



**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

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**CHARTER**  
**THANG LONG CORPORATION - JSC**

**Hanoi, month      2025**



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## **PREAMBLE**

This Charter was first approved by the General Meeting of Shareholders on ..... and amended for the .....time on...../...../2025.

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

#### **Article 1. Interpretation of term**

1. In this Charter, the following terms shall be construed as follows:
  - b. "Company" means Thang Long Corporation-JSC;
  - c. "Charter capital" is the total par value of shares sold or registered to be purchased upon establishment of the enterprise and as stipulated in Article 6 of this Charter;
  - d. "Voting capital" means the equity capital, under which the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
  - e. "Enterprise Law" means the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and documents amending, supplementing and guiding the implementation of this law;
  - f. "Securities Law" means the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and documents amending, supplementing and guiding the implementation of this law;
  - g. "Establishment date" means the date on which the Company is first granted the Certificate of Enterprise Registration (Certificate of Business Registration and equivalent documents);
  - h. "Company Manager" includes the Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director and individuals holding other management positions with the authority to sign transactions of the Company on behalf of the Company as prescribed in this Charter;
  - i. "Company Executive" or "Enterprise Executive" is the General Director, Deputy General Director, Chief Accountant and other executives approved by the Board of Directors or General Director.
  - j. "Related Person" is an individual or organization specified in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;
  - k. "Shareholder" is an individual or organization owning at least one share of the Company;
  - l. "Founding Shareholder" is a shareholder owning at least one common share and signing the list of founding shareholders of a joint stock company;
  - m. "Major shareholder" is a shareholder as prescribed in Clause 18, Article 4 of the Law on Securities;



- n. "Term of operation" means the term of operation of the Company as stipulated in Article 2 of this Charter and the extension period (if any) approved by the General Meeting of Shareholders of the Company by resolution;
  - o. "Stock Exchange" means the Vietnam Stock Exchange and its subsidiaries;
  - p. "Vietnam" means the Socialist Republic of Vietnam.
- 2. In this Charter, references to one or more provisions or legal documents or other documents shall include amendments or replacement documents.
  - 1. The titles (chapters, articles of this Charter) are used for convenience of reference and shall not affect the content of this Charter.
  - 2. Words or terms defined in the Law on Enterprises, the Law on Securities (if not inconsistent with the subject or context) shall have the same meaning in this Charter. In case of conflict, the words or terms used in the Enterprise Law and Securities Law shall prevail.

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

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

- 1. Company Name  
Company name written in Vietnamese:  

THANG LONG CORPORATION – JSC

Company name in English:  

THANG LONG JOINT STOCK CORPORATION

Abbreviated Company Name: TLG  
Securities code: TTL
- 2. The Company is a joint stock company with legal status in accordance with current laws of Vietnam.
- 3. The Company's registered office is:  
Address: No. 72 Nguyen Chi Thanh Street, Lang Thuong Ward, Dong Da District, Hanoi City, Vietnam
- 4. The Company may establish subsidiaries, invest and contribute capital to member companies; establish branches and representative offices in business locations and establish a system of agents and business locations to carry out the Company's operational objectives within the scope permitted by law.
- 2. Unless terminated before the deadline as prescribed in Article 51 of this Charter, the term of operation of the Company shall commence from the date of establishment and shall be indefinite.

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

1. The Company has one (01) legal representative who is the General Director. During the periods when the Company does not have a General Director (due to the old General Director having submitted a resignation letter and being approved by the Board of Directors or other cases leading to the Company not having a General Director because the old General Director is no longer holding the position and the Board of Directors has not appointed a new General Director), the Chairman of the Board of Directors will replace the Company's Legal Representative to decide, sign and exercise all powers and responsibilities of the Company's Legal Representative, but this replacement period shall not exceed 30 days from the date the old General Director is no longer holding the position. Within the above 30-day period, the Board of Directors must officially appoint a new General Director and register with the state management agency according to current law.
2. Rights and obligations of the legal representative:
  - a. Represent the Company in exercising rights and obligations arising from the Company's transactions;
  - b. Represent the Company as plaintiff, defendant, person with related rights and obligations before Arbitration and Court;
  - c. Other rights and obligations according to this Charter, Resolution of the General Meeting of Shareholders and the Board of Directors of the Company.
2. The legal representative of the Company as prescribed in this Charter must reside in Vietnam. In case the legal representative leaves Vietnam, he/she must authorize in writing another person to exercise the rights and duties of the legal representative. In this case, the legal representative shall still be responsible for the exercise of the authorized rights and obligations.
3. In case the authorization period under Clause 3 of this Article 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 within the scope of authorization until the legal representative of the Company returns to work at the Company or until the Board of Directors decides to appoint another person as the legal representative of the Company.

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

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

1. The Company's business lines are:

No.	Name of business industry, lines	Code of business industry, lines
1.	Business of real estate, land use rights owned, used or leased	6810
2.	Short-term accommodation services	5510



No.	Name of business industry, lines	Code of business industry, lines
3.	Road freight transport	4933
4.	Wholesale of metals and metal ores	4662
5.	Wholesale of materials and other installation equipment in construction	4663
6.	Other specialized construction activities	4390
7.	Motor Vehicle Rental	7710
8.	Road passenger transport within the city and suburbs (except transport by bus)	4931
9.	Warehousing and storage of goods	5210
10.	Railway construction	4211
11.	<b>Road construction</b>	<b>4212 (chính)</b>
12.	Technical testing and analysis	7120
13.	Construction of other civil engineering works	4299
14.	Repair of machinery and equipment	3312
15.	Manufacture of metal components	2511
16.	Mechanical processing; metal treatment and coating	2592
17.	Manufacture of other fabricated metal products not elsewhere classified	2599
18.	Construction of house for living	4101
19.	Building a house not for living	4102
20.	Other remaining business support service activities not elsewhere classified	8299
21.	Labor source supply and management	7830
22.	Architectural and related technical consulting activities Details: Design of bridges and roads - Construction supervision of bridges and roads - Design of civil and industrial structures	7110



No.	Name of business industry, lines	Code of business industry, lines
	- Construction supervision of roads, civil and industrial works - Supervision of irrigation works  - Review of technical designs, construction technical designs and total construction estimates (only operate under a practice certificate)	
23.	Specialized Design Activities Details: Graphic Design	7410
24.	Manufacture of concrete and products from concrete, cement and gypsum	2395
25.	Manufacture of other electrical equipment	2790
26.	Installation of industrial machinery and equipment	3320
27.	Electrical works construction	4221
28.	Retail sale of cars (9 seats or less) (Excluding auction activities according to Articles 23, 24, 25 of the Law on Property Auction 2016)	4512
29.	Automobile and other motor vehicle dealerships (Excluding auction activities under Articles 23, 24, 25 of the 2016 Law on Property Auction)	4513
30.	Maintenance and repair of automobiles and other motor vehicles	4520
31.	Pipeline transport	4940
32.	Commodity and Securities Contract Brokerage Details: Commodity Contract Brokerage	6612
33.	Real estate consulting, brokerage, auction, land use rights auction Details: - Real estate management services - Real estate consulting services - Real estate trading floors - Real estate brokerage services (According to Article 62, Article 69, Article 74, Article 75 of the Law on Real Estate Business 2014)	6820
34.	Head office operations	7010
35.	General office administrative services	8211
36.	Production of plastics and synthetic rubber in primary form	2013

No.	Name of business industry, lines	Code of business industry, lines
37.	Manufacturing plastic products	2220
38.	Scrap recycling	3830
39.	Construction of telecommunications and information works	4223
40.	Construction of marine works	4291
41.	Construction of mining works	4292
42.	Construction of processing and manufacturing facilities	4293
43.	Installation of water supply, drainage, heating and air conditioning systems	4322
44.	Demolition	4311
45.	Site preparation	4312
46.	Electrical installation	4321
47.	Installation of other building systems	4329
48.	Construction completion	4330
49.	Commodity auction agents and brokers Details: Commodity auction agents and brokers (excluding auction activities)	4610
50.	Wholesale of other household goods (except pharmaceuticals)	4690
51.	Wholesale of agricultural machinery, equipment and spare parts	4653
52.	Wholesale of other machinery, equipment and spare parts Details: Wholesale of machinery, equipment and spare parts for mining and construction	4659
53.	Loading and unloading cargo	5224
54.	Financial services support activities not elsewhere classified Details: Investment consulting activities	6619
55.	Renting of machinery, equipment and other tangible goods without operator	7730
56.	Exploiting stone, sand, gravel, clay	0810
57.	Other mining not elsewhere classified	0899
58.	Mineral exploitation support service activities	0990

No.	Name of business industry, lines	Code of business industry, lines
59.	Construction of water supply and drainage works	4222
60.	Construction of other public works	4229
61.	Other specialized wholesale not elsewhere classified Details: Wholesale of scrap, metal or non-metal waste, raw materials for recycling including purchasing, arranging, classifying, cleaning used goods to get reusable spare parts	4669
62.	Retail sale of hardware, paint, glass and other construction installation equipment in specialized stores	4752
63.	Production of refractory products	2391
64.	Production of building materials from clay	2392
65.	Production of cement, lime and gypsum	2394
66.	Mining of chemical minerals and fertilizer minerals	0891
67.	Cutting, shaping and finishing stone Details: Cutting, shaping and finishing stone products used in construction, roads and roofing;	2396
68.	Manufacture of other non-metallic mineral products not elsewhere classified	2399
69.	Repair of prefabricated metal products	3311
70.	Electrical equipment repair	3314
71.	Non-hazardous waste collection	3811
72.	Pollution control and other waste management activities	3900
73.	Water exploitation, treatment and supply	3600
74.	Drainage and wastewater treatment	3700
75.	Treatment and disposal of non-hazardous waste	3821
76.	Forging, stamping, pressing and roll-forming of metal; powder metallurgy	2591

2. Company's operational objectives:

The Company was established to mobilize capital and effectively use capital sources; promote capacity in areas where the Company has advantages



(consulting, design, technical services and construction of traffic infrastructure works) expand production and business to other areas; constantly improve product quality to meet the increasing needs of customers; stabilize employment for employees, create conditions for shareholders and employees to truly own the enterprise; increase profits, increase dividends, fulfill obligations, and contribute more and more to the state budget.

**Article 5. Scope of business and operations of the Company**

1. The Company is permitted to plan and conduct all business activities according to the Company's business lines as announced on the National Business Registration Portal and this Charter, in accordance with the provisions of current laws and take appropriate measures to achieve the Company's objectives.
2. The Company may conduct business activities in other industries and professions permitted by law and approved by the General Meeting of Shareholders.

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

**Article 6. Charter capital, shares, founding shareholders**

1. The Company's current charter capital is:  
In number: 419,080,000,000 VND.  
In words: Four hundred nineteen billion, eighty million dong.  
The total charter capital of the Company is divided into 41,908,000 shares with a par value of 10,000 VND/share.
2. Charter capital is used for the following activities: purchasing fixed assets and minimum necessary equipment for the Company's operations; providing working capital for production and business; contributing capital to joint ventures, associations with other economic units and financial investment.
3. Charter capital may not be used to pay dividends or disperse the Company's assets for decisions to amend the Company's charter or reduce production scale.
4. The Company may increase or decrease its charter capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.
5. The Company's shares on the date of approval of this Charter are common shares. The rights and obligations of shareholders holding common shares are stipulated in Article 11 and Article 12 of this Charter.
6. 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.
7. Common shares must be offered to existing shareholders in proportion to their ownership of common 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 shall be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to subjects under conditions and in a manner that the Board of Directors deems appropriate, but may not sell such shares under conditions more favorable than those offered to existing shareholders, except in cases where shares are sold through the Stock Exchange by auction.

8. The Company may purchase shares issued by the Company itself in the manners prescribed in this Charter and current laws. Shares repurchased by the Company are treasury shares and the Board of Directors may offer them in a manner consistent with the Law on Securities, relevant guiding documents and the provisions of this Charter.
9. The Company may issue other types of shares when approved by the General Meeting of Shareholders and according to the provisions of law.

#### **Article 7. Securities certificate**

1. Shareholders of the Company are issued securities certificates corresponding to the number of shares and type of shares owned.
2. Shares are certificates issued by the Company, book entries or electronic data confirming ownership of one or more shares of the Company. Shares must have full contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within two (02) months from the date of submission of a complete application for transfer of share ownership as prescribed by the Company or within two (02) months (or another period as prescribed by the issuance terms) from the date of full payment for the purchase of shares as prescribed in the Company's share issuance plan, the owner of the shares will be issued a share certificate. The owner of shares does not have to pay the Company the cost of printing the share certificate.
4. In case the share certificate is lost, torn, burned, destroyed or damaged, the owner of such share may request to be issued a new share certificate on the condition that he/she provides evidence of ownership of the share, pays all relevant costs to the Company and commits to be responsible for any disputes arising from the reissuance of the new Share Certificate. After fifteen days from the date of receipt of the complete application, the Company will issue a new replacement share certificate.

#### **Article 8. Other securities certificates**

Bond certificates or other securities certificates of the Company (except for offer letters, temporary certificates and similar documents), are issued with the seal and specimen signature of the legal representative of the Company, unless otherwise provided by the terms and conditions of issue.

#### **Article 9. Securities registration, transfer, freezing, and release of shares**

1. All shares are freely transferable unless otherwise provided by this Charter, the law and the Resolution of the General Meeting of Shareholders/Board of Directors. Shares listed and registered for trading on the Stock Exchange are



transferred in accordance with the provisions of the law on securities and the securities market.

2. Shares that have not been fully paid for cannot be transferred and enjoy related rights such as the right to receive dividends, the right to receive shares issued to increase share capital from equity capital, the right to purchase newly offered shares and other rights as prescribed by law.
3. In case the Company's shares are no longer traded centrally on the Stock Exchange or in other forms as prescribed by law, the Board of Directors shall prescribe the procedures for transferring ownership of the Company's shares.
4. The Company's shares may be pledged, mortgaged, used as collateral for obligations, and contributed capital according to with current legal regulations. The Board of Directors shall prescribe the contents related to the freezing and unfreezing of shares in case of receiving requests from shareholders or at the request of competent State agencies.

## **V. ORGANIZATION, GOVERNANCE AND CONTROL STRUCTURE**

### **Article 10. Organization, governance and control structure**

The Company's governance and control structure includes:

1. General Meeting of Shareholders;
2. Board of Directors;
3. Board of Supervisors;
4. Executive Board including the Legal Representative and the Board of General Directors.

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

### **Article 11. Shareholder rights**

1. Rights of shareholders<sup>5</sup>. Shareholders are the owners of the Company, with rights and obligations corresponding to the number of shares and types of shares they own. Shareholders are only responsible for the debts and other financial obligations of the Company within the scope of the capital contributed to the Company.
2. Common shareholders have the following rights:
  - a. Attend and speak at the General Meeting of Shareholders and exercise the right to vote directly at the General Meeting of Shareholders or through an authorized representative or by remote voting or through other forms according to the provisions of law. Each common share has one vote;
  - b. Receive dividends at the rate decided by the General Meeting of Shareholders;
  - c. Freely transfer fully paid shares in accordance with the provisions of this Charter and current laws, unless otherwise provided by this Charter, laws or Resolutions of the General Meeting of Shareholders/Board of Directors;
  - d. Priority in purchasing newly offered shares corresponding to the proportion of common shares they own;



- e. View and receive copies or extracts of information on names and contact addresses in the list of shareholders with voting rights; request correction of incorrect information;
- f. Access to information on the list of shareholders entitled to attend the General Meeting of Shareholders;
- g. Review, look up, extract or photocopy the Company Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
- h. In case the Company is dissolved or bankrupt, receive a portion of the remaining assets corresponding to the percentage of shares owned in the Company after the Company has paid its debts (including debt obligations to the State, taxes, fees) and paid to shareholders holding other types of shares of the Company in accordance with the provisions of law;
- i. Request the Company to repurchase shares in cases prescribed in Article 132 of the Law on Enterprises;
- j. Be treated equally. 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 shareholders;
- k. Have full access to periodic information and extraordinary information published by the Company in accordance with the provisions of law;
- l. To protect their 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 Enterprise Law;
- m. Other rights as prescribed by law and this Charter
- 3. A shareholder or group of shareholders holding five percent (5%) or more of the total number of common shares has the following rights:
  - a. Request to convene a General Meeting of Shareholders in the cases specified in Clause 3, Article 115 and Article 140 of the Law on Enterprises;
  - b. Check and receive a copy or excerpt of the list of shareholders entitled to attend and vote at the General Meeting of Shareholders;
  - c. Review, look up, and extract the minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Supervisory Board, contracts, transactions that must be approved by the Board of Directors and other documents, except documents related to trade secrets, business secrets of the Company;
  - d. Request the Board of Supervisors to check each specific issue related to the management and operation of the Company when deemed necessary. The request must be in writing; must include the full name, permanent address, nationality, ID card number, Passport or other legal personal identification for individual shareholders; name, permanent address, nationality, establishment decision number or business registration number for organizational shareholders; number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and

- ownership ratio in the total number of shares of the Company; issues to be inspected, purpose of inspection;
- e. Proposal of the issues for inclusion in the agenda of the General Meeting of Shareholders. Proposal must be in writing and sent to the Company at least 03 working days before the opening date. Proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issues proposed for inclusion in the agenda.
  - f. Other rights as prescribed by law and this Charter.
4. 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 and the Board of Supervisors according to the provisions of Article 24 and Article 35 of this Charter. The nomination of people to the Board of Directors and the Supervisory Board is carried out as follows:
- a. Common shareholders forming a group to nominate people for the Board of Directors and the Board of Supervisors must notify the shareholders attending the meeting 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 and the Board of Supervisors, the shareholder or group of shareholders specified in this clause has the right to nominate one or several people as decided by the General Meeting of Shareholders as candidates for the Board of Directors and the Board of Supervisors. In case the number of candidates nominated by the shareholder or group 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 nominated by the Board of Directors, the Board of Supervisors and other shareholders.

#### **Article 12. Shareholder obligations**

Common shareholders have the following obligations:

- 1. Comply with the Company Charter and regulations of the Company; comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;
- 2. Participate in meetings of the General Meeting of Shareholders and exercise voting rights through the following forms:
  - a. Tham dự và biểu quyết trực tiếp tại cuộc họp;
  - b. Attend and vote directly at the meeting;
  - c. Authorize another person to attend and vote at the meeting;
  - d. Attend and vote via online meeting, electronic voting or other electronic form;
  - e. Send voting ballots to the meeting via mail, fax, electronically.
- 3. Pay for the registered shares in full and on time. The capital contributed in common shares must 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 must be jointly responsible for the debts and other property obligations of the Company within the value of the withdrawn shares and any damages incurred;

4. Provide complete and accurate information when registering to buy shares and update changes during the process of holding shares;
5. Fulfill other obligations as prescribed by current laws;
6. Be responsible for the Company's losses corresponding to the shares contributed;
7. In case of participating in the Company's production activities, be responsible for protecting the Company's assets and interests; keep secrets about the Company's profession, activities, and production technology secrets of the Company;
8. Be personally responsible when performing one of the following acts in the name of the Company in any form:
  - a. Violation of the law;
  - b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
  - c. Paying debts that have not yet matured in the face of possible financial risks to the Company.
9. Shareholders participating in the management of the Company who lose money or assets of the Company or cause damage to the Company, the Company, at its discretion, shall take one of the following measures to ensure liability:
  - a. If the amount of money or assets (converted into money) is less than the number of shares currently in existence at the time of the loss, the Company has the right to request the Securities Depository Center and depository members to freeze the entire number of shares until the shareholder has fully compensated for the loss. Or request the shareholder to negotiate with another shareholder designated by the Company's Board of Directors to recover the loss;
  - b. If the amount of money or property (converted into money) or the value of the damage is greater than the number of shares existing at the time of the loss, in addition to handling as prescribed in Point a of this Clause, the Company has the right to file a lawsuit with a competent Court to request compensation for the remaining value of the damage.

#### **Article 13. General meeting of shareholders**

1. The General Meeting of Shareholders is the highest authority of the Company. The annual General Meeting of Shareholders is held once (01) a year. The annual General Meeting of Shareholders must be held 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.



2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select a suitable location within the territory of Vietnam. The Annual General Meeting of Shareholders shall decide on matters according to the provisions of law and the Company's Charter. In case the Audit Report of the Company's annual financial statements contains material exceptions, the Company may invite a representative of the independent auditing company to attend the Annual General Meeting of Shareholders to explain the relevant contents.
3. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases:
  - a. The Board of Directors deems it necessary for the benefit of the Company;
  - b. Annual balance sheet, (including audited quarterly, six (06) month Financial Statements or annual Financial Statements) or annual financial statements reflect that the equity has lost half (1/2) compared to the beginning of the period;
  - c. The number of members of the Board of Directors, independent members of the Board of Directors, and Supervisors is less than the number of members prescribed by law or the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number of members prescribed in this Charter;
  - d. A shareholder or group of shareholders specified in Clause 3, Article 11 of this Charter requests to convene a General Meeting of Shareholders in writing. The request to convene a General Meeting of Shareholders must clearly state the reason and purpose of the meeting, have sufficient signatures of the relevant shareholders or the request can be made in multiple copies and collect sufficient signatures of the relevant shareholders;
  - e. The Board of Supervisors requests to convene a meeting if the Supervisory Board has reason to believe that members of the Board of Directors or other executives seriously violate their obligations under Article 165 of the Law on Enterprises or that the Board of Directors acts or intends to act beyond the scope of its authority;
  - f. 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 thirty (30) days from the date the number of members of the Board of Directors, independent members of the Board of Directors or remaining Supervisors is as prescribed in Point c, Clause 3 of this Article or from the date of receipt of the request prescribed in Point d and Point e, Clause 3 of this Article;
  - b. 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 thirty (30) days, the Board of Supervisors must replace the Board of Directors to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;
  - c. In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point b Clause 4 of this Article, within the next

thirty days, the shareholder or group of shareholders with the request prescribed in Point d Clause 3 of this Article shall have the right to replace the Board of Directors and the Supervisory Board to convene the General Meeting of Shareholders as prescribed in Clause 4 Article 140 of the Law on Enterprises.

All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. This expense does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

#### **Article 45. Rights and obligations of the General Meeting of Shareholders**

1. The annual general meeting of shareholders discusses and approves the following issues:
  - a. Audited annual financial statements;
  - b. Report of the Board of Directors;
  - c. Report of the Board of Supervisors;
  - d. Annual business plan of the Company;
  - e. Dividend level for each share of each type;
  - f. Other issues under authority.
2. Annual and extraordinary general meetings of shareholders (including meetings in the form of collecting shareholders' opinions in writing) shall pass decisions on the following issues:
  - a. Approving the development orientation of the Company;
  - b. Approving the audited annual financial statements;
  - c. The annual dividend payment for each type of share is in accordance with the Enterprise Law and the rights attached to that type of share. This dividend is not higher than the level proposed by the Board of Directors after consulting with shareholders at the General Meeting of Shareholders;
  - d. The number of members of the Board of Directors;
  - e. Approving the list of independent auditing companies; deciding on the independent auditing company to conduct an inspection of the company's operations, dismissing the independent auditor when deemed necessary;
  - f. Electing, dismissing, and removing members of the Board of Directors and members of the Supervisory Board;
  - g. Deciding on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;
  - h. Deciding on amending and supplementing the Company Charter;
  - i. 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;
  - j. Divide, separate, consolidate, merge or convert the Company;
  - k. Decide on the reorganization or dissolution of the Company;
  - l. Consider and handle violations by members of the Board of Directors and Supervisors that cause damage to the Company and its shareholders;



- m. Decide on investment or sale of assets with a value equal to or greater than thirty-five percent (35%) of the total value of the Company's assets recorded in the most recent audited financial statements;
- n. Decide on the repurchase of more than ten percent (10%) of the total number of shares issued of each type;
- o. The Chairman of the Board of Directors concurrently serves as the General Director of the Company;
- p. The Company or its branches sign contracts and transactions with the entities specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than thirty-five percent (35%) of the total value of the Company's assets recorded in the most recent audited financial statements.
- q. Approve internal governance regulations; regulations on the operation of the Board of Directors, regulations on the operation of the Board of Supervisors;
- r. Authorize the Board of Directors to perform tasks and powers under the authority of the General Meeting of Shareholders stated in this Article, unless otherwise provided by law.
- s. Other issues as prescribed by law and this Charter.
- 3. Shareholders are not allowed to vote in the following cases:
  - a. Through contracts and transactions specified in Point p Clause 2 of this Article when that shareholder or a person related to that shareholder is a party to the contract;
  - b. The repurchase of shares by that shareholder or by a person related to that shareholder, except in cases where the repurchase of shares is made in proportion to the ownership ratio of all shareholders or the repurchase is made through order matching transactions on the Stock Exchange or public offering according to the provisions of law.
  - c. All resolutions and issues included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

#### **Article 15. Authorized representatives**

- 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.
- 2. The authorization for a representative to attend the General Meeting of Shareholders must be made in writing according to the Company's form and must be signed according to the following provisions:
  - a. In case an individual shareholder is the principal, the authorization letter must be signed by that shareholder and the individual or legal representative of the organization authorized to attend the meeting. At meetings convened by the Board of Directors, the Board of Directors may issue specific written regulations allowing authorization by phone, fax or email if it ensures confirmation and storage of the authorization content;
  - b. In case the institutional shareholder is the principal, the authorization letter must be signed by the authorized representative or the legal representative of

the institutional shareholder and the individual or legal representative of the organization authorized to attend the meeting;

- c. The person authorized to attend the General Meeting of Shareholders must submit the authorization letter when registering to attend the meeting before entering the meeting room.
3. Except for the case specified in Clause 3 of this Article, 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:
  - a. The authorized person has died, has limited civil act capacity or has lost civil act capacity;
  - b. The authorized person has revoked the authorization;
  - c. The authorized person has revoked the authority of the person performing the authorization.
  - d. This provision shall not apply in the event that the Company receives notice of one of the above events forty-eight (48) hours before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 16. Changes in rights relating to preferred stock**

1. Resolutions of the General Meeting of Shareholders on contents that adversely change the rights and obligations of shareholders owning preferred shares shall only be passed 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 passing decisions in the form of obtaining written opinions.
2. The procedures for conducting such separate meetings shall be similar to those prescribed in Articles 18, 19 and 20 of this Charter.
3. Unless otherwise provided by the terms of issue of shares, the special rights attached to the classes of shares with preferential rights in respect of some or all matters relating to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

#### **Article 17. Convening, agenda and notice of General Meeting of Shareholders**

1. The Board of Directors convenes a meeting of the General Meeting of Shareholders or a meeting of the General Meeting of Shareholders is convened according to the cases specified in Point b or Point c, Clause 4, 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;
  - b. Prepare the agenda and content of the meeting;



- c. Prepare documents for the meeting;
  - d. Draft resolutions of the General Meeting of Shareholders according to the expected content of the meeting;
  - e. Determine the time and place of the meeting;
  - f. Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
  - g. Other tasks for the meeting.
3. Notice of the General Meeting of Shareholders shall be sent to all shareholders by registered mail and shall be published on the Company's website and the Stock Exchange. The person convening the General Meeting of Shareholders shall send a notice of invitation to all shareholders on the List of Shareholders entitled to attend the meeting at least twenty-one (21) days before the opening date of the General Meeting of Shareholders. The agenda of the General Meeting of Shareholders and documents relating to the issues to be voted on at the meeting shall be sent to shareholders or posted on the Company's website. In the case that the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting shall clearly state the link to all meeting documents for shareholders to access, including:
- a. Meeting agenda, documents used in the meeting;
  - b. List and detailed information of candidates in case of election of members of the Board of Directors, Supervisors (if candidates have been determined in advance);
  - c. Voting ballot;
  - d. Form of appointment of the authorized representative to attend the meeting;
  - e. Draft resolution for each issue in the meeting agenda.
4. Shareholders or groups of shareholders as prescribed in Clause 3, Article 11 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The proposal must include the shareholder's full name, permanent address, nationality, Citizen Identification Card number, Identity Card, Passport or other legal personal identification for individual shareholders; name, enterprise code or establishment decision number, head office address for organizational shareholders; the number and type of shares held by that shareholder, and the proposed content to be included in the meeting 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 recommendation petition was sent late or was incomplete or incorrect in content;

- b. At the time of the proposal, the shareholder or group of shareholders does not hold five percent (5%) or more of common shares as prescribed in Clause 3, Article 11 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.
- 7. Decisions passed at the General Meeting of Shareholders with the number of shareholders attending in person and by proxy representing 100% of the total number of shares with voting rights are legal and effective even if the order and procedures for convening, the content of the meeting agenda and the manner of conducting the meeting are not implemented in accordance with regulations.

**Article 18. Conditions for holding a General Meeting of Shareholders**

- 1. The General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents more than fifty percent (50%) of the total number of voting shares.
- 2. In case the first meeting does not meet the conditions for holding the meeting as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting must be sent within 30 days from the date of the first meeting, unless otherwise provided in the Company Charter. 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 voting shares; the specific ratio shall be provided in the Company Charter.
- 3. In case the second meeting does not meet the conditions for holding the meeting as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the date of the second meeting, unless otherwise provided in the Company Charter. The third General Meeting of Shareholders shall be held regardless of the total number of votes of the shareholders attending the meeting.
- 4. Upon the request of the Chairman, only the General Meeting of Shareholders shall have the right to change the meeting agenda sent with the meeting invitation as prescribed in Clause 6, Article 17 of this Charter.
- 5. Shareholders may attend the General Meeting of Shareholders in one of the following forms:
  - a. Directly attend the meeting and vote at the General Meeting of Shareholders through a direct meeting, online conference, electronic voting or other electronic forms;
  - b. Send the ballot by registered mail, fax, or email to the Board of Directors at least 01 day before the opening of the meeting. In case of sending a registered mail, the Vote Counting Committee of the General Meeting of Shareholders



has the right to open the ballot of that shareholder. In case of sending a fax or email, the Board of Directors is responsible for keeping the content of the shareholder's vote confidential and handing over the data and information to the Vote Counting Committee of the General Meeting of Shareholders;

- c. Authorize another person to attend the General Meeting of Shareholders.

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

1. Before the opening, the Company must carry out the shareholder registration procedure and must carry out the registration until all shareholders who are entitled to attend the meeting are present and registered.
2. When registering shareholders, the Company shall issue to each shareholder or authorized representative with voting rights a voting card, on which is recorded the registration number, full name of the shareholder, full name of the authorized representative and the number of votes of that shareholder. The voting card may be encoded or digitized so that voting and/or vote counting can be carried out based on the use of computer software or technological, digital means. The General Meeting shall elect persons responsible for counting votes or supervising the counting of votes at the request of the Chairman. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the request of the Chairman of the meeting.
3. Shareholders or authorized representatives who arrive after the meeting has opened have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The Chairman is not responsible for stopping the meeting to allow late shareholders to register and the validity of the contents voted on before will not change.
4. The Chairman of the Board of Directors shall chair meetings convened by the Board of Directors. The Chairman of the Board of Directors may authorize the Vice Chairman of the Board of Directors to chair meetings. In case both the Chairman and the Vice Chairman are 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 Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect the meeting chairperson from among the attendees and the person with the highest number of votes shall chair the meeting.

In other cases, the person who signs the summons for the General Meeting of Shareholders shall direct the meeting. The General Meeting of Shareholders shall elect the meeting chairperson and the person with the highest number of votes shall be appointed as the meeting chairperson.

The Chairman has the right to appoint one or more persons as the Secretary of the meeting to record the Minutes and assist the Chairman in the General Meeting.

- The composition of the Vote Counting Committee shall be approved by the General Meeting of Shareholders based on the nomination of the Chairman.
5. 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 identify the time for each issue in the agenda.
  6. The Chairman of the General Meeting may conduct necessary and reasonable activities to conduct the General Meeting of Shareholders in a valid, orderly manner, according to the approved agenda and reflecting the wishes of the majority of the attending delegates.
  7. The Chairman of the General Meeting may postpone the meeting upon the agreement or request of the General Meeting of Shareholders with the required number of attending delegates as prescribed to another time or change the meeting location in the following cases:
    - a. The meeting venue does not have enough convenient seating for all attendees;
    - b. The means of communication at the meeting venue do not ensure that shareholders attending the meeting can participate, discuss and vote;
    - c. Some attendees obstruct or disrupt the meeting, causing a risk of making the meeting not be conducted fairly and legally.The maximum postponement period shall not exceed three (03) days from the date the meeting is scheduled to open.
  8. In case the chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 7 of this Article, the General Meeting of Shareholders shall elect another person from among the attending members to replace the chairman to conduct the meeting until its conclusion and the validity of the votes at that meeting shall not be affected.
  9. The person convening the General Meeting of Shareholders has the right to request shareholders or authorized representatives attending the General Meeting of Shareholders to be subject to inspection or other legal and reasonable security measures. In case a shareholder or authorized representative does not comply with the regulations on inspection or security measures mentioned above, the person convening the General Meeting of Shareholders, after careful consideration, may refuse or expel the above shareholder or representative from the meeting.
  10. The Board of Directors, after careful consideration, may take appropriate measures to:
    - a. Arrange seating at the location of the General Meeting of Shareholders;
    - b. Ensure safety for everyone present at the meeting locations;
    - c. Create conditions for shareholders to attend (or continue to attend) the meeting.

The Board of Directors has the sole discretion to alter the above measures and to take all necessary measures. Such measures may include issuing entry passes or using other forms of options.



11. In case the General Meeting of Shareholders applies the above measures, the Board of Directors, when determining the meeting location, may:
  - a. Notice of the meeting to be held at the location stated in the notice and at which the chairman of the meeting will be present ("Principal Place of Meeting");
  - b. Arrange and organize so that shareholders or authorized representatives who cannot attend the meeting according to this Article or those who wish to attend at a location other than the main location of the meeting can simultaneously attend the meeting;

The notice of the holding of the meeting need not detail the organizational measures under this Article.
12. In these Articles (unless the circumstances otherwise require), every shareholder shall be deemed to have attended the meeting at the Principal Place of Meeting.
13. 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 in accordance with current legal regulations.
14. Every year, the Company organizes a General Meeting of Shareholders at least once (01). The annual General Meeting of Shareholders shall not be organized in the form of collecting shareholders' opinions in writing.

#### **Article 20. Passing the decision of the General Meeting of Shareholders**

1. The General Meeting of Shareholders passes decisions within its authority by voting at the meeting or by obtaining written opinions.
2. For the passing of resolutions at the meeting:
  - 2.1. The resolution on the following content shall be passed if approved by shareholders representing sixty-five percent (65%) or more of the total votes of all shareholders attending the meeting:
    - a. Type of shares and number of shares offered;
    - b. Type of shares and total number of shares of each type;
    - c. Change of business industry and field;
    - d. Change of the Company's management structure;
    - e. Reorganization or dissolution of the Company;
    - f. Transactions to buy or sell assets of the Company or its subsidiaries or branches with a value of thirty-five percent (35%) or more of the total value of the Company's assets calculated according to the most recent audited financial statements.

In this case, the representative of the Company signing the contract must notify the Board of Directors and the Supervisory Board of the entities involved in the contract or transaction; and at the same time, attach a draft

contract or notify the main content of the transaction. The Board of Directors shall submit the draft contract or explain the main content of the transaction at the General Meeting of Shareholders or obtain written opinions from shareholders. In this case, shareholders with related interests shall not have the right to vote; the contract or transaction shall be approved when the number of shareholders representing sixty-five (65%) of the total remaining votes approve.

- 2.2. The remaining resolutions shall be passed when approved by shareholders holding more than 50% of the total votes of all shareholders attending the meeting, except for the cases specified in Clauses 1, 3, 4 and 5 of this Article and Clause 9, Article 21 of this Charter.
3. Resolutions in the form of written opinions will be passed when approved by shareholders holding more than 50% of the total number of votes, except for the cases specified in Clauses 3 and 4 of this Article.
4. Voting to elect members of the Board of Directors and the Supervisory Board must be carried out by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors or the Supervisory Board and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Directors or the Supervisory Board are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is sufficient. In case there are two (02) or more candidates with the same number of votes for the final member of the Board of Directors or the Supervisory Board, a re-election will be conducted among the candidates with the same number of votes or selection will be made according to the criteria of the election regulations or the Company's Charter.
5. A resolution of the General Meeting of Shareholders on the content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be passed if it is approved by the number of preferred shareholders of the same type attending the meeting owning 75% or more of the total number of preferred shares of that type or by the number of preferred shareholders of the same type owning 75% or more of the total number of preferred shares of that type in the case of passing the resolution in the form of obtaining written opinions.
6. The resolution of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within 15 days from the date of approval; in case the company has a website, sending the resolution can be replaced by posting it on the company's website.



**Article 21. Authority and procedures for collecting written opinions of shareholders to approve decisions of the General Meeting of Shareholders**

The authority and procedures for collecting written opinions of shareholders to approve decisions 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 approve all decisions of the General Meeting of Shareholders at any time when deemed necessary for the benefit of the Company.
2. The Board of Directors must prepare the voting ballot, draft resolution of the General Meeting of Shareholders and documents explaining the draft resolution. The Board of Directors must ensure that the documents are sent and announced to shareholders within a reasonable time for consideration and voting and must be sent at least ten (10) days before the deadline for receiving voting ballots. The requirements and method of sending voting ballots and accompanying documents shall be implemented according to the provisions of Clause 3, Article 17 of this Charter.
3. The opinion form must have the following main contents:
  - a. Name, head office address, enterprise code;
  - b. Purpose of collecting opinions;
  - c. Full name, permanent address, nationality, Citizen Identification Card number, Identity Card, Passport or other legal personal identification of individual shareholders; name, enterprise code or establishment decision number, head office address of institutional shareholders or full name, permanent address, nationality, Citizen Identification Card number, Identity Card, Passport or other legal personal identification of authorized representative of institutional shareholders; number of shares of each type and number of votes of shareholders;
  - d. Issues requiring opinions to pass decisions;
  - e. Voting options including approval, disapproval and no opinion on each issue for which opinions are collected;
  - f. Deadline for sending back to the Company the completed opinion form;
  - g. Full name and signature of the Chairman of the Board of Directors.
4. The completed ballot must be signed by the individual shareholder, or the legal representative of the organization shareholder or individual, or the authorized legal representative of the organization.
5. The opinion form can be sent to the Company in the following forms:
  - a. Sending letter envelope: 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. By fax or email: The opinion form sent to the Company by fax or email must be kept confidential until the time of vote counting.
  - c. The opinion form received by the Company after the deadline specified in the content of the opinion form or opened in the case of mail or announced before the time of vote counting in the case of fax or email is invalid. The opinion form that is not returned is considered a non-voting form.
6. The Board of Directors shall count the votes and prepare a vote counting record under the witness of the Board of Supervisors or of shareholders who do not hold management positions in the Company. The vote-counting minutes must contain the following main contents:
- a. Name, head office address, enterprise code;
  - b. Purpose and issues for which opinions must be obtained to pass the resolution;
  - c. Number of shareholders with total number of votes participated in the vote, in which the number of valid votes and invalid votes are distinguished and the method of sending the votes, with an appendix listing the shareholders participating in the vote;
  - d. Total number of votes in favor, against and no opinion on each issue;
  - e. Issues that have been passed;
  - f. Full name and signature of the Chairman of the Board of Directors, the person supervising the vote counting and the person counting the votes.
- The members of the Board of Directors, the person counting the votes and the person supervising the vote counting must 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.
7. The minutes of the vote counting must be sent to shareholders within fifteen (15) days from the date of completion of the vote counting. In case the Company has an electronic information page, the sending of the minutes of the vote counting can be replaced by posting them on the Company's electronic information page within twenty-four (24) hours from the time of completion of the vote counting.
8. The answered opinion form, the minutes of the vote counting, the passed resolutions and related documents attached to the ballots must all be kept at the Company's head office.
9. Resolutions passed by way of obtaining written opinions of shareholders must be approved by shareholders representing more than fifty percent (50%) of the total number of voting shares and have the same validity as resolutions passed at the General Meeting of Shareholders.



## **Article 22. Resolution, Minutes of Shareholders' General Meeting**

1. Minutes of the General Meeting of Shareholders must be written and may be audio-recorded or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese, may be additionally prepared in English and must contain the following main contents:
  - a. Name, head office address, enterprise code;
  - b. Time and place of the General Meeting of Shareholders;
  - c. Agenda and content of the meeting;
  - d. Full name of the chairman and secretary;
  - e. Summary of 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 the list of shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;
  - g. Issues approved and the corresponding percentage of votes approved;
  - h. Full name and signature of the chairman and secretary.
  - i. In case the chairman and secretary refuse to sign the meeting minutes, these minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and have full content as prescribed in this clause. The meeting minutes shall clearly state the refusal of the chairman and secretary to sign the meeting minutes.

Minutes made in Vietnamese and English have the same legal effect. In case of any difference in the content of the minutes in Vietnamese and English, the content in the Vietnamese version shall prevail.
2. The 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 persons signing the minutes of the meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
3. The Resolution and Minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the end of the meeting.
4. The Resolution and Minutes of the General Meeting of Shareholders shall be considered authentic evidence of the work carried out at the General Meeting of Shareholders unless there is an objection to the content of the minutes made according to the prescribed procedures within ten (10) days from the date of sending the minutes.
5. Resolutions, Minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting with shareholders'

signatures, authorization letter to attend and related documents must be kept at the Company's head office.

**Article 23. Request to cancel the resolution of the General Meeting of Shareholders**

Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of the results of the vote counting to collect shareholders' opinions in writing, members of the Board of Directors, Supervisors, General Director, shareholders or groups of shareholders specified in Clause 3, Article 11 of this Charter have the right to request the Court or Arbitration to review and cancel the decision 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 2, Article 152 of the Law on Enterprises.

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

In case the decision of the General Meeting of Shareholders is annulled by a decision of the Court or Arbitration, the person convening the annulled General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders within thirty (30) days in accordance with the procedures prescribed in the Law on Enterprises and this Charter.

**VII. BOARD OF DIRECTORS**

**Article 24. Candidacy and nomination for the Board of Directors**

1. In case the candidates have been identified in advance, information related to the Board of Directors candidates shall be included in the documents of the General Meeting of Shareholders and announced at least ten (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 truthfulness, accuracy and reasonableness of the personal information disclosed and must commit to performing their duties honestly if elected as a member of the Board of Directors. Information related to the Board of Directors candidates to be announced shall include at least the following contents:

- a. Full name, date of birth;
- b. Educational qualifications;
- c. Professional qualifications;
- d. Work history;
- e. Companies where the candidate is holding the position of member of the Board of Directors and other management positions;



- f. Assessment report on the candidate's contribution to the Company, in case the candidate is currently a member of the Board of Directors of the Company;
  - g. Benefits related to the Company (if any);
  - h. Full name of the shareholder or group of shareholders nominating the candidate (if any);
  - i. Other information (if any).
- 2. Shareholders holding common shares have the right to pool their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding the total number of shares with voting rights may nominate the number of candidates according to the following holding ratio:
  - a. From ten percent (10%) to less than twenty percent (20%) may nominate one (01) candidate;
  - b. From twenty percent (20%) to less than thirty percent (30%) may nominate a maximum of two (02) candidates;
  - c. From thirty percent (30%) to less than forty percent (40%) may nominate a maximum of three (03) candidates;
  - d. From forty percent (40%) to less than fifty percent (50%) may nominate a maximum of four (04) candidates;
  - e. From fifty percent (50%) to less than sixty percent (60%) may nominate a maximum of five (05) candidates;
  - f. From sixty percent (60%) to less than seventy percent (70%) may nominate a maximum of six (06) candidates;
  - g. From seventy percent (70%) to less than eighty percent (80%) shall be entitled to nominate a maximum of seven (07) candidates; and
  - h. From eighty percent (80%) to less than ninety percent (90%) shall be entitled to nominate a maximum of eight (08) candidates.
- 3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough, the current Board of Directors may nominate additional candidates or organize nominations according to the mechanism prescribed by the Company in the Company's internal regulations on corporate governance. The procedure for the current Board of Directors to introduce candidates for the Board of Directors must be clearly announced and must be approved by the General Meeting of Shareholders before conducting the nomination according to the provisions of law.

#### **Article 25. Composition and term of the Board of Directors members**

- 1. The minimum number of members of the Board of Directors is five (05) and the maximum is eleven (11), the specific number of members is decided by the General Meeting of Shareholders. The term of office of a member of the Board of Directors shall not exceed five (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 two consecutive terms.

2. The structure of the Board of Directors, the number of non-executive members, and independent members of the Company shall comply with relevant legal provisions.
3. Members of the Board of Directors and independent members of the Board of Directors must meet the standards and conditions prescribed by current law.
4. Members of the Board of Directors shall no longer be eligible to be members of the Board of Directors in the following cases:
  - a. Not qualified to be a member of the Board of Directors according to the provisions of the Law on Enterprises or prohibited by law from being a member of the Board of Directors;
  - b. Submitting a resignation letter and having it accepted;
  - c. Other cases according to the provisions of law and this Charter.
5. The appointment of members of the Board of Directors must be disclosed according to the provisions of the law on securities and the securities market.
6. Members of the Board of Directors may not be shareholders of the Company.

#### **Article 26. Rights and obligations of the Board of Directors**

1. The Company's business activities and affairs are subject to the supervision and direction of the Board of Directors. The Board of Directors is the body with full authority to exercise the rights and obligations of the Company except for the authority belonging to the General Meeting of Shareholders.
2. The Board of Directors is responsible for supervising the activities of the Company's Executive Board.
3. The rights and obligations of the Board of Directors are prescribed by law, the Company's 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. Elect, dismiss, remove the Chairman of the Board of Directors;
  - c. Appoint, dismiss, remove, sign contracts, terminate contracts to decide on salary and other benefits for the General Director; Appoint, dismiss, remove the Chief Accountant; Approve the appointment, dismissal of the Deputy General Director;
  - d. Appoint, dismiss, remove the Person in charge of corporate governance, Secretary of the Board of Directors. The legal representative of the Company will sign labor contracts, terminate labor contracts and decide on salary and



other benefits for the Person in charge of corporate governance, Secretary of the Board of Directors based on the decision of the Board of Directors;

- e. Propose the consolidation, merger, reorganization or dissolution or request bankruptcy of the Company;
- f. Decide on the internal management regulations of the Company and other regulations under the authority of the General Meeting of Shareholders after being authorized by the General Meeting of Shareholders;
- g. Approve the agenda and contents of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass decisions;
- h. Propose the annual dividend level; decide on the time limit and procedures for paying dividends or handling losses arising during the business process; Decide on the allocation of the Company's funds according to the purposes approved by the General Meeting of Shareholders;
- i. Propose the types of shares to be issued and the total number of shares to be issued by each type
- j. Propose the issuance of convertible bonds and bonds with warrants;
- k. Decide on the issuance of non-convertible bonds and bonds without warrants;
- l. Submit the audited annual financial statements to the General Meeting of Shareholders;
- m. Decide on investment plans and investment projects within the authority and limits prescribed by law. Decide on investment or sale of assets with a value of less than 35% of the total asset value recorded in the Company's most recent audited financial statements;
- n. Decide on offering new shares within the number of shares authorized to be offered for each type; decide on raising additional capital in other forms (including but not limited to the issuance of non-convertible bonds and bonds without warrants);
- o. The Board of Directors has the right to decide on matters related to the plan to issue shares, convertible bonds, bonds with warrants and the use of capital obtained from these issuances in case of authorization by the General Meeting of Shareholders according to the provisions of law;
- p. Other rights and obligations as prescribed by law, resolutions, decisions or authorizations of the General Meeting of Shareholders, the Charter, and internal regulations of the Company.
- q. The Board of Directors shall have the authority to decide on matters related to the plan for issuing shares, convertible bonds, bonds with warrants, and the use of capital obtained from such issuances, in the event that it is authorized by the General Meeting of Shareholders in accordance with applicable laws.

- r. To decide on transactions involving the purchase or sale of assets by the Company, its subsidiaries, or branches with a value of less than thirty-five percent (35%) of the total asset value of the Company as recorded in the most recent audited financial statements.
  - s. Other rights and obligations in accordance with the provisions of law, resolutions, decisions or authorizations of the General Meeting of Shareholders, the Charter, and the Company's internal regulations.
4. The following matters must be approved by the Board of Directors:
- a. Establishing, dissolving, restructuring branches or representative offices of the Company;
  - b. Decide to establish subsidiaries, contribute capital, buy and sell shares, capital contributions in other enterprises established in Vietnam or abroad. At the same time, decide to appoint representatives to manage the Company's capital contributions, shares in those enterprises;
  - c. Within the scope of provisions in Clause 2, Article 153 of the Law on Enterprises and except for the case specified in Clause 3, Article 167 of the Law on Enterprises which must be approved by the General Meeting of Shareholders, the Board of Directors decides on the implementation, amendment and cancellation of the Company's contracts;
  - d. Appoint and dismiss persons authorized by the Company to be the Company's commercial representatives and Lawyers;
  - e. To decide on and enter into contracts for construction, purchase, sale, borrowing, lending, guarantee, security, pledge, mortgage, compensation, and other contracts with a value of less than fifty percent (50%) of the total asset value as recorded in the Company's most recent financial statements. This provision does not apply to contracts and transactions stipulated in Clause 1 and Clause 3, Article 167, and Clause 2, Article 138 of the Law on Enterprises, which are subject to approval by the General Meeting of Shareholders.
  - f. Investments not included in the business plan and budget exceeding ten percent (10%) of the annual business plan and budget value, except for investments under the authority of the General Meeting of Shareholders or the Legal Representative as prescribed in this Charter;
  - g. Valuation of assets contributed to the Company not in cash during the Company's share issuance, including gold, land use rights, intellectual property rights, technology and technological know-how;
  - h. The Company's purchase or withdrawal of no more than ten percent (10%) of the total number of shares of each type offered for sale within twelve (12) months;
  - i. Deciding on the price of the Company's shares to be repurchased or withdrawn.



- j. Business issues or transactions that the Board decides require approval within the scope of its authority and responsibility.
  - k. Approving transactions with a value of less than 35% of the total value of assets recorded in the most recent financial statements with subjects specified in Clause 1, Article 167 of the Law on Enterprises, except for transactions specified in Clause 3, Article 167 of the Law on Enterprises.
  - l. Members of the Board of Directors (excluding authorized alternate representatives) shall be entitled to receive remuneration for their work in the capacity of Board members. The total remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders. This remuneration shall be allocated among the Board members based on an agreement within the Board or equally distributed in the absence of such an agreement. If a member of the Board of Directors declines the remuneration in writing, no payment shall be made to that member.
  - m. The total amount paid to each member of the Board of Directors, including remuneration, expenses, commissions, share purchase rights, and other benefits received from the Company, its subsidiaries, affiliates, and other companies in which the Board member represents the Company's capital contribution, must be fully disclosed in the Company's annual report.
  - n. A member of the Board of Directors who holds an executive position, serves on committees of the Board, or performs other tasks deemed by the Board to be outside the normal scope of duties of a Board member may be paid additional remuneration in the form of a fixed fee, salary, commission, percentage of profits, or in another form as decided by the Board of Directors.
  - o. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, and other reasonable expenses incurred in the performance of their duties as Board members, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or its committees.
- 5. The Board of Directors must report to the General Meeting of Shareholders on its activities, specifically on the Board of Directors' supervision of the General Director and other executives during the fiscal year.
  - 6. Unless otherwise provided by law and the Charter, the Board of Directors may authorize a legal representative or a member of the Board of Directors/other executives to perform the duties and powers under the authority of the Board of Directors as stated in this Article, unless otherwise provided by law.
  - 7. Other duties and powers as prescribed by current laws.

**Article 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. Members of the Board of Directors (excluding authorized representatives) are entitled to remuneration for work and bonuses. The total remuneration for the Board of Directors is decided by the General Meeting of Shareholders. This remuneration is divided among the members of the Board of Directors according to the agreement in the Board of Directors or divided equally in case no agreement is reached.
3. The total amount paid to each member of the Board of Directors, including remuneration, expenses, commissions, stock purchase rights and other benefits received from the Company, subsidiaries, affiliated companies of the Company and other companies in which the member of the Board of Directors is the representative of the capital contribution, must be disclosed in detail in the Company's Annual Report. The remuneration of each member of the Board of Directors must be shown as a separate item in the Company's Annual Financial Report 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 which, in the opinion of the Board of Directors, are outside the scope of the normal duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profits or in other forms as decided by the Board of Directors.
5. A member of the Board of Directors shall be entitled to be reimbursed for all travel, food, accommodation and other reasonable expenses incurred by him/her in the performance of his/her responsibilities as a member of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors.

**Article 28. Chairman of the Board of Directors, Vice Chairman of the Board of Directors**

1. The Board of Directors must select from among its members one Chairman and one or some Vice Chairmen. The Chairman of the Board of Directors must not concurrently serve as the General Director.
2. The Chairman of the Board of Directors is responsible for preparing the agenda, documents, convening and chairing meetings of the Board of Directors; chairing meetings of the General Meeting of Shareholders; and at the same time has other rights and obligations as prescribed in the Law on Enterprises and this Charter. The Vice Chairman has the same rights and obligations as the Chairman in cases where he is authorized by the Chairman. In cases where the Chairman has notified the Board of Directors that he is absent or must be absent due to force majeure or is unable to perform his duties but does not appoint or authorize the Vice Chairman to perform the duties and powers of the Chairman, the remaining members of the Board of



Directors shall appoint the Vice Chairman. In case both the Chairman and the Vice Chairman are temporarily unable to perform their duties for any reason, the Board of Directors may appoint another person among them to perform the duties of the Chairman based on the majority principle.

3. The Chairman of the Board of Directors shall be responsible for ensuring that the Board of Directors submits the annual financial statements, the Company's operational report, the audit report and the Board of Directors' inspection report to the shareholders at the General Meeting of Shareholders.
4. In addition to the above powers and obligations, the Chairman of the Board of Directors shall have other powers based on the authorization of the General Meeting of Shareholders and the Board of Directors of the Company.
5. The Chairman of the Board of Directors may be dismissed by decision of the Board of Directors. In case the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors shall elect a replacement within ten (10) days.

#### **Article 29. Board of Directors Meeting**

1. In case the Board of Directors elects a Chairman, the Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors' term within seven (07) working days from the date of completion of the election of the Board of Directors for that term. This meeting shall be convened by the member with the highest number of votes or the highest percentage of votes. In case there is more than one (01) member with the highest number of votes or the highest percentage of votes, the members shall vote by majority to select one (01) of them to convene the Board of Directors' meeting. The first meeting of the Board of Directors' term may elect the Chairman of the Board of Directors according to the principle that the Chairman of the Board of Directors shall be one of those with the highest number of votes and shall not necessarily reach a majority of the total votes of the Board of Directors' members.
2. The Chairman of the Board of Directors must convene regular and extraordinary meetings of the Board of Directors, set the agenda, time and place of the meeting at least three (03) working days before the meeting date. The Chairman may convene a meeting when deemed necessary, but there must be at least one (01) meeting each quarter.
3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors, without delay without a valid reason, when one of the following subjects requests in writing, stating the purpose of the meeting and the issues to be discussed:
  - a. General Director or at least five (05) other executives;
  - b. Independent members of the Board of Directors;
  - c. At least two (02) members of the Board of Directors;

4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article. In case of not accepting to convene a meeting as requested, the Chairman of the Board of Directors shall be responsible for any damages caused to the Company; those who request to hold the meeting specified in Clause 3 of this Article may themselves convene a meeting of the Board of Directors.
5. In case of the request from an independent auditing company to audit the Company's financial statements, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.
6. Board of Directors meetings shall be held at the Company's head office or at another location in Vietnam or abroad as decided by the Chairman of the Board of Directors.
7. Notice of the Board of Directors' meeting must be sent to the members of the Board of Directors and the Supervisors at least three (03) working days before the meeting date. A member of the Board of Directors may refuse the meeting notice in writing, and such refusal may be changed or revoked in writing by that member of the Board of Directors. Notice of the Board of Directors' meeting must be in Vietnamese and must fully notify the time, location of the meeting, agenda, content of the issues discussed, accompanied by necessary documents on the issues discussed and voted on at the meeting and the members' voting ballots (except in cases where the Board of Directors approves issues that require voting by a show of hands or other forms other than secret ballot).

The meeting notice shall be sent by mail, fax, email or other means, but must ensure that it reaches the contact address of each member of the Board of Directors registered with the Company.
8. The meetings of the Board of Directors shall be held when at least three-quarters (3/4) of the total number of Board of Directors members are present in person or through a representative (authorized person) if approved by a majority of the Board of Directors members.

In case the number of members attending the meeting is not sufficient as prescribed, the meeting must be convened for the second time within seven (07) days from the date of the first scheduled meeting. The second meeting shall be convened if more than half (1/2) of the Board of Directors members attend the meeting.
9. A meeting of the Board of Directors may be held by way of a video conference between members of the Board of Directors when all or some of the members are in different locations, provided that each member attending the meeting may:
  - a. Listen to each other member of the Board of Directors participating in the meeting speaking and discussing;



- b. Speak or discuss the contents of the meeting with all other attending members simultaneously. Discussion between members may be conducted directly by telephone or by other means of communication or a combination of these methods. A member of the Board of Directors participating in such a meeting is considered “present” at that meeting. The meeting location held according to this regulation is the location where the majority of the Board of Directors are present, or the location where the Chairman of the meeting is present.

Decisions passed in a telephone meeting are properly organized and conducted, effective immediately upon the end of the meeting but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending this meeting.

- 10. Members of the Board of Directors may send their ballots to the meeting by mail, fax, or email. In case of sending ballots to the meeting by mail, the ballots must be contained in sealed envelopes and must be delivered to the Chairman of the Board of Directors at least one (01) hour before the opening. The ballots may only be opened in the presence of all attendees.
- 11. Voting.
  - a. Except for the provisions in Point b Clause 11 of this Article, each member of the Board of Directors or authorized person as prescribed in Clause 8 of this Article who is present in person at a meeting of the Board of Directors shall have one (01) vote;
  - b. A member of the Board of Directors shall not vote on contracts, transactions or proposals in which that member or a person related to that member has an interest and such interest conflicts or may conflict with the interests of the Company. A member of the Board of Directors shall still be counted in the minimum number of members present to be able to hold a meeting of the Board of Directors on decisions in which that member does not have the right to vote;
  - c. Pursuant to Point d Clause 11 of this Article, when a problem arises at a meeting related to the interests or voting rights of a member of the Board of Directors and that member does not voluntarily give up his/her voting rights, the decision of the chairperson is final, except in cases where the nature or scope of the interests of the relevant member of the Board of Directors has not been fully disclosed;
  - d. A member of the Board of Directors who benefits from a contract specified in Point a and Point b Clause 5 Article 39 of this Charter is considered to have a significant interest in that contract.
  - e. The Supervisor has the right to attend the meeting of the Board of Directors, and the right to discuss but not to vote.
- 12. 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

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 or a related person has an interest at the time the contract or transaction is signed with the Company, this member of the Board of Directors must disclose the related interests at the first meeting of the Board of Directors held after this member knows that he or she has an interest or will have an interest in the above transaction or contract.

13. The Board of Directors adopts decisions and issues resolutions based on the approval of the majority (over 50%) of the members of the Board of Directors attending the meeting. In case the number of votes for and against are equal, the vote of the Chairman of the Board of Directors is the deciding vote. 14. Resolutions by written opinion are passed on the basis of the approval of the majority of the members of the Board of Directors with voting rights. The Chairman of the Board of Directors must send the opinion form to all members of the Board of Directors. The sending of written opinion forms can be done by express delivery or email or fax or a combination of the above forms. A resolution passed by written opinion form must be approved by the majority of the members of the Board of Directors. This resolution has the same effect and value as a resolution passed by the members of the Board of Directors at a meeting.

The Chairman of the Board of Directors is responsible for sending the meeting minutes of the Board of Directors to the members and such minutes are authentic evidence of the work carried out at the meetings unless there are objections to the content of the minutes within ten (10) days from the date of sending. The meeting minutes of the Board of the Board of Directors are prepared in Vietnamese and can be prepared in English. Minutes must be signed by the chairman and the minute taker.

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

1. The Board of Directors may establish a subcommittee to be responsible for development policies, personnel, remuneration, and internal audit. The number of members of the subcommittee shall be decided by the Board of Directors, with at least three (03) members 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 shall 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 the members attending and voting at the meeting of the subcommittee are members of the Board of Directors.
2. The implementation of the decision of the Board of Directors, or of the subcommittee under the Board of Directors, or of the person with the status of a member of the subcommittee of the Board of Directors must comply with current legal regulations and the provisions of the Company's Charter.



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

1. The Board of Directors shall appoint at least one (01) person as the Corporate Governance Officer to support the effective conduct of corporate governance activities. The term of office of the Corporate Governance Officer shall be decided by the Board of Directors, with a maximum of five (05) years. The Corporate Governance Officer may concurrently hold the position of Corporate Secretary according to Clause 5, Article 156 of the Law on Enterprises. In the case of concurrently holding the position of Corporate Secretary, the Corporate Governance Officer shall have the rights and obligations stipulated in Clause 5 of this Article.
2. The Corporate Governance Officer must meet the following standards:
  - a. Being good at the knowledge of the law;
  - b. Not concurrently working for an independent auditing company that is auditing the Company's financial statements;
  - c. Other standards as prescribed by law, this Charter and decisions of the Board of Directors.
3. The Board of Directors may dismiss the Company's Administrator when necessary, but not in contravention of current labor laws. The Board of Directors may appoint an Assistant to the Company's Administrator from time to time.
4. The Company's Administrator has the following rights and obligations:
  - a. Consult the Board of Directors on organizing the General Meeting of Shareholders according to regulations and related work between the Company and shareholders;
  - b. Prepare meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
  - c. Advise on meeting procedures;
  - d. Attend meetings;
  - e. Advise on procedures for preparing resolutions of the Board of Directors according to legal provisions;
  - f. Provide financial information, copies of the minutes of Board of Directors meetings and other information to members of the Board of Directors and Supervisors;
  - g. Supervise and report to the Board of Directors on the Company's information disclosure activities;
  - h. Be the contact point with interested parties;
  - i. Keep information confidential according to legal provisions and the Company's Charter;

- j. Other rights and obligations as prescribed by law and the Company Charter.
5. When deemed necessary, the Chairman of the Board of Directors shall recruit and appoint one or more Company Secretaries to assist the Board of Directors and the Chairman of the Board of Directors in performing their duties within their authority as prescribed by law and the Company's Charter. The Chairman of 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 of convening meetings of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;
  - b. Support members of the Board of Directors in exercising their assigned rights and obligations;
  - c. Support the Board of Directors in applying and implementing the principles of corporate governance;
  - d. Support the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders;
  - e. Support the Company in complying with the obligations of providing information, publicizing information and administrative procedures;
  - f. Other rights and obligations as prescribed in the Company Charter.

## **VIII. EXECUTIVE BOARD**

### **Article 32. Organization of the Executive Board Apparatus**

- 1. The Company must ensure that the Executive Board 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.
- 2. The Company's Executive Board has a legal representative, the General Director, and Deputy General Directors.

### **Article 33. Company Executive**

- 1. Legal representative:
  - 1.1. The legal representative is in charge and responsible for directing, assigning and supervising the implementation of the duties and powers of the Executive Board.
  - 1.2. In addition to the provisions in Article 3, the legal representative has the following obligations and rights:
    - a. Organize the implementation of the resolutions of the Board of Directors;
    - b. Organize the implementation of the Company's business plan and investment plan;
    - c. Propose the organizational structure plan and internal management regulations of the Company;



- d. Appoint Deputy General Directors after consulting with the Board of Directors; appoint, dismiss, and remove other management positions in the Company, except for positions under the authority of the Board of Directors;
  - e. Decide on salaries and other benefits for employees in the Company, except for positions under the authority of the Board of Directors;
  - f. Propose plans to pay dividends or handle business losses;
  - g. Decide and issue other internal regulations, procedures and documents of the Company, except for documents under the authority of the General Meeting of Shareholders and the Board of Directors as prescribed in this Charter;
2. The Executive Board must be responsible for diligently supporting the Company to achieve its objectives in operation and organization.
  3. The remuneration, salary, benefits and other terms in the labor contract for the General Director are decided by the Board of Directors and the Contract with other executives is decided by the Legal Representative after consulting with the General Director.
  4. The obligations and rights of the members of the Executive Board are assigned by the Legal Representative according to the provisions of the Charter, the Resolutions of the General Meeting of Shareholders and the Board of Directors.

**Article 34. Appointment, discard, dismissal, obligations and rights of the General Director**

1. The Board of Directors appoints one (01) member of the Board of Directors or another person as the General Director; signs a contract specifying remuneration, salary and other benefits. The remuneration, salary and other benefits of the General Director must be reported at the Annual General Meeting of Shareholders, shown as a separate item in the Annual Financial Report and stated in the Company's Annual Report.
2. The term of office of the General Director shall not exceed five (05) years and may be reappointed. The appointment may expire based on the provisions of the labor contract. The General Director must not be a person prohibited by law from holding this position and must meet the standards and conditions prescribed by law and the Company's Charter.
3. Standards and conditions for being a General Director:
  - a. Have full civil capacity, not be subject to the right to establish and manage enterprises in Vietnam according to the provisions of Clause 2, Article 17 of the Law on Enterprises.
  - b. Have professional qualifications or practical experience in business administration or in the main business lines of the Company
  - c. Have good health, good moral qualities, high prestige, perform rights and obligations honestly and diligently for the benefit of the Company and the Company's shareholders above all.

- d. Have social understanding, management experience, real capacity in operating the Company's activities.
  - e. Not be concurrently the Director or General Director of another enterprise, except for member enterprises directly under the Company.
4. The General Director has the following rights and obligations:
- a. To decide on matters delegated or authorized by the General Meeting of Shareholders or the Board of Directors, including representing the Company in signing financial, commercial, construction, and other contracts within its authority; and to organize and manage the Company's daily business operations in accordance with best management practices.
  - b. Propose plans for the Company's organizational structure and internal management regulations;
  - c. Propose measures to improve the Company's operations and management;
  - d. Propose the number of executives or managers that the Company needs to recruit or appoint for the Board of Directors or the legal representative to recruit, appoint or dismiss according to internal regulations; propose remuneration, salaries and other benefits for these people;
  - e. Carry out the recruitment of employees;
  - f. No later than December 31 of each year, the General Director must submit to the Board of Directors for approval a detailed business plan for the following fiscal year, a financial plan for capital use and mobilization based on meeting the requirements of the appropriate budget as well as a three (03) year financial plan;
  - g. Prepare long-term, annual and quarterly budgets of the Company (hereinafter referred to as the budget) to serve the long-term, annual and quarterly management activities of the Company according to the business plan. The annual budget (including the balance sheet, business performance report and expected cash flow report) for each fiscal year must be submitted to the Board of Directors for approval and must include the information specified in the Company's regulations;
  - h. Other rights and obligations as prescribed by law, this Charter, the Company's internal regulations, resolutions of the Board of Directors, labor contracts signed with the Company and the law.

#### **5. Responsibilities of the General Director:**

- a. Implement the assigned rights and obligations honestly, carefully and to the best of their ability to ensure the legitimate interests of the Company;
- b. Be loyal to the interests of the Company; do not use the Company's information, secrets, the business opportunities, do not abuse their position, title and use the Company's assets for personal gain or to serve the interests of other organizations or individuals;



- c. Timely, fully and accurately notify the Company about the General Director and the General Director's related persons owning or having controlling shares or capital contributions in other enterprises;
  - d. Be personally responsible for damages to the Company due to violations of the provisions in points a, b, c of this clause;
  - e. Be responsible to the legal representative, the Board of Directors and the General Meeting of Shareholders for the exercise of assigned powers, obligations and responsibilities and must report when requested.
  - f. The Board of Directors may dismiss or discard the General Director when the majority of the Board of Directors with voting rights present at the meeting agree and appoint a new General Director to replace.
6. The Board of Directors may dismiss or remove the General Director if a majority of the voting members of the Board present at the meeting approve, and may appoint a new General Director as a replacement.

## **IX. BOARD OF SUPERVISORS**

### **Article 35. Candidacy and nomination of Supervisors**

- 4. The candidacy and nomination of Controllers shall be carried out similarly to the provisions in Clause 1 and Clause 2, Article 24 of this Charter.
- 5. In case the number of candidates for the Board of Supervisors through nomination and candidacy is not sufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations according to the mechanism prescribed in the Company Charter and the Internal Regulations on Corporate Governance. The mechanism for the incumbent Board of Supervisors to nominate candidates for the Board of Supervisors must be clearly announced and must be approved by the General Meeting of Shareholders before the nomination is made.

### **Article 36. The composition of the Board of Supervisors**

- 1. The minimum number of Supervisors of the Company is three (03) people. The term of office of a Supervisor shall not exceed five (05) years and may be re-elected for an unlimited number of terms.
- 2. Supervisors must meet the standards and conditions prescribed in Article 169 of the Law on Enterprises, the Company Charter and must not fall into the following cases:
  - a. Working in the accounting and finance department of the Company;
  - b. Being a member or employee of an independent auditing company that audits the Company's financial statements in the previous three (03) consecutive years.
- 3. The Head of the Board of Supervisors is elected by the Supervisory Board from among the members of the Supervisory Board; the election, dismissal, and removal are based on the majority principle. The Supervisory Board must

have more than half of its members permanently residing in Vietnam. The Head of the Supervisory Board must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise. Rights and obligations of the Head of the Supervisory Board:

- a. Convene meetings of the Board of Supervisors;
  - b. Request the Board of Directors, the General Director and other executives to provide relevant information to report to the Board of Supervisors;
  - c. Prepare and sign the report of the Board of Supervisors after consulting with the Board of Directors to submit to the General Meeting of Shareholders.
4. The Supervisors shall be dismissed in the following cases:
- a. No longer meeting the standards and conditions to be a Controller as prescribed in the Law on Enterprises;
  - b. Not implementing his/her rights and obligations for six (06) consecutive months, except in cases of force majeure;
  - c. Submitting a resignation letter and having it accepted;
  - d. Other cases as prescribed by law and this Charter.
5. The Supervisors shall be dismissed in the following cases:
6. Failure to complete assigned tasks and work;
7. Serious or repeated violations of the obligations of the Controller as prescribed by the Law on Enterprises and the Company Charter;
8. According to the decision of the General Meeting of Shareholders;
9. The other cases as prescribed by law, the Company Charter

#### **Article 37. Rights and obligations of the Board of Supervisors**

1. The Board of Supervisors has the rights and obligations as prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:
  - a. Propose and recommend that the General Meeting of Shareholders approve an independent auditing organization to audit the Company's Financial Statements;
  - b. In case of detecting any violation of the law or violation of the Company's Charter by a member of the Board of Directors, the General Director and other business executives, it must notify the Board of Directors in writing within forty-eight (48) hours, requesting the violator to stop the violation and find a solution to remedy the consequences;
  - c. Discuss with the independent auditor the nature and scope of the audit before starting the audit;
  - d. Seek independent professional advice or legal advice and ensure the participation of experts outside the Company with appropriate professional experience and qualifications in the Company's work if deemed necessary;



- e. Check the annual, six-monthly and quarterly financial statements;
  - f. Review the accounting books and other documents of the Company, management and operation whenever deemed necessary or by decision of the General Meeting of Shareholders or a group of shareholders holding more than five percent (5%) of the total number of shares;
  - g. Supervise the liquidation of assets, return the capital or assets to creditors and shareholders upon dissolution, bankruptcy, or sale;
  - h. Propose measures to supplement, amend, and improve the organizational structure for management and operation of the Company's business activities;
  - i. Supervise the investment of the Company's capital into joint ventures and associations and the results obtained from these activities.
  - j. Discuss difficulties and problems discovered from mid-term or final-term audit results as well as any issues that the independent auditor wants to discuss;
  - k. Review the management letter of the independent auditor and the feedback from the Company's management board;
  - l. Review the Company's report on internal control systems before the Board of Directors approves; and
  - m. Review the results of internal investigations and feedback from the management board;
  - n. Upon discovering a violation of the Company's manager's obligations, notify the Board of Directors within forty-eight (48) hours, request the violator to stop the violation and take remedial measures.
  - o. Be responsible to shareholders for his/her supervision activities;
  - p. Supervise the Company's financial situation, the legality of the activities of members of the Board of Directors, the General Director, the other managers, and the coordination of activities between the Supervisory Board and the Board of Directors, the General Director and shareholders;
  - q. Report to the General Meeting of Shareholders according to the provisions of the Enterprise Law;
  - r. Other rights and obligations according to the Company's internal regulations and rules.
  - s. Other rights and obligations as prescribed by law and this Charter.
2. Members of the Board of Directors, the General Director and other business executives must provide complete, accurate and timely information and documents on the management, operation and activities of the Company as requested by the Board of Supervisors. The person in charge of corporate governance must ensure that all copies of resolutions, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, financial information, other information and documents provided to shareholders and

members of the Board of Directors must be provided to the Supervisor at the same time and in the same manner as for shareholders and members of the Board of Directors.

3. The Board of Supervisors must hold regular meetings at least twice a year, with at least 2/3 of the members of the Board of Supervisors attending the meeting. The minutes of the Board of Supervisors' meetings must be detailed and clear. The person taking the minutes and the members of the Board of Supervisors attending the meeting must sign the minutes of the meeting. Minutes of the meetings of the Board of Supervisors must be kept to determine the responsibilities of each member of the Board of Supervisors.

Extraordinary meetings: Extraordinary meetings of the Board of Supervisors are held upon request of:

- Chairman of the Board of Directors;
- Two-thirds or more of the members of the Board of Directors;
- Head of the Board of Supervisors;
- Two-thirds or more of the members of the Board of Supervisors;
- General Director;
- Other cases as prescribed by law

4. Salaries, remuneration, bonuses and other benefits of members of the Board of Supervisors are implemented according to the following provisions:
  - a. Members of the Board of Supervisors shall be paid salaries, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salaries, remuneration, bonuses, other benefits and the annual operating budget of the Board of Supervisors.
  - b. Members of the Board of Supervisors shall be paid for meals, accommodation, travel and the use of independent consulting services at a reasonable level. The total amount of such salaries and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
  - c. Salaries and operating expenses of the Board of Supervisors shall be included in the Company's business expenses according to the provisions of the law on corporate income tax and other relevant legal provisions and must be recorded as a separate item in the Company's annual financial statements.



**X. RESPONSIBILITIES OF BOARD OF DIRECTORS MEMBERS, SUPERVISORS, GENERAL DIRECTOR AND OTHER EXECUTIVES**

**Article 38. Obligation of care**

Members of the Board of Directors, supervisors, 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.

**Article 39. Responsibility for honesty and avoiding conflicts of interest**

1. Members of the Board of Directors, Supervisors, General Directors and other executives must publicly disclose related interests according to the provisions of Article 164 of the Law on Enterprises and other legal provisions.
2. Members of the Board of Directors, Supervisors, General Director and other executives are not allowed to use business opportunities that may benefit the Company for personal purposes; at the same time, they are not allowed to use information obtained through their positions for personal gain or to serve the interests of other organizations or individuals.
3. Members of the Board of Directors, Supervisors, General Director and other executives are obliged to notify the Board of Directors of all interests that may conflict with the interests of the Company that they may enjoy through economic entities, transactions or other individuals. The above subjects may only use such opportunities when the members of the Board of Directors who have no related interests have decided not to pursue this issue.
4. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not provide loans or guarantees to members of the Board of Directors, Supervisors, General Directors, other executives and individuals, organizations related to the above members or legal entities in which these persons have financial interests, except in cases where the public company and the organization related to this member are companies in the same group or companies operating in a group of companies, including parent companies - subsidiaries, economic groups and specialized laws have other provisions.
5. Contracts or transactions between the Company, subsidiaries, enterprises directly or indirectly controlled by the Company with 50% or more of the charter capital and one or more members of the Board of Directors, Supervisors, General Directors, other executives and individuals, organizations related to them or companies, partners, associations, or organizations of which members of the Board of Directors, Supervisors, General Directors, other executives or individuals related to them are members, or have related financial interests shall not be invalidated in the following cases:
  - a. For contracts with a value of less than or equal to twenty percent (20%) of the total value of assets recorded in the most recent financial statements, the

important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, the Supervisory Board, the General Director, and other executives have been reported to the Board of Directors. At the same time, the Board of Directors has allowed the implementation of such contract or transaction in good faith by the majority vote of the Board members who have no related interests;

- b. For contracts with a value greater than twenty percent (20%) of the total value of assets recorded in the most recent financial statements, the important contents of this contract or transaction as well as the relationships and interests of the members of the Board of Directors, the Supervisory Board, the General Director, and other executives have been announced to shareholders who have no related interests and have the right to vote on that issue, and those shareholders have approved this contract or transaction;
- c. Such contract or transaction is considered by an independent consulting organization to be fair and reasonable in all aspects related to the shareholders of the Company at the time the transaction or contract is approved by the Board of Directors or the General Meeting of Shareholders.
- d. Board of members, Supervisors, General Director, other executives and organizations and individuals related to the above members are not allowed to use information that has not been permitted to be published by the Company or disclose it to others to carry out related transactions.
- e. Superiors are not allowed to use their work position to pressure subordinates for personal gain. Respect the interests of the Company, not to embezzle the Company's assets, not to perform any act, in any form, with the purpose of turning the Company's assets and interests into personal assets and interests.
- f. The Company shall not provide loans or guarantees to individual shareholders and related persons of such individual shareholders.
- g. The Company shall not provide loans or guarantees to related persons of institutional shareholders, except in cases where the Company and the institutional shareholders are related persons of the shareholder, except in cases where the Company and the related persons of the shareholder are companies in the same group or companies operating in a group of companies, including parent companies - subsidiaries, economic groups, and this transaction must be approved by the General Meeting of Shareholders or the Board of Directors according to the authorized authority.

**Article 40. The responsibility for damages and compensation**

- 1. Thành viên Hội đồng quản trị, Kiểm soát viên, Tổng Giám đốc và người điều hành khác vi phạm nghĩa vụ, trách nhiệm trung thực và cẩn trọng, không hoàn thành nghĩa vụ của mình với sự mất cân và năng lực chuyên môn phải chịu trách nhiệm về những thiệt hại do hành vi vi phạm của mình gây ra.
- 2. Members of the Board of Directors, Supervisors, General Director and other executives who violate their obligations and responsibilities of honesty and



prudence, and fail to fulfill their obligations with diligence and professional capacity, shall be responsible for damages caused by their violations. 2. The Company shall indemnify those who have been, are and may become a party to any complaint, 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, Supervisor, General Director, other executives, employees or authorized representative of the Company or such person has been or is acting at the request of the Company as a member of the Board of Directors, executive, employee or authorized representative of the Company provided that such person has acted honestly, carefully, diligently for the benefit or not in conflict with the interests of the Company, on the basis of compliance with the law and there is no evidence confirming that such person has violated his/her responsibilities.

3. When performing functions, duties or performing work authorized by the Company, members of the Board of Directors, Supervisors, other executives, employees or authorized representatives of the Company shall be compensated by the Company when becoming a related party in a complaint, lawsuit or prosecution (except for lawsuits initiated by the Company) in the following cases:
  - a. Has acted honestly, carefully, diligently for the benefit and not in conflict with the interests of the Company;
  - b. Has complied with the law and there is no evidence confirming that he/she has failed to fulfill his/her responsibilities.
4. Compensation costs include expenses incurred (including attorneys' fees), judgment costs, fines, and payments actually or reasonably incurred in resolving these cases within the framework of the law. The Company may purchase insurance for such persons to avoid the above compensation liabilities.

## **XI. RIGHT TO INVESTIGATE THE COMPANY'S BOOKS AND RECORDS**

### **Article 41. Right to investigate books and records**

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

In case an authorized representative or lawyer of a shareholder or group of shareholders requests to look up books and records, it must be accompanied by a power of attorney from the shareholder and group of shareholders that he or she represents or a notarized copy of this power of attorney.

2. Members of the Board of Directors, Supervisors, General Directors and other executives have the right to check the Company's shareholder register, the list of shareholders and other books and records of the Company for purposes related to their positions, provided that such information must be kept confidential.
3. The Company must keep this Charter and any amendments to the Charter, the Business Registration Certificate, 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 Supervisory Board, 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.
4. The Company Charter must be published on the Company's website.

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

### **Article 42. Employees and Trade Unions**

1. The General Director must plan for the Board of Directors to approve issues related to recruitment, dismissal, salary, social insurance, welfare, 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 relationship with Party and Trade Union organizations according to 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**

### **Article 43. Profit Distribution**

1. The General Meeting of Shareholders shall decide on the level of dividend payment and the form of annual dividend payment from the Company's retained earnings and based on the proposal of the Board of Directors.
2. According to the provisions of the Enterprise Law, the Board of Directors may decide to pay/prepay mid-term dividends if it considers that such payment is consistent with the Company's profitability.
3. The deadline for payment of cash dividends must be made within a period of no more than 06 months from the date of closing of the Annual General Meeting of Shareholders.
4. The Company shall not pay interest on the amount of dividend payment or the amount of payment related to a type of shares.
5. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of dividends in shares or specific assets and the Board of Directors shall be the agency implementing this decision.



6. In case dividends or other amounts related to a type of shares are paid in cash, the Company must pay in Vietnamese Dong. Payments may be made directly or through banks based on the bank 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 shall not be responsible for the amount transferred to the shareholder. Payment of dividends for shares listed/registered for trading at the Stock Exchange may be made through a securities company or the Vietnam Securities Depository.
7. In case of approval by the General Meeting of Shareholders, the Board of Directors may decide and notify that the holders of common shares shall receive dividends in common shares instead of cash dividends. These additional shares for dividend payment are recorded as fully paid shares on the basis that the value of the dividend shares must be equivalent to the cash dividend that the shareholder receives.
8. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution to determine a specific date to close the list of entitled shareholders. Based on that date, shareholders or holders of other securities shall be entitled to attend the shareholders' meeting, receive dividends, interest, profit distribution, receive shares, receive notices or other rights as decided by the Board of Directors or the Shareholders' Meeting. The record date may be on the same day or at a time before such rights are exercised. This does not affect the rights of the two parties in the transaction of transferring shares or related securities. Those who register as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distribution, receive shares, receive notices or other documents.
9. Other issues related to profit distribution are carried out in accordance with the provisions of law.

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

##### **Article 44. Bank account**

1. The Company opens accounts at Vietnamese banks or foreign banks licensed to operate in Vietnam.
2. Subject to prior approval from competent authorities, if necessary, the Company may open bank accounts abroad according to 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. The Company may also implement other payment and transaction methods as decided by the Board of Directors and/or the General Director.

##### **Article 45. Fiscal year**

1. The Company's fiscal year begins on the first day of January each year and ends on the 31<sup>st</sup> of December of the same year.

2. The first fiscal year begins on the date of issuance of the first Business Registration Certificate and ends on the 31<sup>st</sup> of December of that year.

#### **Article 46. Accounting regime**

1. The accounting regime used by the Company is the enterprise accounting regime or a specific accounting regime issued and approved by a competent authority.
2. The Company shall prepare accounting books in Vietnamese and keep accounting records according to the type of business activities in which the Company participates and the provisions of the law on accounting and related laws. These records must be accurate, up-to-date, systematic and sufficient to prove and explain the Company's transactions.
3. The Company shall use the Vietnamese Dong as the accounting currency. In case the Company has economic transactions arising mainly in a foreign currency, it may freely choose that foreign currency as the accounting currency, be responsible for that choice with the law and notify the direct tax management authority.
4. The Company shall conduct financial statement audits according to current laws.

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

#### **Article 47. Annual, semi-annual and quarterly financial statements**

1. The Company must prepare an annual financial report in accordance with the provisions of law as well as the regulations of the State Securities Commission and the report must be audited according to the provisions of Article 49 of this Charter. Within ninety (90) days from the end of each fiscal year, the Company must submit an annual financial report approved by the General Meeting of Shareholders to the competent tax authority, the State Securities Commission, the Stock Exchange and the Business Registration Authority.
2. The annual financial report must include a report on business performance that honestly and objectively reflects the Company's profit/loss situation during the fiscal year, a financial situation report that honestly and objectively reflects the Company's operating situation up to the time of preparing the report, a cash flow report and explanatory notes to the financial statements.
3. The Company must prepare and publish the audited six-month financial statements and quarterly financial statements according to the regulations of the State Securities Commission, the Stock Exchange and submit them to the relevant tax authorities and the Business Registration Authority according to the provisions of the Enterprise Law.
3. The audited annual financial statements (including the auditor's opinion), the audited six-month financial statements and the quarterly financial statements of the Company must be published on the Company's website.



4. Interested organizations and individuals have the right to inspect or copy the audited annual financial statements, the audited six-month financial statements and the quarterly financial statements during working hours at the Company's head office and must pay a reasonable fee for copying.

#### **Article 48. Annual Report**

The Company must prepare and publish the Annual Report and other supporting documents according to the provisions of the law on enterprises, securities and the securities market.

### **XVI. COMPANY AUDIT**

#### **Article 49. Auditing**

1. The annual 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. The Company must prepare and submit the annual financial statements to the independent auditing company after the end of the fiscal year.
2. The independent auditing company shall examine, confirm the preparation of the audit report and submit it to the Board of Directors within two (02) months from the end of the fiscal year.
3. A copy of the audit report is attached to the Company's annual financial statements.
4. The independent auditor performing the audit of the Company is allowed to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders, the shareholders are entitled to receive and to express opinions at the meeting on issues related to the audit of the Company's financial statements.

### **XVII. STAMP**

#### **Article 50. Stamp**

1. The Board of Directors decides to approve the official stamp of the Company and the seal is engraved according to the provisions of law and the Company's Charter.
2. The Board of Directors and the General Director use and manage the seal according to the provisions of current law.

### **XVIII. TERMINATION OF OPERATIONS AND LIQUIDATION**

#### **Article 51. Termination of operations**

1. The Company may be terminated in the following cases:
  - a. The Court declares the Company bankrupt in accordance with the provisions of current law;

- b. Dissolution before the deadline according to the decision of the General Meeting of Shareholders;
  - c. The Certificate of Business Registration is revoked
  - d. Other cases as prescribed by law.
2. The dissolution of the Company before the 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 compulsory) according to regulations.

**Article 52. Extension of operation period**

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months before the end of the term of operation so that shareholders can vote on the extension of the Company's operation upon the proposal of the Board of Directors.
2. The term of operation shall be extended when 65% or more of the total votes of shareholders with voting rights present in person or through authorized representatives present at the General Meeting of Shareholders approve.

**Article 53. Liquidation**

1. At least six (06) months after the decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its own operating regulations. The members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be paid by the Company before other debts of the Company.
2. The Liquidation Committee shall be responsible for reporting to the Business Registration Authority on the date of establishment and the date of commencement of operation. From that time on, the Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.
3. Proceeds from the liquidation shall be paid in the following order:
- a. Liquidation costs;
  - b. Debts on wages, severance pay, social insurance and other benefits of employees according to collective labor agreements and signed labor contracts;
  - c. Tax debts;
  - d. Other debts of the Company;
  - e. The remaining amount after paying all debts from items (a) to (d) above shall be distributed to shareholders. Preferred shares shall be paid first.



## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 54. 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, other legal provisions, the Company Charter, and regulations between:
  - a. Shareholders with the Company;
  - b. Shareholders with the Board of Directors, the Board of Supervisors, the General Director or other executives;

The parties concerned shall attempt to resolve such dispute through negotiation and conciliation. Except in cases where the dispute involves 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 request each party to present information related to the dispute within sixty (60) working days from the date the dispute arises. In cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as a mediator in the dispute resolution process.

2. In case no conciliation decision is reached within sixty (60) days from the start of the conciliation process or if the conciliation mediator's decision is not accepted by the parties, a party may bring the dispute to the Economic Arbitration or a competent Court of Vietnam for settlement.
3. The parties shall bear the 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**

### **Article 55. Company Charter**

1. Any supplement or amendment to this Charter must be considered and decided by the General Meeting of Shareholders, except for the case of adjusting the charter capital due to the sale of new shares within the number of shares authorized for sale according to the Resolution approved by the General Meeting of Shareholders.
2. In case there are provisions of law related to the Company's operations that are not mentioned in this Charter or in case there are new provisions of law that are different from the provisions of this Charter, the provisions of such law shall naturally apply and regulate the Company's operations.

## **XXI. EFFECTIVE DATE**

### **Article 56. Effective Date**

1. This Charter consists of 21 chapters and 57 articles, approved on the date..... month....., 2025 and approved the full text effectiveness of this Charter.
2. This Charter is made in ..... copies, of equal value and kept at the Company's Head Office.

3. This Charter is the only and official copy 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 one-half (1/2) of the total number of members of the Board of Directors.

Signature of the legal representative of the Company./.

**GENERAL DIRECTOR**

*(Signed)*

**NGUYEN VIET HA**