

No: 53/2025/TGG/CBTT

Ho Chi Minh City, July 18, 2025

## EXTRAORDINARY INFORMATION DISCLOSURE

To:           - State Securities Commission;  
              - Hanoi Stock Exchange

**1. Organization Name: THE GOLDEN GROUP JOINT STOCK COMPANY**

- Stock Code: TGG
- Head Office Address: 7th Floor, 45 Vo Thi Sau Street, Da Kao Ward, District 1, Ho Chi Minh City.
- Phone: 028 7777 9999 Fax:
- Email: [info@thegoldengroup.vn](mailto:info@thegoldengroup.vn)

**2. Content of Information Disclosure:**

Disclosure of information regarding the promulgation of the Company's Board of Directors' Operating Regulations (detailed information in the attached file).

3. This information was disclosed on the Company's website on July 18, 2025, at the link: <https://thegoldengroup.vn/dieu-le-quy-che.htm>

We commit that the information disclosed herein is true and accurate and we bear full legal responsibility for the content of the disclosed information./.

*Attached Documents:*

*Resolution of the Annual General Meeting of  
Shareholders                      2025                      No.  
02/2025/TGG/DHĐCĐ-NQ  
Operating Regulations of the Company's  
Board of Directors dated July 18, 2025*

**AUTHORIZED PERSON FOR INFORMATION  
DISCLOSURE**

**DEPUTY GENERAL DIRECTOR** *af*



*Vo Kim Nguyen*

No.: 02/2025/TGG/GMS-RES

Ho Chi Minh City, July 18, 2025

**RESOLUTION**  
**SECOND ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**  
**THE GOLDEN GROUP JOINT STOCK COMPANY**

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Law Amending and Supplementing a Number of Articles of the Enterprise Law No. 76/2025/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law;
- Pursuant to the Charter on Organization and Operation of The Golden Group Joint Stock Company;
- Pursuant to the Minutes of the Second Annual General Meeting of Shareholders 2025 No. 01/2025/TGG/GMS-MM dated July 18, 2025, of the General Meeting of Shareholders of The Golden Group Joint Stock Company.

The Second Annual General Meeting of Shareholders 2025 of The Golden Group Joint Stock Company ("the Meeting") was held on July 18, 2025, in Ho Chi Minh City, with a total of 8 shareholders attending in person and by proxy, representing 9,367,906 voting shares at the Meeting, accounting for 34.31% of the Company's total shares, having discussed and agreed upon the following:

**RESOLVES**

**Article 1:** Approval of the Board of Directors' Report on 2024 Performance Results and 2025 Orientation

*Details are provided in Report No. 01/2025/TGG/BOD-R dated June 06, 2025, attached to this Resolution.*

**Article 2:** Approval of the Independent Member of the Board of Directors' Report on 2024 Performance Results and 2025 Activity Plan

*Details are provided in Report No. 04/2025/TGG/IMBOD-R dated June 06, 2025, attached to this Resolution.*

**Article 3:** Approval of the General Director's Report on 2024 Business Results; 2025 Business Plan

*Details are provided in Report No. 02/2025/TGG/GD-R dated June 06, 2025, attached to this Resolution.*

**Article 4:** Approval of the Supervisory Board's Report on 2024 Performance Results and 2025 Activity Plan

*Details are provided in Report No. 03/2025/TGG/SB-R dated June 06, 2025, attached to this Resolution.*

**Article 5:** Approval of the Proposal on the Audited Financial Statements for 2023 and Audited Financial Statements for 2024





*Details are provided in Proposal No. 08/2025/TGG/BOD-P dated June 06, 2025, attached to this Resolution*

**Article 6:** Approval of the Proposal on the Remuneration Plan for the Board of Directors and Supervisory Board in 2024 and the Remuneration and Bonus Payment Plan for 2025

**a. Remuneration:**

Member	2025 Remuneration (VND/person/month)
<b>Board of Directors</b>	
- Chairman	10.000.000
- Member	5.000.000

The remuneration for the Board of Directors and Supervisory Board in 2025 shall be disbursed in two installments, in the first six months and the last six months of the year (after the business performance report is available).

**b. Bonuses:**

In the event of exceeding the after-tax profit plan, the Board of Directors shall submit to the General Meeting of Shareholders for consideration of bonuses for the Board of Directors. The total bonuses for the Board of Directors in 2025 shall not exceed VND 1,000,000,000 (One billion VND), to be allocated by the members of the Board of Directors.

*Details are provided in Proposal No. 09/2025/TGG/HĐQT-TTr, dated June 06, 2025, attached to this Resolution.*

**Article 7:** Approval of the following list of 4 independent auditing firms and authorization for the Board of Directors to select the firm to audit the Company's Financial Statements for 2025:

- Financial Accounting and Auditing Consulting Services Company (AASC);
- Moore AISC Auditing and Informatics Services Co., Ltd.;
- AFC Vietnam Auditing Co., Ltd.;
- UHY Auditing and Consulting Co., Ltd.

In the event that the Board of Directors cannot negotiate with the aforementioned auditing firms, the General Meeting of Shareholders authorizes the Board of Directors to select another auditing firm from the list of auditing firms approved by the State Securities Commission to perform the review of the semi-annual Financial Statements and audit the Financial Statements for 2025.

*Details are provided in Proposal No. 10/2025/TGG/HĐQT-TTr, dated June 06, 2025, attached to this Resolution.*

**Article 8:** Approval of the Proposal regarding the dismissal and additional election of members of the Board of Directors for the 2025-2030 term

*Details are provided in Proposal No. 11/2025/TGG/HĐQT-TTr, dated June 06, 2025, attached to this Resolution*

**Article 9:** Approval of the election results for members of the Board of Directors for the 2025-2030 term as follows:

List of elected candidates for members of the Board of Directors for the 2025-2030 term:

No.	Full Name	Title	Number of Votes	Election Rate
1.	Nguyễn Quốc Dũng	Independent Member of the Board of Directors	9.370.206	100,02%
2.	Nguyễn Xuân Hòa	Independent Member of the Board of Directors	9.000.306	96,08%
3.	Lý Thanh Nhã	Member of the Board of Directors	9.375.206	100,08%
4.	Võ Kim Nguyên	Member of the Board of Directors	9.364.706	99,97%
5.	Ngô Quang Tuấn	Member of the Board of Directors	9.729.106	103,86%

**Article 10:** Approval of the Proposal regarding the change in the Company's governance model

*Details are provided in Proposal No. 12/2025/TGG/HĐQT-TTr, dated June 06, 2025, attached to this Resolution*

**Article 11:** Implementation Provisions

- The Resolution of the 2025 Annual General Meeting of Shareholders of The Golden Group Joint Stock Company was prepared, announced, and unanimously approved by all shareholders attending the Meeting at 10:30 AM on July 18, 2025.
- This Resolution takes effect from the date of its issuance. The members of the Board of Directors, the Supervisory Board, the General Management Board, and all departments and affiliated units of The Golden Group Joint Stock Company are responsible for and shall implement this Resolution in accordance with the provisions of Law and the Company's Charter.

**Recipients:**

- Shareholders of The Golden Group JSC;
- Members of the Board of Directors, Supervisory Board;
- State Securities Commission (SSC); Stock Exchange;
- Archival: Investor Relations Department.

FOR THE GENERAL MEETING OF  
SHAREHOLDERS

CHAIRMAN OF THE GENERAL MEETING



Ngô Quang Tuấn



No.: 12/2025/TGG/BOD-Submission

*Ho Chi Minh City, June 6, 2025*

## **SUBMISSION**

**Regarding the change in the Company's governance structure model; amendment, supplementation, and issuance of the Company Charter, Internal Corporate Governance Regulations, Board of Directors' Operational Regulations; dismissal of Members of the Supervisory Board;**

**Submitted to: The General Meeting of Shareholders of The Golden Group Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;
- Decree No. 155/2020/ND-CP dated December 31, 2020 providing detailed regulations for the implementation of a number of articles of the Law on Securities
- Pursuant to the Charter and Internal Corporate Governance Regulations of The Golden Group Joint Stock Company;

The Board of Directors ("BOD") hereby submits to the General Meeting of Shareholders ("GMS") the proposal regarding the change in the Company's governance structure model as follows:

### **1. Proposal to change the Company's governance model**

Currently, the Company's governance and operations are organized according to the model stipulated at point a, clause 1, Article 137 of the Law on Enterprises 2020. The BOD proposes changing to a new governance structure model to strengthen internal control and risk management. Concurrently, applying corporate governance standards according to best practices. This change is expected to support the Company in optimizing corporate governance activities, enhancing operational efficiency, and gradually developing the Company sustainably according to international standards. Therefore, the BOD proposes changing the company's governance model to the model stipulated at point b, clause 1, Article 137 of the Law on Enterprises 2020 as follows:

Current organizational and management structure	Proposed organizational and management structure change
1. General Meeting of Shareholders; 2. Board of Directors; 3. Supervisory Board; 4. General Director.	1. General Meeting of Shareholders; 2. Board of Directors and Audit Committee directly under the Board of Directors; 3. General Director.

According to the new governance structure model, the Company must ensure that at least 20% of the Members of the BOD must be independent members and have an Audit Committee directly under the BOD. The Audit Committee must have a minimum of 2





members, in which the Chairman of the Audit Committee is an independent member of the BOD and the remaining members must be non-executive members of the BOD.

The BOD submits to the GMS for authorization to the BOD to:

- Organize the implementation of the Company's new governance structure model and operations after being approved by the GMS, ensuring compliance with legal regulations and the company's Charter;
- Establish the Audit Committee, issue the Operational Regulations of the Audit Committee, and appoint personnel as stipulated.

## **2. Proposal for dismissal of the Company's Supervisors**

Pursuant to the proposal for changing the Company's governance model stated in section 1 of this Submission, the BOD respectfully submits to the GMS for approval the dismissal of all the Company's Supervisors, including the individuals listed below, from the date the GMS approves the change in the Company's governance structure model stated in this Submission:

No.	Full name	Position
1	Mr. Do Manh Hung	Head of Supervisory Board
2	Mr. Cao Viet Bach	Member of Supervisory Board
3	Mr. Nguyen Kien Giang	Member of Supervisory Board

## **3. Amendment and Supplementation of the Company Charter:**

- The BOD respectfully submits to the GMS for approval the amendment of some articles of the Company Charter to be consistent with the Company's management structure after the change. The full text of the amended and supplemented Charter is attached to this Submission.

## **4. Amendment and Supplementation of the Internal Corporate Governance Regulations and the Operational Regulations of the Board of Directors:**

- The BOD respectfully submits to the GMS for approval the amendment of some Articles of the Internal Corporate Governance Regulations and the Operational Regulations of the Board of Directors to be consistent with the management structure after changing the Company's governance model;
- The full text of the Internal Regulation on Corporate Governance and the Operating Regulation of the Board of Directors are attached to this Submission.

Within the scope of the amendments to the Charter, the Internal Regulation on Corporate Governance, and the Operating Regulation of the Board of Directors as approved by the General Meeting of Shareholders above, the General Meeting of Shareholders authorizes the Board of Directors to have full authority to decide on matters arising related to the registration of Charter amendments, the issuance of regulations, and information disclosure in accordance with the law.

Submitted to the General Meeting of Shareholders for consideration and approval.

Sincerely,.



ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRMAN *af*

***Recipients:***

- GMS;
- BOD;
- Management Board;
- Supervisory Board;
- Save: Shareholder Relations Department.



Ngô Quang Tuan



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

-----



**REGULATION ON THE OPERATION OF THE  
BOARD OF DIRECTORS  
JOINT STOCK COMPANY  
THE GOLDEN GROUP**



***(Issued together with Resolution No. 02/2025/TGG/GMS-Res dated 18/07/2025 of the Annual General Meeting of Shareholders)***

*Pursuant to the Law on Securities dated November 26, 2019;*

*Pursuant to the Law on Enterprises dated June 17, 2020;*

*Pursuant to the Law amending and supplementing a number of articles of the Enterprise Law 2025*

*Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*

*Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*

*Pursuant to the Charter of The Golden Group Joint Stock Company*

*The Board of Directors hereby issues the Regulation on the Operation of the Board of Directors of The Golden Group Joint Stock Company*

*The Regulation on the Operation of the Board of Directors of The Golden Group Joint Stock Company includes the following contents:*

## **Chapter I GENERAL PROVISIONS**

### **Article 1. Scope of regulation and subjects of application**

1. Scope of regulation: The Regulation on the operation of the Board of Directors stipulates the organizational structure, operating principles, rights, and obligations of the Board of Directors and its members to operate in accordance with the provisions of the Law on Enterprises, the Company Charter, and other relevant laws.

2. Subjects of application: This Regulation applies to the Board of Directors and its members.

### **Article 2. Operating principles of the Board of Directors**

1. The Board of Directors works on the principle of collectivity. Members of the Board of Directors are individually responsible for their assigned tasks and jointly responsible before the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors regarding the development of the Company.

2. The Board of Directors assigns responsibility to the General Director to organize and implement 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 full rights as stipulated by the Law on Securities, relevant laws, and the Company Charter, including the right to be provided with information and documents regarding the financial status and business operations of the Company and its units.

2. Members of the Board of Directors have obligations as stipulated in the Company Charter and the following obligations:

a) To perform their duties honestly and diligently for the highest interests of the shareholders and the Company;

b) To fully attend meetings of the Board of Directors and provide opinions on matters discussed;

c) To promptly and fully report to the Board of Directors any remuneration received from subsidiaries, associate companies, and other organizations;

d) To report to the Board of Directors at the nearest meeting any transactions between



the Company, its subsidiaries, or other companies controlled by the Company holding 50% or more of the charter capital, and the member of the Board of Directors and their related persons; transactions between the Company and a company in which the member of the Board of Directors was a founding member or a business manager within the last 03 years prior to the transaction time;

d) Disclose information when conducting Company stock transactions in accordance with the provisions of law.

e) Other rights and obligations as stipulated by the Law on Enterprises and the Company Charter.

3. Independent members of the Board of Directors of a listed company must prepare a report evaluating the activities of the Board of Directors.

#### **Article 4. Right of Board Members to Information**

1. Members of the Board of Directors have the right to request the General Director, Deputy General Director, and other managers within the Company to provide information and documents regarding the financial status and business operations of the Company and its units.

2. The requested managers must provide information and documents promptly, fully, and accurately as required by the members of the Board of Directors. The procedures for requesting and providing information shall be stipulated by the Company Charter.

#### **Article 5. Term of Office and Number of Members of the Board of Directors**

1. The Board of Directors shall have a minimum of 3 members and a maximum of 7 members. The General Meeting of Shareholders shall decide the specific number of members of the Board of Directors from time to time.

2. The term of office for a member of the Board of Directors shall not exceed 05 years and they may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms.

3. In case all members of the Board of Directors conclude their term of office simultaneously, those members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over the work, unless otherwise stipulated by the Company Charter.

4. Structure of the Board of Directors:

a. The structure of the Company's Board of Directors must ensure that at least 1/3 of the total number of members of the Board of Directors are non-executive members. The Company shall minimize the concurrent holding of executive titles within the Company by members of the Board of Directors to ensure the independence of the Board of Directors;

b. There must be at least 01 independent member of the Board of Directors.

5. Independent members of the Board of Directors shall have all the rights and obligations of members of the Board of Directors as stipulated in the Law on Enterprises, the Law on Securities, the Company Charter, and these regulations.

6. Independent members of the Board of Directors shall organize and coordinate activities according to the following principles:

a. Exercise the assigned rights and obligations honestly, diligently, and to the best of their ability to ensure the maximum legitimate interests of the Company;

b. Be loyal to the interests of the Company and shareholders; not use the Company's information, know-how, business opportunities, position, title, or assets for personal gain or to serve the interests of other organizations or individuals;

c. All activities of independent members of the Board of Directors must comply with the provisions of law and the Company Charter.

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

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

a) Not fall under the subjects specified in Clause 2, Article 17 of the Law on Enterprises;

b) Possess professional qualifications and experience in business administration or in



the Company's business field, sector, or industry, and are not necessarily shareholders of the Company, unless otherwise stipulated by the Company Charter;

c) A member of the Company's Board of Directors may concurrently be a member of the board of directors of another company;

d) For state-owned enterprises as stipulated in point b, Clause 1, Article 88 of the Law on Enterprises and subsidiaries of state-owned enterprises as stipulated in Clause 1, Article 88 of the Law on Enterprises, a member of the Board of Directors must not be a family relation of the General Director and other managers of the company; of the manager, the person with authority to appoint managers of the parent company;

2. Independent members of the Board of Directors as stipulated in point b, Clause 1, Article 137 of the Law on Enterprises must meet the following standards and conditions:

a) Not be a person currently working for the Company, its parent company, or its subsidiary; not be a person who has worked for the Company, its parent company, or its subsidiary for at least 03 consecutive years preceding that time;

b) Not be a person currently receiving salary or remuneration from the company, except for allowances that members of the Board of Directors are entitled to according to regulations;

c) Not be a person whose spouse, natural father, adoptive father, natural mother, adoptive mother, natural child, adopted child, sibling is a major shareholder of the Company; is a manager of the Company or a subsidiary of the Company;

d) Not be a person who directly or indirectly owns at least 01% of the total voting shares of the Company;

đ) Not be a person who has served as a member of the Company's Board of Directors for at least 05 consecutive years preceding that time, except in cases of continuous appointment for 02 terms;

3. Independent members of the Board of Directors must notify the Board of Directors when they no longer meet the standards and conditions stipulated in Clause 2 of this Article and shall naturally cease to be independent members of the Board of Directors from the date they no longer meet the standards and conditions. The Board of Directors must report the case where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replacement independent members of the Board of Directors within 06 months from the date of receiving notification from the relevant independent member of the Board of Directors.

#### **Article 7. Chairman of the Board of Directors**

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

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

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

a) Develop programs and operational plans for the Board of Directors;

b) Prepare programs, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;

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

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

đ) Chair the General Meeting of Shareholders;

e) Other rights and obligations as stipulated by the Law on Enterprises and the Company Charter.

4. In case the Chairman of the Board of Directors submits a letter of resignation or is dismissed, the Board of Directors must elect a replacement within 10 days from the date of receiving the letter of resignation or dismissal. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member



to exercise the rights and obligations of the Chairman of the Board of Directors according to the principles stipulated in the Company Charter. In case there is no authorized person or the Chairman of the Board of Directors dies, is missing, is held in temporary custody, is serving a prison sentence, is undergoing administrative handling measures at a compulsory drug rehabilitation center, compulsory education center, has absconded from place of residence, has restricted or lost civil act capacity, has difficulty in perception, controlling behavior, or is prohibited by the Court from holding a position, practicing a profession, or performing certain work, the remaining members shall elect one person from among the remaining members to hold the position of Chairman of the Board of Directors based on the principle of majority approval by the remaining members until a new decision is made by the Board of Directors.

5. When deemed necessary, the Board of Directors shall decide on the appointment of a company secretary. The company secretary shall have the following rights and obligations:

a) Assist in organizing the convening of meetings of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;

b) Assist members of the Board of Directors in performing their assigned rights and obligations;

c) Assist the Board of Directors in applying and implementing corporate governance principles;

d) Assist the Company in building shareholder relations and protecting the lawful rights and interests of shareholders; in complying with obligations regarding information provision, information disclosure, and administrative procedures;

đ) Other rights and obligations as stipulated in the company's Charter.

#### **Article 8. Removal, dismissal, replacement, and addition 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) Not meeting the standards and conditions as stipulated in Article 155 of the Law on Enterprises;

b) Having submitted a resignation letter which has been accepted;

c) Other cases stipulated in the company's Charter.

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

a) Not participating in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;

b) Other cases stipulated in the company's Charter.

3. When deemed necessary, the General Meeting of Shareholders shall decide on the replacement of a member of the Board of Directors; the removal or dismissal of a member of the Board of Directors in cases other than those stipulated in clauses 1 and 2 of this Article.

4. The Board of Directors must convene a meeting of the 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 compared to the number stipulated in the company's Charter. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

b) The number of independent members of the Board of Directors decreases, failing to ensure the ratio as stipulated in point b, clause 1, Article 137 of the Law on Enterprises;

c) Except for the cases stipulated in points a and b of this clause, the General Meeting of Shareholders shall elect new members to replace the members of the Board of Directors who have been removed or dismissed at the nearest meeting.

#### **Article 9. Method of electing, removing, and dismissing members of the Board of Directors**

1. Shareholders or groups of shareholders holding from 10% of the total ordinary shares shall have the right to nominate persons to the Board of Directors. The nomination of persons



to the Board of Directors shall be carried out as follows:

a) Ordinary shareholders forming a group to nominate persons to the Board of Directors must notify the shareholders attending the meeting about the group meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors, the shareholders or group of shareholders stipulated in this clause shall have the right to nominate one or more persons as candidates for the Board of Directors as decided by the General Meeting of Shareholders. If the number of candidates nominated by the shareholders or group of shareholders is less than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

2. In case the number of candidates for the Board of Directors nominated and self-nominated is still insufficient as required by Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the Company Charter, the Internal Corporate Governance Regulations, and the Board of Directors' Operating Regulations. The nomination of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors as prescribed by law.

3. The voting for electing members of the Board of Directors must be conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to accumulate all or part of their total votes for one or more candidates. The elected members of the Board of Directors shall be determined based on the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the Company Charter is reached. In case two or more candidates receive the same number of votes for the last member of the Board of Directors, a re-election shall be conducted among the candidates with the equal number of votes or selection shall be made according to the criteria in the election regulations or the Company Charter.

4. The election, dismissal, and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders based on the principle of voting. The voting ratio for approval by voting method shall be implemented in accordance with Clause 2, Article 20 of the Company Charter.

#### **Article 10. Notification of Election, Dismissal, and Removal of Members of the Board of Directors**

1. In case candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, and for the highest interests of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work history;
- d) Other management positions (including Board of Directors positions in other companies);
- đ) Interests related to the Company and its related parties;
- e) Other information (if any) as stipulated in the Company Charter;
- g) Public companies must be responsible for disclosing information about the companies where the candidate currently holds a position as a member of the Board of Directors, other management positions, and the candidate's interests related to the company (if



any).

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

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

#### **Article 11. Rights and Obligations of the Board of Directors**

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

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

a) Decide on the strategy, medium-term development plan, and annual business plan of the Company;

b) Propose the types of shares and the total number of shares authorized for offering of each type;

c) Decide on the sale of unsold shares within the scope of the number of shares authorized for offering of each type; decide on raising additional capital in other forms;

d) Decide on the selling price of the Company's shares and bonds;

e) Decide on the repurchase of shares in accordance with the provisions of Clauses 1 and 2, Article 133 of the Law on Enterprises;

f) Decide on investment plans and investment projects within the authority and limits prescribed by law;

g) Decide on market development, marketing, and technology solutions;

h) Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions valued at 35% or more of the total asset value recorded in the Company's most recent financial statement, and contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises;

i) Elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts with, and terminate contracts with the General Director and other important managers as stipulated by the Company Charter; decide on the salaries, remuneration, bonuses, and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders in other companies, and decide on the remuneration and other benefits of such persons;

j) Supervise and direct the General Director and other managers in the daily business operations of the Company;

k) Decide on the organizational structure, internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;

l) Approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or collect opinions for the General Meeting of Shareholders to adopt resolutions;

m) Submit the audited annual financial statement to the General Meeting of Shareholders;

n) Propose the dividend payout rate; decide on the time limit and procedures for dividend payment or handling losses incurred during business operations;

o) Propose the reorganization or dissolution of the Company; request the bankruptcy of the Company;



q) Decide on the issuance of the Board of Directors' Operating Regulations and the Internal Corporate Governance Regulations after being approved by the General Meeting of Shareholders; decide on the issuance of the Operating Regulations of the Audit Committee under the Board of Directors and the Company's Information Disclosure Regulations;

r) Other rights and obligations as stipulated by the Law on Enterprises, the Law on Securities, other legal provisions, and the Company Charter.

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

4. The Board of Directors adopts resolutions and decisions by voting at meetings, collecting written opinions, or other forms as stipulated by the Company Charter. Each member of the Board of Directors has one voting right.

5. In case a resolution or decision passed by the Board of Directors is contrary to the provisions of law, the resolution of the General Meeting of Shareholders, or the Company Charter, causing damage to the Company, the members who voted in favor of passing such resolution or decision shall be jointly and severally liable personally for such resolution or decision and must compensate the Company for the damage; members who voted against passing the aforementioned resolution or decision shall be exempted from liability. In this case, a shareholder of the Company has the right to request the Court to suspend the implementation of or annul the aforementioned resolution or decision.

#### **Article 12. Duties and powers of the Board of Directors in approving and signing contracts and transactions**

1. The Board of Directors shall approve contracts and transactions with a value smaller than 35% or transactions resulting in the total value of transactions arising within 12 months from the date of the first transaction being smaller than 35% of the total asset value recorded in the most recent financial statement or a smaller percentage or value as stipulated in the Company Charter between the Company and one of the following subjects:

- Members of the Board of Directors, members of the Audit Committee, General Director, other managers, and persons related to these subjects;
- Shareholders, authorized representatives of shareholders owning over 10% of the total ordinary shares of the Company and their related persons;
- Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises.

2. The Company's representative signing contracts and transactions must notify the members of the Board of Directors and members of the Audit Committee about the related parties to such contracts and transactions and enclose the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notification, unless the Company Charter stipulates a different period; a member of the Board of Directors with related interests to the parties in the contract or transaction shall not have the right to vote.

#### **Article 13. Responsibilities of the Board of Directors in convening extraordinary General Meetings of Shareholders**

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

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The remaining number of members of the Board of Directors is less than the minimum number of members stipulated by law;
- c) Upon the request of a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders or the written request is made in multiple copies and collects sufficient signatures of the relevant shareholders;



d) Other cases as stipulated by law and the Company Charter.

2. Convening an extraordinary General Meeting of Shareholders

The Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the remaining number of members of the Board of Directors, independent members of the Board of Directors is less than the minimum number of members stipulated in the Company Charter or from receiving the request specified in points c and d, Clause 1 of this Article;

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

a) Prepare the list of shareholders entitled to attend the meeting;

b) Provide information and resolve complaints related to the list of shareholders;

c) Prepare the agenda and content of the meeting;

d) Prepare documents for the meeting;

đ) Draft the resolution of the General Meeting of Shareholders according to the proposed content of the meeting; list and detailed information of candidates in case of electing members of the Board of Directors (if candidates have been identified before the opening date of the General Meeting of Shareholders);

e) Determine the time and location of the meeting;

g) Send the notice of meeting to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;

h) Other tasks serving the meeting.

**Article 14. Subcommittees assisting the Board of Directors.**

1. The Board of Directors may establish subcommittees to be responsible for development policy, human resources, compensation, internal audit, and risk management. The number of members of a subcommittee shall be decided by the Board of Directors, with a minimum of 02 persons including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute a majority in the subcommittee, and one of these members shall be appointed as the Head of the subcommittee by decision of the Board of Directors. The operation of the subcommittee must comply with the regulations of the Board of Directors. A resolution of the subcommittee shall only be effective when a majority of attending members vote to approve it at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors, or of a subcommittee directly under the Board of Directors, must comply with current legal regulations and the provisions of the Company Charter and the Internal Regulation on Corporate Governance.

## **Chapter IV MEETINGS OF THE BOARD OF DIRECTORS**

**Article 15. Meetings of the Board of Directors**

1. within 07 working days from the date of conclusion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. If there is more than one member with the highest and equal number of votes or percentage of votes, the members shall vote by majority principle to select 01 person among them to convene the meeting of the Board of Directors.
2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.
3. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
  - a. Upon the proposal of the Audit Committee or an independent member of the Board of Directors;
  - b. Upon the proposal of the General Director or at least 05 other managers;



- c. Upon the proposal of at least 02 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 07 working days from the date of receiving the proposal specified in Clause 3 of this Article. If the meeting of the Board of Directors is not convened upon the proposal, the Chairperson of the Board of Directors shall be responsible for any damages incurred by the Company; the proposing person shall have the right to replace the Chairperson of the Board of Directors to convene the 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 the notice of meeting at least 01 working day before the meeting date. The notice of meeting must clearly specify the time and location of the meeting, the agenda, issues for discussion and decision. The notice of meeting must be accompanied by documents to be used at the meeting and the voting slip of the members. The notice of the Board of Directors meeting may be sent by invitation letter, telephone, fax, electronic means, or other methods stipulated in the Company Charter and must ensure delivery to the contact address of each Board member registered with the Company.
7. The Chairman of the Board of Directors or the convener shall send the notice of meeting and accompanying documents to the members of the Audit Committee in the same manner as to the members of the Board of Directors.
8. A meeting of the Board of Directors shall be conducted if at least 3/4 of the total number of members attend. If a meeting convened in accordance with this Clause does not have the required number of attending members, a second meeting shall be convened within 07 days from the date scheduled for the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors attend.
9. A member of the Board of Directors shall be deemed to attend and vote at a meeting in the following cases:
  - a. Attending and voting directly at the meeting;
  - b. Authorizing another person to attend and vote as stipulated in Clause 11 of this Article;
  - c. Attending and voting through online conference, electronic voting, or other electronic forms;
  - d. Sending ballot papers to the meeting via mail, fax, or email.
10. In case ballot papers are sent to the meeting via mail, the ballot papers must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than 01 hour before the opening of the meeting. The ballot papers shall only be opened in the presence of all attendees.
11. Voting
  - a. Except as stipulated in point b, Clause 11 of Article 15 herein, each member of the Board of Directors or authorized person as stipulated in Clause 9 of this Article who is personally present at the Board of Directors meeting shall have one (01) vote;
  - b. A member of the Board of Directors shall not vote on contracts, transactions, or proposals in which that member or a related person has an interest, and such interest conflicts or may conflict with the interests of the Company. A member of the Board of Directors shall not be counted towards the minimum number of members required for the quorum of a Board of Directors meeting regarding decisions on which that member is not entitled to vote;
12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been entered into or is planned to be entered into with the Company and knows that they have an interest therein is responsible for disclosing this interest at the first meeting of the Board discussing the execution of such contract or transaction. If a member of the Board of Directors does not know that they and related persons have an interest at the time the contract or transaction is entered into with the Company, this



member of the Board of Directors must disclose the related interests at the first meeting of the Board of Directors held after this member becomes aware that they have or will have an interest in the aforementioned transaction or contract.

13. Members must fully attend the meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by the majority of the members of the Board of Directors.
14. Resolutions and decisions of the Board of Directors shall be adopted if approved by the majority of the attending members; in case of a tie vote, the final decision shall rest with the opinion of the Chairman of the Board of Directors.
15. The Board of Directors has the right to obtain the opinions of the members of the Board of Directors in writing to adopt Resolutions of the Board of Directors when approving matters falling under the authority of the Board of Directors as stipulated in Clause 2 of Article 26 of this Charter.

A Resolution in the form of obtaining written opinions shall be adopted based on the affirmative votes of the majority of the members of the Board of Directors with voting rights. This Resolution shall have the same effect and validity as a resolution adopted at a meeting.

16. A meeting of the Board of Directors may be held in the form of an online conference among members of the Board of Directors when all or some members are in different locations, provided that each participating member can:
  - a. Hear each other participating member of the Board of Directors speak during the meeting;
  - b. Speak to all other participating members simultaneously. Discussions among members may be conducted directly via telephone or other communication means, or a combination of these methods. A member of the Board of Directors participating in such a meeting shall be considered "present" at that meeting. The location where the meeting is held in accordance with this provision shall be the location with the largest number of Board of Directors members present, or the location where the meeting chairperson is present.

Decisions adopted at a meeting held via telephone, which is organized and conducted legally, shall be effective immediately upon the conclusion of the meeting but must be confirmed by the signatures on the minutes of all members of the Board of Directors who attended the meeting.

17. The minutes of the Board of Directors meeting shall be prepared in Vietnamese and may be prepared in English. The minutes must be signed by the chairperson, all members of the Board of Directors who attended the meeting, and the minute-taker. The Chairperson of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members, and such minutes shall be authentic evidence of the work conducted during the meeting.

#### **Article 16. Minutes of Board of Directors Meeting**

1. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded, video-recorded, and stored in other electronic forms. The minutes must be prepared in Vietnamese and may be prepared in a foreign language, including the following main contents:

- a) Name, head office address, enterprise code;
- b) Time and place of the meeting;
- c) Purpose, agenda, and content of the meeting;
- d) Full name of each attending member or authorized representative and method of attendance; full name of absent members and reasons for absence;
- đ) Issues discussed and voted on at the meeting;
- e) Summary of the opinions expressed by each attending member in the order of the meeting proceedings;
- g) Voting results, clearly stating the members who voted for, against, and abstained;



h) Issues adopted and the corresponding voting percentage for adoption;  
i) Full name and signature of the chairperson and the minute-taker, except for cases specified in Clause 2 of this Article.

2. If the chairperson or the minute-taker refuses to sign the meeting minutes, but the minutes are signed by all other attending members of the Board of Directors and contain all the contents specified in points a, b, c, d, đ, e, g, and h of Clause 1 of this Article, these minutes shall be valid.

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

4. The minutes of the Board of Directors meeting and documents used at the meeting must be kept at the Company's head office.

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

## **Chapter V**

### **REPORTING, DISCLOSURE OF INTERESTS**

#### **Article 17. Submission of Annual Reports**

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

- a) The Company's business results report;
- b) Financial statements;
- c) Report evaluating the management and operation of the Company;
- d) Appraisal report of the Audit Committee.

2. The reports specified in points a, b, and c of Clause 1 of this Article must be sent to the Audit Committee for appraisal no later than 30 days before the opening date of the annual General Meeting of Shareholders, unless the Company Charter provides otherwise.

3. The reports specified in Clauses 1 and 2 of this Article, the appraisal report of the Audit Committee, and the audit report must be kept at the Company's head office no later than 10 days before the opening date of the annual General Meeting of Shareholders, unless the Company Charter specifies a longer period. Shareholders holding shares of the Company continuously for at least 01 year have the right, by themselves or together with a lawyer, accountant, or auditor holding a professional practice certificate, to directly review the reports specified in this Article.

#### **Article 18. Remuneration, Bonuses, and Other Benefits of Board Members**

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

2. Board members are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to complete the duties of a Board member and the daily remuneration rate. The Board of Directors estimates the remuneration level for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.

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

4. Board members holding executive positions or Board members working in sub-committees of the Board of Directors or performing other tasks outside the scope of the ordinary duties of a Board member, may be paid additional remuneration in the form of a lump-sum fee per instance, salary, commission, percentage of profit, or in other forms as decided by



the Board of Directors.

5. Board members are entitled to be reimbursed for all travel, accommodation, meals, and other reasonable expenses incurred while performing their duties as Board members, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.

6. Board members may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. This insurance does not cover the liabilities of Board members related to violations of law and the Company Charter.

#### **Article 19. Disclosure of Related Interests**

Unless the Company Charter provides otherwise more strictly, the disclosure of interests and related persons of the Company shall be carried out in accordance with the following provisions:

1. A member of the Company's Board of Directors must declare their related interests to the company, including:

a) The name, enterprise code, head office address, business lines and sectors of the enterprise in which they own capital contributions or shares; the percentage and time of owning such capital contributions or shares;

b) The name, enterprise code, head office address, business lines and sectors of the enterprise in which their related persons jointly own or individually own capital contributions or shares representing over 10% of the charter capital.

2. The declaration stipulated in Clause 1 of this Article must be made within 07 working days from the date the related interest arises; any amendment or supplement must be notified to the Company within 07 working days from the date of the corresponding amendment or supplement.

3. A member of the Board of Directors acting in their personal capacity or on behalf of another person to perform work in any form within the scope of the Company's business activities must explain the nature and content of such work to the Board of Directors and may only proceed if approved by the majority of the remaining members of the Board of Directors; if performed without declaration or without the approval of the Board of Directors, all income derived from that activity shall belong to the Company.

### **Chapter VI RELATIONSHIP OF THE BOARD OF DIRECTORS**

#### **Article 20. Relationship among Members of the Board of Directors**

1. The relationship among members of the Board of Directors is one of coordination; members of the Board of Directors are responsible for informing each other about relevant matters during the process of handling assigned tasks.

2. In the process of handling work, the member of the Board of Directors assigned primary responsibility must proactively coordinate the handling, if the matter relates to an area overseen by another member of the Board of Directors. In cases where there are differing opinions among members of the Board of Directors, the member with primary responsibility shall report to the Chairman of the Board of Directors for consideration and decision within their authority or organize a meeting or solicit opinions from members of the Board of Directors in accordance with the law, the company's Charter, and these Regulations.

3. In case of reassignment among members of the Board of Directors, the members of the Board of Directors must hand over related work, files, and documents. This handover must be documented in writing and reported to the Chairman of the Board of Directors.

#### **Article 21. Relationship with the Executive Board**

In its governance role, the Board of Directors issues resolutions for the General Director and the executive apparatus to implement. Concurrently, the Board of Directors inspects and supervises the implementation of these resolutions.

#### **Article 22. Relationship with the Audit Committee**



1. The relationship between the Board of Directors and the Audit Committee is one of coordination. The working relationship between the Board of Directors and the Audit Committee is based on the principles of equality and independence, while also coordinating closely and supporting each other in the performance of their duties.

2. Upon receiving inspection reports or summary reports from the Audit Committee, the Board of Directors is responsible for reviewing them and directing relevant departments to develop plans and implement timely corrective actions.

## **Chapter VII IMPLEMENTATION PROVISIONS**

### **Article 23. Effectiveness**

The Operating Regulations of the Board of Directors of The Golden Group Joint Stock Company comprise 7 chapters, 23 articles and shall be effective from the date 18<sup>th</sup> month 07 year 2025

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN** *cyf*



**Ngo Quang Tuan**

THE GOLDEN GROUP