

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

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**THE CHARTER  
JOINT STOCK COMPANY  
LAM DONG PHARMACY  
(LADOPHAR)**

*(Revised XVIII)*

*Da Lat City , April 24, 2025*

## **Table of Contents**

<b>I. DEFINITION OF TERMS IN ARTICLE .....</b>	<b>4</b>
Article 1. Interpretation of terms .....	4
<b>II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATIONS AND LEGAL REPRESENTATIVE OF THE COMPANY .....</b>	<b>5</b>
Article 2. Name, form, headquarters, branches, representative offices, business locations and term of operation of the Company .....	5
Article 3. Legal representative of the Company .....	5
<b>III. OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY .....</b>	<b>7</b>
Article 4. Company's operational objectives .....	7
Article 5. Scope of business and operations of the Company .....	7
<b>IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS .....</b>	<b>7</b>
Article 6. Charter capital, shares, founding shareholders .....	7
Article 7. Stock certificates .....	8
Article 8. Other securities certificates .....	9
Article 9. Transfer of shares .....	9
<b>V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL ....</b>	<b>9</b>
Article 10. Organizational structure, administration and control .....	9
<b>VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS ....</b>	<b>9</b>
Article 11. Rights of shareholders .....	9
Article 12. Obligations of shareholders .....	11
Article 13. General Meeting of Shareholders .....	12
Article 14. Rights and obligations of the General Meeting of Shareholders .....	13
Article 15. Authorization to attend the General Meeting of Shareholders .....	15
Article 16. Change of rights .....	16
Article 17. Convening meetings, meeting agenda and notice of invitation to General Meeting of Shareholders .....	17
Article 18. Conditions for holding the General Meeting of Shareholders .....	19
Article 19. Procedures for conducting meetings and voting at the General Meeting of Shareholders .....	19
Article 20. Conditions for the Resolution of the General Meeting of Shareholders to be passed .....	21
Article 21. Authority and procedures for obtaining shareholders' written opinions to pass Resolutions of the General Meeting of Shareholders .....	22

Article 22. Resolutions and Minutes of Shareholders' Meeting .....	24
Article 23. Request to cancel the Resolution of the General Meeting of Shareholders	
25	
<b>VII. BOARD OF DIRECTORS .....</b>	<b>26</b>
Article 24. Nomination and candidacy for members of the Board of Directors .....	26
Article 25. Composition and term of office of members of the Board of Directors ..	27
Article 26. Powers and obligations of the Board of Directors .....	27
Article 27. Remuneration, bonuses and other benefits of members of the Board of Directors	29
Article 28. Chairman of the Board of Directors .....	30
Article 29. Meeting of the Board of	31
Article 30. Subcommittees of the Board of Directors .....	33
Article 31. Person in charge of corporate governance .....	34
<b>VIII. GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS .....</b>	<b>34</b>
Article 32. Organization of management apparatus .....	34
Article 33. Business Operator .....	35
Article 34. Appointment, dismissal, duties and powers of the General Director .....	35
Article 35. Company Secretary .....	36
<b>IX. AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS .....</b>	<b>36</b>
Article 36. Nomination and candidacy for members of the Audit Committee .....	36
Article 37. .... Composition of the Audit Committee .....	36
Article 38. .... Rights and obligations of the Audit Committee .....	37
Article 39. .... Meeting of the Audit Committee .....	38
Article 40. .... Report on the activities of independent members of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders ..	38
<b>X. RESPONSIBILITIES OF BOARD OF DIRECTORS MEMBERS, AUDIT COMMITTEE MEMBERS, GENERAL DIRECTOR AND OTHER EXECUTIVES .....</b>	<b>39</b>
Article 41. .... Responsibility to be honest and avoid conflicts of interest	39
Article 4 2. Liability for damages and compensation .....	40
<b>XI. RIGHT TO SEARCH COMPANY BOOKS AND RECORDS .....</b>	<b>41</b>
Article 4 3. Right to look up books and records .....	41

<b>XII. EMPLOYEES AND TRADE UNIONS .....</b>	<b>42</b>
Article 4 4. Employees and trade unions .....	42
<b>XIII. PROFIT DISTRIBUTION .....</b>	<b>42</b>
Article 4 5. Profit distribution .....	42
<b>XIV. BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING REGIME .....</b>	<b>42</b>
Article 4 6. Bank accounts .....	42
Article 4 7. Fiscal year .....	43
Article 4 8. Accounting regime .....	43
<b>XV. FINANCIAL REPORTS, ANNUAL REPORTS AND RESPONSIBILITIES FOR INFORMATION DISCLOSURE .....</b>	<b>43</b>
Article 49. Annual, semi-annual and quarterly financial reports .....	43
Article 5 0 . Annual report .....	43
<b>XVI. COMPANY AUDIT .....</b>	<b>44</b>
Article 5 1. Auditing .....	44
<b>XVII. BUSINESS SEAL .....</b>	<b>44</b>
Article 5 2. Enterprise seal .....	44
<b>XVIII. DISSOLUTION OF COMPANY .....</b>	<b>44</b>
Article 5 3. Dissolution of the company .....	44
Article 5 4. Liquidation .....	44
<b>XIX. RESOLUTION OF INTERNAL DISPUTES .....</b>	<b>45</b>
Article 5 5. Resolution of internal disputes .....	45
<b>XX. SUPPLEMENTS AND AMENDMENTS TO ARTICLE .....</b>	<b>46</b>
Article 5 6. Company charter .....	46
<b>XXI. EFFECTIVE DATE .....</b>	<b>46</b>
Article 5 7. Effective date .....	46

## **I. DEFINITION OF TERMS IN THE CHARTER**

### **Điều 1. Terminology explained**

2. In this Charter, the following terms are construed as follows:

- a) *Charter capital* is the total par value of shares sold or registered to be purchased upon establishment of a joint stock company and as prescribed in Article 6 of this Charter;
- b) *The Law on Enterprises* is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- c) *The Securities Law* is the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- d) *Vietnam* is the Socialist Republic of Vietnam;
- e) *The date of establishment* is the date the Company is first granted the Certificate of Business Registration;
- f) *The business operators* are the General Director, Deputy General Director, Chief Accountant and other operators as prescribed in the Company Charter;
- g) *A business manager* is a person who manages a company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director and individuals holding other management positions as prescribed in the Company Charter;
- h) *Related persons* are individuals and organizations specified in Clause 46, Article 4 of the Law on Securities;
- i) *A shareholder* is an individual or organization that owns at least one share of a joint stock company;
- j) *A founding shareholder* is a shareholder who owns at least one common share and signs the list of founding shareholders of a joint stock company;
- k) *Major shareholder* is a shareholder as prescribed in Clause 18, Article 4 of the Law on Securities;
- l) *Term of operation* is the term of operation of the Company as stipulated in Article 2 of this Charter and the extension period (if any) approved by the Company's General Meeting of Shareholders;
- m) *The stock exchange* is the Vietnam Stock Exchange and its subsidiaries.
- n) *Delegate*: is a Shareholder, representative (person authorized by the shareholder)

3. In this Charter, references to one or more other provisions or documents include amendments, supplements or replacement documents.

4. The headings (Sections, Articles of this Charter) are used for convenience of understanding the content and do not affect the content of this Charter.

## **II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATIONS AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Điều 2. Name, form, headquarters, branches, representative offices, business locations and term of operation of the Company**

#### **1. Company Name**

- Company name in Vietnamese: **LAM DONG PHARMACEUTICAL JOINT STOCK COMPANY (LADOPHAR)**
- Company name written in foreign language: **LAM DONG PHARMACEUTICAL JOINT STOCK COMPANY**
- Abbreviated Company Name: **LADOPHAR**

#### **2. The company is a joint stock company with legal status in accordance with current laws of Vietnam.**

#### **3. Company registered office:**

- Head office address: 18 Ngo Quyen, Ward 6, Da Lat City, Lam Dong Province
- Phone: (0263) 3824167 – 3833251 - 3817937
- Fax: (0263) 3822369
- E-mail: ladopharcorp@gmail.com
- Website: <http://www.ladopharcorp.com>
- In case of any changes, the above information shall be deemed to be automatically updated in the Charter.

#### **4. The Company may establish branches and representative offices in the business area to carry out the Company's operational objectives in accordance with the decision of the Board of Directors and within the scope permitted by law.**

#### **5. Unless terminated before the deadline specified in Clause 2, Article 55 of this Charter, the Company's term of operation is indefinite.**

### **Điều 3. Legal representative of the Company**

The Company has 02 legal representatives, the Chairman of the Board of Directors and the General Director. In which, the Chairman of the Board of Directors and the General Director have full rights and obligations of the Legal Representative according to the provisions of current law. Specifically as follows:

#### **1. Authority of the Chairman of the Board of Directors: approve, decide on the contents and sign to confirm transactions and related documents for:**

- a) Contents and tasks under the authority of the Board of Directors (including but not limited to investment decisions, projects, real estate business, tasks arising at

- joint ventures/associated companies/companies with capital contributions of the Company);
- b) Directly manage and operate some activities of the company as assigned by the Board of Directors ;
  - c) Contents and tasks under the authority of the Chairman of the Board of Directors;
  - d) Other contents as decided by the Board of Directors.
2. Authority of the General Director:
- a) Direct the implementation of business activities according to the decisions of the Board of Directors/Chairman of the Board of Directors.
  - b) Approve, decide on the contents and sign to confirm transactions and documents for:
    - Daily business activities are under the authority of the General Director, as assigned/authorized by the Board of Directors/Chairman of the Board of Directors.
    - Other contents as decided by the Board of Directors/Chairman of the Board of Directors.
3. The Board of Directors decides on the Legal Representative of The Company opens a payment account at the Bank and a securities account. Approves, decides on the contents and signs to confirm transactions and documents related to the Company's payment account and securities account within the scope of representation.
4. The legal representative of the Company is an individual who represents the Company in exercising the rights and obligations arising from the Company's transactions, representing the Company as a plaintiff, defendant, or person with related rights and obligations before the Arbitration and the Court. The responsibilities of the legal representative are implemented in accordance with Article 13 of the Law on Enterprises and other rights and obligations as prescribed by current laws.
5. The legal representative of the Company must reside in Vietnam; and must authorize in writing another person to exercise the rights and obligations of the legal representative of the Company when leaving Vietnam.
6. In case the authorization period expires and the legal representative of the Company has not returned to Vietnam and there is no other authorization, the authorized person shall continue to exercise the rights and obligations of the legal representative of the Company within the scope of authorization until the legal representative of the Company returns to work, or until the Board of Directors decides to appoint another person to replace him/her.

7. In case of absence from Vietnam for more than 30 days without authorizing another person to exercise the rights and duties of the Company's legal representative, the Board of Directors will appoint another person to replace him/her.

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

#### **Điều 4. Company's operating objectives**

1. The Company's business lines are: manufacturing modern medicine, oriental medicine, functional foods. Buying and selling medicine, medicinal herbs, cosmetics, medical supplies, chemicals, biological products, vaccines. Cultivation of medicinal herbs. Exporting and importing medicine, raw materials for making medicine, supplies, medical equipment and machinery and manufacturing medicine. Accommodation services. Retailing medicine, medical equipment, cosmetics and hygiene products in specialized stores. Retailing food in specialized stores. Retailing by postal or internet orders. Importing and exporting the Company's business items. Entrusting and receiving entrustment for exporting and importing goods. Trading in forms of road transport. Wholesale of rice, wheat, other cereals, flour.

*( Details of the Company's business lines are stated in the Appendix attached to this Charter ).*

2. The Company's operational objectives: to mobilize and use capital effectively to develop production and business of products according to licensed functions and industries. At the same time, to improve efficiency and optimize profits, create jobs and stable income for employees, profits for shareholders, contribute to the State budget and continuously develop the Company. To become the largest pharmaceutical manufacturer and distributor in Vietnam.

#### **Điều 5. Scope of business and operations of the Company**

The Company is permitted to conduct business activities in the fields specified in this Charter, has registered, notified changes to the registration content to the business registration authority and has announced on the National Business Registration Information Portal. *In case the Company conducts business in the field of conditional investment and business, the Company must satisfy all business conditions as prescribed by the Investment Law and relevant specialized laws.*

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

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

1. The Company's charter capital is **VND 127,031,670,000** (In words: One hundred twenty seven billion, thirty one million, six hundred seventy thousand Vietnamese Dong).



2. The total charter capital of the Company is divided into **12,703,167 shares** with a par value of VND 10,000/share.
3. The company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.
4. The Company's shares on the date of approval of this Charter include common shares and preferred shares (if any). The rights and obligations of shareholders holding each type of shares are stipulated in Article 11 and Article 12 of this Charter.
5. The Company may issue other types of preferred shares after approval by the General Meeting of Shareholders and in accordance with the provisions of law.
6. The company has no founding shareholders.
7. Ordinary shares must be offered to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares that shareholders do not register to buy in full will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and others on conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or otherwise provided by the law on securities.
8. The Company may purchase shares issued by the Company itself in the manner prescribed in this Charter and applicable laws.
9. The Company may issue other types of securities as prescribed by law.

#### **Điều 7. Stock certificate**

1. Shareholders of the Company are issued stock certificates corresponding to the number of shares and type of shares owned.
2. Shares are securities that confirm the legal rights and interests of the owner to a part of the capital stock of the issuing organization. Shares must have full contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within 30 days from the date of submission of a complete application for transfer of ownership of shares as prescribed by the Company or within 30 days from the date of full payment for the purchase of shares as prescribed in the Company's share issuance plan (or another period as prescribed by the issuance terms), the owner of the shares shall be issued a share certificate. The owner of shares shall not have to pay the Company the cost of printing the share certificate.
4. In case a share certificate is lost, damaged or otherwise destroyed, the shareholder shall be reissued a share certificate by the Company upon the shareholder's request. The shareholder's request must include the following contents:
  - a) Information about shares that have been lost, damaged or otherwise destroyed;

- b) Commit to take responsibility for disputes arising from the re-issuance of new shares.

#### **Điều 8. Other securities certificates**

Bond certificates or other securities certificates issued by the Company shall be signed by the legal representative and sealed by the Company.

#### **Điều 9. Share transfer**

1. All shares are freely transferable unless otherwise provided by this Charter and the law. Shares listed and registered for trading on the Stock Exchange are transferred in accordance with the provisions of the law on securities and the stock market.
2. Shares that have not been fully paid for cannot be transferred and cannot enjoy related rights such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares and other rights as prescribed by law.

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

#### **Điều 10. Organizational structure, governance and control**

The Company's organizational, management, administration and control structure includes:

1. General meeting of shareholders;
2. Board of Directors, The Audit Committee under the Board of Directors ;
3. General Director.

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

#### **Điều 11. Shareholder rights**

1. Common shareholders have the following rights:
  - a) Attend and speak at the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative or in other forms as prescribed by the Company Charter or the law. Each common share has one vote;
  - b) Receive dividends at the level decided by the General Meeting of Shareholders;
  - c) Priority to purchase new shares corresponding to the ratio of common shares owned by each shareholder in the Company;
  - d) Freely transfer his/her shares to others, except in the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
  - e) Review, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of incorrect information;
  - f) Review, look up, extract or copy the Company Charter, minutes of the Shareholders' Meeting and Resolutions of the Shareholders' Meeting;

- g) When the Company is dissolved or bankrupt, receive a portion of the remaining assets corresponding to the percentage of shares owned in the Company;
  - h) Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
  - i) Equal treatment. Each share of the same type gives the shareholder equal rights, obligations and benefits. In case the Company has preferential shares, the rights and obligations attached to the preferential shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;
  - j) Have full access to periodic and irregular information published by the Company in accordance with the law;
  - k) To protect one's legitimate rights and interests; to request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Law on Enterprises;
  - l) Other rights as prescribed by law and this Charter.
2. Shareholders or groups of shareholders owning 5% or more of total common shares have the following rights:
- a) Request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
  - b) Review, look up, and extract minutes, resolutions, and decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Audit Committee, 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;
  - c) Request the Audit Committee to inspect each specific issue related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following contents: 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 institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders and ownership ratio in the total number of shares of the Company; issues to be inspected, purpose of inspection;
  - d) Propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and sent to the Company at least 07 working days before the opening date. Proposals 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;

e) Other rights as prescribed by law and this Charter.

3. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate people to the Board of Directors.

Nomination of people to the Board of Directors is carried out as follows:

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

b) Based on the number of members of the Board of Directors, shareholders or groups of shareholders specified in this clause have the right to nominate one or several people as decided by the General Meeting of Shareholders as candidates for the Board of Directors. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be selected by the Board of Directors. and other shareholders nominated.

## **Điều 12. Shareholder obligations**

Common shareholders have the following obligations:

1. Pay in full and on time for the number of shares committed to purchase.
2. Capital contributed in common shares shall not be withdrawn from the Company in any form, except in cases where the Company or another person buys back the shares. In case a shareholder withdraws part or all of the contributed capital in violation of the provisions of this clause, that shareholder and the person with related interests in the Company shall be jointly liable for the debts and other property obligations of the Company within the value of the withdrawn shares and any damages incurred.
3. Comply with the Company's Charter and Internal Management Regulations.
4. Comply with resolutions and decisions of the General Meeting of Shareholders and Board of Directors.
5. Keep confidential the information provided by the Company according to the provisions of the Company Charter and the law; only use the information provided to exercise and protect one's legitimate rights and interests; strictly prohibit the dissemination or copying or sending of information provided by the Company to other organizations and individuals.
6. Attend the General Meeting of Shareholders and exercise voting rights through the following forms:
  - a) Attend and vote directly at the meeting;

- b) Authorize other individuals and organizations to attend and vote at the meeting;
  - c) Attend and vote via online conference, electronic voting or other electronic form;
  - d) Send voting ballots to the meeting via mail, fax, email.
  - e) Send ballots by *other means* as prescribed by current law.
7. Be personally responsible when performing one of the following acts on behalf of the Company in any form:
- a) Violation of the law;
  - b) Conduct business and other transactions for personal gain or to serve the interests of other organizations or individuals;
  - c) Pay off outstanding debts before financial risks to the Company.
8. Fulfill other obligations as prescribed by current laws.

### **Điều 13. 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. The General Meeting of Shareholders meets annually once a year and within four (04) months from the end of the fiscal year. The Board of Directors decides to extend the annual General Meeting of Shareholders if necessary, but not more than 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders is determined to be the place where the chair attends the meeting and must be in Vietnam.
2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable location. The Annual General Meeting of Shareholders decides on matters in accordance with the provisions of law and the Company's Charter, especially approving the audited annual financial statements. In case the Audit Report of the Company's annual financial statements contains material exceptions, contrary audit opinions or rejections, the Company must invite a representative of the approved auditing organization to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the above approved auditing organization is responsible for attending the Annual General Meeting of Shareholders of the Company.
3. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:
  - a) The Board of Directors deems it necessary for the benefit of the Company;
  - b) Number of Board members remaining 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 115 of the Law on Enterprises; the request to convene a meeting of the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders or the request must be made in multiple copies and must include sufficient signatures of the relevant shareholders;
  - d) Other cases as prescribed by law and this Charter.
4. Convening an extraordinary meeting of shareholders
- a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within 60 days from the date the number of remaining members of the Board of Directors and independent members of the Board of Directors is as prescribed in Point b, Clause 3 of this Article or from the date of receipt of the request prescribed in Point c and Point d, Clause 3 of this Article.
  - b) The Board of Directors must notify the case where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replace an independent member of the Board of Directors within 06 months from the date of receipt of the notice of the relevant independent member of the Board of Directors;
  - c) In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, within the next 30 days, the shareholder or group of shareholders prescribed in Point c, Clause 3 of this Article shall have the right to request the Company representative to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;
  - d) In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting and making decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.
  - e) Procedures for organizing a General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Law on Enterprises.

#### **Điều 14. Rights and obligations of the General Meeting of Shareholders**

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

- a) Through the Company's development orientation;
  - b) Decide on the types of shares and the total number of shares of each type that are allowed to be offered for sale; decide on the annual dividend rate for each type of shares;
  - c) Elect, dismiss, remove members of the Board of Directors;
  - d) Decision to invest or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial report;
  - e) Decision to amend and supplement the Company Charter;
  - f) Through annual financial reports;
  - g) Decision to buy back more than 10% of total sold shares of each type;
  - h) Review and handle violations by members of the Board of Directors and members of the Audit Committee that cause damage to the Company and its shareholders;
  - i) Decision to reorganize and dissolve the Company;
  - j) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors;
  - k) Approve/ Amend and supplement the Internal Governance Regulations; Regulations on the operation of the Board of Directors;
  - l) Approve the list of approved auditing firms; decide on the approved auditing firm to conduct audits of the Company's operations, and dismiss approved auditors when deemed necessary;
  - m) Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders discussed and approved the following issues:
- a) The Company's annual business plan;
  - b) Audited 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 Audit Committee on the Company's business results, performance of the Board of Directors and General Director;
  - e) Self-assessment report on the performance of the Audit Committee and Audit Committee members ;
  - f) Dividend level for each share of each type;
  - g) Number of Board members;
  - h) Elect, dismiss, remove members of the Board of Directors;
  - i) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors;
  - j) Approve the list of approved auditing firms; decide on approved auditing firms to conduct audits of the company's operations when deemed necessary;

- k) Supplement and amend the Company Charter;
  - l) Types of shares and number of new shares issued for each type of shares and transfer of shares by founding members within the first 03 years from the date of establishment;
  - m) Division, separation, consolidation, merger or conversion of the Company;
  - n) Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
  - o) Decision to invest or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent Financial Statement;
  - p) Decision to buy back more than 10% of total sold shares of each type;
  - q) The Company signs contracts and transactions with the subjects specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the total value of the Company's assets recorded in the most recent financial report;
  - r) Approve the transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
  - s) Approve the internal regulations on corporate governance and the Board of Directors' operating regulations;
  - t) Other issues as prescribed by law and this Charter.
3. All resolutions and issues included in the agenda must be discussed and voted on at the General Meeting of Shareholders.

#### **Điều 15. Authorization 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 or organizations to attend the meeting or attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises, with the specific ratio as follows:
  - a) For individual shareholders, only a maximum of 1 other individual or organization may be authorized to attend the meeting;
  - b) In case a shareholder is an organization that owns less than 10% of the total number of common shares, it has the right to authorize a maximum of one (01) person to attend the General Meeting of Shareholders, and from 10% or more of the total number of common shares, it has the right to authorize a maximum of three (03) people to attend the meeting. In case there is more than one authorized representative, the number of shares and votes authorized for each representative must be specifically determined. In case the owner, member, or shareholder of the company does not determine the capital contribution and the corresponding



number of shares for each authorized representative, the number of shares will be divided equally among the number of authorized representatives.

2. The authorization for an individual or organization to represent them in attending the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document must be made in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope of authorization, the duration of authorization, and the signatures of the authorizing party and the authorized party.

The person authorized to attend the General Meeting of Shareholders must submit a power of attorney when registering to attend the meeting. In case of re-authorization, the person attending the meeting must also present the original power of attorney of the shareholder or the authorized representative of the shareholder being an organization (if not previously registered with the Company).

3. 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 case:
  - a) The authorized person has died, has limited civil capacity or has lost civil capacity;
  - b) The principal has revoked the appointment of the proxy;
  - c) The principal has revoked the authority of the agent.
  - a) This provision shall not apply in the event that the Company receives notice of one of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Điều 16. Change permissions**

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 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 approved 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 a resolution being approved by way of written opinion.
2. The organization of a meeting of shareholders holding a type of preferred shares to approve the above-mentioned change of rights is only 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 are not enough delegates as mentioned above, the meeting will be re-organized within the next 30 days and the holders of shares of that type (regardless of the number of people and shares) present in person or through authorized representatives are considered to have sufficient number of delegates required. At the meetings of shareholders holding the above-mentioned preferred shares, the holders of shares of that type present in person or through representatives may request a secret ballot. Each share of the same type has equal voting rights at the above-mentioned meetings.

3. The procedures for conducting such separate meetings are similar to the provisions in Articles 19, 20 and 21 of this Charter.
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 the Company's profits or assets shall not be changed when the Company issues additional shares of the same class.

#### **Điều 17. Convening meetings, meeting agenda and notice of invitation to General Meeting of Shareholders**

1. The Board of Directors convenes the annual and extraordinary General Meetings of Shareholders. The Board of Directors convenes extraordinary General Meetings of Shareholders in the cases specified in Clause 3, Article 13 of this Charter.
2. The person convening the General Meeting of Shareholders must perform the following tasks:
  - a) Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. 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 notice of invitation to the General Meeting of Shareholders. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;
  - b) Prepare conference program and content;
  - c) Prepare documents for the congress;
  - d) Draft resolution of the General Meeting of Shareholders according to the expected content of the meeting;
  - e) Determine the time and place of the congress;
  - f) Notify and send notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
  - g) Other work serving the congress.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures that it reaches the shareholders' contact addresses, and shall be published on the Company's website and the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders shall send the notice of the 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 (calculated from the date on which the notice is validly sent or transmitted). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be sent to the shareholders and/or posted on the Company's website. In the event that the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents for shareholders to access, including:
  - a) Meeting agenda, documents used in the meeting;
  - b) List and details of candidates in case of election of members of the Board of Directors ;
  - c) Voting ballot;
  - d) Draft resolutions for each issue on the agenda.
4. Shareholders or groups of shareholders as prescribed in Clause 2, Article 12 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 07 working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issues proposed to be included in the agenda.
5. The convener of the General Meeting of Shareholders has the right to reject the proposal specified in Clause 4 of this Article if it falls under one of the following cases:
  - a) The petition was sent in violation of the provisions of Clause 4 of this Article;
  - b) At the time of the proposal, the shareholder or group of shareholders does not hold 5% or more of common shares as prescribed in Clause 2, Article 12 of this Charter;
  - c) The proposed issue is not within the scope of decision-making authority of the General Meeting of Shareholders;
  - d) Other cases as prescribed by law and this Charter.
6. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and content of the meeting, except for the case specified in Clause 5 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.

**Điều 18. 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 at least 51% 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 shall 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 it 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 intended second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes of the shareholders attending the meeting.

**Điều 19. Procedures for conducting meetings and voting at the General Meeting of Shareholders**

1. Before opening the meeting, the Company must carry out shareholder registration procedures and must carry out the registration until all shareholders entitled to attend the meeting are present and have registered in the following order:
  - a) When registering shareholders, the Company shall issue to each shareholder or authorized representative with voting rights a voting card/ballot/election ballot, on which is stated the registration number, full name of the shareholder, full name of the authorized representative and the number of votes of that shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting in favor, against, and without opinion. The vote counting results shall be announced by the Chairman/ Vote Counting Committee immediately before the closing of the meeting. The General Meeting shall elect those responsible for counting or supervising the counting of votes at the request of the Chairman. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the request of the Chairman of the meeting;
  - b) Shareholders, authorized representatives of institutional shareholders or authorized persons arriving 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 chairperson is not responsible for stopping the

meeting to allow late shareholders to register and the validity of the contents voted on previously will not change.

2. The election of the chairman, secretary and 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 chairperson, the General Meeting of Shareholders shall elect the meeting chairperson from among the attendees 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 meeting chairman and the person with the highest number of votes shall chair the meeting;
  - c) The chairman appoints one or more people to act as meeting secretaries; the Shareholder/Delegate Qualifications Committee serves the meeting;
  - d) The General Meeting of Shareholders elects one or more people to the vote counting committee at the request of the meeting chairman.
3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and specifically specify the time for each issue in the agenda.
4. The Chairman of the meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees.
  - a) Seating arrangement at the venue of the General Meeting of Shareholders;
  - b) Ensure the safety of everyone present at meeting locations;
  - c) Facilitate shareholders to attend (or continue to attend) the meeting. The convener of the General Meeting of Shareholders has the full right to change the above measures and apply all necessary measures. The measures applied may be to issue admission tickets or use other forms of selection.
5. The person convening or chairing the meeting of the General Meeting of Shareholders has the following rights:
  - a) Require all meeting attendees to submit to screening or other reasonable, lawful 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 order, prevent the normal progress of the meeting or do not comply with security check requirements from the General Meeting of Shareholders.
6. The Chairman has the right to postpone a 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 comfortable seating for all attendees;
  - b) The media at the meeting location does not ensure that shareholders attending the meeting can participate, discuss and vote;
  - c) There are people attending the meeting who obstruct, disrupt order, and risk making the meeting not be conducted fairly and legally.
7. In case the chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 6 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairman in conducting the meeting until its conclusion; all resolutions passed at that meeting shall be effective.
8. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote by electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

**Điều 20. 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 votes of all shareholders attending and voting at the meeting , except for the cases specified in Clauses 3 , 4 and 6, Article 148 of the Law on Enterprises:
- 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;
  - e) Reorganization and dissolution of the Company;
  - f) Amendment and supplement to the charter.

2. Resolutions are passed when they are approved by shareholders holding at least 50% of the total number of votes of all shareholders attending and voting at the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.
3. 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 multiplied by the number of elected members of the Board of Directors 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 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, 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 or the Company Charter.

In case of election of members of the Board of Directors, if the number of candidates is less than or equal to the number of members of the Board of Directors to be elected, the election of members of the Board of Directors can be carried out by cumulative voting as prescribed in Clause 3, Article 148 of the Law on Enterprises or by voting as prescribed in Clause 2, Article 21 of the Company Charter.

4. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even if the order and procedures for convening the meeting and passing the resolution violate the provisions of the Law on Enterprises and the Company Charter.

**Điều 21. 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 of shareholders to pass the Resolution of the General Meeting of Shareholders shall be implemented according to the following provisions:

1. The Board of Directors has the right to obtain written opinions from shareholders to pass resolutions of the General Meeting of Shareholders at any time and on any matter when deemed necessary for the benefit of the Company, including the cases specified in Clause 2, Article 147 of the Law on Enterprises.
2. The Board of Directors must 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 requirements and method for sending the voting ballot and accompanying documents shall be implemented in accordance with the provisions of Clause 3, Article 18 of this Charter.

3. The opinion form must have the following main contents:
  - a) Name, head office address, business registration number;
  - b) Purpose of consultation;
  - 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 requiring consultation to pass decisions;
  - e) Voting options include approval, disapproval and no opinion on each issue being voted on;
  - f) Deadline for returning completed opinion forms to the Company;
  - g) Full name and signature of the Chairman of the Board of Directors.
4. Shareholders may send completed ballots to the Company by mail, fax or email according to the following provisions:
  - a) In case of sending by mail, the answered 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 sending by fax or email, the opinion form sent to the Company must be kept confidential until the time of vote counting;
  - c) Voting forms sent to the Company after the deadline specified in the voting form or opened in the case of mailing and disclosed in the case of faxing or emailing are invalid. Voting forms that are not returned are considered as non-voting forms.
5. The Board of Directors shall count the votes and prepare a vote counting record under the witness of the Audit Committee or of shareholders who do not hold management positions in the Company. The vote counting record must contain the following main contents:
  - a) Name, head office address, business registration number;
  - b) Purpose and issues to be consulted to pass the resolution;



- c) Number of shareholders with total number of votes participated in voting, in which distinguishing between valid and invalid votes and method of sending votes, with appendix of list of shareholders participating in voting;
- d) Total number of votes for, against and abstentions on each issue;
- e) The matter passed and the corresponding passing percentage;
- f) Full name and signature of the Chairman of the Board of Directors, the vote counter and the vote counting supervisor.

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 resolutions must be sent to shareholders within 15 days from the date of completion of the vote counting. The sending of the minutes of the vote counting and resolutions can be replaced by posting them on the Company's website within 24 hours from the date of completion of the vote counting.
- 7. The completed ballots, vote counting minutes, adopted resolutions and related documents attached to the ballots must all be kept at the Company's head office.
- 8. A resolution is passed by way of obtaining written opinions from shareholders if approved by shareholders holding more than 50% of the total votes of all shareholders with voting rights and has the same value as a resolution passed at a meeting of the General Meeting of Shareholders.
- 9. Resolutions passed by way of written shareholder voting have the same value as resolutions passed at the General Meeting of Shareholders.

## **Điều 22. Resolution, Minutes of Shareholders' Meeting**

- 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 have the following main contents:
  - a) Name, head office address, business registration number;
  - b) Time and place of the General Meeting of Shareholders;
  - c) Meeting agenda and content;
  - d) Full name of the chairman and secretary;
  - e) Summarize the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
  - f) Number of shareholders and total number of votes of shareholders attending the meeting, appendix of list of shareholders registered, shareholder representatives attending the meeting with 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 ratio to the total number of votes of shareholders attending the meeting;
  - h) Total number of votes for candidates (if any)
  - i) Issues passed and corresponding percentage of votes passed;
  - j) Full name and signature of the chairman and secretary. In case the chairman and secretary refuse to sign the meeting minutes, the minutes shall be valid if 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. The chairman and secretary of the meeting or other person signing the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
  3. Minutes made 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.
  4. Resolutions, Minutes of the General Meeting of Shareholders, appendix of list of shareholders registered to attend the meeting with shareholders' signatures, authorization documents to attend the meeting, all documents attached to the Minutes (if any) and related documents attached to the meeting invitation must be disclosed in accordance with the law on information disclosure on the stock market and must be kept at the Company's head office.

Resolutions, Minutes of the General Meeting of Shareholders, appendix of list of shareholders registered to attend the meeting, authorization documents to attend the meeting, all documents attached to the minutes in Vietnamese and in foreign languages, the content in the Vietnamese minutes shall apply.

**Điều 23. 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 to obtain opinions of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises has the right to request the Court or Arbitration to review and cancel the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. 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 for the case specified in Clause 3, Article 20 of this Charter.

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

## **VII. BOARD OF DIRECTORS**

### **Điều 24. Nominate and run for Board of Directors**

1. In case the Board of Directors candidates have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. 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:
  - a) Full name, date of birth;
  - b) Professional qualifications;
  - c) Work process;
  - d) Other management positions (including positions on the Board of Directors of other companies);
  - e) Interests related to the Company and its related parties;
  - f) Other information (if any) as prescribed in the Company Charter;
  - a) 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 the Board of Directors (if any).
2. Shareholders or groups of shareholders holding 10% or more of the total number of common shares have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Enterprise Law and the Company's Charter. Shareholders or groups of shareholders holding 10% to less than 20% of the total number of voting shares may nominate one (01) candidate; 20% to less than 30% may nominate up to two (02) candidates; 30% to less than 40% may nominate up to three (03) candidates; 40% to less than 50% may nominate up to four (04) candidates; 50% to less than 65% may nominate up to five (05) candidates; and 65% or more may nominate up to seven (07) candidates.
3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as required in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates

or organize nominations in accordance with the provisions of the Company Charter, the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.

4. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 1 and Clause 2, Article 155 of the Law on Enterprises and the Company Charter.

## **Điều 25. Composition and term of office of Board of Directors members**

1. Number of Board members: 05 people.
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. In case all members of the Board of Directors end their terms 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.

3. The composition of the Board of Directors is as follows:

The structure of the Board of Directors of a public company must ensure that at least 1/3 of the total number of Board members are non-executive members. The Company shall limit the number of Board members who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors.

The total number of independent members of the Board of Directors must ensure that there is at least 01 independent member.

The rights, obligations and methods of organization and coordination of activities of independent members of the Board of Directors will be specifically stipulated in the Board of Directors' Operating Regulations.

4. A member of the Board of Directors shall no longer be eligible to be a member of the Board of Directors in the event that he/she is dismissed, removed or replaced by the General Meeting of Shareholders in accordance with the provisions of Article 160 of the Law on Enterprises.
5. The appointment of members of the Board of Directors must be announced in accordance with the law on information disclosure on the stock market.
6. A member of the Board of Directors need not be a shareholder of the Company.

## **Điều 26. Powers and obligations of the 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 rights and obligations of the Board of Directors are stipulated by law, the Company Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:
  - a) Decide on the Company's strategy, medium-term development plan and annual business plan;
  - b) Propose the type of shares and the total number of shares of each type that can be offered;
  - c) Decision to sell unsold shares within the number of shares allowed to be offered for sale of each type; decision to raise additional capital in other forms;
  - d) Decide on the selling price of the Company's shares and bonds;
  - e) Decision to repurchase shares as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
  - f) Decide on investment plans and investment projects within the authority and limits prescribed by law;
  - g) Decide on market development, marketing and technology solutions;
  - h) Approving 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 decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;
  - i) Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the General Director and other important managers as prescribed in the Company Charter; decide on salaries, remuneration, bonuses and other benefits of those managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders at other companies, decide on remuneration and other benefits of those people;
  - j) Supervise and direct the General Director and other managers in the daily business operations of the Company;
  - k) Decide on the organizational structure and internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices and capital contribution and purchase of shares of other enterprises;
  - l) Approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;

- m) Submit audited annual financial statements to the General Meeting of Shareholders;
  - n) Propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;
  - o) Proposing the reorganization and dissolution of the Company; requesting the bankruptcy of the Company;
  - p) Decision to promulgate the Board of Directors' Operating Regulations, Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; decision to promulgate the Operating Regulations of the Audit Committee under the Board of Directors (if any), Regulations on information disclosure of the company;
  - q) Request the General Director, Deputy General Director, and other managers in the Company to provide information and documents on the financial situation and business activities of the Company and of units within the Company;
  - a) r) The manager is required to 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 specifically stipulated in the Board of Directors' Operating Regulations;
  - i. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the Company Charter.
3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

#### **Điều 27. Remuneration, bonuses 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. 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.
6. The Board of Directors may purchase liability insurance from the Company upon approval by the General Meeting of Shareholders. This insurance does not cover the Board of Directors' liabilities related to violations of the law and the Company's Charter.

#### **Điều 28. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors is elected, dismissed, and removed from among the members of the Board of Directors by the Board of Directors.
2. The Chairman of the Board of Directors may not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
  - a) Develop programs and plans of activities of the Board of Directors;
  - b) Prepare agenda, content, and documents for meetings; convene, chair and preside over Board of Directors meetings;
  - c) Organize the adoption of resolutions and decisions of the Board of Directors;
  - d) Monitor the implementation of resolutions and decisions of the Board of Directors;
  - e) Chair of the General Meeting of Shareholders;
  - f) Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.
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 or dismissal or removal.
5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with the principles prescribed in the Company Charter. 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.

#### **Điều 29. 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 must meet at least once a quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors convenes a meeting of the Board of Directors in the following cases:
  - a) At the request of the Audit Committee or an independent member of the Board of Directors;
  - b) At the request of the General Director or at least 05 other managers;
  - c) At the request of at least 02 members of the Board of Directors;
  - d) Other cases as prescribed by the Company Charter.
4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decisions within the authority of the Board of Directors.
5. The 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 meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damage caused to the Company; the person requesting shall have the right to replace the Chairman of the Board of Directors in convening a meeting of the Board of Directors.
6. The Board of Directors' meeting shall be conducted in person or online. The Chairman of the Board of Directors or the person convening the Board of Directors'



meeting shall send a notice of meeting at least 03 working days before the meeting date. The notice of meeting shall specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of meeting shall be accompanied by documents used at the meeting and the members' voting ballots.

Notice of Board of Directors' meeting may be sent by invitation, email, telephone, fax, electronic means or other methods as prescribed in the Company's Charter and guaranteed to reach 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 convener shall send the meeting invitation and accompanying documents to the members of the Audit Committee as to the members of the Board of Directors.

Audit Committee members have the right to attend Board of Directors meetings; have the right to discuss but not to vote.

8. A meeting of the Board of Directors shall be held when at least 3/4 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.
9. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:
  - a) Attend and vote directly at the meeting;
  - b) Authorize another person to attend the meeting and vote as prescribed in Clause 11 of this Article;
  - c) Attend and vote via online conference, electronic voting or other electronic form;
  - d) Send voting ballots to the meeting via mail, fax, email.
10. In case of sending the ballot to the meeting by 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 may only be opened in the presence of all attendees.
11. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows that he or she has an interest in it is responsible for publicly disclosing this interest at the first meeting of the Board of Directors discussing the signing of this contract or transaction. In case a member of the Board of Directors does not know that he or she and the related person have a related interest at the first

- meeting of the Board of Directors held after this member knows that he or she has an interest or will have an interest in the above transaction or contract.
12. 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.
  13. Resolutions and decisions of the Board of Directors are passed if approved by the majority of members attending the meeting; in case of equal votes, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.
  14. The Board of Directors has the right to seek written opinions from Board members to pass Board Resolutions when passing matters under the authority of the Board of Directors in Clause 2, Article 26 of this Charter.

Resolutions adopted by written vote are approved by the majority of the members of the Board of Directors with voting rights. This resolution has the same effect and validity as a resolution adopted at a meeting.

15. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors' meetings to the members and the minutes are valid evidence of the work conducted during the meeting unless there is an objection to the content of the minutes within ten (10) days from the date of sending. The minutes of the Board of Directors' meetings are prepared in Vietnamese and may be prepared in English. The minutes must be signed by the chairman and the person taking the minutes.

### **Điều 30. Subcommittees of the Board of Directors**

1. The Board of Directors may establish a subcommittee to be responsible for development policies, personnel, remuneration, internal audit, and risk management. The number of members of the subcommittee shall be decided by the Board of Directors, with a minimum of 02 people, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should make up the majority of the subcommittee and one of these members shall be appointed as Head of the subcommittee according to the decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee shall only be effective when the majority of members attend and vote for it at the subcommittee meeting.
2. The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with current legal regulations and provisions in the Company Charter and Internal Regulations on corporate governance.

### **Điều 31. Corporate governance officer**

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support corporate governance at the enterprise. The person in charge of corporate governance may concurrently hold the position of Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.
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 has the following rights and obligations:
  - a) Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;
  - b) Prepare meetings of the Board of Directors, Audit Committee and General Meeting of Shareholders as requested by the Board of Directors or Audit Committee ;
  - c) Advice on meeting procedures;
  - d) Attend meetings;
  - e) Consulting on procedures for preparing resolutions of the Board of Directors in accordance with legal regulations;
  - f) Provide financial information, copies of Board of Directors meeting minutes and other information to Board members;
  - g) Monitor and report to the Board of Directors on the Company's information disclosure activities;
  - h) Act as a point of contact with stakeholders;
  - i) Keep information confidential according to the provisions of law and the Company Charter;
  - j) Other rights and obligations as prescribed by law and the Company Charter.

## **VIII. GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS**

### **Điều 32. Management organization**

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company has a General Director, Deputy General Directors, Chief Accountant and other management positions appointed by the Board of Directors. The appointment, dismissal and removal of the above positions must be approved by resolution or decision of the Board of Directors.

### **Điều 33. Business Operator**

1. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with the number and qualifications appropriate to the Company's management structure and regulations as prescribed by the Board of Directors. Business executives must be responsible for supporting the Company in achieving its operational and organizational goals.
2. The General Director is paid a salary and bonus. The General Director's salary and bonus are decided by the Board of Directors.
3. The salary of the executive 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.

### **Điều 34. Appointment, dismissal, duties and powers of the General Director**

1. The Board of Directors appoints 01 member of the Board of Directors or hires another person as General Director.
2. The General Director is the person who runs the daily business operations of the Company as assigned /authorized and under the supervision of the Board of Directors , and is responsible to the Board of Directors and before the law for the implementation of assigned rights and obligations.
3. The term of office of the General Director shall not exceed 05 years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and the Company Charter.
4. The General Director has the following rights and obligations:
  - a) Decide on matters related to the Company's daily business operations as assigned/authorized and under the supervision of the Board of Directors;
  - b) Organize the implementation of resolutions and decisions of the Board of Directors;
  - c) Organize the implementation of the Company's business plan and investment plan;
  - d) Proposing organizational structure plan and internal management regulations of the Company;
  - e) Appoint, dismiss, and remove management positions in the Company, except for positions under the authority of the Board of Directors;
  - f) Decide on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director;
  - g) Labor recruitment;
  - h) Propose plans to pay dividends or handle business losses;

- i) Other rights and obligations as prescribed by law, the Company Charter and resolutions and decisions of the Board of Directors.
5. The Board of Directors may dismiss the General Director when the majority of the Board members with voting rights present at the meeting agree and appoint a new General Director to replace him.

### **Điều 35. Company Secretary**

When deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons as Company Secretary for a term of office as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary but not contrary to current labor laws. The Company Secretary shall have the following rights and obligations:

- a) Support the organization in convening meetings of the General Meeting of Shareholders, Board of Directors, and recording meeting minutes;
- b) Support Board members in performing assigned rights and obligations;
- c) Support the Board of Directors in applying and implementing corporate governance principles;
- d) Support the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with information provision obligations, information disclosure and administrative procedures;
- e) Other rights and obligations as prescribed in the Company Charter and the Company's internal regulations.

## **IX. AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS**

### **Điều 36. Nomination and candidacy for Audit Committee members**

- 1. The Chairman of the Audit Committee and other members of the Audit Committee are nominated by the Board of Directors and are not executives of the Company.
- 2. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a meeting of the Board of Directors.

### **Điều 37. Audit Committee Composition**

- 1. The Audit Committee shall consist of two or more members. The Chairman of the Audit Committee shall be an independent member of the Board of Directors. The other members of the Audit Committee shall be non-executive members of the Board of Directors.
- 2. Audit Committee members must have knowledge of accounting and auditing, have general understanding of the law and operations of the Company and must not fall into the following cases:
  - a) Work in the accounting and finance department of the Company;

- b) Be a member or employee of an auditing organization approved to audit the company's financial statements for the previous 3 consecutive years.
- 3. The Chairman of the Audit Committee must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, or business administration.

### **Điều 38. Rights and obligations of the Audit Committee**

The Audit Committee has the rights and obligations as prescribed in Article 161 of the Law on Enterprises and the Company Charter, including the following rights and obligations:

1. Have the right to access documents related to the Company's operations, discuss with other members of the Board of Directors, General Director, Financial Director, Chief Accountant and other managers to collect information for the Audit Committee's operations.
2. Has the right to request representatives of approved auditing organizations to attend and answer questions related to audited financial statements at meetings of the Audit Committee.
3. Use outside legal, accounting or other consulting services as needed;
4. Develop and submit to the Board of Directors policies on risk detection and management; propose to the Board of Directors solutions to handle risks arising in the Company's operations.
5. Monitor the integrity of the company's financial statements and official announcements regarding the company's financial results;
6. Review related party transactions within the approval authority of the Board of Directors or General Meeting of Shareholders and make recommendations on transactions requiring approval of the Board of Directors or General Meeting of Shareholders;
7. Supervise the Company's internal audit department;
8. Recommend the independent auditing company, remuneration level and related terms in the contract with the auditing company for the Board of Directors to approve before submitting to the Annual General Meeting of Shareholders for approval;
9. Monitor and evaluate the independence and objectivity of the auditing firm and the effectiveness of the auditing process, especially in cases where the Company uses non-audit services of the auditor;
10. Supervision is to ensure that the Company complies with legal regulations, regulatory requirements and other internal regulations of the Company.

11. Prepare a written report to the Board of Directors when discovering that a member of the Board of Directors, the General Director and other managers do not fully perform their responsibilities as prescribed in the Law on Enterprises and the Company Charter.
12. Develop the Audit Committee's operating regulations and submit them to the Board of Directors for approval.

**Điều 39. Audit Committee Meeting**

1. The Audit Committee must meet at least twice a year. Minutes of the meeting must be detailed, clear and fully retained. The person taking the minutes and the Audit Committee members attending the meeting must sign the minutes of the meeting.
2. The Audit Committee shall pass decisions by voting at meetings, by collecting written opinions or by other forms in accordance with regulations. Each member of the Audit Committee shall have one vote. Decisions of the Audit Committee shall be passed 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 Audit Committee.

**Điều 40. Report on the activities of the independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders**

1. The independent Board member in the Audit Committee is responsible for reporting on its activities at the Annual General Meeting of Shareholders.
2. The performance report of the independent member of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders must ensure the following contents:
  - a. Remuneration, operating expenses and other benefits of the Audit Committee and each member of the Audit Committee as prescribed in the Law on Enterprises and the Company Charter;
  - b. Summary of Audit Committee meetings and conclusions and recommendations of the Audit Committee;
  - c. Results of monitoring of financial reports, operations and financial status of the Company;
  - d. Report on the assessment of transactions between the Company, subsidiaries, other companies in which the Company controls 50% or more of the charter capital with members of the Board of Directors, General Directors, other executives of the enterprise and related persons of that entity; transactions between the Company and companies in which members of the Board of Directors, General Directors, other executives of the enterprise are founding

members or business managers within the last 3 years before the time of the transaction;

e. Results of supervision of the Board of Directors, General Director and other executives of the enterprise;

f. Results of the assessment of the coordination of activities between the Audit Committee, the Board of Directors, the General Director and shareholders;

## **X. RESPONSIBILITIES OF BOARD OF DIRECTORS MEMBERS, AUDIT COMMITTEE MEMBERS , GENERAL DIRECTOR AND OTHER EXECUTIVES**

Members of the Board of Directors, members of the Audit Committee , the General Director and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, honestly and carefully for the benefit of the Company.

### **Điều 41. Responsibility to be honest and avoid conflicts of interest**

1. Members of the Board of Directors, members of the Audit Committee , the General Director and other managers must publicly disclose related interests in accordance with the provisions of the Enterprise Law and relevant legal documents.
2. Members of the Board of Directors, members of the Audit Committee , the General Director, other managers and their related persons may only use information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Directors, members of the Audit Committee , the General Director and other managers are obliged to notify in writing the Board of Directors and the Audit Committee of transactions between the Company, its subsidiaries, other companies in which the public company controls 50% or more of the charter capital with that entity itself or with related persons of that entity in accordance with the provisions of law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.
4. A member of the Board of Directors is not allowed to vote on transactions that benefit that member or a related person of that member according to the provisions of the Law on Enterprises and the Company Charter.
5. Members of the Board of Directors, members of the Audit Committee , the General Director, other managers and related persons of these subjects are not allowed to use or disclose to others inside information to carry out related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, members of the Audit Committee , the General Director, other executives



and individuals and organizations related to these subjects are not invalid in the following cases:

- a) For transactions with a value less than (35%) of the total asset value recorded in the most recent financial report, the important contents of the contract or transaction as well as the relationships and interests of the Board of Directors members, Audit Committee members , General Director, and other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the Board of Directors members who have no related interests ;
- b) For transactions with a value of (35%) or transactions resulting in a 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 report, the important contents of this transaction as well as the relationships and interests of the members of the Board of Directors, members of the Audit Committee , the General Director, and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders with no related interests.
- c) Contracts, loan transactions, and asset sales with a value greater than 10% of the total asset value recorded in the most recent financial report between the Company and shareholders owning 5% or more of the total number of voting shares or related persons of such shareholders have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders with no related interests.

#### **Điều 42. Liability for damages and compensation**

- 1. Members of the Board of Directors, members of the Audit Committee , the General Director and other executives who violate their obligations and responsibilities of honesty and prudence and fail to fulfill their obligations shall be responsible for damages caused by their violations.
- 2. The Company shall indemnify any person who has been, is or may become a party to any claim, lawsuit or prosecution (including civil and administrative cases and not lawsuits initiated by the Company) if such person has been or is a member of the Board of Directors, a member of the Audit Committee , the General Director , another executive, an employee or a representative authorized by the Company who has been or is performing duties as authorized by the Company, acting honestly and prudently for the benefit of the Company on the basis of compliance with the law and there is no evidence confirming that such person has breached his or her responsibilities.

3. Compensation costs include judgment costs, fines, payments that arise in practice (including attorney fees) or are considered reasonable, with valid invoices and documents when resolving these cases within the framework of the law. The Company may purchase insurance for these people to avoid the above compensation responsibilities.

## **XI. RIGHT TO SEARCH COMPANY BOOKS AND RECORDS**

### **Điều 43. Right to search books and records**

1. Common shareholders have the right to examine books and records, specifically as follows:
  - a) Ordinary shareholders have the right to review, look up and extract information about their names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; review, look up, extract or copy the Company Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
  - b) Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the right to review, look up, and extract the minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial reports, reports of the Audit Committee , contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.
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 this power of attorney.
3. Members of the Board of Directors, members of the Audit Committee , the General Director and other executives have the right to look up the Company's shareholder register, list of shareholders, books and other records of the Company for purposes related to their positions, provided that such information must be kept confidential.
4. The Company must keep this Charter and amendments to the Charter, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Audit Committee , annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that 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.

## **XII. EMPLOYEES AND TRADE UNIONS**

### **Điều 44. Employees and unions**

1. The General Director must plan for the Board of Directors to approve issues related to recruitment, employee termination, salary, social insurance, benefits, rewards and discipline for employees and business executives.
2. The General Director must plan for the Board of Directors to approve issues related to the Company's relations with trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and current legal regulations.

## **XIII. PROFIT DISTRIBUTION**

### **Điều 45. Profit Distribution**

1. The General Meeting of Shareholders decides on the level of dividend payment and the form of annual dividend payment from the Company's retained earnings.
2. The Company does not pay interest on dividends or payments relating to a class of shares.
3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of dividends in shares and the Board of Directors is the body implementing this decision.
4. In case dividends or other amounts related to a type of shares are paid in cash, the Company must pay in Vietnamese Dong. Payments can be made directly or through banks based on the bank account details provided by the shareholder. In case the Company has transferred money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount the Company has transferred to this shareholder. Payment of dividends for shares listed/registered for trading on the Stock Exchange can be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision to determine a specific date to close the list of shareholders. Based on that date, those who register as shareholders or holders of other securities are entitled to receive dividends in cash or shares, receive notices or other documents.
6. Other issues related to profit distribution are carried out in accordance with the provisions of law.

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

### **Điều 46. Bank account**

1. The company opens accounts at Vietnamese banks or at foreign bank branches licensed to operate in Vietnam.
2. Subject to prior approval of the competent authority, if necessary, the Company may open a bank account abroad in accordance with the provisions of law.
3. The Company conducts all payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Company opens accounts.

#### **Điều 47. Fiscal year**

The Company's fiscal year begins on the first day of January each year and ends on December 31 each year. The first fiscal year begins on the date of issuance of the Business Registration Certificate and ends on December 31 of that year.

#### **Điều 48. Accounting mode**

1. The accounting regime used by the Company is the corporate accounting regime or a specific accounting regime issued and approved by a competent authority.
2. The Company shall prepare accounting books in Vietnamese and maintain accounting records in accordance with the provisions of the law on accounting and related laws. 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 as its accounting currency. In case the Company has economic transactions arising mainly in a foreign currency, it may freely choose that foreign currency as its accounting currency, be responsible for that choice before the law and notify the direct tax authority.

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

#### **Điều 49. Annual, semi-annual and quarterly financial reports**

1. The Company must prepare annual financial statements and the annual financial statements must be audited in accordance with the provisions of law. The Company shall publish the audited annual financial statements in accordance with the provisions of law on information disclosure on the stock market and submit them to the competent state agency.
2. The annual financial report must include all reports, appendices, and explanations in accordance with the law on corporate accounting. The annual financial report must honestly and objectively reflect the Company's operations.
3. The Company must prepare and publish audited semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the stock market and submit them to competent state agencies.

#### **Điều 50. Annual Report**

The Company must prepare and publish the Annual Report in accordance with the provisions of the law on securities and the stock market.

## **XVI. COMPANY AUDIT**

### **Điều 51. Auditing**

1. The General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies 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 based on the terms and conditions agreed with the Board of Directors.
2. The audit report is attached to the Company's annual financial statements.
3. The independent auditor performing the audit of the Company's financial statements is entitled to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders and to express opinions at the meeting on issues related to the audit of the Company's financial statements.

## **XVII. BUSINESS SEAL**

### **Điều 52. Company seal**

1. Seals include seals made at seal engraving establishments or seals in the form of digital signatures according to the provisions of law on electronic transactions.
2. The Board of Directors decides on the type, quantity, form and content of the seal of the Company, branches and representative offices of the Company (if any).
3. The Board of Directors and General Director use and manage the seal in accordance with current laws.

## **XVIII. DISSOLUTION OF COMPANY**

### **Điều 53. Dissolution of the company**

1. The company may be dissolved in the following cases:
  - a) According to the resolution and decision of the General Meeting of Shareholders;
  - b) Having the Certificate of Business Registration revoked, except in cases where the Law on Tax Administration provides otherwise;
  - c) Other cases as prescribed by law.
2. The dissolution of the Company before the deadline (including the extended deadline) is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

### **Điều 54. Liquidation**

1. At least 06 months before the end of the Company's term of operation or after the decision to dissolve the Company, the Board of Directors must establish a Liquidation

Committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is 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 shall be paid by the Company prior to other debts of the Company.

2. The Liquidation Board is responsible for reporting to the Business Registration Office on the date of establishment and the date of commencement of operations. From that time on, the Liquidation Board represents the Company in all matters related to the Company's liquidation before the Court and administrative agencies.
3. Proceeds from liquidation are paid in the following order:
  - a) Liquidation costs;
  - b) Debts of wages, severance pay, social insurance and other benefits of employees according to collective labor agreements and signed labor contracts;
  - c) Tax debt;
  - d) Other debts of the Company;
  - e) The remainder after all debts from items (a) to (d) above have been paid shall be distributed to the shareholders. Preferred shares have priority in payment.

## **XIX. RESOLUTION OF INTERNAL DISPUTES**

### **Điều 55. Internal dispute resolution**

1. In case of disputes or complaints related to the Company's operations, the rights and obligations of shareholders as prescribed in the Law on Enterprises, the Company Charter, other legal regulations or agreements between:
  - a) Shareholders with the Company;
  - b) Shareholders with the Board of Directors, Audit Committee , General Director or other executives;
2. The parties concerned shall attempt to resolve such dispute through negotiation and conciliation. Except in the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and shall request each party to present information relating to the dispute within 07 working days from the date the dispute arises. In the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, any party may request the Chairman of the Board of Directors to appoint an independent expert to act as a mediator for the dispute resolution process.

2. In case no conciliation decision is reached within 06 weeks from the start of the conciliation process or if the conciliator's decision is not accepted by the parties, a party may bring the dispute to Arbitration or Court.
3. The parties shall bear their own costs related to the negotiation and conciliation procedures. Payment of court costs shall be made according to the Court's judgment.

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

### **Điều 56. Company charter**

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case the law has provisions related to the Company's operations that are not mentioned in this Charter or in case there are new legal provisions that are different from the provisions in this Charter, those provisions shall be applied to regulate the Company's operations.

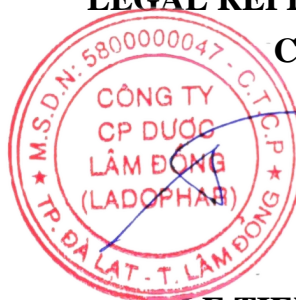
## **XXI. EFFECTIVE DATE**

### **Điều 57. Effective Date**

1. This charter consists of 21 Chapters , 5 7 This Charter was unanimously approved by the General Meeting of Shareholders of Lam Dong Pharmaceutical Joint Stock Company (Ladophar) on April 2025 and the full text of this Charter was approved.
2. The Charter is made in 10 copies, of equal value and must be kept at the Company's head office .
3. This charter is the sole and official charter of the Company.
4. Copies or extracts of the Company Charter are valid when signed by the Chairman of the Board of Directors or at least half of the total number of members of the Board of Directors.

**LEGAL REPRESENTATIVE**

**CEO**



**LE TIEN THINH**

## APPENDIX: COMPANY'S BUSINESS LINES

Industry code	Name of industry, business
<b>4649</b> <b>(Main)</b>	<b>Wholesale other household items.</b> <i>Details: buying and selling drugs, medicinal herbs, cosmetics, medical supplies and equipment.</i>
2100	Production of drugs, pharmaceutical chemicals and pharmaceutical materials. <i>Details: production of modern medicine and oriental medicine.</i>
1079	Production of other food products not elsewhere classified. <i>Details: production of functional foods.</i>
1101	Distillation, rectification and blending of spirits. <i>Details: production of wine and alcoholic beverages.</i>
1104	Production of non-alcoholic beverages, mineral water. <i>Details: production of carbonated and non-carbonated drinks.</i>
5510	Short-term accommodation services
4669	Other specialized wholesale not elsewhere classified. <i>Detail:</i> - <i>Import and export of drugs, medicinal herbs, raw materials for drug production, medical equipment and supplies.</i> - <i>Trading in biological products, vaccines, chemicals (for testing, biochemical, chemical, hematological experiments).</i>



Industry code	Name of industry, business
	- Wholesale of all kinds of plastic packaging (container packaging), PP and PE fabrics, PE bags, PP belts, PP forks and all kinds of accessories for the packaging industry (container packaging), PP and PE fabrics, PE bags, PP belts, PP forks and all kinds of accessories for the packaging industry).
4722	Retail sale of food in specialized stores. <i>Details: retail of functional foods.</i>
4772	Retail sale of medicines, medical equipment, cosmetics and toiletries in specialized stores.
4632	Food wholesale.
4633	Wholesale beverages. <i>Details: trading in wine, alcoholic and non-alcoholic beverages.</i>
4791	Retail by mail order or internet.
4933	Transport of goods by road.
6810	Real estate business, land use rights owned, used or rented.
0128	Growing spices, medicinal plants, and perennial aromatic plants.
4721	Retail sale of food in specialized stores.
1010	Processing and preserving meat and meat products.
1020	Processing and preserving aquatic products and aquatic products.
1075	Production of food, processed food.
1080	Production of animal feed, poultry and aquatic products.
4773	Retail sale of other new goods in specialized stores. Retailing packaging, PP and PE plastic granules, colorants, plastic additives, UV granules; retailing plastic packaging (container packaging), PP and PE fabrics, PE bags, PP straps, PP forks and other accessories for the packaging industry.
8299	Other remaining business support service activities not elsewhere classified. <i>Detail:</i> - Import and export of company products. - Entrust and receive entrustment for export and import of goods.
4932	Other forms of road transport. <i>Detail:</i> - Passenger transport by bus within the province and inter-province.

Industry code	Name of industry, business
	<i>- Car rental with driver for passenger transport, including contracts to transport passengers for sightseeing, tourism or other purposes.</i>
4631	Wholesale rice, wheat, other cereals, flour.