

## DONG A HOTEL GROUP JOINT STOCK COMPANY

Head Office: Room C301, 3rd Floor, Dong A Commercial Center Building, No. 668 Phan Dinh Phung Street, Phan Dinh Phung Ward, Thai Nguyen Province  
Phone: 02083651967 Fax: 02083658688

### ANNUAL GENERAL MEETING OF SHAREHOLDERS'S AGENDA IN 2026

Time: 9:00, April 22, 2026

Venue: Dong A Commercial Center Building, No. 668 Phan Dinh Phung Street, Phan Dinh Phung Ward, Thai Nguyen Province

Estimated time	Contents
09:00-9:30	Shareholder's registration
09:30-09:35	Meeting opening, opening ceremony and introducing delegates
09:35-09:40	Report on shareholder's verification
09:40-09:50	Introducing Chairwoman, Secretary and Approval of Vote Checking Committee
09:50-09:55	Approval of Meeting agenda
09:55-10:00	Approval of Meeting Rules for the Annual General Meeting of Shareholders (AGM) in 2026
10:00-10:10	Approval of Report on operation of the Board of Directors in 2025
10:10-10:20	Approval of Report assessment by Independent member of the Board of Directors for 2025
10:20-10:30	Approval of Report on operation of the Board of Supervisors in 2025
10:30-10:35	Approval of Submission No. 01/2026/TTr- HDQT regarding the approval of the 2025 audited financial statements
10:35-10:40	Approval of Submission No. 02/2026/TTr-HDQT regarding the approval of the 2026 business plan
10:40-10:45	Approval of Submission No. 03/2026/TTr-BKS regarding the selection of independent auditing company in 2026
10:45-10:50	Approval of Submission No. 04/2026/TTr- HDQT regarding the profit distribution in 2025
10:50-10:55	Approval of Submission No. 05/2026/TTr-HDQT regarding the remuneration in 2025 and proposed plan in 2026 for the Board of Directors and Board of Supervisors
10:55-11:00	Approval of Submission No. 06/2026/TTr-HDQT regarding the dismissal and Additional Election Member of the Board of Directors and the Board of Supervisors
11:00-11:05	Approval of Submission No. 07/2026/TTr- HDQT regarding the amendment of the Company's Charter and internal regulations.
11:05-11:10	Approval of Submission No. 08/2026/TTr-HDQT regarding the delegation of authority to the Board of Directors to decide on matters related to the Nui Coc Lake Project – Thai Nguyen.
11:10-11:30	Discussion, additional election the member of the BOD, BOS, voting on the presented matters
11:30-11:40	Break
11:40-11:45	Declaration of the election and voting results
11:45-11:50	Introduction of new BOD, BOS members
11:50-12:00	Approval of the Meeting Minutes, Resolution and Closing



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No: 31032/TB-HĐQT

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Thai Nguyen, March 31, 2026

## **ANNOUNCEMENT**

***Re: Nomination of Candidates for the Additional Election of Members to the Board of Directors Member and the Board of Supervisors of Smart Invest Securities Joint Stock Company***

**Pursuant to:**

- *Law on Enterprises No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *Law on Securities No. 54/2019/QH14, passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
- *Pursuant to the Charter of Dong A Hotel Group Joint Stock Company ("Company's Charter");*

The Board of Directors hereby notifies the shareholders regarding the additional election of members to the Board of Directors (BOD) and the Board of Supervisors (BOS) at the 2026 Annual General Meeting of Shareholders of Dong A Hotel Group Joint Stock Company as follows:

### **1. Expected Number of Additional Board of Directors Members**

- Number of additional member of the BOD: 02 members.
- Number of additional member of the BOS: 02 members.

### **2. Conditions for Nomination and Candidacy for the BOD and the BOS**

#### **2.1 Conditions for Nomination and Candidacy for the BOD**

- Shareholders holding voting shares have the right to combine their voting rights to nominate candidates for the BOD;
- A shareholder or group of shareholders holding more than 10% to less than 20% of voting shares is entitled to nominate 01 candidate;
- A shareholder or group of shareholders holding from 20% to less than 30% of voting shares is entitled to nominate up to 02 candidates;
- A shareholder or group of shareholders holding from 30% to less than 40% of voting shares is entitled to nominate up to 03 candidates;
- A shareholder or group of shareholders holding from 40% to less than 50% of voting shares is entitled to nominate up to 04 candidates;
- A shareholder or group of shareholders holding more than 50% to less than 60% of voting shares is entitled to nominate up to 05 candidates;

- In the event that the number of candidates and through nomination and candidacy is still insufficient, the incumbent BOD may nominate additional candidates to meet the required number.

## **2.2. Conditions for Nomination and Candidacy for the BOS**

- Shareholders holding voting shares have the right to combine their voting rights to nominate candidates for the BOS;
- A shareholder or group of shareholders holding more than 10% to less than 20% of voting shares is entitled to nominate 01 candidate;
- A shareholder or group of shareholders holding from 20% to less than 30% of voting shares is entitled to nominate up to 02 candidates;
- A shareholder or group of shareholders holding from 30% to less than 40% of voting shares is entitled to nominate up to 03 candidates;
- A shareholder or group of shareholders holding from 40% to less than 50% of voting shares is entitled to nominate up to 04 candidates;
- A shareholder or group of shareholders holding more than 50% to less than 60% of voting shares is entitled to nominate up to 05 candidates;
- In the event that the number of candidates and through nomination and candidacy is still insufficient, the incumbent BOS may nominate additional candidates to meet the required number.

## **3. Criteria and Conditions for Membership in the BOD and the BOS**

### **3.1 Criteria and Conditions for BOD Membership**

- Must have full civil act capacity and not fall under any category prohibited from enterprise management as stipulated in Clause 2, Article 17 of the Law on Enterprises.
- Must have professional qualifications and experience in business management; not necessarily a shareholder of the Company.
- Must not concurrently hold the position of a Board member in more than five (05) other companies.
- Must satisfy other criteria and conditions as prescribed by law.

### **3.2. Criteria and Conditions for BOS Membership**

- Being 21 years of age or older, having full civil act capacity, and not falling under any category prohibited from managing an enterprise as stipulated in Clause 2, Article 17 of the Law on Enterprises;
- Having professional ethics;
- Holding a university degree or higher.
- Not working in the accounting or finance department of the Company;

- Not being a member or employee of the independent auditing firm that has conducted the audit of the Company's financial statements during the three (03) consecutive years immediately preceding the time of nomination or election
- Must satisfy other criteria and conditions as prescribed by law.

**3. Application for Candidacy and Nomination to the Board of Directors and the Board of Supervisors**

- Application for candidacy or nomination to the Board of Directors, and the Board of Supervisors (as per the template);
- Personal resume self-declared by the candidate (as per the template);
- Copy of ID card, passport for overseas Vietnamese and foreigners, and copies of degrees, diplomas, and certificates proving educational and professional qualifications.

Nomination and candidacy applications should be submitted to **Dong A Hotel Group Joint Stock Company** no later than **16:00 on April 10, 2026**, at the following address:

**DONG A HOTEL GROUP JOINT STOCK COMPANY**

Address: Dong A Commercial Center Building, No. 668 Phan Dinh Phung Street, Group 7, Phan Dinh Phung Ward, Thai Nguyen

Phone: 02083651967                      Fax: 02083658688

The Organizing Committee will compile a list of eligible candidates for official election at the 2026 Annual General Meeting of Shareholders.

*Yours Sincerely,*

**ON BEHALF OF THE  
BOARD OF DIRECTORS  
CHAIRWOMAN**

**TRAN NU NGOC ANH**

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

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....., ....., 2026

**PROXY FORM**

**FOR ATTENDING THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
OF DONG A HOTEL GROUP JOINT STOCK COMPANY**

**To: THE 2026 AGM ORGANIZING COMMITTEE  
OF DONG A HOTEL GROUP JOINT STOCK COMPANY**

Shareholder's Fullname/ Representative of the Shareholder's Fullname (in the case of a group of shareholders authorizing):.....

ID Card/Enterprise registration/Business license Number:.....

dated.....issued by.....

Address:.....

Number of shares owned:.....( in words ..... )

I hereby authorize:

Mr./Ms:.....

ID Card:..... dated..... issued by.....

Address:.....

Number of shares authorized:.....

For and on my/our behalf, to attend and represent at the Annual General Meeting of Shareholders of Dong A Hotel Group Joint Stock Company, which will be held at 09:00, April 22, 2026, and to exercise all rights and obligations related to the authorized shares at the meeting. The proxy form has been effective from the signing date until the conclusion of the Annual General Meeting of Shareholders.

The Authorized Person and the Principal understand the authorization, commit to take responsibility for this authorization and commit to comply with all provisions of law and the Company's Charter.

**AUTHORIZED PERSON**

*(Signature with full name)*

**THE PRINCIPAL**

*(Signature with full name, company seal)*

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**DONG A HOTEL GROUP JOINT STOCK COMPANY**

Address: Room C301, 3rd Floor, Dong A Trade Center Building, No. 668 Phan Dinh Phung Street, Phan Dinh Phung Ward, Thai Nguyen Province.

Phone: 02083651967

Fax: 02083658688

**LIST OF SHAREHOLDERS AUTHORIZED BY GROUP  
TO ATTEND THE GENERAL MEETING OF SHAREHOLDERS**

<b>No.</b>	<b>Full Name</b>	<b>ID Card/Business Registration Number</b>	<b>Permanent Address</b>	<b>Number of Shares Owned</b>	<b>Signature</b>
1					
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
14					
15					
16					
17					
18					
19					
20					
	<b>Total</b>				

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*Thai Nguyen, March....., 2026*

**(Draft)**

**REGULATIONS  
ON NOMINATION, CANDIDACY, AND ELECTION OF  
BOARD OF DIRECTORS MEMBERS  
DONG A HOTEL GROUP JOINT STOCK COMPANY**

**1. Purpose:**

- Ensure compliance with laws and the Company's Charter.
- Guarantee transparency, democracy, and the legitimate rights of all shareholders.
- Maintain organizational stability and orderliness of the General Meeting of Shareholders.

**2. Criteria, Conditions, and Procedures for Nomination and Candidacy for Board of Directors Members**

**2.1. Criteria and Conditions for Board of Directors Membership**

- Must have full civil act capacity and not fall under any category prohibited from enterprise management as stipulated in Clause 2, Article 17 of the Law on Enterprises.
- Must have professional qualifications and experience in business management; not necessarily a shareholder of the Company.
- Must not concurrently hold the position of a Board member in more than five (05) other companies.
- Must satisfy other criteria and conditions as prescribed by law.

**2.2. Nomination, Candidacy, and Number of Board of Directors Members to be Elected**

**2.2.1. Nomination and Candidacy for the Board of Directors:**

- Shareholders holding voting shares may aggregate their votes to nominate candidates for the Board of Directors.
- Shareholders or groups of shareholders holding between 10% and less than 20% of total voting shares may nominate one (1) candidate.
- Shareholders or groups of shareholders holding between 20% and less than 30% may nominate up to two (2) candidates.
- Shareholders or groups of shareholders holding between 30% and less than 40% may nominate up to three (3) candidates.
- Shareholders or groups of shareholders holding between 40% and less than 50% may nominate up to four (4) candidates.

- Shareholders or groups of shareholders holding between 50% and less than 60% may nominate up to five (5) candidates.
- If the number of nominated and self-nominated candidates is insufficient, the incumbent Board of Directors may nominate additional candidates to ensure an adequate number of nominees

### **2.2.2. Number of Board of Directors Members to be Elected**

- Number of Board of Directors members to be elected: Two (2) members for the 2026-2031 term.

## **3. Criteria, Conditions, and Procedures for Nomination and Candidacy for Board of Supervisors (BOS) Members**

### **3.1. Criteria and Conditions for BOS Membership**

- Being 21 years of age or older, having full civil act capacity, and not falling under any category prohibited from managing an enterprise as stipulated in Clause 2, Article 17 of the Law on Enterprises;
- Having professional ethics;
- Holding a university degree or higher.
- Not working in the accounting or finance department of the Company;
- Not being a member or employee of the independent auditing firm that has conducted the audit of the Company's financial statements during the three (03) consecutive years immediately preceding the time of nomination or election
- Must satisfy other criteria and conditions as prescribed by law.

### **3.2. Nomination, Candidacy, and Number of BOS Members to be Elected**

#### **3.2.1. Nomination and Candidacy for the BOS:**

- Shareholders holding voting shares may aggregate their votes to nominate candidates for the Board of Supervisors.
- Shareholders or groups of shareholders holding between 10% and less than 20% of total voting shares may nominate one (1) candidate.
- Shareholders or groups of shareholders holding between 20% and less than 30% may nominate up to two (2) candidates.
- Shareholders or groups of shareholders holding between 30% and less than 40% may nominate up to three (3) candidates.
- Shareholders or groups of shareholders holding between 40% and less than 50% may nominate up to four (4) candidates.
- Shareholders or groups of shareholders holding between 50% and less than 60% may nominate up to five (5) candidates.
- If the number of nominated and self-nominated candidates is insufficient, the incumbent Board of Supervisors may nominate additional candidates to ensure an adequate number of nominees

#### **3.2.2. Number of BOS Members to be Elected**

- Number of Board of Supervisors members to be elected: Two (2) members for the 2026-2031 term.

#### **4. Principles for Electing Members of the BOD and the BOS**

- Voting for members of the BOD and BOS shall be conducted by secret ballot using cumulative voting. Each shareholder shall have total votes equal to the number of shares held multiplied by the number of members to be elected.
- Each shareholder shall receive:
  - + One ballot for electing BOD members, with total votes equal to the number of shares owned and represented multiplied by the number of members to be elected at the General Meeting.
  - + One ballot for electing BOS members, with total votes equal to the number of shares owned and represented multiplied by the number of members to be elected at the General Meeting.

##### **4.1. Voting by Shareholders:**

Shareholders shall allocate their votes to candidates in a manner that ensures the total votes cast do not exceed their total voting rights. (specific instructions are provided in the Appendix attached to this Regulation)

##### **4.2. Voting Method**

Shareholders may:

- Allocate all their votes to one candidate, or
- Distribute their votes among multiple candidates in any proportion, provided that the total votes do not exceed their available votes.

##### **4.3. Invalid Ballots**

- Ballots shall be deemed invalid if:
  - They do not follow the Company's prescribed format or lack the Company's official stamp.
  - The total number of votes cast exceeds the shareholder's allocated votes.
  - They contain names of individuals not on the official candidate list.
  - They are left blank with no votes cast.
  - They do not bear the shareholder's signature.

#### **5. Selection of Elected Board of Directors Members**

- Candidates elected to the Board of Directors shall be those receiving the highest number of votes, in descending order, until the required number of members is reached.
- In the event of a tie where more candidates have the same number of votes than available positions, a re-election shall be conducted among those candidates to determine the final selection.
- Any arising issues shall be resolved by direct shareholder consultation at the General Meeting.

## **6. Effectiveness**

This regulation consists of six (6) articles, issued by Dong A Hotel Group Joint Stock Company in compliance with the laws. Shareholders and the Organizing Committee of the Annual General Meeting of Shareholders shall be responsible for implementation.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRWOMAN**

*(Signed)*

**TRAN NU NGOC ANH**

**APPENDIX**  
**GUIDELINES FOR CUMULATIVE VOTING**

For instance, if the General Meeting of Shareholders elects three (01) Board of Directors members from a total of five (03) candidates, and shareholder Nguyen Van A holds (including ownership and authorized shares) 30,000 voting shares, then their total voting rights are calculated as follows:

**$(30,000 \times 3) = 90,000$  voting rights.**

Shareholder Nguyen Van A may allocate their votes as follows:

1. Allocate all 90,000 voting rights to one candidate.
2. Distribute 90,000 voting rights equally among three candidates (i.e., each candidate receives 30,000 votes from Nguyen Van A).
3. Allocate 90,000 voting rights among three candidates in any proportion, provided that the total votes allocated do not exceed 90,000.

**Shareholder Nguyen Van A's ballot shall be deemed invalid if:**

- The ballot does not follow the Company's prescribed format or lacks the Company's official stamp.
- The total number of votes allocated exceeds 90,000.
- The number of candidates voted for exceeds three (03).
- No votes are cast for any candidate.
- The ballot lacks the shareholder's signature.
- Other cases as stipulated in the election regulations

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No...../2026/BC-HĐQT

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Thai Nguyen, April ....., 2026

**REPORT ON OPERATION OF THE BOARD OF DIRECTORS IN 2025**

**I. BOARD OF DIRECTORS' PERFORMANCE ASSESSMENT**

**1. Personnel Situation**

In 2025, the Company's Board of Directors (BOD) comprised 3 members, including one Chairwoman, one Vice Chairperson, one independent member, and one non-executive member. The current Board of Directors includes:

- Ms Tran Nu Ngoc Anh – Chairwoman of the Board of Directors
- Mr Tran Minh Tuan – Vice Chairperson of the Board of Directors
- Mr Le Truong Giang – Member of the Board of Directors

In 2025, the BOD has strived to enhance corporate governance in compliance with legal regulations and the Company's Charter. Specifically:

- Ensured the frequency of BOD meetings and the number of attendees to meet legal and effectiveness requirements, defining the roles of each member, including independent and executive members, to safeguard shareholders' interests under the law.

No.	Member of BOD	Numbers of BOD's meeting attendance	Attendance rate	Reasons for absence
1	Tran Nu Ngoc Anh	07/07	100%	
2	Tran Minh Tuan	05/07	71.4%	Busy for personal working
3	Le Truong Giang	07/07	100%	

- Regularly monitored the executive activities of the management team, especially regarding the implementation of resolutions by the GMS and BOD, ensuring compliance with the Securities Law, Enterprise Law, and the Company's Charter.
- Adhering to the Resolution of the 2025 Annual General Meeting of Shareholders to ensure strict direction in the implementation of the Company's business tasks and plans for 2025;
- Directing, expediting, and closely monitoring the progress of investment procedures and the execution of construction projects invested in by the Company;

- Supervising the restructuring of senior management personnel and enhancing the recruitment of high-quality personnel to meet the Company's development requirements in the new phase;
- Instructing the Executive Board to develop and implement a strategic plan for the Company's development, brand promotion, and the branding of its subsidiaries and product lines;
- Closely supervising the Executive Board in successfully fulfilling the Company's business plan and key objectives for 2025, improving organizational structure and human resources in a professional and modern direction, and ensuring effective cost control to optimize investment and financial efficiency.
- The Board of Directors has affirmed its responsibility and role in closely monitoring the company's investment activities, strategies, and business operations. During meetings, the Board has reviewed quarterly business results, provided insights and evaluations, and outlined strategic measures to address challenges and ensure effective implementation.
- Provided guidance and directions to the leadership team and supporting departments to ensure governance aligns with legal and internal corporate regulations.

## 2. Activities of the Board of Directors

In 2025, the BOD convened periodic and extraordinary meetings to make necessary decisions for business operations. The decisions include:

No.	Resolution/Decision No.	Date	Content
1	0201/2025/NQ-HĐQT	02/01/2025	Approval of the dismissal of the Deputy General Director of Dong A Hotel Group Joint Stock Company
2	0901/2025/NQ-HĐQT	09/01/2025	Approval of the plan to organize the 2025 Annual General Meeting of Shareholders
3	3006/2026/NQ-HĐQT	30/06/2025	Approval of the warehouse operation and management procedures of Dong A Hotel Group Joint Stock Company
4	287/2025/NQ-HĐQT	28/7/2025	Approval of the dismissal of Mr. Nguyen Khanh Hy from the position of Deputy General Director
5	2808/2025/NQ-HĐQT	28/08/2025	Approval of the appointment of Ms. Nguyen Thi Huong Thao to the position of Deputy General Director
6	311212/2025/NQ-HĐQT	31/12/2025	Approval of the change of the person in charge of corporate governance of Dong A Hotel Group Joint Stock Company

7	2702/2025/NQ-HĐQT	31/12/2025	Approval of the establishment of the Fixed Asset Disposal Council
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**3. Reports on transactions between the Company, its subsidiaries, other companies that are controlled over 50% of the Charter capital by the Company with members of the BOD and related persons of those members; transactions between the Company with other company in which member of BOD is the founder or manager that company within the last 03 years prior to the date of transaction**

Those transactions were disclosed by the Company in the Report on Corporate Governance 2025 dated January 29, 2026. The transactions have been disclosed and fully approved in accordance with the Company's Charter.

**4. Activities of General Director**

The Board of Management, as well as the Deputy General Director, has consistently taken the initiative to closely monitor developments and clearly identify opportunities and challenges in the 2025 macroeconomic context, thereby proposing appropriate solutions to ensure the effective implementation of the business plan.

The Board of Directors has exercised close inspection and supervision over the operations of the Board of Management. The Deputy General Director has proactively and regularly reported on production and business activities, as well as difficulties and obstacles arising in the course of management and operation. The Board of Directors, together with the Board of Management, has discussed and deliberated to formulate timely and effective solutions. The activities of the Board of Management have been carried out in compliance with the law, the Company's Charter, the resolutions of the General Meeting of Shareholders, and the resolutions of the Board of Director.

**5. Activities of the Independent Member of the BOD**

The independent member of the Board of Directors is assigned to supervise the activities of the Board of Directors, specifically as follows:

- To supervise the organization of meetings of the Board of Directors and the convening of the Annual and Extraordinary General Meetings of Shareholders;
- To supervise the activities of the Board of Management in implementing the Company's business plan.

In addition, the independent member also participates in meetings of the Board of Directors to provide critical opinions on proposals regarding strategic direction and business plans, and to monitor the activities of other members of the Board of Directors.

Detailed contents in the Report on the Activities of the Independent Member of the Board of Directors will be submitted for approval at the General Meeting of Shareholders.

**6. Activities of the Chairwoman and Executive Members of the BOD**

In 2025, the Chairwoman of the BOD effectively performed the rights and duties prescribed by the Enterprise Law, the Company’s Charter, and the regulations and authorizations of the BOD. This included organizing meetings, issuing resolutions/decisions on behalf of the BOD, directing the Executive Board to implement BOD resolutions, and developing operational regulations for sub-committees and internal management policies. Executive members of the BOD have fulfilled their assigned tasks, contributing to the company’s successful achievement of its 2025 business objectives.

## **II. IMPLEMENTATION OF 2025 GMS RESOLUTIONS**

### **1. Business Results for 2025**

- The Board of Directors has consistently adhered to the resolutions of the General Meeting of Shareholders in closely directing the Company’s business operations and effectively implementing the business objectives and tasks approved by the General Meeting of Shareholders.
- The Board of Directors has closely monitored the developments of the Company’s business operations, promoted the search for investment opportunities, ensured a balanced capital structure in line with the proposals of the Board of Management, maintained the stability of business operations, and sought to ensure the fulfillment of the Company’s business plans, thereby supporting the Company’s development and safeguarding the interests of shareholders.
- Although the Board of Directors, the Board of Management, and all employees made every effort to implement the business plan approved by the 2025 Annual General Meeting of Shareholders, the impact of natural disasters, in particular the historic floods that occurred in October 2025, caused exceptionally severe damage and had a significant adverse effect on the Company’s business results for the fourth quarter of 2025. The Company’s consolidated business results for 2025 were as follows:

*Đơn vị: VNĐ*

<b>No.</b>	<b>Indicator</b>	<b>2024</b>	<b>2025</b>	<b>% Change</b>
1	Operating Revenue	74.268.617.674	52.445.211.516	(29,38)%
2	Profit After Tax	6.633.327.444	(70.726.440.728)	-
3	Selling Expenses	104.473.057	2.531.213.240	2422,83%
4	Financial Expenses	14.999.776.932	13.470.074.889	(10.2)%
5	Administrative Expenses	3.342.845.081	5.394.099.370	61,36%

- Employee salaries and bonuses were paid promptly and in accordance with state policies. Employee welfare was prioritized and well-executed.

### **2. Remuneration expenses of the Board of Directors and the Supervisory Board, and salaries of the Board of Management**

Based on the Company’s business performance in 2025, the Company did not pay remuneration to the members of the Board of Directors and the Supervisory Board in 2025.

The salary of the Board of General Director in 2025 was VND 69,921,310.

### **3. The selection of independent auditing company in 2026**

Pursuant to the authorization under GMS Resolution No. 01/2025/DAH/NQ-ĐHĐCĐ dated March 31 2025, the Board of Directors has selected the audit firm for the review and audit of the Company's financial statements as follows.

### **III. DEVELOPMENT ORIENTATION**

The year 2026 is expected to remain a year of implementing the Company's strategy to place the Company on a path of high-quality development. The key tasks set for the Company in 2026, in addition to overcoming the consequences caused by natural disasters, are extremely demanding.

In addition, market conditions have not yet become truly stable; both the global and domestic economies continue to face many uncertainties; the investment and business environment still contains significant risks for enterprises; and competition is becoming increasingly intense, particularly in the tourism, hotel, and restaurant service sectors.

In order to overcome these challenges, the Board of Directors has determined to continue steadfastly implementing the following key solutions:

- Improving the Company's governance and management structure in accordance with the standards applicable to a public company.
- Assigning the responsibilities of each member of the Board of Directors in management and supervision.
- Amending and supplement the regulations on coordination, direction, and supervision between the Board of Directors and the Board of Management.
- Exercising effective cost control in order to improve business efficiency.
- Focusing on enhancing the effectiveness of governance and supervision across the system, both at subsidiaries/affiliated units and at associated companies.
- Continuing enhancing the Company's governance capacity in relation to its associated companies through appropriate mechanisms and methods in compliance with the Law on Enterprises and the Company's Charter, thereby ensuring that the operations of associated companies are aligned with the Company's strategy.
- Promoting the application of information technology and online management tools in the governance and operation of the system.
- Promoting development and enhance corporate value on the basis of sustainable development through participation in formulating strategic plans for corporate social responsibility activities.

This report on the activities of the BOD for the year is respectfully submitted to the GMS for review and approval.

On behalf of the Board of Directors, I would like to sincerely wish the General Meeting every success and wish all esteemed shareholders good health, happiness, and success.

**ON BEHALF OF THE BOARD OF**

**DIRECTORS  
CHAIRWOMAN**

*(Signed)*

**Tran Nu Ngoc Anh**

*Note: This document may be amended/supplemented and presented to the AGM for consideration and decision-making at the meeting*

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No: ...../2026/BC-HĐQT

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*Thai Nguyen, January....., 2026*

## **REPORT**

### **ASSESSMENT BY INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS FOR 2025**

#### **To: The General Meeting of Shareholders**

Pursuant to the Law on Enterprises 2020 and the Charter of Dong A Hotel Group Joint Stock Company, the Independent Member of the Board of Directors (BOD) hereby submits the assessment report on the BOD's performance to the General Meeting of Shareholders as follows:

- In 2025, the BOD consisted of three (03) members, including one (01) independent member.
- The BOD supervised the activities of the Board of Management (BOM), ensuring compliance with legal regulations and corporate governance standards.

#### **1. Organization of Board Meetings**

- Board meetings were organized in accordance with regulations to discuss business strategies, financial matters, and corporate governance.
- The BOD closely directed the preparation of contents and documents, as well as the convening and chairing of the 2025 Annual General Meeting of Shareholders (AGM) on March 31, 2025, to approve the 2025 Business Plan.
- Throughout 2025, the BOD ensured the required number of meetings as stipulated by the Law on Enterprises and the Company's Charter. Additionally, extraordinary meetings were held to discuss and approve critical matters within the BOD's authority to implement AGM Resolution and fulfill other business strategies and objectives.
- BOD members frequently attended meetings of the BOM to directly capture and direct the resolution of business and governance issues, ensuring timely and seamless operations.

#### **2. Supervision of the Board of Management**

In 2025, the BOD performed its supervisory role over the BOM and executive officers through the following activities:

- Supervising the governance and management activities of the BOM regarding the implementation of the 2025 AGM Resolutions and the Company's 2025 business plan.
- The Supervisory Board collaborated closely with the BOD, the BOM, and other management officers. The Supervisory Board completed the plan approved by the AGM and contributed practical insights to corporate governance.
- Implementing periodic and extraordinary reporting regimes from the BOM to the BOD regarding business status and corporate management.
- Supervising information disclosure to ensure transparency and timeliness. Periodic governance reports were strictly executed in compliance with the law, ensuring all operational information remained transparent to protect the interests of shareholders and investors.
- Monitoring compliance with AGM Resolutions, BOD Resolutions, the Law on Enterprises, relevant legal documents, and the Company's Charter.

### **3. Board of Directors' Activities**

- The BOD strictly followed the AGM Resolutions to direct the Company's production and business activities, effectively achieving the goals approved by the AGM.
- The BOD closely monitored business developments, proactively sought investment opportunities, and ensured capital balance as proposed by the BOM. This maintained business stability and ensured the fulfillment of business plans, thereby fostering company growth and shareholder interests.
- BOD members demonstrated a high sense of responsibility and professionalism, providing effective and timely solutions to support the BOM.

**Trân trọng./.**

**INDEPENDENT MEMBER OF THE BOD**

**LE TRUONG GIANG**

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No...../2026/BC-BKS

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Thai Nguyen, April ....., 2026

**REPORT ON OPERATION OF THE BOARD OF SUPERVISORS IN 2025**

**To: The General Meeting of Shareholders**

The Board of Supervisors (BOS) of Dong A Hotel Group Joint Stock Company (DAH) respectfully submits the 2025 activity report and the operational plan for 2026 to the General Meeting of Shareholders (GMS) as follows:

**I. SUMMARY OF BOS ACTIVITIES IN 2025**

**1. Structure of the Board of Supervisors**

As of the time of the 2026 Annual General Meeting of Shareholders, the Board of Supervisors of Dong A Hotel Group Joint Stock Company consists of 03 members:

- Ms Nguyen Thi Linh – Head of the Board of Supervisors
- Ms Dao Thi Le Thanh – Member
- Ms Trieu Tu Linh – Member

**2. Activities of the Board of Supervisors and Its Members in 2025**

In 2025, the Board of Supervisors held 02 meetings with the attendance rate of members as follows:

<b>No.</b>	<b>Members of Board of Supervisors</b>	<b>Meetings Attended</b>	<b>Attendance Rate</b>	<b>Voting Rate</b>	<b>Reason for Absence</b>
1	Mrs. Nguyen Thi Linh	02	100%	100%	
2	Mrs. Dao Thi Le Thanh	02	100%	100%	
3	Mrs. Trieu Tu Linh	02	100%	100%	-

Based on the Enterprise Law, Securities Law, and the Company's Charter, the Board of Supervisors has performed the following functions and tasks:

- Supervised the Board of Directors (BOD) and the CEO in managing and operating the Company, ensuring compliance with the 2025 General Meeting of Shareholders' resolutions and BOD resolutions.

- Monitored business activities to ensure they align with the rights of shareholders.
- Supervised compliance with legal regulations, the Company's Charter, and internal regulations, ensuring the rational allocation of resources for business activities.
- Checked the reasonableness, legality, and transparency of management, accounting, and financial reporting.
- Participated in discussions with the Audit Firm and the General Director to review semi-annual and annual financial statements before disclosure.

### **3. Evaluation of the Competence and Effectiveness of the Board of Supervisors and Members**

- With a high sense of responsibility, each member of the Board of Supervisors has demonstrated professional competence, conducted independent and objective assessments, and reported their opinions on financial reporting accuracy and legal compliance.
- The contributions of the Board of Supervisors have been highly appreciated by the BOD for their quality and timeliness.

### **4. Remuneration and Operating Expenses of the Board of Supervisors**

Administrative expenses related to the BOS's operations comply with the regulations of the Ministry of Finance, the Company's financial regulations, and internal rules of DAH. The 2025 remuneration for the Board of Supervisors was approved by the 2026 Annual General Meeting of Shareholders.

## **II. RESULTS OF SUPERVISORY ACTIVITIES IN 2025**

### **1. Supervision of Business Activities**

Through its supervisory activities, the Supervisory Board has observed that, in 2025, the Company's business operations were implemented in a synchronized manner, in strict compliance with the Resolutions of the General Meeting of Shareholders (GMS), the Company's Charter, and applicable laws.

### **2. Financial Performance Evaluation for 2025**

- The Board of Supervisors agrees with the contents of the 2025 Financial Statements prepared by the Company's Accounting Department and the Audit agency
  - The report accurately reflects the financial position as of December 31, 2025, the business results, and cash flows for the fiscal year 2025 in accordance with accounting standards, with no major errors in financial reporting.
  - Key Performance Indicators for 2025 (according to the Financial Report):
- Business Performance

<b>No.</b>	<b>Indicator</b>	<b>Value (VND)</b>
1	Net Revenue	52,445,211,516
2	Operating Expenses	7,925,312,610
3	Total Pre-Tax Profit	72,949,876,233

4	Profit After Tax	(70,726,440,728)
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- **Company Assets:**

No.	Indicator	Value (VND)
1	Short-term Assets	181,312,796,864
2	Long-term Assets	815,226,038,975
3	Total Assets	996,538,835,839

- **Charter Capital:** VND 842,000,000,000.

### 3. Supervision of the Board of Directors' Activities in 2025

Through the supervision process, the Board of Supervisors has observed:

- The resolutions issued by the Board of Directors were within their authority, compliant with the Company's Charter, the Law on Enterprises, and other legal regulations.
- The BOD held regular and extraordinary meetings as required to oversee and direct the company's business operations.
- The BOS received full access to BOD resolutions and meeting minutes.
- The BOD closely supervised the Executive Board in business operations and ensured the implementation of approved resolutions.
- In 2025, the BOS did not receive any complaints or petitions related to the BOD, nor did it identify any irregularities in the governance and management activities of the BOD.

### 4. Supervision of the Executive Board and Other Managers in 2025

- The BOS highly appreciates the efforts of the Executive Board in organizing and executing business activities.
- Members of the Executive Board effectively implemented the resolutions of the BOD and the General Meeting of Shareholders (GMS).
- Decisions made by the Executive Board were within their authority as defined in the Company's Charter. The Executive Board regularly reported to the BOD to receive timely guidance.
- In 2025, the BOS did not receive any complaints or petitions regarding any members of the Executive Board.

### 5. Supervision of Coordination Between the Board of Supervisors, Board of Directors, CEO, and Shareholders

- The BOS proactively developed an action plan for approval by the GMS and executed it in compliance with the Law on Enterprises, the Securities Law, and the Company's Charter.
- The BOS received relevant materials for BOD and CEO meetings in advance and provided timely feedback on issues requiring careful consideration before management decisions were made.
- During its operations, the BOS received full cooperation and support from the BOD and company management, enabling it to fulfill its responsibilities effectively.

### 6. Transactions between the Company, its subsidiaries, other companies that are controlled over 50% of the Charter capital by the Company with members of the BOD and related

**persons of those members; transactions between the Company with other company in which member of BOD is the founder or manager that company within the last 03 years prior to the date of transaction**

- Dong A Hotel Group Joint Stock Company signed a contract with SmartInvest Securities Joint Stock Company for the provision of customer conference organization services.
  - + Contract Value: VND 434,000,000 (Four hundred thirty-four million Vietnamese dong)
  - + Related-party relationship: Transaction with a related person of the BOD member: Mr. Tran Minh Tuan.
- Dong A Hotel Group Joint Stock Company leases premises to SmartInvest Securities Joint Stock Company:
  - + (i) Leased area: 192 m2; (ii) Monthly rent (VAT included): VND 77,000,000 (iii) Term: 5 years.
  - + Related-party relationship: Transaction with a related party of BOD member Mr. Tran Minh Tuan
- Dong A Hotel Group JSC provides conference room rental services to SmartInvest Securities JSC.
  - + Contract Value: VND 14,826,000 (Fourteen million eight hundred twenty-six thousand Vietnamese dong).
  - + Related-party relationship: Transaction with a related party of BOD member Mr. Tran Minh Tuan
- Agreement on the termination and liquidation of the Lease Agreement between Dong A Hotel Group Joint Stock Company and SmartInvest Securities Joint Stock Company.
- Dong A Hotel Group Joint Stock Company leases conference rooms to SmartInvest Securities Joint Stock Company for conference/event organization purposes.
  - + Contract value: 14,826,000 (fourteen million eight hundred and twenty-six thousand Vietnamese dong).
  - + Related-party relationship: Transaction with a related party of BOD member Mr. Tran Minh Tuan.
- Dong A Hotel Group Joint Stock Company lends office space to SmartInvest Securities Joint Stock Company:
  - + Lending area: 192 meter square
  - + Lending period: 03 years
  - + Related-party relationship: Transaction with a related party of BOD member Mr. Tran Minh Tuan.

## **7. Recommendations**

The BOS makes the following recommendations to the BOD and Executive Board:

- Continuously review and strengthen the organizational structure, ensuring personnel and expertise meet regulatory requirements.
- Enhance financial capacity and ensure compliance with new regulations (if any) regarding securities services issued by regulatory authorities and stock exchanges.

## **III. BOARD OF SUPERVISORS' PLAN AND ORIENTATION FOR 2026**

- In 2026, the BOS will continue its role in representing shareholders by regularly monitoring all business, governance, and management activities of the Company. It will conduct

evaluations through financial reports and assessments of BOD and Executive Board activities, reporting to the GMS.

- Monitor and assess BOD resolutions and decisions to ensure compliance with the Company's Charter, GMS resolutions, and legal regulations.
- Provide advisory opinions and recommendations to the BOD and Executive Board, particularly on potential risks that may impact business operations.

This report on the operation of the BOS in 2025 is submitted for approval by the General Meeting of Shareholders.

Wishing all delegates and shareholders good health and success.

**Sincerely,**

**ON BEHALF OF THE  
BOARD OF SUPERVISORS**

*(Signed)*

**Nguyen Thi Linh**

*Note: This document may be amended/supplemented and presented to the AGM for consideration and decision-making at the meeting*

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No. 01/2026/TTr-HĐQT

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Thai Nguyen, April ....., 2026

**SUBMISSION**

*For the approval of the 2025 Audited Financial Statements*

**To: THE GENERAL MEETING OF SHAREHOLDERS  
DONG A HOTEL GROUP JOINT STOCK COMPANY**

**Pursuant to:**

- Law on Enterprises No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Law on Securities No. 54/2019/QH14, passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to the Charter of Dong A Hotel Group Joint Stock Company ("Company's Charter").

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the audited financial statements for 2025, with key indicators as follows:

No.	Key Indicators	Value (VND)
1	Net Revenue	52,445,211,516
2	Total Pre-Tax Profit	(70,726,440,728)
3	Profit After Tax	(70,726,440,728)
4	Total Assets	996,538,835,839

The financial statements for 2025 of Dong A Hotel Group Joint Stock Company have been audited by Moore AISC Auditing and Informatics Services Company Limited in accordance with applicable standards. The statements were reviewed by the Board of Supervisors and disclosed by Dong A Hotel Group Joint Stock Company as required. They are also published on the company's website: <https://mayplazahotel.vn>

Respectfully submitted!

**Recipients:**

- As above;
- BOD, Executive Board;  
HR/Admin.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRWOMAN**

(Signed)

**Tran Nu Ngoc Anh**

*Note: This document may be amended/supplemented and presented to the AGM for consideration and decision-making at the meeting*



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No. 02/2026/TTr-HĐQT

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Thai Nguyen, April ....., 2026

**SUBMISSION**

*For the approval of the 2026 business plan*

**To: THE GENERAL MEETING OF SHAREHOLDERS  
DONG A HOTEL GROUP JOINT STOCK COMPANY**

**Pursuant to:**

- Law on Enterprises No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Law on Securities No. 54/2019/QH14, passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to the Charter of Dong A Hotel Group Joint Stock Company ("Company's Charter").

Based on the business performance of the Company in 2025 and its development prospects, the Board of Directors respectfully submits the following 2026 Business Plan of Dong A Hotel Group Joint Stock Company to the General Meeting of Shareholders for consideration and approval:

No,	Indicators	2025 (VND)	2026 Target (VND)	2026 Target/2025 Actual Results
1	Charter Capital	842,000,000,000	842,000,000,000	100,0%
2	Net Revenue	52,445,211,516	50,000,000,000	95,33%
4	Earning After Tax	(70,726,440,728)	4,300,000,000	-
5	Dividend	-	-	-

Respectfully submitted!

**Recipients:**

- As above;
- BOD, Executive Board;
- HR/Admin.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRWOMAN**

(Signed)

**Tran Nu Ngoc Anh**

*Note: This document may be amended/supplemented and presented to the AGM for consideration and decision-making at the meeting*

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No. 03/2026/TTr-BKS

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Thai Nguyen, April ....., 2026

**SUBMISSION**

*For the approval of the selection of independent auditing company in 2026*

**To: THE GENERAL MEETING OF SHAREHOLDERS  
DONG A HOTEL GROUP JOINT STOCK COMPANY**

**Pursuant to:**

- *Law on Enterprises No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *Law on Securities No. 54/2019/QH14, passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
- *Pursuant to the Charter of Dong A Hotel Group Joint Stock Company ("Company's Charter").*

The Board of Supervisors of Dong A Hotel Group Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the selection of independent auditing company for 2026 financial statements, as follows:

1. Approval of the selection of independent auditing company for 2026 financial statements from the following list:
  - Moore AISC Auditing and Informatics Services Company Limited;
  - International Auditing and Valuation Company Limited;
  - An Viet Auditing Company Limited;
  - UHY Auditing and Consulting Company Limited.
2. In case the aforementioned auditing companies are deemed unsuitable, the Board of Supervisors respectfully requests the General Meeting of Shareholders to authorize the Board of Directors to select another auditing firm from the list of companies approved by the State Securities Commission (SSC) for 2026, concerning Dong A Hotel Group Joint Stock Company.

Respectfully submitted!

**Recipients:**

- *As above;*
- *BOD, BOS, Executive Board;*
- *HR/Admin.*

**ON BEHALF OF THE BOARD OF SUPERVISORS  
HEAD OF BOS**

*(Signed)*

**Nguyen Thi Linh**

*Note: This document may be amended/supplemented and presented to the AGM for consideration and decision-making at the meeting*

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No. 04/2026/TTr-HĐQT

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Thai Nguyen, April ....., 2026

**SUBMISSION**

*For the approval of profit distribution in 2025*

**To: THE GENERAL MEETING OF SHAREHOLDERS  
DONG A HOTEL GROUP JOINT STOCK COMPANY**

**Pursuant to:**

- *Law on Enterprises No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *Law on Securities No. 54/2019/QH14, passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
- *Pursuant to the Charter of Dong A Hotel Group Joint Stock Company ("Company's Charter").*

Based on the Company's business performance in 2025, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval the non-distribution of 2025 profits.

Respectfully submitted!

**Recipients:**

- *As above;*
- *BOD, Executive Board;*
- *HR/Admin.*

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRWOMAN**

*(Signed)*

**Tran Nu Ngoc Anh**

*Note: This document may be amended/supplemented and presented to the AGM for consideration and decision-making at the meeting*

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No. 05/2026/TTr-HĐQT

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Hanoi, April....., 2026

**SUBMISSION**

*For the approval of remuneration in 2025 and proposed plan in 2026 for the Board of Directors  
and Board of Supervisors*

**To: THE GENERAL MEETING OF SHAREHOLDERS  
DONG A HOTEL GROUP JOINT STOCK COMPANY**

**Pursuant to:**

- Law on Enterprises No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Law on Securities No. 54/2019/QH14, passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to the Charter of Smart Invest Securities Joint Stock Company ("Company's Charter").

The Board of Directors of Dong A Hotel Group Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the finalization of remuneration for 2025 and the remuneration payment plan for the Board of Directors and the Board of Supervisors in 2026, as follows:

1. Remuneration in 2025:

Based on the Company's business results for 2025, no remuneration shall be paid to members of the Board of Directors and the Board of Supervisors for 2025.

2. Remuneration plan for 2026:

For 2026, in order to concentrate the Company's financial resources on its business development activities, the Board of Directors proposes that no remuneration be paid to members of the Board of Directors and the Board of Supervisors for 2026.

Respectfully submitted!

**Recipients:**

- As above;
- BOD, Executive Board;
- HR/Admin.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRWOMAN**

(Signed)

**Tran Nu Ngoc Anh**

*Note: This document may be amended/supplemented and presented to the AGM for consideration and decision-making at the meeting*



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No: 06/2026/TTr-HĐQT

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*Ha Noi, April....., 2026*

**SUBMISSION**

*For the approval of Dismissal and Additional Election of Members of the  
Board of Directors and the Board of Supervisors*

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**To: THE GENERAL MEETING OF SHAREHOLDERS  
DONG A HOTEL GROUP JOINT STOCK COMPANY**

**Pursuant to:**

- *Law on Enterprises No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *Law on Securities No. 54/2019/QH14, passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
- *Pursuant to the Charter of Dong A Hotel Group Joint Stock Company ("Company's Charter").*
- *The applications for nomination/self-nomination for membership of the Board of Directors and the Supervisory Board of Dong A Hotel Group Joint Stock Company for the 2026–2031 term*

In accordance with the Company's Charter, the term of office of the Board of Directors for the 2021–2026 term shall expire at the 2026 Annual General Meeting of Shareholders. In addition, the Board of Directors has received resignation letters from (01) members of the Board of Directors and (02) members of the Board of Supervisors.

After discussion, the Board of Directors for the 2021–2026 term has resolved to submit to the General Meeting of Shareholders for consideration and approval the following matters:

**I . Approval of the Dismissal of Members of the Board of Directors and the Supervisory Board**

1. Mrs. Trieu Tu Linh, Member of the Board of Supervisory for the 2022-2027 term, due to her resignation from the position of Member of the Board of Supervisory dated 26/03/2026
2. Mrs. Dao Thi Le Thanh, Member of the Supervisory Board for the 2023–2028 term, due to her resignation from the position of Member of the Supervisory Board dated 26/03/2026
3. Mr. Le Truong Giang, Member of the Board of Directors for the 2022–2027 term, due to his resignation from the position of Member of the Board of Directors dated 26/03/2026

**II . Approval of the Number of Members to be Elected for the 2026-2031 Term**

- Number of additional Board of Directors members to be elected: **02 members**
- Number of additional Board of Supervisors members to be elected: **02 member**.
- The additional election of the Board of Directors and the Board of Supervisors members shall be conducted through cumulative voting and by secret ballot, as stipulated in the Election Regulations attached to the meeting documents.

### **III . Approval of the Applications for Nomination/Self-Nomination for the 2026–2031 Term**

1. Mr. Tran Minh Tuan: Member of Board of Director for 2021-2026 term
- 2.

A brief introduction of the aforementioned candidate is provided to shareholders in the meeting materials. In addition to the candidate, shareholders/shareholder groups meeting the conditions stipulated in the 2020 Law on Enterprises and the Company's Charter are also entitled to self-nominate or nominate candidates for election by the General Meeting of Shareholders as additional members of the Board of Directors and the Board of Supervisors

Respectfully submitted!

**Recipients:**

- *As above;*
- *BOD, Executive Board;*
- *HR/Admin.*

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRWOMAN**

*(Signed)*

**Tran Nu Ngoc Anh**

*Note: This document may be amended/supplemented and presented to the AGM for consideration and decision-making at the meeting.*

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No.: 07/2026/TTr-HDQT

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Thai Nguyen, date ... month ... year 2026

## **REPORT**

*Ref: Amend and supplement the Company's charter and Regulations.*

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### **Respectfully to: GENERAL SHAREHOLDERS' MEETING**

#### **Pursuant to:**

- *Law on Enterprises No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *Law on Securities No. 54/2019/QH14, passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
- *Pursuant to the Charter of Dong A Hotel Group Joint Stock Company ("Company's Charter").*

1. Pursuant to the law, the Board of Directors respectfully submits to the General Shareholders' Meeting of Dong A Hotel Group Joint Stock Company ("**Company**") for consideration and approval the amendments and supplements to the Charter on the Organization and Operation of the Company (Company's Charter) (*the detailed contents of which are set out in the document attached to this Report*), with details as follows:

<b>No.</b>	<b>Current Charter Provisions</b>	<b>Proposed Amendments</b>	<b>Reason</b>
<b>1</b>	<b>Clause 3, Article 2:</b> <i>"3. Headquarters: - Address: Room C301, 3rd Floor, Dong A Trade Center Building, No. 668 Phan Dinh</i>	<b>Clause 3, Article 2:</b> <i>"3. Headquarters: - Address: Room C301, 3rd Floor, Dong A Trade Center Building, No. 668 Phan Dinh Phung Street, Group 47, Phan</i>	Change of administrative boundaries pursuant to Resolution No. 202/2025/QH15

	<p><i>Phung Street, Group 7, Dong Quang Ward, Thai Nguyen City, Thai Nguyen Province, Vietnam</i></p> <p><i>-Phone number: 02083651967</i></p> <p><i>- Fax: 02083658688</i></p> <p><i>- Website: mayplazahotel.com”</i></p>	<p><b><i>Dinh Phung Ward, Thai Nguyen Province, Vietnam</i></b></p> <p><i>- Phone number: 02083651967</i></p> <p><i>- Fax: 02083658688</i></p> <p><i>- Website: mayplazahotel.com”</i></p>	<p>of the National Assembly on the reorganization of provincial-level administrative units.</p>
<p>2</p>	<p><b>Clause 1, Article 4:</b></p> <p>Current business lines and their industry codes under the existing Charter:</p> <p><b>4773:</b> Other retail sale of new goods in specialized stores (Excluding Retail of Gold Bars)</p> <p><b>5510:</b> Short-term accommodation activities (Hotels, Villas, Resorts)</p> <p><b>6820:</b> Real estate consultancy and brokerage and auctioning, land use right auctioning (Real Estate Brokerage)</p> <p><b>9639:</b> Other remaining personal service activities n.e.c</p> <p><b>4541:</b> Sale of motorcycles</p> <p><b>4511:</b> Wholesale of motor vehicles and other motor vehicles</p>	<p><b>Clause 1, Article 4:</b></p> <p>Amendment and replacement of the industry codes for the following business lines:</p> <p><b>4773:</b> Retail sale of other new goods (except automobiles, motorcycles, motorbikes and accessories)</p> <p><b>5510:</b> Hotels and similar accommodations</p> <p><b>5520:</b> Other short-term accommodation services</p> <p><b>6829:</b> Other real estate activities on a fee or contract basis</p> <p><b>9690:</b> Other personal service activities</p> <p><b>4783:</b> Retail of motorcycles, motorbikes, spare parts and accessories of motorcycles</p>	<p>Change of economic sector codes pursuant to Decision No. 36/2025/QD-TTg issued by the Prime Minister.</p>

<p><b>4663:</b> Wholesale of construction materials and other installation supplies</p> <p><b>9329:</b> Other amusement and recreation activities n.e.c. (Badminton, Tennis, Table Tennis, Golf, Karaoke, Nightclub)</p> <p><b>7911:</b> Travel agency activities</p> <p><b>9610:</b> Steambath, massage and health improvement services (Excluding except sports activities)</p> <p><b>7990:</b> Reservation service and related activities</p> <p><b>4543:</b> Sale of motorcycle parts and accessories (Except for auction activities)</p> <p><b>4530:</b> Sale of parts and accessories for motor vehicles and other motor vehicles (Except for auction activities)</p> <p><b>6311:</b> Data processing, hosting and related activities</p> <p><b>4752:</b> Retail sale of hardware, paints, glass and other construction installation equipment in specialized stores</p>	<p>and motorbikes</p> <p><b>4663:</b> Wholesale of motorcycles, motorbikes, spare parts and accessories of motorcycles, motorbikes</p> <p><b>4661:</b> Wholesale of automobiles and other motor vehicles</p> <p><b>4673:</b> Wholesale of other construction materials and installation equipment</p> <p><b>9329:</b> Other recreational activities</p> <p><b>7911:</b> Travel agency</p> <p><b>9623:</b> Spa and sauna services</p> <p><b>7990:</b> Other tourism related activities</p> <p><b>4662:</b> Wholesale of spare parts and accessories for automobiles and other motor vehicles</p> <p><b>4782:</b> Retail sale of spare parts and accessories for cars and other motor vehicles</p> <p><b>6310:</b> Information technology infrastructure, data processing, storage and related activities</p>	
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<p><b>1410:</b> Manufacture of wearing apparel (except fur apparel)</p> <p><b>7810:</b> Activities of employment placement agencies</p> <p>Details: Domestic job introduction services (excluding brokerage, introduction, recruitment, and labor supply for enterprises engaged in labor export services).</p> <p><b>7490:</b> Other professional, scientific and technical activities n.e.c.</p> <p>Details: Consulting, construction, and technology transfer for environmental cleaning.</p> <p><b>3100:</b> Manufacture of furniture</p> <p>Details: Manufacturing of interior wooden furniture (excluding types of wood prohibited by the State).</p> <p><b>3315:</b> Repair and maintenance of transport equipment, except motor vehicles, motorcycles and other motor vehicles</p> <p><b>8129:</b> Industrial cleaning activities and specialized</p>	<p><b>4752:</b> Retail of hardware, paint, glass, other construction materials and installation equipment</p> <p><b>1410:</b> Manufacture of wearing apparel (except fur apparel)</p> <p><b>7810:</b> Activities of job placement centers</p> <p><b>7499:</b> Other professional, scientific and technological activities not elsewhere classified</p> <p><b>3101:</b> Production of wooden beds, cabinets, tables and chairs</p> <p><b>3315:</b> Repair and maintenance of means of transport (except cars, motorbikes, scooters and other motor vehicles)</p> <p><b>8129:</b> Other cleaning services</p> <p><b>3311:</b> Repair and maintenance of prefabricated metal products</p> <p><b>3312:</b> Repair and maintenance of machinery and equipment</p> <p><b>3313:</b> Repair and maintenance of electronic and optical equipment</p>	
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	<p>cleaning activities for buildings</p> <p><b>3311:</b> Repair of fabricated metal products</p> <p><b>3312:</b> Repair of machinery and equipment</p> <p><b>3313:</b> Repair of electronic and optical equipment</p> <p><b>3314:</b> Repair of electrical equipment</p> <p><b>3319:</b> Repair of other equipment</p>	<p><b>3314:</b> Repair and maintenance of electrical equipment</p> <p><b>3319:</b> Repair and maintenance of other equipment.</p>	
3	<p><b>Clause 4, Article 25:</b></p> <p><i>“4. Members of the Board of Directors shall satisfy the standards and conditions specified in Clause 1 and Clause 2 Article 155 of the Law on Enterprises”</i></p>	<p><b>Clause 4, Article 25:</b></p> <p><i>“4. Members of the Board of Directors may concurrently serve as members of the Board of Directors <b>or the Members’ Council in no more than five other companies</b>, and shall satisfy the standards and conditions specified in Clauses 1 and 2, Article 155 of the Law on Enterprises.”</i></p>	<p>Amendment pursuant to Decree No. 245/2025/ND-CP, amending and supplementing certain provisions of Decree No. 155/2020/ND-CP.</p>
4	<p><b>Clause 3, Article 26:</b></p> <p><i>“3. Composition of the Board of Directors:</i></p> <p><i>At least one third (1/3) of the</i></p>	<p><b>Clause 3, Article 26:</b></p> <p><i>“3. Composition of the Board of Directors:</i></p> <p><i>a. The composition of the</i></p>	<p>Amendment pursuant to Decree No. 245/2025/ND-CP, amending</p>

	<p><i>members of the Board of Directors of the Company shall be non-executive members. The Company shall minimize the number of members of the Board of Directors that concurrently hold executive positions in the Company to ensure the independence of the Board of Directors.</i></p> <p><i>The Board of Directors shall be composed so as to ensure the requisite number of independent members, as follows:</i></p> <p><i>a) At least 01 independent member if the Board of Directors has 03 – 05 members;</i></p> <p><i>b) At least 02 independent members if the Board of Directors has 06 – 08 members;</i></p> <p><i>c) At least 03 independent members if the Board of Directors has 09 – 11 members.”</i></p>	<p><b><i>Company’s Board of Directors must ensure an adequate number of non-executive members, as follows:</i></b></p> <p><b><i>- At least 01 non-executive member if the Board of Directors has 03 – 05 members;</i></b></p> <p><b><i>- At least 02 non-executive members if the Board of Directors has 06 – 08 members;</i></b></p> <p><b><i>- At least 03 non-executive members if the Board of Directors has 09 – 11 members.</i></b></p> <p><i>The Company shall minimize the number of members of the Board of Directors that concurrently hold executive positions in the Company to ensure the independence of the Board of Directors.</i></p> <p><b><i>b. The composition of the Board of Directors shall be composed so as to ensure the requisite number of independent members, as follows:</i></b></p>	<p>and supplementing certain provisions of Decree No. 155/2020/ND-CP.</p>
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		<p>- At least 01 independent member if the Board of Directors has 03 – 05 members;</p> <p>- At least 02 independent members if the Board of Directors has 06 – 08 members;</p> <p>- At least 03 independent members if the Board of Directors has 09 – 11 members.”</p>	
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The Charter on the Organization and Operation of the Company shall be issued and take effect upon approval by the General Shareholders’ Meeting

2. Pursuant to the law and Company’s charter, the Board of Directors respectfully submits to the General Shareholders’ Meeting for consideration and approval the amendments and supplements to the Internal Regulations on Corporate Governance (*the detailed contents of which are set out in the document attached to this Report*).
3. Pursuant to the law and Company’s charter, the Board of Directors respectfully submits to the General Shareholders’ Meeting for consideration and approval the amendments and supplements to the Regulations on the Operation of the Board of Directors (*the detailed contents of which are set out in the document attached to this Report*).
4. Pursuant to the law and Company’s charter, the Board of Directors respectfully submits to the General Shareholders’ Meeting for consideration and approval the amendments and supplements to the Regulations on Internal Audit (*the detailed contents of which are set out in the document attached to this Report*).

5. Pursuant to the law and Company's charter, following consultation and agreement with the Supervisory Board, the Board of Directors respectfully submits to the General Shareholders' Meeting for consideration and approval the amendments and supplements to the Regulations on Operation of the Supervisory Board (*the detailed contents of which are set out in the document attached to this Report*).

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

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRWOMAN**

*(Signed)*

**TRAN NU NGOC ANH**

*Note: This document may be amended/supplemented and presented to the AGM for consideration and decision-making at the meeting*

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom – Happiness**

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**COMPANY CHARTER**

**DONG A HOTEL GROUP JOINT STOCK COMPANY**

2026

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## INTRODUCTION

This Charter is ratified under the Resolution dated ..., 2026 of the GMS

### I. DEFINITIONS

#### Article 1. Definitions

1. For the purpose of this Charter, the terms below are construed as follows:

a) “charter capital” means the total face value of shares that have been sold or subscribed upon establishment of the Company as prescribed in Article 6 of this Charter;

b) “voting capital” means the share capital that bestows upon the holders the right to vote on the issues within the jurisdiction of the GMS;

c) “the Law on Enterprises” means the Law on Enterprises No. 59/2020/QH14 ratified by National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

d) “the Law on Securities” means the Law on Securities No. 54/2019/QH14 ratified by National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

dd) “Vietnam” means the Socialist Republic of Vietnam;

e) “establishment date” means the day on which the Company’s first Certificate of Enterprise Registration (Certificate of Business Registration and equivalent documents) is issued;

g) “executives” include the General Director, Deputy General Director, chief accountant and other executives prescribed by the Company’s Charter;

h) “managers” include the President of the Board of Directors, members of the Board of Directors, the General Director and persons holding other managerial positions prescribed by the Company’s Charter;

i) “related persons” are the organizations and individuals defined in Clause 46 Article 4 of the Law on Securities;

k) “shareholder” means an individual or organization that owns at least one share of the Company;

l) “founding shareholder” means a shareholder that holds at least one ordinary share and is included in the Company’s list of founding shareholder;

m) “major shareholder” is defined in Clause 18 Article 4 of the Law on Securities;

n) “operating period” is the period specified in Article 2 of this Charter and may be extended if approved by the GMS;

o) “Stock Exchanges” include Vietnam Exchange (VNX) and its subsidiary companies.

2. The references in this Charter also include their amendments or replacements.

3. The titles of Sections and Articles of this Charter are meant to facilitate readers and do not affect the contents of this Charter.

## **II. NAME, TYPE OF BUSINESS, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING PERIOD AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2. Name, type of business, headquarters, branches, representative offices, business locations, operating period of the Company**

#### 1. Name of the Company

- Vietnamese name: Công ty Cổ phần Tập đoàn Khách sạn Đông Á
- Foreign language name: Dong A Hotel Group Joint Stock Company
- Abbreviated name: Dong A Hotel Group.,JSC

2. Dong A Hotel Group Joint Stock Company is a joint stock company, which is a juridical person and is conformable with applicable regulations of law of Vietnam.

#### 3. Headquarters:

- Address: Room C301, 3rd Floor, Dong A Trade Center Building, No. 668 Phan Dinh Phung Street, Group 47, Phan Dinh Phung Ward, Thai Nguyen Province, Vietnam
- Phone number: 02083651967
- Fax: 02083658688
- Website: mayplazahotel.com

4. The Company may establish branches and representative offices to pursue its targets in accordance with decisions of the Board of Directors and the law.

The Company's operational network comprises the Head Office, branches, representative offices, and business locations established in accordance with applicable laws and this Charter.

5. Unless the Company is shut down before the expiration of the period specified in Clause 2 Article 54 or extends the operating period as prescribed in Article 55 of this Charter, the Company's operating period shall be indefinite from the establishment date.

### **Article 3. The legal representative of the company**

1. The Company has one legal representative. The Chairperson of the Board of Directors or the General Director shall be the legal representative of the Company. The legal representative shall fully represent the Company before third parties and shall not be subject to any restrictions in any transactions or areas, except for transactions within the authority of the General Meeting of Shareholders or the Board of Directors.

#### 2. Rights and Obligations of the Legal Representative

The legal representative of the Company is the individual authorized to represent the Company in exercising rights and fulfilling obligations arising from the Company's transactions, acting on behalf of the Company as a petitioner in civil matters, as a plaintiff, defendant, or related party before arbitration, courts, and in other rights and obligations as prescribed by law.

### 3. Responsibilities of the Legal Representative:

The legal representative of the Company shall:

- Perform the assigned rights and obligations honestly, prudently, and in the best manner to ensure the legitimate interests of the Company;
- Be loyal to the interests of the Company and refrain from abusing their position and authority or using the Company's information, secrets, business opportunities, and other assets for personal gain or for the benefit of any other organization or individual;
- Timely, fully, and accurately disclose to the Company any business in which they or their related persons hold ownership, shares, or capital contributions.

4. The legal representative of the Company shall bear personal liability for any damage caused to the Company due to violations of responsibilities specified in Clause 3 of this Article.

5. The legal representative of the Company must reside in Vietnam. If the legal representative leaves Vietnam, they must authorize another individual residing in Vietnam in writing to perform their rights and obligations as the legal representative. In this case, the legal representative remains responsible for the execution of the delegated rights and obligations.

6. If the authorization under Clause 5 of this Article expires and the legal representative has not returned to Vietnam or has not provided a new authorization, the authorized person shall continue to perform the rights and obligations of the legal representative until the legal representative resumes work at the Company or until the Board of Directors appoints another legal representative.

7. If the legal representative is absent from Vietnam for more than 30 days without authorizing another individual to act on their behalf or in the event of death, disappearance, criminal prosecution, temporary detention, imprisonment, enforcement of administrative measures at a compulsory detoxification or education center, loss or restriction of legal capacity, cognitive or behavioral difficulties, or is prohibited by a court from holding a position, practicing a profession, or engaging in certain work, the Board of Directors shall appoint another individual to act as the legal representative of the Company.

## **III. TARGETS, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY**

### **Article 4. Targets of the Company**

1. The Company's business lines:

<b>No.</b>	<b>Industry Code</b>	<b>Business Activities</b>	<b>Main Business Activities</b>
1.	4719	Other retail sale in non-specialized stores (Retail sale in supermarkets, Commercial Center)	
2.	4649	Wholesale of other household products (Excluding Wholesale of Pharmaceuticals)	
3.	4773	Retail sale of other new goods (except automobiles, motorcycles, motorbikes and accessories)	

<b>No.</b>	<b>Industry Code</b>	<b>Business Activities</b>	<b>Main Business Activities</b>
4.	5610	Restaurants and mobile food service activities	
5.	5510	Hotels and similar accommodations	<b>X</b>
6.	5520	Other short-term accommodation services	
7.	6810	Trading of own or rented property and land use rights	
8.	6829	Other real estate activities on a fee or contract basis	
9.	4390	Other specialized construction activities	
10.	4620	Wholesale of agricultural raw materials (except wood, bamboo) and live animals (Ornamental Creatures and Plants)	
11.	7110	Architectural and engineering activities and related technical consultancy (Construction Project Quality Supervision Consultancy)	
12.	5320	Courier activities (Mail and Parcel Transportation Services by Road and Air)	
13.	4933	Freight transport by road	
14.	9690	Other personal service activities	
15.	4321	Electrical installation	
16.	4311	Demolition	
17.	4312	Site preparation	
18.	4783	Retail of motorcycles, motorbikes, spare parts and accessories of motorcycles and motorbikes	
19.	4663	Wholesale of motorcycles, motorbikes, spare parts and accessories of motorcycles, motorbikes	
20.	4661	Wholesale of automobiles and other motor vehicles	
21.	4330	Building completion and finishing (Interior and Exterior Decoration)	
22.	4673	Wholesale of other construction materials and installation equipment	
23.	4634	Wholesale of tobacco and aztec tobacco products	
24.	9329	Other recreational activities	

No.	Industry Code	Business Activities	Main Business Activities
25.	4932	Other passenger land transport	
26.	7911	Travel agency	
27.	7912	Tour operator activities	
28.	9623	Spa and sauna services	
29.	5210	Warehousing and storage	
30.	4633	Wholesale of beverages	
31.	4101	Construction of residential buildings	
32.	4102	Construction of non-residential buildings	
33.	4211	Construction of railways	
34.	4212	Construction of roads	
35.	4221	Construction of electrical works	
36.	4222	Construction of water supply and drainage works	
37.	4223	Construction of telecommunications and communication constructions	
38.	4229	Construction of other utility projects <i>Details: Construction of civil, industrial, transportation, irrigation projects, and urban works of groups B and C; Construction of transportation, irrigation works, urban infrastructure, and industrial park projects, water supply and drainage works, and 35kV power transmission and substation works</i>	
39.	4291	Construction of hydraulic structures	
40.	4292	Construction of mining and quarrying facilities	
41.	4293	Construction of manufacturing facilities	
42.	4299	Construction of other civil engineering projects	
43.	7990	Other tourism related activities	

No.	Industry Code	Business Activities	Main Business Activities
44.	4610	Commission agents, brokers and auction agents (Airline ticket agency)	
45.	4662	Wholesale of spare parts and accessories for automobiles and other motor vehicles	
46.	4782	Retail sale of spare parts and accessories for cars and other motor vehicles	
47.	6310	Information technology infrastructure, data processing, storage and related activities	
48.	4653	Wholesale of agricultural machinery, equipment and supplies	
49.	4641	Wholesale of textiles, clothing and footwear	
50.	4752	Retail of hardware, paint, glass, other construction materials and installation equipment	
51.	2750	<p>Manufacture of domestic appliances</p> <p><i>Details:</i></p> <ul style="list-style-type: none"> <li>- Manufacturing household electrical appliances such as refrigerators, freezers, dishwashers, washing and drying machines, vacuum cleaners.</li> <li>- Manufacturing household thermoelectric appliances such as electric water heaters, electric blankets, dryers, electric combs, brushes, curling irons, electric irons, heaters and household fans, electric ovens, microwave ovens, and electric stoves.</li> </ul>	
52.	2819	<p>Manufacture of other general-purpose machinery</p> <p><i>Details: Manufacturing air conditioners.</i></p>	
53.	3091	<p>Manufacture of motorcycles</p> <p><i>Details: Manufacturing bicycles with an auxiliary motor.</i></p>	
54.	1410	Manufacture of wearing apparel (except fur apparel)	
55.	1020	Processing and preserving of fisheries and fishery products	
56.	1010	Processing and preserving of meat and meat products	
57.	0810	Quarrying of stone, sand, gravel and clay	

No.	Industry Code	Business Activities	Main Business Activities
58.	0710	Mining of iron ores	
59.	0520	Mining and gathering of lignite	
60.	0510	Mining and gathering of hard coal	
61.	3700	Water drainage and wastewater treatment	
62.	2022	Manufacture of paints, varnishes and similar coatings, printing ink and mastics <i>Details: Manufacturing and processing paints, putty, fillers, varnishes, and various wall coatings.</i>	
63.	0161	Support activities for crop production <i>Details: Agricultural crop planting services.</i>	
64.	8559	Other education n.e.c. <i>Details: Training and vocational education: automobile driving, information technology, foreign languages, tourism, hospitality, garment manufacturing, and business administration (The enterprise shall operate only after obtaining approval from the competent State authority).</i>	
65.	7810	Activities of job placement centers	
66.	8230	Organization of conventions and trade shows <i>Details: Organizing conferences and seminars (excluding press conferences).</i>	
67.	7310	Advertising <i>Details: Commercial advertising (excluding tobacco advertising).</i>	
68.	5229	Other transportation support activities <i>Details: Freight forwarding and warehousing services.</i>	
69.	3900	Remediation activities and other waste management services <i>Details: Treatment of domestic water, industrial wastewater, and residential wastewater.</i>	

No.	Industry Code	Business Activities	Main Business Activities
70.	7499	Other professional, scientific and technological activities not elsewhere classified	
71.	3290	Other manufacturing n.e.c. <i>Details: Manufacturing and installation of pipelines and accessories, water industry equipment; Production of construction materials and mechanical products.</i>	
72.	2511	Manufacture of structural metal products <i>Details: Manufacturing of steel structures.</i>	
73.	3101	Production of wooden beds, cabinets, tables and chairs	
74.	6190	Other telecommunications activities <i>Details: Telecommunications service agency.</i>	
75.	2592	Machining; treatment and coating of metals	
76.	4329	Other construction installation	
77.	2310	Manufacture of glass and glass products	
78.	2393	Manufacture of other porcelain and ceramic products	
79.	7410	Specialized design activities <i>Details: Specialized design activities (excluding construction design and vehicle design).</i>	
80.	1629	Manufacture of other products of wood; manufacture of articles of cork, straw	
81.	1392	Manufacture of made-up textile articles, except apparel	
82.	4322	Plumbing, heat and air-conditioning installation	
83.	2591	Forging, pressing, stamping and roll-forming of metal; powder metallurgy	

No.	Industry Code	Business Activities	Main Business Activities
84.	1811	Printing (Excluding prohibited activities as per state regulations)	
85.	7730	Renting and leasing of other machinery, equipment and tangible goods without operator <i>Details:</i> - <i>Leasing of agricultural and forestry machinery and equipment;</i> - <i>Leasing of construction machinery and equipment; - Leasing of office machinery and equipment (including computers);</i> - <i>Leasing of other tangible machinery, equipment, and goods not elsewhere classified.</i>	
86.	1812	Service activities related to printing	
87.	2395	Manufacture of concrete and articles of concrete, cement and plaster	
88.	3315	Repair and maintenance of means of transport (except cars, motorbikes, scooters and other motor vehicles)	
89.	8129	Other cleaning services	
90.	2710	Manufacture of electric motors, generators, transformers and electricity distribution and control apparatus <i>Details: Manufacturing of motors and generators; Manufacturing of electrical transformers, distribution, and control equipment.</i>	
91.	2731	Manufacture of fibre optic cables	
92.	2732	Manufacture of other electronic and electric wires and cables	
93.	2733	Manufacture of wiring devices	
94.	2790	Manufacture of other electrical equipment	
95.	3311	Repair and maintenance of prefabricated metal products	
96.	3312	Repair and maintenance of machinery and equipment	
97.	3313	Repair and maintenance of electronic and optical equipment	

No.	Industry Code	Business Activities	Main Business Activities
98.	3314	Repair and maintenance of electrical equipment	
99.	3319	Repair and maintenance of other equipment	
100.	3320	Installation of industrial machinery and equipment	
101.	2431	Casting of iron and steel	

2. The Company's operating targets: efficiently utilize mobilized capital from shareholders, domestic and foreign organizations for investment and business development activities, while innovating corporate management and governance to maximize profits; create employment opportunities for workers; continuously enhance shareholder benefits; contribute to the state budget and corporate development, in compliance with the laws of the State.

#### **Article 5. Scope of business and operation of the Company**

The Company may conduct business within the business lines specified in this Charter and changes thereof which have been registered to the business registration authority and published on the National Enterprise Registration Portal, in accordance with the regulations of Dong A Hotel Group Joint Stock Company, and to implement appropriate measures to achieve the Company's targets.

### **IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS**

#### **Article 6. Charter capital, shares, founding shareholders**

1. The Company's Charter capital is 842,000,000,000 VND (*in words: Eight hundred and forty two billion Vietnamese dong*)

The Company's Charter capital is divided into 84,200,000 shares with a nominal value of 10,000 VND/share.

2. The Company's Charter capital may be changed if approved by the GMS and conformable with regulations of law.

3. The Company's shares on the ratification date of this Charter include ordinary shares and preference shares. The rights and obligations of shareholders holding each type of these shares are specified in Article 12 and Article 13 of this Charter.

4. The Company may issue other preference shares after it is approved by the GMS and it is conformable with regulations of law.

5. Ordinary shares shall be offered first to existing shareholders in proportion to their holdings of ordinary shares in the Company, unless otherwise decided by the GMS. The unsubscribed shares shall be decided by the Board of Directors. The Board of Directors may distribute these shares to other shareholders and persons with no more favorable conditions than those of the shares offered to existing shareholders, unless otherwise approved by the GMS.

6. The Company may repurchase its own shares following the methods specified in this Charter and applicable laws.

7. The Company may issues other types of shares as prescribed by law.

#### **Article 7. Share certificates**

1. Shareholders of the Company shall be issued with share certificates which specify their holdings and types of shares being held.

2. The share certificate is a type of securities that certify the holder's lawful rights and interests to part of the share capital of the issuer. A share certificate shall contain all information specified in Clause 1 Article 121 of the Law on Enterprises.

3. Within 30 days from the submission of the satisfactory application for transfer of ownership of shares as prescribed by the Company, the period specified in the issuance terms from the date of full payment for the purchased shares as stipulated in the Company's share issuance plan, the holder of the shares shall be issued with the share certificate and is not required to pay the cost of printing the share certificate to the Company. This provision shall not apply in cases where the Company's shares have been registered for trading/listing on the Stock Exchange.

4. Except in cases where the Company's shares have been registered for trading/listing on the Stock Exchange, if a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued a new share certificate by the Company upon the shareholder's request. The shareholder's request must include the following details:

- a) Information about the lost or damaged share certificate;
- b) Declaration to take responsibility for any dispute that arises from the reissuance of the share certificate.

#### **Article 8. Other securities certificates**

Bond certificates and other securities certificates issued by the Company shall bear the signatures of the legal representatives and seal of the Company.

#### **Article 9. Transfer of shares**

1. All shares may be transferred freely unless otherwise prescribed by this Charter and the law. Shares that are listed and registered on Stock Exchanges may be transferred in accordance with regulations of law on securities and the securities market.

2. Shares that are not fully paid for must not be transferred and shall not receive relevant rights such as right to dividends, right to receive shares additionally issued to increase share capital from equity, right to buy new shares and other benefits prescribed by law.

#### **Article 10. Withdrawal of shares (upon enterprise registration)**

1. In case a shareholder fails to fully and punctually pay for the shares, the Board of Directors shall send a notice and is entitled to request the shareholder to pay the remaining amount and take liability in proportion to the total face value of the subscribed shares to the Company for the damage caused by the failure to fully pay for the shares.

2. The notice shall specify the new deadline (at least [07 days] from the noticing date), payment location and that the unpaid shares will be withdrawn if they are not paid for as requested.

3. The Board of Directors is entitled to withdraw the shares that are not fully and punctually paid for if such a request is not fulfilled.
4. Withdrawn shares shall be considered authorized shares as prescribed in Clause 3 Article 112 of the Law on Enterprises. The Board of Directors may, directly or through a third party, sell or redistribute these shares under the conditions and methods considered appropriate by the Board of Directors.
5. The shareholder holding the withdrawn shares will no longer be shareholder of these shares but still has the liability in proportion to the total nominal value of the subscribed shares upon withdrawal under the decision of the Board of Directors for the period from the date of withdrawal to the date of payment. The Board of Directors has the full authority to enforce payment for the entire value of the share certificate at the time of withdrawal.
6. The withdrawal notice shall be sent to the holder of withdrawn shares before the withdrawal time. The withdrawal shall be still carried out if the notice is erroneous or the notice is not successfully sent.

## **V. ORGANIZATIONAL STRUCTURE, ADMINISTRATION AND SUPERVISE**

### **Article 11. Organizational structure, administration and supervise**

Organizational structure, administration and supervise of the Company include:

1. The GMS;
2. The Board of Directors;
3. The Board of Supervisors;
4. The General Director.

Additionally, the Company has other Executives who participate in the management of the Company's affairs.

## **VI. SHAREHOLDERS AND GMS**

### **Article 12. Rights of shareholders**

1. Common shareholders shall have the following rights:
  - a) Participate, comment in the GMS; exercise the right to vote directly or through authorized representatives or another method prescribed by the Company's Charter and the law. Each Common share has one vote;
  - b) Receive dividends at the rate decided by the GMS;
  - c) Priority when buying new shares in proportion to each shareholder's holding of Common shares;
  - d) Freely transfer shares to other persons, except in the cases specified in Clause 3 Article 120, Clause 1 Article 127 of the Law on Enterprises and relevant laws;
  - dd) Access, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves;
  - e) Access, examine and extract or copy the Company's Charter, minutes of meeting and resolutions of the GMS;

- g) When the Company is dissolved or goes bankrupt, receive part of the remaining assets in proportion to their holdings in the Company;
- h) Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
- i) Equal treatment. Each share of the same type bestows its holder equal rights, obligations and interests. If the Company has preference shares, rights and obligations associated with these preference shares must be approved by the GMS and informed to the shareholders;
- k) Access to periodic and extraordinary information disclosed by the Company as prescribed by law;
- l) Have their lawful rights and interests protected; demand suspension, cancellation or resolutions and decisions of the GMS and the Board of Directors in accordance with the Law on Enterprises;
- m) Other rights prescribed by law and the Company's Charter.

2. The shareholder or group of shareholders that holds at least 5% of total Common shares has the rights to:

- a) Request the Board of Directors to convene the GMS in accordance with Clause 3 Article 115 and Article 140 of the Law on Enterprises;
- b) Examine, extract the minutes, resolutions and decisions of the Board of Directors, biannual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors and other documents, except documents relevant to the Company's trade secrets;
- c) Request the Board of Supervisors to inspect specific issues relevant to the management and operation of the Company where necessary. The request must be made in writing and contain: full names, mailing addresses, nationalities, ID numbers of shareholders that are individuals; names, enterprise/organization ID numbers and headquarters addresses of shareholders that are organizations; quantity of shares and share subscription time of each shareholder, total shares of the group of shareholders and their holdings; the issues that need inspecting and purposes of inspection;
- d) Propose inclusion of the issues in the agenda of the GMS. The proposal must be made in writing and sent to the Company at least 03 working days before the opening date. The proposal shall specify the shareholder's name, quantity of each type of shares being held by the shareholder and the proposed issues;
- dd) Other rights prescribed by law and the Company's Charter.

3. The shareholder or group of shareholders that holds at least 10% of total Common shares is entitled to nominate candidates to the Board of Directors and the Board of Supervisors. candidates shall be nominated as follows:

- a) The group of shareholders that nominate candidates to the Board of Directors and the Board of Supervisors must inform the participating shareholders before the opening of the GMS;

b) Depending on the quantity of members of the Board of Directors and the Board of Supervisors, the shareholders or groups of shareholders prescribed in this Clause may nominate one or some candidates according to the decision of the GMS to the Board of Directors and the Board of Supervisors. In case the number of nominated candidates is smaller than the maximum permissible number of candidates specified in the decision of the GMS, the remaining candidates shall be nominated by Board of Directors, the Board of Supervisors and other shareholders.

Shareholders or groups of shareholders holding at least 01% of the total ordinary shares shall have the right, either individually or on behalf of the Company, to initiate legal proceedings for personal liability or joint liability against members of the Board of Directors and the Chief Executive Officer in order to demand the return of benefits or compensation for damages to the Company or other individuals in the following cases:

a) Violation of the managerial duties of corporate officers as stipulated in Article 165 of the Law on Enterprises;

b) Failure to perform, incomplete performance, untimely performance, or performance in contravention of the law, the Company's Charter, or resolutions and decisions of the Board of Directors concerning the rights and obligations assigned;

c) Abuse of position and authority, as well as the use of Company information, know-how, business opportunities, or other assets for personal gain or to benefit another organization or individual;

d) Other cases as prescribed by law.

5. Within 15 days from the date of receipt of a lawsuit request from a shareholder or group of shareholders as specified in Clause 4 of this Article, the Supervisory Board must provide a written response acknowledging receipt of the request and proceed with the necessary legal procedures as requested.

6. If the Supervisory Board fails to initiate legal proceedings as requested under Clause 5 of this Article, or if the Company does not have a Supervisory Board, the shareholders or groups of shareholders specified in Clause 4 of this Article shall have the right to directly file a lawsuit against members of the Board of Directors and the Chief Executive Officer.

7. Shareholders or groups of shareholders as specified in Clause 4 of this Article shall have the right to review, inspect, and extract necessary information in accordance with a decision of the Court or Arbitration before or during the litigation process.

8. Shareholders or groups of shareholders as specified in Clause 2 of this Article shall have the right to request the convening of the General Meeting of Shareholders in the following cases:

a) The Board of Directors seriously violates shareholders' rights, fails to fulfill managerial obligations, or makes decisions beyond its authority;

b) The term of the Board of Directors has exceeded six months without a new Board being elected as a replacement;

c) Other cases as prescribed by this Charter.

9. The request for convening the General Meeting of Shareholders as specified in Clause 8 of this Article must be made in writing and must include the following information: full name, contact address, nationality, and legal identification number for individual shareholders; name, enterprise code or legal identification number of the organization, and registered office address for institutional shareholders; the number of shares and the date of share registration of each shareholder, the total number of shares held by the group of shareholders, and their ownership ratio in relation to the Company's total shares; as well as the basis and reasons for requesting the convening of the General Meeting of Shareholders. The request must be accompanied by supporting documents and evidence of the Board of Directors' violations, the extent of such violations, or decisions made beyond their authority.

### **Article 13. Obligations of shareholders**

Common shareholders have the obligations to:

1. Fully and punctually pay for the subscribed shares.
2. Not withdraw the capital that has been contributed in the form of Common shares in any shape or form, unless these shares are repurchased by the Company or other persons. Otherwise, the shareholder and persons with related interests in the Company shall be jointly responsible for the debts and other liabilities of the Company within the value of withdrawn shares and the damage caused.
3. Comply with the Company's Charter and internal regulations on company administration.
4. Comply with resolutions and decisions of the GMS and the Board of Directors.
5. Protect the confidential of information provided by the Company in accordance with the Company's Charter and the law; only use the provided information for exercising and protecting their lawful rights and interests; do not copy, send the information provided by the Company to any other organizations and individuals.
6. Participate in the GMS and exercise the right to vote in the following manners:
  - a) Participate and vote in person at the meeting;
  - b) Authorize other organizations and individuals to participate and vote at the meeting;
  - c) Participate and vote at online meeting; cast electronic votes or in other electronic forms;
  - d) Send votes by mail, fax or email;
7. Take personal responsibility when committing any of the following acts in the name of the Company in any shape or form:
  - a) Violations of law;
  - b) Business operations and other transactions for personal gain or serving the interests of other organizations and individuals;
  - c) Paying undue debts while the Company is facing financial risks.
8. Fulfill other obligations prescribed by applicable regulations of law.

## **Article 14. General Meeting of Shareholders (GMS)**

1. The GMS consists of all voting shareholders and is the highest decision-making body of the Company. The GMS shall be conducted annually and within 04 months from the ending date of the fiscal year. Unless otherwise prescribed by the Company's Charter, the Board of Directors may delay the date of conducting the annual GMS but still within 06 months from the ending date of the fiscal year. Extraordinary GMS may be conducted in addition to annual GMS. The location of GMS is where the chair participates in and must be within Vietnam's territory.

2. The Board of Directors shall convene the annual GMS and choose a suitable location. The annual GMS shall decide the issues prescribed by law and the Company's Charter and consider approving the audited annual financial statement. In case the audit report contains unqualified opinions, adverse opinions or disclaimer of opinion, the Company shall invite representative of the accredited audit organization that audited the Company's financial statement to participate in the annual GMS. The invited representative of the audit organization has the responsibility to participate in the annual GMS.

3. The Board of Directors shall convene an extraordinary GMS in the following cases:

- a) It is considered necessary for the Company's interests by the Board of Directors;
- b) The remaining number of Board of Directors or Board of Supervisors is smaller than the minimum number prescribed by law or the number of Board members has been reduced by more than one-third (1/3) of the number stipulated in this Charter;
- c) It is requested by the shareholder or group of shareholders prescribed in Clause 2 Article 115 of the Law on Enterprises; the request shall be made in writing, specify the reasons for convening such a meeting, and bear signatures of relevant shareholders. The written request may be made into multiple copies with signatures of relevant shareholders;
- d) It is requested by the Board of Supervisors;
- dd. Other cases prescribed by law and this Charter.

### **4. Convening the extraordinary GMS**

a) The Board of Directors shall convene the GMS within 60 days from the day on which the number of members of the Board of Directors, independent members of the Board of Directors or members of the Board of Supervisors falls below the minimum number mentioned in Point b Clause 3 of this Article, or from the date of request mentioned in Point c and Point d Clause 3 of this Article;

b) In case the Board of Directors fails to convene the GMS as prescribed in Point a Clause 4 of this Article, the Board of Supervisors shall convene the GMS instead of the Board of Directors within the next 30 days as prescribed in Clause 3 Article 140 of the Law on Enterprises;

c) In case the Board of Supervisors fails to convene the GMS as prescribed in Point b Clause 4 of this Article, the shareholder or group of shareholders mentioned in Point c Clause 3 of this Article is entitled to request the Company's representatives to convene the GMS in accordance with the Law on Enterprises;

In this case, the requesting shareholder or group of shareholders may request the business registration authority to supervise the process of convening, conducting and decision-making of the GMS. The costs of convening and conducting the GMS shall be reimbursed by the Company. These costs do not include the costs incurred by the shareholders during their participation in the GMS, including lodging and travel costs.

d) The GMS shall be conducted following the procedures specified in Clause 5 Article 140 of the Law on Enterprises.

#### **Article 15. Rights and obligations of the GMS**

1. The GMS has following rights and obligations:

- a) Approve the Company's development orientations;
- b) Decide the types of authorized shares and quantity of each type; decide annual dividends of each type of shares;
- c) Elect, dismiss and discharge members of the Board of Directors and members of the Board of Supervisors;
- d) Decide investment in or sale of assets that are worth at least [35%] of the total assets written the Company's latest financial statement, [unless another ratio or value is prescribed by the Company's Charter];
- dd) Decide revisions to the Company's Charter;
- e) Approve annual financial statements;
- g) Decide repurchase of over 10% of shares of each type;
- h) Consider taking actions against violations committed by members of the Board of Directors and members of the Board of Supervisors if they cause damage to the Company and its shareholders;
- i) Decide re-organization and dissolution of the Company;
- k) Decide the budget or total remunerations, bonuses and other benefits of the Board of Directors and the Board of Supervisors;
- l) Approve internal regulations on company administration, operation of the Board of Directors and the Board of Supervisors;
- m) Approve the list of accredited audit organizations; decide whether to allow accredited audit organizations to inspect the Company's operation; dismiss accredited auditors where necessary;
- n) Other rights and obligations prescribed by law.

2. The GMS shall discuss and approve the following issues:

- a) The Company's annual business plan;
- b) The audited annual financial statement;
- c) The report of the Board of Directors on administration and performance of the Board of Directors and each of its members;
- d) The report of the Board of Supervisors on the Company's business performance, performance of the Board of Directors, the General Director;

- dd) The self-assessment report on performance of the Board of Supervisors and its members;
- e) Dividend per share of each type;
- g) The quantity of members of the Board of Directors and the Board of Supervisors;
- h) Election, dismissal and discharge of members of the Board of Directors and members of the Board of Supervisors;
- i) The budget or total remunerations, bonuses and other benefits of the Board of Directors and the Board of Supervisors;
- k) Approval for the list of accredited audit organizations; whether to allow accredited audit organizations to inspect the Company's operation; dismiss accredited auditors where necessary;
- l) Revisions to the Company's Charter;
- m) Types and quantity of additional shares of each type and transfer of shares by founders within the first 03 years after the establishment date;
- n) Division, consolidation, merger or conversion of the Company;
- o) Re-organization and dissolution (liquidation) of the Company and appointment of the liquidator;
- p) Investment in or sale of assets that are worth at least 35% of the total assets written the Company's latest financial statement;
- q) Repurchase of over 10% of shares of each type;
- r) Conclusion of contracts and transactions with the entities specified in Clause 1 Article 167 of the Law on Enterprises that are worth at least 35% of the Company's total assets written in the latest financial statement;
- s) Transactions specified in Clause 4 Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;
- t) Internal regulations on company administration, operation of the Board of Directors and the Board of Supervisors;
- u) Other issues prescribed by law and this Charter.

3. All resolutions and issues that have been included in the meeting agenda shall be discussed and voted on during the GMS.

#### **Article 16. Authorizing participation in GMS**

1. Shareholders and authorized representatives of shareholders that are organizations may directly participate or authorize one or some other organizations and individuals to participate in the GMS in one of the manners specified in Clause 3 Article 144 of the Law on Enterprises.

2. The authorization mentioned in Clause 1 of this Article shall be made into written documents. Authorization documents shall specify the name of the authorizing shareholder, the authorized individual or organization, the quantity of shares authorized, authorization contents and scope, authorization period, signatures of the authorizing party and the authorized party.

The authorized participants shall submit the authorization documents when registering their participation in the meeting. In case an authorized participant authorizes another person to participate in the meeting, the original authorization document issued by the shareholder or

authorized representative of the shareholder that is an organization shall be presented (if it is yet to be registered with the Company).

3. Votes casted the authorized participants within authorization scope shall be effective unless:

- a) The authorizing person is dead, has have limited legal capacity or is incapacitated;
- b) The authorizing person has cancelled the authorization;
- c) The authorizing person has cancelled the authority of the authorized person;

This Clause does not apply in case the Company receives a notification of any of the aforementioned events before the opening hour of the GMS or before the GMS is re-convened.

#### **Article 17. Changes of rights**

1. The change or cancellation of special rights associated with a certain type of preference shares is effective when it is voted for by a number of shareholders that represent at least 65% of the votes. The GMS's resolution that contains adverse changes to the rights and obligations of preference shareholders may only be ratified if it is voted for by a number of participating preference shareholders that hold at least 75% of preference shares of the same type, or approved by a number of preference shareholders that hold at least 75% of preference shares of the same type in case of questionnaire survey.

2. A meeting of shareholders holding a type of preference shares for approving the aforementioned change of right shall only be carried out when it is participated in by at least 02 shareholders (or their authorized representatives) that hold at least one third (1/3) of the nominal value of these shares. If the number of participating shareholders is not adequate, another meeting shall be carried out within 30 days regardless of the number of participating shareholders of that type of shares (or their authorized representatives) and the quantity of their shares. During the meeting, shareholders of that type of shares may, directly or through their representatives, request a ballot. Each share of that type has the same number of votes in such a meeting.

3. Procedures for carrying out such a meeting are similar to those specified in Articles 19, 20 and 21 of this Charter.

4. Unless otherwise prescribed by shares issuance clauses, special rights associated with preference shares regarding some or all issues relevant to distribution of profit or assets of the Company shall not be changed when the Company issues additional shares of the same type.

#### **Article 18. Convening, agenda and invitations to the GMS**

1. The Board of Directors shall convene annual and extraordinary GMS. The Board of Directors shall convene extraordinary GMS in the cases specified in Clause 3 Article 14 of this Charter.

2. The person who convenes the GMS shall perform the following tasks:

- a) Compile the list of shareholders eligible to participate in and vote at the GMS. This list shall be compiled within 10 days before the day on which the invitation to the GMS is sent. The Company shall announce the compilation of this list at least 20 days before the deadline for registration;
- b) Prepare the meeting agenda and contents;
- c) Prepare meeting documents;

- d) Draft the resolution of the GMS according to the meeting contents;
- đ) Determine the meeting time and location;
- e) Make an announcement and send invitations to all shareholders that are eligible to participate in the GMS;
- g) Perform other tasks serving the general meeting.

3. The invitations to the GMS shall be sent to mailing addresses of all shareholders by express mail and posted on the websites of the Company, SSC and the Stock Exchange where the Company's shares are listed or registered. The person that convenes the GMS shall send invitations to all shareholders on the list of shareholders eligible to participate in the GMS at least 21 days before the opening date of the GMS (from the day on which the invitation is validly sent). The agenda of the GMS and documents relevant to the issues to be voted on at the GMS shall be sent to the shareholders and/or posted on the Company's website. In case these documents are not enclosed with the invitations, the invitations must contain the URL for these documents, including:

- a) The meeting agenda and documents to be used during the meeting;
- b) The list of and detailed information about all candidates for members of the Board of Directors and members of the Board of Supervisors;
- c) Votes;
- d) Draft resolution on each issue mentioned in the meeting agenda.

4. The shareholder or group of shareholders mentioned in Clause 2 Article 12 of this Charter is entitled to propose inclusion of other issues to the agenda of the GMS. The proposal must be made in writing and sent to the Company at least 03 working days before the opening date of the GMS. The proposal shall specify the shareholder's name, quantity of each type of shares being held by the shareholder and the proposed issues.

5. The person who convenes the GMS is entitled to reject the proposal mentioned in Clause 4 of this Article in any of the following cases:

- a) The proposal is sent against the regulations of Clause 4 of this Article;
- b) The proposing shareholder or group of shareholders is holding less than 5% of total Common shares when the proposal is made as prescribed in Clause 2 Article 12 of this Charter;
- c) The proposed issue is outside the jurisdiction of the GMS;
- d) Other cases prescribed by law and this Charter.

6. The person who convenes the GMS shall accept and include the proposed issues mentioned in Clause 4 of this Article to the intended meeting agenda, except in the cases specified in Clause 5 of this Article; the proposed issues shall be officially included in the meeting agenda if approved by the GMS.

#### **Article 19. Conditions for opening the GMS**

1. The GMS shall be carried out when it is participated in by a number of shareholders that represent over 50% of the voting shares.

2. In case the number of participating shareholders specified in Clause 1 of this Article is not adequate, invitations to the second meeting shall be sent within 30 days from the intended date of the first meeting. The second GMS shall be opened when it is participated in by a number of shareholders that represent at least 33% of the voting shares.

3. In case the number of participating shareholders specified in Clause 2 of this Article is not adequate, invitations to the third meeting shall be sent within 20 days from the intended date of the second meeting. The third GMS shall be opened regardless of the number of participating shareholders.

#### **Article 20. Procedures for carrying out and voting at the GMS**

1. Before opening the GMS, the Company shall complete the procedures for shareholder registration. All shareholders that are eligible to participate shall be registered in the following order:

a) The Company shall issue to each voting shareholder or their authorized representative a vote card which has a registration number and full name of the shareholder or the authorized representative, and the number of votes of the shareholder. The GMS shall discuss and vote on each issue in the agenda. Votes include affirmative votes, negative votes and abstentions. Affirmative votes shall be collected first, negative votes later. Affirmative votes and negative votes shall be counted. The vote counting result shall be announced by the chair right before the meeting is closed. The GMS shall elect vote counters or vote counting supervisors at the request of the chair. The number of members of the vote counting board shall be decided by the GMS at the request of the chair;

b) The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register their presence, participate and vote after registration. The chair does not have the responsibility to suspend the meeting and the effect of the decisions voted on before their presence shall remain unchanged.

2. Election of the chair, secretary and vote counting board:

a) The President of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the GMS if it is convened by the Board of Directors. If the President of the Board of Directors is absent or not able to work, other members of the Board of Directors shall elect one of them as the chair under the majority rule. In case a chair cannot be elected, the Chief Controller shall preside over the election of the chair among the participants by the GMS, in which case the person who receives the most votes shall chair the meeting;

b) In the case specified in Point a of this Clause, the person that signs the decision to convene the GMS preside over the election of the chair by the GMS. The person who receives the most votes shall chair the meeting;

c) The chair shall appoint one or some people as secretaries of the meeting;

d) The GMS shall elect one or some persons to the vote counting board at the request of the chair.

3. The meeting agenda and contents shall be approved by the GMS during the opening session. The agenda shall specify the time of each issue.

4. The chair is entitled to implement necessary and reasonable measures for making sure the meeting is kept in order, adheres to the approved agenda and reflects the needs of the majority of participants.

a) Arrange seats at the meeting location;

b) Ensure safety of the participants;

c) Enable shareholders to participate in (or continue to participate in) the GMS. The person who convenes the GMS has the full authority to change the aforementioned measures and implement any necessary measures such as issuing entry passes or other methods of selection.

5. The GMS shall discuss and vote on each issue in the agenda. Votes include affirmatives, negatives and abstentions. The vote counting result shall be announced right before the meeting is closed.

6. The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register their presence, participate and vote after registration. The effect of the decisions voted on before their presence shall remain unchanged.

7. The person who convenes the GMS or the chair has the rights to:

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

b) Request a competent authority to maintain order during the meeting; expel those who refuse to comply with the chair's requests, disrupt the order, obstruct the progress of the meeting or refuse to undergo security measures.

8. The chair is entitled to delay the meeting after an adequate number of participants have registered for up to 03 days from the initial meeting date. The GMS may only be delayed or relocated in the following cases:

a) The current location does not have adequate convenient seats for all participants;

b) Communications equipment is not sufficient for discussion and voting by participating shareholders;

c) The meeting is disrupted by one or some participants thus threatening the fairness and legitimacy of the meeting.

9. In case the chair delay or suspend the GMS against the regulations of Clause 8 of this Article, the GMS shall elect another participant as the chair, who will chair the meeting until the end; all resolutions ratified at that meeting shall be effective.

10. In case of an online meeting, the Company shall ensure that participating shareholders are able to vote electronically in accordance with Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.

#### **Article 21. Conditions for ratification of resolutions of the GMS**

1. Resolutions on the following issues shall be issued if they receive at least 65% affirmative votes from participating shareholders, except for the cases specified in Clauses 3, 4 and 6 Article 148 of the Law on Enterprises:

- a) Types of shares and quantity of each type;
  - b) Change of business lines;
  - c) Changes to the Company's organizational structure;
  - d) Investment projects or sale of assets that are worth at least 35% of the total assets written the Company's latest financial statement, unless another ratio or value is prescribed by the Company's Charter;
  - dd)) Re-organization, dissolution of the Company;
2. A resolution shall be ratified when it is voted for by a number of shareholders that hold over 50% of the votes of all participating shareholders, except for the cases specified in Clause 1 of this Article and Clauses 3, 4, 6 Article 148 of the Law on Enterprises.

3. A resolution of the GMS that is voted for by 100% of the voting shares shall be lawful and effective even if the procedures for convening the meeting and ratifying the resolution are not conformable with the Law on Enterprises and the Company's Charter.

**Article 22. Authority and procedures for carrying out questionnaire survey for ratification of resolutions of the GMS**

The authority and procedures for ratifying resolutions of the GMS by questionnaire survey:

1. The Board of Directors is entitled to carry out a questionnaire survey to ratify resolutions of the GMS when it is considered necessary for the Company's interests, except for the cases specified in Clause 2 Article 147 of the Law on Enterprises.

2. The Board of Directors shall prepare and send the questionnaires, draft resolutions of the GMS, explanatory documents to the voting shareholders at least 10 days before the deadline for submission of the questionnaires in accordance with Clause 3 Article 18 of this Charter.

3. A questionnaire shall contain the following information:

- a) The enterprise's name, headquarters address, identification number;
- b) Purposes of the survey;
- c) Full name, mailing address, nationality, ID number of the shareholder that is an individual; name, enterprise/organization ID number and headquarters address of the shareholder that is an organization or full name, mailing address, nationality, ID number of the representative of the shareholder that is an organization; quantity of shares of each type and the number of votes of the shareholder;
- d) The issues being voted on;
- dd) Voting options for each issue, including affirmative, negative and abstentions;
- e) Submission deadline;
- g) Full name and signature of the President of the Board of Directors.

4. Shareholders may send their completed questionnaires to the Company by mail, fax or email as follows:

- a) The questionnaire that is sent by mail shall bear the signature of the shareholder that is an individual or signature of the authorized representative of the shareholder that is an organization.

The questionnaire shall be put into a sealed envelope, which must not be opened before vote counting;

- b) Questionnaires that are sent by fax or email must be kept confidential until vote counting time;
- c) The questionnaires that are sent to the Company after the deadline or that are opened (for those sent by mail) or revealed (for those sent by fax or email) shall be invalidated. The shareholders that do not submit their questionnaires shall be considered not voting.

5. The Board of Directors shall count the votes and prepare the vote counting records in the presence of the Board of Supervisors or shareholders that are not holding managerial positions in the Company. The vote counting record shall contain the following information:

- a) The enterprise's name, headquarters address, identification number;
- B) The purposes and issues voted on;
- c) The quantity of shareholders and cast votes, including the quantity of valid and invalid votes, vote sending methods and the list of shareholders that have cast their votes;
- d) Quantity of affirmative votes, negative votes and abstentions on each issue;
- dd) Ratified issues and ratio of affirmative votes;
- g) Full name and signature of the President of the Board of Directors.

Members of the Board of Directors, vote counters and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting records and any damage caused by the decisions that are ratified because of inaccurate vote counting.

6. The vote counting record and resolutions shall be sent to the shareholders within 15 days from the vote counting completion date, or uploaded to the Company's website within 24 hours after vote counting is completed.

7. The completed questionnaires, vote counting record, ratified resolutions and documents enclosed with questionnaires shall be retained at the Company's headquarters.

8. A resolution shall be ratified by questionnaire survey if it receive at least 50% affirmative votes from voting shareholders and has the same value as those ratified at the GMS.

### **Article 23. Resolutions and minutes of meetings of the GMS**

1. Minutes of all GMS shall be taken in the form of written documents and may also be recorded or stored in other electronic forms. The minutes must be taken in Vietnamese and may also be in foreign languages with the following contents:

- a) The enterprise's name, headquarters address, identification number;
- b) Time and location of the GMS;
- c) Agenda and contents of the meeting;
- d) Full names of the chair and secretaries;
- dd) Summary of developments of the meeting and comments made during the meeting on each issue in the meeting agenda;

- e) The number of shareholders and their votes; a list of registered shareholders, shareholders' representatives that participated in the meeting, their holdings and votes;
  - g) Total votes on each issue, voting method, numbers of valid votes, invalid votes, affirmative votes, negative votes and abstentions; corresponding ratios of these votes to total number of votes of participating shareholders;
  - h) Ratified issues and ratios of affirmative votes;
  - i) Full name and signatures of the chair and secretaries. In case the chair or a secretary refuses to sign the minutes, the minutes is still effective if it bears the signatures of all other participating members of the Board of Directors and have adequate information prescribed in this Clause. The minutes shall specify that the chair or secretary refuses to sign it.
2. The GMS minutes shall be completed and ratified before the meeting ends. The chair and secretaries or other persons that sign the minutes shall be jointly responsible for its truthfulness and accuracy.
3. The minutes in Vietnamese and foreign languages have equal legal value. In case of discrepancies between the Vietnamese version and the foreign language version, the former shall apply. The minutes of the General Meeting of Shareholders must be sent to all shareholders within 15 days from the date of the meeting's conclusion; the dissemination of the minutes may be replaced by publishing them on the Company's official website.
4. Resolutions, minutes of the GMS, the list of registered participating shareholders bearing their signatures, meeting participation authorization documents, documents enclosed to the minutes (if any) and any related materials attached to the meeting invitation notice must be publicly disclosed within 24 hours from the conclusion of the General Meeting of Shareholders. These documents must be retained at the Company's headquarters.

#### **Article 24. Requesting cancellation of a resolution of the GMS**

Within 90 days from the receipt of the resolution or minutes of the GMS or the vote counting record, the shareholder or group of shareholders specified in Clause 2 Article 115 of the Law on Enterprises is entitled to request the court or arbitral tribunal to consider cancelling all or part of the resolution of the GMS in the following cases:

- 1. The procedures for convening the meeting and decision-making of the GMS seriously violate the Law on Enterprises and the Company's Charter, except in the cases specified in Clause 3 Article 21 of this Charter.
- 2. The contents of the resolution violate regulations of law or this Charter.

### **VII. THE BOARD OF DIRECTORS**

#### **Article 25. Nomination and self-nomination of members of the Board of Directors**

- 1. After candidates for members of the Board of Directors have been nominated, the Company shall publish information about these candidates at least 10 days before the opening date of the GMS on the Company's website for the shareholders to study their profiles before voting.

Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an honest and prudent manner for the best interests of the Company if he/she is given the position of member of the Board of Directors. Information about candidates includes:

- a) Full name, date of birth;
- b) Qualifications;
- c) Work experience;
- d) Other managerial positions (including positions in the Board of Directors of other companies);
- dd) Interests relevant to the Company and the Company's related parties;
- e) Other information (if any) specified in the Company's Charter;
- g) The public company shall publish information about the companies in which the candidates are holding the position of members of the Board of Directors and other managerial positions and their interests in these companies (if any).

2. Shareholder or groups of shareholders holding at least 10% of the total ordinary shares shall have the right to nominate candidates for the Board of Directors in accordance with Clause 5, Article 115 of the Law on Enterprises and Clause 3, Article 12 of this Charter.

3. In case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises and Clause 3 Article 12 of this Charter, the incumbent Board of Directors shall nominate more candidates or organize the nomination in accordance with the Company's Charter, company administration regulations and regulations on operation of the Board of Directors. This must be announced before the GMS starts to vote for members of the Board of Directors as prescribed by law.

4. Members of the Board of Directors may concurrently serve as members of the Board of Directors or the Members' Council in no more than five other companies, and shall satisfy the standards and conditions specified in Clauses 1 and 2, Article 155 of the Law on Enterprises.

#### **Article 26. Term of office and composition of the Board of Directors**

1. The Board of Directors has 03 members.

2. The term of office of members of the Board of Directors shall not exceed 05 years and has no term limit. An individual may only be elected as an independent member of Board of Directors of a company for up to 02 consecutive terms. In case the term of office of all members of the Board of Directors end at the same time, they shall remain members of the Board of Directors until new members are elected and take over the works.

3. Composition of the Board of Directors:

a. The composition of the Company's Board of Directors must ensure an adequate number of non-executive members, as follows:

- At least 01 non-executive member if the Board of Directors has 03 – 05 members;
- At least 02 non-executive members if the Board of Directors has 06 – 08 members;
- At least 03 non-executive members if the Board of Directors has 09 – 11 members.

The Company shall minimize the number of members of the Board of Directors that concurrently hold executive positions in the Company to ensure the independence of the Board of Directors.

b. a. The composition of the Company's Board of Directors must ensure the requisite number of independent members, as follows:

- At least 01 independent member if the Board of Directors has 03 – 05 members;
- At least 02 independent members if the Board of Directors has 06 – 08 members;
- At least 03 independent members if the Board of Directors has 09 – 11 members.

4. A member of the Board of Directors loses the status of member of the Board of Directors when he/she is replaced, dismissed or discharged by the GMS as prescribed in Article 160 of the Law on Enterprises.

5. Information about designation of members of the Board of Directors shall be disclosed in accordance with regulations of law on information disclosure on the securities market.

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

#### **Article 27. Rights and obligations of the Board of Directors**

1. The Board of Directors is a managerial body of the Company and has the full authority to make decisions, exercise rights and obligations of the Company in the name of the Company, except for the rights and obligations of the GMS.

2. Rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter and the GMS. To be specific:

- a) Decide the strategy, medium-term development and annual business plans of the Company;
- b) Propose types of authorized shares and quantity of each type;
- c) Decide the sale of unsold shares within the number of authorized shares of each type; decide other forms of raising additional capital;
- d) Decide selling prices for shares and bonds of the Company;
- dd) Decide repurchase of shares in accordance with Clause 1 and Clause 2 Article 133 of the Law on Enterprises;
- e) Decide investment plans and investment projects within its jurisdictions and limits prescribed by law;
- g) Decide solutions for market development, marketing and technology;
- h) Approve contracts for purchase, sale, lending and other contracts and transactions that are worth at least 35% of the total assets written the Company's latest financial statement, contracts and transactions within the jurisdiction of the GMS as prescribed in Point d Clause 2 Article 138, Clause 1 and Clause 3 Article 167 of the Law on Enterprises;
- i) Elect, dismiss, discharge the President of the Board of Directors; designate, discharge, conclude and terminate contracts with the General Director and other key managers prescribed by the Company's Charter; decide salaries, remunerations, bonuses and other benefits of these managers; authorize representatives to participate in the Board of Members or GMS of other companies; decide their remunerations and other benefits;

- k) Supervise the General Director and other managers operating everyday business of the Company;
- l) Decide the organizational structure, rules and regulations of the Company, establishment of subsidiary companies, branches, representative offices, capital contribution and purchase of shares of other enterprises;
- m) Approve the agenda and documents serving the GMS; convene the GMS or collect comments for the GMS to ratify its resolutions;
- n) Submit audited annual financial statements to the GMS;
- o) Propose dividends; decide the deadlines and procedures for paying dividends or settling losses incurred during business operation;
- p) Propose re-organization, dissolution of the Company; request bankruptcy of the Company;
- q) Decide promulgation of operation regulations of the Board of Directors, internal regulations on company administration after they are ratified by the GMS; decide promulgation of operating regulations of the Audit Committee affiliated to the Board of Directors, regulations on information disclosure;
- s) Other rights and obligations prescribed by the Law on Enterprises, the Law on Securities, other regulations of law and the Company's Charter.

3. The Board of Directors shall submit reports on its performance Pursuant to Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.

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

1. The company is entitled to pay remunerations and bonuses to members of the Board of Directors according to business performance.
2. Members of the Board of Directors are entitled to remunerations and bonuses. Remunerations are calculated according to the number of working days necessary for completion of their tasks and the daily rate. The Board of Directors shall estimate the remuneration of each member under unanimity rule. The total remunerations and bonuses for the Board of Directors shall be decided by the annual GMS.
3. Remunerations of each member of the Board of Directors shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement and reported at the annual GMS.
4. Members of the Board of Directors who are holding the executive positions or working in subcommittees of the Board of Directors or performing tasks other than normal tasks of members of the Board of Directors may be paid an additional remuneration in the form of a lump sum, salary, commission, profit percentage or another form decided by the Board of Directors.
5. Members of the Board of Directors are entitled to reimbursement for the costs of travel, lodging and other reasonable costs incurred during the performance of their tasks, including the costs of participation in meetings of the GMS, the Board of Directors or its subcommittees.

6. Members of the Board of Directors may have responsibility insurance purchased by the Company if this is approved by the GMS. This insurance does not cover responsibility of members of the Board of Directors relevant to violations against the law and the Company's Charter.

#### **Article 29. Chairperson of the Board of Directors**

1. The Chairperson of the Board of Directors shall be elected among the members of the Board of Directors by the Board of Directors, and dismissed by the Board of Directors.

2. The Chairperson of the Board of Directors must not concurrently hold the position of General Director.

3. Rights and obligations of the Chairperson of the Board of Directors:

a) Formulate operating plans and programs of the Board of Directors;

b) Prepare the agenda and documents of meetings; convene and chair meetings of the Board of Directors;

c) Organize the ratification of resolutions and decisions of the Board of Directors;

d) Supervise the process of implementation of resolutions and decisions of the Board of Directors;

dd) Chair the GMS;

e) Other rights and obligations prescribed by the Law on Enterprises and the Company's Charter.

4. In case the Chairperson of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors shall elect a new Chairperson within 10 days from the resignation or dismissal date.

5. In case the Chairperson of the Board of Directors is not present or is not able to perform his duties, he/she shall authorize another member in writing to perform the rights and obligations of the Chairperson of the Board of Directors. In case no one is authorized or the Chairperson of the Board of Directors is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his/her behaviors, is prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one of them to hold the position of Chairperson of the Board of Directors under the majority rule until a new decision is issued by the Board of Directors.

#### **Article 30. Meetings of the Board of Directors**

1. The Chairperson of the Board of Directors shall be elected during the first meeting of the Board of Directors within 07 working days after the same Board of Directors is elected. This meeting shall be convened and chaired by the member that receives the most votes. In case of a tie, the members shall vote under the majority rule to choose 01 person to convene the Board of Directors.

2. The Board of Directors shall have at least 01 meeting per quarter and may have ad hoc meetings.

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

a) The meeting is requested by the Board of Supervisors or independent members of the Board of Directors;

- b) The meeting is requested by the General Director or at least 05 more managers;
- c) The meeting is requested by at least 02 members of the Board of Directors;
- d) The Chairperson of the Board of Directors deems it necessary to convene a meeting of the Board of Directors;
- e) Other cases (if any).

4. The request for meeting mentioned in Clause 3 must be made in writing, specify the purposes, issues that need discussing and deciding by the Board of Directors.

5. The Chairperson of the Board of Directors shall convene the Board of Directors within 07 working days from the receipt of the request mentioned in Clause 3 of this Article. Otherwise, the Chairperson of the Board of Directors shall be responsible for the damage incurred by the Company; the requester is entitled to convene the meeting instead of the Chairperson of the Board of Directors.

6. The Chairperson of the Board of Directors or the person who convenes the meeting of the Board of Directors shall send invitations at least 03 working days before the meeting. The invitation shall specify the meeting time, location, agenda, issues that need discussing and deciding. The invitation shall be enclosed with documents to be used at the meeting and votes.

The invitations to the meeting of the Board of Directors may be a physical invitation, by phone, fax, email or other forms prescribed by the Company's Charter as long as they are delivered to the mailing address of each member of the Board of Directors registered at the Company.

7. The Chairperson of the Board of Directors or the person who convenes the meeting shall send the same invitations and enclosed documents to members of the Board of Supervisors.

Members of the Board of Supervisors are entitled to attend meetings of the Board of Directors; they are entitled to discuss but must not vote.

8. The meeting of the Board of Directors shall be opened when it is participated in by three fourths (3/4) of the members. In case the number of participating members is not adequate, the second meeting shall be convened within 07 days from the intended date of the first meeting. The second meeting shall be opened when it is participated in by more than half of the members of the Board of Directors.

9. It is considered that a member of the Board of Directors has participated in and voted at a meeting when he/she:

- a) Participate and vote in person at the meeting;
- b) Authorizes another person to participate in the meeting and vote in accordance with Clause 11 of this Article;
- c) Participate and vote at online meeting; cast electronic votes or in other electronic forms;
- d) Send votes by mail, fax or email;
- dd) Sends his/her votes using other means.

10. In case the votes are sent to the meeting by mail, they must be put in sealed envelopes and delivered to the Chairperson of the Board of Directors at least 01 hour before the opening hour. The votes shall only be opened in the presence of the meeting participants.

11. The members shall participate in all meetings of the Board of Directors. A member may authorize another person to participate in the meeting and vote if it is approved by the majority of the members of the Board of Directors.

12. A resolution or decision of the Board of Directors will be ratified if it is approved by the majority of the participating members. In case of a tie, the Chairperson of the Board of Directors shall have the casting vote.

### **Article 31. Subcommittees of the Board of Directors**

1. The Board of Directors may establish subcommittees that will take charge of development policies, personnel, salaries and bonuses, internal audit, risk management. The quantity of members of each subcommittee shall be decided by the Board of Directors with at least 03 persons that are members of the Board of Directors and external members. The subcommittees shall operate in accordance with regulations of the Board of Directors. A subcommittee's resolution is only effective when it is voted for by the majority of its members during its meetings.

2. The implementation of decisions of the Board of Directors or its subcommittees shall be conformable with applicable regulations of law, the Company's Charter and company administration regulations.

### **Article 32. Person in charge of company administration**

1. The Board of Directors of the Company shall appoint at least 01 person in charge of company administration, who will assist in administration works and may concurrently hold the position of the Company's secretary as prescribed in Clause 5 Article 156 of the Law on Enterprises.

2. The person in charge of company administration must not concurrently work for the accredited audit organization that is auditing the Company's financial statements.

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

a) Provide consultancy for the Board of Directors in organizing the General Meeting of Shareholders and performance of relevant tasks between the Company and its shareholders;

b) Prepare for meetings of the Board of Directors, the Board of Supervisors and the GMS as requested by the Board of Directors or the Board of Supervisors;

c) Provide consultancy on meeting procedures;

d) Participate in the meetings;

dd) Provide consultancy on procedures for lawful issuance of resolutions of the Board of Directors

e) Provide financial information, copies of minutes of meetings of the Board of Directors and other information for members of the Board of Directors and the Board of Supervisors;

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

h) Assist in contact between parties with relevant interests;

i) Protect confidentiality of in accordance with regulations of law and the Company's Charter;

j) Other rights and obligations prescribed by law and the Company's Charter.

## **VIII. THE GENERAL DIRECTOR AND OTHER EXECUTIVES**

### **Article 33. Organization of the management apparatus**

The Company's management apparatus shall be responsible to the Board of Directors, supervised and controlled by the Board of Directors in the Company's everyday business operation. The Company has a General Director, Deputy General Directors, a Chief Accountant and persons designated by the Board of Directors to hold other managerial positions. The designation and dismissal of these persons are subject to ratification by resolutions or decisions of the Board of Directors.

### **Article 34. The Company's executives**

1. The Company's executives include the General Director, Deputy General Director, Chief Accountant and other executives prescribed by the Company's Charter;
2. When requested by the General Director and approved by the Board of Directors, the Company may recruit other executives with the quantity and qualifications conformable the organizational structure and management regulations of the Company prescribed by the Board of Directors. Executives shall assist the Company in achieving its organizational and business objectives.
3. The General Director shall receive salaries and bonuses, which are decided by the Board of Directors.
4. Salaries of executives shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement and reported at the annual GMS.

### **Article 35. Designation, dismissal, duties and entitlements of the General Director**

1. The Board of Directors shall designate 01 member of the Board of Directors or hires a person as the General Director.
2. The General Director shall administer the Company's everyday business operation; be supervised by the Board of Directors; is responsible to the Board of Directors and the law for the performance of his/her rights and obligations.
3. The term of office of the General Director shall not exceed 05 years without term limit. The General Director shall satisfy the requirements prescribed by law and the Company's Charter.
4. The General Director has the following rights and obligations:
  - a) Decide the issues relevant to the Company's everyday business operation outside the jurisdiction of the Board of Directors;
  - b) Organize the implementation of resolutions and decisions of the Board of Directors;
  - c) Organize the implementation of the Company's business plans and investment plans;
  - d) Propose organizational structure and internal administration regulations of the Company;
  - dd) Designate, dismiss and discharge managerial positions in the Company, except for those within the jurisdiction of the Board of Directors;
  - e) Decide the salaries and other benefits of the Company's employees, including the managers designated by the General Director;

- g) Recruit employees;
- h) Propose dividend payment plan or business loss settlement;
- i) Other rights and obligations prescribed by law and the Company's Charter, resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director if it is approved by the majority of members of the Board of Directors who have the right to vote and participate in the meeting, and designate a new General Director.

## **IX. THE BOARD OF SUPERVISORS**

### **Article 36. Nomination and self-nomination of members of the Board of Supervisors (Supervisors)**

1. The nomination and self-nomination of members of the Board of Supervisors shall comply with Clause 1 and Clause 2 Article 25 of this Decree.
2. In case the number of nominated and self-nominated candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Supervisors shall nominate more candidates or organize the nomination in accordance with [the Company's Charter] and administration regulations and operating regulations of the Board of Supervisors. This must be announced before the GMS starts to vote for members of the Board of Supervisors as prescribed by law.

### **Article 37. Composition of the Board of Supervisors**

1. The Board of Supervisors has 03 members. The term of office of members of the Board of Supervisors shall not exceed 05 years without term limit.
2. Members of the Board of Supervisors shall satisfy the standards and conditions specified in Article 169 of the Law on Enterprises and the Company's Charter and shall not:
  - a) Work in the Company's accounting or finance department;
  - b) Be a member of employee of the independent accredited audit organization that is auditing the Company's financial statements over the last 03 years.
3. A member of the Board of Supervisors will be dismissed in the following cases:
  - a) He/she no longer fully satisfies the requirements specified in Clause 2 of this Article;
  - b) He/she hands in resignation letter which is accepted;
  - c) Other cases prescribed by law and this Charter.
4. A member of the Board of Supervisors will be discharged in the following cases:
  - a) He/she fails to fulfill the assigned tasks and duties;
  - b) He/she fails to perform his/her rights and obligations for 06 consecutive months, except in force majeure events;
  - c) He/she commits multiple or serious violations against obligations of members of the Board of Supervisors prescribed by the Law on Enterprises and the Company's Charter.
  - d) Other cases specified in the resolution of the GMS.

### **Article 38. Head of the Board of Supervisors**

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors among its members under the majority rule. More than half of the members of the Board of Supervisors shall be residents of Vietnam. The Head of the Board of Supervisors shall have a bachelor's degree or higher in economics, finance, accounting, audit, law, business administration or another major that is relevant to the enterprise's operation.

2. Rights and obligations of the Head of the Board of Supervisors:

a) Convene meetings of the Board of Supervisors;

b) Request the Board of Directors, the General Director and other executives to provide relevant information for reporting to the Board of Supervisors;

c) Prepare and sign reports of the Board of Supervisors after consulting with the Board of Directors for submission to the GMS.

### **Article 39. Rights and obligations of the Audit Committee**

In addition to the rights and obligations in Article 170 of the Law on Enterprises and the Company's Charter, the Board of Supervisors also has the following rights and obligations:

1. Submit and request the GMS to approve the list of accredited audit organizations, which will audit the Company's financial statements; choose the accredited audit organization that audits the Company's operation; discharge accredited auditors where necessary.

2. Take responsibility to the shareholders for the supervision tasks performed by the Board of Supervisors.

3. Supervise the Company's finance, lawfulness of operation of members of the Board of Directors, the General Director and other managers.

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

5. Send a written notice to the Board of Directors within 48 hours after discovery of violations against the law or the Company's Charter by a member of the Board of Directors, General Director or another executive of the Company, and request the violator to stop committing the violations and take remedial measures.

6. Formulate the Regulations on Operation of the Board of Supervisors and submit them to the GMS for ratification.

7. Submit reports to the GMS in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.

8. Access the Company's documents retained at its headquarters, branches and other locations; enter the working locations of the Company's managers and employees during office hours.

9. Request the Board of Directors, its members, the General Director and other managers to provide accurate, adequate and timely information and documents about the Company's management and operation.

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

#### **Article 40. Meetings of the Board of Supervisors**

1. The Board of Supervisors shall have at least 02 meetings per year. Each meeting must be participated in by at least two thirds (2/3) of its members. Minutes of these meetings must be detailed, bear the signatures of the minute taker and participating members. All minutes of meetings of the Board of Supervisors must be retained in order to attribute responsibility of each member.

2. The Board of Supervisors is entitled to request members of the Board of Directors, The General Director and representatives of the accredited audit organization to participate in its meetings and clarify raised issues.

#### **Article 41. Salaries, remunerations, bonuses and other benefits of members of the Board of Supervisors**

The salaries, remunerations, bonuses and other benefits of members of the Board of Supervisors shall comply with the regulations below:

1. Members of the Board of Supervisors shall receive salaries, remunerations, bonuses and other benefits under the decision of the GMS. The GMS shall decide the salaries, remunerations, bonuses and other benefits and annual budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall the reasonable costs of accommodation, travel and independent counseling services reimbursed. The total costs must not exceed the annual budget of the Board of Supervisors which has been approved by the GMS, unless otherwise decided by the GMS.

3. Salaries and operating costs of the Board of Supervisors shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement.

#### **X. RESPONSIBILITY OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR AND OTHER EXECUTIVES**

Members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives shall fulfill their duties as members of subcommittees of the Board of Directors in a truthful and prudent manner to serve the interests of the Company.

#### **Article 42. Responsibility for honesty and prevention of conflict of interest**

1. Members of the Board of Supervisors, members of the Board of Supervisors, General Director and other managers shall disclose their relevant interests in accordance with the Law on Enterprises and relevant legislative documents.

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

3. Members of the Board of Supervisors, members of the Board of Supervisors, the General Director and other managers shall send written notices to the Board of Directors and the Board of Supervisors of the transactions between the Company, subsidiary companies, companies over 50% of charter capital of which is held by the Company with them or with their related persons as

prescribed by law. The Company shall disclose information about the transactions that are approved by the GMS or the Board of Directors in accordance with regulations of the Law on Securities on information disclosure.

4. Members of the Board of Supervisors must not vote on the transactions that bring interests to themselves or their related persons as prescribed by the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and their related persons must not use or reveal internal information for carrying out relevant transactions.

6. Transactions between the Company with one or some members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives and their related persons shall not be invalidated in the following cases:

a) For transactions whose value do not exceed 20% of the total assets written in the latest financial statement, important contents of the contracts or transactions as well as relationships and interests of members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives have been reported to the Board of Directors and are approved by the majority of the members of the Board of Directors without relevant interests;

b) For transactions whose separate value or cumulative value over 12 months from the day the first transaction is conducted exceed 20% of the total assets written in the latest financial statement, important contents of the contracts or transactions as well as relationships and interests of members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives have been disclosed to the shareholders and are approved by the GMS by votes of shareholders without relevant interests.

#### **Article 43. Responsibility for damage and compensation**

1. Any members of the Board of Directors, members of the Board of Supervisors, the General Director or other executives that fail to fulfill their duties in a truthful and prudent manner shall be held responsible for their violations.

2. The Company shall pay compensation for the persons who have become or may become a related party in the complaints, lawsuits, charges (including administrative and civil cases other than lawsuits filed by the Company) if they were or are members of the Board of Directors, members of the Board of Supervisors, General Director, other executives, employees or authorized representatives of the Company who performed or are performing their duties as authorized by the Company, act in a lawful, honest and prudent manner for the Company's interests, and there is no evidence that they fail to fulfill their duties.

3. Costs of compensation include judgment costs, fines, amounts payable in reality (including lawyer payment) during the settlement of these cases. The Company may purchase insurance for these people in order to avoid this liability.

### **XI. RIGHTS TO ACCESS THE COMPANY'S DOCUMENTS AND RECORDS**

#### **Article 44. Rights to access the Company's documents and records**

1. Common shareholders have the rights to access the Company's documents and records. To be specific:

- a) Common shareholders are entitled to access, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves; examine, access, extract or copy the Company's Charter, minutes and resolutions of the GMS;
  - b) The shareholder or group of shareholders that hold at least 05% of Common shares is entitled to examine, access extract the minutes, resolutions and decisions of the Board of Directors, biannual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors and other documents, except documents relevant to the Company's trade secrets.
2. In case the authorized representatives of the aforementioned shareholder or group of shareholders request access to documents and records, the request shall be enclosed with the authorization letter (or its notarized copy) issued by the shareholder or group of shareholders.
  3. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives are entitled to access the Company's shareholder register, list of shareholders, other documents and records for the purposes that are relevant to their positions, provided this information is kept confidential.
  4. The Company shall retain this Charter and its revising documents, the Certificate of Enterprise Registration, regulations and documents proving the ownership of assts, resolutions of the GMS and the Board of Directors, minutes of the GMS and the Board of Directors, reports of the Board of Directors and the Board of Supervisors, annual financial statements, accounting records and other documents prescribed by law at its headquarters or another location, provided the shareholders and business registration authorities are informed of the location where these documents are retained.
  5. The Company's Charter shall be posted on the Company's website.

## **XII. EMPLOYEES AND TRADE UNION**

### **Article 45. Employees and Trade Union**

1. The General Director shall formulate a plan for the Board of Directors to approve issues relevant to recruitment, resignation, salaries, social insurance, benefits, discipline and commendation of employees and executives.
2. The General Director shall formulate a plan for the Board of Directors to approve issues relevant to the Company's relationships with trade union organizations according to best standards, practice and management policies, the practice and policies specified in this Charter, the Company's regulations and applicable laws.

## **XIII. DISTRIBUTION OF PROFITS**

### **Article 46. Distribution of profits**

1. The GMS shall decide the dividends and method of annual dividend payment from the Company's retained profit.
2. The Company shall not pay interest on dividends or the payments relevant to a certain type of shares.
3. The Board of Directors may request the GMS to decide payment of all or part of dividends in shares, and the Board of Directors shall execute this decision.

4. In case the dividends or other amounts are relevant to a type of shares are paid in cash, the Company shall pay them in VND. Payment may be carried out directly or through banks on the basis of detailed information about bank accounts provided by the shareholders. The Company is not responsible if a shareholder does not receive money after the Company has transferred money according to the information provided by that shareholder. Dividends of shares listed/registered on other Stock Exchanges may be paid via securities companies or VSDCC.

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall ratify the resolution or decision which specifies the shareholder list closing date. Registered shareholders or holders of other securities are entitled to receive dividends in cash or shares, notice and other documents.

6. Other issues relevant to profit distribution prescribed by law.

#### **XIV. BANK ACCOUNTS, FISCAL YEARS AND ACCOUNTING**

##### **Article 47. Bank accounts**

1. The Company shall open accounts at Vietnamese banks or foreign bank branches that are permitted to operate in Vietnam.

2. Where necessary and if permitted by competent authorities, the Company may open foreign bank accounts in accordance with regulations of law.

3. All payments and accounting transactions of the Company shall be carried out through the Company's VND or foreign currency bank accounts.

##### **Article 48. Fiscal year**

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

##### **Article 49. Accounting**

1. The Company shall apply corporate accounting regulations or special accounting regulations promulgated and approved by competent authorities.

2. The Company's accounting records shall be written in Vietnamese and retained in accordance with accounting laws and relevant laws. These records shall be accurate, up to date, systematic, and able to prove and explain the Company's transactions.

3. The accounting currency shall be VND. If the Company's transactions primarily use a foreign currency, the Company may use it as accounting currency, take legal responsibility and send a notice to its supervisory tax authority.

#### **XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE**

##### **Article 50. Annual, half-year and quarterly financial statements**

1. The Company shall prepare annual financial statements, which have to be audited as prescribed by law. The Company shall disclose the audited annual financial statements in accordance with regulations of law on disclosing information on the securities market and submit them to competent authorities.

2. The annual financial statements shall have adequate contents, appendices and descriptions prescribed by corporate accounting laws. Annual financial statements shall truthfully and objectively reflect the Company's operation.

3. The Company shall prepare and disclose examined biannual financial statements and quarterly financial statements in accordance with regulations of law on disclosing information on the securities market and submit them to competent authorities.

#### **Article 51. Annual reports**

The Company shall prepare and publish annual reports in accordance with regulations of law on securities and the securities market.

### **XVI. AUDIT**

#### **Article 52. Audit**

1. The GMS shall appoint an independent audit company or authorize the Board of Directors to select one on the list of independent audit companies, which will audit the Company's financial statements of the next year under agreements with the Board of Directors.

2. Audit reports shall be enclosed with the Company's annual financial statements.

3. Independent auditors that audit the Company's financial statements are entitled to participate in the GMS, receive notices and information relevant to the GMS, comment at the GMS on the issues relevant to the audit of the Company's financial statements.

### **XVII. THE COMPANY'S SEALS**

#### **Article 53. The Company's seals**

1. Seals include physical seals and digital signatures prescribed by regulations of law on electronic transactions.

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

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

### **XVIII. DISSOLUTION OF THE COMPANY**

#### **Article 54. Dissolution of the Company**

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

- a) The operating period specified in the Company's Charter expires without a decision on extension;
- b) The dissolution is decided under a resolution or decision of the GMS;
- c) The Certificate of Enterprise Registration is revoked, unless otherwise prescribed by the Law on Tax Administration;
- d) Other cases prescribed by law.

2. Dissolution of the Company ahead of schedule (including extensions) shall be decided by the GMS and carried out by the Board of Directors. Such dissolution decision shall be announced and subject to approval by competent authorities (if mandatory) as per regulations.

#### **Article 55. Extension of operating period**

1. The Board of Directors shall convene the GMS at least 07 months before the expiry of the operating period for shareholders to vote on extension of the operating period of the Company at the request of the Board of Directors.

2. The operating period shall be extended if the extension is voted for by a number of shareholders that represent at least 65% of the votes of all participating shareholders.

#### **Article 56. Liquidation**

1. At least 06 months before the expiry of the Company's operating period or after a decision on dissolution of the Company is issued, the Board of Directors shall establish a liquidation board, which consists of 03 members, 02 of whom shall be appointed by the GMS and 01 by the Board of Directors from 01 independent audit company. The liquidation board shall formulate its own operating regulations. Members of the liquidation board may be selected from the Company's employees or independent experts. Priority shall be given to payment of liquidation costs over other debts of the Company.

2. The liquidation board shall inform the business registration authority of its establishment date and commencement date. From that date, the liquidation board shall perform all liquidation tasks on behalf of the Company in the court and administrative authorities.

3. Revenues from the liquidation shall be used in the following order:

a) Liquidation costs;

b) Unpaid salaries, severance pay, social insurance and other benefits of employees according to the collective bargaining agreement and employment contracts;

c) Tax debts;

d) Other debts of the Company;

dd) The remainder after payment of the debts specified in (a) to (d) shall be divided among the shareholders. Priority shall be given to preference shares.

### **XIX. SETTLEMENT OF INTERNAL DISPUTES**

#### **Article 57. Settlement of internal disputes**

1. In case of disputes and complaints relevant to the Company's operation, rights and obligations of shareholders prescribed by the Law on Enterprises, the Company's Charter, other laws or agreements between:

a) The shareholders and the Company;

b) The shareholders and the Board of Directors, the Board of Supervisors, the Director/General Director or other executives;

The parties shall try to settle these disputes through negotiation and mediation. Except for disputes that involve the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over the settlement of disputes and request each party to provide information about their dispute within 10 working days from the occurrence of the dispute. In case the dispute involves the Board of Directors or the Chairperson of the Board of Directors, either party is entitled to request Board of Supervisors to appoint an independent expert as a mediator.

2. In case the dispute cannot be settled through mediation within [06 weeks] or the mediator's decision is not accepted by the parties, either party may bring the case to court or arbitration.

3. The parties shall pay the cost of negotiation and mediation. Cost of proceedings at court shall be paid under the court's judgment.

## **XX. REVISING THE COMPANY'S CHARTER**

### **Article 58. The Company's Charter**

1. Revisions to this Charter are subject to approval by the GMS.

2. In case regulations of law that are relevant to the Company's operation are not mentioned in this Charter or new regulations of law contradict the contents of this Charter, the regulations of law shall be applied to regulate the Company's operation.

## **XXI. EFFECTIVE DATE**

### **Article 59. Effective date**

1. This Charter has 21 Sections, 59 Articles and is fully ratified by the GMS of Dong A Hotel Group Joint Stock Company on March 31, 2025 and concurrently approve the full effectiveness of this Charter.

2. This Charter shall be made into 10 copies with equal value and retained at the Company's headquarters.

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

4. Copies and extracts of this Charter shall be effective when they bear the signature of the Chairperson of the Board of Directors or at least half of the members of the Board of Directors.

**DONG A HOTEL GROUP JOINT STOCK COMPANY  
THE LEGAL REPRESENTATIVE OF THE COMPANY  
CHAIRPERSON OF THE BOARD OF DIRECTORS**

**TRAN NU NGOC ANH**

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

Draft

**INTERNAL REGULATIONS ON  
CORPORATE GOVERNANCE**

**Chapter I**  
**GENERAL PROVISIONS**

**Article 1. Scope and regulated entities,**

1. Scope: The Internal Regulations on Corporate Governance stipulate the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the Executive Board; the procedures and formalities for convening the General Meeting of Shareholders; the nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, the Supervisory Board, and the Executive Board; as well as other activities in accordance with the Charter on Organization and Operation (“Charter”) of Đông Á Hotel Group Joint Stock Company (“Company”) and other applicable legal regulations;
2. Regulated entities: These Regulations apply to members of the Board of Directors, the Supervisory Board, the Executive Board, and related persons.

**Article 2. Definitions and Concepts**

1. Definitions and Concepts: Unless otherwise defined, the terms used in this Regulation shall have the same meanings as those defined in the Company Charter.
2. In this Regulation, references to a particular provision or legal document shall include any amendments, supplements, or replacements thereof.

## **Chapter II**

### **GENERAL MEETING OF SHAREHOLDERS**

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

1. The General Meeting of Shareholders (“GMS”) consists of all shareholders with voting rights and is the highest decision-making body of the Company.
2. The GMS shall convene an annual meeting once a year, within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the annual GMS meeting if necessary, but not exceeding six (06) months from the end of the fiscal year.
3. In addition to the annual meeting, the GMS may hold extraordinary meetings.
4. The venue for the GMS meeting shall be determined as the location where the presiding officer attends the meeting and must be within the territory of Vietnam.
5. The rights and obligations of the GMS are stipulated in Article 15 of the Company’s Charter.

#### **A. PROCEDURES FOR THE GENERAL MEETING OF SHAREHOLDERS TO APPROVE RESOLUTIONS BY VOTING AT THE MEETING**

#### **Article 4. Authority to Convene the General Meeting of Shareholders**

1. The Board of Directors (“BOD”) shall convene the annual General Meeting of Shareholders and select an appropriate venue to resolve matters in accordance with the law and the Company’s Charter.
2. The BOD shall convene extraordinary General Meetings of Shareholders in the cases specified in Clause 3, Article 14 of the Company’s Charter.
3. Convening an Extraordinary General Meeting of Shareholders:
  - a) The BOD must convene a General Meeting of Shareholders within sixty (60) days from the date when the remaining members of the BOD/independent members of the BOD or members of the Supervisory Board are as stipulated in point b, Clause 3, Article 14 of the Company’s Charter, or upon receipt of a request as stipulated in points c and d, Clause 3, Article 14 of the Company’s Charter;
  - b) In the event that the BOD fails to convene the General Meeting of Shareholders in accordance with point a, Clause 3 of this Article, the Supervisory Board (“SB”) shall convene the General Meeting of Shareholders within the following thirty (30) days, as prescribed in Clause 3, Article 140 of the Enterprise Law;

- c) In the event that the Supervisory Board (“SB”) fails to convene the General Meeting of Shareholders in accordance with point b, Clause 3 of this Article, the shareholder(s) or group of shareholders specified in point c, Clause 3, Article 14 of the Company’s Charter shall have the right to request the Company’s representative to convene the General Meeting of Shareholders in accordance with Clause 4, Article 140 of the Enterprise Law;

In this case, the shareholder(s) or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening, conducting the meeting, and passing resolutions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These expenses do not include costs incurred by the shareholders to attend the meeting, including accommodation and travel expenses;

- d) The procedures for organizing the General Meeting of Shareholders shall comply with the provisions of Clause 5, Article 140 of the Enterprise Law.

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

The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days prior to the date of sending the notice of the General Meeting of Shareholders.

#### **Article 6. Notice of the Record Date of Shareholders Entitled to Attend the Meeting**

1. The Company shall disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the record date.
2. The notice of the record date for shareholders entitled to attend the meeting shall be posted on the Company’s website and sent to the State Securities Commission, the Stock Exchange, and the Vietnam Securities Depository in accordance with the provisions of securities law.

#### **Article 7. Notice of Convening the General Meeting of Shareholders**

The notice of the General Meeting of Shareholders shall be sent to all shareholders by means that ensure delivery to the shareholders’ contact addresses and shall also be published on the Company’s electronic information portal and on the websites of the State Securities Commission and the Stock Exchange where the Company’s shares are listed or registered for trading.

The person convening the General Meeting of Shareholders must send the notice to all shareholders on the list of shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the opening date of the meeting (calculated from the date the notice is sent or validly dispatched). The agenda of the General Meeting of Shareholders and related documents concerning matters to be voted on at the meeting shall be sent to the shareholders and/or published on the Company's electronic information portal.

In cases where the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice must clearly state the link to access all meeting documents, including:

- a) The agenda and materials to be used at the meeting;
- b) The list and detailed information of candidates in the case of elections for members of the Board of Directors or Supervisory Board;
- c) Voting ballots;
- d) Draft resolutions for each matter on the agenda.

#### **Article 8. Agenda and Content of the General Meeting of Shareholders**

1. The person convening the General Meeting of Shareholders shall prepare the agenda and content of the meeting.
2. Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of the Company's Charter have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposals must be in writing and submitted to the Company no later than three (03) working days prior to the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each type of shares held, and the matter proposed to be included in the agenda.
3. The person convening the General Meeting of Shareholders may refuse a proposal under Clause 2 of this Article in the following cases:
  - a) The proposal was not submitted in accordance with the provisions of Clause 2;
  - b) At the time of the proposal, the shareholder or group of shareholders does not hold at least five percent (5%) of the ordinary shares as stipulated in Clause 2, Article 12 of the Company's Charter;
  - c) The proposed matter is not within the authority of the General Meeting of Shareholders;
  - d) Other cases as prescribed by law and the Company's Charter.

4. The person convening the General Meeting of Shareholders must accept and include proposals under Clause 2 in the draft agenda and content of the meeting, except for cases specified in Clause 3 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

#### **Article 9. Authorization for Representatives to Attend the General Meeting of Shareholders**

1. Shareholders or their authorized representatives, if the shareholder is an organization, may attend the meeting in person or authorize one or more individuals or organizations to attend the meeting on their behalf, or attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Enterprise Law.
2. The authorization of an individual or organization to represent a shareholder at the General Meeting of Shareholders under Clause 1 of this Article must be made in writing. The written authorization shall comply with civil law regulations and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of authorization, the term of authorization, and the signatures of both the authorizing and authorized parties.

The authorized representative must submit the written authorization when registering for the meeting. In case of re-authorization, the attendee must also present the original authorization from the shareholder or the authorized representative (if it has not been previously registered with the Company).

3. The voting ballot of the authorized representative shall remain valid within the scope of authorization in the following cases, except where:
  - a) The authorizing shareholder has passed away, has restricted civil act capacity, or has lost civil act capacity;
  - b) The authorizing shareholder has revoked the authorization;
  - c) The authorizing shareholder has revoked the authority of the person executing the authorization.

This provision does not apply if the Company has received notice of any of the above events prior to the opening of the General Meeting of Shareholders or before the reconvened meeting

#### **Article 10. Procedures for Registering to Attend the General Meeting of shareholders**

Prior to the opening of the meeting, the Company shall conduct registration procedures for shareholders and shall continue registration until all shareholders entitled to attend the meeting have completed their registration.

#### **Article 11. Conditions for Convening the Meeting**

1. The General Meeting of Shareholders shall be convened when shareholders present represent more than fifty percent (50%) of the total voting shares.
2. If the first meeting does not meet the quorum as prescribed in Clause 1 of this Article, the notice of the second meeting shall be sent within thirty (30) days from the intended date of the first meeting.

The second General Meeting of Shareholders shall be convened when shareholders present represent at least thirty-three percent (33%) of the total voting shares.

3. If the second meeting does not meet the quorum as prescribed in Clause 2 of this Article, the notice of the third meeting shall be sent within twenty (20) days from the intended date of the second meeting.

The third General Meeting of Shareholders shall be convened regardless of the total number of voting shares represented by the shareholders present.

#### **Article 12. Methods of Approving Resolutions of the General Meeting of Shareholders**

1. Resolutions within the authority of the General Meeting of Shareholders ("GMS") shall be approved either by voting at the meeting or by written opinion.
2. Unless otherwise stipulated in the Company's Charter, resolutions of the GMS on the following matters must be approved by voting at the GMS:
  - a) Amendments or supplements to the Company's Charter;
  - b) Orientation for the Company's development;
  - c) Types of shares and the total number of each type of shares;
  - d) Election, dismissal, or removal of members of the Board of Directors and the Supervisory Board;
  - e) Decisions on investment or disposal of assets with a value of thirty-five percent (35%) or more of the total assets recorded in the Company's most recent financial statements, unless a different ratio or value is provided in the Company's Charter;
  - f) Approval of annual financial statements;
  - g) Reorganization or dissolution of the Company.

### **Article 13. Voting Procedures**

1. During shareholder registration, the Company shall issue to each shareholder or their authorized representative a voting card indicating the registration number, the full name of the shareholder, the name of the authorized representative (if applicable), and the number of votes of that shareholder.
2. Shareholders or their authorized representatives who arrive after the meeting has commenced may still register immediately and then participate and vote at the meeting. The chairperson is not required to pause the meeting to allow late registrants, and the validity of resolutions already passed shall remain unchanged.
3. Voting matters at the GMS:
  - a) Approval of procedural matters of the meeting:
    - Approval of the meeting agenda:
    - Approval of the list of vote-counting committee members:
    - Approval of election and vote-counting regulations:
    - Approval of the minutes and resolutions of the meeting.

- b) Approval of substantive decisions under the authority of the GMS;

Voting on matters submitted to the GMS, except for the election of members of the Board of Directors and Supervisory Board, shall be conducted by ballot according to the number of shares owned by the shareholder, with voting options: approve, disapprove, or abstain.

The Company may use information technology solutions to facilitate accurate, quick, and convenient vote counting for shareholders. Each shareholder shall receive a ballot indicating the number of shares owned and listing all items submitted for GMS approval. Shareholders may vote separately for each item.

Shareholders complete voting by placing their ballots in the ballot box at the time requested by the chairperson.

- c) Voting procedures for electing members of the Board of Directors and Supervisory Board:

The election of members of the Board of Directors and Supervisory Board shall be conducted using the cumulative voting method as prescribed in Clause 3, Article 148 of the Enterprise Law.

Ballots for the Board of Directors and Supervisory Board shall include information on the number of votes of each shareholder according to the shares owned, the list of candidates approved by the GMS, the maximum number of members to be elected, and instructions summarizing the cumulative voting method. Detailed voting procedures shall be set out in the election and vote-counting regulations.

Shareholders complete the election by placing their ballots in the ballot box at the time specified in the agenda and as requested by the chairperson.

4. In case the Company applies modern technology to organize the GMS via online meetings, the Company shall ensure that shareholders can attend and vote electronically or by other electronic forms in accordance with Article 144 of the Enterprise Law and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government providing detailed guidance on certain provisions of the Securities Law.

#### **Article 14. Vote Counting Procedures**

1. The General Meeting of Shareholders (“GMS”) shall discuss and vote on each item on the agenda. Voting shall be conducted with options: approve, disapprove, or abstain. At the meeting, ballots in favor of a resolution shall be collected first, followed by ballots against the resolution, and finally the total number of votes for and against shall be counted to determine the result.
2. The GMS shall elect individuals responsible for vote counting or supervising the vote counting process upon the recommendation of the Chairperson. The number of members of the vote-counting committee shall be determined by the GMS based on the Chairperson’s proposal.
3. Vote counting shall be conducted immediately after the voting process concludes, in a separate area at the meeting venue, under the supervision of shareholder representatives or representatives of the Chairperson’s Board.
4. The vote-counting committee may engage additional personnel and apply appropriate methods to ensure the accuracy, honesty, and objectivity of the results. Upon shareholder request, the Chairperson shall invite certain shareholder representatives to supervise the collection and counting of ballots.
5. Determination of the voting/election results at the GMS shall be made in accordance with the Company’s Charter and applicable law.

#### **Article 15. Conditions for Resolutions to be Approved**

1. Resolutions on the following matters shall be approved if approved by shareholders representing at least sixty-five percent (65%) of the total voting shares of all shareholders present at the meeting, except as otherwise provided in Clauses 3, 4, and 6 of Article 148 of the Enterprise Law:
  - a) Types of shares and the total number of each type;
  - b) Changes to the sectors, industries, or business lines;
  - c) Changes in the Company’s management organizational structure;

- d) Investment projects or disposal of assets with a value of thirty-five percent (35%) or more of the total assets recorded in the Company's most recent financial statements, unless a different ratio or value is specified in the Company's Charter;
  - e) Reorganization or dissolution of the Company;
  - f) Other matters as stipulated in the Company's Charter.
2. Resolutions shall be approved if supported by shareholders representing more than fifty percent (50%) of the total voting shares of all shareholders present at the meeting, except as specified in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Enterprise Law.
  3. Resolutions of the GMS approved by one hundred percent (100%) of the total voting shares entitled to vote are legal and valid even if the procedures for convening the meeting or approving the resolution violate the provisions of the Enterprise Law or the Company's Charter.

#### **Article 16. Announcement of Vote Counting Results**

1. Upon completing the vote counting, the vote-counting committee shall prepare minutes signed by all members of the committee and report the results to the Chairperson. The Chairperson shall invite the vote-counting committee to announce the results to all attendees of the General Meeting of Shareholders ("GMS").
2. The Head of the vote-counting committee shall read the minutes of the vote-counting results on behalf of the committee.
3. The announcement of the vote-counting results must specify the number of votes in favor, the number of votes against, the number of abstentions, and other opinions for each item on the agenda of the GMS.
4. The results of the vote counting shall be announced by the Chairperson immediately before the meeting is adjourned and shall serve as the basis for the Secretary to include in the draft minutes and draft resolutions of the meeting.

#### **Article 17. Procedures for Objecting to Resolutions of the General Meeting of Shareholders**

1. Shareholders who voted against a resolution concerning the reorganization of the Company or changes to shareholders' rights and obligations as stipulated in the Company's Charter shall have the right to request the Company to repurchase their shares. Such a request must be in writing, clearly stating the shareholder's name, address, the number of shares of each type, the proposed sale price, and the reason for the repurchase request. The request must be submitted to the Company within ten (10) days from the date the GMS approves the relevant resolution.

2. The Company shall repurchase the shares as requested by the shareholder under Clause 1 at the market price or at a price calculated according to the principles set forth in the Company's Charter within ninety (90) days from the date of receipt of the request. If the parties cannot agree on the price, they may request a valuation by an appraisal organization. The Company shall propose at least three (03) appraisal organizations for the shareholder to choose from, and the shareholder's choice shall be final.
3. Within ninety (90) days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders ("GMS") or the minutes of the vote counting for written shareholder opinions, a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law shall have the right to request a court or arbitration to review and annul the resolution or part of the resolution of the GMS in the following cases:
  - a) The procedures for convening the GMS and making decisions of the GMS seriously violate the provisions of the Enterprise Law and the Company's Charter, except as provided in Clause 3, Article 21 of the Company's Charter;
  - b) The content of the resolution violates the law or the Company's Charter.
4. In the event that a resolution of the GMS is annulled by a decision of the court or arbitration, the person who convened the annulled GMS may consider reconvening the GMS within ninety (90) days from the effective date of the court or arbitration decision, in accordance with the procedures prescribed by the Enterprise Law and the Company's Charter.
5. In cases where a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law requests a court or arbitration to annul a GMS resolution under Clause 3 of this Article, such resolution shall remain valid and enforceable until the court or arbitration decision to annul the resolution takes effect, except where temporary emergency measures are applied pursuant to a decision of a competent authority.

#### **Article 18. Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders ("GMS") must be recorded in minutes and may also be audio-recorded or stored in other electronic formats. The minutes shall be prepared in Vietnamese and may additionally be prepared in a foreign language, containing at least the following key information:
  - a) Name, address of the head office, and business registration number;
  - b) Date and venue of the GMS;
  - c) Agenda and content of the meeting;
  - d) Full names of the Chairperson and the Secretary;

- e) A summary of the meeting proceedings and statements made by shareholders on each item of the agenda;
  - f) Number of shareholders and the total number of voting shares of attending shareholders, including an appendix of the registered shareholders and representatives attending the meeting, with the number of shares and corresponding votes;
  - g) Total number of votes on each agenda item, specifying the voting method, total valid and invalid votes, votes in favor, votes against, and abstentions, along with the corresponding percentages of the total voting shares of shareholders present;
  - h) Items approved and the corresponding voting percentages;
  - i) Full names and signatures of the Chairperson and Secretary. In the event that the Chairperson or Secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other members of the Board of Directors present at the meeting and containing all required information as prescribed herein. The minutes shall clearly record any refusal to sign by the Chairperson or Secretary.
2. The minutes of the GMS must be completed and approved before the conclusion of the meeting. The Chairperson, Secretary, or any other signatory of the minutes shall be jointly responsible for the truthfulness and accuracy of the content.
  3. Minutes prepared in Vietnamese and a foreign language shall have equal legal validity. In case of any discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.
  4. The minutes of the GMS and any attached documents (if any) must be sent to all shareholders within fifteen (15) days from the conclusion of the meeting or posted on the Company's website within twenty-four (24) hours from the conclusion of the meeting.
  5. The minutes of the GMS, the appendix of registered shareholders, the approved resolutions, and related documents attached to the notice of the meeting must be kept at the Company's head office.

**Article 19. Publication of Resolutions of the General Meeting of Shareholders**

1. Resolutions of the General Meeting of Shareholders ("GMS") must be published on the Company's website within twenty-four (24) hours from the time they are approved by the GMS.
2. The Company shall organize the disclosure of information regarding the GMS resolutions and related documents to the public in accordance with the Company's Charter and the provisions of applicable securities laws.

## **B. PROCEDURES FOR THE GENERAL MEETING OF SHAREHOLDERS TO APPROVE RESOLUTIONS BY WRITTEN CONSENT**

### **Article 20. Cases Where Written Consent May or May Not Be Used**

1. The Board of Directors shall have the right to solicit shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders ("GMS") when deemed necessary for the benefit of the Company.
2. The GMS may approve matters within its authority by written consent, except for matters specified in Clause 3 of this Article.
3. Cases where written consent may not be used:
  - a) Amendments or supplements to the Company's Charter;
  - b) Orientation for the Company's development;
  - c) Types of shares and the total number of each type of shares;
  - d) Election, dismissal, or removal of members of the Board of Directors and the Supervisory Board;
  - e) Decisions on investment or disposal of assets with a value of thirty-five percent (35%) or more of the total assets recorded in the Company's most recent financial statements;
  - f) Approval of annual financial statements;
  - g) Reorganization or dissolution of the Company.

### **Article 21. Procedures for the General Meeting of Shareholders to Approve Resolutions by Written Consent**

The authority and form for soliciting shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders ("GMS") shall be conducted as follows:

1. The Board of Directors must prepare the written consent form, draft resolutions of the GMS, and explanatory documents for the draft resolutions and send them to all shareholders entitled to vote no later than ten (10) days before the deadline for returning the completed consent forms. The requirements and methods for sending the written consent forms and accompanying documents shall comply with Clause 3, Article 18 of the Company's Charter.
2. Each written consent form must contain at least the following information:
  - a) Name, address of the head office, and business registration number;
  - b) Purpose of soliciting shareholders' opinions;
  - c) Full name, contact address, nationality, and identification number for individual shareholders; or for organizational shareholders, the name, business registration number or legal document number, and head office address; for representatives of organizational shareholders, the full

- name, contact address, nationality, and identification number; number of shares of each type and the corresponding voting rights;
- d) The matters requiring shareholders' opinions for approval;
  - e) Voting options, including approve, disapprove, and abstain, for each matter;
  - f) Deadline for returning the completed written consent form to the Company;
  - g) Full name and signature of the Chairman of the Board of Directors.
3. Shareholders may return the completed written consent form to the Company by mail, fax, or email as follows:
- a) In the case of mail, the completed form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. The consent form sent to the Company must be enclosed in a sealed envelope and must not be opened before vote counting;
  - b) In the case of fax or email, the consent forms sent to the Company must remain confidential until vote counting;
  - c) Consent forms received by the Company after the deadline specified in the consent form or that have been opened (in the case of mail) or disclosed (in the case of fax or email) shall be deemed invalid. Consent forms not returned shall be considered as abstentions.
4. The Board of Directors shall count the votes and prepare the vote counting minutes under the supervision of the Supervisory Board or shareholders not holding management positions in the Company. The vote counting minutes must contain at least the following information:
- a) Name, address of the head office, and business registration number;
  - b) Purpose and matters requiring shareholders' opinions for approval of the resolution;
  - c) Number of shareholders and the total number of voting shares that participated, distinguishing between valid and invalid votes and the method of submitting the votes, accompanied by an appendix of the list of participating shareholders;
  - d) Total votes in favor, against, and abstentions for each matter;
  - e) Matters approved and the corresponding approval rate;
  - f) Full names and signatures of the Chairman of the Board of Directors, the vote counters, and the vote supervisors.

Members of the BOD, vote counters, and vote supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes and shall be jointly liable for any damages arising from decisions approved due to dishonest or inaccurate vote counting.

5. The vote counting minutes and the resolutions must be sent to the shareholders within fifteen (15) days from the completion of vote counting. Sending the minutes and resolutions may be replaced by posting them on the Company's website within twenty-four (24) hours from the completion of vote counting.
6. Completed written consent forms, vote counting minutes, approved resolutions, and related documents accompanying the written consent forms must be kept at the Company's head office.
7. Resolutions approved by written shareholder consent shall be valid and enforceable if they receive approval from shareholders holding more than fifty percent (50%) of the total voting shares of all shareholders entitled to vote and shall have the same legal effect as resolutions passed at a General Meeting of Shareholders.

### **C. ORGANIZATION OF THE GENERAL MEETING OF SHAREHOLDERS TO APPROVE RESOLUTIONS BY OTHER FORMS**

#### **Article 22. Organization of the General Meeting of Shareholders to Approve Resolutions by Other Forms**

1. The Company's Board of Directors may convene and organize the General Meeting of Shareholders ("GMS") in the form of an online conference or a combination of in-person and online conference if deemed necessary for the benefit of the Company and if conditions allow.
2. In the event that the Company applies modern technology to organize the GMS via an online meeting, the Company shall ensure that shareholders can participate and vote through electronic voting or other electronic forms in accordance with Article 144 of the Enterprise Law and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of certain provisions of the Securities Law.
3. Regulations on organizing online conferences:
  - a) To facilitate shareholders' participation in the GMS or when necessary, the Board of Directors shall have the right to decide to hold the online meeting using applications or technology platforms (such as Zoom, Skype, Microsoft Teams, Google Meet, etc.) and notify shareholders in the Meeting Invitation Letter;
  - b) When necessary, the organization of the GMS may combine in-person and online formats. Specifically, shareholders present at the meeting location shall attend in person, while shareholders not present at the meeting location shall participate online through the applications or platforms specified in point (a) of this Clause. The rights and obligations of shareholders attending in person or online shall be equivalent;

- c) Authorization to participate in the online meeting shall be carried out in the same manner as in-person meetings and must be in writing and submitted to the Company prior to the commencement of the meeting;
  - d) Shareholders are responsible for ensuring a stable internet connection to remain present throughout the meeting and to participate punctually as required. Shareholders or their authorized representatives who join the meeting after it has commenced may still register and exercise their voting rights immediately after registration; in this case, the validity of resolutions previously voted on shall remain unchanged. Shareholders who attended the meeting from the beginning but were absent at the time of voting shall be considered as “Abstained”;
  - e) The online meeting shall be recorded in audio and/or video for storage at the Company and to serve as evidence in case of disputes. The Chairman of the meeting shall notify shareholders of the recording prior to the commencement of the meeting;
  - f) Voting in the online meeting shall be conducted as follows: shareholders shall vote by raising voting cards/hand or by electronic voting for each matter submitted for approval. The vote counting team/assigned individual shall determine the results based on the raised voting cards/hands or electronic votes during the meeting.
4. The methods of attending the online meeting and electronic voting provided in this Article shall only be implemented upon the decision of the Board of Directors, when the Company meets the technical and technological conditions required to organize a meeting that is safe, effective, objective, and transparent.

**Chapter III**  
**BOARD OF DIRECTORS**

**Article 23. Roles, Rights and Obligations of the Board of Directors; Responsibilities of Members of the Board of Directors**

1. The roles, rights and obligations of the Board of Directors, and the responsibilities of its members shall be as prescribed in Article 27 of the Company's Charter and shall include the following obligations:
  - a) To perform their duties honestly and prudently, in the best interests of the shareholders and of the Company;
  - b) To attend in full all meetings of the Board of Directors and provide opinions on matters submitted for discussion;
  - c) To promptly and fully report to the Board of Directors any remuneration received from subsidiaries, affiliated companies and other organizations;
  - d) To report to the Board of Directors at the nearest meeting any transactions between the Company, its subsidiaries, and other companies in which the Company holds more than 50% of the charter capital, and members of the Board of Directors and their related persons; and transactions between the Company and companies in which a member of the Board of Directors is a founding member or has served as a manager within three (03) years immediately preceding the time of the transaction;
  - e) To disclose information when conducting transactions in the Company's shares in accordance with applicable laws.
2. Independent members of the Board of Directors of the Company shall prepare an evaluation report on the performance and activities of the Board of Directors.
3. Members of the Board of Directors shall have the right to request the General Director, Deputy General Directors, and other managers of the Company to provide information and documents relating to the financial status and business operations of the Company and its affiliated units.

The persons so requested shall provide such information and documents in a timely, full, and accurate manner as required by members of the Board of Directors. The order and procedures for requesting and providing information shall be stipulated in the Company's Charter.

## **A. NOMINATION, SELF-NOMINATION, ELECTION, REMOVAL AND DISMISSAL OF MEMBERS OF THE BOARD OF DIRECTORS**

### **Article 24. Term of Office and Number of Members of the Board of Directors**

1. The Board of Directors shall consist of three (03) members.
2. The term of office of a member of the Board of Directors shall not exceed five (05) years and such member may be re-elected for an unlimited number of terms.
3. An individual may be elected as an independent member of the Board of Directors for no more than two (02) consecutive terms.
4. In the event that all members of the Board of Directors concurrently reach the expiry of their terms, such members shall continue to serve as members of the Board of Directors until new members are duly elected to replace them and assume their duties.

### **Article 25. Composition, Criteria and Conditions of Members of the Board of Directors**

1. The composition of the Board of Directors shall be as follows:
  - a) The composition of the Board of Directors of the Company must ensure the number of non-executive members, specifically as follows:
    - At least one (01) non-executive member in the case where the Board of Directors comprises from three (03) to five (05) members;
    - At least two (02) non-executive members in the case where the Board of Directors comprises from six (06) to eight (08) members;
    - At least three (03) non-executive members in the case where the Board of Directors comprises from nine (09) to eleven (11) members.

The Company shall, to the maximum extent possible, limit members of the Board of Directors from concurrently holding executive positions within the Company in order to ensure the independence of the Board of Directors.

- b) The composition of the Company's Board of Directors must ensure the number of independent members, specifically as follows:
      - At least one (01) independent member in the case where the Board of Directors comprises from three (03) to five (05) members;

- At least two (02) independent members in the case where the Board of Directors comprises from six (06) to eight (08) members;
  - At least three (03) independent members in the case where the Board of Directors comprises from nine (09) to eleven (11) members.
2. A member of the Board of Directors shall cease to hold office as a member of the Board of Directors in the event that he/she is removed, dismissed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
  3. A member of the Board of Directors must satisfy the following criteria and conditions:
  4. An independent member of the Board of Directors must satisfy the following criteria and conditions:
  5. An independent member of the Board of Directors must notify the Board of Directors upon no longer satisfying the criteria and conditions set out in Clause 4 of this Article and shall automatically cease to be an independent member of the Board of Directors from the date on which such criteria and conditions are no longer met.

The Board of Directors shall notify the nearest General Meeting of Shareholders of any case where an independent member no longer satisfies the required criteria and conditions, or shall convene a General Meeting of Shareholders to elect an additional or replacement independent member of the Board of Directors within six (06) months from the date of receipt of the relevant notification from such independent member.

#### **Article 26. Nomination and Self-Nomination of Members of the Board of Directors**

1. Shareholders or groups of shareholders holding ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors in accordance with Clause 5, Article 115 of the Law on Enterprises and Clause 3, Article 12 of the Company's Charter.
2. In the event that the number of candidates for the Board of Directors nominated or self-nominated remains insufficient as required under Clause 5, Article 115 of the Law on Enterprises and Clause 3, Article 12 of the Company's Charter, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors.

Any nomination of additional candidates by the incumbent Board of Directors must be clearly disclosed prior to the General Meeting of Shareholders conducting the vote for the election of members of the Board of Directors in accordance with applicable laws.

## **Article 27. Method of Election of Members of the Board of Directors**

1. The election of members of the Board of Directors shall be conducted by cumulative voting, whereby each shareholder shall have a total number of votes corresponding to the number of shares owned multiplied by the number of members to be elected to the Board of Directors. Each shareholder shall have the right to allocate all or part of his/her total votes to one or several candidates.

Elected members of the Board of Directors shall be determined based on the number of votes received, ranked from highest to lowest, starting from the candidate with the highest number of votes until the required number of members as prescribed in the Company's Charter is reached.

In the event that two (02) or more candidates receive an equal number of votes for the final position on the Board of Directors, a re-election shall be conducted among such candidates with equal votes, or selection shall be made in accordance with the election regulations or the Company's Charter.

2. The election, removal, and dismissal of members of the Board of Directors shall be decided by the General Meeting of Shareholders on the basis of voting.

## **Article 28. Cases of Removal, Dismissal and Additional Appointment of Members of the Board of Directors**

1. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:

- a) Failing to meet the criteria and conditions as prescribed in Article 155 of the Law on Enterprises;
- b) Submitting a resignation letter which is accepted;
- c) Other cases as provided in the Company's Charter.

2. The General Meeting of Shareholders shall dismiss a member of the BOD in the following cases:

- a) Failing to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
- b) Other cases as provided in the Company's Charter.

3. Where deemed necessary, the General Meeting of Shareholders may decide to replace a member of the Board of Directors or to remove or dismiss a member of the Board of Directors in cases other than those specified in Clauses 1 and 2 of this Article.

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

- a) The number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number prescribed in the Company's Charter. In such case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the number of members is reduced by more than one-third;
- b) Except for the case specified in point a of this Clause, the General Meeting of Shareholders shall elect a new member to replace a member of the Board of Directors who has been removed or dismissed at the nearest meeting.

**Article 29. Notification of Election, Removal and Dismissal of Members of the Board of Directors**

Notification of the election, removal, and dismissal of members of the Board of Directors shall be carried out in accordance with the Company's Charter and the regulations of securities laws.

**Article 30. Method of Introducing Candidates for Membership of the Board of Directors**

Where candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website, in order to enable shareholders to review such candidates before voting.

Candidates for the Board of Directors must provide a written commitment as to the truthfulness and accuracy of the disclosed personal information and undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Directors.

Information relating to candidates for the Board of Directors to be disclosed shall include:

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

### **Article 31. Election, Removal and Dismissal of the Chairman of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected, removed, or dismissed by the Board of Directors from among its members.
2. In the event that the Chairman of the Board of Directors resigns or is removed or dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or the effective date of such removal or dismissal.

### **Article 32. Remuneration and Other Benefits of Members of the Board of Directors**

The remuneration and other benefits of members of the Board of Directors shall be governed by Article 28 of the Company's Charter and applicable laws.

## **B. PROCEDURES AND FORMALITIES FOR CONVENING MEETINGS OF THE BOARD OF DIRECTORS**

### **Article 33. Minimum Number of Meetings**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of such Board of Directors.  
  
Such meeting shall be convened and presided over by the member who has received the highest number of votes or the highest voting ratio. In the event that there is more than one (01) member having an equal highest number of votes or voting ratio, such members shall elect, by majority vote, one (01) among them to convene and preside over the meeting of the Board of Directors.
2. The Board of Directors shall meet at least once per quarter and may convene extraordinary meetings as necessary.

### **Article 34. Cases Requiring the Convening of Extraordinary Meetings of the Board of Directors**

1. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
  - a) Upon request of the Supervisory Board or an independent member of the Board of Directors;
  - b) Upon request of the General Director or at least five (05) other managers;
  - c) Upon request of at least two (02) members of the Board of Directors;
  - d) Other cases (if any).

2. Requests specified in Clause 1 of this Article must be made in writing, clearly stating the purpose, matters to be discussed, and decisions falling within the authority of the Board of Directors.
3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request specified in Clause 2 of this Article.

In the event of failure to convene such meeting as requested, the Chairman of the Board of Directors shall be liable for any damages incurred by the Company; and the requesting party shall have the right to convene the meeting of the Board of Directors in place of the Chairman.

#### **Article 35. Notice of Meetings of the Board of Directors**

1. The Chairman of the Board of Directors or the person convening the meeting must send the notice of invitation no later than three (03) working days prior to the meeting date. The notice of invitation must specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided. The notice must be accompanied by documents to be used at the meeting and voting ballots for members.

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

2. The Chairman of the Board of Directors or the person convening the meeting shall send the notice of invitation and accompanying documents to members of the Supervisory Board in the same manner as to members of the Board of Directors.

#### **Article 36. Right of Supervisory Board Members to Attend Meetings of the Board of Directors**

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

#### **Article 37. Conditions for Holding Meetings of the Board of Directors**

A meeting of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total number of members are present. In the event that a meeting convened in accordance with this Article does not have the required quorum, a second meeting shall be convened within seven (07) days from the scheduled date of the first meeting.

In such case, the meeting shall be conducted if more than one-half (1/2) of the members of the Board of Directors are present.

### **Article 38. Voting Method**

1. Voting shall be conducted publicly by a show of hands, and the results of the vote must be clearly and accurately recorded by the Company Secretary in the minutes of the Board of Directors' meeting.
2. A member of the Board of Directors shall be deemed to have attended and voted at a meeting in the following cases:
  - a) Attending and voting in person at the meeting;
  - b) Authorizing another person to attend and vote on their behalf in accordance with Article 40 of these Regulations;
  - c) Attending and voting through online conferencing, electronic voting, or other electronic means;
  - d) Sending voting ballots to the meeting by mail, fax, or email;
  - e) Sending voting ballots by other means.
3. In the case of sending voting ballots to the meeting by mail, the ballot must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening of the meeting. Voting ballots shall only be opened in the presence of all attendees.
4. A member of the Board of Directors shall not vote on any transaction that provides benefits to that member or to persons related to that member, in accordance with the Law on Enterprises and the Company's Charter.

### **Article 39. Method of Approving Resolutions of the Board of Directors**

1. A resolution or decision of the Board of Directors shall be approved if it receives the affirmative votes of the majority of members present at the meeting. In the event of a tie, the final decision shall follow the opinion of the Chairman of the Board of Directors.
2. Resolutions in the form of written opinions shall be approved based on the affirmative votes of the majority of members of the Board of Directors entitled to vote. Such resolutions shall have the same validity and effect as resolutions passed at a meeting.

### **Article 40. Authorization to Attend and Vote by Another Person**

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

#### **Article 41. Minutes of Meetings of the Board of Directors**

1. All meetings of the Board of Directors must be recorded in minutes and may also be audio-recorded or preserved in other electronic forms. Minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, and shall include the following key contents:
  - a) Name, address of the head office, and business registration number;
  - b) Time and place of the meeting;
  - c) Purpose, agenda, and content of the meeting;
  - d) Full names of each attending member or authorized representative and their manner of attendance; full names of members absent and reasons for absence;
  - e) Matters discussed and voted on at the meeting;
  - f) Summary of each attending member's statements in the order of the meeting;
  - g) Voting results, specifying members who agreed, disagreed, or abstained;
  - h) Matters approved and the corresponding voting ratios;
  - i) Full names and signatures of the chairperson and the secretary of the meeting, except as provided in Clause 2 of this Article.
2. The chairperson, the secretary, and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of the Board of Directors' meeting.
3. Minutes of the Board of Directors' meetings and materials used during the meetings must be kept at the Company's head office.
4. Minutes prepared in Vietnamese and in a foreign language shall have equal legal effect. In the event of any discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.
5. The Board of Directors may assign a member of the Board or another person to act as secretary to record the minutes of the meeting.

#### **Article 42. Cases Where the Chairperson/Secretary Refuse to Sign the Minutes of the BOD Meeting**

In the event that the chairperson or the secretary refuses to sign the minutes of the meeting, the minutes shall still be valid if all other attending members of the BOD sign the minutes and the minutes include all contents required under points a, b, c, d, e, g, and h of Clause 1, Article 41 of these Regulations.

### **Article 43. Notification of Resolutions and Decisions of the Board of Directors**

1. Resolutions and decisions discussed and adopted at meetings of the Board of Directors shall be issued in an appropriate official format (such as resolutions, decisions, directives, regulations, internal rules, etc.) and sent to the relevant individuals and units for implementation. Based on the content of the Board's resolutions, the Chairman of the Board of Directors shall sign and issue these official documents on behalf of the Board.
2. After being signed and issued by the Chairman, the resolutions, decisions, regulations, internal rules, directives, and other guidance documents must be circulated to each member of the Board of Directors and the Supervisory Board for monitoring and supervision. Simultaneously, such documents shall be sent to the Information Disclosure Officer to notify state regulatory authorities, shareholders, and the public in accordance with the law on information disclosure.

### **C. APPOINTMENT AND DISMISSAL OF THE CORPORATE GOVERNANCE OFFICER**

#### **Article 44. Criteria for the Corporate Governance Officer**

The Corporate Governance Officer must meet the following criteria:

- a) Possess knowledge of the law;
- b) Not concurrently work for an approved auditing organization conducting the audit of the Company's financial statements;
- c) Meet other criteria as prescribed by law, the Company's Charter, and decisions of the Board of Directors.

#### **Article 45. Appointment of the Corporate Governance Officer**

The Board of Directors of the Company must appoint at least one (01) Corporate Governance Officer to support corporate governance activities within the enterprise. The Corporate Governance Officer may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

#### **Article 46. Cases of Dismissal of the Corporate Governance Officer**

The Board of Directors may dismiss the Corporate Governance Officer as necessary, provided that such dismissal does not contravene applicable labor laws.

#### **Article 47. Notification of Appointment and Dismissal of the Corporate Governance Officer**

Notification of the appointment or dismissal of the Corporate Governance Officer shall be made in accordance with the Company's Charter and the applicable securities laws.

#### **Article 48. Rights and Obligations of the Corporate Governance Officer**

The Corporate Governance Officer shall have the following rights and obligations:

- a) Advise the Board of Directors on the organization of the General Meeting of Shareholders in accordance with regulations and on matters related to the Company's interactions with shareholders;
- b) Prepare meetings of the Board of Directors, Supervisory Board, and General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;
- c) Provide advice on procedural matters for meetings;
- d) Attend meetings;
- e) Advise on the proper procedures for drafting resolutions of the Board of Directors in compliance with legal regulations;
- f) Provide financial information, copies of the minutes of Board of Directors' meetings, and other relevant information to members of the Board of Directors and the Supervisory Board;
- g) Monitor and report to the Board of Directors on the Company's information disclosure activities;
- h) Act as the primary contact point with related parties;
- i) Maintain confidentiality of information in accordance with legal regulations and the Company's Charter;
- j) Exercise other rights and fulfill other obligations as prescribed by law and the Company's Charter.

**Chapter IV**  
**SUPERVISORY BOARD**

**Article 49. Role, Rights, and Obligations of the Supervisory Board; Responsibilities of Members of the Supervisory Board**

The role, rights, and obligations of the Supervisory Board, as well as the responsibilities of its members, shall be governed in accordance with Article 39 of the Company's Charter.

**Article 50. Term, Number, Composition, and Structure of Members of the Supervisory Board**

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

**Article 51. Criteria and Conditions for Members of the Supervisory Board**

Members of the Supervisory Board must meet the criteria and conditions stipulated in Article 169 of the Law on Enterprises and must not fall under the following cases:

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

**Article 52. Nomination and Self-Nomination of Members of the Supervisory Board**

The nomination and self-nomination of members of the Supervisory Board shall be carried out in accordance with Article 36 of the Company's Charter.

**Article 53. Method of Electing Members of the Supervisory Board**

1. The election, dismissal, and removal of members of the Supervisory Board fall under the authority of the General Meeting of Shareholders.
2. Voting for members of the Supervisory Board shall be conducted using the cumulative voting method. Under this method, each shareholder has a total number of votes equal to the number of shares owned multiplied by the number of members to be elected to the Supervisory Board, and may allocate all or part of their votes to one or more candidates. Successful candidates shall be determined based on the highest number of votes, starting with the candidate receiving the most votes and continuing until the number of members stipulated in the Company's Charter is filled. In the event that two (02) or more candidates receive the same number of votes for the final seat on the Supervisory Board, a re-vote shall be conducted among those candidates, or the selection shall be made according to criteria set forth in the Company's election regulations or Charter.

#### **Article 54. Cases of Dismissal and Removal of Members of the Supervisory Board**

1. A member of the Supervisory Board shall be dismissed in the following cases:
  - a) No longer meets the criteria and conditions for being a member of the Supervisory Board as stipulated in Clause 2 of this Article;
  - b) Submits a resignation that is accepted;
  - c) Other cases as provided in the Company's Charter.
2. A member of the Supervisory Board shall be removed in the following cases:
  - a) Fails to complete assigned duties or tasks;
  - b) Fails to exercise their rights and fulfill their obligations for six (06) consecutive months, except in cases of force majeure;
  - c) Commits repeated or serious violations of the obligations of a member of the Supervisory Board under the Law on Enterprises and the Company's Charter;
  - d) Other cases as determined by a resolution of the General Meeting of Shareholders.

#### **Article 55. Notification Regarding the Election, Dismissal, and Removal of Members of the Supervisory Board**

1. In cases where candidates for the Supervisory Board have been identified, the Company must disclose information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can review the candidates before voting. Candidates for the Supervisory Board must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as a member of the Supervisory Board. Information to be disclosed about the candidates shall include:
  - a) Full name, date, month, and year of birth;
  - b) Professional qualifications;
  - c) Work experience;
  - d) Other management positions held;
  - e) Interests related to the Company and its related parties;
  - f) Other information (if any) as prescribed in the Company's Charter;

- g) The Company must disclose information about other companies where the candidate holds management positions and any related interests in the Company (if any).
- 2. Notification regarding the election, dismissal, or removal of members of the Supervisory Board shall be made in accordance with the Company's Charter and applicable securities laws.

**Article 56. Salary and Other Benefits of Members of the Supervisory Board**

The salary and other benefits of members of the Supervisory Board shall be determined in accordance with Article 41 of the Company's Charter.

**Chapter V**  
**BOARD OF GENERAL DIRECTORS**

**Article 57. Role, Responsibilities, Rights, and Obligations of the General Director (CEO)**

1. The General Director (CEO) is responsible for managing the day-to-day business operations of the Company; is under the supervision of the Board of Directors; and is accountable to the Board of Directors and the law for the exercise of the powers and performance of duties assigned.
2. The General Director shall have the following rights and obligations:
  - a) Decide on matters relating to the Company's daily business operations that are not within the authority of the Board of Directors;
  - b) Organize the implementation of resolutions and decisions of the Board of Directors;
  - c) Organize the implementation of the Company's business plans and investment schemes;
  - d) Propose organizational structure plans and internal management regulations of the Company;
  - e) Appoint, dismiss, or remove managerial positions within the Company, except for positions under the authority of the Board of Directors;
  - f) Decide salaries and other benefits for employees of the Company, including managers appointed by the General Director;
  - g) Recruit employees;
  - h) Propose dividend distribution plans or measures for handling business losses;
  - i) Exercise other rights and perform other obligations as prescribed by law, the Company's Charter, and resolutions or decisions of the Board of Directors.
3. The General Director must manage the day-to-day business of the Company in accordance with the law, the Company's Charter, employment contract with the Company, and resolutions or decisions of the Board of Directors. In the event of non-compliance that causes damage to the Company, the General Director shall be legally liable and must compensate the Company for such damage.

**Article 58. Term, Criteria, and Conditions of the General Director**

1. The term of office of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms.

2. The appointee for General Director must satisfy the following criteria and conditions:
  - Have full civil act capacity and not fall under the prohibited subjects for managing an enterprise as prescribed by the Law on Enterprises; possess good health, ethical qualities, honesty, integrity; have knowledge of and comply with the law; and be a permanent resident of Vietnam;
  - Hold a university degree or higher in business administration or in the Company's main fields of business;
  - Have at least five (05) years of practical experience in business management or in the Company's main fields of business;
  - Not simultaneously hold the position of Director, General Director, or other executive roles in another enterprise;
  - Not be the spouse, parent, adoptive parent, child, adopted child, or sibling of the Chairman and members of the Board of Directors, nor of the Director or General Director of the parent company of the Company.

**Article 59. Nomination, Proposal, Appointment, and Employment Contract with the General Director**

1. The Board of Directors shall appoint one member of the Board or hire another individual to serve as the General Director.
2. In the event the General Director does not concurrently hold the position of a Board member, the Board may select a qualified candidate to appoint as General Director and enter into an employment contract.
3. The Company shall sign an employment contract with the General Director in accordance with labor law regulations.
4. Any person proposed or nominated for appointment as General Director must complete and submit a nomination dossier to the Board for review. The Board shall discuss and decide on the appointment of the General Director via a resolution or decision of the Board.
5. The decision to appoint the General Director must specify the basis for determining the scope of duties, powers, benefits, and responsibilities of the General Director, in accordance with the law, the Company's Charter, the Corporate Governance Regulations, and other Company regulations. Additionally, the Board may enter into an employment contract and/or a responsibility contract with the General Director to set out specific terms.

#### **Article 60. Dismissal, Removal, and Termination of Employment Contract of the General Director**

1. The Board of Directors may dismiss, remove, or terminate the employment contract of the General Director if the majority of voting members of the Board attending the meeting approve and a new General Director is appointed as a replacement.
2. The Board shall dismiss, remove, or terminate the employment contract of the General Director in the following cases:
  - a) The General Director no longer meets the criteria set forth in Article 58 of these Regulations;
  - b) The General Director submits a resignation, receives a reassignment document from the nominating organization, or is medically unable to fulfill the role for a continuous period of six (06) months;
  - c) The General Director breaches duties and responsibilities in managing the Company, causing serious damage to the Company;
  - d) Poor managerial capacity results in the Company incurring losses for two consecutive years, not due to external factors;
  - e) The General Director is prosecuted, detained, or charged with criminal liability;
  - f) Other circumstances in which the Board reasonably determines that the General Director cannot continue in the position;
  - g) The dismissal of the General Director must be approved by the Board in accordance with the Company's Charter;
  - h) The Board may require the dismissed General Director to compensate the Company for any damages caused (if applicable).

#### **Article 61. Notification of Appointment, Dismissal, Employment Contract, and Termination of Employment Contract of the General Director**

Notification regarding the appointment, dismissal, signing, or termination of the employment contract of the General Director shall be made in accordance with the Company's Charter and applicable securities law.

#### **Article 62. Salary and Other Benefits of the General Director**

The salary and other benefits of the General Director shall be determined in accordance with Article 163 of the Law on Enterprises.

**Chapter VI**  
**MISCELLANEOUS ACTIVITIES**

**Article 63. Procedures, Sequence for Convening, Meeting Notices, Minutes, and Reporting Meeting Results between the Board of Directors, Supervisory Board, and General Director**

The procedures, sequence for convening meetings, sending notices, recording minutes, and notifying meeting results between the Board of Directors, Supervisory Board, and General Director shall follow the procedures for convening Board meetings as prescribed in Articles 34, 35, 41, and 43 of these Regulations.

**Article 64. Notification of Resolutions and Decisions of the Board of Directors to the Supervisory Board and General Director**

Resolutions and minutes of Board meetings, once issued, must be sent to the Supervisory Board and the General Director at the same time and using the same method as for the members of the Board of Directors.

**Article 65. Cases Where the General Director and Supervisory Board Propose Convening Board Meetings and Issues Requiring Board Opinions**

1. The Chairman of the Board must convene a Board meeting when requested by the Supervisory Board or the General Director.
2. The proposal must be submitted in writing, clearly stating the purpose, issues to be discussed, and decisions that fall within the Board's authority.

**Article 66. Reporting by the General Director to the Board of Directors on the Performance of Assigned Duties and Powers**

The General Director shall report to the Board of Directors quarterly or upon request regarding the performance of assigned duties and powers. Such reports must be conducted seriously, carefully, and honestly to ensure the rights and interests of the Company.

**Article 67. Evaluation of the Implementation of Resolutions and Other Delegated Matters by the General Director**

Quarterly or as needed, based on the results of the tasks assigned to the General Director, the Board of Directors shall hold meetings to evaluate the General Director's performance in implementing Board resolutions and other matters delegated or authorized by the Board in accordance with the Company's internal regulations.

**Article 68. Matters the CEO Must Report, Provide Information, and the Method of Notification to the Board of Directors and Supervisory Board**

1. Matters the CEO must report:
2. The CEO must provide information within their authorized scope and shall not delay without a justified reason when requested by the BOD or Supervisory Board (SB). All notifications to the BOD or SB must be made in writing and sent as soon as possible.

**Article 69. Coordination of Control, Management, and Supervision between the Members of the Board of Directors, the Supervisory Board, and the CEO according to their Specific Duties**

1. Members of the BOD, SB, and the CEO shall regularly communicate and exchange information in a cooperative spirit to support each other in performing their duties in accordance with the Company's Charter and internal regulations.
2. The BOD, SB, and CEO shall not interfere in each other's management work.
3. In necessary cases, members of the BOD, the Executive Board, or SB may inform the Chairman of the BOD, CEO, Head of SB, or all relevant parties to resolve issues promptly and effectively.

**Article 70. Annual Evaluation Regulations for Rewards and Discipline for Members of the Board of Directors, Supervisory Board, CEO, and Other Company Executives**

1. Based on the Company's internal regulations on rewards and discipline, and the evaluation results of the Reward and Discipline Council, the Company shall conduct regular or ad-hoc recognition for collectives and individuals among the BOD, SB, CEO, and other executives who achieve outstanding results in management.
2. When violations or breaches of Company regulations occur, depending on the severity of the individual's actions, the Reward and Discipline Council shall consider appropriate disciplinary measures and issue a Discipline Decision.

**Chapter VII**  
**IMPLEMENTATION CLAUSES**

The internal regulations on corporate governance of Dong A Hotel Group JSC consist of 70 articles, which comes into force on ...,2026

**ON BEHALF OF GENERAL SHAREHOLDERS' MEETING**  
**CHAIRWOMAN**

**TRAN NU NGOC ANH**

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

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**REGULATION ON OPERATION OF THE BOARD OF DIRECTORS**

## **Chapter I.**

### **GENERAL PROVISIONS**

#### **Article 1. Scope, regulated entities, Definitions and Concepts**

1. Scope: The operation of the Board of Directors regulates the organizational structure, operating principles, and rights and obligations of the Board of Directors and its members in order to ensure that its operation conforms with the Law on Enterprises, the Company's Charter and relevant laws.
2. Regulated entity: Board of Directors and its members.
3. Definitions and Concepts: Unless otherwise defined, the terms used in this Regulation shall have the same meanings as those defined in the Company Charter. In this Regulation, references to a particular provision or legal document shall include any amendments, supplements, or replacements thereof.

#### **Article 2. Operating principles the Board of Directors**

1. The Board of Directors shall work collectively. Each member of the Board of Directors shall be responsible for the performance of his/her own tasks and be jointly responsible to the General Meeting of Shareholders and the law for the resolutions and decisions of the Board of Directors regarding the development of the Company;
2. The Board of Directors shall assign the General Director to organize the implementation of the resolutions and decisions of the Board of Directors.

## **Chapter II.**

### **MEMBERS OF THE BOARD OF DIRECTORS**

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

1. Members of the Board of Directors have all of the rights specified in the Law on Securities, relevant laws and the Company's Charter, including the right to be provided with information and documents about the finance and business performance of the Company and its units;
2. Members of the Board of Directors have the obligations specified in the Company's Charter as well as the following obligations:
  - a) Perform their duties in an honest and prudent manner for the best interest of the Company and its shareholders;
  - b) Attend all meetings of the Board of Directors and comment on issues that are raised;
  - c) Promptly and fully inform the Board of Directors of the remuneration paid by subsidiary companies, associate companies and other organizations;
  - d) Inform the Board of Directors in the nearest meeting of transactions between the Company, subsidiary companies and other companies that the Company holds over 50% of charter capital with members of the Board of Directors and their related persons, as well as transactions between the Company with companies whose founders or executives are members of the Board of Directors in the last three (3) years before the transaction date;
  - e) Disclose information when trading the Company's shares as prescribed by law.
3. Independent members of the Board of Directors shall prepare reports regarding the performance of the Board of Directors.

#### **Article 4. Rights to be provided with information of members of the Board of Directors**

1. Members of the Board of Directors have the right to request the General Director, the Deputy General Director and/or other managers of the Company to provide information and documents regarding the finance and business performance of the Company and its units;
2. The requested persons shall fully and accurately provide the information and documents requested by the members of the Board of Directors following the procedures specified in the Company's Charter.

#### **Article 5. Term and number of members of the Board of Directors**

1. The Board of Directors has three (03) members;  
The composition of the Company's Board of Directors must ensure an adequate number of non-executive members, as follows:
  - a) At least 01 non-executive member if the Board of Directors has 03 – 05 members;
  - b) At least 02 non-executive members if the Board of Directors has 06 – 08 members;

- c) At least 03 non-executive members if the Board of Directors has 09 – 11 members.
2. The term of a member of the Board of Directors shall not exceed five (5) years and there is no limit number of terms that a member can serve on the Board of Directors. An individual may only be elected as independent member of the Board of Directors of a company for up to two (2) consecutive terms;
3. In case the terms of all members of the Board of Directors end at the same time, all will remain members of the Board of Directors until new members are elected and take over their positions;
4. The Company's Charter shall specify the number, rights, obligations, organization and cooperation of independent members of Board of Directors.

#### **Article 6. Criteria and requirements of the members of the Board of Directors**

1. A member of the Board of Directors must meet the standards and conditions specified:
  - a) Not falling within the categories specified in Clause 2, Article 17 of the Law on Enterprises;
  - b) Possessing professional qualifications and experience in business administration or in the Company's lines of business, and not necessarily being a shareholder of the Company, unless otherwise provided in the Company Charter;
  - c) A member of the Company's Board of Directors may concurrently serve as a member of the Board of Directors or the Members' Council of no more than five (05) other companies;
  - d) Other standards and conditions as prescribed in the Company Charter and the Company's internal regulations on corporate governance.
2. In addition, an independent member of the Board of Directors must satisfy the following standards and conditions:
  - a) Not being a person currently employed by the Company, its parent company, or its subsidiaries; and not having been employed by the Company, its parent company, or its subsidiaries for at least three (03) consecutive years immediately preceding such appointment;
  - b) Not being a person currently receiving salary or remuneration from the Company, except for allowances to which members of the Board of Directors are entitled in accordance with regulations;
  - c) Not being a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adoptive child, sibling is a major shareholder of the Company, or a manager of the Company or its subsidiaries;
  - d) Not being a person who directly or indirectly owns at least one percent (01%) of the total voting shares of the Company;
  - e) Not having served as a member of the Board of Directors of the Company for at least five (05) consecutive years immediately preceding such appointment, except where such person has been continuously appointed for two (02) terms;

- f) Other standards and conditions as prescribed in the Company Charter and the Company's internal regulations on corporate governance.
3. An independent member of the Board of Directors must notify the Board of Directors of the fact that he/she no longer fully meets the standards and conditions specified in Clause 2, Article 155 of the Enterprise Law and he/she will no longer be an independent member of the Board of Directors from the date of failing to meet the criteria and conditions. The Board of Directors must issue a notification in case independent members of the Board of Directors no longer fully meet the criteria and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect new members as independent members of the Board of Directors within six (6) months from the date of receiving the notice of the relevant independent members of the Board of Directors.

#### **Article 7. Chairperson of the Board of Directors**

1. The Chairperson of the Board of Directors shall be elected among the members of the Board of Directors and dismissed by the Board of Directors;
2. The Chairperson of the Board of Directors must not concurrently hold the position of General Director;
3. Rights and obligations of the Chairperson of the Board of Directors include the following:
  - a) Formulate operating plans and programs of the Board of Directors;
  - b) Prepare the agenda and documents of meetings; convene and chair meetings of the Board of Directors;
  - c) Organize the ratification of resolutions and decisions of the Board of Directors;
  - d) Supervise the process of implementation of resolutions and decisions of the Board of Directors;
  - e) To ensure that the Board of Directors submits the annual financial statements, reports on the Company's operations, audit reports, and supervisory reports of the Board of Directors to the shareholders at the General Meeting of Shareholders;
  - f) To sign Resolutions/Decisions of the Board of Directors on behalf of the Board of Directors;
  - g) To propose to the Board of Directors the appointment, dismissal, or removal of the General Director; and to sign the labor contract with the General Director on behalf of the Board of Directors;
  - h) Where necessary, the Chairman of the Board of Directors may temporarily suspend decisions of the General Director in order to limit potential losses, and must thereafter report in writing to the Board of Directors for an official decision on whether to maintain or revoke such temporary suspension within fifteen (15) days from the date of issuance of the temporary suspension decision;
  - i) Other rights and obligations prescribed by the Law on Enterprises and the Company's Charter.

4. In case the Chairperson of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors shall elect a new Chairperson within ten (10) days from the resignation or dismissal date;
5. In case the Chairperson of the Board of Directors is not present or is unable to perform his/her duties, he/she shall authorize another member in writing to perform the rights and obligations of the Chairperson of the Board of Directors in accordance with the Company's Charter. In case no one is authorized or the Chairperson of the Board of Directors is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the country, has limited capacity or is incapacitated, has difficulty controlling his/her behavior, or is prohibited by Court from holding certain positions or doing certain work, the remaining members shall elect one of them to hold the position of Chairperson of the Board of Directors under majority rule until a new decision is issued by the Board of Directors;
6. When necessary, the Board of Directors may appoint the Company's secretary, who has the following rights and obligations:
  - a) Assist in convening the General Meeting of Shareholders; take minutes of meetings;
  - b) Assist members of the Board of Directors in performance of their rights and obligations;
  - c) Assist the Board of Directors in application and implementation of corporate governance rules;
  - d) Assist the Company in the development of relationships with shareholders, protection of their lawful rights and interests, provision and disclosure of information, and completion of administrative procedures;
  - e) Other rights and obligations prescribed by the Company's Charter.

#### **Article 8. Dismissal, replacement and additional election of members of the Board of Directors**

1. The General Meeting of Shareholders dismisses members of the Board of Directors in accordance with the following:
  - a) No longer meeting the standards and conditions for serving as a member of the Board of Directors as prescribed by law and the Company's regulations;
  - b) Having submitted a resignation letter which has been accepted.
2. A member of the Board of Directors may be dismissed in accordance with the following
  - a) Failing to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
  - b) Other cases as stipulated in the Company Charter.
3. When it is considered necessary, in addition to the cases specified in Clauses 1 and 2 of this Article, the General Meeting of Shareholders shall decide to dismiss or replace members of the Board of Directors;

4. The Board of Directors shall convene a General Meeting of Shareholders to elect additional members to the Board of Directors in following cases:
  - a) The number of members of the Board of Directors decreases by more than one-third ( $\frac{1}{3}$ ) of the number specified in the Company's Charter, in which case the Board of Directors shall convene a General Meeting of Shareholders within 60 days from such date;
  - b) The number of independent members of the Board of Directors falls and does not ensure the ratio specified in Clause 3, Article 28 of the Company's Charter;
  - c) Except in the cases specified in Point a and Point b of this Clause, the General Meeting of Shareholders shall elect new members to replace those who have been dismissed or discharged in the latest meeting.

#### **Article 9. Method for election, dismissal and discharge of members of the Board of Directors**

1. A shareholder or group of shareholders that holds at least 10% of total number of ordinary shares is entitled to nominate candidates to the Board of Directors in accordance with the following:
  - a) If ordinary shareholders form a group to nominate or propose candidates for the Board of Directors, they must notify the attending shareholders of the group meeting at least fifteen (15) days prior to the commencement of the General Meeting of Shareholders;
  - b) Based on the number of members of the Board of Directors, the shareholder or group of shareholders specified in this clause shall have the right to nominate one or more persons as candidates for the Board of Directors in accordance with the decision of the General Meeting of Shareholders. In the event that the number of candidates nominated by such shareholder or group of shareholders is less than the number they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and/or other shareholders in case the Board of Directors' nominations are insufficient;
  - c) The maximum number of candidates that a shareholder or group of shareholders specified in Clause 1 of this Article may nominate or propose shall be determined as follows:
    - Shareholders or a group of shareholders holding from ten percent (10%) to under twenty percent (20%) of the Company's total ordinary shares may nominate a maximum of one (01) candidate for the Board of Directors;
    - Shareholders or a group of shareholders holding from twenty percent (20%) to under thirty percent (30%) of the Company's total ordinary shares may nominate a maximum of two (02) candidates for the Board of Directors;
    - Shareholders or a group of shareholders holding thirty percent (30%) or more of the Company's total ordinary shares may nominate a maximum of three (03) candidates

for the Board of Directors.

- d) A shareholder or group of shareholders specified in this clause may exercise the right to nominate or propose candidates for election to the Board of Directors only once during the term of the Board of Directors. However, to avoid any misunderstanding, in the event that a member of the Board of Directors is dismissed or removed by the General Meeting of Shareholders, the shareholder or group of shareholders who nominated the candidate elected as the dismissed or removed member shall still have the right to continue to nominate or propose another candidate to fill or replace the vacant position.
2. In case the number of candidates is smaller than the minimum number, the incumbent Board of Directors shall nominate more candidates or organize the nomination in accordance with the Company's Charter, the Company's corporate governance and the regulation on operation of the Board of Directors. This must be announced before the General Meeting of Shareholders votes for members of the Board of Directors as prescribed by law;
3. Unless otherwise prescribed by the Company's Charter, the voting for appointment of members of Board of Directors shall be carried out by cumulative voting. This means each shareholder has a number of votes that is equivalent to their shares multiplied by the number of members of the Board of Directors; each shareholder may cast all or some of the votes for one or some candidates.
4. Elected members of the Board of Directors shall be determined based on the number of votes received, from highest to lowest, starting with the candidate receiving the highest number of votes until the number of members specified in the Company Charter is reached. Independent candidates shall be selected first (based on the number of votes from highest to lowest among independent candidates). After reaching the minimum number of independent members of the Board of Directors as required, the remaining Board members shall be selected based on the number of votes from highest to lowest (including non-independent candidates and remaining independent candidates). Each elected candidate must receive at least one (01) vote.
5. In case two (2) or more candidates for the last member of the Board of Directors receive the same number of votes:
  - a) If the candidate is a shareholder, the candidate holding a larger number of shares shall be given priority;
  - b) If the candidate is not a shareholder, the candidate with a longer tenure as a member of the Board of Directors shall be given priority. In the case of equal tenure, the number of years served shall be considered.
6. The election, dismissal and discharge of members of the Board of Directors shall be decided by voting at the General Meeting of Shareholders.

**Article 10. Announcement of election, dismissal and discharge of members of the Board of Directors**

1. After candidates for the Board of Directors have been nominated, the Company shall publish information about these candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can study their profiles before voting. Each candidate shall prepare a written declaration stating that information on him/her is correct and he/she will perform his/her duties in an honest and prudent manner for the best interest of the Company if he/she is given the position of member of the Board of Directors. Information on candidates includes:
  - a) Full name and date of birth;
  - b) Qualifications;
  - c) Work experience;
  - d) Other managerial positions (including positions on the Board of Directors of other companies);
  - e) Interests relevant to the Company and the Company's related parties;
  - f) Other information (if any) specified in the Company's Charter;
  - g) A public company shall publish information about the companies of which candidates are members of the Board of Directors and/or holding other managerial positions and their interests in these companies (if any).
2. The results of election, dismissal and discharge of members of the Board of Directors shall be announced in accordance with regulation on information disclosure.

**Chapter III.**  
**BOARD OF DIRECTORS**

**Article 11. Rights and obligations of the Board of Directors**

1. The Board of Directors is a managerial body of the Company and has the full authority to make decisions as well as exercise rights and obligations of the Company in the name of the Company — except for the rights and obligations of the General Meeting of Shareholders;
2. Rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter and the General Meeting of Shareholders.
3. The Board of Directors shall ratify resolutions and decisions by voting at meetings, collecting of opinions in writing from Board members or other methods prescribed by the Company's Charter. Each member of the Board of Directors has one vote;
4. In case a resolution or decision is approved by the Board of Directors against regulations of law, resolution of the General Meeting of Shareholders or the Company's Charter and thus causes damage to the Company, the members who vote for ratification of such resolution or decision shall be jointly responsible and pay compensation to the Company; the members who vote against such resolution or decision are exempt from responsibility. In this case, shareholders of the Company are entitled to request a legal court to suspend such resolution or decision.

**Article 12. Duties and rights of the Board of Directors in approving and signing transaction contracts**

1. The Board of Directors is entitled to approve any contract and transaction that is worth less than 35% of total assets or that leads to a total transaction value of less than 35% of total assets over 12 months from the occurrence of the first transaction according to the latest financial statement, or a smaller ratio or value prescribed by the Company between the Company and any of the following entities:
  - Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers and their related persons;
  - Shareholders, authorized representatives of shareholders that hold over 10% of the Company's ordinary shares and their related persons;
  - Enterprises that are related to the entities specified in Clause 2, Article 164 of the Law on Enterprises.
2. The Company's representatives signing contracts or conducting transactions shall notify members of the Board of Directors of entities related to such contracts and transactions and enclose the draft contracts or transaction descriptions. The Board of Directors shall decide whether to approve the contract or transaction within fifteen (15) days from the receipt of the notice,

unless another time limit is specified by the Company's Charter. Members of the Board of Directors who have interests related to parties involved in contracts or transactions are not allowed to vote.

### **Article 13. Responsibility of the Board of Directors to convene extraordinary General Meeting of Shareholders**

1. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases:
  - a) The Board of Directors deems it necessary in the interest of the Company;
  - b) The number of remaining members of the Board of Directors falls below the minimum number of members prescribed by law; or the number of Board members is reduced by more than one-third (1/3) compared to the provisions of the Company Charter, or the number of independent members of the Board of Directors is reduced, failing to meet the minimum number required by law;
  - c) At the request of a shareholder or a group of shareholders holding at least five percent (05%) of the total ordinary shares. The request for convening the General Meeting of Shareholders must be made in writing, specifying the reason and purpose of the meeting, and must bear the signatures of the relevant shareholders, or be prepared in multiple copies gathering all the signatures of the relevant shareholders
2. The person who convenes the extraordinary General Meeting of Shareholders shall perform the following tasks:
  - a) Prepare a list of shareholders having the right to participate in the meeting;
  - b) Provide information and settle complaints related to the list of shareholders;
  - c) Prepare the meeting agenda and contents;
  - d) Prepare meeting documents;
  - e) Draft the resolution of the General Meeting of Shareholders according to the meeting contents; prepare a list of candidates and their detailed information in case of election of members of the Board of Directors and the Supervisory Board;
  - f) Determine the meeting time and venue;
  - g) Send invitations to all shareholders who are eligible to participate in the meeting in accordance with the Law on Enterprises;
  - h) Other related tasks.

## **Chapter IV.**

### **MEETINGS OF THE BOARD OF DIRECTORS**

#### **Article 14. Meetings of the Board of Directors**

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (7) working days after the date that the Board of Directors is elected by the General Meeting of Shareholders. This meeting shall be convened and chaired by the member that receives the most votes. In case of a tie, the members shall vote under majority rule to choose one (1) person to convene the Board of Directors;
2. The Board of Directors shall have at least one (1) meeting per quarter and may have ad hoc meetings;
3. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
  - a) The meeting is requested by the Supervisory Board or independent members of the Board of Directors;
  - b) The meeting is requested by the General Director or at least five (5) more managers;
  - c) The meeting is requested by at least two (2) members of the Board of Directors.
4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decisions within the authority of the Board of Directors;
5. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within seven (7) working days from the date of receipt of the request specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors at the request, the Chairperson of the Board of Directors shall be responsible for any damage caused to the Company. Consequently, the person who made such request has the right to replace the Chairperson of the Board of Directors to convene a meeting of the Board of Directors;
6. The Chairperson of the Board of Directors or the person convening the meeting of the Board of Directors must send an invitation notice to all Board members at least three (3) working days before the meeting date. The invitation notice must specify the meeting time, venue, agenda and discussion issues.

The invitation notice may be sent by registered mail, phone, fax, electronic means or by other methods prescribed by the Company's Charter and must be delivered to the registered contact address of each member of the Board of Directors;
7. The Chairperson of the Board of Directors or the convenor shall send the invitation notice and related documents to members of the Supervisory Board in the same way that it is sent to members of the Board of Directors. Members of the Supervisory Board have the right to attend meetings of the Board of Directors and have the right to discuss but not to vote;

8. The meeting of the Board of Directors shall start when at least three-fourths ( $\frac{3}{4}$ ) of the members are participating in the meeting. In case the number of participating members is not adequate, a second meeting shall be convened within seven (7) days from the intended date of the first meeting. The second meeting shall start when there is more than half of the members of the Board of Directors;
9. It is considered that a member of the Board of Directors participates and votes in a meeting when he/she:
  - a) Participates and votes in person at the meeting;
  - b) Authorizes another person to participate in the meeting and vote in accordance with Clause 11 of this Article;
  - c) Participates and votes in an online meeting, casts electronic votes, or votes via other electronic forms;
  - d) Sends his/her votes by mail, fax or email;
10. In case the votes are sent to the meeting by mail, they must be put in sealed envelopes and delivered to the Chairperson of the Board of Directors at least one (1) hour before the meeting opens. The votes shall only be opened in the presence of all participants;
11. Members shall participate in all meetings of the Board of Directors. A member may authorize another person to participate in the meeting and vote if it is approved by the majority of members of the Board of Directors; Such authorization must be made in writing and submitted to the Company's Governance Officer at least one (01) day prior to the commencement of the meeting. The authorized person attending the Board meeting shall be responsible for maintaining the confidentiality of all information related to the meeting, and in the event of a breach, must compensate the Company for any damages incurred;
12. A resolution or decision of the Board of Directors will be ratified if it is approved by the majority of the participating members. In case of a tie, the Chairperson of the Board of Directors shall have right to decide.

#### **Article 15. Meeting minutes of the Board of Directors**

1. Minutes of all meetings of the Board of Directors shall be taken in the form of written documents and may also be recorded or stored in other electronic forms. The minutes must be taken in Vietnamese and may also be in foreign languages with the following contents:
  - a) Enterprise's name, address of head office and enterprise ID number;
  - b) Meeting time and venue;
  - c) Purpose, agenda and meeting content;
  - d) Full name of every participating member and their authorized participants; full name of absent members and reasons for their absences;
  - e) Issues to be discussed and voted on at the meeting;
  - f) Summaries of opinions of each participating member in chronological order;

- g) Voting results, including specific members that cast affirmative votes, negative votes or abstentions;
  - h) Ratified issues and ratio of affirmative votes;
  - i) Full name and signatures of chairperson and minutes taker — except in the case specified in Clause 2 of this Article.
2. In case the chairperson or minutes maker refuses to sign the minutes, the minutes are still effective if they bear the signatures of all other participating members and have adequate content according to Points a, b, c, d, e, f, g and h in Clause 1 of this Article;
  3. The chairperson, minutes maker and other persons who sign the minutes shall be responsible for their truthfulness and accuracy;
  4. The minutes of Board of Directors' meetings and other documents used in the meeting shall be kept at the Company's head office;
  5. The minutes kept in Vietnamese or foreign languages will have equal legal value. In case of a discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall apply.

**Chapter V.**  
**REPORTING AND DISCLOSURE OF INTERESTS**

**Article 16. Submission of annual reports**

1. At the end of the fiscal year, the Board of Directors shall submit the following reports to the General Meeting of Shareholders:
  - a) Business report;
  - b) Financial statement;
  - c) Report on management and administration of the Company;
  - d) Verification report prepared by the Supervisory Board.
2. The reports mentioned in Clause 1 and Clause 2 of this Article, verification report prepared by the Supervisory Board and audit reports shall be retained at the Company's head office at least ten (10) days before the date of the General Meeting of Shareholders — unless a longer time is prescribed by the Company's Charter. Shareholders who hold the Company's shares for at least one (1) year are entitled to examine the reports mentioned in this Article on their own or with their lawyers, accountants or auditors who have practicing certificates.

**Article 17. Remuneration, bonus and other benefits of members of the Board of Directors**

1. The Company is entitled to pay remuneration and bonus to members of the Board of Directors based on business performance;
2. Members of the Board of Directors are entitled to receive remuneration and bonus. Remuneration is calculated based on the number of working days that is necessary for completion of their tasks and daily remuneration. The Board of Directors shall estimate the remuneration of each member under unanimous rule. The total remuneration and bonus for the Board of Directors shall be decided by the annual General Meeting of Shareholders;
3. Remuneration of each member of the Board of Directors shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement and reported at the annual General Meeting of Shareholders;
4. Members of the Board of Directors who hold executive positions, work on subcommittees of the Board of Directors or perform tasks other than normal tasks of members of the Board of Directors may be paid additional remuneration in the form of a lump sum, salary, commission, profit percentage or another form decided by the Board of Directors;
5. Members of the Board of Directors are entitled to receive reimbursement for the cost of travel, lodging and other reasonable costs incurred during the performance of their tasks, including the costs of participation in meetings of the General Meeting of Shareholders, the Board of Directors and/or its subcommittees;

6. Members of the Board of Directors may have liability insurance purchased by the Company if approved by the General Meeting of Shareholders. This insurance does not cover liability of members of the Board of Directors related to violations against the law and the Company's Charter.

**Article 18. Disclosure of related interests**

In case the Company's Charter does not have tighter restrictions, interests and related persons of the Company shall be disclosed as follows:

1. Members of the Board of Directors must declare to the Company about their related interests, including:
  - a) Name, enterprise ID number, address of head office, business lines of enterprises in which they hold stake or shares, their ownership ratio and time of ownership;
  - b) Name, enterprise ID number, address of head office, and business lines of enterprises in which they and their related persons jointly or separately hold stake or shares that are worth more than 10% of charter capital.
2. The information mentioned in Clause 1 of this Article shall be declared within seven (7) working days from the occurrence date of related interests; any revision shall be informed to the Company within seven (7) working days from its occurrence date;
3. Before performing any task within the scope of operation of the Company — whether in their own name or others — members of the Board of Directors must explain the nature and content of these tasks to the Board of Directors and may only perform them if they are approved by the majority of the remaining members of the Board of Directors. Otherwise, any income generated by such activity will belong to the Company.

## **Chapter VI.**

### **RELATIONSHIPS OF THE BOARD OF DIRECTORS**

#### **Article 19. Relationships between members of the Board of Directors**

1. Members of the Board of Directors have a cooperative relationship. Members of the Board of Directors are responsible for informing each other of the issues that occur during the performance of their assigned tasks;
2. During the performance of his/her tasks, the assigned member shall coordinate the operations of other members if they are relevant to his/her tasks. In case of disagreements among members of the Board of Directors, the assigned member shall submit a report to the Chairperson of the Board of Directors for consideration or hold a meeting of members of the Board of Directors in accordance with regulations of law, the Company's Charter and this Regulation;
3. In case of reassignment among members of the Board of Directors, they shall hand over relevant tasks and documents. The handover shall be recorded in writing and reported to the Chairperson of the Board of Directors.

#### **Article 20. Relationships with the Board of Management**

Via their administrative roles, the Board of Directors shall promulgate resolutions, which will be implemented by the General Director and other members of the Board of Management. At the same time, the Board of Directors will supervise and inspect the implementation of such resolutions.

#### **Article 21. Relationships with the Supervisory Board**

1. There is a cooperative relationship between the Board of Directors and the Supervisory Board. The Board of Directors shall work with the Supervisory Board on a principle of equality and independence as well as cooperate and assist one another in the performance of their tasks;
2. When receiving inspection minutes or reports from the Supervisory Board, the Board of Directors shall examine them and request relevant units to formulate plans and promptly make rectifications.

**Chapter VII.**  
**IMPLEMENTATION CLAUSES**

**Article 22. Implementation**

The Regulation on operation of the Board of Directors of Dong A Hotel Group JSC consists of 22 articles, which comes into force on ...,2026

**ON BEHALF OF GENERAL SHAREHOLDERS' MEETING**  
**CHAIRWOMAN**

**TRAN NU NGOC ANH**

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

Draft

**REGULATION ON OPERATION OF THE  
SUPERVISORY BOARD**

## **Chapter I**

### **GENERAL PROVISIONS**

#### **Article 1. Scope, regulated entities, Definitions and Concepts**

1. Scope: The Regulation on operation of the Supervisory Board regulates the organizational structure, operating principles, requirements, rights and obligations of the Supervisory Board and its members prescribed by the Law on Enterprises, the Company's Charter and relevant regulations;
2. Regulated entities: The Supervisory Board and its members.
3. Definitions and Concepts: Unless otherwise defined, the terms used in this Regulation shall have the same meanings as those defined in the Company Charter.

In this Regulation, references to a particular provision or legal document shall include any amendments, supplements, or replacements thereof

#### **Article 2. Operating principles**

1. The Supervisory Board shall work in a collective principle.
2. Members of the Supervisory Board shall be personally responsible for the performance of his/her own tasks and be jointly responsible to the General Meeting of Shareholders and the law for the tasks and decisions of the Supervisory Board.

## **Chapter II**

### **MEMBERS OF THE SUPERVISORY BOARD (SUPERVISORS)**

#### **Article 3. Rights, obligations and responsibilities of members of the Supervisory Board**

1. Comply with laws, the Company's Charter, resolutions of the General Meeting of Shareholders and professional ethics in performance of their duties;
2. Perform their rights and obligations in an honest and prudent manner for the best and lawful interests of the Company;
3. Be loyal to the interests of the Company and shareholders; do not abuse power and position or use information, secrets, business opportunities and other assets of the Company for personal gain or to serve the interests of any other organization or individual;
4. Other obligations prescribed by the Law on Enterprises and the Company's Charter;
5. In case violations against regulations of Clauses 1, 2, 3 and 4 of this Article cause damage to the Company or other persons, members of the Supervisory Board shall personally or jointly pay compensation for such damage. The income and benefits earned by members of the Supervisory Board from these violations shall be returned to the Company;
6. In case a member of the Supervisory Board is found to be violating his/her rights or obligations, a written notice shall be sent to the Supervisory Board requesting the violator to stop committing the violation and take remedial measures.

#### **Article 4. Tenure and number of members of the Supervisory Board**

1. The Supervisory Board has three (3) to five (5) members. The term for members of the Supervisory Board shall not exceed five (5) years and there is no limit on the number of terms that a member can serve;
2. Members of the Supervisory Board are not necessarily shareholders of the Company;
3. More than half of the members of the Supervisory Board must be residents of Vietnam;
4. In case the tenure of all members of the Supervisory Board ends before new members are elected, the existing members shall keep performing their rights and obligations until new members are elected and take over their tasks.

#### **Article 5. Requirements for becoming members of the Supervisory Board**

1. A member of the Supervisory Board shall satisfy the following requirements:
  - a) He/she is not any of the persons specified in Clause 2, Article 17 of the Law on Enterprises;
  - b) He/she is trained in economics, finance, accounting, auditing, law, business administration or another major that is relevant to the enterprise's operation;
  - c) He/she is not a relative of any member of the Board of Directors, the General Director or any other managers;
  - d) He/she is not a manager and not necessarily a shareholder or employee of the Company;
  - e) He/she does not work in the Company's accounting or finance department;
  - f) He/she is not a member or employee of the accredited audit organization that is auditing the Company's financial statements over the last three (3) years;
  - g) Other requirements prescribed by law and the Company's Charter.
2. In addition to the standards and conditions prescribed in Clause 1 of this Article, a member of the Supervisory Board shall not be a family member of any executive officer of the Company or its parent company

#### **Article 6. Head of the Supervisory Board**

1. Head of the Supervisory Board shall have a bachelor's degree or higher in economics, finance, accounting, auditing, law, business administration or another major that is relevant to the Company's operation;
2. The Head of the Supervisory Board shall be elected from members of the Supervisory Board; the election, dismissal and discharge of the Head of the Supervisory Board shall be carried out under majority rule;
3. Rights and obligations of the Head of the Supervisory Board shall be specified in the Company's Charter.

#### **Article 7. Nomination and self-nomination of members of the Supervisory Board**

1. A shareholder or group of shareholders that holds at least 10% of total ordinary shares is entitled to nominate candidates to the Supervisory Board. Candidates shall be nominated as follows:
  - a) The group of shareholders that nominate candidates to the Supervisory Board must inform participants of the meeting of this nomination before the opening of the General

Meeting of Shareholders;

- b) Depending on the number of elected members of the Supervisory Board, the shareholders or groups of shareholders prescribed in this clause may nominate one or some candidates to the Supervisory Board according to the decision of the General Meeting of Shareholders. In case the number of nominated candidates is smaller than the maximum permissible number of candidates specified in the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board and other shareholders.
2. In case the number of candidates is smaller than the minimum number, the incumbent Supervisory Board shall nominate more candidates or organize the nomination in accordance with the Company's Charter, regulation on corporate governance and regulation on operation of the Supervisory Board. This must be announced before the General Meeting of Shareholders votes for members of the Supervisory Board as prescribed by law.

**Article 8. Method for election, dismissal and discharge of members of the Supervisory Board**

1. Election, dismissal and discharge of members of the Supervisory Board is under the authority of the General Meeting of Shareholders;
2. The voting on appointment of members of the Supervisory Board shall be carried out by cumulative voting. This means each shareholder has a number of votes that is equivalent to his/her shares multiplied by the number of elected members of the Supervisory Board; each shareholder may cast all or some of the votes for one or some candidates. Elected members of the Supervisory Board shall be chosen according to number of votes received in descending order until the minimum number specified in the Company's Charter is reached. In case two (2) or more candidates for the last member of the Supervisory Board receive the same number of votes, they will undergo another round of voting or be selected according to the voting regulations or the Company's Charter.

#### **Article 9. Dismissal, discharge of members of the Supervisory Board**

1. A member of the Supervisory Board will be dismissed by the General Meeting of Shareholders in the following cases:
  - a) He/she no longer fully satisfies the requirements specified in Article 169 of the Law on Enterprises;
  - b) He/she provides a resignation letter that is accepted;
  - c) Other cases specified in the Company's Charter.
2. A member of the Supervisory Board will be discharged by the General Meeting of Shareholders in the following cases:
  - a) He/she fails to fulfill the assigned tasks and duties;
  - b) He/she fails to perform his/her rights and obligations for six (6) consecutive months, except in force majeure events;
  - c) He/she commits multiple or serious violations against obligations of members of the Supervisory Board prescribed by the Law on Enterprises and the Company's Charter;
  - d) Other cases specified in the resolution of the General Meeting of Shareholders.

#### **Article 10. Announcement of election, dismissal and discharge of members of the Supervisory Board**

1. After candidates for members of the Supervisory Board have been nominated, the Company shall publish information about these candidates on the Company's website at least ten (10) days before the opening date of the General Meeting of Shareholders for shareholders to review before voting. Each candidate shall prepare a written declaration that the information about him/her is correct and to perform his/her duties in an honest and prudent manner for the best interests of the Company if he/she is given the position of member of the Supervisory Board. Information on candidates includes:
  - a) Full name, date of birth;
  - b) Qualifications;
  - c) Work experience;
  - d) Other managerial positions;
  - e) Interests relevant to the Company and the Company's related parties;
  - f) Other information (if any) specified in the Company's Charter;

- g) The Company shall disclose information about the companies in which the candidates are holding managerial positions and their related interest to the Company (if any).
2. The results of election, dismissal and discharge of members of the Supervisory Board shall be announced in accordance with regulations on information disclosure.

**Chapter III**  
**SUPERVISORY BOARD**

**Article 11. Rights, obligations and responsibilities of the Supervisory Board**

1. Supervise the Board of Directors, the General Director managing and operating the Company;
2. Inspect the rationality, legitimacy, truthfulness and prudence in business operation and management; the systematization, uniformity and appropriateness of accounting, statistics and preparation of financial statements;
3. Inspect the adequacy, legitimacy and truthfulness of income statements, annual and six-month financial statements of the Company; assess management tasks performed by the Board of Directors; submit reports to the annual General Meeting of Shareholders. Review contracts and transactions with related persons to be approved by the Board of Directors or the General Meeting of Shareholders; offer recommendations concerning these contracts and transactions;
4. Review, inspect, evaluate the effectiveness of the internal control, internal audit, risk management and early warning of the Company;
5. Examine accounting books, accounting records and other documents of the Company; management and operation of the Company where necessary or under the resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises;
6. Within seven (7) working days from the receipt of the request from a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises, the Supervisory Board shall carry out an inspection. Within fifteen (15) days from the end of the inspection, the Supervisory Board shall submit an inspection report to the Board of Directors and the requesting shareholder or group of shareholders.  
  
The inspection by the Supervisory Board must not affect the normal operation of the Board of Directors and the Company's business operation;
7. Propose changes and improvements to the organizational structure, supervision and administration mechanism to the Board of Directors or the General Meeting of Shareholders;

8. Whenever a member of the Board of Directors or the General Director is found to be violating Article 165 of the Law on Enterprises, the Supervisory Board must promptly send a notice to the Board of Directors requesting the violator to stop the violation and take remedial measures;
9. Participate and discuss in meetings of the General Meeting of Shareholders, the Board of Directors and other meetings of the Company;
10. Employ independent counselors and internal audits of the Company to serve the performance of their tasks;
11. The Supervisory Board may consult with the Board of Directors before submitting its reports, verdicts and proposals to the General Meeting of Shareholders;
12. Inspect specific issues relevant to management and administration of the Company at the request of shareholders;
13. Request the Board of Directors to convene an extraordinary General Meeting of Shareholders;
14. Convene the GMS instead of the Board of Directors within 30 days if the Board of Directors fails to do so, as prescribed in Clause 3, Article 140 of the Law on Enterprises;
15. Request the Chairperson of the Board of Directors to convene a meeting of the Board of Directors;
16. Examine, extract, copy all or part of the list of related persons and interests prescribed in Clause 1 and Clause 2, Article 164 of the Law on Enterprises;
17. Submit and request the General Meeting of Shareholders to approve the list of accredited audit organizations that can audit the Company's financial statements; an accredited audit organization shall also audit the Company's operation where necessary;
18. Take responsibility to the shareholders for the supervision tasks performed by the Supervisory Board;
19. Supervise the Company's finance, lawfulness of operation of members of the Board of Directors, the General Director and other managers;
20. Cooperate with the Board of Directors, the General Director and shareholders;

21. Send a written notice to the Board of Directors within forty-eight (48) hours after discovery of violations against the law or the Company's Charter by a member of the Board of Directors, the General Director or other executives of the Company, and request the violator to stop committing the violations and take remedial measures;
22. Formulate regulations on operation of the Supervisory Board and submit them to the General Meeting of Shareholders for approval;
23. Witness the vote counting by the Board of Directors and issue a vote counting record if requested by the Board of Directors in case of a questionnaire survey for ratification of the General Meeting of Shareholders' resolution;
24. The Head of the Supervisory Board shall preside over the election of the chairperson of the GMS in case the Chairperson is absent or temporarily unable to work while the remaining members of the Board of Directors cannot elect a chairperson. In this case, the person who receives the most votes shall chair the meeting;
25. Perform other rights and obligations prescribed by the Law on Enterprises, the Company's Charter and the resolution of the General Meeting of Shareholders.

#### **Article 12. Rights to be provided with information of the Supervisory Board**

1. Documents and information shall be sent to members of the Supervisory Board at the same time and using the same method as those applied to members of the Board of Directors, including:
  - a) Meeting invitations, questionnaires for members of the Board of Directors and enclosed documents;
  - b) The resolutions, decisions and minutes of the General Meeting of Shareholders and meetings of the Board of Directors;
  - c) Reports submitted by the General Director to the Board of Directors or other documents issued by the Company.
2. Members of the Supervisory Board are entitled to access the Company's documents kept at its headquarters, branches and other locations as well as enter the working locations of the Company's managers and employees during office hours;

3. The Board of Directors, its members, the General Director and other managers shall provide accurate, adequate and timely information and documents about the Company's management and operation at the request of the Supervisory Board or its members.

**Article 13. Responsibility of the Supervisory Board to convene an extraordinary General Meeting of Shareholders**

1. The Supervisory Board shall convene a General Meeting of Shareholders instead of the Board of Directors within thirty (30) days if the Board of Directors fails to convene the General Meeting of Shareholders in the following cases:
  - a) Number of members of the Supervisory Board drops below the minimum number prescribed by law;
  - b) It is requested by a shareholder or group of shareholders prescribed in Clause 2, Article 115 of the Law on Enterprises;
  - c) An extraordinary General Meeting of Shareholders is requested by the Supervisory Board but not convened by the Board of Directors.
2. In case the Supervisory Board does not convene the General Meeting of Shareholders as per regulations, the Supervisory Board shall pay damage incurred by the Company;
3. The costs of convening and conducting the General Meeting of Shareholders as prescribed in Clause 1 of this Article shall be reimbursed by the Company.

**Chapter IV**  
**MEETINGS OF THE SUPERVISORY BOARD**

**Article 14. Meetings of the Supervisory Board**

1. The Supervisory Board shall have at least two (2) meetings per year. Each meeting must be participated by at least two-thirds ( $\frac{2}{3}$ ) of its members;
2. The Supervisory Board is entitled to request members of the Board of Directors, the General Director and representatives of the accredited audit organization to participate in its meetings and clarify raised issues.

**Article 15. Minutes of meetings of the Supervisory Board**

Minutes of these meetings must be detailed, bear the signatures of the minute taker and participating members. All minutes of meetings of the Supervisory Board must be retained in order to attribute responsibility to each member.

**Chapter V**  
**REPORTING AND DISCLOSURE OF INTERESTS**

**Article 16. Submission of annual reports**

Reports to be submitted by the Supervisory Board at annual GMS include:

1. The self-assessment report on performance of the Supervisory Board and its members;
2. Summaries of meetings of the Supervisory Board as well as verdicts and proposals of the Supervisory Board; result of supervision of the Company's operation and finance;
3. Assessment reports on transactions between the Company, subsidiary companies and other companies in which over 50% charter capital is held by the Company with members of the Board of Directors, the General Director and their related persons; transactions between the Company with companies whose founders or managers are/have been members of the Board of Directors over the last three (3) years from the transaction date;
4. Result of supervision of the Board of Directors, the General Director and other executives;
5. Evaluation of cooperation between the Supervisory Board, the Board of Directors, the General Director and shareholders;
6. Submit and request the General Meeting of Shareholders to approve the list of audit organizations that will audit the Company's financial statements; an accredited audit organization shall also audit the Company's operation where necessary.

### **Article 17. Salaries and other benefits**

The salaries, remuneration, bonuses and other benefits of members of the Supervisory Board shall comply with the regulations below:

1. Members of the Supervisory Board shall receive salaries, remuneration, bonuses and other benefits under the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the salaries, remuneration, bonuses and other benefits as well as the annual budget of the Supervisory Board;
2. Salaries and operating costs of the Supervisory Board shall be recorded as the Company's operating costs in accordance with laws on corporate income tax and presented in a separate section of the Company's annual financial statement.

### **Article 18. Disclosure of related interests**

1. Members of the Supervisory Board shall declare their related interests, including:
  - a) Names, enterprise ID numbers, address of head office and business lines of enterprises in which they own or they hold stake or shares, as well as their holding ratio and time of ownership;
  - b) Names, enterprise ID numbers, address of head office, business lines of enterprises in which their related persons jointly or separately own or hold stake or shares that account for more than 10% of charter capital.
2. The information mentioned in Clause 1 of this Article shall be declared within seven (7) working days from the occurrence date of the related interest; any revision shall be informed to the Company within seven (7) working days from its occurrence date;
3. Members of the Board of Supervisors and their related persons may only use the information obtained from their positions to serve the interests of the Company;
4. Members of the Supervisory Board shall send written notice to the Board of Directors and the Supervisory Board of the transactions between the Company subsidiary companies, companies in which 50% of charter capital is held by the Company with members of the Supervisory Board or related persons of members of the Supervisory Board as prescribed by law. The Company shall disclose information about the transactions that are approved by the General Meeting of Shareholders or the Board of Directors in accordance with regulations of the Law on Securities on information disclosure;

5. Members of the Supervisory Board and their related persons must not use or reveal internal information for carrying out relevant transactions.

**Chapter VI**  
**RELATIONSHIPS OF THE SUPERVISORY BAORD**

**Article 19. Relationships between members of the Supervisory Board**

Members of the Supervisory Board are independent from one another and shall cooperate in performance of common tasks to fulfill the responsibility, rights and obligations of the Supervisory Board as prescribed by law and the Company's Charter. The Head of Supervisory Board shall coordinate to ensure smooth operation of the Supervisory Board but does not have the right to control its members.

**Article 20. Relationship with the Board of Management**

The Supervisory Board is independent from the executive board of the Company and shall supervise operation of the executive board.

**Article 21. Relationship with the Board of Directors**

The Supervisory Board is independent from the Board of Directors and shall supervise operation of the Board of Directors.

**Chapter VII**  
**IMPLEMENTATION CLAUSES**

**Article 22. Implementation**

The Regulation on operation of the Supervisory Board of of Dong A Hotel Group JSC consists of 22 articles, which comes into force on ...,2026.

**ON BEHALF OF GENERAL SHAREHOLDERS' MEETING**  
**CHAIRWOMAN**

**TRAN NU NGOC ANH**

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

Draft

**REGULATIONS ON INTERNAL AUDIT**  
**DONG A HOTEL GROUP JOINT STOCK COMPANY**

# CHAPTER I

## GENERAL PROVISIONS

### **Article 1. Scope**

These Regulations provide for objectives, scope of operation, position, duties, powers and responsibilities of the internal audit at Dong A Hotel Group Joint Stock Company (the “**Company**”).

### **Article 2. Subjects of application**

These Regulations shall apply to all members of an internal audit department of *Company* and organizations and individuals within *Company* involved in internal audit activities within the entire enterprise, including its head office, branches, representative offices.

### **Article 3. Interpretation**

1. *Internal audit* refers to the examination, evaluation and supervision of the adequacy, appropriacy and efficaciousness of an internal audit.
2. *Internal audit professional/practitioner* refers to a person performing internal audit tasks within a unit.
3. *Internal audit head/leader* refers to a person authorized by a competent authority in accordance with laws or regulations of a unit assigned to take charge of internal audit at that unit.

### **Article 4. Objectives of an internal audit**

By means of carrying out inspection, assessment and consulting activities, the internal audit may come up with independent and objective assurance and recommendations about the followings:

- a) Governance and risk management processes of *Company* that must ensure efficiency and high performance;
- b) Operational and strategic objectives, working plans and missions that *Company* must have been fulfilled.

### **Article 5. Position of internal audit**

1. The internal audit department is established by the law and *Company*'s charter.
2. Internal audit head will present an audit report to the Board of Directors.
5. The internal audit head will present an audit report by the law. The report also includes significant risks and controls, risk of fraud, governance and other matters that are necessary.

## **Article 6. Scope of internal audit**

1. Internal audit provides independent and objective assurance services designed to add value and improve *Company's* operations.
2. The internal audit helps *Company* accomplish its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of governance, risk management and control processes.
3. The internal audit activity includes, but is not limited to, the testing and evaluation of the adequacy and effectiveness of governance, risk management and internal control, as well as the quality of performance, in performing assigned tasks and giving complete recommendations about improvements in order to attain the objectives and purposes of an enterprise.
4. Scope of internal audit, including:
  - a) Providing assurance through the testing and evaluation of the adequacy and effectiveness of governance, risk management and internal controls to help *Company* to achieve strategic, operational, compliance and financial objectives:
  - b) Making in-depth analyses and recommendations based on data assessment and processes of the enterprise:
    - i. Evaluating the reliability and integrity of the management information system and means by which such information is determined, measured, sorted and reported.
    - ii. Analyzing activities or programs to determine whether findings and results are consistent with established goals and objectives.
    - iii. Assessing whether activities or programs are performed according to the plan.
    - iv. Assessing the effectiveness and efficiency of resources used.
  - c) Providing consultations and recommendations independently and objectively: Performing consulting activities related to management, risk management and internal control processes appropriate to *Company*.
  - d) Conducting pre-engagement activities: These activities are performed before the implementation of the audited department's/unit's projects, activity plans or programs, serving the purpose of assessing the reliability of information, documents, the economy, feasibility and effectiveness of these projects, activity plans and programs; may help management gain reliable information to make decisions.
  - e) Conducting simultaneously engaged audit activities: These activities are performed during the ongoing implementation of the audited department's/unit's activity plans and projects, aiming to evaluate the progress and quality of the activity performance process; detect and promptly

recommend measures to correct deviations, shortcomings and weaknesses arising in the process of implementing projects, programs and work plans in order to ensure the best implementation of objectives of the project or plan of the audited department/unit.

f) Conducting post-engagement activities: These activities are performed after the implementation of the audited department/unit completes their project, program, and activity plan in order to carry out the contents and objectives of the financial statement, compliance and operational audit on operations of the audited department/unit.

g) Providing the enterprise with counseling for selection and control of independent audit services to ensure the economy and efficiency.

h) Periodically reporting on the purposes, authority, responsibility and performance of the internal audit department in relation to the department's plan.

k) Depending on the subject of the audit, when planning an internal audit, it is possible to combine pre-engagement, simultaneously engaged audit and post-engagement activities.

#### **Article 7. Core principles of internal audit**

##### 1. Independence:

a) Internal audit practitioners shall not be allowed to simultaneously undertake the works defined as the subjects of internal audit. The internal audit is free from any interference during the performance of reporting and assessment tasks and functions.

b) Internal audit practitioners shall not be allowed to get involved in auditing activities and departments/units where they assume operational or executive responsibilities over the last 3 years.

c) Internal audit practitioners shall not be allowed to get involved in auditing activities and departments/units where their related persons assume operational or executive responsibilities.

2. Objectivity: Internal audit practitioners must ensure the objectivity, accuracy, integrity and impartiality during the process of performing internal audit engagements.

3. Complying with laws and assume legal liability for internal audit activities.

#### **Article 8. Standards for professional practice of internal auditing**

1. The internal audit department must comply with legal regulations on internal audit, the internal audit standards and code of ethics issued or announced by the competent regulatory authority.

2. In addition, the internal audit department must comply with the relevant policies and procedures of *Company* regarding internal audit, even including internal audit procedures that have been approved and put to use by *Company*.

#### **Article 9. Code of ethics for internal audit**

1. Integrity: Internal audit practitioners must perform audit activities in an honest and discreet manner and with a high sense of responsibility; must observe provisions of laws and declare necessary information according to regulatory and professional requirements as to internal auditing; shall be prohibited from participating in illegal acts causing harm to *Company's* reputation.

2. Objectivity: Internal audit practitioners must ultimately express their professional objectivity with respect to the collection, assessment and exchange of information about audited activities and processes. Internal audit practitioners may give their objective comments on all of the related circumstances and must not be affected or controlled by personal interests or any person while making their judgements and conclusions.

3. Professional capabilities and discretion: Internal audit practitioners must employ their internal audit knowledge, skills and professional experience in performing internal audit engagements. They must also act in a discreet manner and in conformity with professional and technical standards currently in use.

4. Confidentiality: Internal audit practitioners must respect values and ownership of provided information and shall be banned from revealing such information without permission from competent authorities, except in case disclosure of such information falls into their assigned duties or conform to requirements laid down in laws.

5. Professional conduct: Internal audit practitioners must comply with laws and relevant regulations, and must be prevented from performing any act that may reduce their professional reputation.

6. Internal audit heads must take monitoring, assessment and management measures in order to ensure that internal audit practitioners comply with the code of ethics for internal audit.

#### **Article 10. Competencies in performing internal audit engagements**

1. Internal audit heads shall, after making a review on the scale and extent of complexity of audit activities and audit engagements, submit it to the Board of Directors to seek their decision on which resources are necessary to the internal audit department. Internal audit heads shall establish the appropriate standards for recruiting internal audit practitioners.

2. Internal audit heads should have relevant education/expertise and adequate audit experience. Internal audit heads should also have in-depth knowledge about business operations and other relevant skills.

3. Internal audit heads should evaluate skills and knowledge of the internal audit department for the effective performance of process audits. Where necessary, it is possible to hire independent experts/consultants. Internal audit heads shall prepare a plan to hire independent experts/consultants which will be then submitted to the Board of Directors. Internal audit heads shall be responsible for internal audit activities related to results received from these experts/consultants.

4. Internal audit heads shall be responsible for internal audit activities performed by internal audit practitioners. Internal audit heads should ensure that audit objectives outlined in an approved audit plan have been met. Internal audit heads should establish a reasonable detailed plan to complete each audit engagement (from the beginning to the issuance of an audit report) after considering the nature and complexity of that audit engagement.

5. Internal audit heads should be trained to gain necessary knowledge to perform the audit work. Such training should be maintained on a regular basis so that internal audit practitioners at all levels can keep up with industry developments and improve their professional skills. Internal audit heads should ensure that internal audit practitioners are trained through the appropriate work.

#### **Article 11. Authority of internal audit departments**

1. Actively perform tasks specified in approved audit plans.
2. Receive resources necessary to carry out their work according to the approved plans.
3. Fully and promptly receive all the necessary information, documents and records for internal audit activities.
4. Have access to and review all professional processes and assets during the process of internal audit.
5. Meet and interview all staff members of audited units to collect their opinions about issues related to the subject matters of the internal audit.
6. Receive documents, records and meeting minutes from the Board of Directors and other subordinate departments involved in the internal audit work.
7. Attend internal meetings in accordance with laws and *Company's* statutes or internal rules.
8. Oversee, assess and monitor correction, remedial or improvement actions taken by leaderships of audited units and departments with respect to issues that internal audit practitioners have recorded and given recommendations on.
9. Have access to protection against refusal of collaboration of audited departments/units.

10. Have access to training in improving competencies of internal audit practitioners of internal audit departments.

11. All officers, employees and management at all levels within *Company* shall be responsible for providing adequate and timely documentation, giving explanations, fully and promptly cooperating and assisting internal audit departments in performing their roles and responsibilities.

#### **Article 12. Responsibilities of internal audit departments**

1. Protect confidentiality of records, documents and information in accordance with regulations in force and rules *Company*.

2. Bear responsibility to the Board of Directors for internal audit results, assessments, conclusions, recommendations and proposals included in internal audit reports.

3. Promptly monitor, facilitate and inspect the results of implementation of post-audit recommendations of subordinate and affiliated departments/units of *Company*.

4. Organize regular training sessions in order to improve and assure professional competences of internal audit practitioners.

5. Assume other responsibilities prescribed by laws and internal audit rules of *Company*.

#### **Article 13. Responsibilities and authority of internal audit practitioners**

1. Responsibilities:

a) Carry out internal audit plans that have already been approved;

b) Identify information that is sufficient, reliable, proper and useful to accomplish audit objectives;

c) Rely on appropriate analyses and assessments in order to give independent and unbiased audit conclusions and results;

d) Store related information in order to support audit conclusions and produce audit results;

dd) Bear responsibility for results of assigned internal audits;

e) Ensure information security in accordance with laws;

g) Incessantly improve professional competencies and adhere to professional ethics;

h) Assume other responsibilities prescribed by laws and internal audit rules of *Company*.

## 2. Authority:

- a) In the process of carrying out internal audits, exercise independent rights to give their opinions, comments, assessments and recommendations about audited matters;
- b) Request audited department/units to provide materials, documents and information related to audited matters in a timely and sufficient manner;
- c) Retain and reserve written opinions on audit results within the scope of their assigned tasks;
- d) Exercise other rights defined under laws and internal audit rules of *Company*.

## **Article 14. Rights and responsibilities of internal audit heads**

### 1. Responsibilities:

- a) Manage and administer internal audit departments to ensure that they perform tasks in accordance with regulations in force;
- b) Ensure that internal audit staff members have access to regular training, possess necessary qualifications and competencies to perform assigned tasks;
- c) Implement measures in order to ensure independence, objectivity and truthfulness of internal audits;
- d) Report to the Board of Directors when discovering weaknesses and defects of the internal control system;
- e) Assume responsibility for results of internal audits conducted by internal audit departments;
- f) Ensure information security in accordance with laws;
- g) Assume other responsibilities prescribed by laws and internal audit rules of *Company*.

### 2. Rights and authority:

- a) Request staff members of other departments to be summoned to get involved in internal audit activities; request hiring of experts and consultants to set up an internal audit department and take part in internal audits where necessary provided that the independence of internal audits is ensured;
- b) Attend meetings in accordance with internal rules of their units and legislative regulations;
- c) In the process of carrying out internal audits, exercise independent rights to give their opinions, comments, assessments and recommendations about audited matters;

- d) Request audited department/units to provide materials, documents and information related to subject matters of the internal audit in a timely and sufficient manner;
- e) Retain and reserve written opinions on audit results;
- f) Exercise other rights defined under laws and internal audit rules of *Company*.

#### **Article 15. Independence and objectivity of internal audits**

1. The internal audit team shall not be tampered with by any factors within an organization, including those related to audit options, scope, procedures, frequency, timing or content of the reporting, in order to allow the maintenance of the necessary independent and objective mental attitude.
2. Internal audit practitioners shall not have direct operational responsibility or authority for any activity to be audited. Accordingly, internal audit practitioners shall not perform internal controls, build procedures, install systems, prepare documentation or engage in any other activity that would impair their judgments.
3. Internal audit practitioners must ultimately express their professional objectivity with respect to the collection, assessment and communication of information about audited activities and processes. Internal audit practitioners shall make the balanced assessment of all relevant circumstances and must not be affected or controlled by personal interests of theirs or any other person's while making their judgements.

## CHAPTER II

### INTERNAL AUDIT ACTIVITIES

#### **Article 16. Internal audit implementation approach**

The approach for implementation of the internal audit means the risk-based auditing method that prioritizes the concentration of resources on auditing of units or departments/processes assessed to pose the high level of risk.

#### **Article 17. Internal audit plan**

1. The internal audit plan must be developed based on the priority of the risk-based approach, taking into account the comments of the Board of Directors or the Board of Directors.
2. Internal audit heads must make a comprehensive risk assessment of operations, professional processes or units/departments to plan the internal audit.
3. Internal audit heads must review and adjust the plan if necessary in response to changes arising from business, risks, operations, programs, systems and controls of *Company*.

#### **Article 18. Internal audit process**

Internal audit head shall design a detailed internal audit process in accordance with the operational characteristics of *Company*.

#### **Article 19. Retention and storage of internal audit records and documents**

1. Engagement records and documents must exist in written form (paper or electronic) and stored with due care so that competent organizations and individuals can have access to them and understand internal audit activities and performance results included in audit reports.
2. Internal audit reports, documents and records must be stored and deposited in accordance with regulations in force of the State and *Company*.

#### **Article 20. Assurance and improvement of quality of internal audits**

1. Internal audit departments must maintain a quality assurance and improvement program that covers all aspects of an internal audit department.
2. The re-evaluation of internal audit activities conducted at the end of an engagement, and the annual general self-assessment of internal audit activities carried out by the internal audit department shall aim at assuring the quality of internal audit activities.

## **CHAPTER III**

### **RESPONSIBILITIES OF PARTIES INVOLVED IN INTERNAL AUDITS**

#### **Article 21. Responsibilities of the Board of Directors**

1. Provide internal audit departments with advantages so that they can fully implement their rights and duties in accordance with regulations in force.
2. Decide and approve the implementation of recommendations from the internal audit; direct departments to perform internal auditor's recommendations; take timely actions to implement internal auditor's recommendations and suggestions.

#### **Article 22. Responsibilities of the Control Board**

1. Carry out rights and obligations pertaining to internal audit as stipulated by the Law on Enterprises.
2. Implement matters prescribed under these Regulations.

#### **Article 23. Responsibilities of Director General**

1. Provide internal audit staff with advantages to perform their assigned tasks and direct other departments to collaborate with internal audit departments in performing tasks in accordance with internal audit rules and regulations.
2. Push departments to implement recommendations agreed upon with the internal audit department or follow directions from the Board of Directors, and inform the internal audit department of the implementation of recommendations agreed upon with the internal audit department.
3. Ensure that internal audit department is fully informed of any change and problem arising from activities of the audited unit in order to early detect associated risks.

#### **Article 24. Responsibilities of management of departments/units within the enterprise**

1. Provide internal audit staff with advantages to perform their assigned tasks and direct other departments to collaborate with internal audit departments in performing tasks in accordance with internal audit rules and regulations.
2. Push departments to implement recommendations agreed upon with the internal audit department or follow directions from the Board of Directors, and inform the internal audit department of the implementation of recommendations agreed upon with the internal audit department.

3. Ensure that the internal audit department is fully informed of any change and problem arising from activities of the audited department/unit in order to early determine associated risks.

**Article 25. Responsibilities of audited departments/units**

1. Provide a full amount of information, materials, documents and records necessary for internal audits after receipt of the request from the internal audit department in a true and accurate manner, and avoid hiding requested information.

2. Promptly inform the internal audit department in case of detecting any error, unsolved issue, violation, risk or loss of property or risk of loss of property.

3. Implement the recommendations agreed upon with the internal audit department or under the direction of the Board of Directors, General Director.

## **CHAPTER IV**

### **IMPLEMENTATION PROVISIONS**

#### **Article 26. Entry into force**

These Regulations of Company comprising 26 Articles, shall come into effect on ..., ... 2026.

**ON BEHALF OF GENERAL SHAREHOLDERS' MEETING  
CHAIRWOMAN**

**TRAN NU NGOC ANH**

**DONG A HOTEL GROUP JOINT  
STOCK COMPANY**

-----  
No.: 08/2026/TTr-HDQT

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

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*Thai Nguyen, date ... month ... year 2026*

**SUBMISSION**

*Ref: Assignment of the Board of Directors to decide on issues related to the investment project for the construction of a senior citizens' resort and ecotourism area in in the Ho Nui Coc Tourist Area, Thai Nguyen Province.*

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**Respectfully to: GENERAL SHAREHOLDERS' MEETING**

**Pursuant to:**

- *Law on Enterprises No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *Law on Securities No. 54/2019/QH14, passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
- *Pursuant to the Charter of Dong A Hotel Group Joint Stock Company ("Company's Charter").*

Regarding the investment project for the construction of a Senior Citizens' Resort and Ecotourism Area in Phuc Xuan Commune, Thai Nguyen City, Thai Nguyen Province, invested by Dong A Hotel Group Joint Stock Company, the Board of Directors would like to report to the General Shareholders' Meeting on the following issues:

- 1.** Annual General Shareholders' Meeting of the year 2025 of Dong A Hotel Group Joint Stock Company on 31 March 2025 has approved Proposal No. 06/2025/TTr-HDQT on amendments to the investment project for the construction of a senior citizens' resort and eco-tourism area in Phuc Xuan commune - Ho Nui Coc tourist area, Thai Nguyen City, Thai Nguyen Province (now Dai Phuc commune, Thai Nguyen Province) (hereinafter referred to as the "**Project**"), including amendments to the project implementation schedule; amendments to objectives and scale; amendments to the total investment capital of the project and amendments to the expected land area to be used.

2. Immediately upon approval of the General Shareholders' Meeting, the Board of Directors have promptly directed and coordinated the submission of the application for amendments of the investment policy to the competent State authorities. However, due to the temporary suspension of the revised Master Planning Project of Thai Nguyen City, Thai Nguyen Province until 2045 in accordance with document No. 1888/UBND-CNN&XD dated 25 March 2025 of the People's Committee of Thai Nguyen Province to the Ministry of Construction, the State authorities requested Dong A Hotel Group Joint Stock Company to suspend the procedures for amendments to the Project.
3. Accordingly, after the Dai Phuc Commune Planning in Thai Nguyen Province was approved by the competent authorities, the State authorities requested Dong A Hotel Group Joint Stock Company to finalize (to update relevant information regarding the Project in accordance with the approved planning) and resubmit the dossier for further consideration in accordance with regulations.
4. In order to proactively finalize and submit the dossier for amendment of the investment policy of the Project to the competent State authorities when the Dai Phuc Commune Planning is approved, and to fully protect the interests of shareholders, the Board of Directors respectfully requests the General Shareholders' Meeting to authorize the Board of Directors to decide on issues related to the Project:
  - a. To make decisions regarding investment in the Project and asset transfer related to the Project valued from 35% or more of the total asset value recorded in the latest financial statements of Dong A Hotel Group Joint Stock Company;
  - b. To issue documents of the investor regarding amendments to the Project (including but not limited to: implementation schedule; objectives and scale; expected land area to be used; total investment capital) and other related documents and records.

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

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRWOMAN**

*(Signed)*

**TRAN NU NGOC ANH**

*Note: This document may be amended/supplemented and presented to the AGM for consideration and decision-making at the meeting*

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No. .... /2026/DAH/NQ-ĐHĐCĐ

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Thai Nguyen, April ....., 2026

DRAFT

**RESOLUTION**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2026**  
**DONG A HOTEL GROUP JOINT STOCK COMPANY**

**Pursuant to:**

- Law on Enterprises No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Law on Securities No. 54/2019/QH14, passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Charter of Dong A Hotel Group Joint Stock Company ("Company's Charter");
- The Meeting Minutes No. .../2026/AAS/BB-ĐHĐCĐ dated April ....., 2026 of the annual general meeting of shareholders of Dong A Hotel Group Joint Stock Company.

The General Meeting of Shareholders has unanimously resolved to adopt this Resolution with the following key contents:

**RESOLVED THAT**

**Article 1: Approval of Report on operation of the Board of Directors in 2025**

**Article 2: Approval of Report on operation of the Board of Supervisors in 2025**

**Article 3: Approval of Report on assessment of the Independent Member of the BOD**

**Article 4: Approval of Submission No. 01/2026/TTr- HĐQT regarding the approval of the 2025 audited financial statements**

General Meeting unanimously approved the 2025 audited financial statements audited by Audit and International Evaluation Company Limited.

**Article 5: Approval of Submission No. 02/2026/TTr-HĐQT regarding the approval of the 2026 business plan, as follows:**

No.	Indicators	2025 (VND)	2026 Target (VND)	2026 Target/2025 Actual Results
1	Charter Capital	842,000,000,000	842,000,000,000	100,0%
2	Net Revenue	52,445,211,516	50,000,000,000	95,33%
3	Earning After Tax	(70,726,440,728)	4,300,000,000	-
4	Dividend	-	-	-

**Article 6: Approval of Submission No. 03/2026/TTr-BKS regarding the selection of independent auditing company in 2026**

1. Approval of the selection of independent auditing company for 2026 financial statements from the following list:
  - International Auditing and Valuation Company Limited;
  - An Viet Auditing Company Limited;
  - UHY Auditing and Consulting Company Limited;

- Moore AISC Auditing and Informatics Services Company Limited.
2. In case the aforementioned auditing companies are deemed unsuitable, the Board of Supervisors respectfully requests the General Meeting of Shareholders to authorize the Board of Directors to select another auditing firm from the list of companies approved by the State Securities Commission (SSC) for 2026, concerning Dong A Hotel Group Joint Stock Company.

**Article 7: Approval of Submission No. 04/2026/TTr-HĐQT regarding the profit distribution in 2025**

Base on business performance of the Company in 2025, The General Meeting unanimously approves the non-distribution of 2025 profits.

**Article 8: Approval of Submission No. 05/2026/TTr-HĐQT regarding the remuneration in 2025 and proposed plan in 2026 for the Board of Directors and Board of Supervisors**

- Based on the Company's business performance in 2025, no remuneration shall be paid to the members of the Board of Directors and the Board of Supervisors for the year 2025.
- For the year 2026, in order to focus financial resources on the development of the Company's activities, the GMS proposes that no remuneration be paid to the members of the Board of Directors and the Board of Supervisors in 2026.

**Article 9: Approval of Submission No. 06/2026/TTr-HĐQT regarding the Dismissal and election of additional members of the Board of Directors and the Board of Supervisors**

The GMS unanimously approved the dismissal of one member of the Board of Directors and two members the Board of Supervisors, as well as the number of additional members to be elected and the nomination applications for candidates to the Board of Directors and the Board of Supervisors. The detailed content of the Submission is attached to this Resolution.

**Article 10: Approval of Submission No. 07/2026/TTr-HĐQT regarding the Amendment of the Company's Charter and internal regulations.**

The GMS unanimously approved the amendments of the Company's Charter and internal regulations. The detailed content of the Submission is attached to this Resolution.

**Article 11: Approval of Submission No. 08/2026/TTr-HĐQT regarding the Authorization of the Board of Directors to decide on matters related to the investment project for the construction of an elderly resort and ecotourism complex in the Nui Coc Lake Tourist Area, Thai Nguyen Province**

The detailed contents of the submission are attached to this Resolution.

**Article 12: Effectiveness**

This Resolution shall take effect on the issued date. The Board of Directors, Executive Board, and relevant departments are responsible for implementing this Resolution.

**Recipients:**

- *Shareholders, Company Website;*
- *Members of the BOD, Executive Board, and BOS;*
- *HR/Admin.*

**ON BEHALF OF  
THE GENERAL MEETING OF SHAREHOLDERS  
CHAIRWOMAN OF THE BOARD OF DIRECTORS**

**Tran Nu Ngoc Anh**

**DONG A HOTEL GROUP JOINT  
STOCK COMPANY**

No.: 02/2026/DAH/NQ-DHDCCD

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

Thai Nguyen, date ... month ... year 2026

**RESOLUTION***(Ref: Issuance of the Company's Charter)***GENERAL SHAREHOLDERS' MEETING  
DONG A HOTEL GROUP JOINT STOCK COMPANY**

- Pursuant to Law on Enterprises and implementation guidelines;
- Pursuant to Law on Securities and implementation guidelines;
- Pursuant to Charter of Dong A Hotel Group Joint Stock Company (the "**Company**");
- Pursuant to Minutes of the Annual General Shareholders' Meeting of the Company No. 01/2026/BB-DHDCCD dated .../.../2026

**RESOLUTE THAT:**

**Article 1.** Approval and Issuance of the Charter on the Organization and Operation of the Company *(the detailed contents of which are set out in the document attached to this Resolution)*, as follows:

a. Amend Clause 3, Article 2 of the Charter as follows:

*"3. Headquarters:*

*- Address: Room C301, 3rd Floor, Dong A Trade Center Building, No. 668 Phan Dinh Phung Street, Group 47, Phan Dinh Phung Ward, Thai Nguyen Province, Vietnam*

*- Phone number: 02083651967*

*- Fax: 02083658688*

*- Website: mayplazahotel.com"*

b. Amend Clause 1, Article 4 of the Charter as follows:

<b>No.</b>	<b>Industry Code</b>	<b>Business Activities</b>	<b>Main Business Activities</b>
1.	4719	Other retail sale in non-specialized stores (Retail sale in supermarkets, Commercial Center)	
2.	4649	Wholesale of other household products (Excluding Wholesale of Pharmaceuticals)	
3.	4773	Retail sale of other new goods (except automobiles, motorcycles, motorbikes and accessories)	

<b>No.</b>	<b>Industry Code</b>	<b>Business Activities</b>	<b>Main Business Activities</b>
4.	5610	Restaurants and mobile food service activities	
5.	5510	Hotels and similar accommodations	X
6.	5520	Other short-term accommodation services	
7.	6810	Trading of own or rented property and land use rights	
8.	6829	Other real estate activities on a fee or contract basis	
9.	4390	Other specialized construction activities	
10.	4620	Wholesale of agricultural raw materials (except wood, bamboo) and live animals (Ornamental Creatures and Plants)	
11.	7110	Architectural and engineering activities and related technical consultancy (Construction Project Quality Supervision Consultancy)	
12.	5320	Courier activities (Mail and Parcel Transportation Services by Road and Air)	
13.	4933	Freight transport by road	
14.	9690	Other personal service activities	
15.	4321	Electrical installation	
16.	4311	Demolition	
17.	4312	Site preparation	
18.	4783	Retail of motorcycles, motorbikes, spare parts and accessories of motorcycles and motorbikes	

<b>No.</b>	<b>Industry Code</b>	<b>Business Activities</b>	<b>Main Business Activities</b>
19.	4663	Wholesale of motorcycles, motorbikes, spare parts and accessories of motorcycles, motorbikes	
20.	4661	Wholesale of automobiles and other motor vehicles	
21.	4330	Building completion and finishing (Interior and Exterior Decoration)	
22.	4673	Wholesale of other construction materials and installation equipment	
23.	4634	Wholesale of tobacco and aztec tobacco products	
24.	9329	Other recreational activities	
25.	4932	Other passenger land transport	
26.	7911	Travel agency	
27.	7912	Tour operator activities	
28.	9623	Spa and sauna services	
29.	5210	Warehousing and storage	
30.	4633	Wholesale of beverages	
31.	4101	Construction of residential buildings	
32.	4102	Construction of non-residential buildings	
33.	4211	Construction of railways	
34.	4212	Construction of roads	

<b>No.</b>	<b>Industry Code</b>	<b>Business Activities</b>	<b>Main Business Activities</b>
35.	4221	Construction of electrical works	
36.	4222	Construction of water supply and drainage works	
37.	4223	Construction of telecommunications and communication constructions	
38.	4229	Construction of other utility projects Details: Construction of civil, industrial, transportation, irrigation projects, and urban works of groups B and C; Construction of transportation, irrigation works, urban infrastructure, and industrial park projects, water supply and drainage works, and 35kV power transmission and substation works	
39.	4291	Construction of hydraulic structures	
40.	4292	Construction of mining and quarrying facilities	
41.	4293	Construction of manufacturing facilities	
42.	4299	Construction of other civil engineering projects	
43.	7990	Other tourism related activities	
44.	4610	Commission agents, brokers and auction agents (Airline ticket agency)	
45.	4662	Wholesale of spare parts and accessories for automobiles and other motor vehicles	
46.	4782	Retail sale of spare parts and accessories for cars and other motor vehicles	
47.	6310	Information technology infrastructure, data processing, storage and related activities	
48.	4653	Wholesale of agricultural machinery, equipment and supplies	

<b>No.</b>	<b>Industry Code</b>	<b>Business Activities</b>	<b>Main Business Activities</b>
49.	4641	Wholesale of textiles, clothing and footwear	
50.	4752	Retail of hardware, paint, glass, other construction materials and installation equipment	
51.	2750	<p>Manufacture of domestic appliances</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Manufacturing household electrical appliances such as refrigerators, freezers, dishwashers, washing and drying machines, vacuum cleaners.</li> <li>- Manufacturing household thermoelectric appliances such as electric water heaters, electric blankets, dryers, electric combs, brushes, curling irons, electric irons, heaters and household fans, electric ovens, microwave ovens, and electric stoves.</li> </ul>	
52.	2819	<p>Manufacture of other general-purpose machinery</p> <p>Details: Manufacturing air conditioners.</p>	
53.	3091	<p>Manufacture of motorcycles</p> <p>Details: Manufacturing bicycles with an auxiliary motor.</p>	
54.	1410	Manufacture of wearing apparel (except fur apparel)	
55.	1020	Processing and preserving of fisheries and fishery products	
56.	1010	Processing and preserving of meat and meat products	
57.	0810	Quarrying of stone, sand, gravel and clay	
58.	0710	Mining of iron ores	
59.	0520	Mining and gathering of lignite	
60.	0510	Mining and gathering of hard coal	
61.	3700	Water drainage and wastewater treatment	

<b>No.</b>	<b>Industry Code</b>	<b>Business Activities</b>	<b>Main Business Activities</b>
62.	2022	Manufacture of paints, varnishes and similar coatings, printing ink and mastics Details: Manufacturing and processing paints, putty, fillers, varnishes, and various wall coatings.	
63.	0161	Support activities for crop production Details: Agricultural crop planting services.	
64.	8559	Other education n.e.c. Details: Training and vocational education: automobile driving, information technology, foreign languages, tourism, hospitality, garment manufacturing, and business administration (The enterprise shall operate only after obtaining approval from the competent State authority).	
65.	7810	Activities of job placement centers	
66.	8230	Organization of conventions and trade shows Details: Organizing conferences and seminars (excluding press conferences).	
67.	7310	Advertising Details: Commercial advertising (excluding tobacco advertising).	
68.	5229	Other transportation support activities Details: Freight forwarding and warehousing services.	
69.	3900	Remediation activities and other waste management services Details: Treatment of domestic water, industrial wastewater, and residential wastewater.	
70.	7499	Other professional, scientific and technological activities not elsewhere classified	
71.	3290	Other manufacturing n.e.c. Details: Manufacturing and installation of pipelines and accessories, water industry equipment; Production of construction materials and mechanical products.	
72.	2511	Manufacture of structural metal products Details: Manufacturing of steel structures.	
73.	3101	Production of wooden beds, cabinets, tables and chairs	
74.	6190	Other telecommunications activities Details: Telecommunications service agency.	

<b>No.</b>	<b>Industry Code</b>	<b>Business Activities</b>	<b>Main Business Activities</b>
75.	2592	Machining; treatment and coating of metals	
76.	4329	Other construction installation	
77.	2310	Manufacture of glass and glass products	
78.	2393	Manufacture of other porcelain and ceramic products	
79.	7410	Specialized design activities Details: Specialized design activities (excluding construction design and vehicle design).	
80.	1629	Manufacture of other products of wood; manufacture of articles of cork, straw	
81.	1392	Manufacture of made-up textile articles, except apparel	
82.	4322	Plumbing, heat and air-conditioning installation	
83.	2591	Forging, pressing, stamping and roll-forming of metal; powder metallurgy	
84.	1811	Printing (Excluding prohibited activities as per state regulations)	
85.	7730	Renting and leasing of other machinery, equipment and tangible goods without operator Details: - Leasing of agricultural and forestry machinery and equipment; - Leasing of construction machinery and equipment; - - Leasing of office machinery and equipment (including computers); - Leasing of other tangible machinery, equipment, and goods not elsewhere classified.	
86.	1812	Service activities related to printing	
87.	2395	Manufacture of concrete and articles of concrete, cement and plaster	

<b>No.</b>	<b>Industry Code</b>	<b>Business Activities</b>	<b>Main Business Activities</b>
88.	3315	Repair and maintenance of means of transport (except cars, motorbikes, scooters and other motor vehicles)	
89.	8129	Other cleaning services	
90.	2710	Manufacture of electric motors, generators, transformers and electricity distribution and control apparatus Details: Manufacturing of motors and generators; Manufacturing of electrical transformers, distribution, and control equipment.	
91.	2731	Manufacture of fibre optic cables	
92.	2732	Manufacture of other electronic and electric wires and cables	
93.	2733	Manufacture of wiring devices	
94.	2790	Manufacture of other electrical equipment	
95.	3311	Repair and maintenance of prefabricated metal products	
96.	3312	Repair and maintenance of machinery and equipment	
97.	3313	Repair and maintenance of electronic and optical equipment	
98.	3314	Repair and maintenance of electrical equipment	
99.	3319	Repair and maintenance of other equipment	
100.	3320	Installation of industrial machinery and equipment	
101.	2431	Casting of iron and steel	

**c. Amend Clause 4, Article 25 of the Charter as follows:**

*“4. Members of the Board of Directors may concurrently serve as members of the Board of Directors or the Members’ Council in no more than five other companies, and shall satisfy the standards and conditions specified in Clauses 1 and 2, Article 155 of the Law on Enterprises”*

**d. Amend Clause 3, Article 26 of the Charter as follows:**

*“3. Composition of the Board of Directors:*

*a. The composition of the Company’s Board of Directors must ensure an adequate number of non-executive members, as follows:*

- At least 01 non-executive member if the Board of Directors has 03 – 05 members;*
- At least 02 non-executive members if the Board of Directors has 06 – 08 members;*
- At least 03 non-executive members if the Board of Directors has 09 – 11 members.*

*The Company shall minimize the number of members of the Board of Directors that concurrently hold executive positions in the Company to ensure the independence of the Board of Directors.*

*b. The composition of the Company’s Board of Directors must ensure the requisite number of independent members, as follows:*

- At least 01 independent member if the Board of Directors has 03 – 05 members;*
- At least 02 independent members if the Board of Directors has 06 – 08 members;*
- At least 03 independent members if the Board of Directors has 09 – 11 members.”*

**Article 2.** This resolution shall take effect upon signing date.

**Article 3.** The Board of Directors and concerned individuals are responsible for implementing this Resolution.

**Recipients:**

- As provided in Article 3;*
- For mandatory announcements;*
- For archives.*

**ON BEHALF OF GENERAL  
SHAREHOLDERS’ MEETING  
CHAIRWOMAN**

**TRAN NU NGOC ANH**

**DONG A HOTEL GROUP JOINT  
STOCK COMPANY**

-----  
No.: 03/2026/DAH/NQ-DHDCD

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

-----  
Thai Nguyen, date ... month ... year 2026

**RESOLUTION**

*(Ref: Assignment of the Board of Directors to decide on matters related to the investment project for the construction of a senior citizens' resort and ecotourism area in Dai Phuc commune, Thai Nguyen province)*

**GENERAL SHAREHOLDERS' MEETING  
DONG A HOTEL GROUP JOINT STOCK COMPANY**

- Pursuant to Law on Enterprises and implementation guidelines;
- Pursuant to Law on Securities and implementation guidelines;
- Pursuant to Charter of Dong A Hotel Group Joint Stock Company (the "**Company**");
- Pursuant to Minutes of the Annual General Shareholders' Meeting of the Company No. 01/2026/BB-DHDCD dated .../.../2026

**RESOLUTE THAT:**

- Article 1.** To approve the report of the Board of Directors on investment project for the construction of a Senior Citizens' Resort and Ecotourism Area in Phuc Xuan Commune - Ho Nui Coc Tourist Area, Thai Nguyen City, Thai Nguyen Province (now Dai Phuc Commune, Thai Nguyen Province) (hereinafter referred to as the "**Project**").
- Article 2.** To assign the Board of Directors to decide on matters related to the Project:
- a. To make decisions regarding investment in the Project and asset transfer related to the Project valued from 35% or more of the total asset value recorded in the latest financial statements of Dong A Hotel Group Joint Stock Company;
  - b. To issue documents of the investor regarding amendments to the Project (including but not limited to: implementation schedule; objectives and scale; expected land area to be used; total investment capital) and other related documents and records.
- Article 3.** This resolution shall take effect upon signing date.
- Article 4.** The Board of Directors and concerned individuals are responsible for implementing this Resolution.

**Recipients:**

- *As provided in Article 4;*
- *For mandatory announcements;*
- *For archives.*

**ON BEHALF OF GENERAL  
SHAREHOLDERS' MEETING  
CHAIRWOMAN**

**TRAN NU NGOC ANH**