

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence – Freedom - Happiness**  
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**CHARTER**

**DHC SUOI DOI CORPORATION**

Da Nang, July 2025

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## INTRODUCTION

This Charter is approved pursuant to the Resolution of the General Meeting of Shareholders 146/2025/NQ-DHDCD dated April 24<sup>th</sup>, 2025.

## I. DEFINITIONS OF TERMS IN THE CHARTER

### Article 1. Interpretation of Terms

1. In this Charter, the following terms shall be understood as follows:

a) *Charter capital* means the total par value of shares that have been sold or registered for purchase upon the establishment of a joint-stock company and as stipulated in Article 6 of this Charter;

b) *Voting capital* means the share capital in which the holder has the right to vote on matters under the decision-making authority of the General Meeting of Shareholders;

c) *Enterprise Law* refers to Law No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

d) *Securities Law* refers to Law No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

e) *Vietnam* refers to the Socialist Republic of Vietnam;

f) *Establishment date* means the date on which the Company is first granted an Enterprise Registration Certificate (Business Registration Certificate and equivalent documents);

g) *Business executive* refers to the General Director, Deputy General Directors, Chief Accountant, and other executives as stipulated in the Company's Charter;

h) *Business manager* refers to the company management personnel, including the Chairman of the Board of Directors, members of the Board of Directors, General Director, and other managerial positions as stipulated in the Company's Charter;

i) *Related persons* refer to individuals and organizations as defined in Clause 46, Article 4 of the Securities Law;

k) *Shareholder* means an individual or organization that owns at least one share of a joint-stock company;

l) *Founding shareholder* means a shareholder who owns at least one ordinary share and whose name appears on the list of founding shareholders of the joint-stock company;

m) *Major shareholder* means a shareholder as defined in Clause 18, Article 4 of the Securities Law;



n) *Operating duration* means the operation period of the Company as stipulated in Article 2. of this Charter and any extension (if applicable) approved by the General Meeting of Shareholders;

o) *Stock exchange* refers to the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to one or more provisions or other documents include any amendments, supplements, or replacements thereof.

3. The titles (Sections and Articles of this Charter) are used for convenience in understanding and do not affect the content of this Charter.

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

### **Article 2. Name, Form, Headquarters, Branches, Representative Offices, Business Locations, and Operating Term of the Company**

#### **1. Tên Công ty**

- Company Name: **DHC SUOI DOI CORPORATION**

- Name in English: **DHC SUOI DOI CORPORATION**

- Abbreviated Name: **DHC SUOI DOI CORP**

2. The Company is a joint-stock company with legal status in accordance with current Vietnamese laws.

#### **3. Registered Headquarters of the Company:**

- Address: 158 Bui Ta Han Street, Ngu Hanh Son Ward, Da Nang City, Vietnam

- Tel: 0236.3561.575

- Email: [info@dhcgroup.vn](mailto:info@dhcgroup.vn)

- Website: <https://dhcsuoidoi.vn/>

4. The Company may establish branches and representative offices in business areas to achieve its operational objectives in accordance with decisions of the Board of Directors and within the limits of the law.

5. Unless terminated earlier under Clause 2, Article 54, or extended under Article 55 of this Charter, the Company's operating term is indefinite.

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

The Company has one legal representative: the Chairman of the Board of Directors.

Powers and duties of the legal representative:

- a) Exercise rights and perform duties honestly, prudently, and in the best way to ensure the maximum lawful interests of the Company;
- b) Be loyal to the interests of the Company; do not abuse position or authority to use the Company's information, business opportunities, and assets for personal gain or to serve the interests of other organizations or individuals;
- c) Promptly, fully, and accurately notify the Company of enterprises where they own shares, contribute capital, or where their related persons own controlling shares or capital contribution;
- d) Other responsibilities as prescribed by law and the Company's Charter.

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

#### **Article 4. Objectives of the Company**

1. Business lines of the Company:

No.	Industry Name	Industry Code
1	Fruit Tree Cultivation	0121
2	Forestry Service Activities	0240
3	Other Mining Activities Not Elsewhere Classified (Details: Exploration and Exploitation of Hot Mineral Water)	0899
4	Manufacture of Non-Alcoholic Beverages, Mineral Water (Production Site Outside Da Nang City)	1104
5	Short-term Accommodation Services (Details: Tourism Accommodation Business)	5510
6	Retail Sale of Books, Newspapers, Magazines, and Stationery in Specialized Stores (Details: Retail Sale of Books, Newspapers, and Periodicals)	4761
7	Restaurants and Mobile Food Service Activities (Details: Restaurant)	5610
8	Beverage Service Activities (Excluding Bars)	5630



9	Water Collection, Treatment, and Supply (Details: Collection, Treatment, and Supply of Mineral Water)	3600
10	Site Preparation	4312
11	Completion of Construction Works	4330
12	Wholesale of Food (Details: Wholesale of Edible Bird's Nest and Products from Edible Bird's Nest)	4632
13	Retail Sale of Other New Goods in Specialized Stores (Details: Retail Sale of Edible Bird's Nest and Products from Edible Bird's Nest)	4773
14	Other Land Passenger Transport (Details: Passenger Transport Business on Fixed Routes)	4932
15	Organization of Introductions and Trade Promotion	8230
16	Activities of Sports Facilities	9311
17	Activities of Sports Clubs	9312
18	Other Amusement and Recreation Activities Not Elsewhere Classified (Excluding Bars and Dance Clubs)	9329 (Main)
19	Sauna, Massage, and Other Similar Health-Enhancing Services (Excluding Sports Activities)	9610
20	Real Estate Business, Ownership, and Leasing of Land Use Rights	6810
21	Rental of Sports and Recreational Equipment	7721
22	Travel Agency Activities	7911
23	Tour Operator Activities	7912
24	Cultivation of Vegetables, Beans, and Flowers	0118
25	Cultivation of Spices, Medicinal, and Aromatic Plants	0128
26	Forestry Plantation, Care, and Nursery	0210
27	Activities of Botanical Gardens, Zoos, and Nature Reserves (Only Operates After Meeting All Legal Requirements)	9103
28	Other Mining Support Service Activities (Details: Drilling for Exploration and Exploitation of Mineral Water and Hot Mineral Water)	0990
29	Reservation Services and Other Related Tourism Promotion Services	7990



30	Construction of Other Civil Engineering Projects (Details: Construction of Transport, Irrigation, Hydropower, Technical Infrastructure, Water Supply, and Wastewater Treatment Works)	4299
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## 2. The Company's objective:

To become a reputable enterprise in the investment, construction, and management of Nui Than Tai Hot Springs Park and other supporting services; to build a recognized brand in the Central region and nationwide; and to ensure profitability that guarantees the return on investment for founding shareholders and attracts potential investors.

## Article 5. Scope of Business and Operations of the Company

The Company is allowed to conduct business activities in the registered industries as stated in this Charter, registered and announced on the National Business Registration Portal.

## IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

### Article 6. Charter Capital, Shares, Founding Shareholders

1. The Company's charter capital is VND 471,000,000,000 (Four hundred seventy-one billion VND), divided into 47,100,000 shares, with a par value of VND 10,000 per share.
2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in compliance with legal regulations.
3. The shares of the Company include ordinary shares and preferred shares (if any) as of the date this Charter is approved. The rights and obligations of shareholders holding each type of share are specified in Articles 12 and 13 of this Charter.
4. The Company may issue other types of preferred shares upon approval of the General Meeting of Shareholders and in accordance with the law.
5. Ordinary shares must be prioritized for sale to existing shareholders in proportion to their ownership unless otherwise decided by the General Meeting of Shareholders. Shares not registered for purchase by shareholders will be allocated by the Board of Directors. The Board may distribute these shares to shareholders or other individuals under conditions no less favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
6. The Company may repurchase its issued shares as prescribed in this Charter and current law.

7. The Company may issue other types of securities in accordance with legal regulations.

#### **Article 7. Share Certificates**

1. Shareholders of the Company are granted share certificates corresponding to the number and type of shares they own.
2. A share certificate is a security that confirms the lawful rights and interests of the owner over a portion of the charter capital of the issuing organization. The certificate must contain all contents as prescribed in Clause 1, Article 121 of the Enterprise Law.
3. Within 30 days from the date of submitting a complete application for the transfer of share ownership as prescribed by the Company or within 02 months from the date of full payment for the purchase of shares according to the Company's share issuance plan (or another period as stipulated in the issuance terms), the shareholder shall be issued a share certificate. The shareholder shall not be required to pay any printing costs for the share certificate.
4. In case a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued a new share certificate upon request. The shareholder's request must include the following details:
  - a) Information about the share certificate that has been lost, damaged, or otherwise destroyed;
  - b) A commitment to take responsibility for any disputes arising from the issuance of the new share certificate.

#### **Article 8. Other Securities Certificates**

Bond certificates or other securities certificates issued by the Company must bear the signature of the legal representative and the Company's seal.

#### **Article 9. Transfer of Shares**

1. All shares are freely transferable unless otherwise specified by this Charter or law. Listed shares and shares registered for trading on the stock exchange shall be transferred in accordance with securities and stock market regulations.
2. Unpaid shares cannot be transferred or enjoy related rights such as receiving dividends, new share issues, or other benefits under the law.



#### **Article 10. Share Repurchase (Applicable When Registering Business Establishment)**

1. If a shareholder fails to fully and timely pay the required amount for purchasing shares, the Board of Directors shall notify and has the right to request the shareholder to pay the outstanding amount. The shareholder remains responsible for the total par value of the registered shares concerning the Company's financial obligations arising from non-payment.
2. The payment notice must specify the new payment deadline (at least seven days from the date of notification), the payment location, and the consequences of non-payment, stating that the unpaid shares will be repossessed.
3. The Board of Directors has the right to repossess shares that are not fully and timely paid if the requirements in the notice are not met.
4. Repossessed shares shall be considered authorized shares available for sale as stipulated in Clause 3, Article 112 of the Enterprise Law. The Board of Directors may directly sell or redistribute them under terms and methods deemed appropriate.
5. A shareholder whose shares are repossessed must relinquish their shareholder status for those shares but remains liable for the total par value of the registered shares regarding the Company's financial obligations at the time of repossession. This liability remains until full payment is made as determined by the Board of Directors. The Board has full discretion to enforce full payment for the shares at the time of repossession.
6. A repossession notice shall be sent to the affected shareholder before repossession. The repossession remains valid even in cases of errors or negligence in sending the notice.

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

##### **Article 11. Organizational Structure, Management, and Supervision**

The Company's organizational structure includes:

1. General Meeting of Shareholders.
2. Board of Directors and Supervisory Board.
3. Director.



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

### **Article 12. Rights of Shareholders**

1. Ordinary shareholders have the following rights:

a) Attend, speak at, and vote in General Meetings of Shareholders directly or through an authorized representative or other means as prescribed by the Company's Charter and the law. Each ordinary share carries one voting right.

b) Receive dividends as determined by the General Meeting of Shareholders.

c) Have preemptive rights to purchase newly issued shares in proportion to their ownership percentage in the Company.

d) Freely transfer shares, except as restricted under Clause 3, Article 120, and Clause 1, Article 127 of the Enterprise Law or other legal regulations.

e) Inspect, review, and extract information regarding shareholder names and contact details in the voting shareholders' list; request corrections of inaccurate information.

f) Inspect, review, extract, or copy the Company's Charter, minutes of General Meetings, and resolutions of the General Meeting of Shareholders.

g) Upon dissolution or bankruptcy of the Company, receive remaining assets proportionally to their shareholding ratio.

h) Request the Company to repurchase their shares in cases specified in Article 132 of the Enterprise Law.

i) Be treated equally—each share of the same type grants equal rights, obligations, and benefits to its holder. If the Company issues preferred shares, the rights and obligations attached must be approved by the General Meeting of Shareholders and disclosed to shareholders.

k) Access complete periodic and extraordinary disclosures as required by law.

l) Have their legal rights and interests protected; request the suspension or annulment of resolutions/decisions of the General Meeting of Shareholders and Board of Directors under the Enterprise Law.

m) Exercise other rights as prescribed by law and this Charter.

2. Shareholders or groups of shareholders holding at least 5% of total ordinary shares have the following rights:

- a) Request the Board of Directors to convene a General Meeting of Shareholders under Clause 3, Article 115, and Article 140 of the Enterprise Law.
- b) Inspect, review, and extract resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, and other documents, except those related to business secrets.
- c) Request the Supervisory Board to examine specific issues related to Company management and operations when deemed necessary. The request must be in writing, including personal details of the shareholders involved, the number of shares held, the total shareholding percentage, the matters to be reviewed, and the purpose of the examination.
- d) Propose agenda items for the General Meeting of Shareholders. Proposals must be in writing and submitted at least three working days before the meeting.
- e) Exercise other rights as prescribed by law and this Charter.

3. Shareholders or groups of shareholders holding at least 10% of total ordinary shares have the right to nominate members for the Board of Directors and Supervisory Board. If not otherwise specified in the Company's Charter, nominations shall be conducted as follows:

- a) Shareholders forming a group to nominate members must notify other shareholders before the General Meeting.
- b) Based on the number of Board and Supervisory Board members, eligible shareholders or groups may nominate one or more candidates as determined by the General Meeting. If the number of nominees is insufficient, the Board of Directors, Supervisory Board, and other shareholders may nominate additional candidates.

### **Article 13. Obligations of Shareholders**

Common shareholders have the following obligations:

- 1. Fully and timely pay for subscribed shares.
- 2. Not withdraw contributed capital in any form unless the shares are repurchased by the Company or transferred to another party. Any shareholder who unlawfully withdraws capital shall be jointly liable for the Company's debts and obligations corresponding to the withdrawn capital and any resulting damages.
- 3. Comply with the Company's Charter and internal management regulations.



4. Adhere to resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Maintain confidentiality of information provided by the Company and use it solely to protect their legal rights and interests. Disclosure or sharing of such information with third parties is prohibited.
6. Attend General Meetings and vote through one of the following methods:
  - a) Attending and voting in person.
  - b) Authorizing another individual or organization to attend and vote.
  - c) Participating and voting via online conferences or electronic voting.
  - d) Sending voting ballots via mail, fax, or email.
  - e) Using other voting methods as stipulated in the Company's Charter.
7. Bear personal liability if they act on behalf of the Company for:
  - a) Violating the law.
  - b) Engaging in business or transactions for personal gain or the benefit of another entity.
  - c) Prepaying debts before due dates, leading to financial risks for the Company.
8. Fulfill other obligations as required by applicable law.

#### **Article 14. General Meeting of Shareholders**

1. The General Meeting of Shareholders, comprising all voting shareholders, is the highest decision-making body of the Company. It convenes annually within four months after the end of the fiscal year. If necessary, the Board of Directors may extend the meeting deadline, but not beyond six months. Extraordinary meetings may also be convened. The meeting location is where the chairperson is present, and it must be in Vietnam.
2. The Board of Directors organizes the Annual General Meeting and determines an appropriate venue. It approves matters as required by law and the Charter, particularly the audited annual financial statements. If the financial report contains significant exceptions or adverse audit opinions, the Company must invite an auditor to attend the meeting and address shareholders.
4. Convening an Extraordinary General Meeting of Shareholders
  - a) The Board of Directors must convene the General Meeting of Shareholders within 30 days from the date when the remaining number of members of the Board of Directors,



independent members of the Board of Directors, or members of the Supervisory Board is as specified in Point b, Clause 3 of this Article, or from the date of receiving the request specified in Points c and d, Clause 3 of this Article.

b) If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, the Supervisory Board shall replace the Board of Directors in convening the General Meeting of Shareholders within the next 30 days, in accordance with Clause 3, Article 140 of the Enterprise Law.

c) If the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholders or group of shareholders specified in Point c, Clause 3 of this Article shall have the right to request the company's representative to convene the General Meeting of Shareholders in accordance with the Enterprise Law.

In this case, the shareholders or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These expenses do not include costs incurred by shareholders for attending the meeting, such as accommodation and travel expenses.

d) The procedure for organizing the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Enterprise Law..

#### **Article 15. Rights and Obligations of the General Meeting of Shareholders**

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

- a) Approve the Company's development direction;
- b) Decide the types of shares and the total number of shares of each type that may be offered; determine the annual dividend rate for each type of share;
- c) Elect, dismiss, and remove members of the Board of Directors and the Supervisory Board;
- d) Decide on investments or asset sales valued at 35% or more of the total asset value recorded in the Company's latest financial statements;
- d) Decide on amendments and supplements to the Company's Charter;
- e) Approve the annual financial statements;

- g) Decide on the repurchase of more than 10% of the total issued shares of each type;
- h) Review and handle violations by members of the Board of Directors and the Supervisory Board that cause damage to the Company and its shareholders;
- i) Decide on the reorganization or dissolution of the Company;
- k) Determine the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- l) Approve the Internal Governance Regulations and operational regulations of the Board of Directors and the Supervisory Board;
- m) Approve the list of approved audit firms and decide on the audit firm to audit the Company's operations, as well as dismiss approved auditors when necessary;
- n) Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders discusses and approves the following matters:

- a) The Company's annual business plan;
- b) The audited annual financial statements;
- c) The Board of Directors' report on governance and the performance of the Board of Directors and each of its members;
- d) The Supervisory Board's report on the Company's business performance, as well as the performance of the Board of Directors and the General Director;
- d) The Supervisory Board's self-assessment report on its performance and that of its members;
- e) Dividend rates for each type of share;
- g) The number of members in the Board of Directors and the Supervisory Board;
- h) Election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
- i) Determination of the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- k) Approval of the list of approved audit firms and the selection of an audit firm to review the Company's operations when deemed necessary;
- l) Amendments and supplements to the Company's Charter;
- m) The types and number of new shares issued and the transfer of shares held by founding shareholders within the first three years from the date of establishment;



- n) Division, separation, merger, consolidation, or conversion of the Company;
  - o) Reorganization and dissolution (liquidation) of the Company and the appointment of a liquidator;
  - p) Investment or sale of assets valued at 35% or more of the total asset value recorded in the latest financial statements;
  - q) The repurchase of more than 10% of the total issued shares of each type;
  - r) Transactions with related parties as stipulated in Clause 1, Article 167 of the Enterprise Law, with a transaction value equal to or exceeding 35% of the Company's total assets recorded in the latest financial statements;
  - s) Approval of transactions as stipulated in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, issued by the Government detailing the implementation of certain provisions of the Securities Law;
  - t) Approval of the internal governance regulations, Board of Directors' operational regulations, and Supervisory Board's operational regulations;
  - u) Other matters as prescribed by law and this Charter.
3. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

#### **Article 16. Authorization to Attend the General Meeting of Shareholders**

1. Shareholders and authorized representatives of institutional shareholders may attend meetings in person or authorize one or more individuals or organizations to attend the meeting, or participate through one of the methods specified in Clause 3, Article 144 of the Enterprise Law.

2. Authorization to attend the General Meeting of Shareholders must be made in writing. The authorization document must comply with civil law provisions and clearly state the name of the shareholder granting authorization, the name of the authorized individual or organization, the number of shares authorized, the scope and duration of authorization, and the signatures of both parties.

The authorized representative attending the meeting must submit the authorization document when registering for the meeting. If further sub-authorization occurs, the attendee must also present the original authorization document from the shareholder or institutional representative (if not previously registered with the Company).



3. The voting ballot of an authorized attendee within the authorized scope remains valid except in the following cases:

- a) The authorizing shareholder has died, been restricted in legal capacity, or lost legal capacity;
- b) The authorizing shareholder has revoked the authorization;
- c) The authorizing shareholder has revoked the power of the authorized person.

This provision does not apply if the Company receives notice of any of the above events before the meeting starts or before a reconvened meeting is held.

#### **Article 17. Changes to Rights**

1. Changes or cancellations of special rights attached to a type of preferred shares are valid when approved by at least 65% of the voting rights of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders that negatively affects the rights and obligations of preferred shareholders is only valid if approved by at least 75% of the voting rights of the affected preferred shareholders attending the meeting or if preferred shareholders holding at least 75% of such shares approve it through a written ballot.

2. A meeting of preferred shareholders to approve changes to their rights is valid if attended by at least two shareholders (or their authorized representatives) holding at least one-third of the total nominal value of that class of shares. If the required number of attendees is not met, the meeting shall be reconvened within 30 days, and those present (regardless of number) shall be deemed sufficient.

3. The procedures for such separate shareholder meetings shall follow Articles 19, 20, and 21 of this Charter.

4. Unless otherwise stated in share issuance terms, special rights related to profit distribution or Company assets remain unchanged when additional shares of the same type are issued.

#### **Article 18. Convening Meetings, Meeting Agenda, and Notice of General Meeting of Shareholders**

1. The Board of Directors convenes the Annual General Meeting of Shareholders and Extraordinary General Meetings. The Board of Directors shall convene an Extraordinary

General Meeting of Shareholders under the cases specified in Clause 3, Article 14 of this Charter.

2. The person convening the General Meeting of Shareholders must carry out 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 notice of the General Meeting of Shareholders is sent. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting at least 20 days before the final registration date;
- b) Prepare the agenda and content of the meeting;
- c) Prepare documents for the meeting;
- d) Draft the resolutions of the General Meeting of Shareholders based on the expected agenda of the meeting, and provide a list and detailed information about candidates in case of electing members of the Board of Directors or Supervisory Board;
- e) Determine the time and venue of the meeting;
- f) Notify and send invitations to all shareholders entitled to attend the General Meeting of Shareholders;
- g) Carry out other tasks serving the General Meeting;
- h) Provide login credentials (username and password) for shareholders and authorized representatives (if any) to access the online General Meeting system, attend, and exercise their voting rights in case the Company organizes an online General Meeting of Shareholders and electronic voting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders using a method that ensures delivery to the shareholders' contact addresses. It shall also be published on the Company's website, the State Securities Commission's website, and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the meeting must send the notice of the General Meeting to all shareholders on the list of eligible attendees at least 21 days before the opening of the meeting (calculated from the date the notice is validly sent or delivered). The meeting agenda and related documents subject to voting at the General Meeting shall be sent to shareholders and/or published on the Company's website. If documents are not attached



to the meeting notice, the notice must include a link to access all meeting materials, including:

- a) The meeting agenda and related documents;
- b) The list and detailed information of candidates for election as members of the Board of Directors and Supervisory Board (if applicable);
- c) Voting ballots;
- d) Draft resolutions for each item on the agenda.

4. Shareholders or groups of shareholders as specified in Clause 2, Article 12 of this Charter have the right to propose issues for inclusion in the General Meeting agenda. The proposal must be in writing and sent to the Company at least three (3) working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of shares held by each type, and the proposed issues for discussion.

5. The person convening the General Meeting of Shareholders has the right to reject proposals specified in Clause 4 of this Article if:

- a) The proposal is not submitted in accordance with Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the total common shares as required in Clause 2, Article 12 of this Charter;
- c) The proposed issue does not fall within the decision-making authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and this Charter.

6. The person convening the General Meeting of Shareholders must accept and include the proposals specified in Clause 4 of this Article in the expected meeting agenda and content, except for cases specified in Clause 5 of this Article. The proposal shall be officially added to the meeting agenda if approved by the General Meeting of Shareholders.

#### **Article 19. Conditions for Holding the General Meeting of Shareholders**

1. The General Meeting of Shareholders may be convened when shareholders attending the meeting represent more than 50% of the total voting shares.

2. If the first meeting does not meet the conditions specified in Clause 1 of this Article, a second meeting invitation must be sent within 30 days from the scheduled date of the first



meeting. The second General Meeting of Shareholders may proceed when shareholders attending the meeting represent at least 33% of the total voting shares.

3. If the second meeting does not meet the conditions specified in Clause 2 of this Article, a third meeting invitation must be sent within 20 days from the scheduled date of the second meeting. The third General Meeting of Shareholders may proceed regardless of the total voting shares of the attending shareholders.

#### **Article 20. Procedures for Holding and Voting at the General Meeting of Shareholders**

1. Before the meeting begins, the company must register shareholders and continue registration until all eligible shareholders present have completed the registration process, following these steps:

a) Upon shareholder registration, the company issues a voting card to each shareholder or their authorized representative, indicating the registration number, shareholder's name, authorized representative's name, and the number of voting shares. The General Meeting of Shareholders discusses and votes on each matter in the agenda. Voting is conducted with three options: approval, disapproval, or abstention. At the meeting, the approval votes are collected first, followed by the disapproval votes, and finally, the total votes for approval or disapproval are counted to determine the outcome. The voting results are announced by the chairperson before the meeting adjourns. The General Meeting elects vote counters or vote supervisors as proposed by the chairperson. The number of vote counting members is determined by the General Meeting based on the chairperson's proposal.

b) Shareholders or authorized representatives attending after the meeting has started may register and participate in voting immediately upon registration. The chairperson is not required to pause the meeting for late registrants, and previous voting results remain unchanged.

c) If the company organizes the General Meeting online and uses electronic voting, shareholders and their authorized representatives (if any) must access the online system to attend, vote, and participate in elections.

2. Election of the chairperson, secretary, and vote counting committee is conducted as follows:

a) The Chairperson of the Board of Directors serves as the meeting chairperson or authorizes another board member to chair the meeting. If the Chairperson is absent or

temporarily unable to perform their duties, the remaining board members elect one among them to chair the meeting by majority vote. If no chairperson is elected, the Head of the Supervisory Board shall conduct the meeting to allow the General Meeting of Shareholders to elect a chairperson from among the attendees, with the candidate receiving the highest votes becoming the chairperson.

b) Except in cases specified in point a of this clause, the person who convened the General Meeting of Shareholders shall conduct the meeting for the election of a chairperson, with the candidate receiving the highest votes becoming the chairperson.

c) The chairperson appoints one or more persons as meeting secretaries.

d) The General Meeting elects one or more members for the vote counting committee as proposed by the chairperson.

3. The meeting agenda and content must be approved by the General Meeting at the opening session. The agenda must clearly specify and detail the time allocation for each agenda item.

4. The chairperson has the right to take necessary and reasonable measures to conduct the General Meeting in an orderly manner, in accordance with the approved agenda, and in line with the wishes of the majority of attendees.

a) Arranging seating at the General Meeting venue.

b) Ensuring the safety of all attendees.

c) Facilitating shareholders' participation in the meeting. The person convening the General Meeting has full authority to adjust the measures mentioned above and implement any necessary measures, such as issuing entry passes or using alternative control methods.

5. The General Meeting of Shareholders discusses and votes on each matter in the agenda. Voting is conducted with three options: approval, disapproval, or abstention. The voting results are announced by the chairperson before the meeting adjourns.

6. Shareholders or their authorized representatives who register after the meeting has started may still participate and vote immediately upon registration. In this case, previously adopted resolutions remain valid.

7. The meeting convener or chairperson has the following rights:

a) Require all attendees to undergo security checks or other lawful and reasonable security measures.



b) Request authorities to maintain order, remove individuals who disrupt the meeting, obstruct its progress, or fail to comply with security checks.

8. The chairperson has the right to postpone the General Meeting for up to 03 working days from the scheduled start date and may only postpone or change the meeting venue under the following circumstances:

a) The venue lacks sufficient seating for all attendees.

b) The communication systems at the venue do not allow shareholders to participate, discuss, and vote.

c) Disruptions occur that may prevent a fair and lawful meeting.

9. If the chairperson postpones or suspends the General Meeting in violation of Clause 8 of this Article, the attendees may elect a new chairperson to preside over the meeting until its conclusion. All resolutions passed during the meeting remain legally effective.

10. If the company uses modern technology for virtual meetings, it must ensure that shareholders can attend and vote electronically in accordance with Article 144 of the Enterprise Law and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020.

#### **Article 21. Conditions for the Adoption of General Meeting Resolutions**

1. Resolutions on the following matters are adopted if approved by shareholders representing at least 65% of the total voting shares of those attending and voting at the meeting, except as provided in Clauses 3, 4, and 6 of Article 148 of the Enterprise Law:

a) Types and total number of shares for each type.

b) Changes to the company's business lines and sectors.

c) Changes in the company's management structure.

d) Investment projects or asset sales valued at 35% or more of the company's total asset value as recorded in the latest financial statements, unless otherwise specified in the company's charter.

e) Reorganization or dissolution of the company.

2. Resolutions are adopted when approved by shareholders representing more than 50% of the total voting shares of those attending and voting, except for matters specified in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Enterprise Law.

3. Resolutions adopted by 100% of shareholders with voting rights are legally valid and effective, even if the meeting convening procedures and resolution adoption processes violate the Enterprise Law or the company's charter.

**Article 22. Authority and Procedure for Collecting Shareholders' Opinions in Writing to Pass Resolutions of the General Meeting of Shareholders**

The authority and procedure for collecting shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders shall be carried out as follows:

1. The Board of Directors has the authority to collect shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders when deemed necessary for the Company's interests, except as stipulated in Clause 2, Article 147 of the Enterprise Law.

2. The Board of Directors must prepare opinion collection forms, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions and send them to all shareholders with voting rights no later than 10 days before the deadline for returning the opinion collection forms. The requirements and method of sending the opinion collection forms and accompanying documents shall be carried out in accordance with Clause 3, Article 18 of this Charter.

3. The opinion collection form must contain the following key contents:

- a) Name, address of the head office, and enterprise code;
- b) Purpose of collecting opinions;
- c) Full name, contact address, nationality, and legal document number for individual shareholders; for institutional shareholders, the name, enterprise code, or legal document number, and address of the head office; for representatives of institutional shareholders, the full name, contact address, nationality, and legal document number; number of shares of each type and the corresponding voting rights of the shareholder;
- d) Issues requiring opinions for decision-making;
- d) Voting options, including approval, disapproval, and no opinion for each issue;
- e) Deadline for returning the completed opinion collection form to the Company;
- g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send the completed opinion collection form to the Company by mail, fax, or email as follows:

- a) If sent by mail, the completed opinion collection form must be signed by the individual shareholder or by the authorized representative or legal representative of the institutional



shareholder. The form must be enclosed in a sealed envelope and must not be opened before vote counting;

b) If sent by fax or email, the completed opinion collection form must remain confidential until the vote counting process begins;

c) Opinion collection forms received by the Company after the specified deadline or that have been opened (in the case of mail) or disclosed (in the case of fax or email) are invalid. Forms that are not sent back are considered non-participatory votes.

5. The Board of Directors shall count the votes and prepare a vote-counting record under the supervision of the Supervisory Board or shareholders who do not hold managerial positions in the Company. The vote-counting record must contain the following key contents:

a) Name, address of the head office, and enterprise code;

b) Purpose and issues for which opinions were collected to pass resolutions;

c) Number of shareholders and total voting rights participating in the voting, distinguishing between valid and invalid votes, and the method of voting submission, along with an appendix listing shareholders who participated in the voting;

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

d) Issues approved and the corresponding voting ratios;

e) Full names and signatures of the Chairman of the Board of Directors, vote counters, and vote-counting supervisors.

All members of the Board of Directors, vote counters, and vote-counting supervisors are jointly responsible for the honesty and accuracy of the vote-counting record and for any damages arising from dishonest or inaccurate vote counting leading to improper resolutions.

6. The vote-counting record and resolution must be sent to shareholders within 15 days from the date of vote counting completion. This may be replaced by publication on the Company's website within 24 hours from the vote counting completion time.

7. The completed opinion collection forms, vote-counting record, approved resolutions, and related documents accompanying the opinion collection forms must be kept at the Company's head office.

8. A resolution is considered passed by written shareholder opinions if approved by shareholders holding more than 50% of the total voting shares of all shareholders with

voting rights. Such a resolution has the same effect as a resolution passed at the General Meeting of Shareholders.

**Article 23. Resolutions and Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or stored in other electronic forms. The minutes must be prepared in Vietnamese, with an optional foreign language version, and must include the following key contents:

- a) Name, head office address, and enterprise registration number;
- b) Time and location of the General Meeting of Shareholders;
- c) Agenda and content of the meeting;
- d) Name of the chairperson and secretary;
- e) Summary of the meeting proceedings and statements of shareholders on each agenda item;
- f) Number of shareholders and total voting shares of attending shareholders, along with an annex listing registered shareholders and their respective shares and voting rights;
- g) Total votes for each voting matter, specifying voting method, valid and invalid votes, votes in favor, against, and abstentions, along with the percentage relative to the total votes of attending shareholders;
- h) Approved matters and the corresponding voting ratios;
- i) Name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the minutes, it remains valid if signed by all other attending Board of Directors members and contains all required details. The minutes must state the chairperson's or secretary's refusal to sign.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting ends. The chairperson, secretary, or other signatories are jointly responsible for the accuracy and truthfulness of the minutes' content.

3. Minutes prepared in both Vietnamese and a foreign language have equal legal validity. In case of discrepancies, the Vietnamese version prevails.

4. Resolutions, minutes of the General Meeting of Shareholders, the annex listing attending shareholders with their signatures, proxy documents, attached documents (if any), and relevant documents accompanying the meeting notice must be disclosed in



accordance with securities market disclosure regulations and retained at the company's head office.

#### **Article 24. Request for Annulment of Resolutions of the General Meeting of Shareholders**

Within 90 days from the receipt of a resolution or minutes of the General Meeting of Shareholders or the ballot results of a shareholders' written consultation, a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law may request a court or arbitration to review and annul a resolution or part of a resolution of the General Meeting of Shareholders under the following circumstances:

1. Serious violations of the convening procedures and decision-making process of the General Meeting of Shareholders as prescribed by the Enterprise Law and the company's Charter, except for cases specified in Clause 3, Article 21 of this Charter.
2. The content of the resolution violates the law or this Charter.

### **VII. BOARD OF DIRECTORS**

#### **Article 25. and Candidacy for the Board of Directors**

1. If candidates for the Board of Directors (BOD) have been identified, the company must disclose relevant information about them at least 10 days before the General Meeting of Shareholders on the company's website so that shareholders can review the candidates before voting. Candidates must provide a written commitment regarding the accuracy and honesty of their disclosed personal information and pledge to perform their duties with integrity, diligence, and in the best interests of the company if elected. The disclosed information must include:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work experience;
- d) Other management positions (including BOD positions in other companies);
- e) Interests related to the company and its affiliates;
- f) Other relevant information as specified in the company's charter;

g) Public companies must disclose information about other companies where the candidate holds a BOD position, other management positions, and related interests (if any).

2. Shareholders or groups of shareholders holding at least 10% of total common shares (or a lower percentage as specified in the company's charter) have the right to nominate candidates for the BOD as per the Enterprise Law and the company's charter.

3. If the number of candidates nominated or self-nominated is insufficient as required by Clause 5, Article 115 of the Enterprise Law, the incumbent BOD shall introduce additional candidates or organize nominations in accordance with the company's charter, internal governance regulations, and BOD operation regulations. The introduction of additional candidates by the incumbent BOD must be clearly announced before the General Meeting of Shareholders votes on the BOD members.

4. BOD members must meet the standards and conditions stipulated in Clauses 1 and 2, Article 155 of the Enterprise Law and the company's charter.

#### **Article 26. Composition and Term of the Board of Directors**

1. The BOD consists of five members.

2. The term of each BOD member shall not exceed five years and may be re-elected without term limits. An individual may only serve as an independent BOD member for a maximum of two consecutive terms. If all BOD members' terms expire simultaneously, they shall continue to serve until new members are elected and assume their responsibilities.

3. The BOD structure must ensure that at least one-third of its members are non-executive directors in a public company. The company must minimize the number of BOD members concurrently holding executive positions to ensure the board's independence.

4. A BOD member loses their position if dismissed, removed, or replaced by the General Meeting of Shareholders per Article 160 of the Enterprise Law.

5. The appointment of BOD members must be disclosed according to securities market information disclosure regulations.

6. BOD members are not required to be shareholders of the company.



## **Article 27. Powers and Duties of the Board of Directors**

1. The BOD is the company's management body and has full authority to decide and act on behalf of the company, except for matters under the General Meeting of Shareholders' jurisdiction.

2. The BOD's powers and duties are defined by law, the company's charter, and resolutions of the General Meeting of Shareholders, including:

- a) Determining the company's strategy, medium-term development plans, and annual business plans;
- b) Proposing share classes and the total number of shares authorized for issuance;
- c) Deciding on the sale of unsold shares and other fundraising methods;
- d) Setting share and bond prices;
- e) Approving share repurchases as per Article 133, Clauses 1 and 2 of the Enterprise Law;
- f) Approving investment plans and projects within legal limits;
- g) Deciding on market expansion, marketing, and technology strategies;
- h) Approving contracts and transactions valued at 35% or more of the company's total assets, except those requiring shareholder approval under Article 138, Clause 2(d), and Article 167, Clauses 1 and 3 of the Enterprise Law;
- i) Electing, dismissing, and appointing the Chairman of the BOD; appointing, terminating, and determining salaries and bonuses for The Director and key managers;
- j) Supervising and directing The Director and other managers in daily business operations;
- k) Determining the company's organizational structure and internal management regulations; establishing subsidiaries, branches, and acquiring stakes in other businesses;
- l) Preparing and approving General Meeting of Shareholders agendas and reports;
- m) Submitting audited financial statements to the General Meeting of Shareholders;
- n) Proposing dividend payments and loss-handling measures;
- o) Proposing company restructuring, dissolution, or bankruptcy;
- p) Issuing and amending BOD operational regulations and corporate governance policies;
- q) Other rights and duties as per the Enterprise Law, Securities Law, and other legal regulations.

3. The BOD must report its activities to the General Meeting of Shareholders according to Article 280 of Decree No. 155/2020/ND-CP.

**Article 28. Compensation, Bonuses, and Other Benefits of the Board of Directors**

1. The company may pay compensation and bonuses to BOD members based on business performance.

2. BOD members receive remuneration and bonuses calculated based on necessary working days and agreed rates. The total remuneration and bonuses for the BOD are decided at the Annual General Meeting of Shareholders.

3. BOD remuneration is accounted for as business expenses per corporate tax regulations and reported as a separate item in the company's financial statements.

4. BOD members undertaking executive roles or additional duties may receive extra compensation through lump sums, salaries, commissions, or profit shares as decided by the BOD.

5. BOD members are entitled to reimbursement for reasonable expenses incurred while performing their duties, including travel, accommodation, and meeting attendance costs.

6. The company may provide liability insurance for BOD members with shareholder approval. This insurance does not cover liabilities arising from legal violations or breaches of the company's charter.

**Article 29. Chairman of the Board of Directors**

1. The Chairman of the BOD is elected, dismissed, or removed by the BOD from among its members.

2. The Chairman cannot concurrently serve as The Director.

3. The Chairman's powers and duties include:

- a) Developing the BOD's activity plans;
- b) Preparing meeting agendas, materials, and presiding over BOD meetings;
- c) Organizing the approval of BOD resolutions and decisions;
- d) Supervising the implementation of BOD resolutions and decisions;
- e) Presiding over the General Meeting of Shareholders;
- f) Other rights and responsibilities as prescribed by the Enterprise Law and the company's charter.



4. If the Chairman resigns, is dismissed, or removed, the BOD must elect a replacement within 10 days.

5. If the Chairman is absent or unable to fulfill duties, they must authorize another BOD member in writing. If no authorization is given or the Chairman is incapacitated due to legal restrictions, the remaining BOD members shall elect an interim Chairman by majority vote until a new decision is made by the BOD.

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

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the Board of Directors election. This meeting shall be convened and chaired by the member who receives the highest number of votes or the highest voting percentage. If there is more than one member with the highest and equal number of votes or voting percentage, the members shall elect, by majority vote, one among them to convene the Board of Directors meeting.

2. The Board of Directors must meet at least once per quarter and may convene extraordinary meetings.

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

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

b) Upon request of the Director or at least 05 other managerial personnel;

c) Upon request of at least 02 members of the Board of Directors.

4. Requests specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request specified in Clause 3 of this Article. If the Chairman fails to convene the meeting as requested, they shall be responsible for any damage caused to the Company, and the requesting party has the right to convene the meeting in place of the Chairman.

6. The Chairman of the Board of Directors or the person convening the meeting must send the meeting invitation at least 03 working days before the meeting date. The meeting

invitation must specify the time, location, agenda, issues for discussion and decision-making. The invitation must be accompanied by meeting materials and voting ballots. The meeting invitation may be sent via paper invitation, telephone, fax, electronic means, or other methods specified in the Company's Charter, ensuring delivery to the registered contact address of each Board member.

7. The Chairman of the Board of Directors or the person convening the meeting shall send the invitation and related materials to the Supervisory Board members as well. The Supervisory Board members have the right to attend Board meetings, participate in discussions but not vote.

8. A meeting of the Board of Directors is considered valid if at least three-fourths (3/4) of the total members attend. If the first meeting does not meet this requirement, a second meeting may be convened within 07 days from the scheduled date of the first meeting. In this case, the meeting is valid if more than half of the Board members attend.

9. A member of the Board of Directors is considered present and voting at the meeting in the following cases:

- a) Attending and voting in person at the meeting;
- b) Authorizing another person to attend and vote as per Clause 11 of this Article;
- c) Attending and voting via online conferencing, electronic voting, or other electronic means;
- d) Sending a voting ballot to the meeting via mail, fax, or email;
- e) Sending a voting ballot through other means.

10. If voting ballots are sent via mail, they must be sealed in envelopes and delivered to the Chairman of the Board of Directors at least 01 hour before the meeting starts. The ballots shall only be opened in the presence of all attendees.

11. Members must fully participate in Board meetings. A member may authorize another person to attend and vote on their behalf if approved by the majority of the Board members.

12. Resolutions and decisions of the Board of Directors are passed if approved by the majority of attending members. In case of a tie, the final decision shall follow the opinion of the Chairman of the Board of Directors.



#### **Article 31. under the Board of Directors**

1. The Board of Directors may establish subcommittees responsible for development policies, human resources, remuneration, internal audit, and risk management. The number of members in each subcommittee shall be determined by the Board of Directors, with a minimum of three members, including both members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members should constitute the majority of the subcommittee, and one of these members shall be appointed as the Head of the Subcommittee by the decision of the Board of Directors. The subcommittee's activities must comply with the regulations of the Board of Directors. A resolution of the subcommittee shall only be effective if it is approved by the majority of the members present and voting at the subcommittee meeting.
2. The implementation of decisions made by the Board of Directors or its subcommittees must comply with applicable laws, the company's charter, and internal corporate governance regulations.

#### **Article 32. Corporate Governance Officer**

1. The Board of Directors must appoint at least one Corporate Governance Officer to support corporate governance at the company. The Corporate Governance Officer may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.
2. The Corporate Governance Officer must not simultaneously work for an approved auditing firm that is conducting audits of the company's financial statements.
3. The Corporate Governance Officer shall have the following rights and responsibilities:
  - a) Advising the Board of Directors on organizing the General Meeting of Shareholders and matters related to the relationship between the company and its shareholders;
  - b) Preparing meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;
  - c) Advising on meeting procedures;
  - d) Attending meetings;
  - d) Advising on the procedures for drafting resolutions of the Board of Directors in compliance with the law;
  - e) Providing financial information, copies of meeting minutes of the Board of Directors, and other necessary information to Board members and Supervisory Board members;

- g) Monitoring and reporting to the Board of Directors on the company's information disclosure activities;
- h) Serving as the primary liaison with stakeholders;
- i) Maintaining confidentiality of information in accordance with legal provisions and the company's charter;
- k) Performing other rights and responsibilities as prescribed by law and the company's charter.

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

### **Article 33. Management Structure**

The company's management system must ensure that the management team is accountable to the Board of Directors and operates under the supervision and direction of the Board of Directors in the company's daily business activities. The company shall have a Director, Deputy Directors, a Chief Accountant, and other managerial positions appointed by the Board of Directors. The appointment, dismissal, or removal of the aforementioned positions must be approved through resolutions or decisions of the Board of Directors.

### **Article 34. Company Executives**

1. Company executives include the Director, Deputy Director, and the Chief Accountant.
2. Based on The Director's proposal and with the approval of the Board of Directors, the company may recruit other executives in accordance with the number and standards suitable to the company's organizational structure and management regulations as determined by the Board of Directors. Executives must be responsible for supporting the company in achieving its operational and organizational goals.
3. The Director is entitled to salary and bonuses, which are determined by the Board of Directors.
4. The salaries of executives are accounted for as business expenses of the company in accordance with corporate income tax laws. These salaries must be presented as a separate item in the company's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.



### **Article 35. Dismissal, Duties, and Powers of The Director**

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

2. The Director manages the company's daily business operations, operates under the supervision of the Board of Directors, and is responsible to the Board of Directors and the law for exercising the assigned rights and duties.

3. The Director's term shall not exceed five years and may be reappointed for unlimited terms. The Director must meet the qualifications and conditions prescribed by law and the company's charter.

4. The Director has the following rights and responsibilities:

a) Deciding on matters related to the company's daily business operations that do not fall under the authority of the Board of Directors;

b) Implementing resolutions and decisions of the Board of Directors;

c) Executing the company's business plan and investment strategy;

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

đ) Appointing, dismissing, and removing management personnel within the company, except for positions under the authority of the Board of Directors;

e) Determining salaries and other benefits for employees, including management personnel under The Director's appointment authority;

g) Recruiting employees;

h) Proposing dividend distribution plans or handling business losses;

i) Exercising other rights and responsibilities in accordance with the law, the company's charter, and resolutions or decisions of the Board of Directors.

5. The Board of Directors may dismiss The Director if the majority of voting members of the Board of Directors agree and appoint a replacement.

Hội đồng quản trị bổ nhiệm 01 thành viên Hội đồng quản trị hoặc thuê người khác làm Giám đốc.

## **IX. SUPERVISORY BOARD**

### **Article 36. and Nomination of Supervisory Board Members (Supervisors)**

1. The candidacy and nomination of Supervisory Board members shall be carried out in accordance with Clause 1 and Clause 2 of Article 25 of this Charter.
2. If the number of candidates for the Supervisory Board nominated or self-nominated is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the company's charter, internal corporate governance regulations, and the Supervisory Board's operational regulations. Any additional candidates introduced by the incumbent Supervisory Board must be clearly disclosed before the General Meeting of Shareholders votes on the election of Supervisory Board members, as required by law.

### **Article 37. Composition of the Supervisory Board**

1. The Supervisory Board of the company consists of three members. The term of each member shall not exceed five years, and they may be re-elected for unlimited terms.
2. Supervisory Board members must meet the qualifications and conditions stipulated in Article 169 of the Law on Enterprises and must not fall into the following categories:
  - a) Employees of the company's accounting or finance department;
  - b) Members or employees of an independent auditing firm that has audited the company's financial statements within the past three consecutive years.
3. Supervisory Board members shall be dismissed in the following cases:
  - a) No longer meeting the qualifications and conditions prescribed in Clause 2 of this Article;
  - b) Resigning and having their resignation approved.
4. Supervisory Board members shall be removed in the following cases:
  - a) Failing to fulfill assigned duties and responsibilities;
  - b) Failing to perform their rights and obligations for six consecutive months, except in force majeure circumstances;
  - c) Repeatedly or seriously violating the obligations of a Supervisory Board member as stipulated by the Law on Enterprises and the company's charter;
  - d) Other cases as decided by the General Meeting of Shareholders.



### **Article 38. Head of the Supervisory Board**

1. The Head of the Supervisory Board is elected by the Supervisory Board members among themselves. Elections, dismissals, and removals follow the majority rule. The Supervisory Board must have more than half of its members residing in Vietnam. The Head of the Supervisory Board must have a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or another relevant discipline related to the company's business activities.

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

- a) Convening Supervisory Board meetings;
- b) Requesting the Board of Directors, the CEO, and other executives to provide relevant information for the Supervisory Board's reports;
- c) Preparing and signing Supervisory Board reports after consulting the Board of Directors and presenting them to the General Meeting of Shareholders.

### **Article 39. Rights and Responsibilities of the Supervisory Board**

The Supervisory Board has the rights and responsibilities prescribed in Article 170 of the Law on Enterprises, as well as the following:

- 1. Proposing and recommending that the General Meeting of Shareholders approve the list of approved auditing organizations for the company's financial statements; deciding on the selection of an approved auditing firm to inspect the company's operations; and dismissing auditors when deemed necessary.
- 2. Being accountable to shareholders for its supervisory activities.
- 3. Monitoring the company's financial situation and ensuring compliance with laws in the activities of Board members, the CEO, and other managers.
- 4. Ensuring cooperation with the Board of Directors, the CEO, and shareholders.
- 5. If the Supervisory Board detects any violations of the law or the company's charter by Board members, the CEO, or other executives, it must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and implement corrective measures.
- 6. Developing the Supervisory Board's operational regulations and submitting them to the General Meeting of Shareholders for approval.

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7. Reporting to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, which details the implementation of certain provisions of the Securities Law.
8. Having the right to access the company's records and documents stored at the head office, branches, and other locations; and having the right to visit workplaces of company managers and employees during working hours.
9. Having the right to request the Board of Directors, Board members, the CEO, and other managers to provide complete, accurate, and timely information and documents regarding the company's management, administration, and business operations.
10. Other rights and responsibilities as prescribed by law and this charter.

#### **Article 40. Meetings of the Supervisory Board**

1. The Supervisory Board must meet at least twice a year, with at least two-thirds of its members attending each meeting. The minutes of the Supervisory Board meetings must be recorded in detail and clearly. The person taking minutes and all attending members of the Supervisory Board must sign the meeting minutes. These minutes must be kept as records to determine the responsibilities of each Supervisory Board member.
2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend meetings and answer issues that need clarification.

#### **Article 41. Salary, remuneration, bonuses, and other benefits of Supervisory Board members**

The salary, remuneration, bonuses, and other benefits of the Supervisory Board members are determined as follows:

1. Members of the Supervisory Board shall receive salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders determines the total salary, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board shall be reimbursed for reasonable expenses related to accommodation, travel, and independent consulting services. The total remuneration and expenses shall not exceed the annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders unless otherwise decided by the General Meeting of Shareholders.



3. The salary and operating expenses of the Supervisory Board shall be recorded as part of the Company's business expenses following regulations on corporate income tax and other applicable legal provisions. These expenses must be separately disclosed in the Company's annual financial statements.

#### **X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORY BOARD MEMBERS, GENERAL DIRECTOR, AND OTHER EXECUTIVES**

Members of the Board of Directors, Supervisory Board members, the Director, and other executives must perform their duties, including those as members of subcommittees of the Board of Directors, honestly and prudently in the best interests of the Company.

##### **Article 42. Honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, Supervisory Board members, the General Director, and other executives must disclose their relevant interests in accordance with the Law on Enterprises and related legal provisions.

2. Members of the Board of Directors, Supervisory Board members, the General Director, other executives, and their related persons may only use the information obtained through their positions to serve the Company's interests.

3. Members of the Board of Directors, Supervisory Board members, the General Director, and other executives must notify the Board of Directors and the Supervisory Board in writing of transactions between the Company (or its subsidiaries or other companies controlled by the public company with more than 50% of charter capital) and themselves or their related persons, as required by law. Transactions approved by the General Meeting of Shareholders or the Board of Directors must be disclosed according to securities law regulations on information disclosure.

4. Members of the Board of Directors shall not vote on transactions that benefit them or their related persons, as stipulated by the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors, Supervisory Board members, the General Director, other executives, and their related persons may not use or disclose internal information for related transactions. •

6. Transactions between the Company and any member of the Board of Directors, Supervisory Board member, General Director, other executives, or their related persons shall not be deemed invalid if:

- a) For transactions worth less than or equal to 20% of the total asset value recorded in the most recent financial statement, the essential details of the transaction and the relationships and interests of the involved parties have been reported to the Board of Directors and approved by the majority of non-interested Board members.
- b) For transactions worth more than 20%, or transactions that, when aggregated within 12 months from the first transaction, exceed 20% of the total asset value recorded in the most recent financial statement, the essential details of the transaction and the relationships and interests of the involved parties have been disclosed to shareholders and approved by the General Meeting of Shareholders through votes of non-interested shareholders.

#### **Article 43. for damages and compensation**

1. Members of the Board of Directors, Supervisory Board members, the General Director, and other executives who violate their obligations, fail to act honestly and prudently, or do not fulfill their duties must be liable for any damages caused by their violations.
2. The Company shall compensate individuals who are or may become involved in lawsuits, claims, or legal proceedings (including civil and administrative cases but not lawsuits initiated by the Company) if such individuals were or are members of the Board of Directors, Supervisory Board members, the General Director, other executives, employees, or authorized representatives of the Company and acted honestly, prudently in the Company's interests while complying with the law, without any evidence proving that they breached their duties.
3. The compensation shall cover judgments, fines, and actual expenses incurred (including attorney fees) when handling such cases within the legal framework. The Company may purchase insurance for these individuals to mitigate the liabilities mentioned above.

### **XI. RIGHT TO INSPECT COMPANY RECORDS AND DOCUMENTS**

#### **Article 44. Right to Inspect Books and Records**

1. Common shareholders have the right to inspect records and documents as follows:
  - a) Common shareholders have the right to review, inspect, and extract information regarding names and contact addresses in the list of shareholders with voting rights; request corrections of any incorrect personal information; review, inspect, extract, or copy the company's charter, minutes of General Meeting of Shareholders (GMS), and GMS resolutions.



b) Shareholders or groups of shareholders owning at least 5% of the total common shares or more have the right to review, inspect, and extract meeting minutes and resolutions, decisions of the Board of Directors (BOD), mid-year and annual financial statements, reports of the Supervisory Board, contracts, transactions requiring BOD approval, and other documents, except those related to trade secrets and business secrets of the Company.

2. In case an authorized representative of a shareholder or group of shareholders requests to inspect records and documents, they must present a power of attorney from the shareholder or group of shareholders they represent, or a notarized copy of such power of attorney.

3. Members of the BOD, members of the Supervisory Board, the General Director, and other executives have the right to inspect the Company's shareholder register, list of shareholders, books, and records for purposes related to their positions, provided that this information is kept confidential.

4. The Company must store this Charter and any amendments, the Business Registration Certificate, internal regulations, documents proving ownership of assets, resolutions of the GMS and BOD, minutes of GMS and BOD meetings, reports of the BOD, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as required by law at the Company's headquarters or another location, provided that shareholders and the Business Registration Authority are informed of the storage location.

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

## **XII. EMPLOYEES AND TRADE UNION**

### **Article 45. Employees and Trade Union**

1. The General Director must develop plans for BOD approval regarding recruitment, employee dismissal, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and executives.

2. The General Director must develop plans for BOD approval concerning the Company's relationship with trade unions in accordance with best management practices, the provisions of this Charter, the Company's internal regulations, and applicable laws.

### **XIII. PROFIT DISTRIBUTION AND BUSINESS LOSS HANDLING**

#### **Article 46. Profit Distribution and Business Loss Handling**

1. The GMS determines the annual dividend payout rate and form of dividend payment from the Company's retained earnings.
2. The Company does not pay interest on dividends or any other payments related to a type of share.
3. The BOD may propose that the GMS approve full or partial dividend payments in the form of shares, and the BOD is responsible for implementing this decision.
4. If dividends or other payments related to a type of share are made in cash, they must be paid in Vietnamese dong. Payments may be made directly or through banks based on the shareholder's provided bank account details. If the Company transfers funds correctly to the provided account details and the shareholder does not receive the money, the Company is not responsible. Dividend payments for shares listed or registered for trading on the Stock Exchange may be processed through a securities company or the Vietnam Securities Depository and Clearing Corporation.
5. If the Company incurs losses, it will not pay dividends or allocate funds to reserves. The BOD will determine the timeline, procedures, and organization for addressing business losses as per legal regulations.
6. In accordance with the Law on Enterprises and the Law on Securities, the BOD will issue resolutions or decisions to set a specific record date for finalizing the shareholder list. Based on this date, registered shareholders or holders of other securities will be entitled to receive cash or stock dividends, notices, or other documents.
7. Other matters related to profit distribution and business loss handling shall comply with legal regulations.

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

#### **Article 47. Bank Accounts**

1. The Company shall open accounts at Vietnamese banks or branches of foreign banks permitted to operate in Vietnam.
2. With prior approval from relevant authorities, if necessary, the Company may open bank accounts abroad in accordance with legal regulations.



3. The Company shall conduct all payments and accounting transactions through its Vietnamese dong or foreign currency accounts at banks where it holds accounts.

#### **Article 48. Năm tài chính Financial Year**

The financial year of the Company starts on January 1st and ends on December 31st each year. The first financial year starts from the date the Business Registration Certificate is issued and ends on December 31st of the same year.

#### **Article 49. Accounting System**

1. The Company's accounting system follows either the corporate accounting system or a specific accounting system approved by competent authorities.
2. The Company must maintain accounting records in Vietnamese and store accounting documents in accordance with legal regulations. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the Company's transactions.
3. The Company's accounting currency unit is Vietnamese dong. If the Company primarily conducts transactions in a foreign currency, it may select that currency as its accounting unit, subject to legal compliance and notification to tax authorities.

### **XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND INFORMATION DISCLOSURE**

#### **Article 50. Annual, Semi-Annual, and Quarterly Financial Statements**

1. The Company must prepare annual financial statements, which must be audited as per legal requirements. The audited financial statements must be disclosed per regulations on information disclosure in the securities market and submitted to relevant authorities.
2. Annual financial statements must include all required reports, appendices, and explanations per corporate accounting regulations and must accurately and objectively reflect the Company's financial status.
3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements as required by securities market disclosure regulations and submit them to relevant authorities.

#### **Article 51. Annual Report**

The Company must prepare and disclose an Annual Report as per securities and securities market regulations.

## **XVI. COMPANY AUDIT**

### **Article 52. Audit**

1. The GMS appoints an independent audit firm or approves a list of independent audit firms and authorizes the BOD to select one to audit the Company's financial statements for the following financial year under agreed terms and conditions.
2. The audit report must be attached to the Company's annual financial statements.
3. The independent auditor auditing the Company's financial statements has the right to attend GMS meetings, receive related notices and information, and provide opinions at the meeting on matters related to financial auditing.

## **XVII. COMPANY SEAL**

### **Article 53. Company Seal**

1. The seal includes a seal made at an authorized seal engraving facility or a seal in the form of a digital signature as prescribed by law on electronic transactions.
2. The Board of Directors decides on the type, quantity, form, and content of the Company's seal, as well as the seals for its branches and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seal in accordance with current legal regulations.

## **XVIII. COMPANY DISSOLUTION**

### **Article 54. Company Dissolution**

1. The company may be dissolved in the following cases:
  - a) The expiration of the operating term stated in the Company's Charter without an extension decision;
  - b) A resolution or decision by the General Meeting of Shareholders;
  - c) Revocation of the Enterprise Registration Certificate, except in cases where the Tax Administration Law stipulates otherwise;
  - d) Other cases as prescribed by law.
2. The dissolution of the Company before its term (including any extended term) is decided by the General Meeting of Shareholders and carried out by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) in accordance with regulations.



#### **Article 55. Extension of Operation**

1. The Board of Directors shall convene the General Meeting of Shareholders at least 7 months before the expiration of the Company's operating term to allow shareholders to vote on the extension of the Company's operation as proposed by the Board of Directors.
2. The operation term is extended when at least 65% of the total voting shares of all attending and voting shareholders approve it.

#### **Article 56. Liquidation**

1. At least [six months] before the end of the Company's operating term or after a dissolution decision has been made, the Board of Directors must establish a Liquidation Committee consisting of three members: two members appointed by the General Meeting of Shareholders and one member appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All liquidation-related expenses shall be prioritized for payment before the Company's other debts.
2. The Liquidation Committee must report to the Business Registration Authority on its establishment date and the start date of its operations. From that point onward, the Liquidation Committee represents the Company in all matters related to the liquidation before the court and administrative agencies.
3. The proceeds from liquidation shall be distributed in the following order:
  - a) Liquidation expenses;
  - b) Outstanding salaries, severance pay, social insurance, and other employee benefits under collective labor agreements and signed labor contracts;
  - c) Tax liabilities;
  - d) Other Company debts;
  - e) The remaining amount, after settling all debts from (a) to (d) above, shall be distributed to shareholders, with preference shares being paid first.

## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 57. Internal Dispute Resolution**

1. In case of disputes or complaints related to the Company's operations or the rights and obligations of shareholders under the Enterprise Law, the Company's Charter, other legal regulations, or agreements between:

- a) Shareholders and the Company;
- b) Shareholders and the Board of Directors, the Supervisory Board, the General Director, or other executives;

The involved parties shall attempt to resolve disputes through negotiation and mediation. Unless the dispute involves the Board of Directors or the Chairman of the Board, the Chairman of the Board shall preside over the dispute resolution process and require each party to present relevant information within 60 business days from the date of the dispute. If the dispute involves the Board of Directors or the Chairman of the Board, any party may request the Head of the Supervisory Board to appoint an independent expert as a mediator.

2. If a mediation decision is not reached within six weeks from the start of the process or if the parties do not accept the mediator's decision, any party may submit the dispute to Arbitration or Court.

3. Each party shall bear its own costs related to negotiation and mediation procedures. Court-related costs shall be allocated according to the court's ruling.

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

### **Article 58. Company Charter**

1. Any amendments or supplements to this Charter must be reviewed and decided by the General Meeting of Shareholders.

2. If legal provisions related to the Company's operations are not covered in this Charter or if new legal provisions differ from this Charter, the new legal provisions shall apply to govern the Company's activities.

## **XXI. EFFECTIVE DATE**

### **Article 59. Effective Date**

1. This Charter, consisting of [21 sections and 59 articles], was approved by the General Meeting of Shareholders of DHC Suoi Doi Joint Stock Company on April 24, 2025, at the



2025 Annual General Meeting of Shareholders and was unanimously agreed to take full effect.

2. The Charter is made in two copies, both having equal legal value, and must be kept at the Company's headquarters.

3. This Charter is the sole official and legally binding version of the Company.

4. Copies or extracts of the Company Charter are valid only when signed by the Chairman of the Board of Directors or at least half of the total members of the Board of Directors.

**LEGAL REPRESENTATIVE OF THE COMPANY  
CHAIRMAN OF THE BOARD OF DIRECTORS**



**TRAN THI HUONG**