

increase share capital from equity, the right to purchase newly offered shares and other rights as prescribed by law

#### **Article 16. Buy stocks, bonds**

Shares and bonds of the company can only be purchased in Vietnamese Dong and must be paid in full at one time.

#### **Article 17. Share repurchase at shareholder request**

1. Shareholders who have voted against the resolution on the reorganization of the company or the change of the rights and obligations of shareholders as stipulated in the Company Charter have the right to request the Company to repurchase their shares. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the intended selling price, and the reason for requesting the Company to repurchase. The request must be sent to the Company within 10 days from the date the General Meeting of Shareholders passes the resolution on the matters stipulated in this Clause.

2. The Company must repurchase shares at the request of the shareholder as stipulated in Clause 1 of this Article at the market price or the price calculated according to the principles stipulated in the Company Charter within 90 days from the date of receipt of the request. In case of failure to reach an agreement on the price, the parties may request a valuation organization to determine the price. The Company shall introduce at least 03 valuation organizations for the shareholder to choose from, and that choice shall be the final decision.

#### **Article 18. Buy back shares according to company decision**

The Company has the right to repurchase no more than 30% of the total number of common shares sold, part or all of the dividend preference shares sold according to the following provisions:

1. The Board of Directors has the right to decide to repurchase no more than 10% of the total number of shares of each type sold within 12 months. In other cases, the General Meeting of Shareholders shall decide on the repurchase price of shares. For common shares, the repurchase price shall not be higher than the market price at the time of repurchase, except for the case specified in Clause 3 of this Article. For other types of shares, if the Company Charter does not provide or the Company and the relevant shareholders do not have another agreement, the repurchase price shall not be lower than the market price;

3. The company may repurchase shares from each shareholder in proportion to their share ownership ratio in the company in accordance with the following procedures:

a) The company's decision to repurchase shares must be notified by a method that ensures it reaches all shareholders within 30 days from the date the decision is passed. The notification must include the name, head office address of the company, the total number of shares and the type of shares to be repurchased, the repurchase price or the principle of determining the repurchase price, the payment procedures and deadlines, and the procedures and deadlines for shareholders to sell their shares to the company;



b) Shareholders who agree to resell shares must send a written consent to sell their shares by a method that ensures it reaches the company within 30 days from the date of notification. The written consent to sell shares must include the full name, contact address, and legal document number of the individual shareholder; Name, enterprise code or legal document number of the organization, head office address for shareholders who are organizations; number of shares owned and number of shares agreed to be sold; payment method; signature of the shareholder or the shareholder's legal representative. The company will only buy back shares within the above time limit

#### **Article 19. Terms of payment and handling of repurchased shares**

1. The Company shall only be entitled to pay for the repurchased shares to shareholders in accordance with the provisions of Articles 23 and 24 of this Charter if, immediately after paying for all the repurchased shares, the Company still ensures full payment of all debts and other financial obligations.

2. Repurchased shares shall be considered unsold shares. The Company shall register a reduction in charter capital corresponding to the total par value of the shares repurchased by the Company within 10 days from the date of completion of the payment for the repurchase of shares, unless otherwise provided by the law on securities.

3. Shares confirming ownership of repurchased shares shall be destroyed immediately after the corresponding shares have been fully paid. The Chairman of the Board of Directors and the Director shall be jointly liable for damages caused by failure to destroy or delay in destroying the shares.

4. After the full payment of the repurchased shares, if the total value of assets recorded in the company's accounting books decreases by more than 10%, the company must notify all creditors within 15 days from the date of full payment of the repurchased shares.

5. In case the payment of repurchased shares is contrary to the provisions of Clause 1 of this Article, the shareholders must return to the company the money and other assets received; in case the shareholders cannot return to the company, all members of the Board of Directors must be jointly responsible for the debts and other property obligations of the company within the value of the money and assets paid to the shareholders but not yet returned.

#### **Article 20. Authorized representative of shareholder**

1. The authorized representative of a shareholder must be an individual, authorized in writing to exercise the rights and obligations in the name of that shareholder as prescribed in this Charter.

2. The appointment of an authorized representative shall be carried out in accordance with the following provisions:



a) Shareholders owning less than 10% of the total shares of the company may authorize a maximum of 01 representative.

b) Shareholders owning from 10% to less than 50% of the total shares of the company may authorize a maximum of 02 representatives.

c) Shareholders owning 50% or more of the total shares of the company may authorize a maximum of 03 representatives.

3. In case a shareholder appoints multiple authorized representatives, the number of shares for each representative must be specifically determined. In case the shareholder does not specify the number of shares corresponding to each authorized representative, the number of shares will be divided equally among the number of authorized representatives.

4. The appointment of an authorized representative must be in writing, must be notified to the company and is only effective for the company from the date the company receives the notification. The authorization document must contain the following main contents:

a) Name, shareholder code; Citizen Identification Card number, Identity Card, Passport or other legal personal identification of the individual shareholder, enterprise code of the shareholder being an organization; permanent address/head office of the shareholder;

b) Number of authorized representatives and corresponding shareholding ratio of each authorized representative;

c) Full name, permanent address, nationality, Citizen Identification Card number, Identity Card, Passport or other legal personal identification of each authorized representative;

d) The corresponding authorization period of each authorized representative; clearly stating the date of authorization;

dd) Full name and signature of the shareholder/legal representative of the shareholder and of the authorized representative.

5. The authorized representative must meet the following standards and conditions:

a) Have full civil act capacity;

b) Not be subject to the prohibition of establishing and managing an enterprise;

c) Shareholders who are enterprises in which the State holds more than 50% of the charter capital or total number of voting shares are not allowed to appoint a person with a family relationship of the company manager and of the person with the authority to appoint the company manager as the authorized representative of that shareholder at the company.

## **CHAPTER III**

### **COMPANY MANAGEMENT ORGANIZATION STRUCTURE**

#### **Article 21. Company management structure**

The company's administrative and management apparatus is organized according to the following model:

1. General Meeting of Shareholders;
2. Board of Directors;
3. Board of Supervisors;
4. Director;
5. Departments, functional departments, and affiliated units.

#### **Section 1**

### **GENERAL MEETING OF SHAREHOLDERS**

#### **Article 22. Rights and obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the company.

2. The General Meeting of Shareholders has the following rights and obligations:

- a) Approving the company's development orientation and business plan;
- b) Deciding on the types of shares and the total number of shares of each type that are allowed to be offered for sale; deciding on the annual dividend rate for each type of shares;
- c) Electing, dismissing, and removing members of the Board of Directors and Supervisors;
- d) Deciding on investing or selling assets with a value of 35% or more of the total value of assets recorded in the company's most recent financial statements;
- dd) Deciding on amending and supplementing the Company Charter;
- e) Approving the annual financial statements, the Board of Directors' performance reports, and the Company's Supervisory Board's performance reports;
- g) Deciding on repurchasing more than 10% of the total number of shares sold of each type;
- h) Review and handle violations by members of the Board of Directors and Supervisors that cause damage to the company and its shareholders;
- i) Decide on the reorganization and dissolution of the company;
- k) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and Supervisory Board;
- l) Approve the internal governance regulations; regulations on the operation of the Board of Directors and Supervisory Board;



m) Approve the list of independent auditing companies; decide on independent auditing companies to conduct inspections of the company's operations, dismiss independent auditors when deemed necessary;

n) Approve contracts and transactions specified in Clause 3, Article 71 of this Charter;

o) Other rights and obligations as prescribed by law.

### **Article 23. Shareholders' Meeting**

1. The General Meeting of Shareholders shall convene once a year. In addition to the annual meeting, the General Meeting of Shareholders may convene an extraordinary meeting. The meeting location of the General Meeting of Shareholders shall be determined as the place where the chair attends the meeting and must be within the territory of Vietnam.

2. The General Meeting of Shareholders shall convene annually within 04 months from the end of the fiscal year. Unless otherwise provided in the Company Charter, the Board of Directors shall decide to extend the annual General Meeting of Shareholders if necessary, but not exceeding 06 months from the end of the fiscal year.

3. The annual General Meeting of Shareholders shall discuss and approve the following matters:

a) The company's annual business plan;

b) Annual financial statements;

c) Report of the Board of Directors on the management and performance of the Board of Directors and each member of the Board of Directors;

d) Report of the Board of Supervisors on the company's business results, the performance of the Board of Directors and the Director;

dd) Self-assessment report on the performance of the Board of Supervisors and Supervisors;

e) Dividend level for each share of each type;

g) Other issues within the authority.

4. All resolutions and issues included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

### **Article 24. Convene the General Meeting of Shareholders**

1. The Board of Directors shall convene the annual and extraordinary General Meeting of Shareholders. The Board of Directors shall 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 number of remaining members of the Board of Directors and the Supervisory Board is less than the minimum number of members as prescribed by law;

c) At the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 9 of this Charter;

d) At the request of the Supervisory Board;



dd) Other cases as prescribed by law.

2. The Board of Directors shall convene a General Meeting of Shareholders within 30 days from the date of occurrence of the case specified in Point b, Clause 1 of this Article or receipt of a request to convene a meeting as prescribed in Point c and Point d, Clause 1 of this Article. In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed, the Chairman of the Board of Directors and members of the Board of Directors shall compensate for any damage incurred to the company.

3. In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 2 of this Article, within the next 30 days, the Supervisory Board shall replace the Board of Directors in convening a meeting of the General Meeting of Shareholders as prescribed in this Charter. In case the Board of Supervisors fails to convene a meeting of the General Meeting of Shareholders as prescribed, the Supervisory Board shall compensate for any damage incurred to the company.

4. In case the Board of Supervisors fails to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 3 of this Article, the shareholder or group of shareholders as prescribed in Clause 2, Article 9 of this Charter shall have the right to represent the company in convening a meeting of the General Meeting of Shareholders as prescribed in this Charter.

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

- a) Prepare a 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;
- dd) Draft resolutions of the General Meeting of Shareholders according to the expected content of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors and Supervisors;
- e) Determine the time and location of the meeting;
- g) Send meeting invitations to each shareholder entitled to attend the meeting according to the provisions of this Charter;
- h) Other tasks serving the meeting.

6. The costs of convening and conducting the General Meeting of Shareholders as prescribed in Clauses 2, 3 and 4 of this Article shall be reimbursed by the company.

## **Article 25. List of shareholders entitled to attend the General Meeting of Shareholders**

1. The list of shareholders entitled to attend the General Meeting of Shareholders is prepared based on the company's shareholder register. The list of shareholders entitled to attend the General Meeting of Shareholders is prepared no later than 10 days before the date of sending the invitation to the General Meeting of Shareholders.



2. The list of shareholders entitled to attend the General Meeting of Shareholders must include the full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders; number of shares of each type, number and date of shareholder registration of each shareholder.

3. Shareholders have the right to check, look up, extract, and copy the names and contact addresses of shareholders in the list of shareholders entitled to attend the General Meeting of Shareholders; request correction of incorrect information or addition of necessary information about themselves in the list of shareholders entitled to attend the General Meeting of Shareholders. The company manager must promptly provide information in the shareholder register, correct and supplement incorrect information upon request of shareholders; and be responsible for compensating for damages arising from failure to provide or untimely and inaccurate provision of information in the shareholder register upon request. The order and procedures for requesting information in the shareholder register shall comply with the provisions of the Company Charter.

#### **Article 26. Agenda and content of the General Meeting of Shareholders**

1. The person convening the General Meeting of Shareholders must prepare the agenda and content of the meeting.

2. The shareholder or group of shareholders specified in Clause 2, Article 9 of this Charter has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the company at least 03 working days before the opening date. 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.

3. In case the person convening the General Meeting of Shareholders refuses the proposal specified in Clause 2 of this Article, he/she must reply in writing and state the reasons no later than 02 working days before the opening date of the General Meeting of Shareholders. The person convening the General Meeting of Shareholders may only refuse the proposal if it falls under one of the following cases:

a) The proposal is sent in an incorrect manner as prescribed in Clause 2 of this Article;

b) The proposed issue is not within the decision-making authority of the General Meeting of Shareholders; 4. The person convening the General Meeting of Shareholders must accept and include the proposal specified in Clause 2 of this Article in the proposed agenda and content of the meeting, except for the case specified in Clause 3 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

#### **Article 27. Invitation to General Meeting of Shareholders**

1. The person convening the General Meeting of Shareholders must send a notice of meeting to all shareholders on the list of shareholders entitled to attend the



meeting at least 21 days before the opening date of the meeting. The notice of meeting must include the name, head office address, enterprise code; name, contact address of the shareholder, time, location of the meeting and other requirements for meeting attendees.

2. The notice of meeting must be accompanied by the following documents:

a) Meeting agenda, documents used in the meeting and draft resolutions for each issue in the meeting agenda;

b) Voting form;

3. In case the company has an electronic information page, sending meeting documents together with the notice of meeting as prescribed in Clause 3 of this Article can be replaced by posting them on the company's electronic information page. In this case, the notice of meeting must clearly state where and how to download the documents. The company must announce on the company's website and the website of the State Securities Commission and the Stock Exchange about the General Meeting of Shareholders, clearly stating the link to all documents of the General Meeting of Shareholders, including: meeting invitation, meeting agenda, voting ballots, documents used in the meeting and draft resolutions for each issue in the meeting agenda. The documents of the General Meeting of Shareholders must be updated with amendments and supplements (if any);

#### **Article 28. Exercise the right to attend the General Meeting of Shareholders**

1. Shareholders and authorized representatives of shareholders may attend the meeting in person, authorize in writing one or more other individuals or organizations to attend the meeting, or attend the meeting through one of the forms specified in Clause 3 of this Article.

2. Authorization for individuals or organizations to attend the General Meeting of Shareholders must be made in writing. The authorization document shall be made in accordance with the provisions of the civil law and must clearly state the name of the authorized individual or organization and the number of authorized shares. Individuals or organizations authorized to attend the General Meeting of Shareholders must present the authorization document when registering to attend the meeting before entering the meeting room.

3. Shareholders are considered to have attended and voted at the General Meeting of Shareholders in the following cases:

a) Attending and voting directly at the meeting;

b) Authorizing other individuals or organizations to attend and vote at the meeting;

c) Attend and vote via online conference, electronic voting or other electronic forms;

d) Send voting ballots to the meeting via mail, fax, email.

4. The voting ballot of the person authorized to attend the meeting within the scope of authorization remains valid when one of the following cases occurs, except in the following cases:



- a) The authorized person has died, has limited civil act capacity or has lost civil act capacity;
- b) The authorized person has revoked the authorization appointment;
- c) The authorized person has revoked the authority of the person performing the authorization.

This provision does not apply in the event that the company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened

#### **Article 29. Change of rights**

1. The change or cancellation of special rights attached to a type of preferred shares shall be effective when approved by shareholders representing 65% or more of the total number of votes of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on the content of an adverse change in the rights and obligations of shareholders owning preferred shares shall only be approved if it is approved by the number of preferred shareholders of the same type attending the meeting owning 75% or more of the total number of preferred shares of that type or by the number of preferred shareholders of the same type owning 75% or more of the total number of preferred shares of that type in the case of passing the resolution in the form of obtaining written opinions.

2. The organization of a meeting of shareholders holding a type of preferred shares to approve the above change of rights shall only be valid when there are at least 02 shareholders (or their authorized representatives) and holding at least 1/3 of the par value of the issued shares of that type. In case there is not enough quorum as stated above, the meeting shall be re-organized within the next 30 days and the holders of shares of that class (regardless of the number of people and shares) present in person or through authorized representatives shall be considered to have sufficient quorum. At the meetings of shareholders holding preferred shares as stated above, the holders of shares of that class present in person or through representatives may request a secret ballot. Each share of the same class shall have equal voting rights at the above meetings.

3. The procedures for conducting such separate meetings shall be similar to those for ordinary general meetings of shareholders.

4. Unless otherwise provided in the terms of issue of shares, the special rights attached to the classes of shares with preferential rights in respect of some or all matters relating to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.



### **Article 30. Conditions for holding a General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents more than 50% of the total number of votes.

2. In case the first meeting does not meet the conditions for holding the meeting as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting must be sent within 30 days from the date of the first meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents 33% or more of the total number of votes.

3. In case the second meeting does not meet the conditions for holding the meeting as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the date of the second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes of the shareholders attending the meeting.

4. Only the General Meeting of Shareholders has the right to decide to change the meeting agenda sent with the meeting invitation as prescribed in Article 32 of this Charter.

### **Article 31. Procedures for conducting meetings and voting at the General Meeting of Shareholders**

The General Meeting of Shareholders may be held in the form of a face-to-face meeting or an online meeting or a face-to-face meeting combined with an online meeting. Based on specific conditions, the Board of Directors shall decide to select an appropriate meeting format. The meeting and voting procedures at the General Meeting of Shareholders shall be conducted as follows:

1. Before the opening of the meeting, the company shall carry out the shareholder registration procedure and shall carry out the registration until all shareholders entitled to attend the meeting have registered at the meeting in the following order:

a) When registering shareholders, the company shall issue to each shareholder or authorized representative with voting rights a voting card, and the ballot (if any) shall contain the registration number, shareholder name, full name of the authorized representative, information of the shareholder or authorized representative and the number of shares with voting rights of that shareholder. The General Meeting shall elect persons responsible for counting votes or supervising the counting of votes at the request of the Chairman. The number of members of the vote counting committee is decided by the General Meeting of Shareholders upon the proposal of the Chairman of the meeting.

b) Shareholders and authorized representatives of shareholders who arrive after the meeting has opened have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The Chairman is not responsible for stopping the meeting to allow late shareholders to register and the validity of the contents previously voted on remains unchanged.

2. The election of the chairman, secretary and vote counting committee is regulated as follows:



a) The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors; in case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting according to the majority principle; in case no one can be elected as the chairman, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect the chairman of the meeting and the person with the highest number of votes shall chair the meeting;

b) Except for the case specified in Point a of this Clause, the person who signs the convening of the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect the chairman of the meeting and the person with the highest number of votes shall chair the meeting;

c) The chairman shall appoint one or several persons to be the meeting secretary;

d) The General Meeting of Shareholders shall elect one or several persons to the vote counting committee upon the proposal of the chairman of the meeting;

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must specify the time for each issue in the agenda;

4. The Chairman has the right to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees;

5. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by marking the statuses "agree", "disagree" or "no opinion" for each issue on the voting ballot. When the voting is completed, shareholders and authorized persons attending the meeting put the voting ballots or ballots into a sealed ballot box for the Vote Counting Committee to conduct the vote counting. The vote counting results are announced by the Chairman immediately before the closing of the meeting;

6. The convener or chair of the General Meeting of Shareholders has the following rights:

a) Request all attendees to be subject to inspection or other legal and reasonable security measures;

b) Request the competent authority to maintain order at the meeting; expel those who do not comply with the chairman's authority, intentionally disrupt the order, prevent the normal progress of the meeting or do not comply with security inspection requirements from the General Meeting of Shareholders;

7. The chair has the right to postpone the General Meeting of Shareholders with a sufficient number of registered attendees for no more than 03 working days from the date of the scheduled opening of the meeting and may only postpone the meeting or change the meeting location in the following cases:

a) The meeting location does not have enough convenient seats for all attendees;

b) The means of communication at the meeting location do not ensure that shareholders attending the meeting can participate, discuss and vote;



c) A meeting participant obstructs or disrupts order, creating a risk of preventing the meeting from being conducted fairly and legally;

8. In case the chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 7 of this Article, the General Meeting of Shareholders shall elect another person from among the meeting participants to replace the chairman to conduct the meeting until its conclusion; all resolutions passed at that meeting shall be effective.

9. In case the company applies modern technology to organize the General Meeting of Shareholders through online meetings, the company shall be responsible for ensuring that shareholders attend and vote by electronic voting or other electronic forms as prescribed by law.

### **Article 32. Form of passing resolutions of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall pass decisions within its competence by voting at the meeting or by obtaining written opinions.

2. Resolutions of the General Meeting of Shareholders on the following issues must be passed by voting at the General Meeting of Shareholders:

- a) Amendments and supplements to the contents of the Company Charter;
- b) Development orientation of the Company;
- c) Types of shares and total number of shares of each type;
- d) Election, dismissal, removal of members of the Board of Directors and the Board of Supervisors;
- e) Decisions on investment or sale of assets with a value of 35% or more of the total value of assets recorded in the Company's most recent financial statements;
- e) Approval of annual financial statements;
- g) Reorganization or dissolution of the Company.

3. The Annual General Meeting of Shareholders shall not be held by obtaining written opinions

### **Article 33. 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 65% or more of the total number of votes of all shareholders attending the meeting, except for the cases specified in Clauses 3, 4 and 6 of this Article:

- a) Type of shares and total number of shares of each type;
- b) Change of business lines, occupations and fields;
- c) Change of the company's management structure;
- d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the company's most recent financial report;
- d) Reorganization or dissolution of the company;



e) Changes in the rights and obligations of shareholders.

2. Resolutions are passed when approved by shareholders owning more than 50% of the total number of votes of all shareholders attending the meeting, except for the cases specified in Clauses 1, 3, 4 and 6 of this Article.

3. Voting to elect members of the Board of Directors and the Supervisory Board must be carried out 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 elected members of the Board of Directors or the Supervisory Board and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Directors or Supervisory Board are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company Charter is sufficient. In case there are 02 or more candidates with the same number of votes for the final member of the Board of Directors or the Supervisory Board, a re-election will be conducted among the candidates with the same number of votes or selection will be made according to the criteria specified in the election regulations

4. In case of passing a resolution in the form of obtaining written opinions, the resolution of the General Meeting of Shareholders shall be passed if it is approved by the number of shareholders owning more than 50% of the total number of votes of all shareholders with voting rights.

5. The resolution of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within 15 days from the date of approval; the sending of the resolution may be replaced by posting it on the company's website.

6. The resolution of the General Meeting of Shareholders on the content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be approved if it is approved by the number of preferred shareholders of the same type attending the meeting owning 75% or more of the total number of preferred shares of that type or by the preferred shareholders of the same type owning 75% or more of the total number of preferred shares of that type in the case of passing a resolution in the form of obtaining written opinions

#### **Article 34. Authority and procedures for obtaining written opinions of shareholders to pass resolutions of the General Meeting of Shareholders**

The authority and procedures for obtaining written opinions from shareholders to pass resolutions 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;

2. The Board of Directors shall prepare the voting ballot, draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send them to all shareholders with voting rights at least 10 days before the deadline for returning the voting ballot, unless the Company Charter stipulates a longer deadline.



The preparation of the list of shareholders to send the voting ballot shall be carried out in accordance with the provisions in Clauses 1 and 2, Article 31 of this Charter. The requirements and method of sending the voting ballot and accompanying documents shall be carried out in accordance with the provisions in Article 33 of this Charter;

3. The opinion form must include the following main contents:

a) Name, head office address, enterprise code;

b) Purpose of opinion;

c) Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders or full name, contact address, nationality, legal document number of the individual for the representative of the organizational shareholder; number of shares of each type and number of votes of the shareholder;

d) Issues to be voted on for approval;

dd) Voting options including approval, disapproval and no opinion;

e) Deadline for sending the completed opinion form to the company;

g) Full name and signature of the Chairman of the Board of Directors;

4. Shareholders may send their completed opinion forms to the company by mail, fax or email in accordance with the following provisions:

a) In case of mail, the completed opinion form must be signed by the individual shareholder, the authorized representative or the legal representative of the shareholder being an organization. The opinion form sent to the company must be contained in a sealed envelope and no one is allowed to open it before the vote counting;

b) In case of fax or email, the opinion form sent to the company must be kept confidential until the time of vote counting;

c) Opinion forms sent to the company after the deadline specified in the content of the opinion form or opened in case of mail and disclosed in case of fax or email are invalid. Opinion forms that are not returned are considered as non-voting forms;

5. The Board of Directors shall organize the vote counting and prepare the vote counting minutes under the witness and supervision of the Board of Supervisors or of shareholders who do not hold management positions in the company. The vote counting minutes must include the following main contents:

a) Name, head office address, enterprise code;

b) Purpose and issues requiring opinions to pass the resolution;

c) Number of shareholders with total number of votes participated in the vote, in which the number of valid votes and invalid votes are distinguished and the method of sending the votes, with an appendix of the list of shareholders participating in the vote;

d) Total number of votes in favor, against, and without opinion for each issue;

dd) Issues passed and corresponding percentage of votes passed;

e) Full name, signature of the Chairman of the Board of Directors, the person supervising the vote counting and the person counting the votes.

Members of the Board of Directors, vote counters and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting



minutes; and jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting;

6. The minutes of the vote counting and the resolution must be sent to the shareholders within 15 days from the date of completion of the vote counting. The sending of the minutes of the vote counting and the resolution can be replaced by posting them on the company's website;

7. The completed ballots, the minutes of the vote counting, the resolutions passed and the relevant documents attached to the ballots are kept at the company's head office;

8. The resolution passed by collecting shareholders' opinions in writing has the same validity as the resolution passed at the General Meeting of Shareholders.

### **Article 35. Minutes and Resolutions of Shareholders' Meeting**

1. Minutes of the General Meeting of Shareholders must be recorded and may be recorded or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese, and may be prepared in a foreign language, and must include the following main contents:

- a) Name, head office address, enterprise code;
- b) Time and location of the General Meeting of Shareholders;
- c) Agenda and content of the meeting;
- d) Full name of the chair and secretary;
- dd) Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the agenda;
- e) Number of shareholders and total number of votes of shareholders attending the meeting, appendix of the list of registered shareholders, representatives of shareholders attending the meeting with the corresponding number of shares and votes;
- g) Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, approving, disapproving and abstaining votes; corresponding percentage of the total number of votes of shareholders attending the meeting;
- h) Issues approved and corresponding percentage of approved votes;
- i) Full name and signature of the chairman and secretary

In case the chairman and secretary refuse to sign the minutes of the meeting, the minutes shall be valid if they are signed by all other members of the Board of Directors attending the meeting and contain all the contents as prescribed in this clause. The minutes of the meeting shall clearly state the refusal of the chairman and secretary to sign the minutes of the meeting.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting.

3. The chairman and secretary of the meeting or other persons signing the minutes of the meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.



4. Minutes prepared in Vietnamese and foreign languages shall have the same legal effect. In case there is a difference in content between the minutes in Vietnamese and in foreign languages, the content in the minutes in Vietnamese shall prevail.

5. Minutes of the General Meeting of Shareholders must be sent to all shareholders within 15 days from the end of the meeting; The sending of the vote counting minutes can be replaced by posting them on the company's website. 6. The meeting minutes, the resolutions of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting, the resolutions passed and related documents sent with the meeting invitation must be kept at the company's head office and must be disclosed in accordance with the law on information disclosure on the stock market.

#### **Article 36. Request to cancel the resolution of the General Meeting of Shareholders**

Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of the results of the vote counting for the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 9 of this Charter has the right to request the Court or Arbitration to review and cancel the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company Charter, except for the case specified in Clause 2, Article 43 of this Charter;

2. The content of the resolution violates the law or the Company Charter.

#### **Article 37. Validity of resolutions of the General Meeting of Shareholders**

1. A resolution of the General Meeting of Shareholders shall be effective from the date of its adoption or from the effective date stated in such resolution.

2. A resolution of the General Meeting of Shareholders adopted by 100% of the total number of voting shares shall be legal and effective even if the order and procedures for convening the meeting and adopting such resolution violate the provisions of this Law and the Company Charter.

3. In case a shareholder or group of shareholders requests the Court or Arbitration to annul a resolution of the General Meeting of Shareholders as prescribed in Article 42 of this Charter, such resolution shall remain effective until the Court or Arbitration decides to annul such resolution, except in cases where temporary emergency measures are applied according to the decision of a competent authority.



## Section 2

### BOARD OF DIRECTORS

#### Article 38. Board of Directors

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

2. The Board of Directors has the following rights and obligations:

a) Decide on the company's strategy, medium-term development plan and annual business plan;

b) Propose the type of shares and the total number of shares that are allowed to be offered for sale of each type;

c) Decide on the sale of unsold shares within the number of shares that are allowed to be offered for sale of each type; decide on raising additional capital in other forms;

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

dd) Decide on the repurchase of shares in accordance with the provisions of Clause 1 and Clause 2, Article 24 of this Charter;

e) Decide on the company's investment plan and investment projects, except for investment projects under the authority of the General Meeting of Shareholders;

g) Decide on solutions for market development, marketing and technology; h) Approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of 35% or more of the total asset value recorded in the company's most recent financial report, except for contracts and transactions under the authority of the General Meeting of Shareholders;

i) Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, remove, sign contracts, terminate contracts with the Director, Deputy Director, Chief Accountant of the company and other equivalent positions; decide on salaries, remuneration, bonuses and other benefits of those appointed or contracted by the Board of Directors; appoint authorized representatives to manage the company's capital contributions in other enterprises and organizations and decide on the remuneration and other benefits of those persons; appoint and remove the company's commercial representative and Lawyer, decide on their remuneration and other benefits;

k) Supervise and direct the Director and other managers in the daily business operations of the company;

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



m) Approve the agenda and contents of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass decisions;

n) Submit audited annual financial statements to the General Meeting of Shareholders;

o) Propose the dividend level to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;

p) Propose the reorganization or dissolution of the company; request bankruptcy of the company;

q) Other rights and obligations as prescribed by law and the Company Charter.

3. The Board of Directors shall pass decisions by voting at meetings, by collecting written opinions, or by other means selected by the Board of Directors. Each member of the Board of Directors shall have one vote.

4. In the event that a resolution or decision passed by the Board of Directors is contrary to the provisions of law, a resolution of the General Meeting of Shareholders, or the Company's Charter, causing damage to the Company, the members who agree to pass such resolution or decision shall be jointly and severally liable for such resolution or decision and shall compensate the Company for such damage; members who oppose the passage of the above resolution or decision shall be exempted from liability. In this case, the Company's shareholders shall have the right to request the Court to suspend or annul the implementation of the above resolution or decision

#### **Article 39. Term and number of members of the Board of Directors**

1. The Board of Directors has from 03 to 05 members. The number of members of the Board of Directors for each term is decided by the General Meeting of Shareholders at the meeting to elect members of the Board of Directors for the corresponding term.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and 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. The company must have at least 01 independent member of the Board of Directors.

3. In case all members of the Board of Directors end their term at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over the work.

#### **Article 40. Standards and conditions for membership in the Board of Directors**

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

a) Not being a subject that is not entitled to establish and manage an enterprise according to the provisions of the Enterprise Law;

b) Having an intermediate level or higher, understanding the law;

c) Having experience in business administration and management;



d) A member of the Board of Directors of a company can concurrently be a member of the Board of Directors of another company.

## 2. Principles of nomination and candidacy for the Board of Directors:

a) In case the candidates for the Board of Directors have been identified, the public 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. The candidates for the Board of Directors must have a written commitment to the honesty and accuracy of the published personal information and must commit to performing their duties honestly, carefully and in the best interests of the company if elected as a member of the Board of Directors. Information related to the candidates for the Board of Directors to be disclosed includes:

- Full name, date of birth;
- Professional qualifications;
- Work history;
- Other management positions (including positions on the Board of Directors of other companies);
- Interests related to the company and related parties of the company;
- Other information (if any) as prescribed in the Company Charter.

The company must be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other management positions and the interests related to the company of the candidate for the Board of Directors (if any)

### b) Right to nominate candidates:

- Shareholders or groups of shareholders holding from 5% to less than 10% of the total number of voting shares for a continuous period of at least six months may nominate a maximum of 01 candidate;

- Shareholders or groups of shareholders holding from 10% to less than 30% of the total number of voting shares for a continuous period of at least six months may nominate a maximum of 02 candidates;

- Shareholders or groups of shareholders holding from 30% to less than 50% of the total number of voting shares for a continuous period of at least six months may nominate a maximum of 03 candidates;

- Shareholders or groups of shareholders holding from 50% to less than 70% of the total number of voting shares for a continuous period of at least six months may nominate a maximum of 04 candidates.

- Shareholders or groups of shareholders holding 70% or more of the total number of voting shares for a continuous period of at least six months may nominate up to 05 candidates.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough, the incumbent Board of Directors may nominate additional candidates or organize nominations according to another



mechanism according to the Election Regulations approved by the General Meeting of Shareholders before conducting the nomination.

4. The election of members of the Board of Directors is carried out according to the cumulative voting method prescribed in this Charter.

#### **Article 41. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors is elected, dismissed, or removed from among the members of the Board of Directors by the Board of Directors. The Board of Directors elects one member of the Board of Directors as Chairman of the Board of Directors based on the principle of a majority vote.

The Chairman of the Board of Directors may not concurrently be the Director of the company.

2. The Chairman of the Board of Directors has the following rights and obligations:

- a) Prepare the program and plan of activities of the Board of Directors;
- b) Prepare the program, content, and documents for meetings; convene, chair, and preside over meetings of the Board of Directors;
- c) Organize the adoption of resolutions and decisions of the Board of Directors;
- d) Supervise the implementation of resolutions and decisions of the Board of Directors;
- e) Chair the General Meeting of Shareholders;
- e) Other rights and obligations as prescribed by law and the Company Charter.

3. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, the Vice Chairman of the Board of Directors shall be the person authorized to exercise the rights and obligations of the Chairman of the Board of Directors, except in cases where the Chairman of the Board of Directors authorizes in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, has fled from his/her place of residence, has limited or lost civil capacity, has difficulty in cognition, controlling his/her behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors according to the principle of majority approval of the remaining members until a new decision of the Board of Directors is made. 4. In case the Chairman of the Board of Directors submits a resignation or is dismissed or removed from office, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation of the Chairman of the Board of Directors or the Chairman of the Board of Directors is dismissed or removed.

5. When deemed necessary, the Board of Directors shall decide to appoint a company secretary to assist the Board of Directors and the Chairman of the Board of Directors in performing their duties within their authority as prescribed by law and the Company Charter.



## **Article 42. Board of Directors Meeting**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of the 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. In case there is more than one member with the highest number of votes or the highest percentage of votes and equal, the members shall vote by majority to select one of them to convene the meeting of the Board of Directors.

2. The Board of Directors shall meet at least once a quarter and may hold extraordinary meetings.

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

a) At the request of the Supervisory Board or an independent member of the Board of Directors;

b) At the request of the Director or at least 05 other managers;

c) At the request of at least 02 members of the Board of Directors;

d) There is a request from the Independent Auditor who is auditing the Company's Financial Statements.

4. The request 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 Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. In case the Board of Directors meeting is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damage caused to the Company; the person making the request has the right to replace the Chairman of the Board of Directors in convening a meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a meeting invitation at least 03 working days before the meeting date. The meeting invitation must specify the time and location of the meeting, the agenda, the issues to be discussed and decided. The meeting invitation must be accompanied by documents used at the meeting and the members' voting ballots.

The meeting invitation of the Board of Directors can be sent by invitation, telephone, fax, electronic means or other means, but must ensure that it reaches the contact address of each member of the Board of Directors registered with the company.

7. The Chairman of the Board of Directors or the person convening the meeting invitation and accompanying documents must be sent to the Supervisors as for the members of the Board of Directors.

Supervisors have the right to attend meetings of the Board of Directors; have the right to discuss but not to vote.



8. A meeting of the Board of Directors is held when three-quarters or more of the total members attend the meeting. In case the meeting convened in accordance with the provisions of this clause does not have enough members attending the meeting as prescribed, it shall be convened for the second time within 07 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.

9. A member of the Board of Directors is considered to have attended and voted at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend the meeting and vote in accordance with the provisions of Clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting or other electronic forms;
- d) Sending a ballot to the meeting via mail, fax, email;
- dd) Sending a ballot by other means as prescribed in the Company Charter.

10. In case of sending a ballot to the meeting via mail, the ballot must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The ballot shall only be opened in the presence of all attendees.

11. Members must attend all meetings of the Board of Directors. Members may authorize others to attend meetings and vote if approved by a majority of the Board of Directors.

12. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the members attending the meeting; in case of equal votes, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.

13. Resolutions of the Board of Directors adopted by 100% of the total votes of all members of the Board of Directors are legal and effective even if the order and procedures for convening meetings and passing such resolutions are not fully implemented and in accordance with regulations.

#### **Article 43. Minutes of Board of Directors meeting**

1. Minutes of Board of Directors meetings must be recorded and may be recorded, recorded and stored in other electronic forms. 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 location of the meeting;
- c) Purpose, agenda and content of the meeting;
- d) Full name of each member attending the meeting or authorized person attending the meeting and method of attending the meeting; full name of members not attending the meeting and reasons;



- dd) Issues discussed and voted on at the meeting;
- e) Summary of opinions expressed by each member attending the meeting in the order of the meeting;
- g) Voting results, clearly stating members who approve, disapprove and have no opinion;
- h) Issues passed and corresponding percentage of votes passed;
- i) Full name and signature of the chairperson and the person recording the minutes, except for the case specified in Clause 2 of this Article.

2. In case the chairperson or the person recording the minutes refuses to sign the meeting minutes, but if all other members of the Board of Directors attending the meeting sign them and the minutes contain all the contents as prescribed in Points a, b, c, d, dd, e, g and h, Clause 1 of this Article, the minutes shall be valid.

3. The chairperson, the person recording the minutes and the signatories shall be responsible for the truthfulness and accuracy of the contents of the Board of Directors' meeting minutes.

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

5. Minutes prepared in Vietnamese and in a foreign language shall have the same legal effect. In case there is a difference in content between the minutes in Vietnamese and in a foreign language, the content in the minutes in Vietnamese shall apply.

#### **Article 44. Right to information of Board members**

1. Members of the Board of Directors have the right to request the Director, Deputy Director, and other managers in the company to provide information and documents on the financial situation and business activities of the company and of the units in the company.

2. The requested manager must promptly, fully, and accurately provide information and documents as requested by the members of the Board of Directors. The order and procedures for requesting and providing information are as follows:

a) Members of the Board of Directors who request information and documents shall send a written request to the requested manager. The written request must include the following information: full name and position of the requester; full name and position of the requested person; information and documents requested; purpose of using the information and documents; time limit for provision.

The written request for information and documents shall be sent directly to the requested manager or sent to the company's head office; The company's secretarial department is responsible for forwarding this document to the requested manager on the same day the document is received.

b) Within no more than 05 working days, the requested manager must provide information and documents as requested by the Board of Directors member; in case of needing to extend the time for providing information and documents, the requested manager must submit a written request for extension of the time for providing to the requesting Board of Directors member at least 01 working day before the end of the



provision period, clearly stating the reason for the extension request and attaching documents and evidence proving that the request for extension is well-founded.

**Article 45. Dismissal, removal, replacement and addition of members of the Board of Directors**

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

- a) Not meeting the standards and conditions prescribed in this Charter;
- b) Submitting a resignation letter and being accepted;
- c) A member of the Board of Directors is a shareholder, but has subsequently transferred all of his/her shares to another person;
- d) A member of the Board of Directors is an authorized representative of a shareholder but has had his/her authorization revoked or the shareholder represented has transferred all of his/her shares to another person;

Board members in the cases mentioned in this clause are officially dismissed (no longer have the status of Board members) from the time the Board of Directors meets and issues a confirmation document without having to wait for the General Meeting of Shareholders to issue a resolution of dismissal.

2. When a shareholder withdraws the authorization to represent the management of the capital contribution of a member of the Board of Directors, that shareholder may appoint another authorized representative to replace him; then, the new authorized representative of the shareholder will be recognized as the new member of the Board of Directors replacing the dismissed member of the Board of Directors from the time the Board of Directors meets and issues a confirmation document without having to wait for the General Meeting of Shareholders to pass a resolution. However, this replacement member of the Board of Directors must be approved by the General Meeting of Shareholders at the nearest meeting; if the General Meeting of Shareholders does not approve this replacement member of the Board of Directors, the General Meeting of Shareholders must conduct a supplementary election at this meeting or the nearest subsequent meeting.

Any resolution of the Board of Directors with the voting participation of the replacement Board member shall still be considered legal, if the replacement Board member is not subsequently approved by the General Meeting of Shareholders

In case the Board of Directors leads the company's business operations and makes continuous losses for more than half of its term, all members of that term will be dismissed; the General Meeting of Shareholders will hold a meeting to re-elect all members of the Board of Directors according to general procedures.

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

- a) Failure to participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
- b) Failure to complete assigned tasks and work;



c) Seriously or repeatedly violating the obligations of a member of the Board of Directors as prescribed in the Company Charter and relevant laws.

d) A member of the Board of Directors who embezzles the company's assets, intentionally violates the provisions of law, the Company Charter causing damage to the company's assets, reputation and brand shall be dismissed immediately from the time the Board of Directors meets and issues a written conclusion after having gathered sufficient evidence to prove the member's wrongdoing without having to wait for the General Meeting of Shareholders to issue a resolution of dismissal, unless the General Meeting of Shareholders decides otherwise.

5. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors, except in the cases specified in Clauses 1, 2, 3, and 4 of this Article.

6. 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 specified in the Company 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) In other cases, at the nearest meeting, the General Meeting of Shareholders shall elect new members to replace the members of the Board of Directors who have been dismissed or removed.

7. In addition to the cases specified in Clause 1 of this Article, upon request of more than half of the current members of the Board of Directors, the General Meeting of Shareholders may consider and decide to dismiss any member of the Board of Directors when deemed necessary and in the interests of the company.

#### **Article 46. Remuneration, salary, bonus and other benefits of Board of Directors members**

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

2. Board members are entitled to remuneration and bonuses. The remuneration is calculated based on the number of working days required to complete the duties of the Board members and the daily remuneration. The Board of Directors estimates the remuneration 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 member of the Board of Directors is included in the company's business expenses according to the provisions of the law on corporate income tax, shown 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. A member of the Board of Directors holding an executive position or a member of the Board of Directors serving on a subcommittee of the Board of Directors or performing other duties beyond the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profits or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to be reimbursed for all travel, accommodation, meals and other reasonable expenses incurred by them in performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors.

#### **Article 47. Subcommittees of the Board of Directors**

The Board of Directors may establish subcommittees to be in charge of one or several areas of work of the Board of Directors. The minimum number of members of a subcommittee is 1 person. The functions, tasks, term of office, and number of members of each subcommittee shall be decided by the Board of Directors upon establishment. The head of each subcommittee must be a member of the Board of Directors, preferably a non-executive member of the Board of Directors or an independent member of the Board of Directors. Resolutions of the subcommittee shall only be effective when a majority of members attend and vote to approve them at the subcommittee meeting. The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with current legal regulations and regulations in the Company Charter and Internal Regulations on corporate governance.

#### **Article 48. Corporate governance officer**

1. The Board of Directors shall appoint one person in charge of corporate governance. The person in charge of corporate governance may also be the Company Secretary.

2. The person in charge of corporate governance shall not concurrently work for an approved auditing organization that is auditing the company's financial statements.

3. The person in charge of corporate governance shall have the following rights and obligations:

a) Advise the Board of Directors on organizing the General Meeting of Shareholders and resolving other related matters between the company and shareholders;

b) Be in charge of preparing for meetings of the General Meeting of Shareholders, the Board of Directors, and the Supervisory Board at the request of the Board of Directors or the Supervisory Board;

c) Advise on the order and procedures for conducting meetings, issuing resolutions and decisions of the company;

d) Attend meetings of the company;



d) Provide financial information, copies of Board of Directors meeting minutes and other information to members of the Board of Directors and the Supervisory Board;

e) Be in charge of information disclosure, report to the Board of Directors on the company's information disclosure activities;

g) Be the contact point with interested parties;

h) Keep information confidential in accordance with the provisions of law and the Company Charter;

i) Other rights and obligations as prescribed by law.

### **Section 3**

## **DIRECTOR, COMPANY SECRETARY, OTHER MANAGEMENT STAFF**

### **Article 49. Director**

1. The Board of Directors appoints a member of the Board of Directors or hires another person to be the Director of the company.

2. The Director is the person who runs the daily business of the company; is supervised by the Board of Directors; is responsible to the Board of Directors and before the law for the implementation of assigned rights and obligations.

The term of office of the Director shall not exceed 05 years and may be reappointed for an unlimited number of terms.

The Director must meet the following conditions and criteria:

a) Have full civil act capacity and not be a person who is not entitled to establish and manage an enterprise according to the provisions of the Law on Enterprises;

b) Not be a relative of the company manager, the company's Controller; the representative of state capital, the representative of enterprise capital at the company;

c) Have professional qualifications and experience in enterprise management and operation, operating in the company's main business fields.

3. The Director has the following rights and obligations:

a) Decide on matters related to the daily business of the company that are not under the authority of the Board of Directors;

b) Organize the implementation of resolutions and decisions of the Board of Directors and the General Meeting of Shareholders;

c) Organize the implementation of the company's business plan and investment plan;

d) Propose the organizational structure plan and internal management regulations of the company;

dd) Appoint, dismiss, and remove management positions in the company, except for positions under the authority of the Board of Directors;

e) Decide on salaries and other benefits for employees in the company, including managers under the appointment authority of the Director;

g) Recruit employees;



h) Propose plans to pay dividends or handle business losses;

i) Propose personnel for the Board of Directors to consider/appoint to hold senior management positions of the company, including: Deputy Director, Chief Accountant of the company, Director of subsidiaries, head of branches, head of representative offices, representative of the company's investment capital management in other enterprises and organizations, and the company's Lawyer.

k) Other rights and obligations as prescribed by law, the Company Charter and resolutions of the Board of Directors and the General Meeting of Shareholders.

4. The Director must manage the daily business of the company in accordance with the provisions of law, the Company Charter, the labor contract signed with the company and the resolution of the Board of Directors. In case of management contrary to the provisions of this clause causing damage to the company, he shall be responsible before the law and must compensate the company for the damage.

5. The salary, bonus and other benefits of the Director shall be decided by the Board of Directors. The salary and bonus of the Director shall be shown as a separate item in the annual financial report and must be reported to the General Meeting of Shareholders at the annual meeting.

6. The Board of Directors may dismiss the Director when the majority of the members of the Board of Directors with voting rights present at the meeting agree and appoint a new Director to replace him.

#### **Article 50. Vice president**

1. Based on the business requirements of the company, the Board of Directors may appoint one (or several) persons as Deputy Directors of the company. The Deputy Director assists the Director in operating the company in each field of work as assigned and authorized by the Director. The Deputy Director is responsible to the Director, the Board of Directors and before the law for the performance of assigned and authorized tasks.

The Deputy Director is selected and proposed by the Chairman of the Board of Directors for appointment by the Board of Directors after consulting with the Director.

2. The Deputy Director is authorized to sign on behalf of the Director for documents under the authority of the Director within the scope and field of regular work assigned by the Director; and documents in other fields of work if authorized in writing by the Director at the time of signing

#### **Article 51. Chief Accountant**

1. The Chief Accountant is selected and appointed by the Board of Directors.

2. The Chief Accountant has the authority and responsibility as prescribed by the law on Accounting, the Company Charter and internal management regulations issued by the Company.

#### **Article 52. Company Secretary**

When deemed necessary, the Board of Directors may appoint a Company Secretary. Duties and powers of the Company Secretary.



- 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 exercising 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 legitimate rights and interests of shareholders; compliance with the obligation to provide information, publicize information and administrative procedures;
- dd) Other rights and obligations as prescribed by the Board of Directors of the company.

### **Article 53. Other management staff**

Based on business requirements and the organizational structure of the company's management and operations at each point in time, the Director develops a specific personnel plan to submit to the Board of Directors for approval and decision.

## **Section 4**

### **BOARD OF SUPERVISION**

#### **Article 54. Board of Supervision**

1. The Board of Supervisors of the company has 03 Supervisors. The term of office of a Supervisor shall not exceed 05 years and may be re-elected for an unlimited number of terms.
2. In case the term of office of a Supervisor expires at the same time and the new Supervisor has not been elected, the Supervisor whose term has expired shall continue to exercise his rights and perform his duties until the new Supervisor is elected and takes office.
3. The Board of Supervisors must meet at least twice a year. The Board of Supervisors meeting can only be held when at least 2/3 of the Supervisors are present.
4. The Board of Supervisors has the right to request members of the Board of Directors, the Director, and representatives of the company's financial statement auditing organization to attend and answer questions that need to be clarified.
5. Meetings of the Board of Supervisors must be recorded in minutes and may be recorded, recorded and stored in other electronic forms. Minutes must be made in Vietnamese and may be made in a foreign language, with the following main contents:
  - a) Name, head office address, enterprise code;
  - b) Purpose, agenda and content of the meeting;
  - c) Time and location of the meeting;
  - d) Full name of Supervisors attending the meeting; full name of Supervisors not attending the meeting and reasons;
  - dd) Issues discussed and voted on at the meeting;



- e) Summary of opinions expressed by each Supervisor attending the meeting in the order of the meeting;
- g) Voting results, clearly stating Supervisors who approve, disapprove and have no opinion;
- h) Issues approved;
- i) Full name and signature of the chairperson, the person taking the minutes and Supervisors attending.

The Chairman, the minute taker and the attending Supervisors shall be responsible for the truthfulness and accuracy of the contents of the minutes of the Supervisory Board meeting.

The minutes of the Supervisory Board meeting and the documents used in the meeting shall be kept at the company's head office.

Minutes prepared in Vietnamese and foreign languages shall have equal validity. In case of differences in the contents of the minutes in Vietnamese and foreign languages, the contents in the minutes in Vietnamese shall prevail.

#### **Article 55. Standards and conditions of Supervisor**

1. Supervisors must meet the following standards and conditions:
  - a) Not being a subject that is not entitled to establish and manage an enterprise according to the provisions of the Enterprise Law;
  - b) Being trained in one of the following majors: economics, finance, accounting, auditing, law, business administration or a major that is suitable for the business activities of the enterprise;
  - c) Not being a family member of a member of the Board of Directors, Director, Deputy Director of the company and other managers of the company;
  - d) Not being a company manager; not necessarily being a shareholder or employee of the company;
  - dd) Not working in the accounting or finance department of the company;
  - e) Not being a member or employee of an independent auditing company that is auditing the company's financial statements or an independent auditing company that has audited the company's financial statements in the previous 3 consecutive years.
2. Principles for nomination and candidacy for the Board of Supervisors:
  - a) Principles for nomination and candidacy for the Board of Supervisors as prescribed in Point a, Clause 2, Article 40 of this Charter.
  - b) Right to nominate candidates:
    - Shareholders or groups of shareholders holding from 5% to less than 25% of the total number of voting shares for a continuous period of at least six months may nominate a maximum of 01 candidate;
    - Shareholders or groups of shareholders holding from 25% to less than 50% of the total number of voting shares for a continuous period of at least six months may nominate a maximum of 02 candidates;



- Shareholders or groups of shareholders holding from 50% or more of the total number of voting shares for a continuous period of at least six months may nominate a maximum of 03 candidates.

3. In case the number of candidates for the Board of Supervisors through nomination and candidacy is still not enough, the incumbent Board of Supervisors may nominate additional candidates or organize nominations according to another mechanism according to the Election Regulations approved by the General Meeting of Shareholders before conducting the nomination.

4. The election of members of the Board of Supervisors is carried out according to the cumulative voting method prescribed in this Charter.

#### **Article 56. Head of Supervisory Board**

1. The Head of the Supervisory Board is elected by the Supervisory Board from among the Supervisors; the election, dismissal, and removal are based on the majority principle. The Supervisory Board must have more than half of its Supervisors residing in Vietnam. The Head of the Supervisory Board must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise.

2. The Head of the Supervisory Board has the following rights and obligations:

- a) Prepare the program and plan of activities of the Supervisory Board;
- b) Prepare the program, content, and documents for meetings; convene and chair meetings of the Supervisory Board;
- c) Assign tasks to each Supervisor;
- d) Chair the General Meeting of Shareholders convened by the Supervisory Board;
- e) Sign documents of the Supervisory Board;
- g) Other rights and obligations as prescribed by law and the Company Charter.

3. In case the Head of the Supervisory Board is absent or unable to perform his/her duties, he/she shall authorize in writing another member to exercise the rights and obligations of the Head of the Supervisory Board. In case there is no authorized person, the Supervisor with the highest number of votes among the remaining Supervisors shall hold the position of Head of the Supervisory Board instead.

4. The Head of the Supervisory Board may be dismissed by decision of the Supervisory Board.

#### **Article 57. Rights and obligations of the Board of Supervisors**

1. The Board of Supervisors supervises the Board of Directors and the Director in the management and operation of the company.

2. Checks the reasonableness, legality, honesty and level of prudence in the management and operation of business activities; the systematicity, consistency and appropriateness of accounting, statistics and financial reporting.

3. Appraises the completeness, legality and honesty of the company's business situation report, annual and 6-month financial reports, management assessment reports



of the Board of Directors and submits the appraisal report at the annual General Meeting of Shareholders. Review contracts and transactions with related parties under the approval authority of the Board of Directors or the General Meeting of Shareholders and makes recommendations on contracts and transactions requiring approval by the Board of Directors or the General Meeting of Shareholders.

4. Review, inspect and evaluate the effectiveness and efficiency of the company's internal control, internal audit, risk management and early warning systems.

5. Review the company's accounting books, accounting records and other documents, the company's management and operation when deemed necessary or according to the resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 9 of this Charter.

6. Upon request of a shareholder or group of shareholders as prescribed in Clause 2, Article 9 of this Charter, the Supervisory Board shall conduct an inspection within 07 working days from the date of receipt of the request. Within 15 days from the date of completion of the inspection, the Supervisory Board shall report on the issues requested for inspection to the Board of Directors and the requesting shareholder or group of shareholders. The inspection by the Board of Supervisors as prescribed in this Clause shall not hinder the normal operation of the Board of Directors and shall not interrupt the operation of the company's business activities.

7. Propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure for management, supervision, and operation of the company's business activities

8. When discovering that a member of the Board of Directors or the Director violates the obligations and responsibilities of a company manager as prescribed by law and the Company Charter, it must immediately notify the Board of Directors in writing, requesting the violator to stop the violation and take measures to remedy the consequences.

9 Attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors and other meetings of the company.

10. Use independent consultants and the company's internal audit department to perform assigned tasks.

11. The Supervisory Board may consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders.

12. Propose and recommend that the General Meeting of Shareholders approve an independent auditing company to audit the company's Financial Statements; Decide on the approved auditing organization to conduct an audit of the company's operations and dismiss the approved auditor when deemed necessary.

13. Be responsible to shareholders for its supervision activities.

14. Monitor the financial situation of the company, compliance with the law in the activities of members of the Board of Directors, Directors, and other managers.

15. Ensure coordination of activities with the Board of Directors, Directors, and shareholders.



16. In case of detecting violations of the law or violations of the Company Charter by members of the Board of Directors, Directors, and other managers of the company, the Supervisory Board must notify the Board of Directors in writing within 48 hours, request the violator to stop the violation and have solutions to remedy the consequences.

17. Develop the Operating Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.

18. Report on the activities of the Supervisory Board at the annual General Meeting of Shareholders as prescribed.

19. Exercise other rights and obligations as prescribed by law, the Company Charter and resolutions of the General Meeting of Shareholders

#### **Article 58. The Board of Supervisors' right to information**

1. Documents and information must be sent to the Controller at the same time and in the same manner as to the members of the Board of Directors, including:

a) Meeting invitations, ballots for members of the Board of Directors and accompanying documents;

b) Resolutions, decisions and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;

c) Reports of the Director submitted to the Board of Directors or other documents issued by the company.

2. The Controller has the right to access the company's records and documents kept at the head office, branches and other locations; has the right to visit the workplace of the company's managers and employees during working hours.

3. The Board of Directors, members of the Board of Directors, the Director, and other managers must provide complete, accurate, and timely information and documents on the management, operation, and business activities of the company upon request of the Supervisor or the Board of Supervisors. The person in charge of corporate governance must ensure that all copies of resolutions, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, financial information, other information and documents provided to shareholders and members of the Board of Directors must be provided to the Supervisors at the same time and in the same manner as for shareholders and members of the Board of Directors.

4. The order and procedures for requesting and providing information by the Board of Supervisors and the Supervisors are implemented as follows:

a) The Board of Supervisors shall send a written request to the requested manager. The written request must include the following information: full name and position of the requestor; full name and position of the requested person; information and documents requested; purpose of using the information and documents; and deadline for provision.

The request for information and documents shall be sent directly to the requested manager or to the company's head office; the company's secretarial



department shall be responsible for forwarding this document to the requested manager on the same day the document is received.

b) Within no more than 05 working days, the requested manager must provide information and documents as requested by the Supervisory Board; in case of needing to extend the time for providing information and documents, the requested manager must submit a written request for extension of the time for providing to the requesting Supervisory Board at least 01 working day before the end of the provision period, clearly stating the reason for the extension and attaching documents and evidence proving that the request for extension is well-founded.

#### **Article 59. Responsibilities of the Supervisors**

1. Comply with the law, the Company Charter, resolutions of the General Meeting of Shareholders and professional ethics in exercising assigned rights and obligations.

2. Exercise assigned rights and obligations honestly, carefully and to the best of their ability to ensure the maximum legitimate interests of the company.

3. Be loyal to the interests of the company and shareholders; do not abuse position, office and use information, secrets, business opportunities, other assets of the company for personal gain or to serve the interests of other organizations and individuals.

4. Other obligations as prescribed by law.

5. In case of violating the provisions in Clauses 1, 2, 3 and 4 of this Article causing damage to the company or others, the Controller shall be personally or jointly liable for compensating for such damage. Income and other benefits that the Controller obtains due to the violation must be returned to the company.

6. In case a Controller is found to have violated the rights and obligations assigned, he/she must notify the Board of Supervisors in writing; request the violator to stop the violation and remedy the consequences.

#### **Article 60. Salary, remuneration, bonuses and other benefits of the Supervisors**

1. Supervisors are paid salaries, remuneration, bonuses and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total salary, remuneration, bonuses, other benefits and the annual operating budget of the Supervisory Board;

2. Supervisors are paid for meals, accommodation, travel and the cost of using independent consulting services at a reasonable level. The total salary and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders;

3. The salary and operating expenses of the Supervisory Board shall be included in the company's business expenses according to the provisions of the law on corporate income tax and other relevant legal provisions and must be recorded as a separate item in the company's annual financial statements.



## **Article 61. Dismissal, removal of Supervisors**

1. The General Meeting of Shareholders shall dismiss the Supervisor in the following cases:

a) No longer meeting the standards and conditions to be a Supervisor as prescribed in this Charter;

b) Submitting a resignation letter and being approved;

2. The General Meeting of Shareholders shall dismiss the Supervisor in the following cases:

a) Failure to complete assigned tasks and work;

b) Failure to exercise his/her rights and obligations for 06 consecutive months, except in cases of force majeure;

c) Repeatedly or seriously violating the obligations of a Supervisor as prescribed in the Company Charter and relevant laws.

d) Other cases according to the resolution of the General Meeting of Shareholders.

3. The General Meeting of Shareholders may consider and decide to dismiss any Supervisor from the position of Supervisor when deemed necessary and in the interests of the company.

## **Section 5**

### **TRANSPARENCY OF BENEFITS**

## **Article 62. Disclosure of related interests**

The disclosure of the company's interests and related persons shall be carried out in accordance with the following provisions:

1. The company must compile and update the list of related persons of the company as prescribed in Clause 15, Article 1 of this Charter and their corresponding transactions with the company;

2. Members of the Board of Directors, Supervisors, Directors, Chief Accountants and other managers of the company under the appointment authority of the Board of Directors must declare to the company their related interests, including:

a) Name, enterprise code, head office address, business lines and professions of the enterprise in which they own or own capital contributions or shares; the ratio and time of ownership, ownership of such capital contributions or shares;

b) Name, enterprise code, head office address, business lines of the enterprise that related persons (Wife, husband, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, father-in-law, mother-in-law, biological child, adopted child, son-in-law, daughter-in-law, biological brother, biological sister, biological brother-in-law, brother-in-law, sister-in-law) own, jointly own or separately own capital contribution or shares of more than 10% of charter capital;



3. The declaration prescribed in Clause 2 of this Article must be made within 07 working days from the date of arising of related interests; any amendment or supplement must be notified to the company within 07 working days from the date of the corresponding amendment or supplement.

4. The retention, disclosure, review, excerpt and copy of the list of related persons and related interests declared as prescribed in Clauses 1 and 2 of this Article shall be carried out as follows:

a) The company must notify the list of related persons and related interests to the General Meeting of Shareholders at the annual meeting;

b) The list of related persons and related interests shall be kept at the company's head office; if necessary, part or all of the above list may be kept at the company's branches;

c) Shareholders, authorized representatives of shareholders, members of the Board of Directors, Supervisors, Directors and other managers have the right to review, extract and copy part or all of the declared content;

d) The company must create conditions for the persons specified in Point c of this Clause to access, review, extract and copy the list of related persons and related interests in the fastest and most convenient way; they must not be prevented or made difficult for them in exercising this right. The order and procedures for reviewing, extracting and copying the contents of the declaration of related persons and related interests shall be implemented according to the company's regulations.

5. Members of the Board of Directors and Directors, who, on their own behalf or on behalf of others, perform work in any form within the scope of the company's business, must explain the nature and content of that work to the Board of Directors and the Supervisory Board and may only do so with the approval of the majority of the remaining members of the Board of Directors; if they do so without reporting or without the approval of the Board of Directors, all income from that activity shall belong to the company.

#### **Article 63. Duties and responsibilities of company managers**

1. Members of the Board of Directors, Directors, Deputy Directors, Chief Accountants and other managers have the following responsibilities:

a) Exercise assigned rights and obligations in accordance with the provisions of law and the Company Charter, resolutions of the Board of Directors, and the General Meeting of Shareholders;

b) Exercise assigned rights and obligations honestly, carefully and to the best of their ability to ensure the maximum legitimate interests of the company;

c) Be loyal to the interests of the company and shareholders; do not abuse their positions, titles and use information, know-how, business opportunities, and other assets of the company for personal gain or to serve the interests of other organizations and individuals;

d) Promptly, fully and accurately notify the company of the contents specified in Clause 2, Article 68 of this Charter

d) Other responsibilities as prescribed by law.



2. Members of the Board of Directors, Directors, Deputy Directors, Chief Accountants and other managers who violate the provisions of Clause 1 of this Article shall be personally or jointly responsible for compensating for lost benefits, returning benefits received and fully compensating for damages to the company and third parties.

**Article 64. Approve contracts and transactions between the company and related parties**

1. Contracts and transactions between the company and the following entities must be approved by the General Meeting of Shareholders or the Board of Directors:

- a) Shareholders, authorized representatives of shareholders owning more than 10% of the total number of common shares of the company and their related persons;
- b) Members of the Board of Directors, Directors, other managers under the appointment authority of the Board of Directors and their related persons;
- c) Enterprises whose members of the Board of Directors, Controllers, Directors, Chief Accountants and other managers of the company must declare according to the provisions of Clause 2, Article 68 of this Charter.

2. The Board of Directors shall approve contracts and transactions as prescribed in Clause 1 of this Article and with a value of less than 35% of the total value of the enterprise's assets recorded in the most recent financial report or another smaller percentage if the Board of Directors deems it necessary. In this case, the company representative signing the contract or transaction must notify the members of the Board of Directors and the Supervisory Board of the entities related to the contract or transaction and enclose a draft contract or the main content of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receipt of the notification; members of the Board of Directors with interests related to the parties in the contract or transaction shall not have the right to vote.

3. The General Meeting of Shareholders shall approve the following contracts and transactions:

- a) Contracts and transactions other than those specified in Clause 2 of this Article;
- b) Contracts and transactions of borrowing, lending, or selling assets with a value greater than 10% of the total value of the company's assets recorded in the most recent financial report between the company and a shareholder owning 51% or more of the total number of voting shares or a related person of that shareholder.

4. In case of approving a contract or transaction as specified in Clause 3 of this Article, the representative of the company signing the contract or transaction must notify the Board of Directors and the Supervisor of the related parties to that contract or transaction and enclose a draft contract or a notice of the main content of the transaction. The Board of Directors shall submit a draft contract or transaction or explain the main content of the contract or transaction at the General Meeting of Shareholders or obtain written opinions from shareholders. In this case, shareholders with interests related to the parties in the contract or transaction do not have voting



rights; the contract or transaction is approved according to the provisions of Clause 1 and Clause 4, Article 39 of this Charter.

5. Contracts and transactions shall be invalidated by a Court decision and handled in accordance with the provisions of law when they are signed in violation of the provisions of this Article; the person signing the contract or transaction, the shareholder, the member of the Board of Directors or the Director involved must jointly compensate for any damages arising and return to the company the profits gained from the performance of such contract or transaction.

6. The company must publicly disclose relevant contracts and transactions in accordance with the provisions of relevant laws.

#### **Article 65. Right to inspect company books and records**

1. Ordinary shareholders have the right to look up books and records, specifically as follows:

a) Ordinary shareholders have the right to review, look up and extract information about the name and contact address in the list of shareholders with voting rights; request to amend their inaccurate information; review, look up, extract or photocopy the Company Charter, minutes of the General Meeting of Shareholders, resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 05% or more of the total number of ordinary shares have the right to review, look up, extract the minutes and resolutions, decisions of the Board of Directors, mid-year and annual financial reports, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to the company's trade secrets and business secrets.

2. In case an authorized representative of a shareholder or group of shareholders requests to look up books and records, he/she must attach a power of attorney from the shareholder or group of shareholders that he/she represents or a notarized copy of such power of attorney.

3. Members of the Board of Directors, Supervisors, Directors and other executives have the right to check the company's shareholder register, list of shareholders and other books and records of the company for purposes related to their positions, provided that such information is kept confidential.

4. The Company must keep this Charter and any amendments to the Charter, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders, the Board of Directors, minutes of meetings of the General Meeting of Shareholders, the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and other documents as prescribed by law at the Company's head office or another place provided that the shareholders and the Business Registration Authority are notified of the location where these documents are stored.

5. The Company Charter must be published on the Company's website.



## **CHAPTER IV**

### **LABOR AND TRADE UNIONS**

#### **Article 66. Labor recruitment**

1. The Director has the right to recruit, pay salaries and other social benefits for employees according to the authority specified in this Charter.

2. The Director is responsible for complying with labor laws in the use of labor of the company. The Director has the right to set up the Company's Internal Regulations, and the company's employees must comply with the Company's Internal Regulations. These Internal Regulations must be approved by the Board of Directors before being applied.

3. Every year, the Director must make a plan on issues related to labor recruitment, salaries, allowances, social insurance and other social benefits for managers under his authority and employees for approval by the Board of Directors.

#### **Article 67. Union**

The Company respects the rights and creates favorable conditions for employees to participate in trade union and association activities in accordance with the law. The Company ensures full payment of trade union fees in accordance with the law.

## **CHAPTER V**

### **PROFIT DISTRIBUTION, LOSS HANDLING**

#### **Article 68. Profit Distribution**

Each year, the company's after-tax profit will be distributed as follows:

1. Compensation for previous year's losses.
2. Fund allocation.
3. Dividend payment.

The annual fund allocation and dividend payment shall be decided by the General Meeting of Shareholders.

#### **Article 69. Payment of dividends**

1. Dividends paid for preferred shares are made according to the conditions applicable to each type of preferred shares as stipulated in the Resolution on issuance of preferred shares of the General Meeting of Shareholders.

2. Dividends paid for common shares are determined based on the net profit realized and the dividend payment is deducted from the company's retained earnings. The company may only pay dividends on common shares when all of the following conditions are met:

- a) The company has fulfilled its tax obligations and other financial obligations as prescribed by law;



b) The company has set aside funds and compensated for previous losses as prescribed by law and the Company's Charter;

c) Immediately after paying all dividends, the company still ensures full payment of debts and other financial obligations due.

3. Dividends may be paid in cash, in shares of the company or in other assets. If payment is made in cash, it must be made in Vietnamese Dong and according to payment methods prescribed by law.

4. Dividends must be paid in full within 06 months from the date of closing of the Annual General Meeting of Shareholders. The Board of Directors shall prepare a list of shareholders entitled to receive dividends, determine the dividend amount to be paid for each share, the time limit and form of payment at least 30 days before each dividend payment. Notice of dividend payment shall be sent by a method to ensure that it reaches the shareholders at the registered address in the shareholder register at least 15 days before the dividend payment. The notice must include the following contents:

a) Company name and head office address of the company;

b) Full name, contact address, nationality, legal document number of the individual for individual shareholders;

c) Name, enterprise code or legal document number of the organization, head office address for organizational shareholders;

d) Number of shares of each type of shareholder; dividend rate for each share and total dividend that the shareholder receives;

d) Time and method of dividend payment;

e) Full name and signature of the Chairman of the Board of Directors and the legal representative of the company.

5. The Board of Directors shall pass a resolution to determine a specific date for closing the list of shareholders. Based on that date, those who register as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distribution, shares, notices or other documents.

6. In case of paying dividends in shares, the company shall not have to carry out procedures for offering shares as prescribed in the Law on Securities. The company shall register to increase its charter capital corresponding to the total par value of the shares used to pay dividends within 10 days from the date of completion of dividend payment.

#### **Article 70. Hole handling**

Every year, if a loss occurs in business, the company will use the following year's profit to cover the previous year's loss, and allocate the development investment fund to cover the loss. The Board of Directors decides on the specific loss handling measures when a loss occurs and reports to the General Meeting of Shareholders at the nearest meeting.



## **CHAPTER VI**

### **BANK ACCOUNTS, FINANCIAL YEAR, ACCOUNTING REGIME**

#### **Article 71. Bank account**

The company opens an account at a Vietnamese bank or a foreign bank branch licensed to operate in Vietnam to conduct financial transactions through the company's account in accordance with current law.

#### **Article 72. Fiscal year**

The company's fiscal year begins on January 1 and ends on December 31 of each year.

#### **Article 73. Accounting mode**

1. The accounting system used by the company is the Vietnamese Accounting System (VAS) or other accounting systems approved by the Ministry of Finance.

2. The company maintains accounting books in Vietnamese. The company maintains accounting records according to the type of business activities in which the company participates. These records must be accurate, up-to-date, systematic and sufficient to demonstrate and explain the company's transactions.

3. The company uses Vietnamese Dong (or freely convertible foreign currency in case of approval by a competent state agency) as the currency used in accounting.

## **CHAPTER VII**

### **ANNUAL REPORT, INFORMATION DISCLOSURE**

#### **Article 74. Annual report**

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

- a) Report on the company's business results;
- b) Audited financial statements;
- c) Report on the Board of Directors' assessment of the company's management;
- d) Report on the Board of Directors' assessment of the company's management.

2. The company's annual financial statements must be audited before being submitted to the General Meeting of Shareholders for consideration and approval.

3. The reports specified in Points a, b and c, Clause 1 of this Article must be sent to the Supervisory Board for appraisal no later than 10 days before the opening date of the Annual General Meeting of Shareholders.

4. The Supervisory Board must submit to the Annual General Meeting of Shareholders a Report on the Supervisory Board's assessment of its supervision.

5. The reports specified in Clauses 1, 2 and 3 of this Article, the appraisal report of the Board of Supervisors and the audit report must be kept at the company's head



office at least 15 days before the opening date of the annual General Meeting of Shareholders.

#### **Article 75. Information Disclosure**

The company must properly implement reporting and information disclosure regimes in accordance with the provisions of law on securities and the stock market.

### **CHAPTER VIII**

#### **COMPANY AUDIT**

#### **Article 76. Corporate Auditing**

1. At the annual meeting, upon the proposal of the Board of Supervisors, the General Meeting of Shareholders shall select an independent auditing company or approve a list of independent auditing companies qualified to audit the Company's Financial Statements, and authorize the Board of Directors to decide on one of these units to audit the Company's Financial Statements for the following fiscal year.

2. The audit report is attached to the Company's Annual Financial Statements.

3. The independent auditor who audits the Company's Financial Statements shall attend the General Meeting of Shareholders, receive documents and materials related to the General Meeting of Shareholders, and shall be allowed to express opinions and respond at the meeting on issues related to the audit of the financial statements, in case the audit report of the Company's annual financial statements contains material exceptions.

### **CHAPTER IX**

#### **TERMINATION OF OPERATIONS AND LIQUIDATION**

#### **Article 77. Termination of operations**

The Company shall cease to operate in the following cases:

1. The Company is dissolved;
2. The Company goes bankrupt;
3. Other cases as prescribed by law.

#### **Article 78. Dissolution of the company**

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

- a) By decision of the General Meeting of Shareholders;
- b) The Company no longer has the minimum number of members as prescribed by the Law on Enterprises for a period of 06 consecutive months without completing procedures to convert the type of enterprise;
- c) The Company has its Enterprise Registration Certificate revoked or by decision of the Court.



2. The Company shall only be dissolved when it ensures payment of all debts and other property obligations and is not in the process of dispute resolution at the Court or Arbitration. The relevant manager and the company specified in Point c, Clause 1 of this Article shall be jointly responsible for the debts of the enterprise.

#### **Article 79. Liquidation**

1. Within 06 months from the date of the decision to dissolve the company, the Board of Directors must establish a Liquidation Committee consisting of 05 members, including: 03 members appointed by the General Meeting of Shareholders and 02 members appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the company's employees or independent experts. All costs related to the liquidation will be paid by the company before other debts of the company.

2. The liquidation board is responsible for reporting to the business registration authority in accordance with the provisions of law. The liquidation board represents the company in performing all tasks related to the liquidation of the company.

3. The proceeds from the liquidation shall be paid in the following order:

- a) Liquidation costs;
- b) Debts on wages, severance pay, social insurance and other benefits of employees according to the collective labor agreement and signed labor contracts;
- c) Tax debts;
- d) Other debts of the company;
- e) The remaining amount after paying all expenses and debts mentioned in points a, b, c, d of this clause will be divided among shareholders according to the ratio of share ownership. Shareholders owning preferential shares will be given priority in payment.

#### **Article 80. Prohibited activities since the dissolution decision**

1. From the date of the decision to dissolve the enterprise, the company and its managers are strictly prohibited from performing the following activities:

- a) Concealing or dispersing assets;
- b) Giving up or reducing the right to claim debts;
- c) Converting unsecured debts into debts secured by the company's assets;
- d) Signing new contracts, except for cases of implementing the dissolution of the company;
- dd) Pledge, mortgage, donate, or lease assets;
- e) Terminating the performance of effective contracts;
- g) Mobilizing capital in any form.

2. Depending on the nature and severity of the violation, individuals who violate Clause 1 of this Article may be subject to administrative sanctions or criminal prosecution in accordance with the provisions of law; if causing damage, they must compensate.





### **Article 81. Corporate bankruptcy**

Bankruptcy of a company is carried out in accordance with the provisions of the law on bankruptcy.

## **CHAPTER X**

### **INTERNAL DISPUTE RESOLUTION**

#### **Article 82. Internal dispute resolution**

1. In case of any dispute or complaint related to the company's operations or the rights of shareholders arising from the Charter or from any rights or obligations prescribed by the Enterprise Law or other laws or administrative regulations, between:

- a) Shareholders and the company; or
- b) Shareholders and the Board of Directors, the Supervisory Board, the Director or other managers of the company.

The parties concerned shall attempt to resolve such dispute through negotiation and conciliation. Except in case of a dispute related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution of the dispute. In case of a dispute related to the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as an arbitrator for the dispute resolution process.

2. In case the negotiation and conciliation mentioned in Clause 1 of this Article fails, the disputing parties have the right to bring the dispute to the Commercial Arbitration Center or the People's Court of competent authority where the company has its head office for settlement in accordance with the provisions of law.

## **CHAPTER XI**

### **TERMS OF IMPLEMENTATION**

#### **Article 83. Final Terms**

1. This Charter consists of 11 Chapters and 83 Articles, and takes effect from the date of approval by the General Meeting of Shareholders.

2. Any amendments or supplements to this Charter must be approved in writing by the General Meeting of Shareholders.

3. Copies or extracts of the Charter must be signed by the Chairman of the Board of Directors, the Director or the signatures of at least half of the total number of members of the Board of Directors of the company to be valid.

**LEGAL REPRESENTATIVE**

**DIRECTOR**





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*Hanoi, April 22, 2025*

**INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**

- 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;
- 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 in 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 Van Lang Technology Investment and Development Joint Stock Company
- Pursuant to the Resolution of the General Meeting of Shareholders No 02/2025/NQ-ĐHĐCĐVLA dated April 22, 2025

*The Board of Directors promulgates the Internal Regulations on Corporate Governance of Van Lang Technology Investment and Development Joint Stock Company (amended)*

*The Internal Regulations on Corporate Governance of Van Lang Technology Investment and Development Joint Stock Company include the following contents:*

**CHAPTER I**

**GENERAL PROVISIONS**

**Article 1. Scope of regulation and applicable subjects**

1. Scope of regulation: The internal regulations on corporate governance of Van Lang Technology Investment and Development Joint Stock Company stipulate the contents on the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, the Director; the order and procedures for the General Meeting of Shareholders; nomination, candidacy, election, dismissal and removal of members of the Board of Directors, the Board of Supervisors, the Director and other activities as prescribed in the Company Charter and other current provisions of law.

2. Subjects of application: This regulation applies to members of the Board of Directors, the Board of Supervisors, the Director and related persons.



## **Article 2. Interpretation of terms**

In this Regulation, the following terms shall be construed as follows:

1. Enterprise Law is Enterprise Law No. 59/2020/QH14 dated June 17, 2020.
2. Securities Law is Securities Law No. 54/2019/QH14 dated November 26, 2019.
3. Charter is the Charter of Van Lang Technology Investment and Development Joint Stock Company approved at the Annual General Meeting of Shareholders on September 23, 2021.
4. Shareholders are individuals or organizations that own at least one share of the company.
5. Dividends are net profits paid for each share in cash or other assets.
6. Sold shares are shares that are entitled to be offered for sale and have been fully paid by shareholders to the company.
7. Shares that are entitled to be offered for sale are the total number of shares of all types that the General Meeting of Shareholders decides to offer for sale to raise capital.
8. Unsold shares are shares that are entitled to be offered for sale and have not been paid for to the company.
9. Business executives are the Director, Deputy Director, Chief Accountant and other executives under the appointment authority of the Board of Directors.
10. Insiders are the Chairman of the Board of Directors, members of the Board of Directors, Directors, Deputy Directors, Chief Accountant and equivalent management positions elected by the General Meeting of Shareholders or appointed by the Board of Directors; members of the Board of Supervisors (Controllers); members of the Internal Audit Board; Company Secretary, person in charge of corporate governance, person authorized to disclose information.
11. Related persons are individuals and organizations that have direct or indirect relationships with the company in the following cases:
  - a) Insiders of the company;
  - b) Organizations and individuals owning more than 10% of the company's voting shares;
  - c) Biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, father-in-law, mother-in-law, wife, husband, biological child, adopted child, daughter-in-law, son-in-law, brother, sister, brother-in-law, sister-in-law of an insider of the company;
  - d) Enterprises in which individuals and organizations specified in points a, b, c of this clause own capital to the extent of controlling the decision-making of that enterprise;
  - dd) And a number of other cases as prescribed by the Law on Enterprises and the Law on Securities.



**CHAPTER II**  
**GENERAL MEETING OF SHAREHOLDERS**

**Section 1**

**RIGHTS AND OBLIGATIONS OF THE GENERAL MEETING OF  
SHAREHOLDERS**

**Article 3. Rights and obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the company.

2. The General Meeting of Shareholders has the following rights and obligations:

- a) Approving the company's development orientation and business plan;
- b) Deciding on the types of shares and the total number of shares of each type that are entitled to be offered for sale; deciding on the annual dividend rate for each type of shares;
- c) Electing, dismissing, and removing members of the Board of Directors and Supervisors;
- d) Deciding on investing or selling assets with a value of 35% or more of the total value of assets recorded in the company's most recent financial statements;
- dd) Deciding on amending and supplementing the company's Charter;
- e) Approving the annual financial statements, the report on the activities of the Board of Directors, and the report on the activities of the company's Supervisory Board;
- g) Deciding on repurchasing more than 10% of the total number of shares sold of each type;
- h) Review and handle violations by members of the Board of Directors and Supervisors that cause damage to the company and its shareholders;
- i) Decide on the reorganization and dissolution of the company;
- k) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and Supervisory Board;
- l) Approve the internal governance regulations; regulations on the operation of the Board of Directors and Supervisory Board;
- m) Approve the list of independent auditing companies; decide on independent auditing companies to conduct inspections of the company's operations, and dismiss independent auditors when deemed necessary;
- n) Approve contracts and transactions specified in Clause 3, Article 71 of the Company Charter;
- o) Other rights and obligations as prescribed by law.



## **Section 2**

### **ORDER AND PROCEDURES FOR THE GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTIONS BY VOTING AT THE MEETING**

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

1. The Board of Directors shall convene the annual and extraordinary General Meeting of Shareholders. The Board of Directors shall 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 number of remaining members of the Board of Directors and the Supervisory Board is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or group of shareholders owning 5% or more of the total number of common shares;
- d) At the request of the Supervisory Board;
- dd) Other cases as prescribed by law.

2. The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the date of occurrence of the case specified in Point b, Clause 1 of this Article or from receipt of a request to convene a meeting specified in Point c and Point d, Clause 1 of this Article. In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed, the Chairman of the Board of Directors and members of the Board of Directors must compensate the company for any damage arising.

3. In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Clause 2 of this Article, within the next 30 days, the Supervisory Board shall replace the Board of Directors to convene the General Meeting of Shareholders as prescribed by law and the Company Charter. In case the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed, the Supervisory Board shall compensate the Company for any damages arising.

4. In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Clause 3 of this Article, a shareholder or group of shareholders owning 5% or more of the total number of common shares has the right to represent the company to convene the General Meeting of Shareholders as prescribed by law and the Company Charter.

#### **Article 5. Make a list of shareholders entitled to attend the meeting**

1. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no later than 10 days before the date of sending the invitation to the General Meeting of Shareholders. The person convening the General Meeting of Shareholders shall prepare and send the notice of exercising the right to the Vietnam Securities Depository and Clearing Corporation (VSDC) to request VSDC to prepare and send to the Company a list of shareholders owning shares of the Company on the last registration date, in compliance with the provisions of law.



2. The list of shareholders entitled to attend the General Meeting of Shareholders must include the full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders; number of shares of each type, number and date of shareholder registration of each shareholder.

#### **Article 6. Notice of closing the list of shareholders entitled to attend the General Meeting of Shareholders**

1. The company must publish information about the closing of the list of shareholders entitled to attend the meeting at least 20 days before the final registration date.

2. Notice of closing the list of shareholders entitled to attend the General Meeting of Shareholders must be published on the media of the State Securities Commission, the Stock Exchange where the company is listed, registered for trading and on the company's website.

#### **Article 7. Notice of invitation to General Meeting of Shareholders**

1. The person convening the General Meeting of Shareholders must send a notice of meeting to all shareholders on the list of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting. The notice of meeting must include the name, head office address, enterprise code; name, contact address of the shareholder, time, location of the meeting and other requirements for meeting attendees.

2. The meeting invitation must be accompanied by the following documents:

a) Meeting agenda, documents used in the meeting and draft resolutions for each issue in the meeting agenda;

b) Voting ballots;

3. The meeting invitation and accompanying documents are posted on the company's website. Shareholders and authorized representatives of shareholders can download meeting documents from the company's website for use according to the instructions in the meeting invitation. The meeting invitation and accompanying documents are also sent to the State Securities Commission and the Stock Exchange where the company's shares are listed or registered for trading in accordance with the law.

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

1. The person convening the General Meeting of Shareholders must prepare the agenda and content of the General Meeting of Shareholders. The agenda and content of the meeting must be matters within the authority of the General Meeting of Shareholders and must be sent to all shareholders entitled to attend the meeting in accordance with the provisions of Article 7 of this Regulation.

2. Shareholder proposals included in the meeting agenda.

a) Shareholders or groups of shareholders owning five percent (05%) or more of the total number of common shares 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 sent to the company at least 03 working days before the opening date. 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.

b) In case the person convening the General Meeting of Shareholders refuses the proposal specified in Point a of this Clause, he/she must respond in writing and state the reasons no later than 02 working days before the opening date of the General Meeting of Shareholders. The person convening the General Meeting of Shareholders may only refuse the proposal if it falls under one of the following cases:

- The proposal is not sent in accordance with the provisions in Point a of this Clause;

- The proposed issue is not within the decision-making authority of the General Meeting of Shareholders;

c) The convener of the General Meeting of Shareholders must accept and include the proposal specified in Point a of this Clause in the proposed agenda and content of the meeting, except for the case specified in Point b of this Clause; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

#### **Article 9. Authorization for representative to attend the General Meeting of Shareholders**

1. Shareholders and authorized representatives of organizational shareholders may directly attend the meeting or authorize one or more other individuals to attend the General Meeting of Shareholders.

2. The authorization for an individual or organization to represent them in attending the General Meeting of Shareholders must be made in writing. The authorization document must be made in accordance with the provisions of the civil law and must clearly state the name of the authorized individual or organization and the number of authorized shares. The individual or organization authorized to attend the General Meeting of Shareholders must present the authorization document when registering to attend the meeting before entering the meeting room.

#### **Article 10. How to register to attend the General Meeting of Shareholders**

1. Before opening the meeting, the company must carry out shareholder registration procedures and must continue to register until all shareholders entitled to attend the meeting are present and registered.

2. Shareholders and authorized representatives of shareholders who arrive after the meeting has opened have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The chairman is not responsible for stopping the meeting to allow late shareholders to register and the validity of the contents voted on before will not change.

3. In case the Notice of Meeting clearly states the method of registration to attend the General Meeting of Shareholders, shareholders are responsible for registering to attend in the manner stated in the notice.



### **Article 11. Conditions for holding a General Meeting of Shareholders**

1. The General Meeting of Shareholders is held when the number of shareholders attending the meeting represents more than 50% of the total number of votes.

2. In case the first meeting does not meet the conditions for holding it as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting must be sent within 30 days from the date of the first meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents 33% or more of the total number of votes.

3. In case the second meeting is not eligible to be held according to the provisions of Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the date of the planned second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes of the shareholders attending the meeting.

4. Only the General Meeting of Shareholders has the right to decide to change the meeting agenda sent with the meeting invitation as prescribed in the Company Charter and the Law on Enterprises.

### **Article 12. How to vote**

1. The Organizing Committee will issue a voting card to each shareholder or authorized person attending the meeting at the time of shareholder registration procedures, showing the following main contents:

- a) Shareholder registration number/code;
- b) Full name of shareholder or full name of authorized person attending the meeting (if any);
- c) Number of shares that the shareholder is holding or the authorized person attending the meeting;
- d) Issue to be voted on
- d) Voting status (approve, disapprove, no opinion);

2. In case the meeting content includes the election of members of the Board of Directors and members of the Supervisory Board, the company will issue voting ballots to shareholders. The voting ballots will include the following information:

- a) Shareholder registration number/code;
- b) Full name of shareholder or full name of authorized person attending the meeting (if any);
- c) Number of shares that the shareholder is holding or the authorized person attending the meeting;
- d) List of candidates;
- d) Total number of votes of shareholders or authorized persons attending the meeting.



3. When voting at the General Meeting, shareholders and authorized persons shall vote on the Voting Form for each issue in the agenda. Voting shall be conducted by marking the statuses "agree", "disagree" or "no opinion" for each issue. At the same time, shareholders and authorized persons must follow the instructions of the Vote Counting Committee.

4. After voting is completed, shareholders and authorized persons attending the meeting shall place the voting or election ballots into the sealed ballot box for the Counting Committee to count the votes.

### **Article 13. How to count votes**

1. The General Meeting of Shareholders shall elect one or more people to the Ballot Counting Committee upon the proposal of the Chairman. The number of members of the Ballot Counting Committee shall be decided by the General Meeting of Shareholders upon the proposal of the Chairman of the meeting.

2. The counting committee has the following rights and obligations:

a) Conduct counting of Voting Ballots and Election Ballots.

b) Prepare and publicly announce the Minutes of the Voting and Election Ballot Counting before the General Meeting of Shareholders.

c) Hand over the Minutes of Vote Counting and all sealed Voting Forms and Election Forms to the Organizing Committee of the Shareholders' Meeting.

d) Responsible for the truthfulness and accuracy of data, checking, making minutes of vote counting and publicly announcing vote counting results.

3. The counting committee will examine the ballots and summarize the following contents:

a) Total number of shareholders/authorized representatives of shareholders attending the meeting and total number of voting ballots issued and collected;

b) Number of valid votes and number of invalid votes;

c) Total number of votes "for", "against", "no opinion" for each issue, in which blank votes will be considered as not voting on the issue raised in the ballot.

### **Article 14. Conditions for the resolution of the shareholders' meeting to be passed**

1. Resolutions on the following contents shall be passed if approved by shareholders representing 65% or more of the total votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3 and 4 of this Article:

a) Types 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 35% or more of the total asset value recorded in the company's most recent financial report;

d) Reorganization, dissolution of the company;



e) Change the rights and obligations of shareholders.

2. Resolutions are passed when approved by shareholders holding more than 50% of the total votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 1, 3 and 4 of this Article.

3. Voting to elect members of the Board of Directors and the Supervisory Board must be carried out 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 elected members of the Board of Directors or the Supervisory Board and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Directors or the Supervisory Board are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company Charter is sufficient. In case there are 02 or more candidates with the same number of votes for the final member of the Board of Directors or the Supervisory Board, a re-election will be conducted among the candidates with the same number of votes or selection will be made according to the criteria specified in the election regulations.

4. A resolution of the General Meeting of Shareholders on the content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be passed if it is approved by the number of preferred shareholders of the same type attending the meeting owning 75% or more of the total number of preferred shares of that type or by the number of preferred shareholders of the same type owning 75% or more of the total number of preferred shares of that type in the case of passing the resolution in the form of obtaining written opinions.

#### **Article 15. Announcement of vote counting results**

1. After counting the votes, the counting committee will prepare the Minutes of the counting and announce the results of the counting immediately before the secretariat prepares the minutes of the meeting.

2. The minutes of the vote counting must include the following contents:

a) Time and place of the vote counting;

b) Composition of the vote counting committee;

c) Total number of shareholders and total number of shares of shareholders attending the meeting, total number of votes issued and collected accordingly;

d) Total number of votes for each issue in the meeting agenda, number of votes "for", "against", "no opinion" for each issue and corresponding voting ratio.

dd) Issues that have been passed and corresponding voting ratio

3. The minutes of the vote counting must be published in accordance with the provisions of law, from the time of passing the Resolution of the Shareholders' Meeting.

#### **Article 16. How to object to the resolution of the General Meeting of Shareholders**

1. In case a shareholder objects to a resolution of the General Meeting of Shareholders, he/she may request the secretary of the meeting to record the objection in the minutes of the meeting or send a written document to the company regarding the



objection to the resolution. The document must clearly state the name, shareholder code, the content of the objection and the reason for the objection.

2. Shareholders who have voted against the resolution on the reorganization of the company or the change of the rights and obligations of shareholders as stipulated in the company's charter have the right to request the company to buy back their shares. The request must be in writing, stating clearly the name and address of the shareholder, the number of shares of each type, the intended selling price, and the reason for requesting the company to buy back. The request must be sent to the company within 10 days from the date the General Meeting of Shareholders passes the resolution on the matters stipulated in this clause.

3. The Company must repurchase shares at the request of shareholders as prescribed in Clause 2 of this Article at market price or price calculated according to the principles prescribed in the Company Charter within 90 days from the date of receipt of the request. In case of failure to reach an agreement on the price, the parties may request a valuation organization to determine the price. The Company shall introduce at least 03 valuation organizations for shareholders to choose from and that choice shall be the final decision.

4. Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of the results of the vote counting to obtain opinions from the General Meeting of Shareholders, shareholders or groups of shareholders owning five percent (05%) or more of the total number of common shares have the right to request the Court or Arbitration to consider and cancel the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

a) The order and procedures for convening meetings and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company Charter, except in cases where the Resolution of the General Meeting of Shareholders is passed by 100% of the total number of voting shares;

b) The content of the resolution violates the law or the Company Charter.

#### **Article 17. Minutes of the General Meeting of Shareholders**

1. Minutes of the General Meeting of Shareholders must be recorded and may be audio-recorded or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese, may be prepared in a foreign language, and must include the following main contents:

a) Name, head office address, enterprise code;

b) Time and location of the General Meeting of Shareholders;

c) Agenda and content of the meeting;

d) Full name of the chairman and secretary;

dd) Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;



e) Number of shareholders and total number of votes of shareholders attending the meeting, appendix of the list of shareholders' registration, shareholder representatives attending the meeting with the corresponding number of shares and votes;

g) Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, approving, disapproving and no opinion votes; corresponding percentage of the total number of votes of shareholders attending the meeting;

h) Issues approved and corresponding percentage of approved votes;

i) Full name, signature of the chairman and secretary. In case the chairman and secretary refuse to sign the meeting minutes, the minutes shall be valid if they are signed by all other members of the Board of Directors attending the meeting and contain all the contents as prescribed in this clause. The meeting minutes shall clearly state the refusal of the chairman and secretary to sign the meeting minutes.

2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting.

3. The chairman and secretary of the meeting or other person signing the minutes of the meeting shall be jointly responsible for the truthfulness and accuracy of the content of the minutes..

4. Minutes drawn up in Vietnamese and foreign languages have the same legal effect. In case of any difference in content between the minutes in Vietnamese and in foreign languages, the content in the minutes in Vietnamese shall prevail.

5. Minutes of the General Meeting of Shareholders must be sent to all shareholders within 15 days from the end of the meeting; sending the minutes of vote counting can be replaced by posting them on the company's website.

#### **Article 18. Announcement of resolutions of the General Meeting of Shareholders**

Minutes of meetings, resolutions of the General Meeting of Shareholders, appendix of list of shareholders registered to attend the meeting, resolutions passed and relevant documents sent with the meeting invitation must be kept at the company's head office and must be disclosed in accordance with the law on information disclosure on the stock market.

### **Section 3**

#### **PROCEDURES FOR COLLECTING SHAREHOLDERS' OPINIONS IN WRITING TO APPROVE RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS**

##### **Article 19. Cases for which written opinions are sought**

1. The General Meeting of Shareholders may pass Resolutions on matters specified in Clause 2, Article 3 of this Charter by obtaining written opinions.

2. The annual General Meeting of Shareholders shall not be held by obtaining written opinions.



**Article 20. Procedures for obtaining shareholders' written opinions to pass resolutions of the General Meeting of Shareholders**

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's shareholders regarding the issues specified in Clause 2, Article 3 of this Charter.

2. The Board of Directors shall prepare the voting ballot, draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send them to all shareholders with voting rights at least 10 days before the deadline for returning the voting ballot. The preparation of the list of shareholders to send the voting ballot shall be carried out in accordance with the provisions of Article 5 of this Regulation. The requirements and method of sending the voting ballot and accompanying documents shall be carried out in accordance with the provisions of Article 7 of this Regulation;

3. The opinion form must include the following main contents:

a) Name, head office address, enterprise code;

b) Purpose of opinion;

c) Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders or full name, contact address, nationality, legal document number of the individual for the representative of the organizational shareholder; number of shares of each type and number of votes of the shareholder;

d) Issues to be voted on for approval;

dd) Voting options including approval, disapproval and no opinion;

e) Deadline for sending the completed opinion form to the company;

g) Full name and signature of the Chairman of the Board of Directors;

4. Shareholders may send their completed ballots to the company by mail, fax or email in accordance with the following provisions:

a) In case of mail, the completed ballots must be signed by the individual shareholder, the authorized representative or the legal representative of the shareholder being an organization. The ballots sent to the company must be contained in a sealed envelope and no one is allowed to open them before the vote counting;

b) In case of fax or email, the ballots sent to the company must be kept confidential until the time of vote counting;

c) Any ballots sent to the company after the deadline specified in the ballots or opened in the case of mail and disclosed in the case of fax or email are invalid. The ballots that are not returned are considered as non-voting ballots;

5. The Board of Directors shall organize the vote counting and prepare the vote counting minutes under the witness and supervision of the Board of Supervisors or of



shareholders who do not hold management positions in the company. The vote counting minutes must include the following main contents:

- a) Name, head office address, enterprise code;
- b) Purpose and issues requiring opinions to pass the resolution;
- c) Number of shareholders with total number of votes participated in the vote, in which the number of valid votes and invalid votes are distinguished and the method of sending the votes, with an appendix of the list of shareholders participating in the vote;
- d) Total number of votes in favor, against, and without opinion for each issue;
- dd) Issues passed and corresponding percentage of votes passed;
- e) Full name, signature of the Chairman of the Board of Directors, the person supervising the vote counting and the person counting the votes.

Members of the Board of Directors, vote counters and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; and jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting;

6. In case of passing a resolution in the form of collecting written opinions, the resolution of the General Meeting of Shareholders shall be passed if it is approved by shareholders owning more than 50% of the total number of votes of all shareholders with voting rights.

7. The minutes of vote counting and the resolution must be sent to shareholders within 15 days from the date of completion of vote counting. The sending of the minutes of vote counting and the resolution may be replaced by posting on the company's electronic information page;

8. The returned opinion ballots, the minutes of vote counting, the adopted resolutions and related documents attached to the opinion ballots shall be kept at the company's head office;

9. The resolution passed in the form of collecting written opinions of shareholders shall have the same validity as the resolution passed at the General Meeting of Shareholders.

#### **Section 4**

### **ORDER AND PROCEDURES FOR CONVENTION OF THE GENERAL MEETING OF SHAREHOLDERS IN THE FORM OF ONLINE MEETINGS**

#### **Article 21. Cases of holding the General Meeting of Shareholders in the form of online conference.**

In addition to the form of organizing the General Meeting of Shareholders to pass resolutions by voting at the meeting (direct meeting), the annual or extraordinary General Meeting of Shareholders can be organized in the form of online conference when the following cases occur: (1) Force majeure events such as: natural disasters, wars, epidemics, riots, terrorism, prohibitions or restrictions of the State; (2) Objective



events that the Board of Directors considers inconvenient or inappropriate to organize the General Meeting of Shareholders in the form of direct meeting.

**Article 22. Notice of invitation to online General Meeting of Shareholders.**

The notice of invitation to an online General Meeting of Shareholders is made in the same way as the notice of invitation to an in-person General Meeting of Shareholders as prescribed in Article 7 of this Regulation.

**Article 23. How to register to attend the online General Meeting of Shareholders**

1. Shareholders will register to attend the online General Meeting of Shareholders according to the instructions of the General Meeting Organizing Committee sent to shareholders or posted on the company's website. Accordingly, shareholders will access the link announced by the General Meeting Organizing Committee and declare and authenticate their shareholder status to attend the meeting.

2. Shareholders are only allowed to attend the online meeting when and only when they have declared and authenticated their shareholder status. The Organizing Committee also ensures that shareholder access is unique and each shareholder has only one account to access the online meeting room at a given time.

**Article 24. Authorization for representative to attend online General Meeting of Shareholders**

Shareholders can authorize other people or members of the Board of Directors to attend the online General Meeting of Shareholders by the following methods:

1. Prepare a valid authorization document according to the company's authorization form and send it to the company at the address in the Meeting Invitation.

2. Register the authorization via the link announced by the General Meeting Organizing Committee attached to the meeting invitation.

**Article 25. Conditions for conducting online shareholders' meetings**

The online General Meeting of Shareholders is held when the number of shareholders registered to attend the meeting and access the online meeting room meets the ratio specified in Article 11 of this Regulation.

**Article 26. How to vote online**

The Organizing Committee will prepare technical equipment or means, methods for shareholders to be able to vote online, vote electronically or other electronic methods and record this online voting of shareholders or Proxies attending the meeting for the contents of the meeting agenda. The specific method will depend on the electronic equipment that the company uses to serve the voting and will be announced to shareholders before each meeting.

**Article 27. How to count votes online**

The Organizing Committee will apply modern technology to conduct the vote counting of shareholders. The vote counting committee will be responsible for the accuracy of this vote counting and will be responsible for damages arising from resolutions passed due to dishonest and inaccurate vote counting.



#### **Article 28. Announcement of online vote counting results**

The vote counting results will be announced immediately at the online General Meeting of Shareholders after the vote counting is completed and before the closing of the meeting.

#### **Article 29. Take minutes of the General Meeting of Shareholders at the online meeting**

The minutes of the General Meeting of Shareholders at the online meeting shall be made in accordance with the provisions of Article 17 of this Regulation.

#### **Article 30. Announcement of Shareholders' Meeting Resolution**

The announcement of the Resolution of the online General Meeting of Shareholders is carried out in accordance with the provisions of Article 18 of this Regulation.

### **Section 5**

#### **ORDER AND PROCEDURES FOR THE GENERAL MEETING OF SHAREHOLDERS TO PASS RESOLUTIONS IN THE FORM OF A COMBINED IN-PERSON CONFERENCE WITH AN ONLINE MEETING**

#### **Article 31. Procedures for the General Meeting of Shareholders to pass resolutions in the form of a combined in-person and online conference**

Based on the actual situation, the Board of Directors may decide to convene the General Meeting of Shareholders in the form of combined face-to-face and online organization. The Board of Directors will stipulate the procedures for the General Meeting of Shareholders in the form of combined face-to-face and online organization in the Meeting Regulations issued with the Meeting Invitation.

### **CHAPTER III**

#### **BOARD OF DIRECTORS**

#### **Article 32. Roles, rights and obligations of the Board of Directors, responsibilities of Board members**

1. The Board of Directors is the company's management body, with full authority to decide and exercise the company's rights and obligations on behalf of the company, except for the rights and obligations under the authority of the General Meeting of Shareholders.
2. The Board of Directors has the following rights and obligations:
  - a) Decide on the company's strategy, medium-term development plan and annual business plan;
  - b) Propose the type of shares and the total number of shares that are allowed to be offered for sale of each type;
  - c) Decide on the sale of unsold shares within the number of shares that are allowed to be offered for sale of each type; decide on raising additional capital in other forms;



- d) Decide on the selling price of the company's shares and bonds;
  - dd) Decide on the repurchase of shares as prescribed in Clause 1 and Clause 2, Article 24 of the Company's Charter;
  - e) Decide on the company's investment plan and investment projects, except for investment projects under the decision-making authority of the General Meeting of Shareholders;
  - g) Decide on solutions for market development, marketing and technology;
  - h) Approve purchase, sale, loan, lending contracts and other contracts and transactions with a value of 35% or more of the total asset value recorded in the company's most recent financial report, except for contracts and transactions under the authority of the General Meeting of Shareholders; i) Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the Director, Deputy Director, Chief Accountant of the company and other equivalent positions; decide on salaries, remuneration, bonuses and other benefits of those appointed or contracted by the Board of Directors; appoint authorized representatives to manage the company's capital contributions in other enterprises and organizations and decide on the remuneration and other benefits of those people; appoint and dismiss the company's commercial representative and Lawyer, decide on their remuneration and other benefits;
  - k) Supervise and direct the Director and other managers in the daily business operations of the company;
  - l) Decide on the organizational structure and internal management regulations of the company, decide on the establishment of subsidiaries, branches, representative offices and capital contributions and purchase of shares of other enterprises;
  - m) Approve the agenda and contents of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or obtain opinions for the General Meeting of Shareholders to pass decisions;
  - n) Submit audited annual financial statements to the General Meeting of Shareholders;
  - o) Propose the dividend level to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;
  - p) Propose the reorganization and dissolution of the company; request bankruptcy of the company;
  - q) Other rights and obligations as prescribed by law and the Company Charter.
3. The Board of Directors shall pass decisions by voting at meetings, by obtaining written opinions, or by other means chosen by the Board of Directors. Each member of the Board of Directors shall have one vote.
4. In case a resolution or decision passed by the Board of Directors is contrary to the provisions of law, resolutions of the General Meeting of Shareholders, or the Company's Charter, causing damage to the Company, the members who agree to pass such resolution or decision shall jointly bear personal responsibility for such resolution or decision and shall compensate the Company for the damage; members who oppose the



passage of the above resolution or decision shall be exempted from liability. In this case, the Company's shareholders have the right to request the Court to suspend or annul the implementation of the above resolution or decision.

5. Members of the Board of Directors have the right to request information as prescribed in Article 44 of the Company Charter, specifically as follows:

Members of the Board of Directors have the right to request the Director, Deputy Director, and other managers in the company to provide information and documents on the financial situation and business activities of the company and of the units in the company.

b) The requested manager must promptly, fully, and accurately provide information and documents as requested by the members of the Board of Directors. The order and procedures for requesting and providing information are as follows:

- Members of the Board of Directors who request information and documents shall send a written request to the requested manager. The written request must include the following contents: full name and position of the requester; full name and position of the requested person; information and documents requested; purpose of using the information and documents; time limit for provision.

- The written request for information and documents shall be sent directly to the requested manager or sent to the company's head office; The company's secretarial department is responsible for forwarding this document to the requested manager on the same day the document is received. - Within no more than 05 working days, the requested manager must provide information and documents as requested by the Board of Directors member; in case of needing to extend the time for providing information and documents, the requested manager must submit a written request for extension of the time for providing to the requesting Board member at least 01 working day before the end of the provision period, clearly stating the reason for the extension request and attaching documents and evidence proving that the request for extension is well-founded.

### **Article 33. Nomination, candidacy, election, dismissal and removal of members of the Board of Directors**

#### **1. Term and number of members of the Board of Directors.**

a) The Board of Directors has from 03 to 05 members. The number of members of the Board of Directors for each term is decided by the General Meeting of Shareholders at the meeting to elect members of the Board of Directors for the corresponding term.

b) The term of office of a member of the Board of Directors shall not exceed 05 years and 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. The company must have at least 01 independent member of the Board of Directors.

c) In case all members of the Board of Directors end their term at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over the work



## **2. Standards and conditions of Board of Directors members.**

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

- a) Not being a person who is not entitled to establish and manage an enterprise according to the provisions of the Enterprise Law;
- b) Having an intermediate level or higher, understanding the law;
- c) Having experience in business administration and management;
- d) A member of the Board of Directors of a company can concurrently be a member of the Board of Directors of another company

## **3. Nominate, run for membership of the Board of Directors.**

The principles of nomination and candidacy for the Board of Directors are as follows:

- a) Shareholders or groups of shareholders holding from 5% to less than 10% of the total number of voting shares for a continuous period of at least six months may nominate a maximum of 01 candidate;
- b) Shareholders or groups of shareholders holding from 10% to less than 30% of the total number of voting shares for a continuous period of at least six months may nominate a maximum of 02 candidates;
- c) Shareholders or groups of shareholders holding from 30% to less than 50% of the total number of voting shares for a continuous period of at least six months may nominate a maximum of 03 candidates;
- d) Shareholders or groups of shareholders holding from 50% to less than 70% of the total number of voting shares for a continuous period of at least six months may nominate a maximum of 04 candidates. d) Shareholders or groups of shareholders holding 70% or more of the total number of voting shares for a continuous period of at least six months may nominate a maximum of 05 candidates

In case the candidates for the Board of Directors have been identified, the public 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. The candidates for the Board of Directors must have a written commitment to the honesty and accuracy of the personal information disclosed and must commit to performing their duties honestly, carefully and in the best interests of the company if elected as a member of the Board of Directors. Information related to the candidates for the Board of Directors to be disclosed includes:

- Full name, date of birth;
- Professional qualifications;
- Work history;
- Other management positions (including positions on the Board of Directors of other companies);
- Interests related to the company and related parties of the company;



- Other information (if any) as prescribed in the Company Charter.

The company must be responsible for disclosing information about the companies in which the candidate is holding the position of Board member, other management positions and the interests related to the company of the candidate for Board of Directors (if any).

#### **4. How to elect members of the Board of Directors.**

Voting to elect members of the Board of Directors must be carried out by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned and represented multiplied by the number of members to be elected to the Board of Directors, and shareholders have the right to vote all or part of their total votes for one or several candidates. The elected members of the Board of Directors are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members to be elected is sufficient. In case there are 02 or more candidates with the same number of votes for the final member of the Board of Directors, a re-election will be conducted among the candidates with the same number of votes or selection will be made according to the criteria specified in the election regulations

#### **5. Cases of dismissal, removal and addition of members to the Board of Directors.**

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

- Not meeting the standards and conditions prescribed in this Charter;
- Having submitted a resignation letter and being accepted;
- The member of the Board of Directors is a shareholder, but has subsequently transferred all of his/her shares to another person;
- The member of the Board of Directors is an authorized representative of a shareholder but has had his/her representative authority revoked or the shareholder represented has transferred all of his/her shares to another person;

The member of the Board of Directors in the cases mentioned in this point shall be officially dismissed (no longer qualified as a member of the Board of Directors) from the time the Board of Directors meets and issues a written confirmation without having to wait for the General Meeting of Shareholders to issue a resolution on dismissal.

b) When a shareholder withdraws the authorization to represent the management of the capital contribution of a member of the Board of Directors, that shareholder may appoint another authorized representative to replace him; then, the new authorized representative of the shareholder will be recognized as the new member of the Board of Directors replacing the dismissed member of the Board of Directors from the time the Board of Directors meets and issues a confirmation document without having to wait for the General Meeting of Shareholders to pass a resolution. However, this replacement member of the Board of Directors must be approved by the General Meeting of Shareholders at the nearest meeting; if the General Meeting of Shareholders does not approve this replacement member of the Board of Directors, the General Meeting of



Shareholders must conduct a supplementary election at this meeting or the nearest subsequent meeting.

Any resolution of the Board of Directors with the participation of the voting of the replacement member of the Board of Directors shall still be considered legal, including the case where the replacement member of the Board of Directors is not approved by the General Meeting of Shareholders later.

c) In case the Board of Directors leads the company's business operations and makes continuous losses for more than half of the term, all members of that term will be dismissed; the General Meeting of Shareholders will hold a meeting to re-elect all members of the Board of Directors according to the general procedures.

d) The General Meeting of Shareholders will dismiss a member of the Board of Directors in the following cases:

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

- Not completing assigned tasks and work;

- Seriously violating or repeatedly violating the obligations of a member of the Board of Directors as prescribed in the Company Charter and relevant laws.

- A member of the Board of Directors who embezzles company assets or intentionally violates the provisions of law or the Company's Charter, causing damage to the company's assets, reputation, or brand, will be dismissed immediately from the time the Board of Directors meets and issues a written conclusion after gathering sufficient evidence to prove the member's wrongdoing without having to wait for the General Meeting of Shareholders to issue a resolution of dismissal, unless otherwise decided by the General Meeting of Shareholders.

d) When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors other than those specified in Points a, b, c, and d of this Clause.

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

- The number of members of the Board of Directors is reduced by more than one-third compared to the number specified in the Company Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third (1/3);

- The number of independent members of the Board of Directors is reduced, not ensuring the ratio specified in Point b, Clause 1 of this Article;

- In other cases, at the most recent meeting, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed.

g) In addition to the cases specified in Point a of this Clause, upon request of more than half of the incumbent members of the Board of Directors, the General Meeting of Shareholders may consider and decide to dismiss any member of the Board



of Directors from the Board of Directors when deemed necessary and in the interests of the company.

**6. Notice of election, dismissal, removal of members of the Board of Directors.**

The election, dismissal, removal of members of the Board of Directors must be announced in accordance with the provisions of law.

**7. How to introduce candidates for the Board of Directors**

In case the number of candidates for the Board of Directors through nomination and candidacy is not enough, the current Board of Directors may nominate additional candidates. The Board of Directors' introduction of additional candidates must be clearly announced and implemented in accordance with legal regulations.

**8. Elect, dismiss, remove the Chairman of the Board of Directors.**

The Chairman of the Board of Directors is elected, dismissed, removed from among the members of the Board of Directors by the Board of Directors. The Board of Directors elects one member of the Board of Directors as Chairman of the Board of Directors based on the principle of majority. The Chairman of the Board of Directors cannot concurrently be the Director of the company.

**Article 34. Remuneration and other benefits of Board members**

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

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

3. The remuneration of each member of the Board of Directors is included in the company's business expenses according to the provisions of the law on corporate income tax, shown 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. A member of the Board of Directors holding an executive position or a member of the Board of Directors serving on a subcommittee of the Board of Directors or performing other duties beyond the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profits or in other forms as decided by the Board of Directors. 5. A member of the Board of Directors shall be entitled to be reimbursed for all travel, food, accommodation and other reasonable expenses incurred by him/her in performing his/her responsibilities as a member of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors.

**Article 35. Order and procedures of Board of Directors meetings**

**1. Minimum number of meetings.**

The Board of Directors meets at least quarterly and may hold extraordinary meetings.



## **2. Cases requiring extraordinary Board of Directors meetings.**

a) The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

- At the request of the Board of Supervisors or an independent member of the Board of Directors;
- At the request of the Director or at least 05 other managers;
- At the request of at least 02 members of the Board of Directors;
- At the request of the independent auditor who is auditing the company's financial statements.

b) The request specified in Point a of this Clause must be made in writing, clearly stating the purpose, issues to be discussed and decisions within the authority of the Board of Directors.

c) The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Point a of this Clause. In case of not convening a meeting of the Board of Directors as requested, the Chairman of the Board of Directors shall be responsible for any damages caused to the company; The proposer has the right to replace the Chairman of the Board of Directors in convening a meeting of the Board of Directors.

## **3. Notice of Board of Directors meeting.**

a) The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a meeting invitation at least 03 working days before the meeting date. The meeting invitation must specify the time and location of the meeting, the agenda, the issues to be discussed and decided. The meeting invitation must be accompanied by documents used at the meeting and the members' voting ballots.

The meeting invitation of the Board of Directors can be sent by invitation letter, telephone, fax, electronic means or other means, but must ensure that it reaches the contact address of each member of the Board of Directors registered with the company.

b) The Chairman of the Board of Directors or the person convening the meeting invitation and accompanying documents must be sent to the Supervisors as for the members of the Board of Directors.

## **4. The right to attend meetings of the Board of Directors of members of the Supervisory Board.**

Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; have the right to discuss but not to vote.

## **5. Conditions for holding Board of Directors meetings.**

A meeting of the Board of Directors shall be held when at least 3/4 (three-quarters) of the total number of members attend the meeting. In case the meeting convened in accordance with the provisions of this clause does not have the required number of members, it shall be convened for the second time within 07 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.



## **6. Voting method.**

a) A member of the Board of Directors is considered to have attended and voted at the meeting in the following cases:

- Attending and voting directly at the meeting;
- Authorizing another person to attend the meeting and vote in accordance with the provisions of Clause 8 of this Article;
- Attending and voting via online conference, electronic voting or other electronic forms;
- Sending the ballot to the meeting via mail, fax, email;
- Sending the ballot by other means as prescribed in the Company Charter.

b) In case of sending the ballot to the meeting via mail, the ballot must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The ballot shall only be opened in the presence of all attendees.

## **7. How to pass resolutions of the Board of Directors.**

a) Resolutions and decisions of the Board of Directors shall be adopted if approved by the majority of members attending the meeting; in case of equal votes, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.

b) Resolutions of the Board of Directors adopted by 100% of the total votes of all members of the Board of Directors shall be legal and effective even if the order and procedures for convening the meeting and adopting the resolution are not fully implemented and in accordance with regulations.

## **8. Authorization of another person to attend the meeting of the Board of Directors.**

Members must attend all Board of Directors meetings. Members may authorize others to attend meetings and vote if approved by a majority of Board of Directors members.

## **9. Take minutes of Board of Directors meetings.**

a) Board of Directors meetings must be recorded in minutes and may be recorded, recorded and stored in other electronic forms. Minutes must be made in Vietnamese and may be made in a foreign language, including the following main contents:

- Name, head office address, enterprise code;
- Time and location of the meeting;
- Purpose, agenda and content of the meeting;
- Full name of each member attending the meeting or authorized person attending the meeting and method of attending the meeting; full name of members not attending the meeting and reason;
- Issues discussed and voted on at the meeting;
- Summary of opinions expressed by each member attending the meeting in the order of the meeting;
- Voting results, clearly stating members who approve, disapprove and have no opinion;
- Issues passed and corresponding percentage of votes passed;



- Full name and signature of the chairperson and the person recording the minutes, except for the case specified in Clause 10 of this Article.

b) The chairperson, the person recording the minutes and the signatories in the minutes shall be responsible for the truthfulness and accuracy of the content of the minutes of the Board of Directors' meeting.

c) The minutes of the Board of Directors' meeting and the documents used in the meeting shall be kept at the company's head office.

d) Minutes prepared in Vietnamese and in a foreign language shall have the same legal effect. In case of differences in content between the minutes in Vietnamese and in a foreign language, the content in the minutes in Vietnamese shall prevail.

**10. In case the chairman or secretary refuses to sign the Minutes of the Board of Directors meeting.**

In case the chairperson or the minutestaker refuses to sign the meeting minutes, but if all other members of the Board of Directors attending and agreeing to sign the meeting minutes and having all the remaining contents as prescribed in Point a, Clause 9 of this Article, then the minutes shall be valid. The meeting minutes shall clearly state that the chairperson or the minutestaker refuses to sign the meeting minutes. The person signing the meeting minutes shall be jointly responsible for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The chairperson or the minutestaker shall be personally responsible for any damage caused to the enterprise due to refusal to sign the meeting minutes in accordance with the provisions of the Enterprise Law, the Company Charter and relevant laws.

**11. Notice of resolutions and decisions of the Board of Directors.**

Resolutions and decisions of the Board of Directors will be notified to the Supervisory Board for supervision and to the Board of Directors for implementation. For Resolutions of the Board of Directors that require information disclosure, information disclosure must be carried out in accordance with the law on information disclosure on the stock market.

**Article 36. Subcommittees of the Board of Directors**

The Board of Directors may establish subcommittees to be in charge of one or several areas of work of the Board of Directors. The minimum number of members of a subcommittee is 1 person. The functions, tasks, term of office, and number of members of each subcommittee shall be decided by the Board of Directors upon establishment. The head of each subcommittee must be a member of the Board of Directors, preferably a non-executive member of the Board of Directors or an independent member of the Board of Directors. Resolutions of the subcommittee shall only be effective when a majority of members attend and vote to approve them at the subcommittee meeting.

The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with current legal regulations and regulations in the Company Charter and Internal Regulations on corporate governance.



## **Article 37. Corporate governance officer**

### **1. Standards for Corporate Governance Officers.**

The person in charge of corporate governance must have legal knowledge and must not concurrently work for the independent auditing company that is auditing the company's financial statements.

### **2. Appointment of Corporate Governance Officer.**

The appointment of the Corporate Governance Officer is decided by the Board of Directors.

### **3. Cases of dismissal of the person in charge of corporate governance.**

The Board of Directors may dismiss the Corporate Governance Officer at any time, but not in violation of current labor laws..

### **4. Notice of appointment and dismissal of the person in charge of corporate governance.**

The appointment and dismissal of the person in charge of corporate governance must be announced in accordance with the law on information disclosure on the stock market.

### **5. Rights and obligations of the person in charge of corporate governance.**

The person in charge of corporate governance has the following rights and obligations:

- a) Advise the Board of Directors on organizing the General Meeting of Shareholders and resolving other related matters between the company and shareholders;
- b) Be in charge of preparing for meetings of the General Meeting of Shareholders, the Board of Directors, and the Supervisory Board at the request of the Board of Directors or the Supervisory Board;
- c) Advise on the order and procedures for conducting meetings, issuing resolutions and decisions of the company;
- d) Attend company meetings;
- dd) Provide financial information, copies of minutes of meetings of the Board of Directors and the Supervisory Board and other information to members of the Board of Directors and the Supervisory Board;
- e) Be in charge of information disclosure, reporting to the Board of Directors on the company's information disclosure activities;
- g) Be the contact point with interested parties;
- h) Keep information confidential in accordance with the provisions of law and the Company Charter;
- i) Other rights and obligations as prescribed by law.

## **CHAPTER IV**

### **BOARD OF SUPERVISION**

## **Article 38. Roles, rights and obligations of the Board of Supervisors and responsibilities of members of the Board of Supervisors**

### **1. Rights and obligations of the Board of Supervisors.**



- a) The Board of Supervisors supervises the Board of Directors and the Director in the management and operation of the company.
- b) Checks the reasonableness, legality, honesty and level of prudence in the management and operation of business activities; the systematicity, consistency and appropriateness of accounting, statistics and financial reporting.
- c) Appraises the completeness, legality and honesty of the company's business situation report, annual and 6-month financial reports, the Board of Directors' management assessment report and submits the appraisal report at the annual General Meeting of Shareholders. Review contracts and transactions with related parties under the approval authority of the Board of Directors or the General Meeting of Shareholders and makes recommendations on contracts and transactions requiring approval by the Board of Directors or the General Meeting of Shareholders.
- d) Review, inspect and evaluate the effectiveness and efficiency of the company's internal control, internal audit, risk management and early warning systems.
- d) Review the company's accounting books, accounting records and other documents, the company's management and operation when deemed necessary or according to the resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders owning 5% or more of the total number of common shares.
- e) Upon request of a shareholder or group of shareholders owning 5% or more of the total number of common shares, the Supervisory Board shall conduct an inspection within 07 working days from the date of receipt of the request. Within 15 days from the date of completion of the inspection, the Supervisory Board must report on the issues requested for inspection to the Board of Directors and the requesting shareholder or group of shareholders. The inspection by the Board of Supervisors prescribed in this clause must not hinder the normal operations of the Board of Directors and must not disrupt the company's business operations.
- g) Propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure for management, supervision, and operation of the company's business activities.
- h) When discovering that a member of the Board of Directors or the Director violates the obligations and responsibilities of a company manager as prescribed by law and the Company's Charter, it must immediately notify the Board of Directors in writing, request the violator to stop the violation and take measures to remedy the consequences.
- i) Attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors, and other meetings of the company.
- k) Use independent consultants and the company's internal audit department to perform assigned tasks.
- l) The Supervisory Board may consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders.



- m) Propose and recommend that the General Meeting of Shareholders approve an independent auditing company to audit the company's financial statements; decide on an approved auditing organization to inspect the company's operations, and dismiss the approved auditor when deemed necessary.
- n) Be responsible to shareholders for its supervisory activities.
- o) Monitor the financial situation of the company, compliance with the law in the activities of members of the Board of Directors, Directors, and other managers.
- p) Ensure coordination of activities with the Board of Directors, Directors, and shareholders.
- q) In case of detecting violations of the law or violations of the Company Charter by members of the Board of Directors, Directors, and other managers of the company, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the violator to stop the violation and take measures to remedy the consequences.
- r) Develop the Board of Supervisors' operating regulations and submit them to the General Meeting of Shareholders for approval.
- s) Report on the Board of Supervisors' operations at the annual General Meeting of Shareholders as prescribed.
- t) Exercise other rights and obligations as prescribed by law, the Company's Charter and resolutions of the General Meeting of Shareholders.

## **2. Responsibilities of the Supervisors**

- a) Comply with the law, the Company Charter, resolutions of the General Meeting of Shareholders and professional ethics in exercising assigned rights and obligations.
- b) Exercise assigned rights and obligations honestly, carefully and to the best of their ability to ensure the maximum legitimate interests of the company.
- c) Be loyal to the interests of the company and shareholders; do not abuse position, office and use information, know-how, business opportunities, other assets of the company for personal gain or to serve the interests of other organizations or individuals.
- d) Other obligations as prescribed by law.
- dd) In case of violating the provisions in points a, b, c, d of this clause causing damage to the company or others, the Controller shall be personally or jointly liable for compensating for such damage. Income and other benefits that the Controller obtains due to the violation must be returned to the company.
- e) In case a Controller is found to have violated the rights and obligations assigned, a written notice must be sent to the Board of Supervisors; the violator must be requested to stop the violation and remedy the consequences.

## **Article 39. Term, number, composition, structure of members of the board of supervisors**

### **1. Term, number, composition, structure of members of the Board of Supervisors**



a) The company's Board of Supervisors has 03 Supervisors. The term of office of a Supervisor shall not exceed 05 years and may be re-elected for an unlimited number of terms.

b) In case the term of office of a Supervisor ends at the same time and the new Supervisor has not been elected, the Supervisor whose term has expired shall continue to exercise his rights and perform his obligations until the new Supervisor is elected and takes office.

## **2. Standards and conditions of members of the Board of Supervisors.**

Members of the Board of Supervisors must meet the following standards and conditions:

a) Not being a person who is not entitled to establish and manage an enterprise according to the provisions of the Enterprise Law;

b) Being trained in one of the following majors: economics, finance, accounting, auditing, law, business administration or a major suitable for the business activities of the enterprise;

c) Not being a family member of a member of the Board of Directors, Director, Deputy Director of the company and other managers of the company;

d) Not being a company manager; not necessarily being a shareholder or employee of the company;

dd) Not working in the accounting or finance department of the company;

e) Not being a member or employee of an independent auditing company that is auditing the company's financial statements or an independent auditing company that has audited the company's financial statements in the previous 3 consecutive years.

## **3. Nominate and run for membership of the Board of Supervisors.**

The nomination and candidacy for the Board of Supervisors shall be carried out as follows:

a) Shareholders or groups of shareholders holding from 5% to less than 25% of the total number of voting shares for a continuous period of at least six months shall be entitled to nominate a maximum of 01 candidate;

b) Shareholders or groups of shareholders holding from 25% to less than 50% of the total number of voting shares for a continuous period of at least six months shall be entitled to nominate a maximum of 02 candidates;

c) Shareholders or groups of shareholders holding from 50% or more of the total number of voting shares for a continuous period of at least six months shall be entitled to nominate a maximum of 03 candidates.

In case the Board of Directors candidates have been identified, the public 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. The Board of Directors candidates must have a written commitment to the honesty and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully and



in the best interests of the company if elected as a member of the Board of Directors. Information related to the Board of Directors candidates to be disclosed includes:

- Full name, date of birth;
- Professional qualifications;
- Work history;
- Other management positions (including Board of Directors positions of other companies);
- Interests related to the company and related parties of the company;
- Other information (if any) as prescribed in the Company Charter. The Company must be responsible for disclosing information about the companies in which the candidate is holding the position of Board of Directors member, other management positions and the interests related to the company of the candidate for the Board of Directors (if any).

#### **4. How to elect members of the Board of Supervisors.**

Voting to elect members of the Board of Supervisors must be carried out 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 elected members of the Board of Supervisors and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Supervisors are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is sufficient. In case there are 02 or more candidates with the same number of votes for the final member of the Board of Supervisors, a re-election will be conducted among the candidates with the same number of votes or selection will be made according to the criteria specified in the election regulations.

#### **5. Cases of dismissal and removal of members of the Board of Supervisors.**

a) The General Meeting of Shareholders shall dismiss the Supervisor in the following cases:

- No longer meeting the standards and conditions to be a Supervisor as prescribed in the Company Charter;
- Submitting a resignation letter and being approved;
- The Supervisor is an authorized representative of a shareholder but has had his/her representative authorization revoked or the shareholder represented has transferred all shares to another person;

The Supervisor in the cases mentioned in this clause shall be officially dismissed (no longer qualified as a Supervisor) from the time the Board of Supervisors meets and issues a written confirmation without having to wait for the General Meeting of Shareholders to issue a resolution of dismissal.

b) When a shareholder withdraws the authorization to represent the management of the capital contribution of the Supervisory Board, that shareholder may appoint another authorized representative to replace it; then, the new authorized representative of the



shareholder will be recognized as the new Supervisory Board replacing the dismissed Supervisory Board from the time the Supervisory Board meets and issues a confirmation document without having to wait for the General Meeting of Shareholders to pass a resolution. However, this replacement Supervisory Board must be approved by the General Meeting of Shareholders at the nearest meeting; if the General Meeting of Shareholders does not approve this replacement Supervisory Board, the General Meeting of Shareholders must conduct a supplementary election at this meeting or the nearest subsequent meeting.

Any resolution of the Supervisory Board with the participation of the voting of the replacement Supervisory Board member shall still be considered legal, if the replacement Supervisory Board member is not approved by the General Meeting of Shareholders afterwards.

c) The General Meeting of Shareholders shall remove the Controller in the following cases:

- Failure to complete assigned tasks and work;
- Failure to exercise one's rights and obligations for 06 consecutive months, except in cases of force majeure;
- Repeatedly or seriously violating the obligations of the Controller as prescribed in the Company Charter and relevant laws.
- Other cases according to the resolution of the General Meeting of Shareholders.

d) The General Meeting of Shareholders may consider and decide to dismiss any Supervisor from the position of Supervisor when deemed necessary and in the interests of the company.

## **6. Notice of election, dismissal and removal of members of the Board of Supervisors.**

The election, dismissal and removal of members of the Board of Supervisors must be announced in accordance with the law on information disclosure on the stock market.

## **7. Salary and other benefits of members of the Board of Supervisors.**

a) Supervisors are paid salaries, remuneration, bonuses and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total salary, remuneration, bonuses, other benefits and the annual operating budget of the Board of Supervisors;

b) The Supervisor shall be paid for meals, accommodation, travel, and the use of independent consulting services at a reasonable level. The total remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders;

c) Salaries and operating expenses of the Board of Supervisors are included in the company's business expenses according to the provisions of the law on corporate income



tax, other relevant legal provisions and must be recorded as a separate item in the company's annual financial statements.

## **CHAPTER V**

### **DIRECTOR**

#### **Article 40. Roles, rights and obligations of the Director**

##### **1. The role of the Director.**

The Director is the person who runs the daily business of the company; is supervised by the Board of Directors; is responsible to the Board of Directors and before the law for the implementation of assigned rights and obligations.

##### **2. Rights and obligations of the director.**

- a) Decide on issues related to the company's daily business operations that are not under the authority of the Board of Directors;
- b) Organize the implementation of resolutions and decisions of the Board of Directors and the General Meeting of Shareholders;
- c) Organize the implementation of the company's business plan and investment plan;
- d) Propose the company's organizational structure and internal management regulations;
- dd) Appoint, dismiss, and remove management positions in the company, except for positions under the authority of the Board of Directors;
- e) Decide on salaries and other benefits for employees in the company, including managers under the appointment authority of the Director;
- g) Recruit employees;
- h) Propose plans to pay dividends or handle business losses;
- i) Propose personnel for the Board of Directors to consider/appoint to hold senior management positions of the company, including: Deputy Director, Chief Accountant of the company, Director of subsidiaries, head of branches, head of representative offices, representative of the company's investment capital management in other enterprises and organizations, and the company's Lawyer.
- k) Other rights and obligations as prescribed by law, the Company Charter and resolutions of the Board of Directors and the General Meeting of Shareholders.

#### **Article 41. Appointment, dismissal, signing and termination of contracts with the Director**

##### **1. Term of office, qualifications and conditions of the Director.**

- a) The term of office of the Director shall not exceed 05 years and may be reappointed for an unlimited number of terms.
- b) The Director must meet the following conditions and criteria:
  - Having full civil act capacity and not being a person who is not entitled to establish and manage an enterprise according to the provisions of the Enterprise Law;





- Not being a relative of the company manager, the company's Controller; the representative of the State capital portion, the representative of the enterprise's capital portion at the company;
- Having professional qualifications and experience in the work of enterprise management and operation, operating in the company's main business areas.

## **2. Appoint and sign labor contract with Director.**

The Board of Directors appoints a member of the Board of Directors or hires another person as the Company Director.

## **3. Miễn nhiệm, chấm dứt hợp đồng lao động với Giám đốc.**

The Board of Directors may dismiss the Director when the majority of the Board members with voting rights present at the meeting agree and appoint a new Director to replace him.

## **4. Notice of appointment, dismissal, contract signing, contract termination for Director.**

The appointment, dismissal, signing of contracts and termination of contracts with Directors must be disclosed in accordance with the law on information disclosure on the stock market.

## **5. Salary and other benefits of the Director.**

The Director's salary, bonus and other benefits are decided by the Board of Directors. The Director's salary and bonus are shown as a separate item in the annual financial report.

# **CHAPTER VI**

## **COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD AND THE DIRECTOR**

### **Article 42. Procedures and order of convening, meeting invitations, recording minutes, and announcing meeting results between the Board of Directors, Board of Supervisors and Director**

Procedures and order of convening, notice of meeting invitation, recording of minutes, notification of meeting results between the Board of Directors, the Board of Supervisors and the Director shall be carried out according to the procedures and order of convening the Board of Directors' meeting as prescribed in Article 35 of this Regulation.

### **Article 43. Notify the Board of Directors of resolutions and decisions to the Board of Supervisors and the Director**

Resolutions and decisions of the Board of Directors, once issued, must be sent to the Board of Supervisors and the Director at the same time as to the members of the Board of Directors.

### **Article 44. Cases in which the Board of Supervisors and the Director propose to convene a meeting of the Board of Directors and issues requiring the Board of Directors' opinion**

1. The Supervisory Board requests a meeting of the Board of Directors in case of detecting risks that may significantly affect the reputation or business operations of the



company or other cases that the Supervisory Board deems necessary to protect the interests of shareholders and the company.

2. The Director requests to convene a meeting of the Board of Directors and seek the opinion of the Board of Directors in the following cases:

- a) There is a conflict of rights and obligations between the Board of Directors and the Director;
- b) Issues arising in the process of implementing the Resolutions of the Board of Directors;
- c) Issues arising beyond the authority of the Director.

**Article 45. Director's report to the Board of Directors on the performance of assigned duties and powers**

1. The Director shall report to the Board of Directors on the performance of assigned duties and powers at the Board of Directors' meeting.

2. The Director's report to the Board of Directors shall include the following contents:

- a) Results of the implementation of resolutions and decisions of the Board of Directors and other tasks authorized by the Board of Directors;
- b) Status of implementation of approved business plans;
- c) Issues requiring the Board of Directors' guidance in the Director's operations;
- d) Other issues as requested by the Board of Directors.

**Article 46. Review the implementation of resolutions and other authorized matters of the Board of Directors with the Director.**

Based on the Director's report on the implementation of resolutions and decisions of the Board of Directors and other tasks authorized by the Board of Directors, the Board of Directors will review the Director's performance.

**Article 47. Issues that the Director must report, provide information and methods of notification to the Board of Directors and the Board of Supervisors**

1. The Director is responsible for reporting and providing information to the Board of Directors on the following issues:

- a) The contents of Article 45 of this Regulation.
- b) Issues related to the financial situation and business operations of the company and its units that the Board of Directors members request the Director to provide.
- c) Other contents as prescribed in the Law on Enterprises and the Company Charter.

2. The Director is responsible for reporting and providing information to the Board of Supervisors on the following issues:

- a) Issues related to the financial situation and business operations of the company and its units that the Board of Supervisors members request the Director to provide.



- b) Other contents as prescribed in the Law on Enterprises and the Company Charter.
- 3. Reporting and providing information to the Board of Directors and the Board of Supervisors must be done in an appropriate manner, but must be complete, accurate and timely.

**Article 48. Coordinate control, operation and supervision activities between members of the Board of Directors, members of the Supervisory Board and the Director.**

**1. Coordination of activities between the Board of Directors and the Board of Supervisors.**

- a) The Chairman of the Board of Directors must send meeting invitations and accompanying documents to the Supervisory Board to attend Board of Directors meetings. Members of the Supervisory Board have the right to attend Board of Directors meetings but do not have the right to vote on issues passed at the meeting.
- b) The Board of Directors is responsible for coordinating, cooperating closely and creating the most favorable conditions for the Board of Supervisors to exercise the right to inspect and supervise the activities of the Board of Directors according to regulations.
- c) The Board of Supervisors has the right to request the Board of Directors to provide information and documents on the management and operation of the company's business activities.
- d) The Board of Directors shall ensure that all Resolutions of the Board of Directors shall be sent to the members of the Supervisory Board in the same manner and at the same time as to the members of the Board of Directors.
- d) In addition to the information reported periodically, members of the Board of Supervisors have the right to request the Board of Directors to provide information and documents on the management, operation and business activities of the company.
- e) The Supervisory Board has the right to request members of the Board of Directors to attend the Supervisory Board meeting to answer issues of concern to the Supervisory Board.

**2. Coordination of activities between the Board of Directors and the Director.**

- a) The Board of Directors must ensure the most favorable conditions in terms of mechanisms, policies, human resources, and facilities for the Director to best perform the operation and management of the Company's business activities.
- b) The Director is responsible for directing and implementing the Resolutions of the Board of Directors. During the implementation of the Resolution, if problems that are unfavorable to the Company arise, the Director has the right to propose to the Board of Directors to consider adjusting the Resolution accordingly.
- c) The Director is responsible for reporting to the Board of Directors on issues related to the Company's operations and the implementation of the Resolutions of the Board of Directors.



d) The Director must create all conditions for members of the Board of Directors to access information and report in the most complete manner.

**3. Coordination of activities between the Board of Supervisors and the Director.**

a) The Director shall make reports as required by the Board of Supervisors in accordance with the provisions of the Enterprise Law and the Company Charter.

b) The Director shall create all conditions for the Supervisors to access information and report in the most complete manner.

c) The Director's reports to the Board of Directors shall be sent to the Supervisors in the same manner and at the same time as to the members of the Board of Directors.

**CHAPTER VII**

**ANNUAL ASSESSMENT, REWARDS AND DISCIPLINE FOR BOARD MEMBERS, SUPERVISORY BOARD MEMBERS, DIRECTORS AND OTHER EXECUTIVES**

**Article 49. Annual review of Board members**

1. The Chairman of the Board of Directors decides to evaluate the capacity, level of work completion, and contribution of the members of the Board of Directors to the company based on the tasks assigned, assigned, and authorized by the Chairman of the Board of Directors during the year.

2. The Chairman of the Board of Directors decides on rewards and discipline for each member of the Board of Directors in accordance with the company's regulations.

**Article 50. Annual review of Board members**

1. The Head of the Supervisory Board decides to evaluate the capacity, level of work completion, and contribution of the members of the Supervisory Board to the company based on the tasks assigned, assigned, and authorized by the Head of the Supervisory Board during the year.

2. The Head of the Supervisory Board decides to reward and discipline each member of the Head of the Supervisory Board in accordance with the company's regulations.

**Article 51. Annual review of Directors and other executives**

The Board of Directors is responsible for establishing performance evaluation criteria for the Director and other executives.

**CHAPTER VII**

**TERMS OF IMPLEMENTATION**

**Article 52. Effective Date**

The internal regulations on corporate governance of Van Lang Technology Investment and Development Joint Stock Company include 52 Articles and take effect from April 22, 2025.





**ON BEHALF OF THE BOARD  
OF DIRECTORS**

**CHAIRMAN**

*(Sign, print full name and stamp)*



**Nguyễn Thành Tiến**



No: 40/2025/TTr- HĐQT

Hanoi, 22 April 2025

**SUBMISSION**

**on continuing to study the Investment Cooperation Project of the 16ha Project in  
Phu Cuong Commune, Tan Lac District, Hoa Binh Province**

**VAN LANG TECHNOLOGY DEVELOPMENT AND INVESTMENT JOINT STOCK COMPANY**

Pursuant to Resolution No. 02/2024/NQ-ĐHĐCĐVLA dated February 19, 2024;

On February 19, 2024, the 2024 Annual General Meeting of Shareholders approved the report No. 38/2024 TTr-HĐQT dated January 24, 2024 "Regarding the proposal for investment cooperation and capital contribution for the 16ha project in Phu Cuong commune, Tan Lac district, Hoa Binh province."

On that basis, the Board of Directors and the Executive Board of the Company have implemented the proposed policy step by step.

The Company has conducted a field survey and researched the needs for project business development in general and the model of an eco-tourism and resort project in Hoa Binh province and neighboring areas.

Based on the preliminary survey results, the project has a lot of potential but currently there are still some problems with legal procedures, the state policies are not synchronized to implement the project and the market demand for services is not high.

Therefore, the Board of Directors reports and proposes that the General Meeting of Shareholders approve the Board of Directors and the Company's Executive Board to continue researching the Project Investment Cooperation Project in 2025 and the following years.

Respectfully submit to the General Meeting of Shareholders for consideration and approval of the proposal !

*Recipients:*

- As above
- File documents



**ON BEHALF OF B.O.D  
CHAIRMAN**

**Nguyen Thanh Tien**







No: 39/2025/TTr-HĐQT

Hanoi, 22 April 2025

**SUBMISSION**

**on Decisions on investment, purchase, sale of assets and execution of transactions  
under the authority of the General Meeting of Shareholders**

**Respectfully Submit: General Meeting of Shareholders of Van Lang  
Technology Investment and Development Joint Stock  
Company.**

- Pursuant to Law on Enterprise No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Charter of organization and operation of Van Lang Technology Investment and Development Joint Stock Company;
- Pursuant to the needs of actual business activities.

Implementing the policy of expanding business in many industries and fields in line with the development trend of the times. In order to ensure the timely and effective management of business activities and corporate governance of the Company during the period between two annual General Meetings of Shareholders, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and decision to approve a number of contents under the authority of the General Meeting of Shareholders according to the provisions of the Law and the Company's Charter as follows:

1. Through investment or sale of assets with a value of 35% (thirty-five percent) or more of the total asset value recorded in the Company's most recent Financial Statement at the time of the decision to invest or sell assets.

2. Through granting 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.

3. Through the approval of contracts, transactions with a value of 35% or more or transactions leading to the total transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent Financial Statement between the Company and the following related persons:

+ Shareholders, authorized representatives of shareholders owning more than 10% of the total shares of the Company and their related persons.



+ Members of the Board of Directors, members of the Board of Supervisors, General Director (Director), other managers under the appointment authority of the Board of Directors and their related persons;

+ Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises.

4. Through the establishment of subsidiaries and affiliates

5. Through capital contribution, share purchase to invest in subsidiaries, affiliated companies and other long-term investments of potential enterprises in all fields, start-up enterprises...

6. Through adding more business lines according to the provisions of law and carrying out procedures to change the business contents on the Business Registration Certificate in accordance with the business lines.


7. Amendment of the charter.

At the same time, the Board of Directors respectfully requests the General Meeting of Shareholders to authorize the Board of Directors to develop a detailed plan and implementation plan for the above contents, based on the needs arising in the actual business process of the Company in 2025, ensuring the interests of shareholders and the Company. The Board of Directors will report the implementation results at the nearest General Meeting of Shareholders.

Respectfully submit to the General Meeting of Shareholders for approval./.

**Recipients**

- As directed;
- Board of Directors, Supervisory Board;
- Executive Board

ON BEHALF OF B.O.D  
CHAIRMAN  
  
*Nguyen Thanh Tien*



*Ha Noi, 22 April 2025*

No: 41/2025/TTr-HĐQT

**SUBMISSION**

**on Mr. Nguyen Thanh Tien - Chairman of the Board of Directors buying shares from company shareholders to increase ownership ratio in the Company without having to make a public offering**

**To: General Meeting of Shareholders**

- Pursuant to the Enterprise Law No. 59/2020/QH14 issued on June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 issued on November 26, 2019;
- Pursuant to Decree 155/2020/ND-CP dated December 31, 2020;
- Pursuant to the Charter of Van Lang Technology Investment and Development Joint Stock Company;

The Board of Directors (BOD) of Van Lang Technology Investment and Development Joint Stock Company respectfully submits to the General Meeting of Shareholders of the Company to approve the purchase of shares of Van Lang Technology Investment and Development Joint Stock Company (stock code VLA) by Mr. Nguyen Thanh Tien - Chairman of the Board of Directors from other shareholders, resulting in the ownership of Mr. Tien and related persons reaching or exceeding the levels of 35%, 45%, 55%, 65% of the voting shares of Van Lang Technology Investment and Development Joint Stock Company without having to make a public offering, as prescribed in Article 35 of the Law on Securities. Specifically as follows:

1. Total number of shares owned according to the list closing date of June 3, 2024 of Mr. Nguyen Thanh Tien and related persons is as follows:

No	Full name	Number of shares	Ownership ratio	Relationship with the person making the transaction
1	Nguyen Thanh Tien	458.170	11,46%	Chairman
1.1	Nguyen Van Tho	160.950	4,03%	Bionomic father
1.2	Tran Thi Thanh Hoa	176.120	4,41%	Biological mother
1.3	Nguyen Thu Ha	375.347	9,39%	Bionomic





				younger sister
1.4	Vu Thi Hien Nhung	120.620	3,02%	Wife
	<b>Total</b>	<b>1.291.207</b>	<b>32,31%</b>	

2. List of shareholders transferring shares to Mr. Tien as follows:

No	Full name	Number of shares	Ownership ratio	Relationship with the person making the transaction
1	Nguyen Huu Thuan	398.000	9,96%	Deputy Chairman of the Board of Directors - Company Director
2	Tran Quang Thinh	94.000	2,35%	TV. Board of Directors
	<b>Total</b>	<b>492.000</b>	<b>12,31%</b>	

3. The number of shares and expected ownership ratio of Mr. Nguyen Thanh Tien and related persons after purchase are as follows:

No	Full name	Number of shares	Ownership ratio	Relationship with the person making the transaction
1	Nguyen Thanh Tien	<b>952.860</b>	<b>23,85%</b>	Chairman
1.1	Nguyen Van Tho	160.950	4,03%	Bionomic father
1.2	Tran Thi Thanh Hoa	176.120	4,41%	Biological mother
1.3	Nguyen Thu Ha	375.347	9,39%	Bionomic younger sister
1.4	Vu Thi Hien Nhung	120.620	3,02%	Wife
	<b>Total</b>	<b>1.785.897</b>	<b>44,62%</b>	

The Board of Directors respectfully submits to the General Meeting of Shareholders of Van Lang Technology Investment and Development Joint Stock Company for consideration and approval.

Best regards!



*Recipients:*

- *As above;*
- *To Secretary*

**ON BEHALF OF B.O.D**

**CHAIRMAN**



**Nguyễn Thanh Tien**

