DANH KHÔI

DANH KHOI GROUP JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

No: 07/2025/TT-HĐQT-DKG

Ho Chi Minh City, June 24, 2025

PRESENTATION

RE: Amendment to the Company Charter

To: GENERAL MEETING OF SHAREHOLDERS

DANH KHOI GROUP JOINT STOCK COMPANY

- *Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;*
- *Pursuant to the Charter of Danh Khoi Group Joint Stock Company;*
- *Pursuant to Resolution No. 13/2025/NQ-HĐQT dated 03/06/2025 of the Board of Directors of Danh Khoi Group Joint Stock Company.*

To comply with the requirements of management and operation, the Board of Directors has reviewed and found it necessary to amend and supplement a number of provisions of the Company Charter in accordance with the provisions of the Enterprise Law.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the detailed amendments and supplements in the Summary of Charter Amendments (The full draft of the amended Charter is posted on the Company's website).

Respectfully submit.

Recipient:

- As Dear;
- Filed VPCT.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

M.S.D.N: 0312695565 - C.T.C.P - CÔNG TY CỔ PHẦN TẬP ĐOÀN DANH KHÔI - THÀNH PHỐ HỒ CHÍ MINH

LE THONG NHAT

SUMMARY OF AMENDMENTS TO THE COMPANY CHARTER
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025
DANH KHOI GROUP JOINT STOCK COMPANY

(Attached to Proposal No. 07/2025/TT-HĐQT-DKG on amending the Company Charter)

(This comparison table is provided for reference purposes only and to assist shareholders in reviewing the key differences between the draft amended Charter and the current Charter. Shareholders are kindly advised to carefully review the full draft of the new Charter proposed for adoption)

STT	Clause	Current content	Modified content	Reason
1	Article 1, Clause 1	**Article 1. Interpretation of terms** i) Enterprise managers are company managers, including the Chairman of the Board of Directors, members of the Board of Directors, General Director and individuals holding other management positions as prescribed in the Company Charter;	**Article 1. Interpretation of terms** i) Business manager is the person who manages the company, including the Chairman of the Board of Directors, members of the Board of Directors, and General Director; j) Insiders are the Chairman of the Board of Directors, members of the Board of Directors, legal representatives, General Director, Deputy General Director, Financial Director, Chief Accountant and equivalent management positions elected by the General Meeting of Shareholders or appointed by the Board of Directors, Chairman of the Audit Committee , members of the Audit Committee, Head of the Internal Audit Committee, members of the Internal Audit Committee, company secretary , person in charge of corporate governance, person authorized to disclose information.	Update the definition of Company insiders according to the Securities Law 2019
2	Amendment of Clauses 7.1 and 7.2, Article 7	**Article 7. Charter capital, shares, founding shareholders** 1. The Company's charter capital at the time of approval of this Charter is VND 881,886,860,000 (In words: Eight hundred eighty-one billion, eight hundred eighty-six million, eight hundred sixty thousand VND). 2. The total charter capital of the Company is divided into 88,188,686 shares (In words:	**Article 7. Charter capital, shares, founding shareholders** 1. The Company's charter capital at the time of approval of this Charter is VND 925,977,620,000 (In words: Nine hundred twenty-five billion nine hundred seventy-seven million six hundred twenty thousand Dong). 2. The total charter capital of the Company is divided into 92,597,762 shares (In words: Ninety-two million five hundred ninety-seven thousand seven hundred sixty-two	Update charter capital according to the 16th Business Registration Certificate

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		Eighty-eight million, one hundred eighty-eight thousand, six hundred eighty-six shares) with a par value of VND 10,000/share (Ten thousand VND per share).	shares) with a par value of VND 10,000/share (Ten thousand VND per share).	
3	Article 14, Clause 2	**Article 14. Shareholders' rights** 2. The authorized representative of a shareholder at the Company is an individual authorized in writing to exercise the rights and obligations on behalf of that organization in accordance with the provisions of this Charter and relevant laws. The document appointing the authorized representative must have full contents as prescribed by law, notify the Company and only be effective for the Company from the date the Company receives the document. In case there are multiple authorized representatives, the shareholder being an organization must specifically determine the number of shares for each authorized representative. If the shareholder being an organization does not determine the corresponding number of shares for each authorized representative, the number of shares will be divided equally among all authorized representatives. In case a shareholder is an organization that is reorganized, dissolved or bankrupt, the successor organization will receive the rights and perform the obligations of that shareholder after sending the Company a written request to replace the authorized representative, and at the same time sending legal documents according	**Article 14. Shareholders' rights** 2. The authorized representative of a shareholder that is an organization must comply with the following regulations: a) The authorized representative of an organization shareholder at the Company is an individual authorized in writing to exercise the rights and obligations on behalf of that organization in accordance with the provisions of this Charter and relevant laws. The document appointing the authorized representative must be notified to the Company and is only effective for the Company from the date the Company receives the document. b) The document appointing an authorized representative must include the following main contents: - Name, business registration number, head office address of shareholder; - Number of authorized representatives and corresponding share ownership ratio of each authorized representative; - Full name, contact address, nationality, legal document number of each authorized representative; - The corresponding authorization period of each authorized representative; clearly stating the date of commencement of representation; - Information about the relationship with the Company in case the authorized representative is a related person of the Company; - Full name and signature of the shareholder's legal representative and of the authorized representative.	Amend details according to provisions in Clauses 2, 3, 4 and 5, Article 14 of the Enterprise Law 2020

STT	Clause	Current content	Modified content	Reason
		to the law on merger, division, separation, consolidation or conversion of the type of enterprise of that organization.	c) The authorized representative must have the following qualifications and conditions: - Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises ; - Other standards and conditions as prescribed by the Company Charter from time to time. d) An organization that is a shareholder owning at least 10% of the total number of common shares may authorize a maximum of three (03) authorized representatives. In case there are multiple authorized representatives, the organization shareholder must specifically determine the number of shares for each authorized representative. If the organization shareholder does not determine the corresponding number of shares for each authorized representative, the number of shares will be divided equally among all authorized representatives. e) In case a shareholder is an organization that is reorganized, dissolved or bankrupt, the successor organization will receive the rights and perform the obligations of that shareholder being an organization after sending the Company a written request to replace the authorized representative, and at the same time sending legal documents as prescribed by law on the merger, division, separation, consolidation or conversion of the type of enterprise of that organization.	
4	Point i Clause 1 Article 17	**Article 17. Rights and obligations of the General Meeting of Shareholders** 1. The General Meeting of Shareholders has the following rights and obligations: i) Decision to invest or sell assets with a value of thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial report;	**Article 17. Rights and obligations of the General Meeting of Shareholders** 1. The General Meeting of Shareholders has the following rights and obligations: i) Decision to invest or sell assets with the above value fifty percent (50 %) or more of the total asset value recorded in the Company's most recent financial statement;	

STT	Clause	Current content	Modified content	Reason
5	Clause 4, Article 20	Shareholders or groups of shareholders **as prescribed in Clause 4, Article 14 of this Charter** have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least three (03) working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issues proposed to be included in the agenda.	A shareholder or group of shareholders owning **five percent (5%) or more of the total number of common shares** has the right to propose an issue to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least **seven (07)** working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issue proposed to be included in the agenda.	Increase the time for submitting petitions so that the Company has enough time to prepare according to the provisions of Article 142 of the Enterprise Law.
6	Add **Article 23 (a)** (new terms)	Do not have	**Article 23 (a) . Form of passing resolutions of the General Meeting of Shareholders** 1. The General Meeting of Shareholders shall pass resolutions within its authority by voting at a meeting or by obtaining written opinions. 2. Unless otherwise provided in the Company Charter, resolutions of the General Meeting of Shareholders on the following matters may be passed by voting at the General Meeting of Shareholders: a) Amend and supplement the contents of the Company Charter ; b) Company development orientation ; c) Type of shares and total number of shares of each type; d) Change of industry, profession and business field ; e) Change the Company's management structure ; f) Number of members of the Board of Directors ; g) Elect, dismiss, remove members of the Board of Directors and Audit Committee ;	Supplementing regulations in Article 147 of the Law on Enterprises

STT	Clause	Current content	Modified content	Reason
			h) Decision to invest or sell assets with a value of more than fifty percent (50 %) of the total asset value or more recorded in the Company's most recent financial report ; i) Approval of annual financial reports; j) Reorganization and dissolution of the Company.	
7	Clause 1, 2 Article 23	**Article 23. Conditions for the Resolution of the General Meeting of Shareholders to be passed** 1. Resolutions on the following contents shall be passed if approved by shareholders representing sixty-five percent (65%) or more of the total votes of all shareholders attending the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises: a) Type of shares and total number of shares of each type; b) Change of industry, profession and business field ; c) Change the Company's management structure ; d) Investment project or sale of assets with a value of thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial report ; e) Reorganization and dissolution of the Company. 2. Resolutions are passed when approved by shareholders owning more than fifty percent (50%) of the total number of votes of all shareholders attending the meeting, except for	**Article 2 3. Conditions for the Resolution of the General Meeting of Shareholders to be passed** 1. Resolutions on the following contents shall be passed if approved by shareholders representing sixty-five percent (65%) or more of the total votes of all shareholders attending and voting at the meeting, except for the cases specified in Article 24 of this Charter and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises: a) Type of shares and total number of shares of each type; b) Change of industry, profession and business field ; c) Change the Company's management structure ; d) Investment projects or sale of assets with a value of over fifty percent (50 %) of the total asset value or more recorded in the Company's most recent financial report ; e) Reorganization and dissolution of the Company. 2. Resolutions on the remaining contents shall be passed when approved by shareholders owning more than fifty percent (50%) of the total number of votes of all shareholders attending and voting at the meeting, except for the cases specified in Article 2 of this Charter and Clauses 1, 3, 4 and 6, Article 148 of the Law on Enterprises.	Pursuant to Article 7 of Law 03/2022/QH15 Amending and supplementing a number of articles of the Law on Enterprises

STT	Clause	Current content	Modified content	Reason
		the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.		
8	Clause 1, Article 24	**Article 24. Authority and procedures for obtaining shareholders' opinions in writing** The authority and procedures for obtaining written opinions of shareholders to pass the Resolution of the General Meeting of Shareholders shall be implemented according to the following provisions: 1. The Board of Directors has the right to obtain written opinions from shareholders to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, including but not limited to the following issues: a) Amend and supplement the contents of the Company Charter ; b) Decision to invest or sell assets worth thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial report.	**Article 2 4. Authority and procedures for obtaining shareholders' opinions in writing** The authority and procedures for obtaining written opinions of shareholders to pass the Resolution of the General Meeting of Shareholders shall be implemented according to the following provisions: 1. In addition to the resolutions of the General Meeting of Shareholders on issues that can be passed by voting at the General Meeting of Shareholders as prescribed in Clause 2, Article 23(a) of the Company's Charter, the Board of Directors has the right to obtain written opinions of shareholders to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, including but not limited to the following issues: a) Amend and supplement the contents of the Company Charter ; b) Decision to invest or sell assets with value from above fifty percent (50%) to less than sixty-five percent (65%) of the total asset value or more recorded in the Company's most recent financial statements ; c) Number of members of the Board of Directors ; d) Elect, dismiss, remove members of the Board of Directors ; e) Other issues within the authority of the General Meeting of Shareholders as prescribed in the Company Charter.	Update some additional content on obtaining shareholders' opinions in writing as prescribed in Article 147 of the Enterprise Law.
9	Clause 4, Article 25	**Article 25. Resolutions and Minutes of Shareholders' Meeting**	**Article 25. Resolutions and Minutes of Shareholders' Meeting**	Supplement according to Clause 5, Article

STT	Clause	Current content	Modified content	Reason
		4. Minutes of the General Meeting of Shareholders must be sent to all shareholders within fifteen (15) days from the end of the meeting; or posted on the Company's website.	4. Minutes of the General Meeting of Shareholders must be sent to all shareholders within fifteen (15) days from the end of the meeting by mail or posted on the Company's website.	148 of the Law on Enterprises
10	Article 27, Clause 1	**Article 27. Composition and term of office of members of the Board of Directors** 1. The number of members of the Board of Directors is five (05) members.	**Article 27. Composition and term of office of members of the Board of Directors** 1. The number of members of the Board of Directors is five (05) to eleven (11) members, the specific number is decided by the General Meeting of Shareholders.	
11	Clause 2, Article 28	**Article 28. Powers and obligations of the Board of Directors** 2. The Board of Directors has the following powers and obligations: j) Approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial report, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises; Approve contracts and transactions prescribed in Clauses 1 and 2, Article 167 of the Law on Enterprises;	**Article 28. Powers and obligations of the Board of Directors** 2. The Board of Directors has the following powers and obligations: j) Through investment or sale of assets with value from fifty percent (50%) of the total value of assets recorded in the most recent financial statement of the Company and below ; k) Approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial report, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises; Approve contracts and transactions prescribed in Clauses 1 and 2, Article 167 of the Law on Enterprises;	Add point j to clause 2
12	Clause 18, Article 31	**Article 31: Board of Directors Meetings and Minutes** 18. None	**Article 31: Board of Directors Meetings and Minutes** 18. Minutes and resolutions of the Board of Directors' meetings may be prepared in the form of data messages in accordance with the provisions of the Law on Electronic	Supplemented pursuant to the Law on Electronic

STT	Clause	Current content	Modified content	Reason
			Transactions No. 20/2023/QH15. Minutes of the Board of Directors prepared in the form of electronic messages shall be as valid and valuable as Minutes prepared in the form of documents if and only if they have full digital signatures of the Chairman, the person recording the minutes and the members of the Board of Directors attending the meeting.	Transactions No. 20/2023/QH15
13	Article 43, Clause 6	**Article 43. Responsibility to be honest and avoid conflicts of interest** 6. Transactions between the Company and one or more members of the Board of Directors, General Director, Business Executives and individuals and organizations related to these subjects are not invalid in the following cases: a) For transactions with a value less than or equal to twenty percent (20%) of the total asset value recorded in the most recent financial report, the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, the General Director, and the Enterprise Executive have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the members of the Board of Directors who have no related interests; b) For transactions with a value greater than twenty percent (20%) or transactions resulting in a transaction value arising within twelve (12) months from the date of the first transaction with a value of twenty percent (20%) or more of the total asset value recorded in the most recent financial report, the important contents of this transaction as well as the relationships	**Article 43. Responsibility to be honest and avoid conflicts of interest** 6. Transactions between the Company and one or more members of the Board of Directors, General Director, Business Executives and individuals and organizations related to these subjects are not invalid in the following cases: a) For transactions with a value of less than thirty-five percent (35%) of the total asset value recorded in the Company's most recent financial report , the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, the General Director, and the Business Executive have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the Board of Directors members who have no related interests; b) For transactions with a value greater than thirty-five percent (35%) or transactions resulting in a transaction value arising within twelve (12) months from the date of the first transaction with a value of thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial report , the important contents of this transaction as well as the relationships and interests of the members of the Board of Directors, General Director, and Business Executives have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders with no related interests (except for	Adjust according to the provisions of Decree 155/2020/ND-CP

STT	Clause	Current content	Modified content	Reason
		and interests of the members of the Board of Directors, General Director, and Business Executives have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders with no related interests.	Contracts, loan transactions, lending, and asset sales between the Company and shareholders owning fifty-one percent (51%) or more of the total number of voting shares or related persons of such shareholders)	
14	Additional Article 44	Do not have	**Article 44. Transactions with shareholders, business managers and related persons of these entities** 1) The Company shall not provide loans or guarantees to individual shareholders and related persons of such individual shareholders. 2. The company shall not provide loans or guarantees to shareholders who are organizations and related persons of such shareholders who are individuals, except in the following cases: a) A public company is a credit institution ; b) Shareholders are subsidiaries in case the subsidiary is a company without shares or capital contributions held by the State and has contributed capital or purchased shares of a public company before July 1, 2015. 3. A public company shall not provide loans or guarantees to related persons of institutional shareholders, except in the following cases: a) A public company is a credit institution ; b) Public companies and organizations that are related parties of shareholders are companies in the same group or companies operating in a group of companies, including parent companies - subsidiaries, economic groups and this transaction must be approved by the General Meeting of Shareholders or the Board of Directors according to the provisions of the Company Charter ;	

STT	Clause	Current content	Modified content	Reason
			c) In cases where the law provides otherwise. 4. A public company may only conduct the following transactions after approval by the General Meeting of Shareholders: a) Providing loans or guarantees to members of the Board of Directors, members of the Board of Supervisors, General Director (Director), other managers who are not shareholders and related individuals and organizations of these subjects ; In case of granting loans or guarantees to related organizations of members of the Board of Directors, members of the Board of Supervisors, General Director (Director), other managers where the public company and such organization are companies in the same group or companies operating in a group of companies, including parent company - subsidiary, economic group, the General Meeting of Shareholders or the Board of Directors shall approve according to the provisions of the Company Charter; b) Transactions with a value of 35% or more or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction having a value of 35% or more of the total asset value recorded in the most recent financial statement or another smaller ratio or value as prescribed in the Company Charter between a public company and one of the following entities: - Members of the Board of Directors, members of the Board of Supervisors, General Director (Director), other managers and related persons of these subjects ; - Shareholders, authorized representatives of shareholders owning more than 10% of the total common equity of the company and their related persons ;	

STT	Clause	Current content	Modified content	Reason
			- Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises ; c) Contracts, loan transactions, and asset sales with a value greater than 10% of the total asset value recorded in the most recent financial report between the company and shareholders owning 51% or more of the total number of voting shares or related persons of such shareholders. 5. The Board of Directors approves contracts and transactions at Point c, Clause 4 of this Article with a value of less than 35% of the total asset value recorded in the most recent financial report or another smaller ratio or value as prescribed in the Company Charter.	

(End of summary)