

**SOCIALIST REPUBLIC OF VIET NAM**  
**Independence – Freedom – Happiness**  
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# **ORGANIZATION CHARTER AND OPERATION**

**HIGHER EDUCATION AND VOCATIONAL  
BOOK JOINT STOCK COMPANY**



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## INTRODUCTION

This Charter was adopted at the Annual General Meeting of Shareholders held on the ... day of .....

## I. DEFINITIONS OF TERMS IN THE CHARTER

### Article 1. Interpretation of Terms

1. In this Charter, the following terms are defined as follows
  - a) **Charter Capital** means the total par value of shares sold or registered for subscription at the time of establishment of the joint-stock company and as prescribed in Article 6 of this Charter;
  - b) **Voting Capital** means share capital whereby the shareholder has voting rights on matters under the authority of the General Meeting of Shareholders;
  - c) **Enterprise Law** means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
  - d) **Securities Law** means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
  - e) **Vietnam** means the Socialist Republic of Vietnam;
  - f) **Date of Establishment** is the date the Company was granted the Enterprise Registration Certificate (or Business Registration Certificate or equivalent documents) for the first time;
  - g) **Executives of the Company** include the General Director, Deputy General Director, Chief Accountant, and other executives as defined by the Company's Charter;
  - h) **Managers of the Company** include the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other managerial titles as defined by the Company's Charter;
  - i) **Related Person** means an individual or organization as defined in Clause 46, Article 4 of the Securities Law;
  - j) **Shareholder** means an individual or organization owning at least one share of the joint-stock company;
  - k) **Founding Shareholder** means a shareholder who owns at least one common share and signs the list of founding shareholders of the joint-stock company;
  - l) **Major Shareholder** is defined in Clause 18, Article 4 of the Securities Law;
  - m) **Term of Operation** means the period of operation of the Company as stipulated in Article 2 of this Charter and any extensions approved by the General Meeting of Shareholders;
  - n) **Stock Exchange** means the Vietnam Stock Exchange and its subsidiaries.
2. References in this Charter to one or more provisions or documents include any amendments, supplements, or replacements.
3. The titles (Sections, Articles) in this Charter are for convenience only and shall not affect the content of the Charter.

## **II. NAME, TYPE, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2. Name, Type, Head Office, Branches, Representative Offices, Business Locations, and Term of Operation of the Company**

1. Company name in Vietnamese: **CÔNG TY CỔ PHẦN SÁCH ĐẠI HỌC – DẠY NGHỀ**
  - Company name in English: **HIGHER EDUCATION AND VOCATIONAL BOOK JOINT STOCK COMPANY**
  - Abbreviated name: **HEVOBCO**
2. The Company is a joint-stock company with legal status in accordance with current Vietnamese law.
3. The Company's registered office:
  - Address: 187B Giảng Võ Street, Ô Chợ Dừa Ward, Hanoi City.
  - Telephone: 0243.9727338
  - Fax: 0243.9717189
  - Website: hevobooks.com
4. The Company may establish branches and representative offices in business locations to fulfill its operational goals in accordance with decisions of the Board of Directors and within legal limits.
5. Unless dissolved early under Clause 2, Article 53 or extended under Article 54 of this Charter, the Company shall have an indefinite duration of operation from the date of establishment.

### **Article 3. Legal Representative of the Company**

1. The Company has one legal representative. The General Director is the legal representative.
2. Rights and obligations of the legal representative:
  - Organize implementation of resolutions of the Board of Directors;
  - Decide on daily business activities of the Company;
  - Organize implementation of business plans and investment projects of the Company;
  - Issue internal management regulations unless otherwise stipulated in the Company Charter;
  - Appoint, dismiss, and remove managerial titles in the Company, except those under the Board of Directors' authority;
  - Sign contracts on behalf of the Company, except for those under the Board of Directors' authority;
  - Propose organizational structure plans for the Company;
  - Submit annual financial statements to the Board of Directors;
  - Propose plans for profit distribution or handling business losses;
  - Recruit labor;



- Other rights and obligations as stipulated in the Law on Enterprises, the Company Charter, and the labor contract signed with the Chairman of the Board.

### **III. OBJECTIVES, BUSINESS SCOPE, AND OPERATIONS OF THE COMPANY**

#### **Article 4. Company's Objectives**

##### **1. The Company's lines of business include:**

- i. Wholesale of other household items
- ii. Retail sale of books, newspapers, magazines, and stationery in specialized stores
- iii. Retail sale of audio and video discs (including blank discs) in specialized stores
- iv. Retail sale of fitness and sports equipment in specialized stores
- v. Retail sale of games and toys in specialized stores
- vi. Printing
- vii. Printing-related services
- viii. Copying of various recordings
- ix. Manufacture of office machinery and equipment
- x. Wholesale of computers, peripheral equipment, and software
- xi. Wholesale of electronic and telecommunications equipment and components
- xii. Wholesale of machinery, equipment, and other spare parts
- xiii. Data processing, leasing, and related services
- xiv. Software publishing
- xv. Computer programming
- xvi. Computer consulting and system management
- xvii. IT services and other services related to computers
- xviii. Web portals
- xix. Management consulting services (excluding legal, financial, accounting, auditing, tax, and securities consulting)
- xx. Specialized design activities (websites)
- xxi. Preschool education
- xxii. Kindergarten education
- xxiii. Primary education
- xxiv. Lower secondary education
- xxv. Upper secondary education
- xxvi. Elementary vocational training
- xxvii. Intermediate vocational training
- xxviii. College-level vocational training
- xxix. University education
- xxx. Educational support services
- xxxi. Retail by mail order or via the internet based on specific orders

- xxxii. Real estate business involving land use rights owned by the owner, user, or leased
- xxxiii. Consultancy, brokerage, and auction of real estate; auction of land use rights
- xxxiv. Other supporting service activities related to transportation
- xxxv. Warehousing and storage of goods
- xxxvi. Advertising
- xxxvii. Market research and public opinion polling
- xxxviii. Rental of machinery, equipment, and other tangible goods without operators
- xxxix. General office administrative services
- xl. Supporting activities for financial services
- xli. General wholesale trade

2. The Company's operational objectives include:

- To raise and use capital effectively; promote initiative, creativity, and responsiveness of employees in business operations to serve the goals and tasks of Vietnam Education Publishing House and the education sector;
- To gradually innovate, modernize technology and management methods, improve working facilities, and expand production through self-reliance; ensure jobs and gradually improve employee living standards;
- To enhance business efficiency, striving to achieve a post-tax return on capital of at least 10% per year;
- To contribute to the State budget through taxes arising in the course of business operations.

**Article 5. Business Scope and Operations**

The Company is allowed to conduct business activities in the fields registered and amended with the business registration authority and publicly disclosed on the National Business Registration Portal. For conditional business lines, the Company must satisfy the conditions stipulated by the Investment Law and relevant sectoral laws.

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

**Article 6. Charter Capital, Shares, and Founding Shareholders**

1. The charter capital of the Company is VND 50,000,000,000 (in words: Fifty billion Vietnamese dong).  
The total charter capital is divided into 5,000,000 shares, with a par value of VND 10,000 per share.
2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with applicable laws.
3. As of the date of adoption of this Charter, the Company's shares consist of common shares and preferred shares (if any). Rights and obligations of shareholders holding each type of share are specified in Articles 11 and 12 of this Charter.
4. The Company may issue other classes of preferred shares upon approval by the General Meeting of Shareholders and in accordance with the law.



5. Names, addresses, number of shares, and other information of founding shareholders as required by the Enterprise Law are listed in the attached appendix, which forms part of this Charter.
6. Common shares must be offered preferentially to existing shareholders in proportion to their ownership ratio, unless otherwise decided by the General Meeting of Shareholders. Unsubscribed shares shall be disposed of at the discretion of the Board of Directors. The Board may distribute such shares to existing shareholders and others, provided the conditions are no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
7. The Company may repurchase its issued shares in accordance with the methods specified in this Charter and applicable laws.
8. The Company may issue other types of securities in accordance with the law.

#### **Article 7. Share Certificates**

1. Shareholders of the Company shall be issued share certificates corresponding to the number and type of shares owned.
2. A share certificate is a type of security confirming the legal rights and benefits of its holder over a portion of the share capital in the issuing organization. Share certificates must contain full information as stipulated in Clause 1, Article 121 of the Enterprise Law.
3. Within 30 days from the date of receipt of a complete application for share transfer in accordance with the Company's regulations or within 2 months from the date of full payment for the shares as per the Company's share issuance plan (or within another period as stated in the issuance terms), share certificates shall be issued. Shareholders are not required to pay any cost for printing the share certificates.
4. If a share certificate is lost, damaged, or otherwise destroyed, the shareholder may request a replacement. The request must include:
  - a) Information about the lost, damaged, or destroyed share certificate;
  - b) A commitment to take responsibility for any disputes arising from the issuance of the new certificate.

#### **Article 8. Other Securities Certificates**

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

#### **Article 9. Share Transfer**

1. All shares are freely transferable unless otherwise provided by this Charter or the law. Listed or registered shares on the Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.
2. Shares that have not been fully paid may not be transferred or receive any benefits such as dividends, bonus shares, pre-emptive rights, or other shareholder entitlements.

#### **Article 10. Share Repurchase (For Initial Company Registration Cases)**

1. If a shareholder fails to fully and timely pay for subscribed shares, the Board of Directors shall issue a notice and may require payment of the outstanding amount. The shareholder is liable up to the total par value of the subscribed shares for any resulting financial obligations of the Company.



2. The payment notice shall clearly state the new payment deadline (at least 7 days from the date of notice), the payment location, and a statement that failure to comply will result in forfeiture of the unpaid shares.
3. The Board of Directors is entitled to recover any shares that are not fully and timely paid if the shareholder fails to fulfill the notice requirements.
4. Recovered shares shall be treated as authorized shares available for sale as per Clause 3, Article 112 of the Enterprise Law. The Board may sell or redistribute such shares under terms and conditions it deems appropriate.
5. Shareholders whose shares are recovered lose their shareholder status for those shares but remain liable for the financial obligations related to the subscribed value as of the date of recovery until full payment is completed. The Board has full authority to enforce recovery of the full share value at the time of repurchase.
6. A notice of share recovery shall be sent to the shareholder before the recovery date. The recovery remains effective even in the event of error or negligence in the delivery of such notice.

## **V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL**

### **Article 10. Organizational Structure, Management, and Control**

The Company shall organize its management and operation under the model specified in point a, Clause 1, Article 127 of the Enterprise Law.

The management, governance, and control structure of the Company includes:

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

## **VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

### **Article 11. Rights of Shareholders**

1. Ordinary shareholders shall have the following rights:
  - a) Attend, speak at General Meetings of Shareholders, and vote either directly or via proxy or other means as stipulated by the Charter and laws. Each ordinary share shall entitle its holder to one vote;
  - b) Receive dividends at a rate decided by the General Meeting of Shareholders;
  - c) Have pre-emptive rights to purchase new shares in proportion to their current shareholding;
  - d) Freely transfer their shares to others, except as restricted by Clause 3 Article 120, Clause 1 Article 127 of the Enterprise Law or other legal provisions;
  - e) Inspect, extract, and request correction of inaccurate information from the shareholder register containing names and contact details of voting shareholders;
  - f) Inspect, extract, or copy the Company Charter, General Meeting of Shareholders' minutes and resolutions;
  - g) Receive a portion of remaining assets upon the Company's dissolution or bankruptcy, corresponding to their ownership ratio;



- h) Request the Company to repurchase shares under circumstances provided in Article 132 of the Enterprise Law;
  - i) Be treated equally—each share of the same type shall confer equal rights, obligations, and benefits. Where the Company has preference shares, their terms must be approved by the General Meeting and disclosed to shareholders;
  - k) Receive full periodic and extraordinary disclosures by the Company as required by law;
  - l) Have their legal rights and interests protected; request suspension or annulment of resolutions or decisions of the General Meeting or Board of Directors in accordance with the law;
  - m) Exercise other rights as prescribed by law and this Charter.
2. A shareholder or group of shareholders holding at least 5% of total ordinary shares shall have the following rights:
- a) Request the Board of Directors to convene a General Meeting as per Clause 3 Article 115 and Article 140 of the Enterprise Law;
  - b) Inspect and extract Board meeting minutes, resolutions, financial statements, Supervisory Board reports, and Board-approved contracts or transactions, except those involving trade or business secrets;
  - c) Request the Supervisory Board to investigate specific matters related to the Company's management if necessary. The written request must contain: full name, contact address, nationality, ID/enterprise number, number of shares held, and details of the matter to be investigated;
  - d) Propose matters to be added to the General Meeting agenda. Proposals must be submitted in writing no later than three (03) working days before the meeting and must specify the shareholder's name, share type and quantity, and the proposed matters;
  - e) Exercise other rights as per the law and this Charter.
3. A shareholder or group of shareholders holding at least 10% of total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Supervisory Board. Unless otherwise provided by the Charter:
- a) Nominating shareholders must inform the group formation to other shareholders before the meeting begins;
  - b) Based on the number of Board and Supervisory members, shareholders or shareholder groups may nominate a number of candidates corresponding to their ownership percentage. If they nominate fewer candidates than entitled, the remaining candidates may be nominated by the Board, Supervisory Board, or other shareholders.

## **Article 12. Obligations of Shareholders**

Ordinary shareholders shall have the following obligations:

1. Pay in full and on time for the subscribed shares;
2. Not withdraw contributed capital in any form unless their shares are bought back. If a shareholder illegally withdraws capital, they and any benefiting parties must jointly bear liabilities within the value of withdrawn shares and any resulting losses;
3. Comply with the Charter and internal management rules;

4. Abide by resolutions of the General Meeting and Board of Directors;
5. Keep confidential all information provided by the Company and use it only to protect their legal rights. Sharing or distributing such information is prohibited;
6. Attend General Meetings and vote by:
  - a) Attending and voting directly;
  - b) Authorizing another person to attend and vote;
  - c) Attending and voting online or electronically;
  - d) Sending votes via mail, fax, or email;
  - d) Sending votes by other means as defined in the Charter;
7. Be personally liable for the following actions conducted in the Company's name:
  - a) Legal violations;
  - b) Business or transactions for personal or third-party benefit;
  - c) Making early payments for debts amid financial risks to the Company;
8. Fulfill other obligations under applicable laws.

#### **Article 13. General Meeting of Shareholders**

1. The General Meeting of Shareholders, comprising all voting shareholders, is the highest decision-making body of the Company. It must convene annually within four (04) months of the fiscal year-end. The Board may extend this, but not beyond six (06) months. Besides annual meetings, extraordinary meetings may be held. The meeting must take place within Vietnam at the chairperson's location.
2. The Board convenes the annual meeting and selects the venue. The annual meeting must approve audited financial statements. If the auditor's report contains material exceptions, adverse, or disclaimer opinions, the Company must invite the auditor's representative to the meeting.
3. The Board must convene an extraordinary meeting when:
  - a) It is deemed necessary for the Company's interest;
  - b) The number of Board or Supervisory Board members falls below the minimum required;
  - c) Requested by shareholders as defined in Clause 2 Article 115;
  - d) Requested by the Supervisory Board;
  - d) In other cases as required by law or this Charter.
4. Convening extraordinary meetings:
  - a) The Board must convene within 30 days of any of the events in Clause 3;
  - b) If the Board fails, the Supervisory Board must convene within the next 30 days;
  - c) If the Supervisory Board fails, qualifying shareholders may convene the meeting and may request the business registry to supervise. The Company shall reimburse all convening costs except shareholders' personal expenses;
  - d) Meeting procedures shall follow Clause 5 Article 140 of the Enterprise Law.

#### **Article 14. Powers and Responsibilities of the General Meeting**

1. The General Meeting of Shareholders has the following powers and responsibilities:



- a) Approve the Company's development strategy;
  - b) Decide the types and total number of shares, and annual dividends per type;
  - c) Elect and remove Board and Supervisory members;
  - d) Approve investments or disposals equal to or exceeding 35% of the Company's total assets per the latest financial statements;
  - d) Amend and supplement the Charter;
  - e) Approve annual financial statements;
  - g) Decide on repurchasing more than 10% of each type of issued shares;
  - h) Address violations by Board and Supervisory members that cause harm;
  - i) Decide on Company restructuring or dissolution;
  - k) Approve remuneration and benefits for the Board and Supervisory Board;
  - l) Approve internal governance rules and Board/Supervisory Board operating regulations;
  - m) Approve the list of approved audit firms and appoint auditors;
  - n) Exercise other rights as prescribed by law.
2. The General Meeting shall discuss and approve:
- a) The annual business plan;
  - b) Audited annual financial statements;
  - c) Reports from the Board and individual members;
  - d) Supervisory Board's report on business performance and management;
  - d) Self-evaluation report of Supervisory Board and its members;
  - e) Dividend levels per share type;
  - g) Number of Board and Supervisory members;
  - h) Election/removal of Board and Supervisory members;
  - i) Approve budget or remuneration levels for the Board and Supervisory Board;
  - k) Approve the list of approved audit firms and appoint or dismiss auditors if necessary;
  - l) Amend or supplement the Charter;
  - m) Decide the type and number of newly issued shares, and share transfers by founding shareholders within three years from incorporation;
  - n) Division, separation, merger, consolidation, or transformation of the Company;
  - o) Reorganization, liquidation, and appointment of liquidators;
  - p) Investments or asset disposals of 35% or more of total assets per the latest financial report;
  - q) Repurchase of more than 10% of issued shares per type;
  - r) Approve transactions with related parties as per Article 167 of the Enterprise Law valued at 35% or more of total assets;
  - s) Approve transactions as per Clause 4, Article 293 of Decree 155/2020/ND-CP on Securities Law implementation;
  - t) Approve internal corporate governance rules, Board and Supervisory Board operation rules;

- u) Other matters as required by law or this Charter.
- 3. All resolutions and matters on the meeting agenda must be discussed and voted on at the General Meeting.

#### **Article 15. Authorization to Attend the General Meeting of Shareholders**

1. Shareholders and authorized representatives of institutional shareholders may attend the meeting in person or authorize one or more individuals or organizations to attend on their behalf, or attend through one of the forms stipulated in Clause 3, Article 144 of the Enterprise Law.
2. Authorization to attend the General Meeting of Shareholders under Clause 1 of this Article must be made in writing. The power of attorney shall comply with civil law provisions and must specify: the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares being authorized, the scope and term of authorization, and the signatures of both the authorizing and authorized parties. The authorized person must submit the written authorization when registering for the meeting. In case of sub-authorization, the attendee must also present the original authorization from the shareholder or their representative (if not previously registered with the Company).
3. The votes cast by an authorized person within the authorized scope shall remain valid in the following cases:
  - a) The authorizing shareholder has died, lost or had restricted legal capacity;
  - b) The authorization has been revoked;
  - c) The authority of the authorized person has been revoked.

This clause shall not apply if the Company receives notice of any of the above events prior to the commencement of the General Meeting or its reconvening.

#### **Article 16. Changes to Rights**

1. Any change or revocation of special rights associated with preferred shares shall be valid when approved by shareholders representing at least 65% of the total voting rights of all attending shareholders. Resolutions that adversely change the rights and obligations of holders of a specific class of preferred shares shall only be approved if: at least 75% of attending shareholders of that class approve, or At least 75% of shareholders of that class approve in the case of written resolutions.
2. A meeting of preferred shareholders to vote on such changes shall only be valid if at least two shareholders (or their proxies) representing at least one-third of the par value of issued shares of that class are present. If quorum is not met, a reconvened meeting shall be held within 30 days, and any number of shareholders of that class present (in person or by proxy) shall be deemed sufficient. At such meetings, shareholders may request a secret ballot. Each share shall carry equal voting rights.
3. The procedures for these separate meetings shall follow Articles 18, 19, and 20 of this Charter.



4. Unless otherwise specified in the share issuance terms, special rights attached to preferred shares related to the distribution of profits or assets shall not be affected by the issuance of additional shares of the same class.

**Article 17. Convening, Agenda, and Notice of the General Meeting of Shareholders**

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. Extraordinary meetings shall be convened in cases stipulated in Clause 3, Article 13 of this Charter.
2. The person convening the meeting must carry out the following:
  - a) Prepare a list of shareholders eligible to attend and vote. This list must be created no more than 10 days before the meeting invitation is sent. The Company must announce the final registration date for attending the General Meeting at least 20 days in advance;
  - b) Prepare the agenda and meeting content;
  - c) Prepare meeting documents;
  - d) Draft the resolutions according to the expected meeting content;
  - d) Determine the time and venue of the meeting;
  - e) Send the meeting invitation to all eligible shareholders;
  - g) Handle other tasks for the meeting.
3. The invitation shall be sent in a way that ensures it reaches the shareholder's registered contact address. It shall also be published on the Company's website and with the State Securities Commission and the stock exchange where the Company's shares are listed or registered. The invitation must be sent to all shareholders on the eligibility list no later than 21 days before the meeting (counting from the date of dispatch). The meeting agenda and documents related to voting matters must be sent to shareholders and/or published on the Company's website. If the documents are not enclosed with the invitation, the notice must include a link where shareholders can access the full materials, including:
  - a) The meeting agenda and related documents;
  - b) List and details of candidates for election to the Board of Directors and Supervisory Board (if applicable);
  - c) Voting ballots;
  - d) Draft resolutions on each agenda item.
4. Shareholders or groups of shareholders as defined in Clause 2, Article 11 of this Charter have the right to propose additional agenda items. Such proposals must be made in writing and sent to the Company no later than 3 business days before the meeting date. The proposal must clearly state the shareholder's name, number and type of shares, and the proposed agenda item.
5. The person convening the meeting may reject a proposal under Clause 4 in the following cases:
  - a) The proposal does not comply with Clause 4 of this Article;
  - b) At the time of proposal, the shareholder(s) do not own at least 5% of ordinary shares as required;
  - c) The proposed matter is outside the authority of the General Meeting;

- d) Other cases as prescribed by law or this Charter.
- 6. The convener must include qualifying proposals under Clause 4 in the tentative agenda unless rejected under Clause 5. The proposed matters shall be officially added if approved by the General Meeting.

#### **Article 18. Conditions for Conducting the General Meeting of Shareholders**

1. The General Meeting of Shareholders (GMS) may be conducted when shareholders attending the meeting represent more than 50% of the total voting rights.
2. If the first meeting fails to meet the quorum under Clause 1, a second meeting shall be convened within 30 days from the intended date of the first meeting. The second GMS may proceed when shareholders present represent at least 33% of the total voting rights.
3. If the second meeting still fails to meet the quorum under Clause 2, a third meeting shall be convened within 20 days from the intended date of the second meeting. The third GMS may proceed regardless of the number of voting shares represented by attending shareholders.

#### **Article 19. Order of Meeting and Voting Procedures at the General Meeting of Shareholders**

1. Before the meeting begins, the Company must complete shareholder registration until all eligible shareholders present have been registered, following these steps:
  - a) Upon registration, each shareholder or authorized representative with voting rights shall be issued a voting card indicating registration number, full name, and number of votes. The GMS shall discuss and vote on each matter in the agenda. Voting shall be conducted via approval, disapproval, and abstention. Votes approving resolutions are collected first, followed by disapprovals. The total votes are then counted, and results announced by the Chairperson before closing. Vote counters and/or supervisors shall be elected by the GMS upon the Chairperson's proposal.
  - b) Shareholders or proxies arriving after the meeting has started may register and participate in voting immediately after registration. The Chairperson is not required to pause the meeting for late arrivals, and previous votes remain valid.
  - c) A shareholder is deemed present and voting if they:
    - Attend and vote directly at the meeting;
    - Authorize another person to attend and vote;
    - Participate and vote via online conferencing, e-voting, or other electronic forms;
    - Submit voting ballots via mail, fax, or email.
2. Appointment of the Chairperson, Secretary, and Vote Counting Committee:
  - a) The Chairperson of the Board of Directors (BOD) shall chair the GMS, or may delegate another BOD member. If absent or temporarily unable to perform, the remaining BOD members shall elect a chairperson by majority vote. If no agreement is reached, the Head of the Supervisory Board shall organize a vote among attendees, and the candidate with the most votes shall preside.
  - b) If Clause a does not apply, the meeting convener shall organize the election of the Chairperson, who shall be the person with the most votes.
  - c) The Chairperson shall appoint one or more persons as the Secretary.



- d) The GMS shall elect one or more members to the Vote Counting Committee based on the Chairperson's proposal.
- 3. The agenda and content of the meeting must be approved at the opening session, specifying time allotments for each item.
- 4. The Chairperson has the right to take necessary and reasonable measures to maintain order and follow the approved agenda in accordance with the majority's will, including:
  - a) Arranging seating;
  - b) Ensuring safety of all attendees;
  - c) Facilitating participation or continued participation. The convener may adjust such measures or apply additional ones, such as issuing entry cards or implementing alternative procedures.
- 5. The GMS shall discuss and vote on each agenda item via approval, disapproval, or abstention. The Chairperson shall announce the result before closing.
- 6. Late-arriving shareholders or proxies may still register and vote. Previous decisions remain valid.
- 7. The meeting convener or Chairperson may:
  - a) Request participants undergo reasonable security checks;
  - b) Request authorities maintain order or expel attendees who disrupt or fail to follow instructions.
- 8. The Chairperson may postpone a meeting with sufficient attendees for up to 3 business days from the planned date only in these cases:
  - a) Insufficient seating;
  - b) Inadequate communication systems;
  - c) Disorderly conduct that may compromise fairness and legality.
- 9. If the Chairperson wrongfully postpones or suspends the meeting, the GMS shall elect a replacement from among attendees. All resolutions passed remain valid.
- 10. If the Company holds the GMS using modern technology (e.g., online meetings), it must ensure shareholders can attend and vote via e-voting or other electronic means in accordance with Article 144 of the Enterprise Law and Clause 3, Article 273 of Decree No. 155/2020/ND-CP.

**Article 20. Conditions for Resolutions of the General Meeting of Shareholders to Be Passed**

- 1. The following resolutions shall be passed if approved by shareholders representing at least 65% of the total voting rights of those attending and voting, except as provided in Clauses 3, 4, and 6 of Article 148 of the Enterprise Law:
  - a) Share classes and total number of each class;
  - b) Changes to the Company's business lines;
  - c) Changes to the organizational structure;
  - d) Investment or sale of assets valued at 35% or more of the Company's total assets as per the latest financial statements;
  - d) Company reorganization or dissolution.

2. All other resolutions are passed with approval from shareholders representing more than 50% of total voting rights of those attending and voting, except as provided in Clause 1 above and Clauses 3, 4, and 6 of Article 148 of the Enterprise Law.
3. A resolution passed with 100% approval of all voting shareholders shall be valid even if procedures for convening and adopting the resolution violate the Enterprise Law or this Charter.

**Article 21. Authority and Procedures for Collecting Written Opinions of Shareholders to Pass Resolutions of the General Meeting of Shareholders**

The authority and procedures for collecting written opinions of shareholders to pass resolutions of the General Meeting of Shareholders (GMS) shall be carried out as follows:

1. The Board of Directors (BOD) is entitled to collect shareholders' written opinions to pass GMS resolutions when deemed necessary for the benefit of the Company, except in cases specified in Clause 2, Article 147 of the Law on Enterprises.
2. The BOD must prepare opinion forms, draft GMS resolutions, explanatory materials for the drafts, and send them to all voting shareholders at least 10 days before the deadline for returning the completed forms. The requirements and method of sending forms and accompanying materials must comply with Clause 3, Article 17 of this Charter.
3. The opinion form must contain the following key contents:
  - a) Name, head office address, enterprise code;
  - b) Purpose of collecting opinions;
  - c) Full name, contact address, nationality, and legal identification for individual shareholders; name, enterprise code or legal document number, and head office address for organizational shareholders; full name, contact address, nationality, and legal identification of the representative for organizational shareholders; quantity of shares of each class and number of voting rights;
  - d) The matters for which opinions are being sought;
  - d) Voting options including agree, disagree, and no opinion for each matter;
  - e) Deadline for returning the completed opinion form to the Company;
  - g) Full name and signature of the Chairperson of the BOD.
4. Shareholders may send completed opinion forms to the Company via mail, fax, or email as follows:
  - a) If sent by mail, the completed form must be signed by the shareholder (individual), the legal representative or authorized person (organization). Forms must be sealed and unopened before counting;
  - b) If sent by fax or email, the form must remain confidential until the vote-counting begins;
  - c) Forms received after the deadline or that were opened early (mail), or disclosed early (fax/email) are invalid. Unreturned forms are considered as not participating in the vote.
5. The BOD shall count votes and prepare a vote-counting record in the presence of the Supervisory Board or a non-management shareholder. The record must include:
  - a) Name, head office address, enterprise code;
  - b) Purpose and matters subject to voting;



- c) Number of shareholders and total voting rights participating, distinguishing valid and invalid votes and method of submission, with an appendix listing shareholders;
- d) Total votes for, against, and no opinion per matter;
- d) Matters approved and corresponding approval ratio;
- e) Full name and signature of the BOD Chairperson, vote counter, and vote-counting supervisor.

All above persons shall be jointly responsible for the truthfulness and accuracy of the vote count and for any damages caused by false or inaccurate results.

- 6. The vote-counting record and resolution must be sent to shareholders within 15 days after vote-counting concludes. Alternatively, they may be posted on the Company's website within 24 hours of vote-count completion. In that case, shareholders are considered to have received the documents on the posting date.
- 7. Completed opinion forms, vote-counting records, passed resolutions, and all accompanying documents must be archived at the Company's head office.
- 8. A resolution passed via written opinions is valid if approved by shareholders representing more than 50% of total voting rights and shall have the same effect as resolutions passed at the GMS.

#### **Article 22. Resolutions and Minutes of the General Meeting of Shareholders**

- 1. GMS meetings must be recorded in minutes and may be audio/video recorded or archived electronically. The minutes must be in Vietnamese and may include a foreign language version. The minutes must include:
  - a) Name, head office address, enterprise code;
  - b) Time and venue of the meeting;
  - c) Agenda and meeting contents;
  - d) Full name of the chairperson and secretary;
  - d) Summary of the meeting and opinions expressed on each agenda item;
  - e) Number of shareholders and voting rights, appendix of registered shareholders or representatives with corresponding share/voting rights;
  - g) Total votes cast for each agenda item, including voting method, valid/invalid votes, approvals, disapprovals, abstentions; and their respective ratios;
  - h) Matters approved and their corresponding approval ratios;
  - i) Full name and signature of chairperson and secretary. If either refuses to sign, the minutes remain valid if signed by all other BOD members attending and containing all required information. The minutes must note the refusal.
- 2. The meeting minutes must be completed and approved before the meeting ends. Chairperson, secretary, or others signing must be jointly responsible for the content's truthfulness and accuracy.
- 3. Vietnamese and foreign language versions of the minutes shall have equal legal effect. In case of discrepancies, the Vietnamese version shall prevail.

4. The GMS minutes, resolutions, attendance list with signatures, proxies, all attached documents, and those related to the meeting notice must be publicly disclosed in accordance with securities laws and archived at the Company's head office.

#### **Article 23. Request for Annulment of Resolutions of the General Meeting of Shareholders**

Within 90 days from the date of receiving the GMS resolution or meeting minutes, or the vote-counting record for written opinion collection, shareholders or groups of shareholders defined in Clause 2, Article 115 of the Law on Enterprises have the right to request a court or arbitration to review and annul the resolution or parts thereof in the following cases:

1. The meeting or voting procedure violated the Law on Enterprises or the Company Charter, unless provided otherwise under Clause 3, Article 20 of this Charter.
2. The resolution content violates laws or this Charter.

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

#### **Article 24. Nomination and Candidacy of Members of the Board of Directors**

1. In case the candidates for the Board of Directors (BOD) have been identified, the Company must disclose information related to such candidates at least 10 days prior to the opening date of the General Meeting of Shareholders (GMS) on the Company's website so that shareholders can review before voting. Each candidate must provide a written commitment regarding the accuracy and truthfulness of the disclosed personal information and commit to performing their duties with integrity, prudence, and in the best interests of the Company if elected. Disclosed information must include:
  - a) Full name, date of birth;
  - b) Professional qualifications;
  - c) Employment history;
  - d) Other managerial positions (including BOD positions in other companies);
  - d) Interests related to the Company and its related parties;
  - e) Other information (if any) as required by the Company's Charter;
  - g) The Company is responsible for disclosing information about the companies in which the candidate holds a BOD position, other management positions, and interests related to such companies (if any).
2. Shareholders or groups of shareholders holding 10% or more of the total ordinary shares have the right to nominate BOD candidates in accordance with the Law on Enterprises and the Company's Charter. Shareholders or groups of shareholders holding: 10% may nominate 1 candidate; Over 10% to 30%: up to 2 candidates; Over 30% to 40%: up to 3 candidates; Over 40% to 50%: up to 4 candidates; Over 50%: up to the total number of BOD members to be elected.
3. If the number of candidates nominated or standing for election is still insufficient per Clause 5, Article 115 of the Law on Enterprises, the current BOD shall nominate additional candidates or organize nominations per the Company's Charter, internal corporate governance regulations, and the BOD's operational regulations. The BOD's additional nominations must be clearly disclosed before the GMS votes on the election.



4. Members of the BOD must meet the criteria and conditions specified in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company's Charter.

#### **Article 25. Composition and Term of Office of the Board of Directors**

1. The BOD consists of 5 members.
2. The term of BOD members is not more than 5 years and may be re-elected without term limits. An individual may only be elected as an independent BOD member of a company for no more than 2 consecutive terms. If all BOD members finish their terms simultaneously, they shall remain in office until new members are elected and assume their duties.
3. BOD structure:
  - a) At least one-third of BOD members must be non-executive members.
  - b) The Company shall minimize concurrent holding of executive positions by BOD members to ensure independence.
  - c) The Board must have at least one independent member.
4. A BOD member shall lose their position if dismissed, removed, or replaced by the GMS as stipulated in Article 160 of the Law on Enterprises.
5. The appointment of BOD members must be disclosed in accordance with securities information disclosure laws.
6. BOD members are not required to be shareholders of the Company.

#### **Article 26. Powers and Duties of the Board of Directors**

1. The BOD is the managerial body of the Company and has full authority to act on behalf of the Company to decide and perform rights and obligations, except for those reserved for the GMS.
2. The powers and duties of the BOD are determined by law, the Charter, and the GMS. Specifically, the BOD has the following powers and responsibilities:
  - a) Decide on strategy, mid-term development plan, and annual business plan;
  - b) Propose the type and number of shares to be offered;
  - c) Decide on the sale of unissued shares within the number of authorized shares and raise capital through other means;
  - d) Decide on the selling price of shares and bonds;
  - d) Decide on the repurchase of shares under Clauses 1 and 2, Article 133 of the Law on Enterprises;
  - e) Decide on investment plans and projects within its authority and legal limits;
  - g) Decide on market development, marketing, and technology solutions;
  - h) Approve contracts for sales, loans, and other transactions valued at 35% or more of the Company's total assets per the latest financial statement, except for transactions under the GMS's authority;
  - i) Elect, dismiss, and remove the Chairperson; appoint, dismiss, sign/terminate contracts with the General Director and other key managers as defined in the Charter; decide on their salaries, bonuses, and other benefits; appoint representatives to members' councils or GMS of other companies and decide their remuneration;

- k) Supervise and direct the General Director and other managers in daily business operations;
  - l) Decide on organizational structure, internal management rules, establishment of subsidiaries, branches, representative offices, and capital contributions/share purchases in other businesses;
  - m) Approve the agenda and documents for the GMS, convene the GMS, or collect written opinions for resolutions;
  - n) Submit audited annual financial statements to the GMS;
  - o) Propose dividend rates; decide on the timeline and procedures for dividend payments or loss treatment;
  - p) Propose restructuring, dissolution, or bankruptcy of the Company;
  - q) Issue the BOD's Operational Regulations, Internal Corporate Governance Regulations (after GMS approval); issue Supervisory Board Regulations and Information Disclosure Regulations;
  - s) Exercise other powers and duties as prescribed by the Law on Enterprises, the Law on Securities, other legal regulations, and the Charter.
3. The BOD must report its performance to the GMS in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, guiding the implementation of several provisions of the Law on Securities.

**Article 27. Remuneration, Bonuses, and Other Benefits of Members of the Board of Directors**

- 1. The Company is entitled to pay remuneration and bonuses to members of the Board of Directors (BOD) based on business performance and results.
- 2. BOD members are entitled to work-based remuneration and bonuses. The work-based remuneration is calculated based on the number of days required to fulfill the duties and the daily rate. The BOD estimates the remuneration for each member on a unanimous basis. The total remuneration and bonuses for the BOD shall be decided by the General Meeting of Shareholders (GMS) at its annual meeting.
- 3. The remuneration of each BOD member is accounted as part of the Company's business expenses in accordance with the law on corporate income tax. It must be presented as a separate item in the annual financial statements and reported to the GMS at its annual meeting.
- 4. A BOD member holding an executive position or participating in BOD subcommittees or performing duties beyond the usual responsibilities of a BOD member may be paid additional remuneration in the form of a one-time payment, salary, commission, profit percentage, or other form as determined by the BOD.
- 5. BOD members are entitled to reimbursement of all travel, accommodation, and other reasonable expenses incurred while performing their duties, including costs related to attending meetings of the GMS, BOD, or its subcommittees.
- 6. BOD members may be covered under a liability insurance policy purchased by the Company upon approval of the GMS. This insurance shall not cover liabilities arising from violations of the law or the Company's Charter.



## **Article 28. Chairperson of the Board of Directors**

1. The Chairperson of the BOD is elected, dismissed, or removed by the BOD from among its members.
2. The Chairperson shall not concurrently serve as the General Director.
3. The Chairperson of the BOD has the following rights and responsibilities:
  - a) Develop the BOD's operation program and plan;
  - b) Prepare the agenda, contents, and materials for meetings; convene, preside over, and chair BOD meetings;
  - c) Organize the passing of resolutions and decisions of the BOD;
  - d) Oversee the implementation of BOD resolutions and decisions;
  - d) Preside over GMS meetings;
  - e) Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.
4. In case the Chairperson resigns or is dismissed/removed, the BOD must elect a replacement within 10 working days from the date of resignation or dismissal/removal.
5. If the Chairperson is absent or unable to perform duties, they must authorize another BOD member in writing to act on their behalf. If there is no authorized person, or the Chairperson has died, gone missing, is in custody, serving a prison sentence, undergoing mandatory rehabilitation or education, fled from residence, is restricted or incapable of civil acts, or prohibited from holding office or practicing certain professions, the remaining BOD members shall elect a replacement Chairperson by majority vote until a new decision is made by the BOD.

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

1. The Chairperson is elected at the first meeting of the BOD within 7 working days from the conclusion of the BOD election. This meeting is convened and chaired by the member who received the highest number or highest percentage of votes. If more than one member received the highest equal number or percentage of votes, the BOD shall elect one among them by majority to convene the meeting.
2. The BOD must meet at least once per quarter and may hold extraordinary meetings.
3. The Chairperson of the BOD shall convene a meeting in the following cases:
  - a) Upon request of the Supervisory Board or an independent BOD member;
  - b) Upon request of the General Director or at least 5 other managers;
  - c) Upon request of at least 2 BOD members.
4. The request under Clause 3 must be made in writing, clearly stating the purpose, issues to be discussed, and the matters falling under BOD authority.
5. The Chairperson must convene a meeting within 7 working days from receiving the request. Failure to convene the meeting renders the Chairperson liable for any damages incurred, and the requesting parties may convene the meeting in lieu of the Chairperson.
6. The Chairperson or convener must send the invitation at least 3 working days before the meeting. The invitation must specify the meeting time, location, agenda, and discussion points, and include meeting materials and voting slips. Invitations may be sent via letter,



telephone, fax, electronic means, or other methods as provided in the Charter and must reach the registered contact of each BOD member.

7. The Chairperson or convener must also send invitations and materials to members of the Supervisory Board as for BOD members. Supervisory Board members may attend and participate in discussions but may not vote.
8. A BOD meeting is valid when at least three-quarters of members attend. If this quorum is not met, a second meeting must be convened within 7 days. The second meeting is valid if over half of the BOD members attend.
9. A BOD member is deemed present and voting in the following cases:
  - a) Attending and voting in person;
  - b) Authorizing another person to attend and vote as per Clause 11;
  - c) Participating and voting via online meetings, electronic ballots, or other electronic forms;
  - d) Sending ballots via post, fax, or email;
  - d) Voting via other permitted methods.
10. For voting by post, ballots must be sealed and delivered to the Chairperson no later than 1 hour before the meeting starts. Ballots must only be opened in the presence of all attendees.
11. Members must attend all BOD meetings. Authorization to others for attendance and voting is allowed only with the majority approval of other BOD members.
12. A resolution or decision of the BOD is adopted when approved by the majority of attending members. In case of a tie, the Chairperson's vote shall prevail.

#### **Article 30. Subcommittees under the Board of Directors**

1. The Board of Directors (BOD) may establish subcommittees to oversee development policies, human resources, compensation, internal audit, and risk management. The number of members in each subcommittee shall be determined by the BOD but must be at least three (03), comprising members of the BOD and external members. Independent BOD members or non-executive BOD members should constitute the majority of the subcommittee, and one of these members shall be appointed as the Head of the subcommittee by the BOD. The operations of the subcommittees must comply with regulations issued by the BOD. A resolution of a subcommittee is valid only when a majority of its members attend and vote in favor at the meeting.
2. The implementation of decisions made by the BOD or its subcommittees must comply with the prevailing laws, the Company's Charter, and the Company's internal corporate governance regulations.

#### **Article 31. Corporate Governance Officer**

1. The Board of Directors must appoint at least one (01) Corporate Governance Officer to assist with corporate governance activities within the Company. This person may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.
2. The Corporate Governance Officer must not simultaneously work for an approved auditing firm currently auditing the Company's financial statements.



3. The Corporate Governance Officer has the following rights and duties:
  - a) Advise the BOD on organizing the General Meeting of Shareholders (GMS) and on matters relating to communication between the Company and shareholders;
  - b) Prepare meetings of the BOD, the Supervisory Board, and the GMS as requested by the BOD or the Supervisory Board;
  - c) Advise on procedures for meetings;
  - d) Attend meetings;
  - d) Advise on the procedures for drafting BOD resolutions in compliance with the law;
  - e) Provide financial information, copies of BOD meeting minutes, and other relevant information to BOD members and Supervisory Board members;
  - g) Monitor and report to the BOD on the Company's information disclosure activities;
  - h) Act as a liaison with relevant stakeholders;
  - i) Maintain confidentiality of information in accordance with the law and the Company's Charter;
  - k) Other rights and duties as prescribed by law and the Company's Charter.

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

#### **Article 32. Organizational Structure of Management**

The Company's management system must ensure that the management team is accountable to the Board of Directors and operates under the supervision and direction of the Board of Directors in day-to-day business activities. The Company shall have a General Director, Deputy General Directors, Chief Accountant, and other managerial positions as appointed by the Board of Directors. Appointments, dismissals, and removals for these positions must be decided through resolutions or decisions of the Board of Directors.

#### **Article 33. Executives of the Company**

1. Company executives include the General Director, Deputy General Directors, Chief Accountant, and other executives as stipulated by the Company Charter.
2. Based on the proposal of the General Director and approval by the Board of Directors, the Company may hire other executives in accordance with the Company's structure and management regulations issued by the Board of Directors. Executives must be responsible for supporting the Company in achieving its business and organizational objectives.
3. The General Director shall be entitled to salary and bonuses. The salary and bonuses shall be determined by the Board of Directors.
4. Executive salaries shall be accounted as operating expenses of the Company in accordance with the Law on Corporate Income Tax and must be presented as a separate item in the Company's annual financial statements, and reported at the Annual General Meeting of Shareholders.

#### **Article 34. Appointment, Dismissal, Responsibilities, and Powers of the General Director**

1. The Board of Directors shall appoint one of its members or hire another individual to serve as General Director.
2. The General Director is responsible for the day-to-day management of the Company's operations and is subject to the supervision of the Board of Directors. The General Director

shall be accountable to the Board of Directors and the law for the performance of assigned duties.

3. The term of the General Director shall not exceed 05 years and may be reappointed without limitation. The General Director must meet the qualifications and conditions prescribed by law and the Company Charter.
4. The General Director shall have the following powers and responsibilities
  - a) Make decisions on the Company's daily business operations not under the authority of the Board of Directors;
  - b) Organize the implementation of resolutions and decisions of the Board of Directors;
  - c) Implement business plans and investment strategies of the Company;
  - d) Propose the organizational structure and internal management regulations of the Company;
  - d) Appoint, dismiss, or remove management positions within the Company, except for those under the authority of the Board of Directors;
  - e) Decide on salaries and other benefits for employees, including those under the General Director's appointment authority;
  - g) Recruit employees;
  - h) Propose plans for dividend distribution or handling of business losses;
  - i) Other rights and obligations as prescribed by law, the Company Charter, and resolutions or decisions of the Board of Directors.
5. The Board of Directors may dismiss the General Director upon the approval of the majority of voting members in attendance and appoint a replacement.

## **IX. SUPERVISORY BOARD**

### **Article 35. Nomination and Candidacy for Supervisory Board Members (Supervisors)**

1. The nomination and candidacy process for Supervisory Board members shall be carried out similarly to the provisions in Clauses 1 and 2, Article 24 of this Charter.
2. In the event that the number of nominated and self-nominated candidates for the Supervisory Board is insufficient, the current Supervisory Board may nominate additional candidates or organize nominations in accordance with the Company Charter, the internal corporate governance regulations, and the Supervisory Board's operational regulations. Any additional nominations must be clearly disclosed before the General Meeting of Shareholders votes to elect Supervisory Board members.

### **Article 36. Composition of the Supervisory Board**

1. The Supervisory Board shall consist of 03 members. The term of each Supervisory Board member shall not exceed 05 years and may be re-elected without limit.
2. Supervisory Board members must meet the qualifications and conditions specified 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 departments;
  - b) Being a member or employee of an independent auditing firm auditing the Company's financial statements within the past 03 consecutive years.
3. A Supervisory Board member shall be dismissed in the following cases:



- a) No longer meets the qualifications and conditions as stipulated in Clause 2 of this Article;
  - b) Submits a resignation letter that is accepted;
4. A Supervisory Board member shall be removed in the following cases:
- a) Fails to fulfill assigned duties or tasks;
  - b) Does not perform assigned rights and obligations for six (06) consecutive months, except in cases of force majeure;
  - c) Commits repeated or serious violations of the obligations of Supervisory Board members as defined by the Law on Enterprises and the Company Charter;
  - d) Other cases as decided by the General Meeting of Shareholders.

#### **Article 37. Head of the Supervisory Board**

1. The Head of the Supervisory Board shall be elected from among its members based on a majority vote. The Supervisory Board must have more than half of its members residing in Vietnam. The Head of the Supervisory Board must hold at least a university degree in economics, finance, accounting, auditing, law, business administration, or a field relevant to the Company's operations.
2. Rights and responsibilities of the Head of the Supervisory Board:
  - a) Convene meetings of the Supervisory Board;
  - b) Request the Board of Directors, General Director, and other executives to provide relevant information to report to the Supervisory Board;
  - c) Prepare and sign Supervisory Board reports, after consulting with the Board of Directors, for submission to the General Meeting of Shareholders.

#### **Article 38. Rights and Responsibilities of the Supervisory Board**

The Supervisory Board shall have the rights and responsibilities stipulated in Article 170 of the Law on Enterprises and the following additional rights and duties:

1. Propose and recommend to the General Meeting of Shareholders the approval of a list of approved audit firms to audit the Company's financial statements; decide on an approved audit firm to audit the Company's operations and dismiss auditors when necessary.
2. Be accountable to shareholders for its supervisory activities.
3. Supervise the financial status of the Company and monitor the compliance of the Board of Directors' members, the General Director, and other managers with laws and regulations.
4. Ensure coordination with the Board of Directors, the General Director, and shareholders in operations.
5. In case of discovering violations of the law or the Company Charter by members of the Board of Directors, the General Director, or other executives, the Supervisory Board must notify the Board of Directors in writing within 48 hours, request the violators to cease such violations, and propose corrective measures.
6. Develop the Supervisory Board's Rules of Operation and submit them to the General Meeting of Shareholders for approval.



7. Report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of several provisions of the Law on Securities.
8. Have the right to access documents and records maintained at the Company's head office, branches, and other locations; have the right to visit the workplace of the Company's managers and employees during working hours.
9. Have the right to request the Board of Directors, individual BOD members, the General Director, and other executives to provide full, accurate, and timely information and documentation regarding the Company's management and business activities.
10. Other rights and obligations as prescribed by law and this Charter.

#### **Article 39. Meetings of the Supervisory Board**

1. The Supervisory Board must meet at least twice per year, with a quorum of at least two-thirds (2/3) of the total members. Meeting minutes must be recorded in detail and clarity. The recorder and attending Supervisory Board members must sign the minutes. These meeting minutes must be archived to determine the accountability of each member.
2. The Supervisory Board has the right to request the attendance and clarification of members of the Board of Directors, the General Director, and representatives of the approved audit firm at its meetings.

#### **Article 40. Salaries, Remuneration, Bonuses, and Other Benefits of Supervisory Board Members**

Salaries, remuneration, bonuses, and other benefits of Supervisory Board members shall be determined as follows:

1. Supervisory Board members are entitled to salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The GMS shall decide the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.
2. Supervisory Board members are entitled to reimbursement for meals, accommodation, travel expenses, and the cost of using independent consultancy services at a reasonable level. The total remuneration and expenses must not exceed the Supervisory Board's annual budget approved by the GMS, unless otherwise decided by the GMS.
3. Salaries and operating expenses of the Supervisory Board shall be recorded as business expenses of the Company in accordance with the Law on Corporate Income Tax and other relevant legal regulations and must be presented as a separate item in the Company's annual financial statements.

### **X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, GENERAL DIRECTOR, AND OTHER EXECUTIVES**

Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives shall perform their duties, including duties as members of subcommittees of the Board of Directors, honestly, diligently, and in the best interest of the Company.



#### **Article 41. Duty of Loyalty and Conflict of Interest Avoidance**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives must disclose any related interests as stipulated by the Law on Enterprises and other applicable laws.
2. These individuals and their related persons may only use information obtained through their positions for the benefit of the Company.
3. They must notify the Board of Directors or the Supervisory Board in writing about transactions between the Company, its subsidiaries, or other controlled entities (holding more than 50% of charter capital) and themselves or their related persons, in accordance with the law. For transactions requiring approval from the General Meeting of Shareholders or the Board of Directors, the Company must disclose information in compliance with securities laws.
4. A member of the Board of Directors may not vote on any transaction that offers them or their related persons personal benefits, in accordance with the Law on Enterprises and this Charter.
5. These individuals and their related persons must not use or disclose internal information for any relevant transactions.
6. Transactions between the Company and the aforementioned individuals or their related parties shall not be invalid if:
  - a) For transactions valued at 20% or less of the total assets recorded in the most recent financial statements, key terms and relationships have been reported to and approved by the Board of Directors with a majority of non-interested BOD members voting in favor;
  - b) For transactions exceeding 20% or leading to cumulative transactions within 12 months reaching 20% or more of the total assets, key details have been disclosed to shareholders and approved by the General Meeting of Shareholders with a majority of non-interested shareholders voting in favor.

#### **Article 42. Liability and Compensation**

1. Any member of the Board of Directors, Supervisory Board, General Director, or other executive who breaches their duty of loyalty, acts negligently, or fails to fulfill their responsibilities shall be liable for any resulting damages.
2. The Company may compensate individuals who are, were, or may become involved in claims or lawsuits (excluding cases where the Company is the plaintiff) if such individuals acted in good faith, within the scope of their assigned duties, in the Company's interest, and in compliance with the law, and there is no evidence of misconduct.
3. Compensation may cover judgment costs, penalties, legal fees, and other actual expenses permitted by law. The Company may purchase liability insurance for such individuals to protect against these responsibilities.

### **XI. RIGHT TO INSPECT BOOKS AND RECORDS OF THE COMPANY**

#### **Article 43. Right to Inspect Books and Records**

1. Ordinary shareholders have the following rights to inspect Company books and records:



- a) View, extract, and request correction of inaccurate information in the list of voting shareholders; inspect and extract the Company Charter, minutes, and resolutions of the General Meeting of Shareholders;
  - b) A shareholder or group holding 5% or more of total ordinary shares may inspect and extract Board of Directors' minutes, resolutions, semi-annual and annual financial reports, Supervisory Board reports, related party transactions, and other documents (excluding trade and business secrets).
2. In the case of an authorized representative of a shareholder or group of shareholders requesting access, a valid power of attorney or notarized copy thereof must be provided.
  3. Members of the Board of Directors, Supervisory Board, General Director, and other executives may inspect the shareholder register, list of shareholders, and other books and records for purposes related to their duties, provided such information is kept confidential.
  4. The Company must maintain at its head office (or another location with notice to shareholders and the business registration authority): this Charter and its amendments, the Enterprise Registration Certificate, internal regulations, asset ownership documentation, resolutions and minutes of the GMS and BOD meetings, BOD and Supervisory Board reports, annual financial statements, accounting books, and other documents as prescribed by law.
  5. The Charter must be published on the Company's official website.

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

### **Article 44. Employees and Trade Union**

1. The General Director shall prepare plans for the Board of Directors to approve matters relating to recruitment, termination, wages, social insurance, welfare, rewards, and discipline for employees and executives.
2. The General Director shall prepare plans for the Board of Directors to approve matters concerning the Company's relationship with trade unions in accordance with best practices, management policies, this Charter, Company regulations, and current law.

## **XIII. PROFIT DISTRIBUTION**

### **Article 45. Profit Distribution**

1. The General Meeting of Shareholders shall decide the annual dividend rate and form of payment from retained earnings.
2. The Company shall not pay interest on dividend payments or other distributions related to any class of shares.
3. The Board of Directors may propose and implement the payment of all or part of the dividends in shares upon approval by the General Meeting of Shareholders.
4. If dividends or other payments related to any class of shares are paid in cash, they must be paid in Vietnamese Dong. Payments can be made directly or via bank transfers using account details provided by shareholders. The Company shall not be held responsible if the payment was transferred using the provided details and not received. Dividends for listed shares may be paid via securities firms or the Vietnam Securities Depository and Clearing Corporation.



5. In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution determining a specific date for finalizing the list of shareholders entitled to receive dividends in cash or shares or other notifications and documents.
6. Other profit distribution matters shall comply with legal regulations.

#### **XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING REGIME**

##### **Article 46. Bank Accounts**

1. The Company shall open accounts at Vietnamese banks or branches of foreign banks legally operating in Vietnam.
2. With prior approval from competent authorities, the Company may open foreign bank accounts in accordance with the law.
3. All payments and accounting transactions shall be conducted via the Company's Vietnamese Dong or foreign currency accounts at banks.

##### **Article 47. Fiscal Year**

The fiscal year of the Company starts on January 1 and ends on December 31 annually. The first fiscal year begins on the date the Enterprise Registration Certificate is issued and ends on December 31 of that year.

##### **Article 48. Accounting Regime**

1. The Company shall adopt the standard corporate accounting regime or other specific regimes approved by competent authorities.
2. Accounting books must be in Vietnamese and kept in accordance with the accounting laws. Records must be accurate, up to date, systematic, and sufficient to justify and explain all Company transactions.
3. The accounting currency is Vietnamese Dong. If the Company primarily conducts transactions in another currency, it may choose that foreign currency as the accounting unit, must be legally responsible for this choice, and notify the tax authority.

#### **XV. FINANCIAL STATEMENTS, ANNUAL REPORT, AND DISCLOSURE RESPONSIBILITY**

##### **Article 49. Annual, Semi-Annual, and Quarterly Financial Reports**

1. The Company shall prepare and audit annual financial statements as required by law and disclose the audited statements in accordance with securities regulations and submit them to authorities.
2. Annual financial statements must include all reports, appendices, and explanatory notes required by accounting laws and must present a true and fair view of the Company's operations.
3. The Company must prepare and disclose reviewed semi-annual reports and quarterly financial reports as required by securities regulations and submit them to competent authorities.

##### **Article 50. Annual Report**

The Company shall prepare and publish an Annual Report in accordance with securities laws.

#### **XVI. AUDIT**

## **Article 51. Audit**

1. The General Meeting of Shareholders shall appoint an independent audit firm or approve a list of firms and authorize the Board of Directors to select one to audit the Company's financial statements for the next fiscal year.
2. The audit report shall be attached to the Company's annual financial statements.
3. The independent auditor has the right to attend General Meeting of Shareholders, receive notifications and documents related to such meetings, and express opinions on matters concerning the audit.

## **XVII. COMPANY SEAL**

### **Article 52. Company Seal**

1. The seal may be a physical seal or a digital signature in accordance with the laws on electronic transactions.
2. The Board of Directors shall decide the type, number, form, and content of the Company's seal and seals of branches or representative offices (if any).
3. The Board of Directors and the General Director shall manage and use the seal in accordance with the law.

## **XVIII. COMPANY DISSOLUTION**

### **Article 53. Dissolution**

1. The Company may be dissolved in the following cases:
  - a) Expiration of the operating term stated in the Charter without extension;
  - b) Resolution of the General Meeting of Shareholders;
  - c) Revocation of the Enterprise Registration Certificate, unless otherwise provided by the Law on Tax Administration;
  - d) Other cases as prescribed by law.
2. Early dissolution (including an extended term) must be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This resolution must be notified to or approved by competent authorities (if required by law).

### **Article 54. Extension of Operation**

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven months before the expiration of the Company's operating term for a vote on extension.
2. An extension is approved if 65% or more of the total voting shares present at the meeting vote in favor.

### **Article 55. Liquidation**

1. At least six months before the Company's term ends or after a dissolution decision is made, the Board of Directors shall form a Liquidation Committee with three members: two appointed by the General Meeting of Shareholders and one by the Board from an independent audit firm. Liquidation rules shall be prepared. Members may be Company employees or independent experts. Liquidation costs shall be prioritized before any other Company liabilities.



2. The Liquidation Committee must notify the Business Registration Authority of its formation and start date. From that point, it shall represent the Company in all liquidation matters before courts and administrative agencies.
3. Liquidation proceeds shall be distributed in the following order:
  - a) Liquidation expenses;
  - b) Wages, severance, social insurance, and other employee benefits;
  - c) Tax liabilities;
  - d) Other debts of the Company;
  - e) Any remaining amount shall be distributed to shareholders, with preference shares prioritized.

## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 56. Internal Dispute Resolution**

1. In case of disputes regarding Company operations, shareholder rights or obligations under the Law on Enterprises, this Charter, other legal regulations or agreements, between:
  - a) Shareholders and the Company;
  - b) Shareholders and the Board of Directors, Supervisory Board, General Director, or other executives;

The parties shall first attempt to resolve through negotiation and mediation. Unless the dispute involves the Board of Directors or its Chairperson, the Chairperson shall mediate and require each party to provide relevant information within 15 business days. If the dispute involves the Chairperson or Board, either party may request the appointment of an independent mediator.

2. If no settlement is reached within 6 weeks or the mediation decision is not accepted, any party may submit the dispute to commercial arbitration or a competent court.
3. Each party shall bear its own costs during negotiation or mediation. Court fees shall follow the arbitration or court ruling.

## **XX. AMENDMENTS TO THE CHARTER**

### **Article 57. Company Charter**

1. Amendments and supplements to this Charter must be approved by the General Meeting of Shareholders.
2. If legal provisions related to the Company's operations are not mentioned in this Charter or new laws contradict existing Charter provisions, such legal regulations shall apply.

## **XXI. EFFECTIVE DATE**

### **Article 58. Effective Date**

1. This Charter consists of 21 chapters and 58 articles, approved in full by the General Meeting of Shareholders of Higher Education and Vocational Book Joint Stock Company, located at 187B Giang Vo, O Cho Dua Ward, Hanoi.
2. The Charter is made in 10 original copies of equal legal value and kept at the Company's head office.
3. This is the sole official Charter of the Company.

4. Copies or excerpts of this Charter shall be valid when signed by the Chairperson of the Board or at least half of the total BOD members.

Hanoi, Dec 24<sup>th</sup>, 2025

LEGAL REPRESENTATIVE/



TRAN DINH HOANG



**APPENDIX NO. 1**  
**LIST OF FOUNDING SHAREHOLDERS**

<b>STT</b>	<b>Shareholder code</b>	<b>Shareholder names</b>	<b>Number of shares held</b>	<b>Note</b>
1	4130001	Education Publish House	510.000	
2	4130002	Ngô Thị Thanh Bình	7.000	
3	4130003	Cần Hữu Hải	4.000	
4	4130004	Đỗ Thị Ngọc	7.000	
5	4130005	Hoàng Thị Thanh Tâm	11.167	
6	4130006	Nguyễn Hồng Ánh	10.109	
7	4130008	Hoàng Cầu	7.976	
8	4130009	Trần Nhật Tân	5.000	
9	4130010	Trần Thị Ngọc Khánh	5.583	
10	4130011	Nguyễn Thị Hiền	5.583	
11	4130012	Trần Văn Thắng	3.500	
12	4130013	Hoàng Trọng Nghĩa	5.583	
13	4130014	Nguyễn Thị Thu Hà	13.854	
14	4130015	Lê Nguyễn Mai Hương	6.583	
15	4130016	Nguyễn Thị Tú Nhã	5.583	
16	4130017	Nguyễn Thị Thu	5.583	
17	4130018	Võ Thị Kim	5.583	
18	4130019	Lê Thị Bích Liên	5.583	
19	4130020	Phạm Như Nghệ	4.786	
20	4130021	Phan Thị Kim Liên	4.786	
21	4130022	Trần Trọng Tiến	3.000	
22	4130023	Bùi Thị Minh Hiền	3.000	
23	4130024	Hoàng Thị Quý	3.000	
24	4130025	Trịnh Thị Lý	3.190	

25	4130027	Lê Trí Tú	4.786	
26	4130028	Phan Thị Tuyết Lan	4.786	
27	4130030	Nguyễn Thị Ngọc Khanh	3.988	
28	4130031	Vương Thị Trinh	3.190	
29	4130032	Phan Minh Hồng	4.638	
30	4130033	Trần Phương Dung	3.190	
31	4130034	Lương Văn Phú	2.393	
32	4130035	Bùi Vũ Hùng	2.393	
33	4130036	Nguyễn Minh Tâm	2.393	
34	4130037	Đặng Danh Ánh	2.393	
35	4130039	Nguyễn Thanh Giang	1.595	
36	4130040	Nguyễn Thị Bích Lan	1.595	
37	4130041	Trần Thị Ngọc Oanh	2.595	
38	4130042	Trần Thị Phụng	3.595	
39	4130043	Trương Đức Kiên	1.595	
40	4130044	Nguyễn Thị Thu Huyền	798	
41	4130045	Lê Hùng	1.595	
42	4130046	Phạm Bảo Khuê	1.595	
43	4130047	Phùng Thanh Huyền	798	
44	4130048	Vũ Thị Thanh Mai	798	
45	4130049	Phạm Thị Ngọc Thắng	798	
46	4130050	Nguyễn Văn Thuận	2.575	
47	4130051	Nguyễn Như Ý	3.190	
48	4130052	Hoàng Lâm Thiện	4.786	
49	4130053	Trịnh Thanh Lâm	1.595	
50	4130054	Lê Viết Khuyến	4.786	
51	4130055	Hoàng Thị Băng	4.786	



52	4130056	Lương Thị Tố Như	4.786	
53	4130057	Lê Quang Dân	1.595	
54	4130058	Trần Thu Hương	4.786	
		Total	731.424	



