



**IDICO SROK PHU MIENG HYDROPOWER JOINT STOCK COMPANY**

# **CHARTER**

**IDICO SROK PHU MIENG HYDROPOWER  
JOINT STOCK COMPANY**

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## INTRODUCTION

IDICO Srok Phu Mieng Hydropower Joint Stock Company (“**Company**” or “**IDICO-SHP**”) was established and operates legally in accordance with the Enterprise Law, Securities Law, and the laws of Vietnam. This Charter, along with the Company’s regulations, and the Resolutions of the General Meeting of Shareholders and the Board of Directors, once duly approved in accordance with legal provisions, shall constitute the binding rules and regulations for conducting the Company’s business activities.

This Charter was initially adopted on January 18, 2008, and amended and supplemented for the seventh time on April 22, 2026.

This Charter was adopted at the 2026 Annual General Meeting of Shareholders of the Company, officially convened on April 22, 2026, pursuant to the Resolution of the General Meeting of Shareholders No. 01/NQ-DHDCD issued on April 22, 2026 (“**Charter**”).

## CHAPTER I DEFINITIONS OF TERMS IN THE CHARTER

### Article 1. Interpretation of Terms

1. In this Charter, the following terms shall be understood as follows:
  - a. “*Charter Capital*” is the total par value of shares sold as stipulated in Article 6 of this Charter;
  - b. “*Voting Capital*” is the share capital, whereby the holder has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
  - c. “*Enterprise Law*” is the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, as amended and supplemented by Law No. 76/2025/QH15 dated June 17, 2025, and other amending and supplementing documents and guiding implementing regulations;
  - d. “*Securities Law*” is the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024, and other amending and supplementing documents and guiding implementing regulations;
  - e. “*Decree No. 155/2020/ND-CP*” means Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation

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of a number of articles of the Law on Securities;

- f. “*Decree No. 245/2025/ND-CP*” means Decree No. 245/2025/ND-CP dated September 11, 2025 of the Government amending and supplementing several articles of Decree No. 155/2020/ND-CP;
  - g. “*Vietnam*” is the Socialist Republic of Vietnam;
  - h. “*Establishment Date*” is the date on which the Company was first issued the Enterprise Registration Certificate (Business Registration Certificate and equivalent documents);
  - i. “*Executive Officers*” means the Director, Deputy Directors, Chief Accountant;
  - j. “*Company Managers*” means the managers of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, and the Director of the Company;
  - k. “*Related Persons*” means organizations or individuals having direct or indirect relationships with the Company in the cases specified in Clause 23, Article 4 of the Enterprise Law; and organizations or individuals having relationships with each other in the cases specified in Clause 46, Article 4 of the Securities Law;
  - l. “*Shareholder*” is an individual or organization owning at least one share of the joint stock company;
  - m. “*Founding Shareholder*” is a shareholder owning at least one common share and signing the list of founding shareholders of the joint stock company;
  - n. “*Major Shareholder*” is a shareholder owning 5% or more of the voting shares of the Company;
  - o. “*Duration of Operation*” The duration of the Company's operation is stipulated in Clause 5, Article 2 of this Charter.
  - p. “*Stock Exchange*” refers to the Vietnam Stock Exchange and its subsidiaries.
- 2. In this Charter, references to one or more provisions or other documents include any amendments, supplements, or replacement documents.
  - 3. The headings (*Chapters, Articles of this Charter*) are used for the convenience of understanding the content and do not affect the content of this Charter.

## **CHAPTER II**

### **NAME, FORM, HEAD 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 duration of operation of the Company**

1. Company Name:
  - a. Company Name in Vietnamese: **CONG TY CO PHAN THUY DIEN SROK PHU MIENG IDICO**
  - b. Company Name in English: **IDICO SROK PHU MIENG HYDROPOWER JOINT STOCK COMPANY**
  - c. Abbreviated Company Name: **IDICO - SHP**
2. IDICO-SHP is a joint stock company with legal status in accordance with the current laws of Vietnam.
3. The registered head office of the Company is:
  - a. Address : Long Binh 7 Hamlet - Binh Tan Commune - Dong Nai Province
  - b. Telephone : 0271.3731 400
  - c. Fax : 0271.3731 092
  - d. Website : www.idico-shp.vn
4. The Company may establish branches and representative offices in business locations to achieve the Company's operational objectives in accordance with the resolutions and decisions of the Board of Directors and within the scope permitted by law.
5. The duration of the Company's operation commences from the date of establishment and is indefinite, unless terminated earlier as per Clause 2, Article 54 of this Charter.

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

1. The Company has one (01) Legal Representative holding the position of Director.
2. Powers and duties of the legal representative:
  - a. Powers of the Legal Representative:
    - (i) Acts as the individual representing the Company to exercise rights and obligations arising from the Company's transactions;
    - (ii) Represents the Company as the petitioner in civil matters, plaintiff, defendant, or interested party before Arbitration, Courts, and other rights and obligations as prescribed by law;
    - (iii) Other rights as prescribed by law, this Charter, and the Employment Contract (if any).



b. Duties of the Legal Representative:

- (i) To perform the assigned rights and obligations honestly, prudently, and in the best manner to ensure the legitimate interests of the Company.
- (ii) Loyalty to the interests of the Company; not using the Company's information, know-how, or business opportunities, nor abusing position and authority, and not using the Company's assets for personal gain or to serve the interests of other organizations or individuals;
- (iii) Timely, complete, and accurate notification to the Company regarding the representative and their related persons owning or holding controlling shares or capital contributions in other enterprises.
- (iv) The legal representative of the Company shall bear personal liability for any damages to the Company resulting from violations of obligations stipulated in items (i), (ii), and (iii) of point b, clause 2 of this Article.
- (v) Other obligations as prescribed by law, this Charter, and the Employment Contract (if applicable).

### CHAPTER III

## OBJECTIVES, BUSINESS SCOPE, AND OPERATIONS OF THE COMPANY

### Article 4. Operational Objectives of the Company

1. Business sectors of the Company:

No.	Industry Name	Industry Code
1	<b>Electricity generation from renewable energy sources (main)</b> <i>Details: Hydropower, Wind power, Solar power, Other renewable energy sources</i>	3512
2	Electricity Transmission and Distribution <i>Details: Electricity Transmission, Electricity Distribution</i>	3513
3	Water Extraction, Treatment, and Supply	3600
4	Rubber Tree Cultivation	0125
5	Other Perennial Crop Cultivation	0129
6	Other Education Not Elsewhere Classified <i>Details: Training of Shift Leaders, Power Plant Operators</i>	8559

No.	Industry Name	Industry Code
7	Architectural and Related Technical Consultancy Activities <i>Details: Supervision of Basic Construction, Supervision of Installation of Electrical Equipment, Project Management.</i>	7110
8	Construction of Residential Buildings	4101
9	Construction of Power Structures	4221
10	Construction of Water Supply and Drainage Structures	4222
11	Installation of Other Building Systems <i>Details: Installation of Machinery, Equipment, Metal Structures for Construction Work</i>	4329
12	Leasing of non-financial intangible assets <i>Details: Trading of Renewable Energy Certificates (REC)</i>	7740
13	Other specialized wholesale not elsewhere classified <i>Details: Trading of greenhouse gas emission reduction credits</i>	4679

During its operations, the Company may adjust its business sectors according to operational needs and in compliance with legal regulations. Any adjustments to business sectors (if arising) will be disclosed on the Company's website in accordance with legal regulations and will be updated in the Charter at the nearest amendment or supplement.

2. Operational objectives of the Company:

- a. To conduct profitable business, preserve and develop shareholders' capital; fulfill tasks as per the resolutions of the General Meeting of Shareholders;
- b. To develop the Company into a stronger entity;
- c. To contribute to the State budget, aiding in local socio-economic development;
- d. To improve working conditions, enhance income and living standards for employees within the Company.

**Article 5. Business Scope and Operations**

The Company is permitted to conduct business activities in the registered sectors as stipulated in this Charter, and in sectors for which changes in business registration content have been notified to the business registration authority regarding sector adjustments and have been published on the National Business Registration Portal, if required by law. For conditional business investment sectors, the Company must meet the business conditions as prescribed by the Investment Law and relevant specialized laws.

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

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

1. The charter capital of the Company is VND 450,000,000,000 (Four hundred fifty billion Vietnamese Dong).

The total charter capital of the Company is divided into 45,000,000 shares with a par value of VND 10,000 per share (VND 10,000/share).

2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in compliance with legal regulations. When there is a change in charter capital as per the Resolution of the General Meeting of Shareholders, clause 1 of this Article shall be automatically amended to reflect the adjusted charter capital in accordance with such Resolution of the General Meeting of Shareholders.
3. The shares of the Company as of the date of adoption of this Charter include common shares. The rights and obligations of shareholders holding each type of share are stipulated in Articles 12 and 13 of this Charter.
4. The Company may issue other types of preferred shares after obtaining approval from the General Meeting of Shareholders and in compliance with legal regulations.
5. Common shares must be offered to existing shareholders in proportion to their ownership of common shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The Company must notify the offering of shares, specifying the number of shares offered and a suitable registration period (minimum of twenty working days) for shareholders to register for purchase. The shares not fully subscribed by shareholders will be determined by the Company's Board of Directors. The Board of Directors may allocate these shares to shareholders and others under conditions not more favorable than those offered to existing shareholders unless otherwise approved by the General Meeting of Shareholders.
6. The Company may repurchase shares it has issued in accordance with the methods stipulated in Article 10 of this Charter and applicable laws.
7. The Company may issue other types of securities when unanimously approved in writing by the General Meeting of Shareholders and in compliance with the provisions of the law on securities and the securities market.

## **Article 7. Share Certificates**

1. Shareholders of the Company shall be issued share certificates corresponding to the number and type of shares owned.
2. Shares are a type of security issued by the Company, confirming the legal rights and interests of the holder in a portion of the Company's share capital. Shares must contain all the contents as prescribed in Clause 1, Article 121 of the

Enterprise Law.

3. Within 30 days from the date of submission of a complete application for the transfer of share ownership as prescribed by the Company or from the date of full payment for the purchase of shares as stipulated in the Company's share issuance plan (or possibly longer depending on the issuance plan), the holder of the shares shall be issued a share certificate. The shareholder shall not be charged by the Company for the cost of printing the share certificate.
4. In the case of a partial transfer of shares in a share certificate, the old certificate shall be canceled, and the Company shall issue a new share certificate corresponding to the non-transferred portion.
5. In the event of errors in the content and form of shares issued by the Company, the rights and interests of the holder shall not be affected. The legal representative of the Company shall be liable for damages caused by such errors.
6. In the event that shares are lost, stolen, erased, damaged, or destroyed in another form, the shareholder shall be reissued shares by the Company upon the shareholder's request. The shareholder's request must include the following information:
  - a. Information about the shares that have been lost, stolen, erased, damaged, or destroyed in another form; in the case of loss, a declaration that all efforts have been made to locate them and that if found, they will be returned to the Company for destruction;
  - b. A commitment to bear responsibility for any disputes arising from the issuance of new shares.

#### **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 Company's seal.

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

1. All shares are freely transferable unless otherwise stipulated by this Charter and the law. Restrictions on the transfer of the Company's shares specified in this Charter shall only be effective when explicitly stated on the share certificates of the corresponding shares. Listed shares, registered for trading on the Stock Exchange, shall be transferred in accordance with the provisions of the law on securities and the securities market.
2. Shares that have not been fully paid for may not be transferred and shall not enjoy related rights such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares, and other rights as prescribed by law.
3. In the event that a shareholder who is an individual dies, the heir according to

the will or by law of that shareholder shall become a shareholder of the Company. In the case of a deceased shareholder, the heirs must have a written agreement to designate one or several persons to represent the shares of the deceased shareholder, specifying in the agreement how many shares each person will represent. If the shares of the deceased shareholder have no heir, or the heir cannot be identified, or the heir refuses the inheritance or is disqualified from inheriting, such shares shall be handled in accordance with the provisions of civil law. In such cases, the exercise of rights related to the shares of the deceased shareholder shall be temporarily suspended until a decision is made by a competent State authority regarding the identification of the person or persons entitled to represent the shares of the deceased shareholder or until the heirs reach an agreement.

4. Shareholders have the right to donate part or all of their shares in the Company to others; use shares to settle debts. In such cases, the recipient of the donation or the person receiving shares in settlement of a debt shall become a shareholder of the Company.

#### **Article 10. Repurchase of Shares by Decision of the Company and at the Request of Shareholders**

1. Repurchase of shares by decision of the Company:
  - a. The Company has the right to repurchase no more than 30% of the total number of sold common shares, a portion or all of the sold preferred dividend shares according to the following provisions:
    - (i) The Board of Directors has the right to decide to repurchase no more than 10% of the total number of each type of shares offered within twelve (12) months; In other cases, the repurchase of shares shall be decided by the General Meeting of Shareholders or in accordance with the Securities Law;
    - (ii) The Board of Directors shall decide the repurchase price of shares. For common shares, the repurchase price shall not exceed the market price at the time of repurchase, except as provided in Clause 3 of this Article. For other types of shares, if the Company does not stipulate and the related Shareholder does not have another agreement, the repurchase price shall not be lower than the market price;
    - (iii) The Company may repurchase shares from each Shareholder in proportion to their shareholding in the Company according to the following procedures:
      - (iii-1) In this case, the decision to repurchase shares by the Company must be notified in a manner that ensures it reaches all Shareholders within thirty (30) days from the date of adoption of the decision. The notice must include the name, address of the Company's head office, the total number of



shares and type of shares to be repurchased, the repurchase price or pricing principles, payment procedures and deadlines, and procedures and deadlines for Shareholders to offer their shares to the Company.

- (iii-2) Shareholders who agree to sell their shares must submit a written consent to sell their shares by a method that ensures receipt by the Company within 30 days from the date the Company sends the notice of share repurchase to the Shareholders. The written consent to sell shares must include the full name, contact address, and legal identification number for individual Shareholders; the name, enterprise code, or legal identification number for organizational Shareholders; the number of shares owned and the number of shares agreed to be sold; the payment method; and the signature of the Shareholder or the legal representative of the Shareholder. The Company shall only repurchase shares offered within the aforementioned period.
- b. The Company's repurchase of its own issued shares as stipulated in point (a) clause 1 above shall only be executed when the following conditions are met:
  - (i) A resolution of the General Meeting of Shareholders of the Company approving the share repurchase to reduce charter capital, including the repurchase plan specifying the quantity, execution time, and principles for determining the repurchase price;
  - (ii) Sufficient capital resources to repurchase the shares;
  - (iii) Appointment of a securities company to execute the transaction;
  - (iv) Compliance with the conditions prescribed by relevant laws on conditional business investment sectors;
  - (v) Not falling under the cases stipulated in clause 3, Article 36 of the Securities Law.
- c. The repurchase of shares is exempt from the conditions stipulated in sub-items (i), (ii), (iii), and (iv) of point (b) clause 2 of this Article in the following cases: (i) repurchase of shares at the request of Shareholders as stipulated in clause 4 of this Article and Article 132 of the Enterprise Law, or (ii) repurchase of shares from employees according to the Company's employee share issuance regulations, or (iii) repurchase of odd-lot shares according to the share issuance plan for dividend payment, issuance of shares from owner's equity.
- d. The Company shall proceed with the procedures to reduce charter capital corresponding to the total par value of shares repurchased by the Company



within ten (10) days from the date of completion of the share repurchase payment.

2. In the case of the Company repurchasing shares from employees according to the Company's employee share issuance regulations:
  - a. The total number of shares repurchased from employees to reduce charter capital must be reported at the Annual General Meeting of Shareholders;
  - b. The Company must complete the procedures to reduce charter capital corresponding to the total par value of shares repurchased by the Company within 10 days from the date of reporting to the Annual General Meeting of Shareholders as stipulated in point a of this clause.
3. Repurchase of shares at the request of shareholders:
  - a. Shareholders who have voted against the resolution on the reorganization of the Company or changes to the rights and obligations of shareholders as stipulated in this Charter have the right to request the Company to repurchase their shares. The request must be in writing, clearly stating the name, address of the shareholder, the number of shares of each type, the proposed selling price, and the reason for requesting the Company to repurchase. The request must be sent to the Company within ten (10) days from the date the General Meeting of Shareholders adopts the resolution on the matters stipulated in this clause.
  - b. The Company must repurchase shares at the request of shareholders as stipulated in point a, clause 3 of this Article at the market price or a price calculated according to the principles stipulated by the Company at each time within ninety (90) days from the date of receipt of the request. In case of disagreement on the price, the parties may request a professional valuation organization to appraise the value. The Company shall propose at least three (03) professional valuation organizations for the shareholder to choose from, and such choice shall be final.

## **CHAPTER V**

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

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

The Company's management, governance, and control structure includes:

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

## **CHAPTER VI**

### **SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

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

1. Common shareholders have the following rights:
  - a. To attend, speak at the General Meeting of Shareholders, and exercise voting rights directly or through an authorized representative or other forms as stipulated by the Company Charter and the law. Each common share carries one voting right;
  - b. To receive dividends at the rate determined by the General Meeting of Shareholders;
  - c. To have the preemptive right to purchase new shares corresponding to the ownership ratio of common shares of each shareholder in the Company;
  - d. To freely transfer their shares to others (excluding preferred shares issued by the Company at any given time, which are restricted from transfer as prescribed by law);
  - e. To review, search, and extract information about the name and contact address in the list of shareholders with voting rights; to request correction of inaccurate information;
  - f. To review, search, extract, or copy the Company Charter, meeting minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;
  - g. In the event of the Company's dissolution or bankruptcy, to receive a portion of the remaining assets corresponding to the ownership ratio of shares in the Company;
  - h. To request the Company to repurchase shares in cases stipulated in Clause 3, Article 10 of this Charter and Article 132 of the Enterprise Law;
  - i. To be treated equally. Each share of the same type grants shareholders equal rights, obligations, and benefits. In cases where the Company has preferred shares, the rights and obligations associated with such preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
  - j. To have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;
  - k. To have their legitimate rights and interests protected; to propose the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with

the Enterprise Law;

1. Other rights as prescribed by law and this Charter.
2. Shareholders or groups of shareholders owning 5% or more of the total common shares have the following rights:
  - a. To request the Board of Directors to convene the General Meeting of Shareholders. in the event that the Board of Directors seriously violates the rights of shareholders, the obligations of enterprise managers, or makes decisions beyond its delegated authority. Such request must be made in writing and shall include the following information: full name, contact address, nationality, and legal identification number for individual shareholders; name, enterprise registration number or legal identification number, and head office address for organizational shareholders; the number of shares and the time of share registration of each shareholder, the total number of shares held by the shareholder group, and the ownership ratio in the total number of shares of the Company; as well as the grounds and reasons for requesting the convening of the General Meeting of Shareholders. The request must be accompanied by documents and evidence of the violations committed by the Board of Directors, the severity of such violations, or the decision made beyond its authority. The shareholder or group of shareholders shall bear full legal responsibility for the accuracy and truthfulness of the documents and evidence provided to competent authorities when requesting the convening of the General Meeting of Shareholders.
  - b. Review, consult, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, transactions requiring Board of Directors' approval, and other documents, excluding those related to the Company's trade secrets and business secrets;
  - c. Request the Supervisory Board to examine specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing and include the following details: full name, contact address, nationality, and legal identification number for individual shareholders; name, enterprise code or legal identification number of the organization, and head office address for organizational shareholders; number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders, and ownership ratio in the total shares of the Company; issues to be examined, purpose of the examination;
  - d. Propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than three (3) working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of shares held by the shareholder, and the issues proposed for inclusion in the

- meeting agenda;
- e. Other rights as prescribed by law and this Charter.
3. Shareholders or groups of shareholders owning 10% or more of the total common shares have the right to nominate individuals to the Board of Directors and the Supervisory Board. The nomination process is as follows:
- a. Common shareholders forming a group to nominate individuals to the Board of Directors and the Supervisory Board must notify the group meeting to the attending shareholders before the opening of the General Meeting of Shareholders;
  - b. Based on the number of members of the Board of Directors and the Supervisory Board, shareholders or groups of shareholders as stipulated in this clause have the right to nominate one or several individuals as candidates for the Board of Directors and the Supervisory Board as decided by the General Meeting of Shareholders. If the number of candidates nominated by the shareholders or group of shareholders is less than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

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

Common shareholders have the following obligations:

- 1. Pay in full and on time for the shares they have committed to purchase.
- 2. Not withdraw the capital contributed in the form of common shares from the Company in any form, except in cases where the Company or another party repurchases the shares. If a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this clause, that shareholder and any related parties in the Company shall be jointly liable for the Company's debts and other financial obligations within the value of the shares withdrawn and any resulting damages.
- 3. Comply with the Company's Charter, Internal Management Regulations, and other relevant Company regulations.
- 4. Adhere to the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
- 5. Maintain the confidentiality of information provided by the Company as stipulated in the Company's Charter and the law; use the information provided solely to exercise and protect their legitimate rights and interests; strictly prohibit the dissemination or copying, sending of information provided by the Company to other organizations or individuals.
- 6. Attend the General Meeting of Shareholders and exercise voting rights through the following forms:

- a. Attend and vote directly at the meeting;
  - b. Authorization for individuals or other organizations to attend and vote at the meeting;
  - c. Participation and voting through online conferences, electronic voting, or other electronic forms;
  - d. Sending voting ballots to the meeting via mail, fax, or email.
7. Personal liability when representing the Company in any form to perform the following acts:
  - a. Violation of the law;
  - b. Conducting business and other transactions for personal gain or to benefit other organizations or individuals;
  - c. Paying debts not yet due in anticipation of financial risks to the Company.
8. Fulfillment of other obligations as prescribed by current law.

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

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders convenes annually once a year and within four (4) months from the end of the fiscal year. Unless otherwise stipulated in the Company Charter, the Board of Directors may decide to extend the annual General Meeting of Shareholders if necessary, but not exceeding six (6) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may convene extraordinary meetings. The location of the General Meeting of Shareholders is determined as the place where the Chairperson attends and must be within the territory of Vietnam.
2. The Board of Directors convenes the annual General Meeting of Shareholders and selects an appropriate venue. The annual General Meeting of Shareholders decides on matters as prescribed by law and the Company Charter, particularly approving the audited annual financial statements. In cases where the audit report on the Company's annual financial statements contains material exceptions, adverse opinions, or disclaimers, the Company must invite representatives of the approved auditing organization that conducted the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and the representatives of the approved auditing organization are responsible for attending 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. The Board of Directors deems it necessary for the benefit of the Company;



- b. The number of members of the Board of Directors or the Supervisory Board is less than the number prescribed by law or the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number specified in this Charter;
  - c. At the request of a shareholder or group of shareholders owning five percent (5%) or more of the total common shares as stipulated in point (a) clause 2 Article 12 of this Charter. The request to convene the General Meeting of Shareholders must be made in writing, clearly stating: full name, contact address, nationality, Citizen Identification Card number or Passport number for individual shareholders; name, enterprise code or establishment decision number, head office address for organizational shareholders; the number of shares and the time of share registration of each shareholder, the total number of shares of the entire group of shareholders, and the ownership ratio in the total shares of the Company, the basis and reason for requesting the convening of the General Meeting of Shareholders; the request must have sufficient signatures of the relevant shareholders or the written request must be made in multiple copies and gather sufficient signatures of the relevant shareholders;
  - d. At the request of the Supervisory Board;
  - 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 the General Meeting of Shareholders within thirty (30) days from the date the number of remaining members of the Board of Directors or the Supervisory Board is as specified in point b, clause 3 of this Article, or upon receiving the request as stipulated in point c or d, clause 3 of this Article.
  - b. In the event that the Board of Directors does not convene the General Meeting of Shareholders as stipulated in point a, clause 4 of this Article, the Supervisory Board shall convene the General Meeting of Shareholders within the following 30 days. If the Supervisory Board does not convene the General Meeting of Shareholders as required, the Supervisory Board shall be liable for any damages incurred by the company.
  - c. In the event that the Supervisory Board does not convene the General Meeting of Shareholders as stipulated in point b, clause 4 of this Article, the shareholder or group of shareholders specified in point c, clause 3 of this Article shall have the right to represent the Company to convene the General Meeting of Shareholders in accordance with the Enterprise Law.
- In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order, procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders.



All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders attending the General Meeting of Shareholders, including accommodation and travel expenses.

- d. The procedures for organizing the General Meeting of Shareholders are stipulated in Article 18 of this Charter.

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

1. The General Meeting of Shareholders shall have the following rights and obligations:
  - a. Approve the Company's development orientation;
  - b. Decide on the types of shares and the total number of shares of each type to be offered; decide on the annual dividend rate for each type of share;
  - c. Elect, dismiss, and remove members of the Board of Directors and members of the Supervisory Board;
  - d. Decide on investment or sale of assets valued at thirty-five percent (35%) or more of the total asset value recorded in the Company's most recent financial statements;
  - e. Decide on amendments and supplements to the Charter;
  - f. Approve the annual audited financial statements;
  - g. Decide on the repurchase of more than ten percent (10%) of the total shares sold of each type;
  - h. Review and handle violations by members of the Board of Directors and members of the Supervisory Board causing damage to the Company and its shareholders;
  - i. Decide on the reorganization or dissolution of the Company;
  - j. Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
  - k. Approve the internal governance regulations; regulations on the operation of the Board of Directors and the Supervisory Board;
  - l. Approve the list of approved auditing firms; decide on the approved auditing firm to conduct the Company's operations audit, and dismiss approved auditors when deemed necessary;
  - m. Other rights and obligations as prescribed by law.
2. The Annual General Meeting of Shareholders shall discuss and approve the following matters:
  - a. The Company's annual business plan;
  - b. The annual audited financial statements;

- c. The report of the Board of Directors on governance and the performance of the Board of Directors and each member of the Board of Directors.
  - d. Report of the Supervisory Board on the Company's Business Results, Activities of the Board of Directors, and the Director;
  - e. Self-assessment Report on the Activities of the Supervisory Board and its Members;
  - f. Dividend rate for each type of share;
  - g. Other matters within Authority.
3. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.
4. Shareholders shall not participate in voting or written opinion collection in the following cases:
- a. Contracts and transactions specified in points a, b, c, d, e of Clause 9, Article 43 of this Charter if the shareholder or a related party to that shareholder is a party to the contract or transaction; or
  - b. The repurchase of shares from that shareholder or from a related party to that shareholder, except where the repurchase is conducted proportionally to the ownership ratio of all shareholders or is executed through order matching transactions on the Stock Exchange or public tender offers as prescribed by law.

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

1. Authorized Representative of Shareholders:
- a. All shareholders, whether organizations or individuals, have the right to appoint an authorized representative to exercise their shareholder rights in accordance with the law.
  - b. Authorization of Shareholders as Organizations:
    - (i) A shareholder that is an organization has the right to appoint one (01) or several authorized representatives to exercise its shareholder rights in accordance with the law; if more than one (01) authorized representative is appointed, the specific number of shares and votes for each representative must be determined. The appointment, termination, or change of an authorized representative must be notified in writing to the Company at the earliest possible time as prescribed by law. The notification must include the following essential contents:
      - Name, enterprise code, and head office address of the Shareholder;

- Number of authorized representatives and the corresponding share ratio for each authorized representative;
  - Full name, contact address, nationality, and legal identification documents of each authorized representative (applicable to individual representatives); Name, enterprise code, and head office address (applicable to organizational representatives);
  - Corresponding authorization period for each authorized representative, specifying the start date of authorization;
  - Full name and signature of the legal representative of the Shareholder and of the authorized representative (applicable to individual representatives) or the legal representative of the authorized representative (applicable to organizational representatives).
- (ii) An organization that is a shareholder of the Company holding at least 10% of the total common shares may authorize up to three (03) representatives.
- c. The authorization of a shareholder who is an individual must also be made in writing in the form prescribed by law. The content of the document appointing the authorized representative of the shareholder must ensure it includes the following contents and complies with the law:
- (i) Full name, contact address, nationality, legal identification documents, permanent address, and contact address of the shareholder;
  - (ii) The number of authorized representatives and the corresponding shareholding percentage for each authorized representative;
  - (iii) Full name, contact address, nationality, and legal identification number of each authorized representative (applicable to authorized representatives who are individuals);
  - (iv) Name, enterprise code, and head office address (applicable to authorized representatives who are organizations);
  - (v) The corresponding authorization period for each authorized representative, specifying the commencement date of authorization;
  - (vi) Full name and signature of the shareholder and the authorized representative (applicable to authorized representatives who are individuals) or the legal representative of the authorized representative (applicable to authorized representatives who are organizations).
- d. The authorized representative of the shareholder must meet the following standards and conditions:
- (i) Possess full civil act capacity;

- (ii) Not be subject to prohibitions on establishing and managing enterprises as stipulated in Clause 2, Article 17 of the Enterprise Law.

2. Authorization to Attend the General Meeting of Shareholders:

- a. Shareholders and authorized representatives of shareholders who are organizations may directly attend the meeting or authorize one or more individuals or other organizations to attend the meeting or attend the meeting through one of the forms stipulated in Clause 3, Article 144 of the Enterprise Law. In cases where more than one authorized representative is appointed, the specific number of shares and voting rights authorized to each representative must be determined.

The authorization for individuals or organizations to represent and attend the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be made in writing. The authorization document shall be prepared in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of the authorizing party and the authorized party.

The person authorized to attend the General Meeting of Shareholders must submit the authorization document upon registration for the meeting before entering the meeting room. In the case of re-authorization, the attendee must present the original authorization document of the shareholder, the authorized representative of the shareholder who is an organization (if not previously registered with the Company).

- b. The voting ballot of the person authorized to attend the meeting within the scope of authorization remains valid in the following cases if the Company does not receive written notice and the General Meeting of Shareholders has commenced:
  - (i) The authorizer has died, is restricted in civil act capacity, or has lost civil act capacity;
  - (ii) The authorizer has revoked the authorization appointment;
  - (iii) The authorizer has revoked the authority of the person executing the authorization.

This clause does not apply if the Company receives notice of any of the above events before the commencement of the General Meeting of Shareholders or before the meeting is reconvened.

**Article 17. Changes to Rights**

- 1. The alteration or cancellation of special rights attached to a class of preferred

shares shall become effective when approved by shareholders representing sixty-five percent (65%) or more of the total voting rights of all shareholders present at the meeting. A resolution of the General Meeting of Shareholders concerning changes adversely affecting the rights and obligations of shareholders holding preferred shares shall only be passed if approved by shareholders holding seventy-five percent (75%) or more of the total preferred shares of that class present at the meeting, or by shareholders holding seventy-five percent (75%) or more of the total preferred shares of that class in the case of a resolution passed by written consent.

2. The organization of a meeting of shareholders holding a class of preferred shares to approve the aforementioned changes shall be valid only if attended by at least two (02) shareholders (or their authorized representatives) holding at least one-third of the par value of the issued shares of that class. If the required number of delegates is not met, the meeting shall be reconvened within the next 30 days, and those holding shares of that class (regardless of the number of persons and shares) present in person or through authorized representatives shall be deemed to meet the required number of delegates. At such meetings of shareholders holding preferred shares, those holding shares of that class present in person or through representatives may request a secret ballot. Each share of the same class shall have equal voting rights at such meetings.
3. The procedures for conducting such separate meetings shall be carried out in accordance with the provisions of Articles 19, 20, and 21 of this Charter.
4. Unless otherwise stipulated in the terms of share issuance, the special rights attached to classes of shares with preferential rights concerning certain or all matters related to the distribution of profits or assets of the Company shall not be altered when the Company issues additional shares of the same class.

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

1. The Board of Directors shall convene the Annual General Meeting of Shareholders and Extraordinary General Meetings. The Board of Directors shall convene Extraordinary General Meetings of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.
2. The convener of the General Meeting of Shareholders shall perform the following duties:
  - a. Prepare the list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days prior to the date of sending the notice of the General Meeting of Shareholders. The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the final



- registration date;
- b. Prepare the agenda and content of the meeting;
  - c. Prepare documents for the meeting;
  - d. Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting; list and detailed information of candidates in the election list for members of the Board of Directors and Supervisory Board (in case of appointments to these positions);
  - e. Determine the time and venue for the meeting;
  - f. Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
  - g. Other tasks serving the meeting.
3. Notice of Meeting for the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to the shareholder's contact address, and shall also be published on the Company's website and the website of the State Securities Commission, as well as 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 Meeting to all shareholders on the Shareholder List entitled to attend the meeting 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 Meeting Agenda of the General Meeting of Shareholders, along with documents related to matters to be voted on at the meeting, shall be sent to shareholders and/or posted on the Company's website. In cases where documents are not enclosed with the Notice of Meeting of the General Meeting of Shareholders, the Notice of Meeting must specify the link to access all meeting documents, including:
- a. The Meeting Agenda, documents used in the meeting;
  - b. The list and detailed information of candidates in the event of election of members to the Board of Directors and members of the Supervisory Board;
  - c. Voting Ballot;
  - d. Draft resolutions for each issue on the meeting agenda.
4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than three (03) working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, contact address, nationality, Citizen Identification Card number or Passport for individual shareholders; name, enterprise code or establishment decision number, head office address for organizational shareholders; the number and



type of shares held by such shareholder, and the content proposed to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders has the right to reject proposals stipulated in Clause 4 of this Article if they fall into one of the following cases:
  - a. The proposal is not sent in accordance with the provisions of 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 (05%) or more of the common shares as stipulated in Clause 2, Article 12 of this Charter;
  - c. The proposed issue is not within the decision-making authority of the General Meeting of Shareholders;
  - d. Other cases as prescribed by law and this Charter.
6. The convener of the General Meeting of Shareholders must accept and include proposals stipulated in Clause 4 of this Article in the tentative agenda and content of the meeting, except for cases stipulated in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

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

1. The General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent more than (sixty-five percent) **65%** of the total voting rights.
2. In the event that the first meeting does not meet the conditions for convening as prescribed in Clause 1 of this Article within thirty (30) minutes from the scheduled opening time of the meeting, a notice for the second meeting shall be sent within thirty (30) days from the date originally scheduled for the first meeting. The second General Meeting of Shareholders shall be conducted when the attending shareholders represent fifty-one percent (51%) or more of the total voting shares.
3. In the event that the second meeting does not meet the conditions for convening as prescribed in Clause 2 of this Article within thirty (30) minutes from the scheduled opening time of the meeting, a notice for the third meeting must be sent within twenty (20) days from the date originally scheduled for the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares represented by the attending shareholders. A General Meeting of Shareholders convened in this case shall be deemed valid and shall have the authority to decide on all matters intended to be approved at the first General Meeting of Shareholders.

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

1. The General Meeting of Shareholders may be held in person or online. Prior to the opening of the meeting, the Company shall conduct shareholder registration procedures and continue the registration process until all shareholders entitled to attend the meeting have been registered in accordance with the following procedures:
  - a. During the shareholder registration process, the Company shall issue to each shareholder or authorized representative with voting rights a voting card indicating the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of voting shares held by such shareholder;
  - b. Notwithstanding the provisions of this Charter, for online General Meetings of Shareholders, the Company may use computer programs, software applications, or information technology services to facilitate voting and the collection of voting cards from shareholders;
  - c. Shareholders, authorized representatives of organizational shareholders, or authorized persons who arrive after the meeting has commenced shall have the right to register immediately and thereafter participate in and vote at the meeting after completing the registration. The Chairperson shall not be required to suspend the meeting to allow late-arriving shareholders to register, and the validity of matters that have been voted on prior to their arrival shall not be affected.
2. The election of the Chairperson, Secretary, and Vote Counting Committee shall be conducted as follows:
  - a. The Chairman of the Board of Directors shall act as the Chairperson or may authorize another member of the Board of Directors to act as the Chairperson of the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairman is absent or temporarily unable to perform his/her duties, the remaining members of the Board of Directors shall elect one among them to act as the Chairperson of the meeting based on the majority principle. In the event that a Chairperson cannot be elected, the Head of the Supervisory Board shall preside over the meeting for the General Meeting of Shareholders to elect the Chairperson from among the attending participants, and the person receiving the highest number of votes shall serve as the Chairperson of the meeting;
  - b. Except for the case specified in Point a of this Clause, the person who signs the notice convening the General Meeting of Shareholders shall preside over the election of the Chairperson of the meeting by the General Meeting of Shareholders, and the person receiving the highest number of votes shall serve as the Chairperson of the meeting;
  - c. The Chairperson shall appoint one or more persons to act as the Secretary

of the meeting;

- d. The General Meeting 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 proposal of 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 clearly and specifically determine the time allocated for each item included in the meeting agenda.
4. The Chairperson of the meeting has the right to implement necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees.
  - a. Arrangement of seating at the venue of the General Meeting of Shareholders;
  - b. Ensuring the safety of all attendees at the meeting venues;
  - c. Facilitating shareholders to attend (or continue attending) the meeting. The convener of the General Meeting of Shareholders has full authority to alter the aforementioned measures and apply all necessary measures. The measures applied may include issuing entry passes or utilizing other selected forms.
5. The General Meeting of Shareholders discusses and votes on each issue within the meeting content. Voting is conducted by casting votes in favor, against, or abstaining. At the General Meeting, the votes in favor of the resolution are collected first, followed by the votes against, and finally, the total number of votes in favor or against is counted to decide. The vote counting results are announced by the Chairperson immediately before the closing of the meeting.
6. Shareholders or authorized representatives arriving after the meeting has commenced are still allowed to register and have the right to participate in voting immediately after registration; in this case, the validity of the content previously voted upon remains unchanged.
7. The convener or the Chairperson of the General Meeting of Shareholders has the following rights:
  - a. To require all attendees to undergo inspection or other lawful and reasonable security measures;
  - b. To request the competent authority to maintain order during the meeting; to expel those who do not comply with the Chairperson's authority, intentionally disrupt the order, impede the normal progress of the meeting, or fail to comply with security inspection requirements from the General

### Meeting of Shareholders.

8. The Chairperson has the right to postpone the General Meeting of Shareholders, which has sufficient registered attendees, for a maximum of three (3) working days from the scheduled opening date and may only postpone the meeting or change the meeting venue in the following cases:
  - a. The meeting venue does not have sufficient convenient seating for all attendees;
  - b. The communication facilities at the meeting venue do not ensure that shareholders attending can participate, discuss, and vote;
  - c. There are attendees obstructing, causing disorder, posing a risk of preventing the meeting from being conducted fairly and legally.
9. In the event that the Chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson in conducting the meeting until its conclusion; all resolutions passed at that meeting shall be effective.
10. In the event that the Company employs modern technology to convene the General Meeting of Shareholders via online meetings, the Company is obligated to ensure that shareholders can participate and vote through electronic voting or other electronic means in accordance with Article 144 of the Enterprise Law No. 59/2020/QH14 and Clause 3, Article 273 of Decree No. 155/ND-CP.

### **Article 21. Conditions for the Resolution of the General Meeting of Shareholders to be Adopted**

1. The General Meeting of Shareholders shall adopt decisions within its authority by voting at the meeting or by collecting written opinions.
2. The General Meeting of Shareholders shall adopt resolutions by voting at the meeting on the following matters:
  - a. Amendment and supplementation of the contents of the Charter;
  - b. Company development orientation;
  - c. Types of shares and the total number of shares of each type;
  - d. Election, dismissal, and removal of members of the Board of Directors and members of the Supervisory Board;
  - e. Decisions on investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
  - f. Approval of the Company's annual financial statements;
  - g. Reorganization or dissolution of the Company.



3. Resolutions on the following matters shall be adopted when approved by shareholders representing seventy-five percent (75%) or more of the total voting shares of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 4, 5, and 6 of this Article and Clause 9 of Article 22 of this Charter.
  - a. Amendment and supplementation of the Charter;
  - b. Types of shares and the total number of shares of each type;
  - c. Reorganization or dissolution of the Company;
  - d. Investment projects or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements.
4. Resolutions on other matters shall be adopted when approved by shareholders representing more than sixty-five percent (65%) of the total voting shares of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 5, and 6 of this Article and Clause 9 of Article 22 of this Charter.
5. Voting for members of the Board of Directors and the Supervisory Board shall be conducted by cumulative voting, whereby each Shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors and the Supervisory Board, and Shareholders may allocate all or part of their total votes to one or several candidates. Successful candidates for the Board of Directors or the Supervisory Board shall be determined based on the number of votes from highest to lowest, starting with the candidate receiving the highest number of votes until the required number of members of the Board of Directors or the Supervisory Board is reached as stipulated in this Charter. In the event that two (02) or more candidates receive the same number of votes for the final member of the Board of Directors or the Supervisory Board, a re-election shall be conducted among the candidates with equal votes or selection shall be made according to the criteria specified in the Company's election regulations..
6. A resolution of the General Meeting of Shareholders on matters adversely affecting the rights and obligations of holders of preferred shares shall only be adopted if approved by shareholders holding at least seventy-five percent (75%) of the total number of such preferred shares voting in favor at the General Meeting of Shareholders or through written opinion collection.
7. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares are valid and effective even if the procedures for convening the meeting and passing such resolutions violate the provisions of the Enterprise Law and the Company Charter.

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

The authority and procedures for collecting shareholders' opinions in writing to



approve resolutions of the General Meeting of Shareholders shall be implemented as follows:

1. The Board of Directors has the authority to collect shareholders' opinions in writing to approve resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except for matters that must be approved by voting at the General Meeting of Shareholders as stipulated in Clause 2, Article 21 of this Charter.
2. The Board of Directors must prepare opinion collection forms, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions, and send them to all shareholders with voting rights no later than ten (10) days before the deadline for returning the opinion collection forms. The requirements and methods for sending the opinion collection forms and accompanying documents shall be implemented similarly to the provisions in Clause 3, Article 18 of this Charter.
3. The opinion collection form must contain the following essential contents:
  - a. Name, address of the head office, enterprise code;
  - b. Purpose of collecting opinions;
  - c. Full name, contact address, nationality, legal document number for individual shareholders; name, enterprise code or legal document number of the organization, address of the head office for organizational shareholders, or full name, contact address, nationality, legal document number for the representative of organizational shareholders; number of shares of each type and number of voting rights of the shareholder;
  - d. Issues requiring opinions to approve the resolution;
  - e. Voting options including agree, disagree, and no opinion for each issue requiring opinions;
  - f. Deadline for returning the answered opinion collection form to the Company;
  - g. Full name, signature of the Chairperson of the Board of Directors.
4. The answered opinion collection form must bear the signature of the individual shareholder, or the legal representative of the organizational shareholder or the authorized individual, or the legal representative of the authorized organization.
5. Shareholders may send the answered opinion collection form to the Company by mail, fax, or email as follows:
  - a. In the case of mailing, the answered opinion collection form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. The opinion collection form sent to the Company must be enclosed in a sealed envelope and no one is allowed to open it before the vote counting;



- b. In the case of fax or email, the opinion collection form sent to the Company must be kept confidential until the time of vote counting;
  - c. Opinion collection forms sent to the Company after the deadline specified in the opinion collection form or opened in the case of mailing and disclosed in the case of fax or email are invalid. Opinion collection forms not sent back are considered non-participating in the vote.
6. The Board of Directors shall count the votes and prepare the vote counting record under the supervision of the Supervisory Board or shareholders not holding managerial positions in the Company. The vote counting record must contain the following essential contents:
- a. Name, address of the head office, enterprise code;
  - b. Purpose and matters requiring opinions for the approval of the resolution;
  - c. Number of shareholders with the total number of voting ballots participating in the voting, distinguishing between valid and invalid voting ballots, and the method of submitting voting ballots, accompanied by an appendix of the list of shareholders participating in the voting;
  - d. Total number of votes in favor, against, and abstentions on each matter;
  - e. Matters approved and the corresponding voting approval ratio;
  - f. Full name and signature of the Chairperson of the Board of Directors, the vote counter, and the vote supervisor.

Members of the Board of Directors, the vote counter, and the vote supervisor shall be jointly responsible for the honesty and accuracy of the vote counting record; jointly responsible for any damages arising from decisions approved due to dishonest or inaccurate vote counting.

7. The vote counting record and resolution must be sent to shareholders within 15 days from the date of vote counting completion. The sending of the vote counting record and resolution may be replaced by posting on the Company's electronic information page within 24 hours from the time of vote counting completion.
8. Opinion ballots that have been answered, vote counting records, resolutions that have been approved, and related documents accompanying the opinion ballots must be kept at the Company's head office.
9. A resolution is approved in the form of written shareholder opinions if shareholders holding at least 75% of the total voting rights of all shareholders with voting rights agree, and it has the same validity as a resolution approved at the General Meeting of Shareholders, except as provided in Clause 6, Article 21 of this Charter.

#### **Article 23. Resolution, Meeting Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be audio recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may be additionally prepared in a foreign language, and must contain the following main contents:
  - a. Name, address of the head office, enterprise code;
  - b. Time and venue of the General Meeting of Shareholders;
  - c. Meeting agenda and content of the meeting;
  - d. Full name of the chairperson and secretary;
  - e. Summary of the meeting proceedings and statements made at the General Meeting of Shareholders on each issue in the meeting agenda;
  - f. Number of shareholders and total number of voting ballots of shareholders attending the meeting, appendix of the registered shareholder list, shareholder representatives attending the meeting with corresponding shares and voting ballots;
  - g. Total number of voting ballots on each voting matter, clearly stating the voting method, total number of valid, invalid, in favor, against, and abstentions; corresponding ratio to the total number of voting ballots of shareholders attending the meeting;
  - h. Matters approved and the corresponding voting approval ratio;
  - i. Full name and signature of the chairperson and secretary. In the event the chairperson and secretary refuse to sign the meeting minutes, the minutes shall be effective if signed by all other members of the Board of Directors attending the meeting and contain all contents as prescribed in this clause (except point (i) of this clause). The meeting minutes shall clearly state the refusal of the chairperson and secretary to sign the meeting minutes.
2. The Meeting Minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The Chairperson and the secretary of the meeting or others who sign the Meeting Minutes shall be jointly responsible for the truthfulness and accuracy of the content of the minutes.
3. The minutes prepared in both Vietnamese and foreign languages shall have equal legal validity. In the event of discrepancies between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.
4. The Resolution, Meeting Minutes of the General Meeting of Shareholders, annex of the registered shareholder list with signatures of shareholders (if meeting in person) or the list of shareholders registered to attend the meeting recorded by the electronic voting system as attending the online General Meeting of Shareholders (if meeting online), authorization documents for meeting attendance, all documents attached to the minutes (if any), and related

documents accompanying the Notice of Meeting must be disclosed in accordance with the legal regulations on information disclosure in the securities market and must be retained at the Company's headquarters.

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

1. Resolutions of the General Meeting of Shareholders shall take effect from the date of adoption or from the effective date stated in the resolution or as otherwise provided by law.
2. In the event that a Shareholder or group of Shareholders requests the Court to annul a resolution of the General Meeting of Shareholders as stipulated in Clause 3 below, such resolutions shall remain in effect until the Court issues a different decision, except in cases where provisional urgent measures are applied according to the official decision of a competent State authority.
3. Within 90 days from the date of receipt of the resolution or Meeting Minutes of the General Meeting of Shareholders or the minutes of vote counting results of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 12 of this Charter shall have the right to request the Court or Arbitration to review and annul the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:
  - a. The procedures for convening the meeting and adopting the resolution of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the Company Charter, except as provided in Clause 7, Article 21 of this Charter.
  - b. The content of the resolution violates the law or this Charter.

### **CHAPTER VII BOARD OF DIRECTORS**

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

1. In the event that candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, prudently, and in the best interest of the Company if elected as members of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:
  - a. Full name, date, month, year of birth;

- b. Professional qualifications;
  - c. Work experience;
  - d. Other managerial positions (including Board of Directors positions in other companies);
  - e. Interests related to the Company and its related parties;
  - f. Other information (if any) as stipulated in the Company Charter;
  - g. Companies where the candidate holds the position of a Board of Directors member, other management titles, and interests related to the candidate's company (if any).
2. Shareholders or groups of shareholders owning 10% or more of the total common shares have the right to nominate and stand for election as members of the Board of Directors. Shareholders or groups holding from 10% to less than 20% of the total common 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; and from 50% or more may nominate the full number of candidates.

Shareholders holding common shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. Common shareholders forming a group to nominate individuals to the Board of Directors must notify the meeting attendees of their grouping before the commencement of the General Meeting of Shareholders.

3. In the event that the number of Board of Directors candidates nominated and standing for election is still insufficient as required by Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company Charter, the Internal Regulations on Corporate Governance, and the Operational Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.
4. Members of the Board of Directors must meet the following standards and conditions:
- a. Not subject to the restrictions on enterprise management as stipulated in Clause 2, Article 17 of the Enterprise Law;
  - b. Possess professional qualifications and experience in business management or in the Company's business sector and are not necessarily required to be a Shareholder of the Company;
  - c. A member of the Company's Board of Directors may concurrently serve as

a member of the Board of Directors or Members' Council of no more than five (05) other companies.

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

1. The number of members of the Board of Directors is five (05) persons.
2. The term of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. In the event that all members of the Board of Directors simultaneously end their term, those members shall continue to serve until new members are elected and assume their duties.
3. The number of non-executive members of the Board of Directors of the Company must comply with the following requirements:
  - a. At least one (01) non-executive member in the case where the Board of Directors consists of three (03) to five (05) members;
  - b. At least two (02) non-executive members in the case where the Board of Directors consists of six (06) to eight (08) members;
  - c. At least three (03) non-executive members in the case where the Board of Directors consists of nine (09) to eleven (11) members
4. A member of the Board of Directors shall cease to be a member in the event of dismissal, removal, or replacement by the General Meeting of Shareholders in accordance with Article 160 of the Enterprise Law and this Charter.
  - a. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
    - (i) Failure to meet the standards and conditions for being a member of the Board of Directors as stipulated in Clause 4, Article 25 of the Charter;
    - (ii) Submission of a resignation letter that is accepted;
    - (iii) By decision of the General Meeting of Shareholders.
  - b. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:
    - (i) Failure to attend Board of Directors meetings for six (6) consecutive months, except in cases of force majeure;
    - (ii) Repeated or serious violations of the obligations of a Board member as stipulated by the Enterprise Law and the Company Charter;
    - (iii) Other cases as per the resolution of the General Meeting of Shareholders.
  - c. The Board of Directors must convene a General Meeting of Shareholders to elect additional Board members in the following cases:
    - (i) The number of Board members is reduced by more than one-third



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

(ii) Except as provided in sub-clause (i) point c clause 4 of this Article, the General Meeting of Shareholders shall elect new members to replace the dismissed or removed Board members at the nearest meeting.

5. The dismissal, removal, and replacement of Board members must be disclosed in accordance with the legal regulations on information disclosure in the securities market. bầu
6. Board members are not necessarily required to be shareholders of the Company.

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

1. The Board of Directors is the management body of the Company, having full authority to act on behalf of the Company to decide and perform the rights and obligations of the company, except for those rights and obligations under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are prescribed by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:
  - a. To decide on the strategy, medium-term development plan, and annual business plan of the Company;
  - b. To propose the types of shares and the total number of shares of each type to be offered;
  - c. To decide on the sale of unsold shares within the number of shares authorized to be offered of each type; to decide on raising additional capital in other forms;
  - d. To determine the selling price of shares and bonds of the Company;
  - e. To decide on the repurchase of no more than ten percent (10%) of the total number of shares of each type sold within twelve (12) months; to determine the repurchase price of shares as stipulated in clause 2 Article 133 of the Enterprise Law;
  - f. To decide on investment plans and projects within the authority and limits as prescribed by law;
  - g. To decide on solutions for market development, marketing, and technology;
  - h. To approve contracts for purchase, sale, borrowing, lending, and other 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 contracts and transactions under the decision-making authority of the General Meeting of Shareholders as stipulated in point d clause 1 Article 15 and clause 9 Article 43 of this Charter;

- i. To elect, remove, or dismiss the Chairman of the Board of Directors; to appoint, remove, enter into, and terminate contracts with the Director; to appoint and remove the Deputy Directors and Chief Accountant of the Company; and to decide on their salaries, bonuses, and other benefits; to appoint, remove, or dismiss the Chairman of the Members' Council or the President of wholly-owned subsidiaries; to decide on the execution and termination of contracts with the General Director (Director) of wholly-owned subsidiaries; and to determine their salaries, bonuses, and other benefits.
- j. Appoint an authorized representative to participate in the Members' Council or authorize attendance at the General Meeting of Shareholders or candidacy for the Board of Directors in other companies where the Company has invested capital (the Company is a contributing member or shareholder), and determine the remuneration and other benefits for these individuals;
- k. Supervise and direct the Director and other Managers in the daily business operations of the Company;
- l. Decide on the organizational structure, internal management regulations of the Company, and decisions on the establishment of subsidiaries, branches, representative offices, and capital contribution or share purchase in other enterprises;
- m. Approve the agenda, content, and materials for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or collect shareholder opinions in writing for the General Meeting of Shareholders to pass resolutions;
- n. Submit the audited annual financial statements to the General Meeting of Shareholders;
- o. Recommend the dividend rate to be paid; decide on the timing and procedures for dividend payment or handling of losses incurred during business operations;
- p. Recommend the reorganization or dissolution of the Company; request the bankruptcy of the Company;
- q. Recommend the issuance of the Board of Directors' Operational Regulations, Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders; Regulations on the Company's information disclosure;
- r. Resolve the Company's complaints against the Business Operator and

- decide on the selection of the Company's representative to address issues related to legal procedures against the Business Operator;
- s. To pay dividends to shareholders in accordance with the law after approval by the Annual General Meeting of Shareholders.
  - t. Other rights and obligations as prescribed by the Enterprise Law, Securities Law, other legal regulations, and the Company Charter.
- 3. The Board of Directors must report to the General Meeting of Shareholders on the activities of the Board of Directors as stipulated in Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law..
  - 4. The Board of Directors shall pass resolutions and decisions by voting at meetings, collecting written opinions, or other forms as prescribed by the Company Charter. Each member of the Board of Directors has one voting ballot.
  - 5. In performing its functions, rights, and obligations, the Board of Directors shall comply with the provisions of the law, the Charter, and resolutions of the General Meeting of Shareholders. In cases where resolutions or decisions passed by the Board of Directors contravene the provisions of the law, resolutions of the General Meeting of Shareholders, or the Charter causing damage to the Company, the members who voted in favor of such resolutions or decisions shall be jointly and severally liable for such resolutions or decisions and must compensate the Company for the damage; members who opposed the passage of such resolutions or decisions shall be exempt from liability. In this case, the Company's Shareholders have the right to request the court to suspend or annul the aforementioned resolutions or decisions.

#### **Article 28. Remuneration, Bonuses, and Other Benefits of Members of the Board of Directors**

- 1. The Company is entitled to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.
- 2. Members of the Board of Directors shall receive work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to fulfill the duties of a Board member and the daily remuneration rate. The Board of Directors estimates the remuneration for each member based on the principle of unanimity. The total remuneration and bonuses for the Board of Directors are determined by the General Meeting of Shareholders at the annual meeting.
- 3. The remuneration of each member of the Board of Directors is accounted for as a business expense of the Company in accordance with corporate income tax laws, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual

meeting.

4. Members of the Board of Directors holding executive positions or serving on committees of the Board of Directors, or performing tasks beyond the usual scope of a Board member, may receive additional remuneration in the form of a lump sum, salary, commission, profit percentage, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred in the performance of their duties as Board members, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or committees of the Board of Directors, or in other forms as decided by the Board of Directors.
6. Members of the Board of Directors may be provided with liability insurance by the Company upon approval by the General Meeting of Shareholders. This insurance does not cover liabilities related to violations of the law and the Company Charter.

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

1. The Chairperson of the Board of Directors is elected, dismissed, or removed by the Board of Directors from among its members.
2. The Chairperson of the Board of Directors shall not concurrently hold the position of Director.
3. The Chairperson of the Board of Directors shall have the following rights and duties:
  - a. To develop the program and operational plan of the Board of Directors;
  - b. To prepare the agenda, content, and materials for meetings; to convene, preside over, and chair meetings of the Board of Directors to discuss and decide on matters within the authority of the Board of Directors; to decide on obtaining written opinions from Board members to approve matters in cases where it is deemed unnecessary to convene an extraordinary Board meeting;
  - c. To organize the adoption of resolutions and decisions of the Board of Directors; to sign resolutions, decisions, and other documents of the Board of Directors on behalf of the Board after obtaining the consensus of the majority of Board members on matters within the authority 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 ensure that the Board of Directors submits the annual financial

statements, the Company's activity report, the audit report, and the inspection report of the Board of Directors to the Shareholders at the General Meeting of Shareholders.

- g. Other rights and duties as prescribed by the Enterprise Law and this Charter.
4. In the event that the Chairperson of the Board of Directors submits a resignation or is dismissed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation, dismissal, or the effective date of the Board of Directors' decision on the dismissal of the Chairperson of the Board of Directors.
  5. In the event that the Chairperson of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to perform the rights and obligations of the Chairperson of the Board of Directors in accordance with the principles stipulated in the Company Charter. If there is no authorized person, or if the Chairperson of the Board of Directors is deceased, missing, detained, serving a prison sentence, undergoing administrative measures at a compulsory rehabilitation center, compulsory education center, has fled residence, is restricted or lacks civil capacity, has difficulty in cognition or behavior control, or is prohibited by the Court from holding a position, practicing a profession, or performing certain work, the remaining members shall elect one among them to hold the position of Chairperson of the Board of Directors by majority vote until a new decision is made by the Board of Directors.
  6. When deemed necessary, the Board of Directors shall appoint the Company Secretary. The Company Secretary shall have the following rights and obligations:
    - a. Support the organization of convening the General Meeting of Shareholders and the Board of Directors; record the meeting minutes;
    - b. Assist members of the Board of Directors in performing their assigned rights and obligations;
    - c. Support the Board of Directors in applying and implementing corporate governance principles;
    - d. Assist the company in building shareholder relations and protecting the legitimate rights and interests of shareholders; ensure compliance with information disclosure obligations, transparency, and administrative procedures;
    - e. Other rights and obligations as stipulated in the Company Charter.

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

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within 7 working days from the conclusion of the



election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest voting percentage. In the event that there is more than one member with the highest and equal number of votes or voting percentage, the members shall elect by majority vote one among them to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least once per quarter and may hold extraordinary meetings.
3. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
  - a. Upon the request of the Supervisory Board;
  - b. Upon the request of the Director or at least five (05) other managers;
  - c. Upon the request of at least two members of the Board of Directors.
4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions within the authority of the Board of Directors.
5. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within 7 working days from the date of receipt of the request specified in Clause 3 of this Article. If the Chairperson of the Board of Directors fails to convene the meeting as requested, they shall be liable for any damages incurred by the Company; the requester has the right to replace the Chairperson of the Board of Directors in convening the meeting of the Board of Directors.
6. The Chairperson of the Board of Directors or the convener of the Board meeting must send the Notice of Meeting no later than three working days prior to the meeting date. The Notice of Meeting must specify the exact time and location of the meeting, the agenda, matters for discussion, and decisions to be made. The Notice of Meeting must be accompanied by documents to be used at the meeting and the voting ballot for members.

The Notice of Meeting of the Board of Directors may be sent via invitation letter, telephone, fax, email, electronic means, or other methods as stipulated by the Company Charter and must ensure delivery to the registered contact address of each member of the Board of Directors.

7. The Chairperson of the Board of Directors or the convener shall send the Notice of Meeting and accompanying documents to the members of the Supervisory Board in the same manner as to the members of the Board of Directors.

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

8. A meeting of the Board of Directors is conducted when at least three-quarters of the total members are present. If the meeting convened under this provision

does not have the required number of attendees, it shall be reconvened within seven days from the initially scheduled meeting date. In this case, the meeting shall proceed if more than half of the Board of Directors members are present.

The Board of Directors meeting may be conducted in the form of an online conference among members of the Board of Directors when all or some members are in different locations, provided that each participating member can:

- a. Hear each other member of the Board of Directors speaking at the meeting;
- b. Speak simultaneously with all other attending members of the Board of Directors. Discussions among Board of Directors members may be conducted directly via telephone or other communication means, or a combination thereof. Members of the Board of Directors participating in such a meeting are considered "present" at that meeting. The meeting location under this provision is the location with the most Board of Directors members or where the Chairperson of the meeting is present.

Decisions made in a telephone meeting are valid immediately upon the conclusion of the meeting but must be confirmed by the signatures in the minutes of all Board of Directors members attending the meeting.

9. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:
  - a. Attending and voting directly at the meeting;
  - b. Authorizing another person to attend and vote as stipulated in Clause 11 of this Article;
  - c. Attending and voting via online conference, electronic voting, or other electronic forms;
  - d. Sending a voting ballot to the meeting via mail, fax, or email;
10. In the case of sending a voting ballot to the meeting via mail, the voting ballot must be enclosed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than one hour before the commencement. The voting ballot shall only be opened in the presence of all attendees.
11. Members must fully attend Board of Directors meetings. Members may authorize another person to attend and vote if approved by the majority of the Board of Directors members.
12. The Board of Directors shall adopt resolutions and decisions by voting at meetings. Each member of the Board of Directors or their authorized representative shall have one (01) voting ballot. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority (more than half) of the attending members; in the event of a tie, the final decision shall rest with the opinion of the Chairperson of the Board of Directors.

13. The Board of Directors is entitled to adopt resolutions and decisions by soliciting written opinions on all matters within its authority as stipulated in Article 27 of this Charter. Each member of the Board of Directors or their authorized representative shall have one (01) voting ballot. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority (more than half) of the members entitled to vote; in the event of a tie, the final decision shall rest with the opinion of the Chairperson of the Board of Directors.
14. Resolutions of the Board of Directors concerning transactions with related parties shall be adopted in accordance with the provisions of Article 43 of this Charter and Article 167 of the Enterprise Law.

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

1. The Board of Directors may establish subordinate committees responsible for development policy, personnel, remuneration, internal audit, and risk management. The number of committee members shall be determined by the Board of Directors, with a minimum of three members, including members of the Board of Directors and external members. The activities of the committee must comply with the regulations of the Board of Directors. A committee's resolution shall only be effective when a majority of members attend and vote in favor at the committee meeting.
2. The implementation of decisions by the Board of Directors or its subordinate committees must comply with current legal regulations and the company's Charter, as well as the Internal Corporate Governance Regulations.

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

1. The Company's Board of Directors must appoint at least one corporate governance officer to assist in corporate governance activities within the enterprise. The corporate governance officer may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Enterprise Law.
2. The corporate governance officer shall not simultaneously work for an approved auditing organization currently auditing the Company's financial statements.
3. The corporate governance officer shall have the following rights and duties:
  - a. Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and matters related to the Company and shareholders;
  - b. Prepare meetings of the Board of Directors, Supervisory Board, and General Meeting of Shareholders as requested by the Board of Directors or Supervisory Board;
  - c. Advise on the procedures of meetings;

- d. Attend meetings;
- e. Advise on the procedures for drafting resolutions of the Board of Directors in compliance with legal regulations;
- f. Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and Supervisory Board;
- g. Monitor and report to the Board of Directors on the Company's information disclosure activities;
- h. Serve as the point of contact with stakeholders;
- i. Maintain confidentiality of information in accordance with legal regulations and the company's Charter;
- j. Other rights and duties as prescribed by law and the company's Charter.

## **CHAPTER VIII DIRECTORS AND OTHER EXECUTIVES**

### **Article 33. Organizational Structure of Management**

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company shall have one Director, Deputy Directors, and a Chief Accountant appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be approved by resolutions or decisions of the Board of Directors.

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

1. Company executives include the Director, Deputy Directors, and the Chief Accountant.
2. Upon the proposal of the Director and with the approval of the Board of Directors, the Company may recruit other executives in a quantity and with standards suitable to the Company's structure and management regulations as prescribed by the Board of Directors. Executives must be responsible for assisting the Company in achieving its set objectives in operations and organization.
3. The Director shall receive salary and bonuses. The salary and bonuses of the Director are determined by the Board of Directors.
4. The salary of executives is accounted for in the Company's business expenses in accordance with the law on corporate income tax, is presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

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

1. The Board of Directors appoints one member of the Board of Directors or hires another person as the Director.
2. The Director is responsible for managing the Company's daily business operations; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and the law for the exercise of assigned rights and obligations.
3. The term of the Director shall not exceed five years and may be reappointed for an unlimited number of terms. The appointment shall automatically terminate if the employment contract between the Director and the Company is terminated.
4. The Director must meet the standards and conditions sau:
  - a. Having full civil act capacity and not falling within the categories of persons prohibited from managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;
  - b. Possessing professional qualifications and experience in business administration appropriate to the Company and in accordance with the provisions of Article 162 of the Law on Enterprises;
  - c. Not being the father, mother, adoptive father, adoptive mother, father-in-law, mother-in-law, father of spouse, mother of spouse, spouse, biological child, adopted child, daughter-in-law, son-in-law, biological brother, biological sister, biological younger brother or sister, brother-in-law, sister-in-law, or other siblings-in-law of the enterprise manager, the Controller of the Company and its parent company, the representative of the State capital portion, or the representative of the capital contribution of enterprises at the Company and its parent company.
5. The Director has the following rights and obligations:
  - a. Decide on matters related to the Company's daily business operations that do not fall under the authority of the Board of Directors; including representing the Company in signing financial and commercial contracts, organizing and managing the Company's daily business activities in accordance with the law, the Charter, and the regulations, resolutions, and decisions issued by the Board of Directors;
  - b. Organize the implementation of resolutions and decisions of the Board of Directors; Resolutions of the General Meeting of Shareholders; business plans and investment plans of the Company approved by the Board of Directors and the General Meeting of Shareholders;
  - c. Organize the implementation of the Company's business plans and investment plans;



- d. Propose organizational structure plans and internal management regulations of the Company;
  - e. Appoint, dismiss, and remove management positions within the Company, except for positions under the authority of the Board of Directors;
  - f. Decide on salaries and other benefits for employees in the Company, including managers under the Director's appointment authority;
  - g. Recruit labor;
  - h. Propose plans for dividend distribution or handling business losses;
  - i. Other rights and obligations as prescribed by law, the Company Charter, and resolutions and decisions of the Board of Directors.
6. The Board of Directors may dismiss the Director when a majority of the Board members with voting rights present at the meeting agree and appoint a new Director as a replacement.

## **CHAPTER IX SUPERVISORY BOARD**

### **Article 36. Nomination and Candidacy of Supervisory Board Members**

1. Shareholders or groups of shareholders owning 10% or more of the total common shares have the right to nominate and stand for election as members of the Supervisory Board. Shareholders or groups holding from 10% to less than 30% of the total voting shares may nominate one (01) candidate; from 30% to less than 50% may nominate up to two (02) candidates; from 50% or more may nominate up to three (03) candidates.
2. In the event that the number of candidates for the Supervisory Board through nomination and candidacy is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the Company Charter, the Internal Corporate Governance Regulations, and the Operational Regulations of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced prior to the General Meeting of Shareholders voting to elect members of the Supervisory Board in accordance with the law.

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

1. The number of members of the Company's Supervisory Board is three (03) persons. The term of office for a member of the Supervisory Board shall not exceed five (05) years and may be re-elected for an unlimited number of terms.
2. Members of the Supervisory Board must meet the standards and conditions as

prescribed in Article 169 of the Enterprise Law and must not fall into the following categories:

- a. Working in the company's accounting or finance department;
  - b. Being a member or employee of the independent auditing firm that audits the company's financial statements in the preceding three (03) consecutive years.
3. Members of the Supervisory Board shall be dismissed in the following cases:
- a. No longer meeting the standards and conditions to be a member of the Supervisory Board as prescribed in Clause 2 of this Article;
  - b. Submitting a resignation letter and having it accepted.
4. Members of the Supervisory Board shall be removed in the following cases:
- a. Failure to complete assigned tasks and duties;
  - b. Failure to exercise their rights and obligations for six (06) consecutive months, except in cases of force majeure;
  - c. Repeatedly or seriously violating the obligations of a member of the Supervisory Board as prescribed by the Enterprise Law and the Company Charter;
  - d. Other cases as per the resolution of the General Meeting of Shareholders.

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

1. The Head of the Supervisory Board is elected by the Supervisory Board from among its members; election, dismissal, and removal are based on the majority principle. The Supervisory Board must have more than half (1/2) of its members residing in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the fields of economics, finance, accounting, auditing, law, business administration, or a field related to the business activities of the enterprise.
2. Rights and obligations of the Head of the Supervisory Board:
  - a. Convene meetings of the Supervisory Board;
  - b. Request the Board of Directors, Director, and other executives to provide relevant information for reporting to the Supervisory Board;
  - c. Prepare and sign the report of the Supervisory Board after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

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

The Supervisory Board shall have the rights and obligations as stipulated in Article 170 of the Enterprise Law and the following rights and obligations:

1. Propose and recommend to the General Meeting of Shareholders the approval

of the list of auditing organizations authorized to audit the Company's Financial Statements; decide on the auditing organization authorized to inspect the Company's operations, and dismiss the authorized auditor when deemed necessary.

2. Be accountable to shareholders for its supervisory activities.
3. Monitor the Company's financial situation, compliance with laws in the activities of the Board of Directors members, the Director, and other Managers.
4. Ensure coordination of activities with the Board of Directors, the Director, and shareholders.
5. In the event of detecting any legal violations or breaches of the Company Charter by members of the Board of Directors, the Director, or other executives of the enterprise, the Supervisory Board must notify the Board of Directors in writing within 48 hours, request the violator to cease the violation, and propose remedial measures.
6. Develop the Operational Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
7. Report at the General Meeting of Shareholders as stipulated in Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law.
8. Have the right to access the Company's records and documents stored at the headquarters, branches, and other locations; have the right to visit the workplaces of the Company's managers and employees during working hours.
9. Have the right to request the Board of Directors, members of the Board of Directors, the Director, and other Managers to provide complete, accurate, and timely information and documents regarding the management, administration, and business activities of the Company.
10. Other rights and obligations as prescribed by law and this Charter.

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

1. The Supervisory Board must meet at least twice a year, with at least two-thirds of the Supervisory Board members attending. The meeting minutes of the Supervisory Board must be detailed and clear. The minute-taker and the Supervisory Board members attending the meeting must sign the meeting minutes. The meeting minutes of the Supervisory Board must be retained to determine the responsibility of each Supervisory Board member.
2. The Supervisory Board has the right to request members of the Board of Directors, the Director, and representatives of the authorized auditing organization to attend and address issues that need clarification.

#### **Article 41. Salaries, Remuneration, Bonuses, and Other Benefits of Supervisory Board Members**

Salaries, remuneration, bonuses, and other benefits of Supervisory Board members shall be implemented as follows:

1. Supervisory Board members shall be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board shall be reimbursed for reasonable expenses related to meals, accommodation, travel, and the use of independent advisory services. The total remuneration and 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 and operating expenses of the Supervisory Board shall be accounted for as business expenses of the Company in accordance with the provisions of corporate income tax law and other relevant legal regulations, and must be presented as a separate item in the Company's annual financial statements.

## **CHAPTER X**

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

#### **Article 42. Duty of Care**

1. Members of the Board of Directors, Members of the Supervisory Board, Directors, and other executives are responsible for performing their duties, including those as members of committees of the Board of Directors, with honesty and diligence for the benefit of the Company.
2. They shall exercise their rights and fulfill their obligations in accordance with the provisions of this Charter, resolutions of the General Meeting of Shareholders, resolutions, decisions of the Board of Directors, and legal regulations.

#### **Article 43. Duty of Honesty and Avoidance of Conflicts of Interest**

1. Members of the Board of Directors, members of the Supervisory Board, the Directors, and other Managers must disclose related interests in accordance with the Enterprise Law and relevant legal documents.
2. Members of the Board of Directors, members of the Supervisory Board, Directors, and other Managers and related persons of these members shall only use the information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Supervisory Board, the Directors, and other Managers are obligated to notify in writing the Board of Directors and the Supervisory Board of transactions between the Company, subsidiaries, and other companies controlled by the Company with themselves or with their related persons as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with securities information disclosure regulations.
4. Members of the Board of Directors shall not vote on transactions that provide benefits to themselves or their related persons as prescribed by the Enterprise Law and the Charter.
5. Members of the Board of Directors, members of the Supervisory Board, the Directors, other Managers and their related persons shall not use or disclose to others any internal information to conduct related transactions.
6. The Director shall not be a related person of any Company manager, Supervisory Board member, or their counterparts at the parent company, nor of any state capital representative or enterprise capital representative at the Company or its parent company, as defined in point (d), Clause 46, Article 4 of the Securities Law.
7. The General Meeting of Shareholders or the Board of Directors approves contracts or transactions between the Company and any of the following persons:
  - a. Shareholders, authorized representatives of shareholders owning more than ten percent (10%) of the total common shares of the Company, and their related persons;
  - b. Members of the Board of Directors, Members of the Supervisory Board, Directors, and their related persons;
  - c. Enterprises that members of the Board of Directors, Directors, members of the Supervisory Board, and other Managers of the Company must declare in accordance with Clause 2, Article 164 of the Enterprise Law.
8. The Board of Directors approves the following contracts and transactions:
  - a. Contracts and transactions with parties as stipulated in Clause 7 of this Article, with a transaction value less than 35% of the total asset value of the Company as recorded in the most recent financial statements;
  - b. The Board of Directors approves contracts and transactions involving loans, borrowings, or asset sales with a value equal to or less than ten percent (10%) of the total asset value of the Company as recorded in the most recent financial statements between the Company and a Shareholder owning fifty-one percent (51%) or more of the total voting shares or a related party of such Shareholder;



- c. In the case of granting loans or providing guarantees to related organizations of members of the Board of Directors, members of the Supervisory Board, or the Director, and other Managers where the Company and such organization are companies within the same group or operate under a group structure, including a parent company–subsidiary relationship or an economic group, provided that the value of the transaction is less than thirty-five percent (35%) of the total assets of the Company as recorded in the most recent financial statements *(on the condition that such related organization is not a shareholder of the Company in accordance with Clause 2, Article 293 of Decree No. 155/2020/ND-CP)*.

In this case, the Company's representative signing the contract or transaction must notify the Board of Directors and the Controller(s) of the related parties involved in such contract or transaction and provide the draft contract or the principal contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within fifteen (15) days from the date of receipt of the notification; members of the Board of Directors having interests related to the parties involved in the contract or transaction shall not have the right to vote.

- 9. The General Meeting of Shareholders approves the following contracts and transactions:
  - a. Contracts or transactions as prescribed in Clause 7 of this Article having a value equal to or greater than thirty-five percent (35%) of the total assets of the Company as recorded in the most recent financial statements, or transactions resulting in the total value of transactions arising within twelve (12) months from the date of the first transaction reaching thirty-five percent (35%) or more of the total assets as recorded in the most recent financial statements;
  - b. Contracts or transactions involving borrowing, lending, or the sale of assets with a value exceeding ten percent (10%) of the total assets of the Company as recorded in the most recent financial statements between the Company and a shareholder holding fifty-one percent (51%) or more of the total voting shares or the related persons of such shareholder;
  - c. Granting loans or providing guarantees to members of the Board of Directors, members of the Supervisory Board, the Director, and other Managers who are not shareholders, and individuals or organizations related to these persons *(except for the cases specified in Point c, Clause 8 of this Article)*;
  - d. Granting loans or providing guarantees to organizations related to members of the Board of Directors, members of the Supervisory Board, the Director, and other Managers where the Company and such

organization are companies within the same group or operate under a group structure, including parent company–subsidiary relationships or economic groups, provided that the value of the transaction is equal to or greater than thirty-five percent (35%) of the total assets of the Company as recorded in the most recent financial statements *(on the condition that such related organization is not a shareholder of the Company in accordance with Clause 2, Article 293 of Decree No. 155/2020/ND-CP)*.

In the case of approving contracts or transactions as prescribed in Clause 9 of this Article, the Company's representative signing the contract or transaction must notify the Board of Directors and the Controller(s) of the related parties involved in such contract or transaction and provide the draft contract or a notice of the principal contents of the transaction. The Board of Directors shall submit the draft contract or transaction, or provide an explanation of the principal contents of the contract or transaction, to the General Meeting of Shareholders for approval at a meeting or by collecting shareholders' written opinions. In this case, shareholders having interests related to the parties involved in the contract or transaction shall not have the right to vote; such contract or transaction shall be approved in accordance with this Charter and the Law on Enterprises.

10. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, other executive directors, and individuals or organizations related to these parties shall not be invalidated in the following cases:
  - a. For transactions valued at less than or equal to 35% of the total asset value recorded in the most recent financial statements, the essential terms of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, directors, and other executives, have been reported to the Board of Directors and approved by a majority vote of the Board members who have no related interests;
  - b. For transactions having a value exceeding thirty-five percent (35%) or transactions resulting in the total value of transactions arising within twelve (12) months from the date of the first transaction reaching thirty-five percent (35%) or more of the total assets as recorded in the most recent financial statements, the material contents of such transactions as well as the relationships and interests of members of the Board of Directors, members of the Supervisory Board, the Director, and other executives must be disclosed to the shareholders and approved by the General Meeting of Shareholders through voting by shareholders who do not have related interests, in accordance with the provisions of this Charter and the Law on Enterprises.

11. Contracts or transactions shall be invalidated by court decision and handled according to legal provisions when executed not in accordance with this Charter and legal regulations; the person signing the contract, transaction, shareholder, member of the Board of Directors, or director involved must jointly compensate for any arising damages and return to the Company any benefits obtained from executing such contract or transaction.
12. Other obligations as prescribed by the Charter and legal regulations.

#### **Article 44. Liability for Damages and Compensation**

1. Members of the Board of Directors, members of the Supervisory Board, directors, and other executives who violate their duties, responsibilities of honesty and diligence, and fail to fulfill their obligations shall be liable for damages caused by their violations.
2. The Company shall consider compensating those who have been, are, or may become a party involved in claims, lawsuits, prosecutions (including civil, administrative cases, and not cases initiated by the Company) if such person has been or is a member of the Board of Directors, member of the Supervisory Board, director, other executive, employee, or authorized representative of the Company, acting in good faith, with diligence for the benefit of the Company based on compliance with the law, and there is no evidence confirming that such person has violated their responsibilities.
3. Compensation costs include judgment costs, fines, and actual payments incurred (including attorney fees) in resolving these matters within the framework permitted by law. The Company may purchase insurance for these individuals to avoid the aforementioned compensation liabilities.

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

#### **Article 45. Right to Inspect Books and Records**

1. Common shareholders have the right to inspect books and records, specifically as follows:
  - a. Common shareholders have the right to review, inspect, and extract information about their name and contact address in the list of shareholders with voting rights; request correction of inaccurate information; review, inspect, extract, or copy the Company Charter, meeting minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
  - b. Shareholders or groups of shareholders holding 5% or more of the total common shares 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, transactions that must be approved by the Board of Directors, and other documents, except those related to the Company's trade secrets and business secrets.

2. In cases where an authorized representative of a shareholder or group of shareholders requests to inspect books and records, they must provide a letter of authorization from the shareholder or group of shareholders they represent or a notarized copy of such authorization.
3. Members of the Board of Directors, members of the Supervisory Board, the Director, and other executives have the right to inspect the Company's shareholder register, shareholder list, books, and other records of the Company for purposes related to their positions, provided that such information is kept confidential.
4. The Company must retain this Charter and any amendments thereto, the Enterprise Registration Certificate, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as prescribed by law at the head office or another location, provided that shareholders and the Business Registration Authority are informed of the storage location of these documents.
5. The Company Charter must be published on the Company's website.

## **CHAPTER XII EMPLOYEES AND TRADE UNION**

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

1. The Director must prepare a plan for the Board of Directors to approve matters related to the recruitment, dismissal, salaries, social insurance, welfare, rewards, and discipline of employees and business executives.
2. The Executive Director must prepare a plan for the Board of Directors to approve matters related to the Company's relationship with trade union organizations in accordance with the best management standards, practices, and policies, as stipulated in this Charter, the Company's regulations, and current legal provisions.

## **CHAPTER XIII PROFIT DISTRIBUTION**

### **Article 47. Profit Distribution**

1. The General Meeting of Shareholders decides on the dividend payout rate and the form of annual dividend payment from the Company's retained earnings.
2. The Company shall not pay interest on dividend payments or payments related to any class of shares.
3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of dividends in whole or in part in the form of shares, and the Board of Directors shall execute this decision.
4. In cases where dividends or other amounts related to a class of shares are paid in cash, the Company must make payments in Vietnamese Dong. Payments may be made directly or through banks based on the bank account details provided by the shareholders. If the Company has transferred funds according to the bank details provided by the shareholder and the shareholder does not receive the funds, the Company shall not be liable for the funds transferred to this shareholder. Dividend payments for shares listed/registered for trading on the Stock Exchange may be conducted through securities companies or the Vietnam Securities Depository or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Enterprise Law and the Securities Law, the Board of Directors shall adopt a resolution determining a specific date to finalize the shareholder list. Based on this date, those registered as shareholders or holders of other securities shall be entitled to receive dividends in cash or shares, receive notices, or other documents.
6. Other issues related to profit distribution shall be implemented in accordance with legal regulations.

## **CHAPTER 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 authorized to operate in Vietnam.
2. With prior approval from the competent authority, if necessary, the Company may open bank accounts abroad in accordance with legal regulations.
3. The Company shall conduct all payments and accounting transactions through



Vietnamese Dong or foreign currency accounts at the banks where the Company has opened accounts.

#### **Article 49. Fiscal Year**

The Company's fiscal year shall commence on January 1 and end on December 31 of each year.

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

1. The accounting regime used by the Company shall be the enterprise accounting regime or a specific accounting regime issued and approved by the competent authority.
2. The Company shall maintain accounting books in Vietnamese and keep accounting records in accordance with legal regulations on accounting and related laws. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.
3. The currency unit used in the Company's accounting shall be Vietnamese Dong. In cases where the Company primarily conducts economic transactions in a foreign currency, it may choose that foreign currency as the accounting currency unit, being responsible for this choice before the law and notifying the direct tax management authority.

### **CHAPTER XV FINANCIAL STATEMENTS, ANNUAL REPORTS, AND INFORMATION DISCLOSURE RESPONSIBILITIES**

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

1. The Company must prepare annual financial statements, and the annual financial statements must be audited in accordance with legal regulations. The Company shall disclose the audited annual financial statements in accordance with legal regulations on information disclosure in the securities market and submit them to the competent state authority.
2. The annual financial statements must include all reports, appendices, and explanatory notes as required by enterprise accounting laws. The annual financial statements must accurately and objectively reflect the Company's operational status.
3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with information disclosure regulations in the securities market and submit them to the competent state authorities.

#### **Article 52. Annual Report**

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

## **CHAPTER 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 decide on selecting one of these entities to audit the Company's financial statements for the next fiscal year based on 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 conducting the audit of the Company's financial statements is entitled to attend the General Meeting of Shareholders and receive notices and other information related to the General Meeting of Shareholders and is allowed to express opinions at the meeting on matters related to the audit of the Company's financial statements.

## **CHAPTER XVII COMPANY SEAL**

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

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

## **CHAPTER 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 or decision of the General Meeting of Shareholders;



- b. Revocation of the Enterprise Registration Certificate, except where otherwise provided by the Tax Management Law;
  - c. Other cases as prescribed by law.
2. The early dissolution of the Company (including any extended term) is decided by the General Meeting of Shareholders and executed by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

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

1. At least six months before the expiration of the Company's operational term or after a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three members, of which two members are appointed by the General Meeting of Shareholders and one member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operational regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All costs related to liquidation shall be prioritized for payment by the Company before other debts.
2. The Liquidation Committee is responsible for reporting to the Business Registration Authority on the date of establishment and the commencement date of operations. From that point, the Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company before the Court and administrative authorities.
3. Proceeds from the liquidation shall be distributed in the following order:
- a. Liquidation expenses;
  - b. Outstanding wages, severance pay, social insurance, and other employee benefits as per collective labor agreements and signed labor contracts;
  - c. Tax liabilities;
  - d. Other debts of the Company;
  - e. The remaining balance after settling all debts from items (a) to (d) above shall be distributed to the shareholders. Preferred Shares shall be prioritized for payment.

### **CHAPTER XIX INTERNAL DISPUTE RESOLUTION**

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

1. In the event of disputes or complaints arising related to the Company's operations, rights, and obligations of shareholders as stipulated in the Enterprise

Law, the Company Charter, other legal regulations, or agreements between:

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

The parties involved shall endeavor to resolve such disputes through negotiation and mediation. Except in cases involving the Board of Directors or the Chairperson of the Board of Directors, the Chairperson shall preside over the dispute resolution and request each party to present relevant information concerning the dispute within 15 working days from the date the dispute arises. In cases involving the Board of Directors or the Chairperson, any party may request the appointment of an independent expert to mediate the dispute resolution process.

2. If no mediation decision is reached within six weeks from the commencement of the mediation process or if the mediator's decision is not accepted by the parties, any party may refer the dispute to Arbitration or Court.
3. The parties shall bear their own costs related to the negotiation and mediation procedures. Court costs shall be settled according to the Court's ruling.

## **CHAPTER XX**

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

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

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In cases where legal provisions related to the Company's operations are not addressed in this Charter or where new legal provisions differ from the terms of this Charter, such provisions shall be applied to regulate the Company's operations.

## **CHAPTER XXI**

### **EFFECTIVE DATE**

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

1. This Charter comprises 21 Chapters and 59 Articles, unanimously approved by the 2025 Annual General Meeting of Shareholders of IDICO Srok Phu Mieng Hydropower Joint Stock Company on April 22, 2026.
2. The Charter is made in eight (08) copies, each having equal validity and shall be kept at the Company's headquarters.



3. This Charter is the sole and official Charter of the Company and replaces the Charter adopted by the Annual General Meeting of Shareholders in 2024 on April 24, 2024.
4. Copies or extracts of the Company's Charter shall be valid when signed by the Chairman of the Board of Directors, the legal representative, or at least one-half (1/2) of the total members of the Board of Directors of the Company and affixed with the Company's seal.

**LEGAL REPRESENTATIVE OF  
IDICO SROK PHU MIENG HYDROPOWER JOINT STOCK COMPANY  
DIRECTOR**



**Truong Thanh Binh**

