

**SOCIALIST REPUBLIC OF VIETNAM**  
Independence - Freedom - Happiness



# **CHARTER**

**NUOC TRONG HYDROPOWER JOINT STOCK COMPANY**

**(Amended according to Resolution No. 11/2026/NQ-ĐHĐCĐ of the Annual  
General Meeting of Shareholders 2026 dated April 23, 2026)**

*Quang Ngai, April 23, 2026*

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## INTRODUCTION

This charter is the new charter replacing the previous charter of Nuoc Trong Hydropower Joint Stock Company.

This Charter of Nuoc Trong Hydropower Joint Stock Company (hereinafter referred to as the "Company"), serves as the legal basis for Nuoc Trong Hydropower Joint Stock Company as a joint stock company, established under the Enterprise Law, and according to Business Registration Certificate No. 4300322171 issued by the Department of Planning and Investment of Quang Ngai Province on February 11, 2004, and subsequent registration amendments. The Charter, the Company's regulations, and resolutions of the General Meeting of Shareholders and the Board of Directors, if duly adopted in accordance with relevant laws, shall be the binding rules and regulations for conducting the Company's business operations.

This Charter was adopted by Resolution No. 22/2021/NQ-ĐHĐCĐ of the General Meeting of Shareholders of Nuoc Trong Hydropower Joint Stock Company on April 24, 2021, and amended by Resolution No. 11/2026/NQ-ĐHĐCĐ of the Annual General Meeting of Shareholders 2026 dated April 23, 2026.

## I. DEFINITION OF TERMS IN THE BYLAWS

### Article 1. Explanation of terms

1. In these Regulations, the following terms are understood as follows:
  - a) *Charter capital* is the total par value of shares sold or subscribed for when a joint-stock company is established, as stipulated in Article 6 of these Charters;
  - b) *Voting capital* is share capital, whereby the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
  - c) *The Enterprise Law* is Law No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
  - d) *The Securities Law* is Law No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
  - e) *Vietnam* is the Socialist Republic of Vietnam;
  - f) *The founding date* is the date on which the company is first granted its Certificate of Business Registration (Business Registration Certificate and other equivalent documents).
  - g) *Business executives* include the Director (General Director), Deputy Director (Deputy General Director), and Chief Accountant .
  - h) *Business managers* are those who manage a company, including the Chairman of the Board, members of the Board, Directors (General Directors), Deputy Directors (Deputy General Directors), and Chief Accountant;
  - i) *Related parties* are individuals and organizations as stipulated in Clause 46, Article 4 of the Securities Law ;



- j) *A shareholder* is an individual or organization that owns at least one share of a joint-stock company.
  - k) *Founding shareholders* are shareholders who own at least one common share and sign the list of founding shareholders of a joint-stock company;
  - l) *Major shareholders* are those defined in Clause 18, Article 4 of the Securities Law ;
  - m) *The operating period* is the duration of the Company's operation as stipulated in Article 2 of these Charters and any extension period (if any) approved by the Company's General Meeting of Shareholders;
  - n) *The stock exchange* refers to the Vietnam Stock Exchange and its subsidiaries.
2. In these Statutes, references to one or more other regulations or documents, including amendments, supplements, or replacements, are prohibited.
  3. The headings (Sections, Articles of these Regulations) are used for convenience in understanding the content and do not affect the content of these Regulations.

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

### **Article 2. Name, form, registered office, branches, representative offices, business locations, and duration of operation of the Company.**

1. Company Name
  - Company name in Vietnamese: **WATER IN THE COUNTRY JOINT STOCK COMPANY**
  - Company name written in a foreign language: **NUOC IN HYDRO-POWER JOINT STOCK COMPANY**
  - Company Name Abbreviation: **NTH**
2. The company is a joint-stock company with legal personality in accordance with current Vietnamese law.
3. Company's registered office:
  - Address : Nuoc Tang Village, Son Ha Commune, Quang Ngai Province, Vietnam.
  - Phone : (0255) 3819662, 3819598
  - Fax : (0255) 3819598
  - E-mail : nuoctrong@thuydiennuoctrong.com.vn
  - Website : www.thuydiennuoctrong.com.vn
4. The company may establish branches and representative offices in its business area to pursue its operational objectives in accordance with the decisions of the Board of Directors and within the limits permitted by law.
5. Unless the Company ceases operations before the deadline stipulated in Clause 2 of Article 54 or extends its operations as stipulated in Article 55 of these Charters, the Company's operating period is indefinite from the date of establishment.

### **Article 3. The legal representative of the Company**

1. The company has one legal representative . The Chairman of the Board of Directors is the legal representative of the company.
2. The powers and obligations of the legal representative are stipulated in the Enterprise Law.

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

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

1. Company's business areas
  - a) Electricity production from renewable energy sources;
  - b) Electricity transmission and distribution;
  - c) Construction of power plants  
Details: Investment in the construction of hydroelectric power plants -  
Construction of electrical works and substations with voltage levels up to 35kV;
  - d) Construction of water supply and drainage systems  
Details: Construction of irrigation works;
  - e) Construction of other civil engineering works;
  - f) Construction of residential buildings;
  - g) Construction of non-residential buildings;
  - h) Extraction of stone, sand, gravel, and clay;
  - i) Wholesale of other construction materials and installation equipment;
  - j) Production of building materials from clay
  - k) Wholesale of metals and metal ores  
Details: Wholesale of iron and steel
  - l) Real estate business, land use rights belonging to the owner, user or lessee;
  - m) Restaurants and mobile food service establishments;
  - n) Hotels and similar accommodation services;
  - o) Renting of machinery, equipment and other tangible goods without an operator;
  - p) Travel agency

The company's business and production functions may change or be supplemented. Such changes or supplements will be decided by the Board of Directors and communicated to the General Meeting of Shareholders at the nearest meeting.

2. The Company's operational objectives are: to mobilize and utilize capital effectively to maximize profits for shareholders within the framework of state law, to continuously develop production and business activities, to expand domestic and export markets for the Company's products, to create jobs, improve working conditions, raise the income and living standards of employees within



the Company, to ensure benefits for shareholders, and to fulfill its obligations to the State budget.

The company uses production and business efficiency, especially profitability, as the benchmark for all of its operations.

#### **Article 5. The scope of business and operations of the Company**

The company is permitted to conduct business activities in the registered business lines specified in this Charter, and has notified the business registration authority of any changes to the registered business lines and published them on the National Business Registration Portal . In cases where the company engages in conditional investment and business activities, it must meet all business conditions as stipulated in the Investment Law and relevant specialized laws.

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

#### **Article 6. Registered capital, shares, founding shareholders**

1. The company's charter capital is VND108,020,530,000.

(One hundred and eight billion, twenty million, five hundred and thirty thousand Vietnamese Dong)

The company's total charter capital is divided into 10,802,053 shares with a par value of VND 10,000 per share.

2. The company may change its charter capital with the approval of the General Meeting of Shareholders and in accordance with the provisions of the law.
3. The Company's shares on the date of adoption of these Charters include common shares. The rights and obligations of shareholders holding each type of share are stipulated in Articles 12 and 13 of these Charters.
4. The company may issue other types of preferred shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of the law.
5. The company has no founding shareholders.
6. Common shares must be offered preferentially to existing shareholders in proportion to their shareholding in the Company, unless otherwise decided by the General Meeting of Shareholders. The Board of Directors of the Company may decide to distribute any unsubscribed shares to shareholders and other parties under conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
7. The Company may repurchase shares issued by itself in the manner prescribed in these Articles of Association and applicable law.
8. The company may issue other types of securities as prescribed by law.

## **Article 7. Stock certificate**

1. Shareholders of the Company are issued share certificates corresponding to the number and type of shares they own.
2. Shares are a type of security that confirms the legal rights and interests of the owner in a portion of the share capital of the issuing organization. Shares must contain all the information as prescribed in Clause 1, Article 121 of the Enterprise Law .
3. Within twenty ( 20 ) days from the date of submitting a complete application for transfer of share ownership as prescribed by the Company or within two (02) months from the date of full payment of the share purchase price as prescribed in the Company's share issuance plan (or other period as prescribed in the issuance terms), the shareholder shall be issued a share certificate. The shareholder shall not pay the Company the cost of printing the share certificate.
4. In the event that a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued the certificate by the Company upon the shareholder's request. The shareholder's request must include the following information:
  - a) Information regarding the stock has been lost, damaged, or otherwise destroyed;
  - b) We commit to taking responsibility for any disputes arising from the reissuance of new shares.

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

The Company's bond certificates or other securities certificates are issued bearing the signature of the legal representative and the Company's seal.

## **Article 9. Share transfer**

1. All shares are freely transferable unless otherwise provided by these Articles of Association and the law; listed shares and shares registered for trading on the stock exchange are transferred in accordance with the provisions of the law on securities and the securities market.
2. Unpaid shares are not transferable and do not entitle the holder to related rights such as the right to receive dividends, the right to receive newly issued shares to increase share capital from equity, the right to purchase newly offered shares, and other rights as stipulated by law.

## **Article 10. Reclamation of shares (in the case of business registration)**

1. In the event that a shareholder fails to pay the full amount due for the purchase of shares on time, the Board of Directors shall notify and have the right to demand that the shareholder pay the remaining amount and be liable for the Company's financial obligations arising from the failure to pay, corresponding to the total par value of the registered shares.



2. The aforementioned payment notice must clearly state the new payment deadline (at least 7 days from the date of sending the notice), the payment location, and must specify that in case of non-payment as required, any outstanding shares will be forfeited.
4. The Board of Directors has the right to reclaim shares that have not been fully and timely paid for if the requirements in the aforementioned notice are not met.
5. Repurchased shares are considered shares authorized for sale as stipulated in Clause 3, Article 112 of the Enterprise Law . The Board of Directors may directly or authorize the sale and redistribution of these shares under conditions and in a manner that the Board of Directors deems appropriate.
6. Shareholders holding repurchased shares must relinquish their shareholder status with respect to those shares, but remain liable for the Company's financial obligations arising at the time of repurchase, as determined by the Board of Directors, from the date of repurchase until the date of payment, in proportion to the total par value of the shares purchased. The Board of Directors has the full authority to enforce payment of the full value of the shares at the time of repurchase.
7. The recall notice is sent to the holders of the recalled shares before the recall takes place. The recall remains valid even in the event of errors or negligence in sending the notice.

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

### **Article 11. Organizational structure, governance, and control**

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

1. General Shareholders' Meeting.
2. Board of Directors .
3. Supervisory Board.
4. Director (General Director).

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

### **Article 12. Shareholder rights**

1. Common shareholders have the following rights:
  - a) Shareholders have the right to attend and speak at the General Meeting of Shareholders and to exercise their voting rights directly or through an authorized representative or other forms as prescribed by the company's charter and the law. Each common share has one voting right;
  - b) Receive dividends at the rate determined by the General Meeting of Shareholders;

- c) Priority will be given to purchasing new shares in proportion to each shareholder's ownership of common shares in the Company;
  - d) Freely transfer one's shares to others, except as stipulated in Clause 3 of Article 120, Clause 1 of Article 127 of the Enterprise Law and other relevant legal provisions;
  - e) Review, search, and retrieve information regarding names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information.
  - f) Review, search, extract, or copy the company's charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
  - g) When the company is dissolved or goes bankrupt, the recipient is entitled to a portion of the remaining assets in proportion to their shareholding in the company.
  - h) Requiring the company to repurchase shares in the cases stipulated in Article 132 of the Enterprise Law ;
  - i) Equal treatment is guaranteed. Each share of the same class confers equal rights, obligations, and benefits on the shareholder. In cases where the Company has preferred shares, the rights and obligations associated with those preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders.
  - j) To have full access to regular and extraordinary information disclosed by the Company in accordance with the law;
  - k) To protect their legitimate rights and interests; to request the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Enterprise Law;
  - l) Other rights as prescribed by law and these Statutes.
2. Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the following rights:
- a) Request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Enterprise Law ;
  - b) Review, search, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Supervisory Board, contracts, transactions requiring approval from the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets;
  - c) The Supervisory Board is required to examine specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following information: full



name, contact address, nationality, and legal document number of individual shareholders; name, business registration number or legal document number of organizational shareholders, and registered office address; number of shares and registration date of each shareholder, total number of shares of the entire group of shareholders, and ownership percentage in the total shares of the Company; the issue to be examined and the purpose of the examination;

- d) Proposals for inclusion in the General Shareholders' Meeting agenda must be in writing and submitted to the Company no later than 3 working days before the meeting date. The proposal must clearly state the shareholder's name, the number of each type of share held by the shareholder, and the proposed issue to be included in the meeting agenda.
  - e) Other rights as prescribed by law and these Statutes.
3. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate individuals to the Board of Directors and the Supervisory Board. The nomination process for the Board of Directors and the Supervisory Board is as follows:
- a) Common shareholders who form groups to nominate candidates for the Board of Directors and the Supervisory Board must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;
  - b) Based on the number of members of the Board of Directors and the Supervisory Board, shareholders or groups of shareholders as stipulated in this clause have the right to nominate one or more individuals, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors and the Supervisory Board. If the number of candidates nominated by a shareholder or group of shareholders is less than the number of candidates they are entitled to nominate according to the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

### **Article 13. Shareholders' obligations**

Common shareholders have the following obligations:

- 1. Pay for the shares you committed to purchase in full and on time.
- 2. Shareholders are not permitted to withdraw contributed capital in the form of common shares from the Company in any form, except in cases where the shares are repurchased by the Company or another party. If a shareholder withdraws part or all of their contributed capital in violation of this provision, that shareholder and any related parties in the Company shall be jointly and severally liable for the Company's debts and other financial obligations to the extent of the value of the withdrawn shares and any resulting damages.
- 3. Comply with the company's charter and internal management regulations.



4. Comply with the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. The Company is responsible for protecting the information it provides in accordance with its Articles of Association and applicable laws; it shall only use the provided information to exercise and protect its legitimate rights and interests; and it is strictly prohibited to disseminate, copy, or send the information provided by the Company to other organizations or individuals.
6. Attend the General Shareholders' Meeting and exercise voting/election rights through the following methods:
  - a) Attend and vote/contest in person at the meeting;
  - b) Authorize other individuals or organizations to attend and vote/cast ballots at the meeting;
  - c) Participate and vote/cast ballots through online conferences, electronic voting, or other electronic means;
  - d) Submit ballot/election request to the meeting via mail, fax, or email;
  - e) Submitting ballots/voting documents by other means as stipulated in the company's Articles of Association.
7. Individuals shall be held personally liable for any of the following acts committed in the name of the Company:
  - a) Violation of the law;
  - b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
  - c) Pay off debts that are not yet due in order to mitigate financial risks for the Company.
8. Fulfill other obligations as required by applicable law.

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

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders meets annually once a year and within four (04) months from the end of the financial 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 months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders is determined by where the chairperson attends the meeting and must be within the territory of Vietnam.
2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable venue. The Annual General Meeting of Shareholders decides on matters as prescribed by law and the Company's Articles of Association, particularly approving the audited annual financial statements. If the audited



annual financial statements contain material exceptions, adverse audit opinions, or disclaimers, the Company must invite a representative from the approved auditing firm that audited the Company's financial statements to attend the Annual General Meeting of Shareholders. This representative from the approved auditing firm is obligated to attend the Annual General Meeting of Shareholders.

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 remaining members of the Board of Directors and the Supervisory Board is less than the minimum number of members required by law;
  - c) Upon the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law, the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reasons and purpose of the meeting, and bearing the signatures of all relevant shareholders; or the request must be made in multiple copies and include the signatures of all relevant shareholders.
  - d) As requested by the Supervisory Board;
  - e) Other cases as prescribed by law and these Regulations.
4. Convene an extraordinary general meeting of shareholders.
  - a) The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board is as stipulated in point b, clause 3 of this Article, or upon receiving the request stipulated in points c and d, clause 3 of this Article;
  - b) If the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in point a, clause 4 of this Article, then within the next 30 days, the Supervisory Board shall replace the Board of Directors in convening a General Meeting of Shareholders as prescribed in clause 3, Article 140 of the Enterprise Law ;
  - c) If the Supervisory Board fails to convene a General Meeting of Shareholders as prescribed in point b, clause 4 of this Article, the shareholder or group of shareholders specified in point c, clause 3 of this Article has the right to request the Company's representative to convene a General Meeting of Shareholders in accordance with the Law on Enterprises;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders will be reimbursed by the



Company. This does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

- d) The procedure for organizing a General Meeting of Shareholders is regulated in Clause 5, Article 140 of the Enterprise Law .

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

1. The General Meeting of Shareholders has the following rights and obligations:
  - a) Through the company's development strategy;
  - b) Deciding on the types of shares and the total number of shares of each type authorized for sale; determining the annual dividend rate for each type of share;
  - c) Electing, dismissing, and removing members of the Board of Directors and members of the Supervisory Board;
  - d) Decisions to invest in or sell assets worth 35% or more of the total asset value recorded in the Company's most recent financial statement;
  - e) Decision to amend and supplement the company's charter;
  - f) Through annual financial reports;
  - g) The decision is to repurchase more than 10% of the total shares sold of each class;
  - h) Review and handle violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;
  - i) Decision to reorganize or dissolve the Company;
  - j) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
  - k) Approve the Internal Governance Regulations; the Regulations on the Operation of the Board of Directors and the Supervisory Board;
  - l) Approve the list of approved auditing firms; decide which auditing firms are approved to conduct audits of the Company's operations, and dismiss approved auditors when deemed necessary;
  - m) Other rights and obligations as prescribed by law.
2. The General Shareholders' Meeting discussed and approved the following matters:
  - a) The company's annual business plan;
  - b) The annual financial statements have been audited;
  - c) The Board of Directors' report on the governance and performance of the Board of Directors and each individual member of the Board of Directors;
  - d) Report of the Supervisory Board on the Company's business results, the performance of the Board of Directors, and the Director (General Director);
  - e) Self-assessment report on the performance of the Supervisory Board and its members;



- f) Dividend rates per share for each class;
  - g) Number of members of the Board of Directors and the Supervisory Board;
  - h) Electing, dismissing, and removing members of the Board of Directors and members of the Supervisory Board;
  - i) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
  - j) Approve the list of approved auditing firms; decide which auditing firms are approved to conduct audits of the company's operations when deemed necessary;
  - k) Supplementing and amending the company's charter;
  - l) The types of shares and the number of new shares to be issued for each type of share, and the transfer of shares by founding members within the first three years from the date of establishment;
  - m) Dividing, separating, merging, consolidating, or transforming the Company;
  - n) Reorganize and dissolve (liquidate) the company and appoint a liquidator;
  - o) Decisions to invest in or sell assets whose value represents 35% or more of the total asset value recorded in the Company's most recent financial statement ;
  - p) The decision is to repurchase more than 10% of the total shares sold of each class;
  - q) The company enters into contracts and transactions with entities specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 20 % of the total value of the company's assets as recorded in the most recent financial statement;
  - r) Approve the transactions stipulated in Clause 4, Article 293 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law;
  - s) Approve the internal regulations on corporate governance, the regulations on the operation of the Board of Directors, and the regulations on the operation of the Supervisory Board;
  - t) Other matters as prescribed by law and these Statutes.
3. All resolutions and matters on the agenda must be discussed and voted on at the General Meeting of Shareholders.

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

1. Shareholders, or authorized representatives of shareholders that are organizations, may attend meetings in person or authorize one or more other individuals or organizations to attend, or attend through one of the forms stipulated in Clause 3, Article 144 of the Enterprise Law .
2. The authorization for individuals or organizations to represent shareholders at the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be in writing. The authorization document shall be prepared in accordance with the



provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party.

Authorized representatives attending the General Meeting of Shareholders must submit the authorization document when registering to attend. In case of sub-authorization, the representative must also present the original authorization document from the shareholder or the authorized representative of the shareholder (if not previously registered with the Company).

3. The ballot/voting slip of an authorized representative attending the meeting within the scope of their authorization remains valid in the event of any of the following circumstances, except in the following case:
  - a) The grantor has died, is restricted in their legal capacity, or has lost their legal capacity;
  - b) The principal has revoked the designation of authorization;
  - c) The grantor has revoked the authority of the grantee.

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

#### **Article 17. Change permissions**

1. Changes or cancellations of special rights associated with a class of preferred shares take effect when approved by shareholders representing 65% or more of the total voting rights of all shareholders present at the meeting. A resolution of the General Meeting of Shareholders concerning adverse changes to the rights and obligations of preferred shareholders is only approved if it is endorsed by preferred shareholders of the same class present at the meeting who own 75% or more of the total preferred shares of that class, or by preferred shareholders of the same class who own 75% or more of the total preferred shares of that class in the case of a resolution adopted by written ballot.
2. A meeting of preferred shareholders to approve the aforementioned change of rights is only valid if there are at least two shareholders (or their authorized representatives) holding at least one-third of the par value of the issued shares of that class. If there are not enough representatives as stated above, the meeting will be rescheduled within the next 30 days, and those holding that class of shares (regardless of the number of people or shares) present in person or through authorized representatives will be considered to have met the required number of representatives. At the meetings of preferred shareholders, those present in person



or through their representatives may request a secret ballot. Each share of the same class has equal voting rights at these meetings.

3. The procedure for conducting such separate meetings is carried out in accordance with the provisions of Articles 19, 20 and 21 of these Regulations.
4. Unless otherwise stipulated in the terms of the share issuance, the special rights associated with preferred shares concerning some or all matters relating to the distribution of the Company's profits or assets remain unchanged when the Company issues additional shares of the same class.

**Article 18. Meeting convening, meeting agenda, and notice of invitation to the General Meeting of Shareholders.**

1. The Board of Directors convenes annual and extraordinary general meetings of shareholders. The Board of Directors convenes extraordinary general meetings of shareholders in the cases stipulated in Clause 3, Article 14 of these Charters.
2. The person convening the General Meeting of Shareholders must perform the following tasks:
  - a) Prepare a list of shareholders eligible to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders must be prepared no more than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders. The company must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date;
  - b) Prepare the program and content for the congress;
  - c) Prepare documents for the conference;
  - d) Draft resolution of the General Shareholders' Meeting based on the agenda of the meeting;
  - e) Determine the time and location for holding the congress;
  - f) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
  - g) Other tasks related to the congress.
3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses, and shall also be published on the Company's website and the website of the State Securities Commission and the stock exchange where the Company's shares are listed or registered for trading. The convenor of the General Meeting of Shareholders must send the notice of the meeting to all shareholders on the list of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (calculated from the date the notice is duly sent or transmitted). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on



the Company's website. In cases where documents are not sent with the notice of the General Meeting of Shareholders, the notice of the meeting must clearly state the link to all meeting documents so that shareholders can access them, including:

- a) Meeting agenda, documents to be used in the meeting;
  - b) List and details of candidates in the case of electing members of the Board of Directors and members of the Supervisory Board;
  - c) Voting/election ballot;
  - d) Draft resolutions for each item on the meeting agenda.
4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of these Charters have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be submitted to the Company no later than 3 working days before the opening of the meeting. The proposal must clearly state the shareholder's name, the number of each type of share held by the shareholder, contact address, nationality, Citizen Identification Card number, National Identity Card number, Passport number, or other legally valid personal identification for individual shareholders; the name, enterprise code or establishment decision number, and head office address for organizational shareholders; the number and type of shares held by that shareholder; and the proposed matter to be included in the agenda.
5. The person convening the General Meeting of Shareholders has the right to reject a proposal as stipulated in Clause 4 of this Article if it falls under one of the following cases:
- a) The petition was submitted in violation of the provisions of Clause 4 of this Article;
  - b) At the time of the proposal, the shareholder or group of shareholders did not hold at least 5% of the common shares as stipulated in Clause 2, Article 12 of these Charters;
  - c) The issue raised in this proposal falls outside the scope of authority of the General Meeting of Shareholders.
  - d) Other cases as prescribed by law and these Regulations.
6. The person convening the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 4 of this Article in the proposed agenda and content of the meeting, except as provided 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 holding a General Meeting of Shareholders**

1. A general meeting of shareholders is considered valid when the number of shareholders present represents more than 50% of the total voting rights.
2. If the first meeting fails to meet the quorum requirements as stipulated in Clause 1 of this Article, a notice of the second meeting shall be sent within 30 days from the



date of the first scheduled meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending represents 33% or more of the total voting shares.

3. If the second meeting fails to meet the quorum requirements as stipulated in Clause 2 of this Article, a notice of a third meeting must be sent within 20 days of the scheduled date of the second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes cast by the shareholders present.

#### **Article 20. Procedures for conducting meetings and voting at the General Shareholders' Meeting.**

1. Before the meeting commences, the Company must conduct shareholder registration and continue the registration process until all shareholders entitled to attend the meeting have registered, following this procedure:
  - a) When registering shareholders, the Company issues each shareholder or authorized representative a voting card/voting slip/election ballot, which includes the registration number, the shareholder's full name, the authorized representative's full name, and the number of votes/election ballots for that shareholder. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by vote in favor, against, or abstention. At the meeting, the votes in favor of the resolution are collected first, followed by the votes against the resolution, and finally, the total number of votes in favor or against is counted to make a decision. The results of the vote count are announced by the Chairman immediately before the meeting adjourns. The General Meeting elects those responsible for counting or supervising the vote count as proposed by the Chairman. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting.
  - b) Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has commenced have the right to register immediately and subsequently participate in and vote/elect at the meeting immediately after registration. The chairperson is not obligated to stop the meeting to allow late-arriving shareholders to register, and the validity of any previously voted/elected items remains unchanged.
2. The election of the chairperson, secretary, and vote counting committee is regulated as follows:
  - a) The Chairman of the Board of Directors presides over or authorizes another member of the Board of Directors to preside over the General Meeting of Shareholders convened by the Board of Directors. If the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to preside over the meeting by majority vote. If no one



- can be elected to preside, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect a presiding officer from among those present, with the candidate receiving the highest number of votes becoming the presiding officer.
- b) Except as provided in point a of this clause, the signatory convening the General Meeting of Shareholders shall preside over the meeting so that the General Meeting of Shareholders can elect the chairman of the meeting, and the person with the highest number of votes shall be the chairman of the meeting;
  - c) The chairperson appoints one or more people to act as secretaries for the meeting;
  - d) The general meeting of shareholders elects one or more people to the vote counting committee upon the recommendation of the meeting chairman.
3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically define the time allocated to each item on the agenda.
  4. The chairperson of the meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees.
    - a) Arrangement of seating at the Shareholders' General Meeting venue;
    - b) Ensure the safety of everyone present at the meeting venues;
    - c) To facilitate shareholder attendance (or continued attendance) at the general meeting, the convener of the General Meeting of Shareholders has the full right to modify the aforementioned measures and apply all necessary measures. These measures may include issuing entry passes or using other selection methods.
  5. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by vote in favor, against, or abstention. The results of the vote count are announced by the chairman immediately before the meeting adjourns.
  6. Shareholders or their authorized representatives who arrive after the meeting has commenced are still registered and have the right to participate in voting immediately after registration; in this case, the validity of any previously voted-on items remains unchanged.
  7. The person convening or presiding over the General Meeting of Shareholders has the following rights:
    - a) Require all meeting attendees to undergo security checks or other lawful and reasonable security measures;
    - b) Request the competent authority to maintain order at the meeting; expel those who do not comply with the chairman's authority, intentionally disrupt order,



hinder the normal progress of the meeting, or fail to comply with security checks from the General Shareholders' Meeting.

8. The chairperson has the right to postpone a General Meeting of Shareholders that has reached the maximum number of registered attendees for no more than 3 working days from the scheduled opening date, and may only postpone or change the meeting location in the following cases:
  - a) The meeting venue did not have enough comfortable seating for all attendees.
  - b) The communication facilities at the meeting venue do not guarantee that shareholders attending the meeting can participate, discuss, and vote;
  - c) Some attendees obstructed the meeting, disrupted order, and risked preventing the meeting from being conducted fairly and legally.
9. If the chairperson postpones or suspends the General Meeting of Shareholders in violation of 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 and conduct the meeting until its conclusion; all resolutions passed at that meeting shall be effective and enforceable.
10. In cases where the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders can attend and vote by electronic ballot or other electronic means as prescribed in Article 144 of the Enterprise Law and Clause 3, Article 273 of Government Decree No. 155/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law.

#### **Article 21. Conditions for the adoption of a resolution by the General Meeting of Shareholders.**

1. Resolutions on the following matters shall be adopted if approved by shareholders representing 65% or more of the total voting rights of all shareholders present at the meeting, except as provided in Clauses 3, 4 and 6 of Article 148 of the Enterprise Law:
  - a) Types of shares and the total number of shares of each type;
  - b) Changes in industry, occupation, and business sector;
  - c) Changes to the company's organizational and management structure;
  - d) An investment project or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, unless the Company's Articles of Association stipulate a different percentage or value;
  - e) Reorganize or dissolve the company;
2. Resolutions are adopted when approved by shareholders holding more than 50% of the total voting rights of all shareholders present at the meeting, except as provided in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Enterprise Law .



3. Voting for members of the Board of Directors and the Supervisory Board may be conducted using either proportional voting or cumulative voting. Before the General Meeting of Shareholders or obtaining shareholder opinions in writing to elect members of the Board of Directors and the Supervisory Board, the Board of Directors will decide on the appropriate voting method in accordance with the provisions of this Charter. If cumulative voting is used, the provisions of Clause 3, Article 148 of the Enterprise Law shall apply .
4. Resolutions passed by 100% of the total voting shares at the General Meeting of Shareholders are legal and effective even if the procedures for convening the meeting and passing the resolution violate the provisions of the Enterprise Law and the company's charter.

**Article 22. Authority and procedures for obtaining shareholder opinions in writing to approve resolutions of the General Meeting of Shareholders.**

The authority and procedures for obtaining shareholder opinions in writing to approve resolutions of the General Meeting of Shareholders are carried out according to the following regulations:

1. The Board of Directors has the right to solicit shareholder opinions in writing to pass resolutions of the General Meeting of Shareholders. when deemed necessary for the benefit of the Company, except for matters stipulated in Clause 2, Article 147 of the Enterprise Law.
2. The Board of Directors must prepare ballot papers, draft resolutions for the General Meeting of Shareholders, and explanatory documents for the draft resolutions, and send them to all shareholders with voting rights no later than 10 days before the deadline for returning the ballot papers. The requirements and methods for sending ballot papers and accompanying documents shall be implemented in accordance with Clause 3, Article 18 of these Charters.
3. The survey form must include the following key information:
  - a) Name, registered office address, business registration number;
  - b) Purpose of soliciting feedback;
  - c) The full name, contact address, nationality, and legal document number of an individual shareholder; the name, business registration number or legal document number of an organization, and the head office address of an organization shareholder; or the full name, contact address, nationality, and legal document number of an individual representative of an organization shareholder; the number of shares of each class and the number of voting rights of the shareholder.
  - d) The issue requires consultation before a decision can be made.
  - e) The voting options include "agree," "disagree," and "no opinion" for each issue being considered.
  - f) The deadline for submitting the feedback form to the company has been set.



- g) Full name and signature of the Chairman of the Board of Directors.
- 4. Shareholders may submit their completed opinion ballots to the Company by mail, fax, or email in accordance with the following regulations:
  - a) In the case of mailing, the answered opinion ballot must be signed by the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. Opinion ballots sent to the Company must be enclosed in a sealed envelope, and no one is allowed to open it before the ballots are counted;
  - b) In the case of sending ballots by fax or email, the ballots sent to the Company must be kept confidential until the time of vote counting;
  - c) Opinion ballots submitted to the Company after the deadline specified in the ballot itself, or that have been opened (in the case of mail submissions) or disclosed (in the case of fax or email submissions), are invalid. Unsubmitted ballots will be considered as non-voting ballots.
- 5. The Board of Directors counts the votes and prepares a vote counting report in the presence of the Supervisory Board or shareholders who do not hold management positions in the Company. The vote counting report must include the following key information:
  - a) Name, registered office address, business registration number;
  - b) The purpose and issues requiring consultation before the resolution can be passed;
  - c) The number of shareholders with the total number of votes/elections cast, distinguishing between valid and invalid votes/elections, and the method of submitting the votes/election ballots, along with an appendix listing the shareholders who participated in the voting/election;
  - d) The total number of votes in favor, against, and abstentions on each issue, and the total number of votes cast for each candidate (if any);
  - e) The issue was approved, and the voting percentage was in favor.
  - f) The full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote counting supervisor.

Board members, vote counters, and vote supervisors shall be jointly liable for the integrity and accuracy of the vote count record; and jointly liable for any damages arising from decisions made due to dishonest or inaccurate vote counting.

- 6. The vote count minutes and resolutions must be sent to shareholders within 15 days of the completion of the vote count. Alternatively, sending the vote count minutes and resolutions may be done by posting them on the Company's website within 24 hours of the completion of the vote count.
- 7. The completed survey forms, vote counting records, adopted resolutions, and related documents accompanying the survey forms must all be kept at the Company's head office.



8. A resolution is adopted by written shareholder consultation if it is approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote, and it has the same validity as a resolution adopted at the General Meeting of Shareholders.

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

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 written in Vietnamese, and may also be written in a foreign language, and must include the following main contents:
  - a) Name, registered office address, business registration number;
  - b) Time and location of the Shareholders' General Meeting;
  - c) Meeting agenda and content;
  - d) The names of the chairperson and secretary;
  - e) Summarize the proceedings and statements made at the General Shareholders' Meeting on each item on the agenda;
  - f) The number of shareholders and the total number of voting shares of shareholders attending the meeting, the appendix listing registered shareholders, and the shareholder representatives attending the meeting with their corresponding shareholdings and voting rights;
  - g) The total number of votes cast for each voting issue, specifying the voting method, the total number of valid, invalid, affirmative, and abstention votes; and the corresponding percentage of the total votes cast by shareholders present at the meeting.
  - h) Summarize the total number of votes for each candidate (if applicable) ;
  - i) The issues were approved and the corresponding percentage of votes were cast in favor;
  - j) The full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid only if signed by all other members of the Board of Directors present at the meeting and containing all the information as stipulated in this clause. The meeting minutes shall clearly state the chairperson's or secretary's refusal to sign.
2. The minutes of the General Meeting of Shareholders must be prepared and approved before the meeting concludes. The chairperson and secretary of the meeting, or any other person signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the minutes' contents.
3. Minutes prepared in both Vietnamese and foreign languages have equal legal validity. In case of discrepancies in content between the Vietnamese and foreign-language minutes, the content in the Vietnamese version shall prevail.



4. Resolutions, minutes of the General Meeting of Shareholders, appendices listing registered shareholders with their signatures, proxies for attending the meeting, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation notice must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at the Company's head office.

#### **Article 24. Request to annul the Shareholders' General Meeting Resolution**

Within 90 days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the minutes of the vote count results of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 115 of the Enterprise Law has 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:

1. The sequence and procedures for convening meetings and making decisions of the General Meeting of Shareholders seriously violated the provisions of the Enterprise Law and the company's charter, except as stipulated in Clause 4, Article 21 of this Charter.
2. The resolution's content violates the law or these Statutes.

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

#### **Article 25. Nomination and candidacy for Board of Directors members.**

1. Once candidates for the Board of Directors have been identified, the Company must publish information related to these candidates on its website at least 10 days before the opening of the General Meeting of Shareholders so that shareholders can learn about them before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors that must be published includes:
  - a) Full name, date of birth (day, month, year);
  - b) Professional qualifications;
  - c) Work experience;
  - d) Other managerial positions (including board positions in other companies);
  - e) The benefits relate to the Company and its related parties;
  - f) Other information (if any) as stipulated in the company's charter;
  - g) Public companies are required to disclose information about the companies in which candidates hold positions on the Board of Directors, other management positions, and any related interests in the companies of the candidates for the Board of Directors (if any).



2. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the company's charter. Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares are entitled to nominate one (01) candidate; from 20% to less than 30% are entitled to nominate a maximum of two (02) candidates; from 30% to less than 40% are entitled to nominate a maximum of three (03) candidates; from 40% to less than 50% are entitled to nominate a maximum of four (04) candidates; from 50% to less than 60% are entitled to nominate a maximum of five (05) candidates; from 60% to less than 70% are entitled to nominate a maximum of six (06) candidates; from 70% to 80% are entitled to nominate a maximum of seven (07) candidates; and from 80% to less than 90% are entitled to nominate a maximum of eight (08) candidates .
3. If the number of candidates for the Board of Directors, nominated through both the initial selection and candidacy process, is still insufficient to meet the requirements stipulated in Clause 5, Article 115 of the Enterprise Law , the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the company's charter, internal regulations on corporate governance, and the Board of Directors' operating regulations. The incumbent Board of Directors' nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors as prescribed by law.
4. Members of the Board of Directors must meet the standards and conditions stipulated in Clauses 1 and 2 of Article 155 of the Enterprise Law and the company's charter.

#### **Article 26. Composition and term of office of the Board of Directors members**

1. The Board of Directors has five members.
2. The term of office for a member of the Board of Directors shall not exceed 5 years and they may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 2 consecutive terms. If all members of the Board of Directors complete their terms at the same time, they shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.
3. The structure of the Board of Directors is as follows:

The company's Board of Directors must ensure that at least one-third of its members are non-executive members. The company minimizes the number of Board members holding executive positions within the company to ensure the independence of the Board. The number of independent Board members must be at least one .



4. A member of the Board of Directors loses their status as a member of the Board of Directors if they are dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Enterprise Law .
5. The appointment of Board members must be disclosed in accordance with the legal regulations on information disclosure in the securities market.
6. Members of the Board of Directors do not necessarily have to be shareholders of the Company.

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

1. The Board of Directors is the governing body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those rights and obligations that fall under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are stipulated by law, the company's charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:
  - a) The company's strategic decisions, medium-term development plans, and annual business plans;
  - b) Propose the types of shares and the total number of shares authorized for sale for each type;
  - c) Decisions to sell unsold shares within the permitted number of shares for each class; decisions to raise additional capital through other means;
  - d) Deciding on the selling price of the Company's shares and bonds;
  - e) The decision to repurchase shares is governed by Clauses 1 and 2 of Article 133 of the Enterprise Law ;
  - f) Decisions on investment options and investment projects are made within the authority and limits prescribed by law;
  - g) Deciding on solutions for market development, marketing, and technology;
  - h) Through purchase, sale, loan, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, and contracts and transactions falling under the authority of the General Meeting of Shareholders as stipulated in point d, clause 2, Article 138, clauses 1 and 3, Article 167 of the Enterprise Law ;
  - i) Electing, dismissing, and removing the Chairman of the Board of Directors; appointing, dismissing, signing contracts with, and terminating contracts with the Director (General Director) and other key managers of the company ( from deputy department head level upwards) ; deciding on the salaries, remuneration, bonuses, and other benefits of those managers; appointing authorized representatives to participate in the Board of Members or General Meeting of Shareholders in other companies, and deciding on the remuneration and other benefits of those representatives;



- j) Supervise and direct the Director (General Director) and other managers in the daily operation of the Company's business;
  - k) Deciding on the organizational structure and internal management regulations of the Company, deciding on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;
  - l) Reviewing the agenda and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or soliciting opinions for the General Meeting of Shareholders to pass resolutions;
  - m) The audited annual financial statements are presented to the General Meeting of Shareholders;
  - n) Proposing the dividend rate to be paid; deciding on the timeframe and procedures for paying dividends or handling losses incurred during business operations;
  - o) Proposing the reorganization or dissolution of the Company; requesting the Company's bankruptcy;
  - p) Decisions to issue the Board of Directors' operating regulations and internal regulations on corporate governance after approval by the General Meeting of Shareholders; decisions to issue the operating regulations of the Audit Committee under the Board of Directors and regulations on company information disclosure;
  - q) s) Other rights and obligations as prescribed by the Enterprise Law, the Securities Law, other legal regulations, and the company's charter.
3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' operations as stipulated in Article 280 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities.

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

- 1. The company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.
- 2. Board members are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days required to complete the tasks of the Board member and the daily rate. The Board of Directors determines the remuneration for each member by mutual agreement. The total remuneration and bonuses for the Board of Directors are decided by the General Meeting of Shareholders at its annual meeting.
- 3. The remuneration of each member of the Board of Directors is included in the Company's business expenses in accordance with the law on corporate income tax,



is shown as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Board members holding executive positions, or board members working in subcommittees of the Board, or performing duties outside the normal scope of a board member's duties, may receive additional compensation in the form of a lump-sum payment, salary, commission, percentage of profits, or other forms as determined by the Board.
5. Board members are entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred in performing their duties as board members, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.
6. Board members may be insured by the Company for liability insurance after approval by the General Meeting of Shareholders. This insurance does not cover the liability of Board members related to violations of the law and the Company's Articles of Association.

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

1. The Chairman of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among its members.
2. The Chairman of the Board of Directors cannot also hold the position of Director (General Director).
3. The Chairman of the Board of Directors has the following rights and responsibilities:
  - a) Develop the program and activity plan for the Board of Directors;
  - b) Prepare the agenda, content, and documents for the meeting; convene, chair, and preside over the Board of Directors meeting;
  - c) Organize the adoption of resolutions and decisions by the Board of Directors;
  - d) Monitoring the implementation process of resolutions and decisions of the Board of Directors;
  - e) Chairman of the Shareholders' General Meeting;
  - f) Other rights and obligations as stipulated in the Enterprise Law and the company's charter.
4. In the event that the Chairman of the Board of Directors submits a resignation or is dismissed or removed from office, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation or dismissal/removal notice.
5. In the absence of the Chairman of the Board of Directors or inability to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors. If there is no authorized person, or if the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative sanctions at



a compulsory rehabilitation center or compulsory education facility, has absconded from his/her residence, is incapacitated or lacks civil capacity, has difficulties in understanding or controlling his/her behavior, or is prohibited by the Court from holding office, practicing a profession, or engaging in a specific job, then the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors by a majority vote until a new decision is made by the Board of Directors.

### **Article 30. Board of Directors meeting**

1. The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors within 7 working days from the date of the conclusion of the election of that Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that more than one member has the highest number of votes or the same percentage of votes, the members shall vote by majority to select one of them to convene the meeting of the Board of Directors.
2. The board of directors must meet at least once every quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors convenes a meeting of the Board of Directors in the following cases:
  - a) A proposal may be made by the Supervisory Board or an independent member of the Board of Directors;
  - b) Based on a proposal from the Director (General Director) or at least 05 other managers;
  - c) There must be a proposal from at least two members of the Board of Directors;
  - d) Other cases are as stipulated in the company's Articles of Association.
4. The proposals stipulated in Clause 3 of this Article must be in writing, clearly stating the purpose, the issues to be discussed, and the decisions falling within the authority of the Board of Directors.
5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 7 working days from the date of receiving the request as stipulated in Clause 3 of this Article. If the Chairman of the Board of Directors fails to convene a meeting as requested, he/she shall be liable for any damages incurred by the Company; the person making the request has the right to replace the Chairman of the Board of Directors in convening the meeting.
6. The Chairman of the Board of Directors or the person convening the Board meeting must send a notice of meeting at least 3 working days before the meeting date. The notice of meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of meeting must be accompanied by the documents to be used at the meeting and the voting ballots of the members.



Notices inviting members to the Board of Directors meeting may be sent by invitation, telephone, fax, electronic means, or other methods as stipulated in the company's charter, and must be ensured to reach the contact address of each member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the person convening the meeting sends the notice of meeting and accompanying documents to the members of the Supervisory Board in the same way 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 participate in discussions but do not have the right to vote.

8. A Board of Directors meeting shall be held when at least three-quarters of the total number of members are present. If the meeting convened in accordance with this clause does not have the required number of members present, a second meeting shall be convened within seven days of the first scheduled meeting date. In this case, the meeting shall be held if more than half of the Board of Directors members are present.
9. A member of the Board of Directors is deemed to have attended and voted at the meeting in the following circumstances:
  - a) Attend and vote in person at the meeting;
  - b) Authorize another person to attend the meeting and vote as stipulated in Clause 11 of this Article;
  - c) Participate and vote via online conference, electronic voting, or other electronic means;
  - d) Submit ballot to the meeting via mail, fax, or email;
  - e) Submit ballot by other means as prescribed in the company's Articles of Association.
10. If ballots are sent to the meeting by mail, they must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one hour before the meeting begins. Ballots may only be opened in the presence of all attendees.
11. Members must attend all Board of Directors meetings. Members may authorize another person to attend meetings and vote on their behalf if approved by a majority of the Board of Directors members.
12. Resolutions and decisions of the Board of Directors are adopted if approved by a majority of the members present; in case of a tie, the final decision rests with the side whose opinion is supported by the Chairman of the Board of Directors.

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

1. The Board of Directors may establish subcommittees to oversee development policy, human resources, compensation, internal audit, and risk management. The



number of members in a subcommittee is determined by the Board of Directors and must be at least three, including both Board members and external members. Independent Board members/non-executive Board members should constitute a majority in the subcommittee, and one of these members may be appointed as the Subcommittee Chairman by decision of the Board of Directors. The subcommittee's activities must comply with the regulations of the Board of Directors. Resolutions of the subcommittee are only valid when a majority of members attend and vote in favor of the subcommittee meeting.

2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, must comply with applicable laws and regulations and the provisions of the company's charter and internal regulations on corporate governance.

#### **Article 32. The person in charge of corporate governance.**

1. The company's board of directors must appoint at least one person in charge of corporate governance to support corporate governance within the enterprise. The person in charge of corporate governance may also serve as the company secretary, as stipulated in Clause 5, Article 156 of the Enterprise Law.
2. The person in charge of corporate governance may not simultaneously work for the approved auditing firm that is auditing the Company's financial statements.
3. The person in charge of corporate governance has the following rights and responsibilities:
  - a) Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on related matters between the Company and shareholders;
  - b) Prepare for meetings of the Board of Directors, Supervisory Board, and General Shareholders' Meeting as requested by the Board of Directors or the Supervisory Board;
  - c) Providing advice on meeting procedures;
  - d) Attend meetings;
  - e) Providing advice on the procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;
  - f) Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and members of the Supervisory Board;
  - g) Monitor and report to the Board of Directors on the Company's information disclosure activities;
  - h) To serve as the point of contact with relevant stakeholders;
  - i) Information security will be maintained in accordance with legal regulations and the company's charter.
  - j) Other rights and obligations as stipulated by law and the company's charter.



## **VIII. DIRECTOR (GENERAL DIRECTOR) AND OTHER EXECUTIVES**

### **Article 33. Organizational structure**

The Company's management system must ensure that the management team 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 has a Director (General Director), Deputy Directors (Deputy General Directors), Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be approved by resolution or decision of the Board of Directors.

### **Article 34. Company Executive**

1. The company's management team includes the Director (General Director), Deputy Director (Deputy General Director), and Chief Accountant.
2. Upon the recommendation of the Director (General Director) and with the approval of the Board of Directors, the Company may recruit other executives in a number and according to standards consistent with the Company's structure and management regulations as stipulated by the Board of Directors. These executives are responsible for supporting the Company in achieving its operational and organizational objectives.
3. The Director (General Director) receives a salary and bonuses. The salary and bonuses of the Director (General Director) are determined by the Board of Directors.
4. Executive salaries are included in the Company's business expenses in accordance with corporate income tax regulations, are presented as a separate item in the Company's annual financial statements, and must be reported to the General Shareholders' Meeting at the annual meeting.

### **Article 35. Appointment, dismissal, duties, and powers of the Director (General Director)**

1. The Board of Directors appoints one member of the Board of Directors or hires another person to serve as the Director (General Director).
2. The Director (General Director) is responsible for managing the company's day-to-day business operations; is supervised by the Board of Directors; and is accountable to the Board of Directors and to the law for the exercise of assigned rights and obligations.
3. The term of office for the Director (General Director) shall not exceed 5 years and may be reappointed for an unlimited number of terms. The Director (General Director) must meet the standards and conditions stipulated by law and the company's charter.
4. The Director (General Director) has the following rights and responsibilities:

- a) To make decisions on matters related to the Company's day-to-day business operations that do not fall within the authority of the Board of Directors;
  - b) To implement the resolutions and decisions of the Board of Directors;
  - c) To organize and implement the company's business plan and investment strategy;
  - d) Proposing a plan for the company's organizational structure and internal management regulations;
  - e) Appointing, dismissing, and removing management positions within the Company, except for those positions under the authority of the Board of Directors;
  - f) Decisions regarding salaries and other benefits for employees in the Company, including managers, fall under the appointment authority of the Director (General Director);
  - g) Recruitment of workers;
  - h) Proposing a plan for paying dividends or handling business losses;
  - i) Other rights and obligations as prescribed by law, the company's charter, and resolutions and decisions of the Board of Directors.
5. The Board of Directors may dismiss the Director (General Director) when a majority of the Board members with voting rights present at the meeting approve and appoint a new Director (General Director) to replace him/her.

## **IX. SUPERVISORY BOARD**

### **Article 36. Nomination and candidacy for members of the Supervisory Board (Supervisors)**

- 1. The nomination and election of members of the Supervisory Board shall be carried out in accordance with the provisions of Clauses 1 and 2 of Article 25 of these Charters.
- 2. If the number of candidates for the Supervisory Board nominated through election and self-nomination is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the company's charter, internal regulations on corporate governance, and the Supervisory Board's operating regulations. The incumbent Supervisory Board's nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board, as required by law.

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

- 1. The Company's Supervisory Board consists of 3 members. The term of office for a Supervisory Board member is no more than 5 years, and they may be re-elected for an unlimited number of terms.



2. Members of the Supervisory Board must meet the standards and conditions stipulated in Article 169 of the Enterprise Law and must not fall under the following categories:
  - a) Working in the accounting and finance department of the company;
  - b) Being a member or employee of an independent auditing firm that audited the company's financial statements for the three consecutive years prior to the audit.
3. Members of the Supervisory Board shall be dismissed in the following cases:
  - a) No longer meets the qualifications and conditions to be a member of the Supervisory Board as stipulated in Clause 2 of this Article;
  - b) A resignation letter was submitted and accepted;
  - c) Other cases as stipulated in these Regulations.
4. Members of the Supervisory Board may be dismissed in the following cases:
  - a) Failure to complete assigned tasks or duties;
  - b) Failure to exercise one's rights and fulfill one's obligations for six consecutive months, except in cases of force majeure;
  - c) Repeated and serious violations of the duties of a member of the Supervisory Board as stipulated in the Enterprise Law and the company's charter;
  - d) Other cases as decided by the General Meeting of Shareholders.

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

1. The Head of the Supervisory Board is elected by the Supervisory Board from among its members; the election, dismissal, and removal are based on a majority vote. More than half of the members of the Supervisory Board must be residents of Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the company's business operations.
2. Rights and responsibilities of the Head of the Supervisory Board:
  - a) Convene a meeting of the Supervisory Board;
  - b) Request the Board of Directors, the Director (General Director), and other executives to provide relevant information for reporting to the Supervisory Board;
  - c) Prepare and sign the Supervisory Board's report 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 has the rights and obligations as stipulated in Article 170 of the Enterprise Law and the following rights and obligations:

1. Propose and recommend that the General Meeting of Shareholders approve the list of auditing firms approved to audit the Company's financial statements; decide on the auditing firm approved to conduct the Company's operational inspection, and dismiss approved auditors when deemed necessary.



2. Accountable to shareholders for their supervisory activities.
3. Monitoring the company's financial situation and ensuring compliance with the law in the operations of Board members, Directors (General Directors), and other managers.
4. Ensure coordinated operations with the Board of Directors, the Director (General Directors), and shareholders.
5. In the event of discovering any violations of the law or the company's charter by a member of the Board of Directors, the Director (General Director), or other executives of the enterprise, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the person committing the violation to cease the violation and take measures to remedy the consequences.
6. Develop the operating regulations for the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
7. Reporting to the General Meeting of Shareholders as stipulated in Article 290 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law.
8. They have the right to access the company's records and documents kept at the head office, branches, and other locations; and the right to visit the workplaces of the company's managers and employees during working hours.
9. They have the right to request the Board of Directors, members of the Board of Directors, the Director (General Director), and other managers to provide complete, accurate, and timely information and documents regarding the management, operation, and business activities of the Company.
10. Other rights and obligations as prescribed by law and These are the regulations.

#### **Article 40. Supervisory Board Meeting**

1. The Supervisory Board must meet at least twice a year, with at least two-thirds of its members in attendance. Minutes of the Supervisory Board meetings must be detailed and clear. The person recording the minutes and all attending Supervisory Board members must sign the meeting minutes. Meeting minutes of the Supervisory Board must be retained to determine the responsibilities of each member.
2. The Supervisory Board has the right to request members of the Board of Directors, the Director (General Director), and representatives of approved auditing firms to attend and answer questions requiring clarification.

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

Salaries , remuneration, bonuses, and other benefits for members of the Supervisory Board shall be implemented in accordance with the following regulations:



1. Members of the Supervisory Board are paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides on 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 for meals, accommodation, travel, and the use of independent consulting services. The total amount of these remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.
3. Salaries and operating expenses of the Supervisory Board are included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws, and must be presented as a separate item in the Company's annual financial statements.

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

Members of the Board of Directors, members of the Supervisory Board, Directors (General Directors), and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, in good faith and with due diligence for the benefit of the Company.

#### **Article 42. The responsibility to be honest and avoid conflicts of interest.**

1. Members of the Board of Directors, members of the Supervisory Board, Directors (General Directors), and other managers must disclose their 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 (General Directors), other managers, and their related parties may only use information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Directors, members of the Supervisory Board, the Director (General Director), and other managers are obligated to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries, and other companies in which the public company holds a controlling stake of 50% or more of the charter capital, and those entities themselves or their related parties, as stipulated by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information regarding these resolutions in accordance with the securities law on information disclosure.
4. Board members are not permitted to vote on transactions that benefit that member or their related parties, as stipulated by the Enterprise Law and the company's charter.



5. Members of the Board of Directors, members of the Supervisory Board, Directors (General Directors), other managers, and related parties of these entities are prohibited from using or disclosing insider information to others for the purpose of conducting related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, Directors (General Directors), other executives, and individuals or organizations related to these entities shall not be invalidated in the following cases:
  - a) For transactions with a value less than or equal to 35 % of the total asset value recorded in the most recent financial statement, the significant contents of the contract or transaction, as well as the relationships and interests of the Board of Directors members, Supervisory Board members, Directors (General 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 vested interest;
  - b) For transactions exceeding 35 % or transactions resulting in a transaction value arising within 12 months from the date of the first transaction of 35 % or more of the total asset value recorded in the most recent financial statement, the significant details of the transaction, as well as the relationship and interests of the Board of Directors, Supervisory Board members, Director (General Director), and other executives, have been disclosed to shareholders and approved by the General Meeting of Shareholders through a vote of shareholders without an vested interest.

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

1. Members of the Board of Directors, members of the Supervisory Board, Directors (General Directors), and other executives who violate their duties and responsibilities of honesty and care, or fail to fulfill their obligations, shall be held liable for any damages caused by their misconduct.
2. The Company shall compensate individuals who have been, are, or may become involved in claims, lawsuits, or prosecutions (including civil, administrative, and non-civil cases initiated by the Company) if such individuals have been or are members of the Board of Directors, members of the Supervisory Board, Directors (General Directors), other executives, employees, or authorized representatives of the Company who have performed or are performing duties under the Company's authorization, acting honestly and diligently in the Company's best interests in compliance with the law, and there is no evidence to confirm that such individuals have violated their responsibilities.
3. Compensation costs include judgment fees, fines, and actual payments (including attorney fees) incurred in resolving these cases within the legal framework. The



company may purchase insurance for these individuals to avoid such compensation liabilities.

## **XI. RIGHT TO EXAMINE COMPANY RECORDS AND ACCOUNTING**

### **Article 44. Right to access books and records**

1. Ordinary shareholders have the right to access the books and records, specifically as follows:
  - a) Ordinary shareholders have the right to review, search, and extract information about their name and contact address in the list of shareholders with voting rights; request correction of inaccurate information about themselves; review, search, extract, or copy the company's charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
  - b) Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the right to review, examine, and extract minutes and resolutions of the Board of Directors, interim and annual financial statements, reports of the Supervisory Board, contracts, transactions requiring approval from the Board of Directors, and other documents, except for documents 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 a search of books and records, they must include a power of attorney from the shareholder or group of shareholders they represent, or a notarized copy of such power of attorney.
3. Members of the Board of Directors, members of the Supervisory Board, Directors (General Directors), and other executives have the right to access the Company's shareholder register, shareholder list, books, and other records for purposes related to their positions, provided that such information is kept confidential.
4. The company must keep these Articles of Association and any amendments to them, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and other documents as prescribed by law at its head office or another location provided that the shareholders and the Business Registration Authority are notified of the location where these documents are stored.
5. The company's articles of incorporation must be published on the company's website.



## **XII. WORKERS AND UNIONS**

### **Article 45. Workers and trade unions**

1. The Director (General Director) must develop a plan for the Board of Directors to approve matters related to recruitment, employee termination, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and business executives.
2. The Director (General Director) shall plan for the Board of Directors to approve matters relating to the Company's relationship with trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and applicable laws.

## **XIII. PROFIT DISTRIBUTION**

### **Article 46. 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 does not pay interest on dividend payments or payments related to a particular stock.
3. The Board of Directors may propose to the General Meeting of Shareholders the approval of the payment of all or part of the dividend in shares, and the Board of Directors is the body responsible for implementing this decision.
4. In the event that dividends or other payments related to a stock are paid in cash, the Company must make the payment in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by the shareholder. If the Company has transferred the funds according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not liable for the amount transferred to that shareholder. Dividend payments for listed/registered shares on the stock exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.
5. Based on the Enterprise Law and the Securities Law, the Board of Directors passes a resolution or decision to determine a specific date for closing the shareholder list. Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends in cash or shares, and to receive notices or other documents.
6. Other matters related to profit distribution are handled in accordance with the law.



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

##### **Article 47. Bank account**

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

##### **Article 48. Fiscal year**

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

##### **Article 49. Accounting system**

1. The accounting system used by the Company is either the standard corporate accounting system or a specific accounting system issued and approved by the competent authority.
2. The company maintains accounting records in Vietnamese and keeps accounting records in accordance with accounting laws and related legislation. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the company's transactions.
3. The company uses the Vietnamese Dong as its accounting currency. If the company's economic transactions are primarily conducted in a foreign currency, it may choose that foreign currency as its accounting currency, is legally responsible for that choice, and must notify the relevant tax authority.

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

##### **Article 50. Annual, semi-annual, and quarterly financial reports**

1. The company must prepare annual financial statements, and these statements must be audited in accordance with the law. The company must publish the audited annual financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.
2. Annual financial statements must include all reports, appendices, and explanatory notes as required by law on corporate accounting. Annual financial statements must truthfully and objectively reflect the company's operational situation.



3. The company must prepare and publish audited semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.

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

The company must prepare and publish an Annual Report in accordance with the laws and regulations on securities and the securities market.

### **XVI. COMPANY AUDIT**

#### **Article 52. Auditing**

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 the selection of one of these firms to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed upon with the Board of Directors.
2. The audit report is attached to the Company's annual financial statements.
3. Independent auditors conducting the audit of the Company's financial statements are entitled to attend Shareholders' General Meetings, receive notices and other information related to the Shareholders' General Meetings, and express their opinions at the meeting on matters related to the audit of the Company's financial statements.

### **XVII. THE SEAL OF THE ENTERPRISE**

#### **Article 53. Enterprise Seal**

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

### **XVIII. DISSOLVE THE COMPANY**

#### **Article 54. Dissolve the company.**

1. A company may be dissolved in the following circumstances:
  - a) The company's operating period, as stated in its charter, has expired without a decision to extend it.
  - b) According to resolutions and decisions of the General Meeting of Shareholders;
  - c) The business registration certificate is revoked, except where the Law on Tax Administration provides otherwise;



- d) Other cases as prescribed by law.
2. The premature dissolution of the Company (including any extended term) is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if required) as prescribed by law.

#### **Article 55. Extend the operation**

1. The Board of Directors shall convene a General Meeting of Shareholders at least 7 months before the end of the operating term so that shareholders can vote on extending the Company's operating term as proposed by the Board of Directors.
2. The operating period will be extended if the number of shareholders representing 65% or more of the total voting rights of all shareholders present at the General Meeting of Shareholders approves it.

### **XIX. RESOLVING INTERNAL DISPUTES**

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

1. At least six months before the end of the Company's operating term or after the decision to dissolve the Company is made, 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 own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to liquidation shall be prioritized for payment by the Company before other debts of the Company.
2. The Liquidation Committee is responsible for reporting the date of establishment and the date of commencement of operations to the Business Registration Authority. From that point onwards, the Liquidation Committee acts on behalf of the Company in all matters related to the Company's liquidation before the Courts and administrative agencies.
3. The proceeds from the liquidation will be paid out in the following order:
  - a) Liquidation costs;
  - b) Wage arrears, severance pay, social insurance, and other employee benefits as stipulated in collective bargaining agreements and signed employment contracts;
  - c) Tax debt;
  - d) Other liabilities of the Company;
  - e) The remaining amount after all debts from items (a) to (d) above have been paid is distributed to the shareholders. Preferred shares are given priority in payment.



## **Article 57. Internal dispute resolution**

1. In the event of disputes or claims arising from the Company's operations, the rights and obligations of shareholders shall be governed by the Enterprise Law, the Company Charter, other legal regulations, or agreements between:
  - a) Shareholders and the Company;
  - b) Shareholders, along with the Board of Directors, Supervisory Board, Director (General Director), or other executives;
2. The parties concerned shall attempt to resolve the dispute through negotiation and conciliation. Except in cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and request each party to present information relating to the dispute within fifteen (15) working days from the date the dispute arises. In cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, either party may request the Supervisory Board to appoint an independent expert to mediate the dispute resolution process.
3. If a settlement is not reached within six weeks of the start of the mediation process, or if the mediator's decision is not accepted by the parties, either party may bring the dispute to arbitration or court.
4. Each party shall bear its own costs related to the negotiation and mediation process. Payment of court costs shall be made according to the court's judgment.

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

### **Article 58. Company charter**

1. Amendments and additions to these Charters must be considered and decided upon by the General Meeting of Shareholders.
2. In cases where the law provides provisions relating to the Company's operations that are not mentioned in these Charters, or where new legal provisions differ from the provisions in these Charters, those provisions shall apply to govern the Company's operations.

## **XXI. EFFECTIVE DATE**

### **Article 59. Effective date**

1. This Charter, comprising 21 sections and 59 articles, was unanimously approved by the General Meeting of Shareholders of Nuoc Trong Hydropower Joint Stock Company on April 24, 2021, at the 2021 Annual General Meeting of Shareholders, and the full text of this Charter was accepted for effect; amended according to Resolution No. 11/2026/NQ-ĐHĐCĐ of the Annual General Meeting of Shareholders 2026 dated April 23, 2026.



2. The charter is drawn up in four copies, all of which are equally valid and must be kept at the company's head office.
3. These bylaws are the sole and official document of the Company.
4. Copies or extracts of the company's charter are valid only when signed by the Chairman of the Board of Directors or at least half of the total number of members of the Board of Directors.

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



**NGUYỄN VĂN CAO**