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## **PREAMBLE**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17<sup>th</sup>, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26<sup>th</sup>, 2019;
- Pursuant to Decree No. 155/2020/NĐ-CP dated December 31<sup>st</sup>, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31<sup>st</sup>, 2020 of the Ministry of Finance guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/NĐ-CP dated December 31<sup>st</sup>, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

This Charter was adopted pursuant to the Resolution of the Annual General Meeting of Shareholders dated March 25<sup>th</sup>, 2026 and replaces the Charter approved by the General Meeting of Shareholders on December 30<sup>th</sup>, 2025, as well as any amendments and supplements thereto (if any).

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

### **Article 1. Interpretation of Terms**

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

- a) *The Company* is Transportation And Trading Services Joint Stock Company.
- b) *Dependent units* include the Company's representative offices, branches, and business locations.
- c) *Charter Capital* means the aggregate par value of shares sold or subscribed for upon the establishment of the joint stock company and in accordance with the provisions of Article 6 of this Charter;
- d) *Voting Capital* means share capital in respect of which the holder has the right to vote on matters falling within the decision-making authority of the General Meeting of Shareholders.
- e) *Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- f) *Law on Securities* means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- g) *Vietnam* means the Socialist Republic of Vietnam;
- h) *Date of Establishment* means the date on which the Company is first issued the Enterprise Registration Certificate (Business Registration Certificate or equivalent documents);
- i) *Executive Officers* means the Chairperson of the Board of Directors, the Director/Director, Deputy Directors/Deputy Directors, the Chief Accountant, and other executives appointed by the Board of Directors;
- j) *Managers* means the managers of the Company, including the Chairperson of the Board of Directors, members of the Board of Directors, the Director/Director, Deputy Directors/Deputy Directors, and other individuals holding managerial positions appointed by the General Meeting of Shareholders or the Board of Directors;
- k) *Related Person* means an individual or organization as defined in Clause 46, Article 4 of the Law on Securities;
- l) *Shareholder* means an individual or organization owning at least one share of a joint stock company;

- m) *Major Shareholder* means a shareholder owning 5% or more of the voting shares of the Company.
- n) *Operation Term* means the duration of operation of the Company as stipulated in Article 2 of this Charter;
- o) *Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries;
- 2. In this Charter, references to one or more provisions or other legal documents shall include any amendments, supplements, or replacement documents thereto.
- 3. The headings (Sections and Articles of this Charter) are inserted for convenience of reference only and shall not affect the interpretation of this Charter.
- 4. Other terms or expressions defined in the Civil Code, the Law on Enterprises, and other legal documents (to the extent not inconsistent with the subject matter or context) shall have the same meanings in this Charter.

## **II. NAME, FORM, OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, DURATION OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2. Name, Form, Head Office, Branches, Representative Offices, Business Locations, and Operation Term of the Company**

- 1. Company Name:
  - Company Name in Vietnamese: CÔNG TY CỔ PHẦN DỊCH VỤ VẬN TẢI VÀ THƯƠNG MẠI
  - Company Name in Vietnamese: TRANSPORTATION AND TRADING SERVICES JOINT STOCK COMPANY
  - Abbreviated Company Name: TRANSCO
- 2. The Company shall have legal entity status in accordance with applicable laws from the date of issuance of its Enterprise Registration Certificate.
- 3. The Company's registered head office:
  - Head office address: No. 05, Lot 2B, Cat Bi Airport Five-Way Intersection New Urban Area, Ngo Quyen Ward, Hai Phong City, Vietnam.
  - Telephone: (84-225) 3821037-821260                      - Fax: (84 - 225) 3822155
  - E-mail: [transco@transco.com.vn](mailto:transco@transco.com.vn)                      - Website: <http://www.transco.com.vn>
- 4. The Company may establish branches, representative offices, and business locations (if any) to achieve its operational objectives in accordance with resolutions and decisions of the Board of Directors and within the limits permitted by law.
- 5. Unless otherwise terminated prior to the prescribed term as stipulated in Article 55, the Company's duration of operation shall be indefinite.

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

- 1. The legal representative of the Company is an individual who represents the Company in exercising rights and performing obligations arising from the Company's transactions, and acts on behalf of the Company as the litigant in civil matters, the plaintiff, the defendant, or an interested party before Arbitration or the Court. The responsibilities of the legal representative shall be carried out in accordance with Article 13 of the Law on Enterprises and other rights and obligations as prescribed by applicable laws.
- 2. The Company shall have 01 legal representative, namely the Director.
- 3. The legal representative of the Company must reside in Vietnam and must grant a written

authorization to another individual to exercise the rights and obligations of the Company's legal representative when leaving Vietnam.

4. If the authorization expires and the legal representative of the Company has not returned to Vietnam and has not provided another authorization, the authorized person shall continue to exercise the rights and obligations of the legal representative within the scope of the authorization until the legal representative returns to work or until the Board of Directors decides to appoint a replacement.
5. If the legal representative is absent from Vietnam for more than 30 days without authorizing another person to perform the rights and duties of the legal representative, or in the event of death, being missing, being subject to criminal prosecution, being held in temporary detention, serving a prison sentence, being subject to administrative handling measures at a compulsory detoxification establishment or compulsory education institution, having limited or lost civil act capacity, having difficulties in cognition or control of behavior, being prohibited by a court from holding a position, practicing a profession, or performing certain work, or no longer working for the Company, the Board of Directors shall appoint another person as a replacement.

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

#### **Article 4. Objectives of the Company's Operations**

1. The Company's business lines are:

<b>No.</b>	<b>Name of business lines</b>	<b>Business line code</b>
1.	Repair, maintenance of fabricated metal products	3311
2.	Repair, maintenance of transport equipment (excluding automobiles, motorcycles, mopeds, and other motor vehicles)	3315
3.	Road freight transport Details: Freight transport by trucks and container vehicles	4933
4.	Coastal and deep-sea freight transport	5012 (Main)
5.	Inland waterway freight transport	5022
6.	Warehousing and storage	5210
7.	Service activities incidental to water transport Details: Freight and passenger transport services by waterway	5222
8.	Cargo handling	5224
9.	Service activities incidental to road transport Details: Freight and passenger transport services by road	5225
10.	Other service activities incidental to transportation Details: Freight forwarding services; customs brokerage; cargo weighing; cargo tallying; cargo lifting services; shipping agency services (including ship supply services); sea transport agency services; logistics services; transport brokerage; ship chartering brokerage services	5229
11.	Real estate business; ownership, use, or lease of land use rights	6810
12.	Provision of other human resources	7822

No.	Name of business lines	Business line code
13.	Packaging services	8292
14.	Other business support service activities not elsewhere classified Details: Import and export services	8299

## 2. Objectives of the Company:

- a. The Company is established to mobilize and efficiently utilize capital for the development of transportation business, maritime services, and other sectors with the aim of maximizing profits; creating stable employment for employees; increasing returns for shareholders; contributing to the state budget; and continuously developing and expanding the Company.
- b. To maximize profits for the Company and its shareholders on the basis of establishing a streamlined, effective, and efficient management and administration system; applying information technology and advanced management tools; and optimally managing resources and business operations.
- c. To diversify investment forms and develop new services associated with the Company's core business lines.
- d. To develop and train high-quality human resources that meet business development requirements, combined with appropriate remuneration policies.
- e. To fully fulfill obligations to the State and corporate social responsibilities to the community.
- f. Depending on business expansion and development needs, the Company may pursue other objectives related to its business lines and areas of expertise. For objectives requiring approval from competent State authorities, the Company shall only implement such objectives after obtaining the necessary approvals and authorizations.

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

1. The Company is authorized to conduct business activities in the sectors and industries specified in this Charter, which have been registered, notified of changes in registration details with the business registration authority, and published on the National Business Registration Portal.
2. The Company may engage in other business lines as permitted by law after obtaining approval from the General Meeting of Shareholders and completing the required procedures for notification of changes in accordance with applicable laws..

## IV. CHARTER CAPITAL, SHAREHOLDER

### Article 6. Charter capital, Shareholder

1. The charter capital of the Company is **VND 86,000,000,000** (*in words: Eighty-six billion Vietnamese Dong*), divided into **8,600,000 shares** (*in words: Eight million six hundred thousand shares*) with a par value of **VND 10,000 per share** (*in words: Ten thousand Vietnamese Dong per share*).
2. The Company may increase or decrease its charter capital upon approval by the General Meeting of Shareholders and in compliance with applicable laws.
3. The shares of the Company as of the date of adoption of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of shares are provided in Articles 12 and 13 of this Charter.
4. The Company may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in accordance with applicable laws.

5. Ordinary shares shall be offered on a priority basis to existing shareholders in proportion to their respective ownership of ordinary shares in the Company, unless otherwise resolved by the General Meeting of Shareholders. Any shares not subscribed for by the existing shareholders shall be disposed of at the discretion of the Board of Directors. The Board of Directors may distribute such shares to existing shareholders and other persons on conditions no more favorable than those offered to the existing shareholders, unless otherwise approved by the General Meeting of Shareholders or otherwise provided by securities laws.
6. The Company may repurchase its own issued shares in the manners prescribed in this Charter and in accordance with applicable laws.
7. The Company may issue other types of securities in accordance with applicable laws.

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

1. Shareholders of the Company shall be issued Share Certificates corresponding to the number and type of shares they own.
2. A share certificate is a type of security evidencing the lawful rights and interests of its holder in respect of a portion of the share capital of the issuing organization. A share certificate must contain all particulars as prescribed in Clause 1, Article 121 of the Law on Enterprises. In the event of any change in a shareholder's legal document number or contact address, such shareholder must promptly notify the Company for updating purposes. The Company shall not be liable for any failure to contact a shareholder arising from the shareholder's failure to notify the Company of any change in such shareholder's legal document number or contact address.
3. Within two (02) months from the date of submission of a dossier requesting the transfer of share ownership in accordance with the Company's regulations, or within two (02) months from the date of full payment for shares as stipulated in the Company's share issuance plan (or within such other period as specified in the issuance plan), the holder of such shares shall be issued a Share Certificate. The shareholder shall not be required to pay the Company for the cost of printing the Share Certificate.
4. In the event that a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be re-issued a share certificate by the Company upon the shareholder's request. Such request must include the following:
  - a) Information regarding the share certificate that was lost, damaged, or otherwise destroyed;
  - b) A written undertaking to bear responsibility for any disputes arising from the re-issuance of the new share certificate.

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

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

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

1. All shares shall be freely transferable unless otherwise provided in this Charter and by law. Listed shares on the Stock Exchange shall be transferred in accordance with the provisions of securities laws and securities market regulations.
2. Shares that have not been fully paid for shall not be transferable and shall not entitle their holders to related rights, including the right to receive dividends, the right to receive bonus shares issued from the owner's equity, the pre-emptive right to subscribe for newly issued shares, and other rights as prescribed by law.

#### **Article 10. Recall of Shares**

1. In the event that a shareholder fails to make full and timely payment for the subscribed shares,



the Board of Directors shall issue a notice and shall have the right to require such shareholder to pay the outstanding amount and remain liable, up to the total par value of the subscribed shares, for the financial obligations of the Company arising from such non-payment.

2. The notice of payment shall specify the extended deadline for payment (which must be at least seven (07) days from the date of dispatch of the notice), the place of payment, and must clearly state that in the event of non-compliance with the payment request, the unpaid shares shall be subject to forfeiture.
3. The Board of Directors shall have the right to forfeit any shares that have not been fully and timely paid for, if the requirements set out in the notice are not complied with.
4. Forfeited shares shall be deemed to be shares eligible for re-offer as provided in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may sell or re-allocate such shares, either directly or by authorization, on such terms and in such manner as it deems appropriate.
5. A shareholder holding forfeited shares shall cease to be a shareholder with respect to those shares, but shall remain liable, up to the total par value of the subscribed shares, for the financial obligations of the Company arising at the time of forfeiture as determined by the Board of Directors, from the date of forfeiture until payment is completed. The Board of Directors shall have full authority to enforce payment of the entire value of the forfeited shares at the time of forfeiture.
6. A notice of forfeiture shall be sent to the holder of the forfeited shares prior to the forfeiture date. The forfeiture shall remain valid notwithstanding any error or omission in the sending of such notice.

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

### **Article 11. Organizational Structure, Governance, and Control**

The organizational structure of management, governance and supervision of the Company shall comprise:

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

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

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

1. Ordinary shareholders shall have the following rights:
  - a) To attend and speak at the General Meeting of Shareholders and to exercise the right to vote either directly, through an authorized representative, or by other means as provided in the Company's Charter and by law. Each ordinary share shall carry one voting right;
  - b) To receive dividends at the rate determined by the General Meeting of Shareholders;
  - c) To have pre-emptive rights to subscribe for new shares in proportion to their respective ownership of ordinary shares in the Company;
  - d) To freely transfer their shares to other persons, except as provided in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of law;
  - e) To inspect, search and extract information regarding the names and contact addresses in the list of shareholders entitled to vote; and to request correction of any inaccurate information relating to themselves;

- f) To inspect, search, extract or make copies of the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
  - g) Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their shareholding in the Company;
  - h) To request the Company to repurchase their shares in cases provided under Article 132 of the Law on Enterprises;
  - i) To be treated equally. Each share of the same class shall entitle its holder to equal rights, obligations, and benefits. In case the Company issues preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;
  - j) To have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;
  - k) To have their lawful rights and interests protected; to request suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or of the Board of Directors as provided by the Law on Enterprises;
  - l) To exercise other rights as provided by law and this Charter.
2. A shareholder or group of shareholders holding five percent (5%) or more of the total number of ordinary shares shall have the following rights:
- a) To request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;
  - b) To inspect, search, and extract minutes and resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to trade secrets and business secrets of the Company as stipulated in the Company's Internal Regulations and other regulations issued by the Board of Directors;
  - c) To request the Supervisory Board to examine specific matters relating to the management and administration of the Company when deemed necessary. Such request must be made in writing and include the following details: full name, contact address, nationality, and legal identification of the shareholder being an individual; name, enterprise code or legal document number, and registered office address of the shareholder being an organization; the number of shares and the date of share registration of each shareholder; the aggregate number of shares of the shareholder group and its percentage of total shares of the Company; the matters to be examined and the purpose of the examination;
  - d) To propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and delivered to the Company no later than seven (07) business days prior to the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number and class of shares held, and the proposed matter to be included in the agenda;
  - e) To exercise other rights as provided by law and this Charter.
3. A shareholder or group of shareholders holding ten percent (10%) or more of the total number of ordinary shares shall have the right to nominate candidates to the Board of Directors and the Supervisory Board. The nomination of candidates shall be carried out as follows:
- a) Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Supervisory Board must notify the grouping to other attending shareholders prior to the opening of the General Meeting of Shareholders;
  - b) Based on the number of members of the Board of Directors and the Supervisory Board, the

shareholder or group of shareholders referred to in this Clause shall have the right to nominate one or more persons, as decided by the General Meeting of Shareholders, as candidates to the Board of Directors and the Supervisory Board. In the event that the number of candidates nominated by such shareholder or group of shareholders is less than the number of candidates they are entitled to nominate pursuant to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

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

Cổ đông phổ thông có các nghĩa vụ sau:

Ordinary shareholders shall have the following obligations:

1. To fully and timely pay for the shares subscribed.
2. Not to withdraw the contributed capital in the form of ordinary shares from the Company in any manner, except where such shares are repurchased by the Company or acquired by another person. In the event that a shareholder withdraws part or all of the contributed share capital in contravention of this Clause, such shareholder and the related persons in the Company shall be jointly liable for the debts and other property obligations of the Company up to the value of the withdrawn shares and for any damages arising therefrom.
3. To comply with the Charter of the Company and the Internal Governance Regulations of the Company.
4. To comply with the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To keep confidential any information provided by the Company as prescribed in the Charter and by law; to use such information solely for the purpose of exercising and protecting their lawful rights and interests; and not to disseminate, copy, or transmit such information to other organizations or individuals.
6. To attend meetings of the General Meeting of Shareholders and exercise voting/election rights by any of the following means:
  - a) Attending and voting/electing directly at the meeting;
  - b) Authorizing another individual or organization to attend and vote/elect directly at the meeting;
  - c) Attending and voting/electing through online meetings, electronic voting or other electronic means;
  - d) Sending voting/election ballots to the meeting by mail, fax, or email;
  - e) Sending voting/election ballots by other means as stipulated in the Charter and the Company's internal governance regulations.
7. To bear personal liability when acting in the name of the Company in any of the following acts:
  - f) Violating the law;
  - g) Conducting business and other transactions for self-interest or for the benefit of another organization or individual;
  - h) Paying debts not yet due in the face of financial risks to the Company.
8. To fulfill other obligations as prescribed by applicable laws.

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

1. The General Meeting of Shareholders, comprising all shareholders entitled to vote, shall be the

highest decision-making authority of the Company. The annual General Meeting of Shareholders shall be convened once every year within four (04) months from the end of the financial year. Unless otherwise provided in the Company's Charter, the Board of Directors may decide to extend the time for convening the annual General Meeting of Shareholders in cases of necessity, but such extension shall not exceed six (06) months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may also be convened on an extraordinary basis. The venue of the General Meeting of Shareholders shall be the place where the chairperson of the meeting attends and must be located within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company's Charter, in particular the approval of the audited annual financial statements. In cases where the auditor's report on the Company's annual financial statements contains material qualifications, an adverse opinion, or a disclaimer of opinion, the Company must invite a representative of the approved auditing organization that conducted the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and such representative shall be obliged to attend the annual General Meeting of Shareholders of the Company.
3. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:
  - a) When the Board of Directors deems it necessary for the interests of the Company;
  - b) When the number of remaining members of the Board of Directors or the Supervisory Board is fewer than the minimum number of members as prescribed by law;
  - c) At the request of a shareholder or group of shareholders as provided in Clause 2, Article 115 of the Law on Enterprises; the request for convening a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purpose of the meeting, and must bear the signatures of the relevant shareholders, or be prepared in multiple copies with sufficient signatures of the relevant shareholders;
  - d) At the request of the Supervisory Board if the Supervisory Board has grounds to believe that members of the Board of Directors or managers of the Company have seriously violated their obligations under Article 165 of the Law on Enterprises, or that the Board of Directors has acted or intends to act beyond its powers;
  - e) Other cases as prescribed by law and this Charter.
4. Convening an Extraordinary General Meeting of Shareholders:
  - a) The Board of Directors must convene an Extraordinary General Meeting of Shareholders within sixty (60) days from the date on which the number of remaining members of the Board of Directors or the Supervisory Board falls within the scope stipulated in Point b, Clause 2 of this Article, or from the date of receipt of the request referred to in Points c and d of Clause 2 of this Article.
  - b) The Board of Directors must notify the General Meeting of Shareholders at its nearest meeting if an independent member of the Board of Directors no longer satisfies the standards and conditions required, or must convene a General Meeting of Shareholders to elect or replace such independent member within six (06) months from the date of receipt of notification from the relevant independent member of the Board of Directors;
  - c) In the event that the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in Point a, Clause 3 of this Article, the Supervisory Board shall, within the following thirty (30) days, convene the General Meeting of Shareholders in place of the Board of Directors in accordance with Clause 3, Article 140 of the Law on Enterprises;

- d) In the event that the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, the shareholder or group of shareholders referred to in Point c, Clause 2 of this Article shall have the right to represent the Company in convening the General Meeting of Shareholders in accordance with the Law on Enterprises; In such case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the order and procedures of convening, conducting, and making decisions of the General Meeting of Shareholders. All costs of convening and holding the General Meeting of Shareholders shall be reimbursed by the Company. Such costs shall not include expenses incurred by shareholders in attending the General Meeting of Shareholders, including accommodation and travel expenses.
- e) The procedures for convening and holding the General Meeting of Shareholders shall be in accordance with Clause 5, Article 140 of the Law on Enterprises.

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

- 1. The General Meeting of Shareholders shall have the following rights and duties:
  - a) To approve the development orientation of the Company;
  - b) To decide on the classes of shares and the total number of shares of each class to be offered for sale; to decide on the annual dividend rate for each class of shares;
  - c) To elect, dismiss, and remove members of the Board of Directors and members of the Supervisory Board;
  - d) To decide on investment in, or disposal of, assets valued at thirty-five percent (35%) or more of the total value of the Company's assets recorded in the most recent financial statements of the Company;
  - e) To decide on amendments and supplements to the Charter of the Company;
  - f) To approve the annual financial statements;
  - g) To decide on the repurchase of more than ten percent (10%) of the total number of issued shares of each class;
  - h) To review and handle violations committed by members of the Board of Directors or members of the Supervisory Board causing damage to the Company and its shareholders;
  - i) To decide on the reorganization or dissolution of the Company;
  - j) To decide on the budget or the total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
  - k) To approve/amend and supplement the internal governance regulations; the regulations on operation of the Board of Directors and the Supervisory Board;
  - l) To approve the list of approved auditing firms; to decide on the approved auditing firm to conduct the audit of the Company's operations; to dismiss approved auditors when deemed necessary;
  - m) To exercise other rights and perform other duties as provided by law.
- 2. The General Meeting of Shareholders shall discuss and approve the following matters:
  - a) The annual business plan of the Company;
  - b) The audited annual financial statements;
  - c) The report of the Board of Directors on corporate governance and the performance of the Board of Directors;
  - d) The report of the Supervisory Board on the Company's business performance and the

performance of the Board of Directors and the Director;

- e) The self-assessment report of the Supervisory Board and its members;
  - f) The dividend rate for each class of shares;
  - g) The number of members of the Board of Directors and the Supervisory Board;
  - h) The election, dismissal, and removal of members of the Board of Directors and members of the Supervisory Board;
  - i) The budget or the total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
  - j) The approval of the list of approved auditing firms; the decision on the approved auditing firm to review the Company's operations when deemed necessary;
  - k) Amendments and supplements to the Charter of the Company;
  - l) The classes of shares and the number of new shares to be issued for each class;
  - m) The division, separation, consolidation, merger, or transformation of the Company;
  - n) The dissolution (liquidation) of the Company and the appointment of the liquidator(s);
  - o) Decisions on investment in, or disposal of, assets valued at thirty-five percent (35%) or more of the total asset value recorded in the most recent audited consolidated financial statements of the Company;
  - p) Decisions on the repurchase of more than ten percent (10%) of the total issued shares of each class;
  - q) The execution by the Company of contracts or transactions with the related parties specified in Clause 1, Article 167 of the Law on Enterprises, where the value is equal to or greater than thirty-five percent (35%) of the total asset value recorded in the most recent financial statements of the Company;
  - r) The approval of transactions prescribed in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government providing detailed regulations for the implementation of a number of articles of the Law on Securities;
  - s) The approval of the internal corporate governance regulations, the regulations on operation of the Board of Directors, and the regulations on operation of the Supervisory Board;
  - t) Other matters as prescribed by law and this Charter.
3. All resolutions and matters included in the agenda of the meeting must be discussed and voted upon at the General Meeting of Shareholders.

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

- 1. A shareholder or an authorized representative of a shareholder being an organization may directly attend the meeting or authorize one or more individuals or organizations to attend the meeting on their behalf, or may attend the meeting by one of the forms provided in Clause 3, Article 144 of the Law on Enterprises.
- 2. The authorization of an individual or organization to represent a shareholder in attending the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. Such letter of authorization shall be made in accordance with the civil laws and must specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the contents of authorization, the scope of authorization, the term of authorization, and the signatures of the authorizing party and the authorized party. The authorized representative attending the General Meeting of Shareholders must submit the letter of authorization upon registration for attendance. In the case of re-

authorization, the attendee must additionally present the initial letter of authorization of the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).

3. The voting/election ballot of the authorized person attending the meeting, within the scope of authorization, shall remain valid even if any of the following events occur, except where:
  - a) The authorizing person has died, has limited civil act capacity, or has lost civil act capacity;
  - b) The authorizing person has revoked the appointment of authorization;
  - c) The authorizing person has revoked the authority of the person effecting such authorization.

This Clause shall not apply in cases where the Company receives notice of one of the above events prior to the opening time of the General Meeting of Shareholders or prior to the reconvening of such meeting.

#### **Article 17. Amendment of Rights**

1. Any change to or cancellation of special rights attached to a class of preference shares shall be effective when approved by shareholders representing sixty-five percent (65%) or more of the total voting rights of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders concerning matters adversely affecting the rights and obligations of holders of preference shares shall only be passed if approved by shareholders holding at least seventy-five percent (75%) of the total number of such class of preference shares present at the meeting, or by shareholders holding at least seventy-five percent (75%) of the total number of such class of preference shares in the case of a resolution adopted by way of collecting written opinions.
2. A meeting of shareholders holding a class of preference shares to approve the variation of rights as referred to above shall only be valid if attended by at least two (02) shareholders (or their authorized representatives) holding not less than one-third ( $1/3$ ) of the par value of the issued shares of such class. In the event that the required quorum is not met, the meeting shall be reconvened within thirty (30) subsequent days, and the holders of such class of preference shares present either in person or by proxy shall constitute a sufficient quorum regardless of the number of shareholders or shares represented. At such meetings of holders of preference shares, any holder of such shares present in person or by proxy may request a secret ballot. Each share of the same class shall confer equal voting rights at such meetings.
3. The procedures for convening and conducting such separate meetings shall be carried out in the same manner as prescribed in Articles 19, 20, and 21 of this Charter.
4. Unless otherwise provided in the terms of share issuance, the special rights attached to classes of preference shares in relation to some or all matters concerning the distribution of profits or assets of the Company shall not be varied by the issuance of additional shares of the same class.

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

1. The Board of Directors shall convene the annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases provided in Clause 3, Article 14 of this Charter.
2. The convener of the General Meeting of Shareholders shall carry out the following tasks:
  - a) Preparing the list of shareholders eligible to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no later than ten (10) days prior to the date of dispatch of the notice of invitation to the General Meeting of Shareholders. The Company must disclose information on

the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the record date;

- b) Preparing the agenda and contents of the meeting;
  - c) Preparing materials for the meeting;
  - d) Draft Resolution of the General Meeting of Shareholders on the proposed agenda of the meeting; list and detailed information of candidates in the case of election of members of the Board of Directors and members of the Supervisory Board;
  - e) Determining the time and venue of the meeting;
  - f) Notifying and sending the notice of invitation to the General Meeting of Shareholders to all shareholders entitled to attend;
  - g) Performing other tasks necessary for the meeting.
3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to the contact address of the shareholder, and shall be disclosed on the Company's website and to the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send the notice of invitation to all shareholders in the list of shareholders entitled to attend no later than twenty-one (21) days prior to the opening date of the meeting (calculated from the date the notice is duly sent or dispatched). The agenda of the General Meeting of Shareholders and the materials relating to matters to be voted on/elected at the meeting shall be sent to the shareholders and/or published on the Company's website. In case such materials are not enclosed with the notice of invitation to the General Meeting of Shareholders, the notice must specify the link to the full set of meeting materials accessible to shareholders, including:
- a) The agenda and materials used for the meeting;
  - b) The list and detailed information of candidates in case of election of members of the Board of Directors or the Supervisory Board;
  - c) Voting/election ballots;
  - d) Draft resolutions for each matter in the agenda
4. A shareholder or group of shareholders as provided in Clause 2, Article 12 of this Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be in writing and delivered to the Company no later than five (05) business days prior to the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each class of shares held, contact address, nationality, identification card/citizen identity card/passport or other lawful personal certification for shareholders being individuals; name, enterprise code or establishment decision number, registered office address for shareholders being organizations; the number and type of shares held; and the matter proposed to be included in the agenda
5. The convener of the General Meeting of Shareholders shall have the right to refuse a proposal referred to in Clause 4 of this Article in any of the following cases:
- a) The proposal is not made 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 five percent (5%) of the ordinary shares as required under Clause 2, Article 12 of this Charter;
  - c) The proposed matter is not within the competence of the General Meeting of Shareholders;
  - d) Other cases as provided by law and this Charter.



6. The convener of the General Meeting of Shareholders must accept and include the proposal referred to in Clause 4 of this Article in the expected agenda and contents of the meeting, except in the cases provided in Clause 5 of this Article; such proposal shall be officially included in the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

#### **Article 19. Conditions for Conducting a General Meeting of Shareholders**

1. A General Meeting of Shareholders shall be conducted when the attending Shareholders represent more than 50% of the total voting votes.
2. In the event that the first meeting fails to satisfy the conditions for conducting the meeting as prescribed in Clause 1 of this Article, the notice of invitation for the second meeting must be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the attending shareholders represent at least 33% of the total voting votes.
3. In the event that the second meeting fails to satisfy the conditions for conducting the meeting as prescribed in Clause 2 of this Article, the notice of invitation for the third meeting must be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting votes represented by the attending Shareholders.

#### **Article 20. Procedures for holding the Meeting and voting at the General Meeting of Shareholders**

1. Prior to the opening of the meeting, the Company must conduct shareholder registration procedures and continue such registration until all shareholders entitled to attend have completed registration, in the following order:
  - a) Upon registration, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card, ballot, and voting slip, indicating the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting rights and voting slips of such shareholder. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by way of votes in favor, against, or abstention. The vote-counting results shall be announced by the Chairperson/the Vote-Counting Committee immediately prior to the closing of the meeting. The General Meeting of Shareholders shall elect persons responsible for vote counting or supervising the vote counting as proposed by the Chairperson. The number of members of the Vote-Counting Committee shall be decided by the General Meeting of Shareholders based on the Chairperson's proposal.
  - b) Shareholders or authorized representatives of organizational shareholders who arrive after the opening of the meeting shall have the right to register immediately and thereafter participate and vote/elect at the General Meeting following such registration. The Chairperson shall not be required to suspend the meeting to allow latecomers to register, and the validity of matters already voted on prior thereto shall remain unchanged. The Chairperson shall have the authority to decide on procedures and handle matters arising outside the agenda, subject to approval by the General Meeting of Shareholders.
2. The election of the chairperson, secretary, committee for shareholder/delegate verification, and the vote counting committee shall be conducted as follow:
  - a) The Chairman of the Board of Directors shall act as the chairperson of the meeting or may authorize another member of the Board of Directors to act as chairperson of the meeting convened by the Board of Directors. In the event the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one among themselves as chairperson by majority vote. If no chairperson is elected, the Head of the

Supervisory Board shall preside over the General Meeting of Shareholders to elect a chairperson of the meeting from among the attendees, and the person receiving the highest number of votes shall act as chairperson.

- b) Except as provided in point (a) above, the person signing the notice convening the General Meeting of Shareholders shall preside over the meeting to elect the chairperson, and the person receiving the highest number of votes shall act as chairperson;
  - c) The chairperson shall appoint one or more persons to act as secretary of the meeting; the committee for verification of shareholder/delegate eligibility shall serve the meeting;
  - d) The General Meeting of Shareholders shall elect one or more persons to the vote counting committee as proposed by the chairperson of the meeting.
3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must specify in detail the timing for each matter of business.
4. The chairperson of the General Meeting of Shareholders shall have the authority to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda, and reflecting the will of the majority of attendees, including.
- a) Arranging seating at the venue of the General Meeting of Shareholders;
  - b) Ensuring the safety of all persons present at the venue;
  - c) Facilitating shareholders' attendance (or continued attendance) at the General Meeting of Shareholders. The convener of the General Meeting of Shareholders shall have full authority to amend such measures and to implement any other necessary measures. Such measures may include issuing entry cards or applying other appropriate methods
5. The convener or chairperson of the General Meeting of Shareholders shall have the following powers:
- a) To require all attendees to undergo checks or other lawful and reasonable security measures;
  - b) To request competent authorities to maintain order at the meeting; to expel any person who fails to comply with the chairperson's authority, intentionally disrupts order, obstructs the proper conduct of the meeting, or fails to comply with security check requirements.
6. The chairperson may postpone the General Meeting of Shareholders, even where a quorum has been established, for a maximum period of three (03) business days from the scheduled opening date, and may only postpone or change the venue of the meeting in the following cases:
- a) The meeting venue does not have sufficient convenient seating for all attendees;
  - b) The communication facilities at the venue are not adequate to ensure shareholders' participation, discussion, and voting;
  - c) Attendees are obstructing or disrupting order, creating risks that the meeting may not be conducted fairly and lawfully.
7. If the chairperson improperly postpones or suspends the General Meeting of Shareholders contrary to Clause 6 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to chair the meeting until its conclusion, and all resolutions passed at such meeting shall remain valid and enforceable.
8. In the event that the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company shall be responsible for ensuring that shareholders can attend and vote by electronic ballot or other electronic means as provided in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-

CP dated 31 December 2020 of the Government providing detailed regulations for the implementation of a number of articles of the Law on Securities.

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

1. A resolution on the following matters shall be adopted if approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of all shareholders attending and voting at the meeting, except as provided in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:
  - a) The classes of shares, the total number of shares of each class to be offered or issued, and other capital increase plans as prescribed by law;
  - b) Amendments to the business lines and sectors of the Company;
  - c) Changes to the organizational and management structure of the Company as stipulated in Article 11 of this Charter and Article 137 of the Law on Enterprises;
  - d) Investment projects or disposal of assets valued at thirty-five percent (35%) or more of the total asset value recorded in the most recent financial statements of the Company;
  - e) Reorganization or dissolution of the Company.
2. Resolutions shall be adopted if approved by shareholders holding more than fifty percent (50%) of the total voting rights of all shareholders attending and voting at the meeting, except as provided in Clauses 1, 3, 4, and 6 of Article 148 of the Law on Enterprise.
3. The election of members of the Board of Directors and the Supervisory Board shall be conducted using the cumulative voting method, whereby each shareholder shall have a total number of votes corresponding to the number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board, and the shareholder may allocate all or part of such votes to one or several candidates. Successful candidates for membership of the Board of Directors or the Supervisory Board shall be determined based on the number of votes received, ranked from highest to lowest, starting from the candidate with the highest number of votes until the required number of members as stipulated in the Company's Charter is reached. In the event that two or more candidates receive an equal number of votes for the last position on the Board of Directors or the Supervisory Board, a re-election shall be conducted among such candidates or selection shall be made in accordance with the criteria set out in the election regulations or the Company's Charter.

In the election of members of the Board of Directors and the Supervisory Board, where the number of candidates is equal to the number of members to be elected, the election may be conducted using the cumulative voting method as above or by voting (in favor, against, or abstention). The approval voting ratio under the voting method shall be implemented in accordance with Clause 2, Article 21 of the Company's Charter.

4. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares shall be lawful and effective even if the order and procedures for convening the meeting and adopting such resolutions are inconsistent with the provisions of the Law on Enterprises and this Charter.
5. Resolutions of the General Meeting of Shareholders shall be retained by the Company and published on the Company's website for shareholders' easy access, in lieu of direct mailing to shareholders.

**Article 22. Authority and procedures for obtaining written opinions of Shareholders to adopt Resolutions of the General Meeting of Shareholders**

The authority and procedures for obtaining written opinions from Shareholders to pass Resolutions of the General Meeting of Shareholders shall be implemented in accordance with

the following provisions:

1. The Board of Directors shall have the right to obtain written opinions from shareholders to pass resolutions of the General Meeting of Shareholders on the following matters:
  - a) Amendment and supplementation of the Charter of the Company;
  - b) Approval/amendment and supplementation of the internal corporate governance regulations; regulations on the operation of the Board of Directors; regulations on the operation of the Supervisory Board;
  - c) Determination of the Company's development orientation;
  - d) Classes of shares and the total number of shares of each class;
  - e) Election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
  - f) Investment projects or disposal of assets valued at thirty-five percent (35%) or more of the total asset value recorded in the most recent audited consolidated financial statements of the Company;
  - g) Approval of the annual financial statements;
  - h) Reorganization or dissolution of the Company.
  - i) Changes to the Company's business lines and sectors;
  - j) Changes to the Company's organizational and management structure;
  - k) Other matters deemed necessary for the interests of the Company.
2. The Board of Directors must prepare the written ballots, draft resolutions of the General Meeting of Shareholders, and explanatory documents, and send them to all shareholders entitled to vote no later than ten (10) days prior to the deadline for returning the ballots. The requirements and methods for sending the ballots and accompanying documents shall comply with Clause 3, Article 18 of this Charter.
3. The written ballot must contain the following principal particulars:
  - a) Name, registered office address, and enterprise code of the Company;
  - b) Purpose of obtaining written opinions;
  - c) Full name, contact address, nationality, and legal identification of the shareholder being an individual; name, enterprise code or legal document number, registered office address of the shareholder being an organization; or full name, contact address, nationality, and legal identification of the representative of the shareholder being an organization; number of shares of each class and number of votes of the shareholder;
  - d) Matters requiring approval;
  - e) Voting options including "for," "against," and "abstain" for each matter;
  - f) Deadline for returning the completed ballot to the Company;
  - g) Full name and signature of the Chairman of the Board of Directors.
4. Shareholders may return completed ballots to the Company by mail, fax, or email, subject to the following conditions:
  - a) If by mail, the completed ballot must bear the signature of the shareholder being an individual, the authorized representative, or the legal representative of the shareholder being an organization. The ballot must be placed in a sealed envelope, and no one shall be permitted to open it before the counting of votes;

- b) If by fax or email, the ballot must be kept confidential until the vote counting;
  - c) Ballots returned to the Company after the deadline specified in the ballot, or which have been opened (in the case of mail) or disclosed (in the case of fax or email), shall be invalid. Ballots not returned shall be deemed as abstentions.
5. The Board of Directors shall count the votes and prepare a vote counting record under the supervision of the Supervisory Board or a shareholder not holding a managerial position in the Company. The vote counting record must contain the following particulars:
- a) Name, registered office address, and enterprise code of the Company;
  - b) Purpose and matters requiring approval by written opinions;
  - c) Number of shareholders with the total number of votes and election ballots who participated, distinguishing valid and invalid votes and the method of ballot submission, together with an appendix of shareholders participating;
  - d) Total votes “for,” “against,” and “abstain” for each matter; total votes for each candidate (if applicable);
  - e) Matters approved and the corresponding approval ratios;
  - f) Full names and signatures of the Chairman of the Board of Directors, the vote counter(s), and the supervising person(s).

Members of the Board of Directors, vote counters, and supervising persons shall be jointly liable for the truthfulness and accuracy of the vote counting record, and jointly liable for any damage arising from untruthful or inaccurate vote counting leading to the adoption of resolutions

- 6. The vote counting record and the resolution must be sent to shareholders within fifteen (15) days from the completion of vote counting. Sending of the vote counting record and the resolution may be replaced by publishing them on the Company’s website within twenty-four (24) hours from the completion of vote counting.
- 7. The completed ballots, vote counting record, resolutions adopted, and relevant documents accompanying the ballots must be archived at the Company’s head office.
- 8. A resolution shall be deemed adopted by way of written opinions if approved by shareholders holding more than fifty percent (50%) of the total voting rights of all shareholders entitled to vote, and such resolution shall have the same validity as a resolution adopted at a 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, video-recorded, or archived in other electronic forms. The minutes shall be prepared in Vietnamese, and may also be prepared in a foreign language, and must include the following principal contents:
  - a) Name, address of the head office, and Enterprise Registration Number;
  - b) Time and venue of the The General Meeting of Shareholders;
  - c) Agenda and contents of the meeting;
  - d) Full name of the Chairperson and the Secretary;
  - e) Summary of the proceedings and statements made at the GMS in respect of each matter on the agenda;
  - f) Number of Shareholders and total number of Voting Ballots of Shareholders attending the meeting, together with the annex of the register of attending Shareholders and their

representatives, including the number of shares and corresponding votes;

- g) Total number of Voting Ballots for each matter voted upon, specifying the voting method, the number of valid, invalid, affirmative, dissenting, and abstaining votes; and the corresponding percentage of the total Voting Ballots of Shareholders attending the meeting;
  - h) Consolidated results of the votes for each Candidate (if any);
  - i) Matters approved and the corresponding percentage of votes in favor;
  - j) Full names and signatures of the Chairperson and the Secretary. In case the Chairperson and/or the Secretary refuse to sign the minutes, the minutes shall remain valid if signed by all other attending members of the Board of Directors and containing all required contents as stipulated in this Clause. The minutes must specify the fact that the Chairperson and/or the Secretary refused to sign the minutes.
- 2. The minutes of the GMS must be completed and adopted prior to the conclusion of the meeting. The Chairperson and the Secretary of the meeting, or any other person signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
  - 3. The minutes prepared in both Vietnamese and a foreign language shall have equal legal validity. In the event of any discrepancy between the Vietnamese version and the foreign language version of the minutes, the Vietnamese version shall prevail.
  - 4. The Resolutions, the minutes of the GMS, the annex of the register of attending Shareholders, the proxy forms, all appendices (if any) attached to the minutes, and documents related to the notice of invitation to the meeting must be retained at the head office of the Company.
  - 5. The Resolutions, the minutes of the GMS, and the accompanying documents must be disclosed in accordance with the legal provisions on information disclosure in the securities market.

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

Within 90 days from the date of receipt of the Resolution or the Minutes of the General Meeting of Shareholders (“GMS”) or the minutes of vote-counting results of the GMS’s written ballot, a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises shall have the right to request a Court or Arbitration to review and annul the Resolution or part of the Resolution of the GMS in the following cases

- 1. The order and procedures for convening the meeting and adopting the Resolution of the GMS have seriously violated the provisions of the Law on Enterprises and the Charter of the Company, except as provided in Clause 3, Article 21 of this Charter.
- 2. The contents of the Resolution contravene the law or this Charter.

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

#### **Article 25. Nomination and Candidacy of Members of the Board of Directors**

- 1. Where candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least 10 days prior to the opening date of the General Meeting of Shareholders on the Company’s website to enable Shareholders to review such candidates before casting their votes. Candidates for the Board of Directors must provide a written undertaking as to the truthfulness and accuracy of the disclosed personal information and commit to performing their duties with honesty, prudence, and in the best interests of the Company if elected as a member of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed shall include:
  - a) Full name, date of birth;

- b) Professional qualifications;
- c) Employment history;
- d) Other managerial positions (including positions as a member of the Board of Directors of another company);
- e) Interests related to the Company and its related parties;
- f) Other information (if any);

The Company shall be responsible for disclosing information regarding other companies in which the candidate holds directorships, other managerial positions, and the candidate's interests relating to the Company (if any)

- 2. A shareholder or a group of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors in accordance with the Law on Enterprises and the Company's Charter. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 65% may nominate up to five (05) candidates; and from 65% or more may nominate up to seven (07) candidates.
- 3. Where the number of candidates for the Board of Directors through nomination and candidacy remains insufficient as required under Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, the Internal Corporate Governance Regulations, and the Regulations on the Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Board of Directors as prescribed by law.
- 4. Members of the Board of Directors must satisfy the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises.

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

- 1. The number of members of the Board of Directors shall be three (03).
- 2. The term of office of members of the Board of Directors shall not exceed five (05) years and members may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms. In the event that all members of the Board of Directors simultaneously conclude their terms, such members shall continue to serve until new members are elected and assume office.
- 3. The composition of the Board of Directors shall be as follows:
  - a) The composition of the Company's Board of Directors must include at least one (01) non-executive member. The Company shall minimize the number of Board members concurrently holding executive positions to ensure the independence of the Board of Directors.
  - b) The total number of independent members of the Board of Directors must include at least one (01) independent member.
  - c) The rights, obligations, and the organization and coordination of activities of independent members of the Board of Directors shall be specifically provided in the Regulation on operation of the Board of Directors.
- 4. A member of the Board of Directors shall cease to hold office if dismissed, removed, or

replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

5. The appointment of members of the Board of Directors must be disclosed in accordance with the laws on information disclosure in the securities market.
6. A member of the Board of Directors is not required to be a shareholder of the Company.

#### **Article 27. Authority and duties of the Board of Directors**

1. The Board of Directors shall be the managerial body of the Company and shall have full authority, on behalf of the Company, to decide and exercise the rights and obligations of the Company, except for those rights and obligations reserved for the General Meeting of Shareholders.
2. The rights and duties of the Board of Directors shall be as prescribed by law, this Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and duties:
  - a) To decide on the Company's strategy, medium-term development plan, and annual business plan;
  - b) To propose the classes of shares and the total number of shares of each class to be offered;
  - c) To decide on the sale of shares not yet issued within the number of shares permitted to be offered of each class; to decide on raising additional capital by other means;
  - d) To decide on the selling price of shares and bonds of the Company in cases authorized by the General Meeting of Shareholders;
  - e) To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
  - f) To decide on solutions for market development, marketing, and technology;
  - g) To decide on investment plans and projects within its authority and limits as prescribed by law;
  - h) To approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions valued at thirty-five percent (35%) or more of the total asset value recorded in the most recent financial statements of the Company, except for those contracts and transactions under the authority of the General Meeting of Shareholders as provided in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;
  - i) To elect, dismiss, and remove the Chairman of the Board of Directors; to appoint, dismiss, sign, and terminate contracts with the Director; to decide on salaries, remuneration, bonuses, and other benefits for such managers; to designate authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies, and to decide on their remuneration and other benefits;
  - j) To supervise and direct the Director and other managers in the management of the Company's daily business operations;
  - k) To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, and representative offices, and on capital contributions or share purchases in other enterprises;
  - l) To approve the agenda and materials for the General Meeting of Shareholders; to convene the General Meeting of Shareholders or to solicit written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders;
  - m) To submit the audited annual financial statements to the General Meeting of Shareholders;
  - n) To propose the dividend rate; to decide on the time and procedures for dividend payment or on



the handling of business losses;

- o) To propose the reorganization or dissolution of the Company; to request bankruptcy of the Company;
  - p) To decide on the promulgation of the Regulations on the operation of the Board of Directors, internal corporate governance regulations (after approval by the General Meeting of Shareholders), and the Company's information disclosure regulations;
  - q) To require the Director, Deputy Directors, and other managers of the Company to provide information and documents on the financial position and business operations of the Company and of its units.
  - r) Managers shall be obliged to promptly, fully, and accurately provide information and documents at the request of members of the Board of Directors. The order and procedures for requesting and providing information shall be specifically stipulated in the Regulations on the operation of the Board of Directors.
  - s) To exercise other rights and perform other duties as prescribed by the Law on Enterprises, the Law on Securities, other applicable laws, and this Charter.
3. The Board of Directors must report to the General Meeting of Shareholders on the performance of its activities in accordance with Article 280 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government providing detailed regulations for the implementation of a number of articles of the Law on Securities.

#### **Article 28. Remuneration, bonuses, and other benefits of members of the Board of Directors**

- 1. The Company shall have the right to pay remuneration and bonuses to members of the Board of Directors based on the business results and performance of the Company.
- 2. Members of the Board of Directors (excluding authorized representatives) shall be entitled to remuneration for their duties in their capacity as members of the Board of Directors. The total remuneration of the Board of Directors shall be determined by the General Meeting of Shareholders. Such remuneration shall be allocated among the Board members in accordance with agreement within the Board or equally in the absence of such agreement..
- 3. The remuneration of each member of the Board of Directors shall be recorded as a business expense of the Company in accordance with the laws on corporate income tax, disclosed as a separate item in the Company's annual financial statements, and 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 serving on committees of the Board of Directors, or performing tasks beyond the usual duties of a member of the Board of Directors, may receive additional remuneration in the form of a one-off fee, salary, commission, profit share, or other forms as determined by the Board of Directors.
- 5. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, subsistence, and other reasonable expenses incurred in the discharge of their duties as members of the Board of Directors, including expenses incurred when attending meetings of the General Meeting of Shareholders, the Board of Directors, or committees of the Board of Directors.
- 6. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities of members of the Board of Directors arising from violations of law or of this Charter

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

- 1. The Chairman and the Vice Chairman of the Board of Directors shall be elected, dismissed,

and removed by the Board of Directors from among its members.

2. The Chairman of the Board of Directors shall not concurrently hold the position of Director.
3. The Chairman of the Board of Directors shall have the following rights and duties:
  - a) To prepare the program and operational plan of the Board of Directors;
  - b) To prepare the agenda, contents, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;
  - c) To organize the adoption of resolutions and decisions of the Board of Directors;
  - d) To supervise the implementation of resolutions and decisions of the Board of Directors;
  - e) To chair meetings of the General Meeting of Shareholders;
  - f) To exercise other rights and perform other duties as prescribed by the Law on Enterprises and this Charter.
4. The Vice Chairperson shall have the rights and obligations to act on behalf of the Chairperson if so authorized by the Chairperson, but only in cases where the Chairperson has notified the Board of Directors of their absence due to force majeure reasons or incapacity to perform their duties. If the Chairperson does not designate the Vice Chairperson to act in such capacity, the remaining members shall appoint a Vice Chairperson to exercise the rights and obligations of the Chairperson
5. In the event that the Chairman or the Vice Chairman of the Board of Directors resigns or is dismissed or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or the date of dismissal or removal.
6. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and duties of the Chairman in accordance with the principles stipulated in this Charter. In the absence of such authorization, or in cases where the Chairman has died, gone missing, been temporarily detained, is serving a prison sentence, is subject to administrative measures at a compulsory rehabilitation center or compulsory education center, has fled his/her place of residence, has limited or lost civil act capacity, has difficulty in perception or behavior control, or has been prohibited by a court from holding certain positions, practicing certain professions, or performing certain work, the remaining members shall elect one member among themselves as Chairman of the Board of Directors by majority vote until a new decision of the Board of Directors is made.

### **Article 30. Meeting 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 seven (07) business days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member receiving the highest number of votes or the highest voting ratio. In the event that two or more members receive an equal highest number of votes or voting ratio, the members shall elect by majority vote one among them to convene the meeting of the Board of Directors.
2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
  - a) At the request of the Supervisory Board or an independent member of the Board of Directors;
  - b) At the request of the Director or at least five (05) other managers;

- c) At the request of at least two (02) members of the Board of Directors;
  - d) Other cases (if any).
4. A request under Clause 3 of this Article must be made in writing, clearly stating the purpose, matters to be discussed, and matters to be decided 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 seven (07) business days from the date of receipt of a request under Clause 3 of this Article. In the event that the Chairman fails to convene the meeting as requested, he/she shall be liable for any damage caused to the Company, and the requesting party shall have the right to convene the meeting of the Board of Directors in lieu of the Chairman.
  6. The Chairman of the Board of Directors or the man convening the meeting must send the notice of invitation no later than three (03) business days prior to the meeting date. The notice of invitation must specify the time, venue, agenda, matters to be discussed and decided, and must be accompanied by the meeting materials and the voting ballot of members.

Notice of a Board of Directors meeting may be delivered by invitation letter, telephone, fax, electronic means, or other methods, provided that it reaches the registered contact address of each member of the Board of Directors at the Company.

7. The Chairman of the Board of Directors or the man convening the meeting must send the notice of invitation and accompanying materials to members of the Supervisory Board in the same manner as for members of the Board of Director.

Members of the Supervisory Board shall have the right to attend meetings of the Board of Directors; they may participate in discussions but shall not be entitled to vote.

8. A meeting of the Board of Directors shall be valid if attended by at least three-quarters (3/4) of the total members. In the event that the meeting convened in accordance with this Clause does not meet the required quorum, it may be reconvened within seven (07) days from the date scheduled for the first meeting. In this case, the meeting shall be valid if attended by more than one-half (1/2) of the members of the Board of Directors.
9. A member of the Board of Directors shall be deemed to have attended and voted at a meeting in the following cases:
  - a) Attending and voting directly at the meeting;
  - b) Authorizing another person to attend and vote in accordance with Clauses 13 and 11 of this Article;
  - c) Attending and voting through online meetings, electronic voting, or other electronic mean;
  - d) Sending voting ballots to the meeting by mail, fax, or email;
  - e) Sending voting opinions by other means as permitted by applicable laws.
10. In the event that voting ballots are sent to the meeting by mail, such ballots must be placed in sealed envelopes and delivered to the Chairman of the Board of Directors no later than one (01) hour before the commencement of the meeting. Ballots shall only be opened in the presence of all attendees.
11. Voting:
  - a) A member of the Board of Directors shall not be entitled to vote on contracts, transactions, or proposals in which such member or a related person thereof has an interest, and such interest conflicts or may conflict with the interests of the Company. Such member shall not be counted in the quorum of the meeting of the Board of Directors when decisions are made in respect of matters on which the member is not entitled to vote;

- b) Pursuant to Point d of this Clause, if an issue arises at a meeting relating to the interests or voting rights of a member of the Board of Directors, and such member does not voluntarily abstain from voting, the decision of the Chairperson shall be final, except where the nature or scope of the interest of such member has not been fully disclosed;
  - c) A member of the Board of Directors benefiting from a contract as stipulated in Points a and b, Clause 6, Article 43 of this Charter shall be deemed to have a material interest in such contract.
  - d) Members of the Supervisory Board, the Director, the Chief Financial Officer, the Chief Accountant, and invited guests may attend meetings of the Board of Directors at the invitation of the Chairperson, and may participate in discussions but shall not have voting rights.
12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction which has been signed or is proposed to be signed with the Company and knows that he/she has an interest therein shall be obliged to disclose such interest at the first meeting of the Board of Directors at which the contract or transaction is discussed. In cases where a member of the Board of Directors is unaware of his/her own or his/her related person's interest at the time the contract or transaction is entered into with the Company, such member must disclose such interest at the first meeting of the Board of Directors held after the member becomes aware that he/she has or will have an interest in the relevant contract or transaction.
  13. Members of the Board of Directors must fully attend meetings of the Board of Directors. A member may authorize another person to attend and vote on his/her behalf if such authorization is approved by the majority of the members of the Board of Directors.
  14. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the members attending the meeting; in the event of an equality of votes, the decision of the Chairman of the Board of Directors shall prevail.
  15. The Board of Directors may solicit written opinions of its members to adopt resolutions of the Board of Directors on matters falling within its authority under Clause 2, Article 27 of this Charter.  
  
The authority and procedures for obtaining written opinions of members of the Board of Directors to adopt resolutions or decisions shall comply with Article 31 of this Charter.
  16. Meetings of the Board of Directors may be held in the form of teleconferences or online meetings among members of the Board of Directors when all or some members are located in different places, provided that each member participating in the meeting is able to:
    - a) Hear other members of the Board of Directors participating in the meeting;
    - b) Speak to all other participating members simultaneously. Discussions among members may be conducted directly by telephone or by other communication means, or a combination thereof. A member of the Board of Directors participating in such a meeting shall be deemed to be "present" at that meeting. The place of the meeting shall be deemed the place where the majority of members of the Board of Directors are present, or where the Chairperson of the meeting is present.
    - c) Resolutions adopted at meetings held by teleconference shall be lawfully organized and effective immediately upon conclusion of the meeting but must be confirmed by the signatures of all members of the Board of Directors attending such meeting in the minutes. The minutes of the meeting must be duly signed by all members of the Board of Directors and the secretary of the meeting within thirty (30) days from the date of conclusion of the meeting.
  17. The Chairman of the Board of Directors shall be responsible for sending the minutes of meetings of the Board of Directors to its members, and such minutes shall constitute conclusive evidence of the proceedings conducted at the meeting unless objections to the contents of the minutes are raised within ten (10) days from the date of circulation.

18. Minutes of meetings of the Board of Directors:

- a) Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded, video-recorded, or stored in other electronic forms. The minutes must be made in Vietnamese and may also be prepared in a foreign language. The minutes must include the following principal particulars: (i) Name, registered office address, and enterprise code of the Company; (ii) Time and venue of the meeting; (iii) Purpose, agenda, and contents of the meeting; (iv) Full names of members attending the meeting or their authorized representatives and the method of participation; full names of members not attending and reasons for absence; (v) Matters discussed and voted on at the meeting; (vi) Summary of opinions expressed by each member in the order of the meeting's proceedings; (vii) Voting results, specifying members voting for, against, and abstaining; (viii) Matters adopted and corresponding approval ratios; (ix) Full names and signatures of the Chairperson and the recorder, except in cases provided in Point b below.
- b) In cases where the Chairperson or the recorder refuses to sign the minutes of the meeting, but all other members of the Board of Directors attending the meeting approve and sign the minutes containing all particulars required under Point a of Clause 18 of this Article, such minutes shall be valid. The minutes must clearly state the refusal of the Chairperson or the recorder to sign. Persons signing the minutes shall be jointly responsible for the accuracy and truthfulness of the minutes. The Chairperson or the recorder shall be personally liable for any damage caused to the Company by their refusal to sign the minutes in accordance with the Law on Enterprises, this Charter, and relevant laws.
- c) The Chairperson, the recorder, and persons signing the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of the Board of Directors' meeting.
- d) The minutes of the meeting of the Board of Directors and the materials used at the meeting must be archived at the head office of the Company.
- e) The minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In the event of discrepancies between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

**Article 31. The authority and procedures for collecting written opinions from the members of the Board of Directors to adopt resolutions and decisions of the Board of Directors**

Authority and Procedures for Collecting Written Opinions of Members of the Board of Directors to Adopt Resolutions and Decisions of the Board of Directors:

1. The Chairman of the Board of Directors shall decide on obtaining written opinions of members of the Board of Directors to adopt resolutions or decisions on matters within its authority.
2. The Chairman of the Board of Directors shall be responsible for organizing the preparation of materials, reports, and submissions on matters requiring consultation of the Board of Directors, draft resolutions or decisions of the Board of Directors, and ballots for soliciting opinions to be sent to the members of the Board of Directors.
3. The ballot for collecting opinions must include the following principal particulars:
  - a) Name, enterprise code, and registered office address of the Company.
  - b) Full name, contact address, nationality, and legal identification of the member of the Board of Directors.
  - c) Purpose of obtaining written opinions.
  - d) Matters requiring consultation to adopt resolutions or decisions of the Board of Directors.
  - e) Voting options including "for," "against," and "abstain" for each matter.

- f) Deadline for returning the completed ballot to the Company.
  - g) Full name and signature of the Chairman of the Board of Directors.
4. Members of the Board of Directors may return completed ballots to the Company by mail or email, subject to the following provisions:
- a) In the case of mail, the completed ballot must bear the signature of the member of the Board of Directors. The ballot must be placed in a sealed envelope and no one shall be entitled to open it before the vote counting.
  - b) In the case of email, the ballot must be sent to the email address specified in the ballot and must remain confidential until the time of vote counting.
  - c) Ballots returned after the deadline stated in the ballot, or which have been opened (in the case of mail) or disclosed (in the case of email), shall be invalid. Ballots not returned shall be deemed as abstentions.
5. A ballot that is duly completed, signed by the member of the Board of Directors, and returned to the Company within the prescribed deadline shall be considered valid. The Chairperson of the Board of Directors shall organize the vote counting, prepare the vote counting record, and notify the results of the vote counting and the resolutions or decisions adopted to the members within seven (07) business days from the expiry of the deadline for returning ballots. The vote counting record shall have the same validity as the minutes of a meeting of the Board of Directors and must include the following principal particulars:
- a) Name, enterprise code, and registered office address of the Company.
  - b) Purpose and matters requiring consultation to adopt resolutions or decisions of the Board of Directors.
  - c) Full name and legal identification of members of the Board of Directors who returned valid ballots; full name and legal identification of members of the Board of Directors who did not return ballots or returned invalid ballots.
  - d) Matters consulted and voted upon; summary of opinions of members on each matter consulted (if any).
  - e) Total number of valid ballots, invalid ballots, and ballots not received; total number of valid ballots voting “for,” “against,” and “abstain” for each matter.
  - f) Resolutions or decisions adopted and the corresponding voting ratios.
  - g) Full names and signatures of the vote counter(s) and the Chairman of the Board of Directors. The vote counter(s) and the Chairman of the Board of Directors shall be jointly responsible for the completeness, accuracy, and truthfulness of the contents of the vote counting record.
6. Completed ballots, vote counting records, resolutions or decisions adopted, and related documents sent together with the ballots must be archived at the head office of the Company.
7. Resolutions or decisions of the Board of Directors adopted by way of written opinions shall be valid if approved by a majority of the members of the Board of Directors entitled to vote. Such resolutions shall have the same effect and validity as resolutions adopted at meetings.

## **Article 32. Subcommittees of the Board of Directors**

1. The Board of Directors may establish subcommittees to be in charge of development policies, human resources, remuneration, internal audit, and risk management. The number of members of a subcommittee shall be determined by the Board of Directors but must be at least two (02) persons, including members of the Board of Directors and external members. Independent members of the Board of Directors and non-executive members of the Board of Directors shall constitute the majority of each subcommittee, and one of such members shall be appointed as

the Head of the subcommittee by resolution of the Board of Directors. The operation of each subcommittee must comply with the regulations of the Board of Directors. Resolutions of a subcommittee shall be valid only when approved by the majority of its members attending and voting at the meeting of the subcommittee.

2. The implementation of decisions of the Board of Directors or of its subcommittees must be consistent with applicable laws, this Charter, and the Company's internal corporate governance regulations.

### **Article 33. Person in charge of Corporate Governance, Company Secretary**

1. The Board of Directors of the Company must appoint at least one (01) Person in charge of Corporate Governance to support the corporate governance activities of the Company. The Person in charge of Corporate Governance may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.
2. Person in charge of Corporate Governance shall not concurrently work for the auditing firm approved to audit the Company's financial statements.
3. The Person in charge of Corporate Governance shall have the following rights and duties:
  - a) To advise the Board of Directors in organizing the General Meeting of Shareholders in accordance with law and in dealing with relations between the Company and its Shareholders;
  - b) To prepare 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) To advise on the procedures for meetings;
  - d) To attend meetings;
  - e) To advise on procedures for drafting resolutions of the Board of Directors in compliance with the law;
  - f) To provide financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and members of the Supervisory Board;
  - g) To monitor and report to the Board of Directors on the Company's information disclosure activities;
  - h) To act as the contact point with stakeholders;
  - i) To ensure confidentiality of information in accordance with the law and this Charter;
  - j) To exercise other rights and perform other duties as provided by law and this Charter.
4. Where deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons as the Company Secretary(ies) for a term as decided by the Board of Directors. The Board of Directors may remove the Company Secretary at any time, provided that such removal is not contrary to the prevailing labor laws. The Company Secretary shall have the following rights and obligations:
  - a) To assist in organizing the convening of meetings of the General Meeting of Shareholders and the Board of Directors; and to record the minutes of meetings;
  - b) To assist members of the Board of Directors in exercising the rights and performing the obligations assigned to them;
  - c) To assist the Board of Directors in applying and implementing the principles of corporate governance;
  - d) To assist the Company in building shareholder relations and protecting the lawful rights and interests of Shareholders; and in complying with obligations relating to information provision,

information disclosure, and administrative procedures;

- e) To perform other rights and obligations as prescribed in the Company's Charter and the Company's Internal Regulations.

## **VIII. DIRECTOR AND OTHER EXECUTIVES**

### **Article 34. Organizational Structure of Management**

The management system of the Company must ensure that the management apparatus shall be accountable to the Board of Directors and be subject to the supervision and direction of the Board of Directors in the day-to-day business operations of the Company. The Company shall have a Director, a Chief Accountant, and other managerial titles appointed by the Board of Directors. The appointment, dismissal, and removal of the aforesaid titles must be approved by a resolution or decision of the Board of Directors.

### **Article 35. Enterprise Executives**

1. At the proposal of the Director and subject to the approval of the Board of Directors, the Company may recruit other executives in such number and with such qualifications as are appropriate to the organizational structure and management regulations of the Company as prescribed by the Board of Directors. Enterprise Executives shall be responsible for assisting the Company in achieving its operational and organizational objectives.
2. The Director shall be entitled to salary and bonus. The salary and bonus of the Director shall be decided by the Board of Directors.
3. The salary of executives shall be accounted for as operating expenses of the Company in accordance with the laws on corporate income tax, shall be separately presented in the annual financial statements of the Company, and must be reported to the General Meeting of Shareholders at its annual meeting.

### **Article 36. Appointment, Dismissal, Rights, and Obligations of the Director**

1. The Board of Directors shall appoint one (01) of its members or hire another person to serve as the Director.
2. The term of office of the Director shall not exceed five (05) years and may be renewed for an unlimited number of terms. The Director must satisfy the standards and conditions prescribed by law and this Charter.
3. The Director shall have the following rights and duties:
  - a) To decide on matters relating to the Company's daily business operations which do not fall within the authority of the Board of Directors;
  - b) To organize the implementation of resolutions and decisions of the Board of Directors;
  - c) To organize the implementation of the Company's business plan and investment projects;
  - d) To propose organizational structure plans and internal management regulations of the Company;
  - e) To appoint, dismiss, and remove managerial positions within the Company, except for those positions under the authority of the Board of Directors;
  - f) To determine the salaries and other benefits for employees of the Company, including managers within the appointment authority of the Director;
  - g) To recruit employees;
  - h) To propose plans for dividend distribution or the handling of business losses;
  - i) To exercise other rights and perform other duties as provided by law, this Charter, resolutions



and decisions of the Board of Directors, and other regulations issued by the Board of Directors.

4. The Board of Directors may dismiss the Director with the approval of the majority of its members entitled to vote at the meeting, and appoint a new Director as replacement.

## **IX. SUPERVISORY BOARD**

### **Article 37. Nomination and Candidacy for Members of the Supervisory Board**

1. The nomination and self-nomination of members of the Supervisory Board shall be carried out in accordance with the provisions of Clause 1, Article 25 of this Charter. A shareholder or group of shareholders holding from 10% to less than 30% of the voting shares may nominate one (01) Supervisory Board member; from 30% to less than 40% may nominate up to two (02) members; from 40% to less than 50% may nominate up to three (03) members; from 50% to less than 60% may nominate up to four (04) members; and from 60% or more may nominate up to five (05) candidates.
2. In the event that the number of candidates for the Supervisory Board nominated and self-nominated is insufficient for the required number, the incumbent Supervisory Board may nominate additional candidates or organize the nomination in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Supervisory Board. Any introduction of additional candidates by the incumbent Supervisory Board must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with law.

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

1. The Supervisory Board of the Company shall consist of three (03) members. The term of office of a member of the Supervisory Board shall not exceed five (05) years and such member may be re-elected for an unlimited number of terms.
2. Members of the Supervisory Board must satisfy the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into any of the following cases:
  - a) Working in the accounting or finance department of the Company;
  - b) Being a member or employee of an independent auditing firm which has conducted the audit of the Company's financial statements during the preceding three (03) consecutive years.
3. A member of the Supervisory Board shall be dismissed in the following cases:
  - a) No longer satisfying the standards and conditions for being a member of the Supervisory Board as stipulated in Clause 2 of this Article;
  - b) Having submitted a resignation letter which has been accepted;
  - c) Other cases in accordance with law and this Charter.
4. A member of the Supervisory Board shall be removed in the following cases:
  - a) Failure to perform assigned duties and tasks;
  - b) Failure to exercise his/her rights and obligations for six (06) consecutive months, except for force majeure events;
  - c) Repeated or serious violations of obligations of a member of the Supervisory Board as stipulated by the Law on Enterprises and this Charter;
  - d) Other cases as decided by the General Meeting of Shareholders.

### **Article 39. Head of the Supervisory Board**

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, dismissal or removal shall be conducted by majority vote. More than

half of the members of the Supervisory Board must reside in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or other majors related to the Company's business operations.

2. Rights and obligations of the Head of the Supervisory Board:

- a) To convene meetings of the Supervisory Board;
- b) To request the Board of Directors, the Director, and other managers to provide relevant information for reporting to the Supervisory Board;
- c) To prepare and sign the reports of the Supervisory Board after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

**Article 40. Rights and obligations of the Supervisory Board**

The Supervisory Board shall have the rights and obligations as prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

1. To propose and recommend to the General Meeting of Shareholders the approval of the list of approved auditing firms to audit the Company's financial statements; to decide on the approved auditing firm to conduct reviews of the Company's operations; and to dismiss the approved auditor when deemed necessary.
2. To be accountable to the Shareholders for its supervisory activities.
3. To supervise the Company's financial position and the compliance with law in the activities of the members of the Board of Directors, the Director, and other managers.
4. To ensure coordination of activities with the Board of Directors, the Director, and the Shareholders.
5. In case of detecting any violations of law or the Charter of the Company by members of the Board of Directors, the Director, or other managers of the Company, the Supervisory Board must notify the Board of Directors in writing within 48 hours, request the violator to cease such violation and propose remedial measures.
6. To formulate the Rules of Operation of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
7. To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government providing detailed regulations for the implementation of certain articles of the Law on Securities.
8. To have the right to access the Company's records and documents kept at its head office, branches, and other locations; and to have the right to visit the workplace of the Company's managers and employees during working hours.
9. To request the Board of Directors, its members, the Director, and other managers to provide full, accurate, and timely information and documents concerning the management and business operations of the Company.
10. Other rights and obligations as provided by law and this Charter.

**Article 41. Meeting of the Supervisory Board**

1. The Supervisory Board shall convene at least twice a year, with the attendance of no less than two-thirds (2/3) of its members. Minutes of the Supervisory Board meetings must be prepared in detail and clearly. The minutes must be signed by the recorder and all attending members of the Supervisory Board. Such minutes shall be kept to determine the responsibilities of each member of the Supervisory Board.

2. The Supervisory Board shall have the right to request members of the Board of Directors, the Director, and representatives of the approved auditing organization to attend meetings and respond to issues requiring clarification.

#### **Article 42. Salary, Remuneration, Bonuses and Other Benefits of Members of the Supervisory Board**

1. Members of the Supervisory Board shall be paid remuneration, salaries, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total amount of remuneration, salaries, bonuses, other benefits, and the annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board shall be reimbursed for meals, accommodation, travel expenses, and reasonable costs of engaging independent consulting services. The total remuneration and such expenses shall not exceed the annual operating budget of the Supervisory Board as approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries, remuneration, bonuses, and operating expenses of the Supervisory Board shall be recorded as business expenses of the Company in accordance with the provisions of the Law on Corporate Income Tax and other relevant laws, and must be presented as a separate item in the Company's annual financial statements.

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

Members of the Board of Directors, Members of the Supervisory Board, the Director, and other managers shall perform their duties, including those as members of Committees of the Board of Directors, with integrity, prudence, and in the best interests of the Company.

#### **Article 43. Duty of honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, Members of the Supervisory Board, the Director, and other managers must disclose their related interests in accordance with the Law on Enterprises and relevant laws.
2. Members of the Board of Directors, Members of the Supervisory Board, the Director, other managers, and their related persons shall only use information obtained by virtue of their positions for the benefit of the Company.
3. Members of the Board of Directors, Members of the Supervisory Board, the Director, and other managers are obliged to notify in writing the Board of Directors and the Supervisory Board of any transactions between the Company, its subsidiaries, or other companies controlled by the Company holding 50% or more of charter capital, and such persons themselves or their related persons, as prescribed by law. Where such transactions are approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on the relevant Resolutions in accordance with securities laws on information disclosure.
4. Members of the Board of Directors may not vote on any transaction that confers benefits on themselves or their related persons, in accordance with the Law on Enterprises and this Charter.
5. Members of the Board of Directors, Members of the Supervisory Board, the Director, other managers, and their related persons shall not use or disclose inside information to others for the purpose of conducting related transactions.
6. Transactions between the Company and one or more Members of the Board of Directors, Members of the Supervisory Board, the Director, other managers, and their related persons shall not be invalid in the following cases:

- a) For transactions valued at less than 35% of the Company's total assets recorded in the most recent financial statements, the essential terms of the contract or transaction, as well as the relationships and interests of the relevant Members, have been reported to the Board of Directors and approved by the majority vote of the non-interested Members of the Board of Directors;
- b) For transactions valued at 35% or more, or where the total transaction value arising within 12 months from the date of the first transaction reaches 35% or more of the Company's total assets recorded in the most recent financial statements, the essential terms of such transaction, as well as the relationships and interests of the relevant Members, have been disclosed to shareholders and approved by the General Meeting of Shareholders by votes of non-interested shareholders.
- c) Contracts or transactions involving loans or the sale of assets valued at more than 10% of the Company's total assets recorded in the most recent financial statements, entered into between the Company and a shareholder owning 51% or more of the total voting shares, or such shareholder's related persons, have been disclosed to shareholders and approved by the General Meeting of Shareholders by votes of non-interested shareholders

#### **Article 44. Liability for damages and compensation**

1. Members of the Board of Directors, Members of the Supervisory Board, the Director, and other executives who breach their duties of honesty and prudence, or fail to fulfill their obligations, shall be liable for any damages caused by their violations.
2. The Company shall indemnify any person who is, was, or may become a party to any complaint, lawsuit, or prosecution (including civil and administrative proceedings, but excluding cases initiated by the Company itself) if such person is or was a Member of the Board of Directors, Member of the Supervisory Board, the Director, another executive, employee, or an authorized representative of the Company, and has performed their duties honestly, prudently, and in the interests of the Company in compliance with the law, and provided that there is no evidence confirming that such person has breached their responsibilities.
3. Indemnification expenses include judgments, fines, amounts payable actually incurred (including legal fees) or deemed reasonable in resolving such matters, within the limits permitted by law. The Company may purchase insurance for such persons against the indemnity liabilities mentioned above

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

#### **Article 45. Right to inspect books and records**

1. Ordinary shareholders shall have the right to inspect the Company's books and records as follows:
  - a) An ordinary shareholder shall have the right to review, inspect, and extract information regarding names and contact addresses in the list of shareholders entitled to vote; to request correction of their inaccurate information; to review, inspect, extract, or copy the Charter of the Company, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;
  - b) A shareholder or group of shareholders holding at least 5% of the total number of ordinary shares shall have the right to review, inspect, and extract minutes and Resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except those relating to the Company's trade secrets or business secrets.
2. Where an authorized representative of a shareholder or group of shareholders requests access

to books and records, such request must be accompanied by the power of attorney of the shareholder(s) or a notarized copy thereof.

3. Members of the Board of Directors, members of the Supervisory Board, the Director, and other executives shall have the right to inspect the register of shareholders, the list of shareholders, and other books and records of the Company for purposes relating to their positions, provided that such information must be kept confidential.
4. The Company shall keep this Charter and its amendments and supplements, the Enterprise Registration Certificate, internal regulations, documents evidencing 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 its head office or another place, provided that shareholders and the Business Registration Authority are notified of such place of storage.
5. The Company Charter shall be published on the Company's website.
6. Except where otherwise required by law, the Company's records as prescribed in Article 46 of this Charter or other types of documents may be stored and used in the form of hard-copy documents or electronic documents. Electronic documents stored in accordance with this Article shall have the same legal validity as the original hard-copy documents, provided that such documents ensure integrity, authenticity, and accessibility and usability in accordance with the laws on electronic transactions.

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

### **Article 46. Employees and Trade Union**

1. The Director shall prepare plans for submission to the Board of Directors for approval regarding matters relating to recruitment, dismissal of employees, salaries, social insurance, welfare, commendation, and disciplinary actions applicable to employees and executives of the Company.
2. The Director shall prepare plans for submission to the Board of Directors for approval regarding matters relating to the Company's relations with trade union organizations, in accordance with best practice standards, the provisions of this Charter, internal regulations of the Company, and applicable laws.

## **XIII. DISTRIBUTION OF PROFITS**

### **Article 47. Distribution of profits**

1. The General Meeting of Shareholders shall decide the annual dividend payment rate and the form of dividend payment from the Company's retained earning.
2. The Company shall not pay interest on dividends or on any amounts related to a class of shares.
3. The Board of Directors may propose the General Meeting of Shareholders to approve payment of dividends in whole or in part in the form of shares, and the Board of Directors shall be the body responsible for implementing such resolution.
4. In cases where dividends or other amounts related to a class of shares are paid in cash, the Company shall make payment in Vietnamese dong. Payment may be made directly or through banks on the basis of bank account details provided by the Shareholders. Where the Company has made payment in accordance with the bank account details provided by a Shareholder but such Shareholder fails to receive the payment, the Company shall not be liable for the amount already transferred to such Shareholder. Dividend payment for shares listed/registered for trading on the Stock Exchange may be conducted through securities companies or the Vietnam

Securities Depository and Clearing Corporation.

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a Resolution or decision determining a specific record date for closing the list of Shareholders. Based on such date, persons registered as Shareholders or holders of other securities shall be entitled to receive cash dividends or share dividends, and to receive notices or other documents.
6. Other matters relating to profit distribution shall be implemented in accordance with the provisions of law.

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

##### **Article 48. Bank accounts**

1. The Company shall open accounts at Vietnamese banks or at branches of foreign banks licensed to operate in Vietnam.
2. Subject to prior approval of the competent authority, and when necessary, the Company may open bank accounts abroad in accordance with the provisions of law.
3. The Company shall conduct all payments and accounting transactions through its Vietnamese dong or foreign currency accounts maintained at banks where the Company has opened accounts.

##### **Article 49. Fiscal year**

The Company's financial year shall commence on the first day of January of each year and end on the thirty-first day of December of that year. The first financial year shall commence on the date of issuance of the Enterprise Registration Certificate and end on the thirty-first day of December immediately following the date of issuance of such Enterprise Registration Certificate.

##### **Article 50. Accounting Regime**

1. The accounting regime applied by the Company shall be the corporate accounting regime or a specific accounting regime promulgated or approved by the competent authority.
2. The Company shall maintain accounting books in Vietnamese and retain accounting records in accordance with the provisions of the laws on accounting and other relevant laws. Such records must be accurate, up-to-date, systematic, and sufficient to evidence and explain the Company's transactions.
3. The accounting currency of the Company shall be the Vietnamese Dong. In cases where the Company primarily conducts economic transactions in a foreign currency, it may select such foreign currency as its accounting currency, shall be responsible before the law for such selection, and shall notify the directly supervising tax authority thereof.

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

##### **Article 51. Annual, Semi-Annual and Quarterly Financial Statements**

1. The Company shall prepare annual financial statements, which must be audited in accordance with the provisions of law. The Company shall disclose the audited annual financial statements in accordance with the regulations on information disclosure in the securities market and submit them to the competent state authorities.
2. The annual financial statements must include all reports, appendices, and explanatory notes as prescribed by the laws on corporate accounting. The annual financial statements must provide a true and fair view of the Company's operations.
3. The Company shall prepare and disclose the reviewed semi-annual financial statements and

quarterly financial statements in accordance with the provisions of law on information disclosure in the securities market and submit them to the competent state authorities

## **Article 52. Annual Reports**

The Company shall prepare and disclose the Annual Report in accordance with the provisions of the laws on securities and the securities market.

## **XVI. COMPANY AUDIT**

### **Article 53. Audit**

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of them to audit the Company's financial statements for the following fiscal year, based on the terms and conditions agreed with the Board of Directors.
2. The audit report shall be attached to the Company's annual financial statements.
3. The independent auditor auditing the Company's financial statements shall be entitled to attend General Meetings of Shareholders, receive notices and other information relating to such meetings, and express opinions at the General Meeting on matters concerning the audit of the Company's financial statements.

## **XVII. COMPANY SEAL**

### **Article 54. Company Seal**

1. The seal shall include the seal made at a licensed seal-engraving establishment or a digital signature in accordance with the laws on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form, and content of the Company's seal, as well as the seals of its branches and representative offices (if any).
3. The Board of Directors, the Director/Director, the Supervisory Board, and individuals who use and manage the seal shall comply with the provisions of applicable laws.

## **XVIII. DISSOLUTION OF THE COMPANY**

### **Article 55. Dissolution of the Company**

1. The Company may be dissolved in the following cases:
  - a) Pursuant to a Resolution/Decision of the General Meeting of Shareholders;
  - b) Upon revocation of the Enterprise Registration Certificate, except as otherwise provided by the Law on Tax Administration;
  - c) Other cases as prescribed by law.
2. Early dissolution of the Company (including the extended term, if any) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to, or approved by, the competent authority (if required) in accordance with the law.

### **Article 56. Liquidation of the Company**

1. At least 06 months prior to the Company's decision on dissolution, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members shall be appointed by the General Meeting of Shareholders and 01 member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operational regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to

liquidation shall be given priority for payment by the Company before any other debts of the Company.

2. The Liquidation Committee shall report to the Business Registration Authority the date of its establishment and commencement of operation. From such time, the Liquidation Committee shall represent the Company in all matters relating to the liquidation of the Company before the Courts and administrative authorities.
3. Proceeds from the liquidation shall be paid in the following order:
  - a) Liquidation expenses;
  - b) Salary debts, severance allowances, social insurance, and other employee benefits under the collective labor agreement and signed labor contracts;
  - c) Tax liabilities;
  - d) Other debts of the Company;
  - e) The remainder, after payment of all debts from (a) to (d) above, shall be distributed to the Shareholders, with preference shares being paid prior to ordinary shares.

## **XIX. INTERNAL DISPUTE RESOLUTION**

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

1. In the event of any dispute or claim arising in connection with the Company's operations, or the rights and obligations of Shareholders under the Law on Enterprises, the Company's Charter, other applicable laws, or any agreement between:
  - a) A Shareholder and the Company;
  - b) A Shareholder and the Board of Directors, the Supervisory Board, the Director, or other executives;

The parties concerned shall endeavor to resolve such dispute through negotiation and conciliation. Unless the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board shall preside over the settlement of the dispute and may request each party to present relevant information regarding the dispute within 15 business days from the date on which the dispute arises. In the event that 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 to act as a mediator for the dispute resolution process.

2. If no conciliation decision is reached within 06 weeks from the commencement of the conciliation process, or if the mediator's decision is not accepted by the parties, either party may submit the dispute to Arbitration or the Court.
3. Each party shall bear its own costs relating to negotiation and conciliation. Court costs shall be borne as determined by the judgment of the Court.

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

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

1. Any amendment or supplement to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In cases where laws contain provisions relating to the operations of the Company that are not addressed in this Charter, or where new legal provisions differ from those set forth herein, such legal provisions shall prevail and govern the operations of the Company.

## **XXI. EFFECTIVE DATE**

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



1. This Charter was unanimously approved by the General Meeting of Shareholders of Transport and Trading Services Joint Stock Company on March 25<sup>th</sup>, 2026, and the full validity of this Charter was accepted accordingly.
2. This Charter is the sole and official Charter of the Company. It replaces the Charter adopted on December 30<sup>th</sup>, 2025.
3. This Charter is made in five (05) copies with equal legal validity and shall be retained at the Company's head office.
4. Copies or extracts of the Company's Charter shall be valid if signed by the Chairperson of the Board of Directors or by at least one-half (1/2) of the total members of the Board of Directors.

For and on behalf of  
**TRANSPORTATION AND TRADING SERVICES  
JOINT STOCK COMPANY**

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**TA MANH CUONG**  
Director cum Legal Representative of the Company