Law on Enterprises, the Chief Executive Officer must also meet the following criteria and conditions: a. <u>Must not concurrently serve as a Director/Chief Executive Officer of another enterprise.</u> b. <u>Other criteria and conditions shall be determined by the Board of Directors depending on the Company's development stage.</u>	Amended to align with the Proposal on changes to the Company's management structure.
	Amending Clause 6	6. <b><u>Authorization and Delegation:</u></b> The Chief Executive Officer may authorize <u>(delegate)</u> the	6. <b><u>Authorization:</u></b> The Chief Executive Officer may authorize the Deputy Chief	Wording Revision

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		Deputy Chief Executive Officers or certain other individuals to act on his/her behalf in handling certain matters of the Company; however, the Chief Executive Officer shall remain responsible for such <u>delegation</u> . Individuals authorized ( <u>delegated</u> ) by the Chief Executive Officer shall be accountable to the Chief Executive Officer and the law for the execution of the authorized (delegated) tasks and shall not further delegate such authorization to others.	Executive Officers or certain other individuals to act on their behalf in handling specific Company matters; however, the Chief Executive Officer shall remain responsible for such <u>authorization</u> . Individuals <u>authorized</u> by the Chief Executive Officer shall be accountable to the Chief Executive Officer and the law for the execution of the authorized tasks and shall not further delegate such authority to another person.	
	Amending Clause 9	9. Dismissal and Termination of the Employment Contract with <u>the Chief Executive Officer</u> . The dismissal and termination of the employment contract with <u>the Chief Executive Officer</u> shall be carried out in accordance with the Charter and labor laws.	9. Dismissal and Termination of the Employment Contract with <u>the Chief Executive Officer</u> . The dismissal and termination of the employment contract with <u>the Chief Executive Officer</u> shall be carried out in accordance with the Charter and labor laws.	Wording Revision
	Amending Clause 10	10. Notification of Appointment, Dismissal, Contract Signing, and Termination of <u>the Chief Executive Officer</u> . The appointment, dismissal, contract signing, and termination of <u>the Chief Executive Officer</u> must be notified to relevant parties and published on the Corporation's official website within twenty-four (24) hours in accordance with the Charter and applicable laws.	10. Notification of Appointment, Dismissal, Contract Signing, and Termination of <u>the Chief Executive Officer</u> . The appointment, dismissal, contract signing, and termination of <u>the Chief Executive Officer</u> must be notified to relevant parties and published on the Corporation's official website within twenty-four (24) hours in accordance with the Charter and applicable laws.	Wording Revision
<b>Article 38 Appointment, Removal, and</b>	Amending Article Title and Clause 1	<b><u>Article 38: Appointment, Dismissal, and Recruitment of Executives</u></b>	<b><u>Article 32: Appointment, Dismissal, and Recruitment of Other Executives</u></b>	Amendment ensure consistency



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<b>Recruitment of Executives</b>		1. Appointment: Executives must meet the qualifications stipulated in Clause 2 of this Article and must exercise due diligence to ensure that the Company’s operations and organization achieve the set objectives. Except for Department Directors under the authority of the Chairman of the Board of Directors, other Executives under the authority of the Board of Directors, as stipulated in <u>Point k, Clause 1, Article 1 of the Company’s Charter, include:</u> <u>a. Chief Executive Officer;</u> <u>b. Deputy Chief Executive Officers;</u> <u>c. Chief Financial Officer;</u> <u>d. Chief Accountant.</u>	1. Appointment: Executives must meet the qualifications stipulated in Clause 2 of this Article and must exercise due diligence to ensure that the Company’s operations and organization achieve the set objectives.	in the content of the Regulation.
	Amending Clause 3	3. Powers and Duties: <u>The Executive</u> is appointed to assist the Chief Executive Officer in the overall management and operation of the Company. They are directly responsible for overseeing specific functions as assigned, directly supervising work, and being accountable for work efficiency before the Board of Directors, the Chairman of the Board of Directors, and the Chief Executive Officer.	3. Powers and Duties: <u>The Other Executives</u> are appointed to assist the Chief Executive Officer in the overall management and operation of the Company. They are directly responsible for overseeing specific functions as assigned, directly supervising work, and being accountable for work efficiency before the Board of Directors, the Chairman of the Board of Directors, and the Chief Executive Officer.	Sửa đổi câu chữ. Wording Revision
	Amending the First Paragraph of Clause 4	4. Dismissal: <u>The Executive</u> shall be dismissed in the following cases:	4. Dismissal: <u>The Other Executives</u> shall be dismissed in the following cases:	Wording Revision
<b>Article 39 Internal Audit</b>	Amending the Title and Article 39	<b><u>Article 39: Internal Audit</u></b> <b><u>1. Members of the Internal Audit Committee (IAC):</u></b> <b><u>a. Members of the IAC must have professional</u></b>	<b><u>Article 35: The Audit Committee</u></b> <b><u>1. The Audit Committee shall consist of at least two (02) members. The Chairperson of the Audit Committee</u></b>	Amended to align with the Proposal on changes to the Company's



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		<p><u>qualifications and experience. The Head of the IAC must have expertise in finance and accounting;</u></p> <p><u>b. Members of the IAC shall not be Executives appointed by the BOD/Chairman, nor persons related to such members;</u></p> <p><u>c. Members of the IAC shall not work in the finance and accounting department of the Company, nor be members or employees of the independent auditing firm responsible for auditing the Company's financial statements;</u></p> <p><u>d. Members of the IAC have the right to access all information and documents necessary for the IAC's operations in accordance with the coordination regulations between the BOD Members and the Executive Board. The BOD Members, Chief Executive Officer, and Other Executives are responsible for providing financial information upon request by IAC members.</u></p> <p><u>3. The Internal Audit Committee reports directly to the BOD Members and is supervised by the Audit Subcommittee. If the BOD Members have not established the Audit Subcommittee, the Internal Audit Committee shall be supervised directly by the BOD Members or by an authorized BOD Member. The organization, operation, rights, and duties of the Internal Audit Committee members are detailed in the Internal Audit Regulations.</u></p>	<p><u>must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Directors.</u></p> <p><u>2. Members of the Audit Committee must possess knowledge of accounting and auditing, have a general understanding of the law and the Company's operations, and must not fall under any of the following categories:</u></p> <p><u>a) Individuals working in the Company's accounting or finance department;</u></p> <p><u>b) Individuals who are members or employees of an auditing organization that has been approved to audit the Company's financial statements within the past three (03) consecutive years;</u></p> <p><u>c) The Chairperson of the Audit Committee must hold at least a university degree in one of the following fields: economics, finance, accounting, auditing, law, or business administration.</u></p> <p><u>d) The Chairperson and other members of the Audit Committee shall be nominated by the Board of Directors and must not be Executives of the Company.</u></p> <p><u>e) The appointment of the Chairperson and other members of the Audit Committee must be approved by the Board of Directors at a Board meeting.</u></p>	<p>management structure.</p>

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<p><b>Article 34 Rights and Obligations of the Audit Committee under the Board of Directors</b></p>	<p>Addition of Article 34</p>	<p>N/A</p>	<p><b>Article 34: Rights and Obligations of the Audit Committee under the Board of Directors</b></p> <p>1. The Audit Committee shall have the rights and obligations as prescribed in Article 161 of the Law on Enterprises, the Company’s Charter, and the following rights and obligations:</p> <p style="padding-left: 20px;">a. The right to access documents related to the Company's operations and to communicate with other BOD Members, the Chief Executive Officer, the Chief Accountant, and other management personnel to collect information serving the activities of the Audit Committee.</p> <p style="padding-left: 20px;">b. The right to require representatives of an approved auditing organization to attend and respond to matters related to the audited financial statements at meetings of the Audit Committee.</p> <p style="padding-left: 20px;">c. The right to use legal, accounting, or other external consultancy services when necessary.</p> <p style="padding-left: 20px;">d. To develop and submit to the Board of Directors policies for risk detection and management; to propose to the Board of Directors solutions for handling risks arising in the Company's operations.</p> <p style="padding-left: 20px;">e. To prepare a written report to the Board of Directors upon detecting that any BOD Members, the Chief Executive Officer, or other management personnel fails to fulfill their responsibilities as prescribed by the</p>	<p>Added to align with the Proposal on changes to the Company's management structure.</p>

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			<p>Law on Enterprises and the Company's Charter.</p> <p>f. To develop the Operational Regulations of the Audit Committee and submit them to the Board of Directors for approval.</p> <p>2. The Audit Committee must meet at least twice a year. Minutes of meetings shall be recorded in detail and clearly and must be fully retained. The minutes taker and attending members of the Audit Committee must sign the meeting minutes.</p> <p>3. The Audit Committee shall adopt decisions by voting at meetings, collecting written opinions, or other forms as stipulated in the Operational Regulations of the Audit Committee. Each Audit Committee member shall have one vote. A decision of the Audit Committee shall be passed if approved by the majority of attending members; in the event of an equal number of votes, the final decision shall belong to the side with the opinion of the Chairperson of the Audit Committee.</p> <p>4. The Independent BOD Member in the Audit Committee is responsible for reporting activities at the Annual General Meeting of Shareholders.</p> <p>5. The activity report of the Independent BOD Member in the Audit Committee at the Annual General Meeting of Shareholders must include the following contents:</p>	

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			<p>a. Remuneration, operating expenses, and other benefits of the Audit Committee and each member of the Audit Committee as prescribed by the Law on Enterprises and the Company's Charter.</p> <p>b. Summary of meetings of the Audit Committee, including conclusions and recommendations of the Audit Committee.</p> <p>c. Results of supervision of financial statements, operational status, and financial situation of the Company;</p> <p>d. Evaluation report on transactions between the Company, subsidiaries, or other companies in which the Company holds more than 50% of the charter capital and BOD Members, the Chief Executive Officer, other Executives of the Company, and their related persons; transactions between the Company and companies in which BOD Members, the Chief Executive Officer, or other Executives of the Company are founding members or have been managerial personnel within the past three years prior to the transaction;</p> <p>e. Evaluation results on the Company's internal control and risk management system;</p> <p>f. Results of supervision over the Board of Directors, the Chief Executive Officer, and other Executives of the Company;</p> <p>g. Evaluation results on the coordination between the Audit Committee, the Board of Directors, the Chief Executive Officer, and shareholders.</p>	

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Terms	Amendment	Current Provision	Amended provision	Explanation
<b>Article 40 Meeting and Reporting Regime</b>	Amending Clause 2	<b><u>Article 40: Meeting and Reporting Mechanism</u></b> 2. The Chairperson of the Board of Directors, BOD Members, and <u>the Board of Supervisors</u> may participate in meetings of the Executive Board to acquire information for the purpose of administration and supervision.	<b><u>Article 35: Meeting and Reporting Mechanism</u></b> 2. The Chairperson of the Board of Directors and BOD Members may participate in meetings of the Executive Board to acquire information for the purpose of administration and supervision.	Amended to align with the Proposal on changes to the Company's management structure.
<b>CHAPTER VI. WORKING RELATIONSHIP BETWEEN THE BOARD OF DIRECTORS, THE BOARD OF SUPERVISOR, AND THE EXECUTIVE BOARD</b>	Amending Chapter Title	<b>CHAPTER VI. WORKING RELATIONSHIP BETWEEN THE BOARD OF DIRECTORS, <u>THE BOARD OF SUPERVISORS</u>, AND THE EXECUTIVE BOARD</b>	<b>CHAPTER VI. WORKING RELATIONSHIP BETWEEN THE BOARD OF DIRECTORS AND THE EXECUTIVE BOARD</b>	Amended to align with the Proposal on changes to the Company's management structure.
<b>Article 41 Working Relationship between the Board of Directors and the Board of Supervisors</b>	Deleting Article 41	<b><u>Article 41: Working Relationship Between the Board of Directors and the Board of Supervisors</u></b> 1. <u>The working relationship between the Board of Directors and the Board of Supervisors is a relationship between corporate governance and compliance oversight, ensuring that all governance and executive activities of the Company are conducted in a reasonable, transparent, and honest manner, in compliance with the Company's policies, resolutions of the General Meeting of Shareholders, and in accordance with applicable laws.</u>	N/A	Deleted to align with the Proposal on changes to the Company's management structure.

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		<p><u>a. The principle of coordination in performing functions, powers, and duties between governance, executive management, and oversight is clearly defined, ensuring synchronization while distinguishing the functions and responsibilities of each position.</u></p> <p><u>b. Governance involves establishing policies, operational mechanisms, strategic vision, and development tactics for the Company in each stage, as well as its long-term strategies.</u></p> <p><u>c. The Board of Supervisors’s oversight function includes monitoring the implementation of policies, operational mechanisms, and corporate development strategies, as well as supervising the executive management activities of the Executive Board.</u></p> <p><u>d. The fundamental principle of general oversight and internal control is not to obstruct business operations or directly interfere in the executive management of departments but to provide consultation, supervision, and recommendations for rectifying corporate and departmental management.</u></p> <p><u>2. Coordination Relationship:</u></p> <p><u>a. The Board of Directors and the Board of Supervisors shall establish, implement, and maintain a direct coordination mechanism in corporate governance and management through Board of Directors meetings to ensure that the Board of Supervisors has sufficient information necessary to perform its inspection, supervision, and compliance control functions. The Board of Supervisors must promptly notify the Board of Directors upon detecting any non-</u></p>		

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		<p><u>compliance issues so that the Board of Directors can review and make timely adjustments.</u></p> <p><u>b. The Board of Supervisors shall advise the Board of Directors on the issuance of governance and management policies for the Company and recommend key tasks for the financial year to ensure the efficient management of resources.</u></p> <p><u>3. Control and Supervision Relationship:</u></p> <p><u>a. The Board of Supervisors, on behalf of the General Meeting of Shareholders, supervises the Board of Directors in the management and administration of the Company. The Board of Supervisors shall inspect and supervise the legality, reasonableness, truthfulness, and prudence in management and business operations, as well as the implementation of issued internal management regulations, to protect the interests of the Company and its shareholders.</u></p> <p><u>b. The Board of Supervisors has the authority to examine the compliance of the Board of Directors with the law, as well as resolutions and decisions of the General Meeting of Shareholders, and to assess the effectiveness of the Board of Directors' management.</u></p> <p><u>c. The Board of Supervisors has the right to attend all regular and extraordinary meetings of the Board of Directors to verify the legality and validity of meeting procedures and decision-making processes to ensure shareholder interests.</u></p> <p><u>d. The Board of Supervisors has the right to</u></p>		

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		<p><u>request the Board of Directors and BOD Members to provide timely and complete information related to the Board of Directors' activities.</u></p> <p><u>e. If the Board of Supervisors detects that any BOD Members has violated their obligations as prescribed by law and the Company's Charter, it must immediately notify the Board of Directors in writing, request the violator to cease the violation, and take corrective action.</u></p> <p><u>f. The Board of Supervisors is responsible for promptly notifying the Board of Directors of the results of its oversight activities and coordinating with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.</u></p>		
<p><b>Article 43 Working Relationship between the Board of Supervisors and the Executive Board</b></p>	<p>Deleting Article 43</p>	<p><b><u>Article 43: Working Relationship Between the Board of Supervisors and the Executive Board</u></b></p> <p><u>The working relationship between the Board of Supervisors and the Executive Board is a relationship between compliance oversight and business operation management.</u></p> <p><b>1. Coordination Relationship:</b></p> <p><u>a. The coordination relationship is based on a two-way exchange of information between the Board of Supervisors and the Executive Board. The Executive Board shall proactively provide information regarding management activities, while the Board of Supervisors shall proactively review and provide recommendations (if any).</u></p>	<p>N/A</p>	<p>Amended to align with the Proposal on changes to the Company's management structure.</p>



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		<p><u>b. The Board of Supervisors has the right to participate in meetings of the Executive Board and other Executives or request the Executive Board to convene an extraordinary meeting to address issues identified during supervision and inspection that violate the law, the Company's regulations or cause or pose a risk of causing damage to the interests of the Company and Shareholders.</u></p> <p><u>c. The Executive Board is responsible for providing information and creating all necessary conditions to enable the Board of Supervisors to perform its functions and duties.</u></p> <p><u>2. Control and Supervision Relationship:</u></p> <p><u>a. The Board of Supervisors has the right to request the Executive Board and other Executives to provide information related to the Company's business operations for the purpose of inspection and supervision.</u></p> <p><u>b. The Board of Supervisors has the right to review the legality and compliance of decisions made by the Executive Board and to assess the coordination among members of the Executive Board and between the Executive Board and other Executives.</u></p> <p><u>c. If the Board of Supervisors identifies any non-compliance in the Executive Board's management activities, it shall issue a written notice to the Executive Board requesting adjustments to rectify such non-compliance.</u></p>		
<b>Article 44 Responsibility</b>	Amending Clause 1	<b><u>Article 44: Duty of Honesty and Avoidance of Conflicts of Interest</u></b>	<b><u>Article 37: Duty of Honesty and Avoidance of Conflicts of Interest</u></b>	Amended to align with the Proposal

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<b>for Integrity and Avoidance of Conflicts of Interest</b>		1. Members of <u>the Board of Supervisors</u> , Corporate Executives, and Related Persons of these members may only use information obtained through their positions to serve the interests of the Company.	1. BOD Members, Corporate Executives and Related Persons of these members may only use information obtained through their positions to serve the interests of the Company.	on changes to the Company's management structure.
	Amending Clause 2	1. <u>Members of the Board of Supervisors</u> and Corporate Executives are obligated to provide written notification to the Board of Directors and <u>the Board of Supervisors</u> regarding transactions between the Company, its subsidiaries, or other companies in which the public company holds more than 50% of the charter capital, and such individuals or their Related Persons, in accordance with legal regulations. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in compliance with securities laws on information disclosure.	1. <u>The enterprise's executive</u> is obligated to provide written notification to <u>the Board of Directors</u> regarding transactions between the Company, its subsidiaries, or other companies in which the public company holds more than 50% of the charter capital, and such individuals or their Related Persons, in accordance with legal regulations. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in compliance with securities laws on information disclosure.	Amended to align with the Proposal on changes to the Company's management structure.
	Amending Clause 4	4. <u>Members of the Board of Supervisors</u> , other Corporate Executives, and their Related Persons shall not use or disclose inside information to others for the purpose of conducting related transactions.	4. <u>The enterprise's executives</u> and their Related Persons shall not use or disclose inside information to others for the purpose of conducting related transactions.	Amended to align with the Proposal on changes to the Company's management structure.
	Amending Clause 5	5. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not grant loans or guarantees to Corporate Executives, <u>Supervisors</u> , and individuals or organizations related to these members or to	5. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not grant loans or guarantees to Corporate Executives, and individuals or organizations related to these members, or	Amended to align with the Proposal on changes to the Company's

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		<p>legal entities in which these individuals have financial interests, except in cases where the public company and the related organization are companies within the same corporate group or companies operating under a group structure, including parent-subsidiary companies, economic groups, or as otherwise stipulated by specialized laws.</p>	<p>to legal entities in which these individuals have financial interests, except in cases where the public company and the related organization are companies within the same corporate group or companies operating under a group structure, including parent-subsidiary companies, economic groups, or as otherwise stipulated by specialized laws.</p>	<p>management structure.</p>
	<p>Amendment to Clause 7</p>	<p>7. A contract or transaction between the Company and one or more BOD Members, <u>Board of Supervisors Members</u>, Executive Officers, or persons related to them shall not be deemed invalid in the following cases:</p> <p style="padding-left: 20px;">a. For contracts valued at or below 35% of the total asset value recorded in the most recent financial statement, key elements of the contract or transaction, as well as the relationships and interests of the BOD Members, <u>Board of Supervisors Members</u>, and Executive Officers, have been reported to the Board of Directors. At the same time, the Board of Directors has approved the execution of such contract or transaction in good faith by a majority vote of the disinterested BOD Members.</p> <p style="padding-left: 20px;">b. For contracts valued at more than 35% or transactions resulting in a cumulative transaction value within 12 months from the date of the first transaction reaching 35% or more of the total asset value recorded in the most recent financial statement, key elements of such contract or transaction, as well as the relationships and interests of the BOD</p>	<p>7. A contract or transaction between the Company and one or more BOD Members, Executive Officers, or persons related to them shall not be deemed invalid in the following cases:</p> <p style="padding-left: 20px;">a. For contracts valued at or below 35% of the total asset value recorded in the most recent financial statement, key elements of the contract or transaction, as well as the relationships and interests of the BOD Members and Executive Officers, have been reported to the Board of Directors. At the same time, the Board of Directors has approved the execution of such contract or transaction in good faith by a majority vote of the disinterested BOD Members.</p> <p style="padding-left: 20px;">b. For contracts valued at more than 35% or transactions resulting in a cumulative transaction value within 12 months from the date of the first transaction reaching 35% or more of the total asset value recorded in the most recent financial statement, key elements of such contract or transaction, as well as the relationships and interests of the BOD Members and</p>	<p>Amended to align with the Proposal on changes to the Company's management structure.</p>

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		Members, <u>Board of Supervisors Members</u> , and Executive Officers, have been disclosed to the Shareholders and approved by the General Meeting of Shareholders through a voting process of disinterested Shareholders.	Executive Officers, have been disclosed to the Shareholders and approved by the General Meeting of Shareholders through a voting process of disinterested Shareholders.	
<b>Article 45 Training on Corporate Governance</b>	Amending Article 45	<b>Article 45: Corporate Governance Training</b> BOD Members, <u>Board of Supervisors Members</u> , the Chief Executive Officer, the Corporate Governance Officer, and the Company's dedicated information disclosure officer must participate in corporate governance training courses at training institutions recognized by the State Securities Commission.	<b>Article 38: Corporate Governance Training</b> BOD Members, the Chief Executive Officer, the Corporate Governance Officer, and the Company's dedicated information disclosure officer must participate in corporate governance training courses at training institutions recognized by the State Securities Commission.	Amended to align with the Proposal on changes to the Company's management structure.
<b>Article 47 Commendation – Discipline</b>	Amendment to Point c, Clause 1	c. For BOD's Members and <u>Board of Supervisors Members</u> : The Board of Directors and <u>the Board of Supervisors</u> shall decide within the remuneration framework approved by the General Meeting of Shareholders.	c. For BOD's Members: The Board of Directors shall decide within the remuneration framework approved by the General Meeting of Shareholders.	Amended to align with the Proposal on changes to the Company's management structure.
	Amending Points b, c, Clause 2	b. BOD's Members, <u>Board of Supervisors Members</u> , and Executives who fail to fulfill their duties with honesty, diligence, and prudence shall be personally liable for any damage they cause. c. BOD's Members Members, <u>Board of Supervisors Members</u> , and Executives who violate legal regulations or the Company's regulations while performing their duties shall, depending on the severity of the violation, be subject to disciplinary action, administrative	b. BOD's Members and Executives who fail to fulfill their duties with honesty, diligence, and prudence shall be personally liable for any damage they cause. c. BOD's Members and Executives who violate legal regulations or the Company's regulations while performing their duties shall, depending on the severity of the violation, be subject to disciplinary action, administrative penalties, or criminal liability in accordance with the law and the Company's Charter. If their actions cause	Amended to align with the Proposal on changes to the Company's management structure.

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		penalties or criminal liability in accordance with the law and the Company's Charter. If their actions cause damage to the interests of the Company, Shareholders, or others, they shall be liable for compensation as prescribed by law.	damage to the interests of the Company, Shareholders, or others, they shall be liable for compensation as prescribed by law.	
<b>Article 48 Implementation</b>	Amending Paragraph 2, Clause 2.	<b><u>Article 48: Implementation</u></b> The Board of Directors, <u>the Board of Supervisors</u> , and the Executive Board shall be responsible for implementing these regulations in the General Meeting of Shareholders, meetings of the Board of Directors, <u>the Board of Supervisors</u> , and the Executive Board in accordance with the procedures stipulated in this Regulation.	<b><u>Article 41: Implementation</u></b> The Board of Directors and the Executive Board shall be responsible for implementing these regulations in the General Meeting of Shareholders, meetings of the Board of Directors, and the Executive Board in accordance with the procedures stipulated in this Regulation.	Amended to align with the Proposal on changes to the Company's management structure.



THE SOCIALIST REPUBLIC OF VIETNAM  
Independence – Freedom – Happiness

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No.: 09/2025/TT - ĐHĐCĐ

Ho Chi Minh City, 10 April 2025

DRAFT

**PROPOSAL TO**  
**THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**FOR THE FISCAL YEAR 2024**

*Re: Approving the proposal to amend the Operating Regulations of the Board of Directors*

**Whereas:**

- *The Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;*
- *The Law on Securities No. 54/2019/QH14 dated 26 November 2019;*
- *Decree No. 155/2020/ND-CP dated 31 December 2020 on the elaboration of some Articles of the Law on Securities;*
- *Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance on guiding implementation of some Articles on the administration of public companies in the Government's Decree No. 155/2020/ND-CP dated December 31, 2020, elaborating some Articles of the Law on Securities guiding offering and issuance of securities, tender offer, share repurchase, registration, and delisting of public companies;*
- *The Charter on Organization and Operation of Thien Long Group Corporation;*
- *Meeting Minutes of the Board of Directors No. 05/2025/BBH-HĐQT dated March 20, 2025.*

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the proposal amendments to the Operating Regulations of the Board of Directors of Thien Long Group Corporation, as attached.

Attachment: The Operating Regulations of the Board of Directors of Thien Long Group Corporation.

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

**ON BEHALF OF THE BOARD OF DIRECTORS**  
**CHAIRMAN**  
**CO GIA THO**

Terms	Amendment	Current Provision	Revised Provision	Explanation
<b>Article 4 Right to be Provided Information of BOD Members</b>	Amending Clause 2	2. <u>The enterprise's executive</u> shall be required to provide timely, complete, and accurate information and documents as requested by BOD Members. The procedures and formalities for requesting and providing information shall be governed by the Company's Charter.	2. The requested party shall be required to provide timely, complete, and accurate information and documents as requested by BOD Members. The procedures and formalities for requesting and providing information shall be governed by the Company's Charter.	Adjust the wording for clarity.
<b>Article 5 Term of Office and Number of BOD's Members</b>	Amending Clause 1	1. The number of BOD's Members shall be at least <u>five (05) and no more than eleven (11)</u> .	1. The number of BOD Members shall be <u>nine (09)</u> .	Adjust to be in accordance with Clause 1, Article 154 of the Law on Enterprises 2020.
	Amending Clause 2	2. The term of office of a BOD member shall not exceed 5 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent Board member of a company for no more than two consecutive terms.	2. The term of office of a BOD Member shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an <u>Independent BOD Member</u> for no more than two (02) consecutive terms.	Revise the wording.
	Amending Clause 4	4. The Company's Charter shall specify the number, rights, obligations, organizational structure, and coordination mechanisms of independent members of the Board of Directors.	4. The Company's Charter shall specifically stipulate the number, rights, obligations, organizational structure, and coordination mechanism of <u>Independent BOD Members</u> .	Revise the wording.

Terms	Amendment	Current Provision	Revised Provision	Explanation
<p><b>Article 6 Qualifications and Conditions of BOD' Member</b></p>	<p>Amending Point d, Clause 2</p>	<p>2. An <u>Independent BOD Member</u>, as stipulated in Point b, Clause 1, Article 137 of the Law on Enterprises, must meet the following qualifications and conditions:</p> <p>...</p> <p>d) Must not have previously served as a BOD Member <u>or a member of the Board of Supervisors</u> of the Company for at least five (05) consecutive years prior, except in cases of continuous appointment for two (02) consecutive terms.</p>	<p>2. An <u>Independent BOD Member</u>, as stipulated in Point b, Clause 1, Article 137 of the Law on Enterprises, must meet the following qualifications and conditions:</p> <p>...</p> <p>d) Must not have previously served as a BOD Member of the Company for at least five (05) consecutive years prior, except in cases of continuous appointment for two (02) consecutive terms.</p>	<p>Revise the wording.</p>
<p><b>Article 9 Election, Dismissal, and Removal of BOD Members</b></p>	<p>Amending Clause Clause 3</p>	<p>3. <u>Unless otherwise provided in the Company's Charter</u>, the election of BOD Members shall be conducted by cumulative voting. Accordingly, each shareholder shall have a total number of voting rights equal to the total number of shares owned multiplied by the number of BOD Members to be elected. A shareholder may allocate all or a portion of their total votes to one or multiple candidates. Elected BOD Members 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 required number of BOD Members, as stipulated in the Company's Charter, is reached. In the event that two (02) or more candidates receive an equal number of votes for the final BOD Member position, a re-election shall be conducted among the candidates with the same number of votes, or the selection shall be made based on the election regulations or</p>	<p>3. The election of BOD Members shall be conducted by cumulative voting. Accordingly, each shareholder shall have a total number of voting rights equal to the total number of shares owned multiplied by the number of BOD Members to be elected. A shareholder may allocate all or a portion of their total votes to one or multiple candidates. Elected BOD Members 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 required number of BOD Members, as stipulated in the Company's Charter, is reached. In the event that two (02) or more candidates receive an equal number of votes for the final BOD Member position, a re-election shall be conducted among the candidates with the same number of votes, or the selection shall be made based on the election regulations or the criteria set forth in the Company's Charter.</p>	<p>Amended to align with the provisions of the Charter.</p>



Terms	Amendment	Current Provision	Revised Provision	Explanation
		the criteria set forth in the Company's Charter.		
<b>Article 12 Duties and Powers of the BOD in Approving and Executing Transaction Contracts</b>	Amending Clause 1	1. The BOD shall approve Contracts or Transactions between the Company and one or more BOD Members, <u>Board of Supervisors Members</u> , Executives, or their Related Persons in accordance with Clause 7, Article 33 of the Company's Charter.	1. The BOD shall approve Contracts or Transactions between the Company and one or more BOD Members, Executives, or their Related Persons in accordance with Clause 7, Article 33 of the Company's Charter.	Amended to align with the Proposal on changes to the Company's management structure.
	Amending Clause 2	2. The Company's legal representative who signs a contract or transaction must notify the BOD Members and <u>Board of Supervisors Members</u> of the related parties involved in such contract or transaction and provide a draft contract or key transaction terms. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notification unless otherwise stipulated in the Company's Charter. BOD Members who have related interests in the parties of the contract or transaction shall not have the right to vote.	2. The Company's legal representative who signs a contract or transaction must notify the BOD Members of the related parties involved in such contract or transaction and provide a draft contract or key transaction terms. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notification unless otherwise stipulated in the Company's Charter. BOD Members who have related interests in the parties of the contract or transaction shall not have the right to vote.	Amended to align with the Proposal on changes to the Company's management structure.
<b>Article 13 Responsibilities of the BOD in Convening Extraordinary General Meetings of Shareholders</b>	Amending Point (b), Clause 1	b) The remaining number of BOD Members <u>and Board of Supervisors Members</u> is less than the minimum number required by law.	b) The remaining number of BOD Members is less than the minimum number required by law.	Amended to align with the Proposal on changes to the Company's management structure.
	Deleting Point (d), Clause 1	d) At the request of the Board of Supervisors.	N/A	Amended to align with the Proposal on changes to the

Terms	Amendment	Current Provision	Revised Provision	Explanation
				Company's management structure.
	Amending Clause 2	2. Convening an Extraordinary General Meeting of Shareholders Unless otherwise stipulated in the Company's Charter, the BOD must convene the General Meeting of Shareholders within 30 days from the date on which the remaining number of BOD Members, Independent BOD Members, <u>or Board of Supervisors Members</u> falls below the minimum number required by the Company's Charter or upon receiving a request as specified in Points (c) and (d), Clause 1 of this Article.	2. Convening an Extraordinary General Meeting of Shareholders Unless otherwise stipulated in the Company's Charter, the BOD must convene the General Meeting of Shareholders within 30 days from the date on which the remaining number of BOD Members, Independent BOD Members falls below the minimum number required by the Company's Charter or upon receiving a request as specified in Points (c) and (d), Clause 1 of this Article.	Amended to align with the Proposal on changes to the Company's management structure.
	Amending Point (đ), Clause 3	đ) The draft resolution of the General Meeting of Shareholders based on the anticipated agenda of the meeting; the list and detailed information of candidates in the event of the election of BOD Members, <u>Board of Supervisors Members.</u>	đ) The draft resolution of the General Meeting of Shareholders based on the anticipated agenda of the meeting; the list and detailed information of candidates in the event of the election of BOD Members.	Amended to align with the Proposal on changes to the Company's management structure.
<b>Article 15 Meetings of the Board of Directors</b>	Amending Point (a), Clause 3	a) Upon the request <u>of the Board of Supervisors</u> or an Independent BOD Members	a) Upon the request of an Independent BOD Members	Amended to align with the Proposal on changes to the Company's management structure.
	Amending Point (b), Clause 3	b) Upon the request of the <u>Chief Executive Officer</u> or at least five (05) other managers.	b) Upon the request of the <u>Chief Executive Officer</u> or at least five (05) other managers.	Revise the wording.

Terms	Amendment	Current Provision	Revised Provision	Explanation
	Deleting Clause 7	7. The Chairman of the Board of Directors or the convener shall send the meeting invitation and accompanying documents to the Board of Supervisors Members in the same manner as to the BOD Members. Board of Supervisors Members have the right to attend Board of Directors meetings; they have the right to discuss but not to vote.”	N/A	Amended to align with the Proposal on changes to the Company's management structure.
<b>Article 17 Minutes of Meetings of the Board of Directors</b>	Amending Clause 1	1. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded or stored in other electronic formats. The minutes must be prepared in Vietnamese and <u>may also be prepared in a foreign language</u> , including the following key contents:	1. Meetings of the Board of Directors must be recorded in minutes and maybe audio-recorded or stored in other electronic formats. The minutes must be prepared in Vietnamese and <u>English</u> , including the following key contents:	Adjust in accordance with the provisions of Clause 1, Article 4 of Circular No. 68/2024/TT-BTC.
	Amending Clause 5	5. The minutes prepared in Vietnamese and <u>a foreign language</u> shall have equal legal validity. In case of any discrepancy in content between the Vietnamese version and <u>the foreign language version</u> , the content of the Vietnamese version shall prevail.	5. The minutes prepared in Vietnamese and <u>English</u> shall have equal legal validity. In case of any discrepancy in content between the Vietnamese and <u>English versions</u> , the content of the Vietnamese version shall prevail.	
<b>Article 18 Submission of Annual Reports</b>	Amending Point d, Clause 1	d) The appraisal report of <u>the Board of Supervisors</u> .	d) The appraisal report <u>of the Audit Committee under the Board of Directors</u> .	Amended to align with the Proposal on changes to the Company's management structure.
	Deleting Clause 2	2. The reports specified in Points a, b, and c, Clause 1 of this Article must be submitted to	N/A	Amended to align with the Proposal on

Terms	Amendment	Current Provision	Revised Provision	Explanation
		the Board of Supervisors for appraisal no later than 30 days prior to the opening date of the Annual General Meeting of Shareholders, unless otherwise stipulated in the company's Charter.		changes to the Company's management structure.
	Amending Clause 3	3. The reports specified in Clauses 1 and 2 of this Article, <u>the appraisal report of the Board of Supervisors</u> , and the audit report must be retained at the Company's head office no later than 10 days prior to the opening date of the Annual General Meeting of Shareholders unless the company's Charter provides for a longer period. Shareholders who have continuously held shares of the Company for at least one year shall have the right to review the reports specified in this Article, either personally or together with a lawyer, accountant, or auditor holding a practicing certificate.	3. The reports specified in Clauses 1 and 2 of this Article and the audit report must be retained at the Company's head office no later than 10 days prior to the opening date of the Annual General Meeting of Shareholders unless the company's Charter provides for a longer period. Shareholders who have continuously held shares of the Company for at least one year shall have the right to review the reports specified in this Article, either personally or together with a lawyer, accountant, or auditor holding a practicing certificate.	Amended to align with the Proposal on changes to the Company's management structure.
<b>Article 22 Relationship with the Board of Management</b>	Amending the Title and Article 22	<b>Article 22. Relationship with the Board of Management</b> In its governance role, the Board of Directors issues resolutions for implementation by the <u>Chief Executive Officer and the executive apparatus</u> . At the same time, the Board of Directors oversees and supervises the execution of these resolutions.	<b>Article 22. Relationship with the Board of Management</b> In its governance role, the Board of Directors issues resolutions for <u>implementation by the Chief Executive Officer and Board of Management</u> . At the same time, the Board of Directors oversees and supervises the execution of these resolutions	Adjust the wording for clarity.
<b>Article 23 Relationship with the Board of Supervisors</b>	Deleting Article 23	<b>Article 23. Relationship with the Board of Supervisors</b> 1. The relationship between the Board of Directors and the Board of Supervisors is a cooperative one. The working relationship	N/A	Deleted to align with the Proposal on changes to the Company's

Terms	Amendment	Current Provision	Revised Provision	Explanation
		<p>between the Board of Directors and the Board of Supervisors is based on the principles of equality and independence while ensuring close coordination and mutual support in performing their respective duties.</p> <p>2. Upon receiving inspection minutes or summary reports from the Board of Supervisors, the Board of Directors shall be responsible for reviewing them and directing the relevant departments to develop and implement corrective action plans in a timely manner.</p>		<p>management structure.</p>



No.: 10/2025/TT - ĐHĐCĐ

Ho Chi Minh City, 10 April 2025

DRAFT

**PROPOSAL TO  
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
FOR THE FISCAL YEAR 2024**

*Re: Approving the proposal to elect the Board of Directors for the term 2025 - 2028*

**Under:**

- *The Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;*
- *The Law on Securities No. 54/2019/QH14 dated 26 November 2019;*
- *Decree No. 155/2020/ND-CP dated 31 December 2020 on the elaboration of some Articles of the Law on Securities;*
- *The Charter on Organization and Operation of Thien Long Group Corporation;*
- *Meeting Minutes of the Board of Directors No. 05/2025/BBH-HĐQT dated March 20, 2025.*

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

**1. Report on the Term of the Board of Directors and the Supervisory Board for the term 2022 – 2025**

- Relief from duty of the Board of Directors term 2022 – 2025.
- Relief from duty of the Board of Supervisor term 2022 – 2025.

**Reason:** Expiration of term.

**2. Election of the Board of Directors for the term 2025 – 2028**

- Number of Board of Directors members : 09 members
- Term : 2025 - 2028 (3 years)
- Maximum Board of Directors candidates : Unlimited.
- Qualification criteria for candidates to the Board of Directors (According to Article 24 of the Charter on Organization and Operation of Company, Clause 1 Article 155 of Enterprise Law 59/2020/QH14 and Article 275 of Decree 155/2020/ND-CP).

**3. Approval on the list of Board of Directors candidates for the term 2025 – 2028**

ORD	FULL NAME
1	
2	
3	
4	

5	
6	
7	
8	
9	

Other matters related to the election of the Board of Directors for the term 2025 – 2028 shall be implemented in accordance with the Board of Directors Election Regulations at the Annual General Meeting of Shareholders for the fiscal year 2024.

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

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**

**CO GIA THO**



No.: 01/2025/NQ-ĐHĐCĐ

Ho Chi Minh City, 10 April 2025

DRAFT

**RESOLUTION**  
**THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**FOR THE FISCAL YEAR 2024**  
**THIEN LONG GROUP CORPORATION**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;
- Pursuant to the Charter on Organization and Operation of Thien Long Group Corporation;
- Pursuant to the Minutes of the Annual General Meeting of Shareholders for the fiscal year 2024 dated 10 April 2025.

The Annual General Meeting of Shareholders for the fiscal year 2024 of Thien Long Group Corporation was held at 09:00 AM on 10 April 2025 and ended at 11:30 AM on the same day at New World Saigon Hotel, No. 76 Le Lai, Ben Thanh Ward, District 1, Ho Chi Minh City, Vietnam. The total number of (direct and authorized) shareholders and delegates attending the meeting was .... people, owning and representing ..... shares, accounting for .....% of the total shares with voting rights of Thien Long Group Corporation.

After discussing and voting, the General Meeting of Shareholders of Thien Long Group Corporation at the annual meeting for the fiscal year 2024 approved the following decisions:

**RESOLVED:**

**Article 1. Approved the Report on activities of the Board of Directors in 2024**

The Meeting voted to approve the Report on the activities of the Board of Directors in 2024, as follows:

- a) The Company's operations in 2024
  - Consolidated net revenue reached 3,759 billion, completing 99% of the plan approved by the General Meeting of Shareholders.
  - Consolidated NPAT - MI reached 461 billion, completing 121% of the plan approved by the General Meeting of Shareholders.
- b) Remuneration, operating expenses and other benefits of the Board of Directors, Board of Supervisors and Board of Management: Policy on remuneration, salaries and bonuses for the Board of Directors, Board of Supervisors and Board of Management is always guaranteed to comply with the law.
- c) Summary of meetings of the Board of Directors
  - The Board of Directors held 14 meetings to collect opinions and implement the



resolutions of the General Meeting of Shareholders to approve essential policies in the Company's development orientation.

- Adopting the Board of Directors' resolutions is always consistent with the Company's vision and business strategy in each period.
- d) Activities of independent members of the Board of Directors and results of independent members' evaluation of the activities of the Board of Directors
- Independent members of the Board of Directors fully participated in meetings of the Board of Directors and actively discussed the submitted issues.
  - Results of the Independent Member's assessment of the Board of Directors activities in 2024: The Company's Board of Directors has performed its tasks and roles with a high sense of responsibility for the company's legitimate interest company and shareholders.
- e) Investor Relations and obligations to Shareholders: Always ensure fairness and equality and aim for the highest interests of investors and shareholders.
- f) Supervising the activities of the Board of Management: The Board of Management consistently demonstrates a pioneering role, dedication and effort; Always ensures internal regulations are strictly followed; Deploys work and operates in accordance with the spirit of the Resolution of the General Meeting of Shareholders and the Resolution of the Board of Directors, closely following the Company's strategy and development orientation.
- g) 2025 Vision – Rising Beyond Challenges, Connecting for Success

In 2025, Thien Long embarks on a bold transformation with its "Glocalization" vision, expanding into international markets and paving the way for a breakthrough decade, all while reinforcing its leadership in Vietnam's stationery industry.

Thiên Long is committed to six strategic pillars:

- Domestic Business: Strengthen distribution networks, expand e-commerce, and develop innovative products
- International Business: Expand the FlexOffice & Colokit brands across Southeast Asia, Europe, and the Americas
- R&D and Innovation: Develop smooth-writing pens, high-tech markers, and recycled materials, aiming for Net Zero 2050
- Digital Transformation: Leverage AI, Machine Learning, and ERP while automating production processes
- Sustainable Supply Chain: Enhance forecasting, reduce waste, and optimize resources.
- Human Capital & Corporate Culture: Invest in a highly skilled workforce and foster a culture of "Happy Learning Life".

In 2025, the Board of Directors plans to submit to the General Meeting of Shareholders for approval the following business plan targets: Net revenue of 4,200 billion VND, net profit after tax of 450 billion VND, Dividends of 35%/par value.

*The approval rate ...%*

*The disapproving rate ...%*

*The abstentions rate ...%*

**Article 2. Approved the Report of the Board of Management on business results, consolidated finance situation in 2024, and business plan in 2025**

The Meeting voted to approve the Report of the Board of Directors on business results, consolidated finance situation in 2024, and business plan in 2025 as follows:

No.	Item	Amount
1	Net revenue for 2024	VND 3,759 billion
2	Consolidated NPAT-MI for 2024	VND 461 billion

*The approval rate ...%*

*The disapproving rate ...%*

*The abstentions rate ...%*

**Article 3. Approved the Report of the Board of Supervisors in 2024**

The Meeting voted to approve the Report of the Board of Supervisors in 2024.

*The approval rate ...%*

*The disapproving rate ...%*

*The abstentions rate ...%*

**Article 4. Approved the 2024 Financial Statements**

The Meeting voted to approve the 2024 Separate and Consolidated Financial Statements audited by PwC (Vietnam) Company Limited.

*The approval rate ...%*

*The disapproving rate ...%*

*The abstentions rate ...%*

**Article 5. Approved the profit distribution for 2024**

- The Meeting voted to approve the profit distribution for 2024 as follows:

Profit distribution	Amount <i>Unit: thousand VND</i>
<b>Undistributed profits accumulated to the end of the previous year</b>	<b>489,876,419</b>
<b>Consolidated profit after tax for 2024</b>	<b>461,667,744</b>
- Dividends for 2024 (paid 35% of par value) Detail: 25% in cash (*), 10% in stocks	294,728,391
- Bonus and welfare fund (10% of profit after tax)	46,166,774

<b>Profit distribution</b>	<b>Amount</b> <i>Unit: thousand VND</i>
- Remuneration for the Board of Directors and Board of Supervisors in 2024	15.000.000
<b>Retained earnings after distribution</b>	<b>595,648,998</b>

*Note: (\*) The company has made an interim payment of 10% for the 2024 cash dividends, equivalent to 78,594,453,000 VND.*

- The General Meeting of Shareholders authorizes the Board of Directors to distribute profits for fiscal year 2024 as follows: Decide the time to close the list of shareholders to pay cash dividends for the rest of 2024 (15%); Decide on other issues related to the distribution of profits in 2024 that the General Meeting of Shareholders has approved.

*The approval rate ...%*

*The disapproving rate ...%*

*The abstentions rate ...%*

#### **Article 6. Approved the target of revenue, profit and profit distribution plan for 2025**

- The Meeting voted to approve the target of revenue, profit and profit distribution plan for 2025 as follows:

<b>No.</b>	<b>Profit distribution</b>	<b>Amount</b>
1	<b>Plan of Revenue and Profit for 2025</b>	
	- Net revenue	VND 4,200 billion
	- Consolidated profit after tax	VND 450 billion
2	<b>Plan of profit distribution for 2025</b>	
	- Dividends for 2025	planned 35% of par value
	- Bonus and welfare fund	10% of profit after tax
	- Remuneration for the Board of Directors and Board of Supervisors  (In which the remuneration of the Board of Supervisors is calculated from 01 January 2025 to 10 April 2025).	VND 20 billion / year

- Capital source for advance dividends in 2025: Accumulated undistributed after-tax profits of previous years until the company advances dividends.
- Authorize the Board of Directors to change or adjust the above Plan according to the actual situation and make advance dividends in 2025 in accordance with the Company's production and business results for the year.

*The approval rate ...%*

*The disapproving rate ...%*

*The abstentions rate ...%*

#### **Article 7. Approved authorizing the Board of Directors to appoint an Auditing Company for the fiscal year 2025**

The Meeting voted to approve the authorization for the Board of Directors to appoint one of the following Auditing Companies to audit the Company's 2025 Financial Statements:

1. Deloitte Vietnam Company Limited;
2. PwC Company Limited (Vietnam);
3. Ernst & Young Vietnam Company Limited.

*The approval rate ...%*

*The disapproving rate ...%*

*The abstentions rate ...%*

#### **Article 8. Approved the plan to issue shares to pay dividends in 2024**

The Meeting voted to approve the plan to issue shares to pay dividends in 2024 with the following:

**1. Form of issuance:** Issue shares to pay dividends in 2024

**2. Detailed plan:**

- **Share's name:** Thien Long Group Corporation Share
- **Type of share:** Ordinary share
- **Stock symbol:** TLG
- **Par value:** VND 10,000 / share
- **The current Charter Capital:** VND 864,535,750,00
- **Total issued shares:** 86,453,575 shares

**Of Which:**

- Number of outstanding shares: 86,453,575 shares
- Number of treasury shares: 0 shares
- **Number of maximum shares planned to issue:** 8,645,357 shares
- **The total maximum value planned to issue at par value:** VND 86,453,570,000
- **Subjects of issuance:** Existing shareholders whose names are on the list at the last registration date close the list of shareholders to exercise the right to receive dividends in shares. The time to close the list is authorized by the General Meeting of Shareholders for the Board of Directors to decide.

- **The share issue rate (number of shares to be issued/number of outstanding shares) is 10%.**
- **Subscription ratio:** 10:1. Each shareholder who owns 01 share will have 01 right to receive dividends in shares; for every ten rights, they will receive one additional share.
- **Plan for handling odd shares:** The number of shares each Shareholder receives when issuing shares to pay dividends will be rounded to the nearest unit according to the rounding down principle. The odd decimal fraction (if any) will be cancelled.  

For example, Shareholder A owns 109 shares when the list of shareholders is closed. With the subscription ratio 10:1, shareholder A will receive  $(109/10*1 = 10.90)$  10 new shares. According to the above calculation principle, shareholder A will receive ten new shares. The number of odd decimal shares (if any) 0.90 shares will be cancelled.
- **Issuance capital source:** Undistributed net profit after tax as of December 31, 2024, according to the audited 2024 consolidated financial statements of Thien Long Group Joint Stock Company.
- **Implementation time:** After being notified by the State Securities Commission (SSC) of receiving full issuance report documents, expected in Quarter II - III of 2025.
- **Securities registration and additional listing registration:** After completing the issuance, the General Meeting of Shareholders approved and authorized the Board of Directors to carry out additional securities registration procedures with Vietnam Securities Depository and Clearing Corporation (VSDC) and register for stock listing supplemented with Ho Chi Minh City Stock Exchange (HSX).
- **Approving the Charter Capital change:** Approving the Charter (Charter capital item) and adjusting the Business Registration Certificate at the Department of Planning and Investment of Ho Chi Minh City after notification of the SSC on receipt of the full release report.

### **3. Authorization for the Board of Directors:**

The General Meeting of Shareholders authorizes the Board of Directors to perform:

- Build and explain the application documents submitted to the State Securities Committee and other functional agencies. At the same time, proactively adjust the issuance plan and other related documents under the actual Company or requesting of SSC and other functional agencies, or for compliance purposes following relevant legal provisions (if any);
- Decide the time to close the list of shareholders to exercise rights, other timelines related to implementing the issuance and implementing procedures for closing the list of shareholders according to regulations;
- Amendment of articles related to charter capital, shares in the Charter of organization and operation of the Company after receiving notice from SSC of receiving the full report on issuance results;
- Perform the procedures for changing the contents of the Company's business registration related to the change of charter capital according to the actual results of the issuance with

the competent state agency after receiving the notice from the SSC of receiving the full report on issuance results;

- Perform procedures and works and choose the appropriate time to register additional securities at VSDC, and register to list additional securities at HSX with the number of shares issued according to the plan approved by the General Meeting of Shareholders after receiving the notice of the SSC of receiving the full report on issuance results;
- Proactively develop plans to ensure the foreign investor ownership ratio is consistent with the provisions of the law;
- Depending on each specific case, the Board of Directors may re-authorize the Chief of Executive to perform one or several specific tasks mentioned above;
- Decide on other arising issues related to the process of issuing shares to pay dividends.

*The approval rate ...%*

*The disapproving rate ...%*

*The abstentions rate ...%*

## **Article 9. Approved plan to release the shares under the Employee Stock Ownership Plan “ESOP”**

The Meeting voted to approve the plan to issue shares under the Employee Stock Ownership Plan (“ESOP”), as the following:

### **1. Purposes:**

- Motivate employees to improve working efficiency and contribute to the growth of the Company.
- Attach a part of employees' income to the interests of the Company's shareholders.
- Attract and retain talented people to ensure the Company's sustainable development.

### **2. Information of issuance:**

- Share's name: Thien Long Group Corporation Share
- Type of share: Ordinary share
- Stock symbol: TLG
- Par value: VND 10,000 / share
- The current Charter Capital: VND 864,535,750,000 (At the time of presentation to the Annual General Meeting of Shareholders in fiscal year 2024)
- The total issued Shares: 86,453,575 shares (At the time of presentation to the Annual General Meeting of Shareholders in fiscal year 2024).

Of which:

- Number of outstanding shares: 86,453,575 shares
- Number of treasury shares: 0 shares

- Expected Charter Capital before issuance: VND 950,989,320,000 (Expected Charter Capital after completing the issuance of shares for the 2024 dividend payment).
- Expected number of outstanding shares before issuance: 95,098,932 shares
- Of which:
  - Number of outstanding shares: 95,098,932 shares
  - Number of treasury shares: 0 shares.
- Number of shares planned to issue: 1,300,000 shares.
- Maximum Expected Issuance Value at Par Value: VND 13,000,000,000 (In words: Thirteen billion Vietnamese dong).
- Issuance ratio (expected number of shares to be issued / expected number of outstanding shares before issuance): 1.37%.
- Subjects of issuance: Members of the Board of Directors and Managers of Thien Long Group Corporation ("Company/Group") and its subsidiaries within the Group.
- Criteria: Recipients must meet all the following criteria:
  - Members of the Board of Directors or managers of the Company and its subsidiaries within the Group,
  - Including: the Board of Management, Chief Accountant, Division Directors, and Department Directors of the Company and its subsidiaries within the Group.
  - Have made significant contributions to the Company's business operations in 2024. The performance coefficient of each management personnel in 2024 will be evaluated and approved by the Board of Directors.
  - Still employed at the Company and its subsidiaries within the Group at the time of implementing the stock issuance plan under the Employee Stock Ownership Program.
- Price of issue: VND 10,000/share.
- Principle of determining issue price: equal to par value.
- Principle of determining the number of shares to be distributed to each object: The General Meeting of Shareholders authorizes the Board of Directors to decide on the principle of determining the number of shares to be distributed to each object at the time of issuance.
- Transfer restriction: The number of issued shares of the ESOP program will be 100% restricted to transfer within 01 years from the date of completing issuance.
- Handling in case the employee leaves the job during the period of commitment to restrict transfer: The General Meeting of Shareholders decided not to withdraw the number of shares received by the employee in this issuance.

- Implementation time: After completing the share issuance for 2024 dividend payment and after receiving notification from the State Securities Commission (SSC) confirming the receipt of complete issuance documentation, expected in Quarter III - Quarter IV of 2025.
- Capital utilization plan: All proceeds from the issuance will supplement working capital for the Company's business activities.
- The handling plan in case of unsold shares: The General Meeting of Shareholders will authorize the Board of Directors to sell the number of unsold shares to other employees at a price not lower than VND 10,000 per share. Suppose the Board of Directors still cannot find suitable employees. In that case, the General Meeting of Shareholders will authorize the Board of Directors to adjust and reduce the total quantity of shares offered for sale according to the distributed number of shares.
- Committed to putting securities into trading on the organized stock market: After completing the issuance, the General Meeting of Shareholders will approve and authorize the Board of Directors to carry out the procedures for registering additional securities with Vietnam Securities Depository and Clearing Corporation and registering the listed additional securities for the Ho Chi Minh City Stock Exchange.
- Approving the Charter Capital change: Approving the Charter (Charter capital item) and adjusting the Business Registration Certificate at the Department of Planning and Investment of Ho Chi Minh City after notification of the SSC on receipt of the full release report.

### **3. Authorizing the Board of Directors:**

The General Meeting of Shareholders authorizes the Board of Directors to carry out the work related to the issuance as follows:

- Building and explaining the application documents submitted to the State Securities Committee and other functional agencies. At the same time, proactively adjust the issuance plan and other related documents under the actual Company or requesting of SSC and other functional agencies, or for compliance purposes following relevant legal provisions (if any).
- Approving the plan to ensure the issuance of shares to meet the regulations on foreign ownership ratio in the case of issuing shares to employees who are foreign investors.
- Approving the standards and list of employees participating in the program, the principle of determining the number of shares to be distributed to each participant and the implementation time.
- Deciding to deal with the number of issued shares that are not registered for purchase (if any).
- Building the plan using detailed capital.



- Amendment of articles related to charter capital, shares in the Charter of organization and operation of the Company after receiving notice from SSC of receiving the full report on issuance results.
- Performing the procedures for changing the contents of the Company's business registration related to the change of charter capital according to the actual results of the issuance with the competent state agency after receiving the notice from the SSC of receiving the full report on issuance results.
- Performing the procedures, working, and choosing the appropriate time to register additional securities at the Vietnam Securities Depository and Clearing Corporation and register for additional listing at the Ho Chi Minh Stock Exchange. The number of shares to be issued according to the plan approved by the General Meeting of Shareholders after receiving the notice of the SSC of receiving the full report on issuance results.
- Depending on each specific case, the Board of Directors may re-authorize the General Director to perform one or several specific tasks mentioned above.
- Other issues related to issuing shares under the program “ESOP”.

*The approval rate ...%*

*The disapproving rate ...%*

*The abstentions rate ...%*

**Article 10. Approved plan to change the management organizational structure of Thien Long Group Corporation.**

<b>Current management organizational structure</b> <i>(According to Point a, Clause 1 Enterprise Law no. 59/2020/QH14)</i>	<b>Modified management organizational structure</b> <i>(According to Point a, Clause 1 Enterprise Law no. 59/2020/QH14)</i>
<ol style="list-style-type: none"> <li>1. General Meeting of Shareholders (GMS).</li> <li>2. Board of Directors.</li> <li>3. Board of Supervisors.</li> <li>4. Chief Executive Officer.</li> </ol>	<ol style="list-style-type: none"> <li>1. General Meeting of Shareholders.</li> <li>2. Board of Directors and Audit Committee under the Board of Directors.</li> <li>3. Chief Executive Officer.</li> </ol>

*The approval rate ...%*

*The disapproving rate ...%*

*The abstentions rate ...%*

**Article 11. Approved the amendment to the Company Charter and Internal Regulations on Corporate Governance**

*The approval rate ...%*

*The disapproving rate ...%*

*The abstentions rate ...%*

**Article 12. Approved amendment to the Operating Regulations of the Board of Directors**

*The approval rate ...%*

*The disapproving rate ...%*

*The abstentions rate ...%*

**Article 13. Approved the election of the Board of Directors for the term 2025 – 2028**

- Approved the list of candidates for the position of Board of Director Member:
  - Mr/Mrs: ..... *(attached Resume)*.
  - Mr/Mrs: ..... *(attached Resume)*.
  - Mr/Mrs: ..... *(attached Resume)*.
  - Mr/Mrs: ..... *(attached Resume)*.
  - Mr/Mrs: ..... *(attached Resume)*.
  - Mr/Mrs: ..... *(attached Resume)*.
  - Mr/Mrs: ..... *(attached Resume)*.
  - Mr/Mrs: ..... *(attached Resume)*.
  - Mr/Mrs: ..... *(attached Resume)*.
  - Mr/Mrs: ..... *(attached Resume)*.

**RESULT OF ELECTION**

<b>FULL NAME</b>	<b>TITLE</b>	<b>NUMBER OF VOTE</b>	<b>RATIO</b>
	Member of BOD		
	Member of BOD		
	Member of BOD		
	Member of BOD		
	Member of BOD		
	Member of BOD		
	Member of BOD		
	Member of BOD		
	Member of BOD		

*The approval rate ...%*

*The disapproving ...%*

*The abstentions rate ...%*

**Article 14. This Resolution shall take effect as of 10/04/2025**

This Resolution shall take effect as of 10 April 20245. The Board of Directors is responsible

for disclosing this Resolution on the Company's website ([www.thienlonggroup.com](http://www.thienlonggroup.com)) in strict accordance with the provisions of the laws.

**Article 15. Responsibility to disseminate and implement this Resolution**

The General Meeting of Shareholders herein shall assign the Board of Management to disseminate, implement and supervise the execution process in compliance with this Resolution.

**ON BEHALF OF THE GENERAL MEETING  
OF SHAREHOLDERS**

**CHAIRMAN**

**CO GIA THO**



**THIEN LONG GROUP CORPORATION**  
**THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**FOR THE FISCAL YEAR 2024**



**VOTING BALLOT**  
**DELEGATE ID: TLG.000...**

DRAFT

Full name: ...

Number of voting ballots owned: ... voting ballots

Number of voting ballots authorized: ... voting ballots

**Total number of voting ballots: ... votes**

*(Delegate please mark in the box corresponding to the selection for each content below))*

CONTENT	Approve	Disapprove	Abstentions
<b>Content 01:</b> The Report on activities of the Board of Directors in 2024			
<b>Content 02:</b> The report on consolidated business results in 2024 audited by PwC Company Limited (Viet Nam)			
<b>Content 03:</b> The Report on the Activities Board of Supervisors in 2024			
<b>Content 04:</b> Proposal to approve the Audited Financial Statements for 2024			
<b>Content 05:</b> The proposal to approve the distribution of profits for the year 2024			
<b>Content 06:</b> The proposal to approve revenue targets, profits, and profit distribution plans for 2025			
<b>Content 07:</b> The proposal to select the Audit Firm for the fiscal year 2025			
<b>Content 08:</b> The proposal to approve the issuance of shares for dividend payment in 2024			
<b>Content 09:</b> The proposal to approve the issuance of shares under the Employee Stock Ownership Plan (ESOP).			
<b>Content 10:</b> The proposal to approve the change of the management organizational structure of Thien Long Group Corporation			
<b>Content 11:</b> The proposal to approve the amendment of the Company Charter and Internal Regulations on Corporate Governance			
<b>Content 12:</b> The proposal to approve the amendment of the Operating Regulations of the Board of Directors			
<b>Content 13:</b> The proposal on the election of the Board of Directors for the 2025 – 2028 term			

**Instructions:**

Delegate marks (X) in one of three boxes:  
 Approve/Disapprove/Abstentions corresponding voting content.

April 10<sup>th</sup>, 2025

**DELEGATE**

*(Signature and full name)*



**THIEN LONG GROUP CORPORATION  
ANNUAL GENERAL MEETING OF SHAREHOLDERS  
FOR THE FINANCIAL YEAR 2025**



**DRAFT**

**BALLOT  
VOTER ID: TLG.000...**

Full name: ...  
 Number of shares in own possession: ... shares  
 Number of shares authorized by other shareholders: ... shares  
 Total number of voting shares: ... shares

**Total number of votes: ... votes**

**I agree to elect the Board of Directors for the 2025 - 2028 term as follows:**

No.	Full name of the candidate	Evenly distributed voting (for the candidates)	Number of votes (for each candidate)
1	A		
2	B		
3	C		
4	D		
5	E		
6	F		
7	G		
8	H		
9	I		

**Instructions:**

1. Delegates shall vote for a maximum number of candidates equal to the number of members to be elected (09 persons).
2. If a Delegate casts all of his/her votes for one candidate or evenly splits the votes among the candidates, the Delegate must mark the “**Cumulative voting**” box of the respective candidates.
3. If a Delegate splits unevenly the votes among the candidates, he/she must specify the number of votes for each candidate in the “**Number of votes**” box.

April 10<sup>th</sup> 2025

**VOTER**  
*(Signature and Full Name)*

**THIEN LONG GROUP CORPORATION**



Address: 10th Floor, Sofic Tower, No. 10 Mai Chi Tho Street, Thu Thiem Ward,  
Thu Duc City, Ho Chi Minh City

**Tel.: 028 3750 55 55 Fax: 028 3750 55 77 Website: www.thienlonggroup.com**

**NOMINATION RECOMMENDATION PAPER**

**MEMBERS OF THE BOARD OF DIRECTORS TERM 2025 – 2028**

*(Applies to Shareholders)*

**To: Thien Long Group Corporation**

- Full name of shareholder: .....
- ID Card/Passport/ERC no.:..... Issued date:..... at:.....
- Legal representative *(if any)*: .....
- Number of shares owned:..... shares
- Corresponding total value according to par value: .....(VND)

**I hereby request Thien Long Group Corporation to nominate for:**

**1. Mr./Ms.:** .....

ID Card /Passport no.:..... Issued date:..... at:.....

Permanent address: .....

Education level:.....Major: .....

Number of Shares owned : .....(shares)

Corresponding total value according to par value:.....(VND)

**2. Mr./Ms.:** .....

ID Card /Passport no.:..... Issued date:..... at:.....

Permanent address: .....

Education level:.....Major: .....

Number of Shares owned : .....(shares)

Corresponding total value according to par value:.....(VND)

**3. Mr./Ms.:** .....

ID Card /Passport no.:..... Issued date:..... at:.....

Permanent address: .....

Education level:.....Major: .....

Number of Shares owned : .....(shares)

Corresponding total value according to par value:.....(VND)

**THIEN LONG GROUP CORPORATION**



Address: 10th Floor, Sofic Tower, No. 10 Mai Chi Tho Street, Thu Thiem Ward,  
Thu Duc City, Ho Chi Minh City

**Tel.: 028 3750 55 55 Fax: 028 3750 55 77 Website: www.thienlonggroup.com**

**4. Mr./Ms.:** .....

ID Card /Passport no.:..... Issued date:..... at:.....

Permanent address: .....

Education level:.....Major: .....

Number of Shares owned : .....(shares)

Corresponding total value according to par value:.....(VND)

**5. Mr./Ms.:** .....

ID Card /Passport no.:..... Issued date:..... at:.....

Permanent address: .....

Education level:.....Major: .....

Number of Shares owned : .....(shares)

Corresponding total value according to par value:.....(VND)

**To be the candidate of Board of Directors of Thien Long Group Corporation term 2025 - 2028.**

Best regards,

Attached documents:

- Copy of ID card/Passport.
- Candidate’s resume.
- Certificates of education and professional qualifications (if any).

....., **date ... month ... year ....**

**NOMINATOR**

*(Sign, stamp your full name)*



**THIEN LONG GROUP CORPORATION**



Address: 10th Floor, Sofic Tower, No. 10 Mai Chi Tho Street, Thu Thiem Ward,  
Thu Duc City, Ho Chi Minh City

**Tel.: 028 3750 55 55 Fax: 028 3750 55 77 Website: www.thienlonggroup.com**

**NOMINATION RECOMMENDATION PAPER**

**MEMBERS OF THE BOARD OF DIRECTORS TERM 2025 - 2028**

*(Applies to shareholder group)*

- **To: Thien Long Group Corporation**

- Representative of shareholder group: .....
- ID Card/Passport/ERC no.:..... Issued date:..... at:.....  
(Enclosed with the list of shareholder group’s members)
- Number of shares owned by shareholder group: ..... shares
- Corresponding total value according to par value: .....(VND)

**I hereby request Thien Long Group Corporation to nominate for:**

**1. Mr./Ms.:**

.....

ID Card /Passport no.:..... Issued date:..... at:.....

Permanent address: .....

Education level:.....Major: .....

Number of Shares owned : .....(shares)

Corresponding total value according to par value:.....(VND)

**2. Mr./Ms.:** .....

ID Card /Passport no.:..... Issued date:..... at:.....

Permanent address: .....

Education level:.....Major: .....

Number of Shares owned : .....(shares)

Corresponding total value according to par value:.....(VND)

**3. Mr./Ms.:** .....

ID Card /Passport no.:..... Issued date:..... at:.....

Permanent address: .....

Education level:.....Major: .....

Number of Shares owned : .....(shares)

Corresponding total value according to par value:.....(VND)

**THIEN LONG GROUP CORPORATION**



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Thu Duc City, Ho Chi Minh City

**Tel.: 028 3750 55 55 Fax: 028 3750 55 77 Website: www.thienlonggroup.com**

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**4. Mr./Ms.:** .....

ID Card /Passport no.:..... Issued date:..... at:.....

Permanent address: .....

Education level:.....Major: .....

Number of Shares owned : .....(shares)

Corresponding total value according to par value:.....(VND)

**5. Mr./Ms.:** .....

ID Card /Passport no.:..... Issued date:..... at:.....

Permanent address: .....

Education level:.....Major: .....

Number of Shares owned : .....(shares)

Corresponding total value according to par value:.....(VND)

**To be the candidate of Board of Directors of Thien Long Group Corporation term 2025 - 2028.**

Best regards,

Attached documents:

- Copy of ID card/Passport.
- Candidate’s resume.
- Certificates of education and professional qualifications (if any).

....., **date ... month ... year ....**

**REPRESENTATIVE OF  
SHAREHOLDER GROUP**

*(Sign, stamp your full name)*

**THIEN LONG GROUP CORPORATION**



Address: 10th Floor, Sofic Tower, No. 10 Mai Chi Tho Street, Thu Thiem Ward,  
Thu Duc City, Ho Chi Minh City

Tel.: 028 3750 55 55 Fax: 028 3750 55 77 Website: www.thienlonggroup.com

**LIST OF MEMBERS OF SHAREHOLDER GROUP ENCLOSED  
THE NOMINATION RECOMMENDATION PAPER OF  
SHAREHOLDER GROUP**

**(Sample)**

No.	Full Name	ID Card/Passport/ERC	Permanent address	Shares owned	Shareholder's signature/signature and stamp if it is an organization
1					
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
....					
....					
.....					
.....					
<b>Total</b>					

**MEETING MINUTES**

**NOMINATION OF CANDIDATES FOR THE BOARD OF DIRECTORS**

**THIEN LONG GROUP CORPORATION TERM 2025 – 2028**

- Pursuant to the Charter of Organization and Operation of Thien Long Group Corporation;
- Pursuant to the Regulations on nominating members for the Board of Directors of Thien Long Group Corporation term 2025 – 2028.

Today, on ...../...../2025, at ....., we, the shareholders of Thien Long Group Corporation, collectively holding ... shares (in words: ..... shares), accounting for .....% of the total voting shares of the Company, are listed as follows:

No.	Full name	ID card/Passport/ERC	Permanent address	Shares Owned	Shareholder's signature/signature and stamp if it is an organization
1					
2					
3					
4					
5					
	<b>Total</b>				

***We unanimously nominate:***

**Mr./Ms:** .....

ID/Passport No.:..... Issed date:..... at: .....

Permanent Address : .....

**To represent the group in carrying out the nomination procedures in accordance with the Regulations on Nominating Members for the Board of Directors of Thien Long Group Corporation for the term 2025 – 2028**

**And unanimously nominate the following candidates for the Board of Directors:**

**1. Mr./Ms:** .....

ID Card /Passport no.:..... Issued date:..... at:.....

Permanent address: .....

Education level:.....Major: .....

Number of Shares owned : .....(shares)

Corresponding total value according to par value:.....(VND)

2. **Mr./Ms.:** .....  
ID Card /Passport no.:..... Issued date:..... at:.....  
Permanent address: .....  
Education level:.....Major: .....  
Number of Shares owned : .....(shares)  
Corresponding total value according to par value:.....(VND)

3. **Mr./Ms.:** .....  
ID Card /Passport no.:..... Issued date:..... at:.....  
Permanent address: .....  
Education level:.....Major: .....  
Number of Shares owned : .....(shares)  
Corresponding total value according to par value:.....(VND)

This document was prepared at ..... hours, on ..... /.../..... at:.....

....., day ..... month ..... year  
.....

**REPRESENTATIVE OF  
SHAREHOLDER GROUP**

*(Sign, stamp, and clearly print full  
name)*

**SELF-NOMINATION PAPER**

**MEMBERS OF THE BOARD OF DIRECTORS TERM 2025 – 2028**

**Dear: THIEN LONG GROUP CORPORATION**

- ID Card /Passport no.:..... Issued date:..... at:.....
- Permanent address: .....
- Education level:.....Major: .....
- Number of Shares owned : .....(shares)
- Corresponding total value according to par value:.....(VND)

I hereby request Thien Long Group Corporation to nominate me to the Board of Directors of the Thien Long Group Corporation for the 2025 – 2028 term.

If elected as a member of the Board of Directors by the trusted votes of the shareholders, I pledge to dedicate my full capabilities and commitment to contributing to the growth and development of Thien Long Group Corporation.

Best Regard!

**Attached documents:**

- Copy of ID card/Passport.
- Candidate's resume.
- Certificates of education and professional qualifications (if any).

....., Date..... month ..... year .....  
Self-nominated candidate  
(Sigh, stamp your full name)

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence – Freedom – Happiness**

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**RESUME**

1/ Full name:	
2/ Gender:	
3/ Date of birth:	
4/ Place of birth:	
5/ ID card/Citizen Identity Card/Passport:	Date of issue:
6/ Nationality:	
7/ Ethnic group:	
8/ Permanent address:	
9/ Company phone number:	<i>Mobile phone number:</i>
10/ Email address:	
11/ Professional qualifications:	
12/ Work process: + From ... to ... : + From ... to ... :	
13/ Other job positions:	
+ Representative of the capital of (Organization is State shareholder/strategic shareholder/other):	<i>.... shares, accounting for .....% of charter capital</i>
+ Individual owns:	<i>.... shares, accounting for .....% of charter capital</i>
16/ Related people holding shares of the company:	<i>..... - Relationship: .....; Holding: ..... CP, accounting for ..... charter capital</i> <i>..... - Relationship: .....; Holding: ..... CP, accounting for ..... charter capital</i>
17/ Debts Owed to the Company:	
18/Benefit related to the Company:	
19/ Conflicting interests with the Company:	

I hereby certify that the above statements are completely true and accurate. If any information is found to be false, I take full responsibility before the law.

....., date ..... month ..... 2025

**DECLARANT**

*(Sign, full name)*