

**SOUTHERN WATERBORNE  
TRANSPORT CORPORATION**

No.: 21/SWC/CV-HDQT

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

*Ho Chi Minh City, April 23, 2026*

**EXTRAORDINARY INFORMATION DISCLOSURE**

**To: State Securities Commission of Vietnam/  
Vietnam Exchange/  
Hanoi Stock Exchange**

1. Name of organization: South Waterborne Transport Corporation
  - Stock code: SWC
  - Address: 298 Huynh Tan Phat, Tan Thuan Ward, HCM City
  - Tel.: 028.38729 748 Fax: 028.38726 386
  - Email: [camry.tu@sotransgroup.vn](mailto:camry.tu@sotransgroup.vn)
2. Contents of disclosure:  
Southern Waterborne Transport Corporation respectfully announces the issuance of the Company's Charter on Organization and Operation.
3. This information was published on the company's website on 23/04/2026 as in the link  
<https://sowatco.com.vn/category/co-dong/thong-tin-co-dong/>

We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.

***Attached documents:***

- As above;
- Save Document, BOD.

**SOUTHERN WATERBORNE  
TRANSPORT CORPORATION  
LEGAL REPRESENTATIVE  
General Director**

  
**DANG VU THANH**

**DECISION**

***Re: Issuance of the Charter on Organization and Operation of  
Southern Waterborne Transport Corporation***

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on 27 June 2020, and its guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly on 26 November 2019, and its guiding documents;
- Pursuant to the Resolution of the General Meeting of Shareholders No. 01/SWC/NQ-DHDCD dated 22 April 2026;

**DECISION**

**Article 1:** The Charter on Organization and Operation of Southern Waterborne Transport Corporation is hereby promulgated together with this Decision.

**Article 2:** This Decision shall take effect from 22 April 2026 and shall replace the Charter on Organization and Operation of Southern Waterborne Transport Corporation previously approved under the Resolution of the General Meeting of Shareholders No. 01/SWC/NQ-DHDCD dated 19 June 2023.

**Article 3:** The members of the Board of Directors, the Supervisory Board, the Board of Management, and all relevant departments/units and individuals shall be responsible for the implementation of this Decision.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**

**Recipients:**

- As Article 3;
- Archived: BOD office.



**DANG DOAN KIEN**

**SOUTHERN WATERBORNE TRANSPORT CORPORATION**



**CHARTER  
ON ORGANIZATION AND OPERATIONS OF  
  
SOUTHERN WATERBORNE  
TRANSPORT CORPORATION**

*Ho Chi Minh City, April 22, 2026*

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## PROLOGUE

This Charter was approved according to the Decision of the General Meeting of Shareholders of Southern Waterborne Transport Corporation at the General Meeting held on April 22, 2026.

## CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER

### Article 1. Explanation of terms

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

- a. "**Charter capital**" means the total par value of shares sold or registered for purchase when establishing the enterprise and specified in Article 6 of this Charter;
- b. "**Law on Enterprises**" means the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, amended and supplemented in 2022, 2025 and consolidated in Consolidated Document No. 67/VBHN-VPQH dated August 15, 2025 by the Office of the National Assembly;
- c. "**Law on Securities**" means the Law on Securities No. 54/2019/QH14 dated November 26, 2019, amended and supplemented in 2024 and consolidated in Consolidated Document No. 24/VBHN-VPQH dated February 26, 2025 by the Office of the National Assembly;
- d. "**Date of establishment**" means the date on which the Company is issued the Certificate of Business Registration (Business Registration Certificate and equivalent documents) for the first time;
- e. "**Key Manager**" means the General Director/Chief Executive Officer or other equivalent position, Deputy General Director or other equivalent, Chief Accountant/Chief Financial Officer or other equivalent, and management titles appointed by the Board of Management;
- f. "**Related person**" means an individual or organization specified in Clause 23, Article 4 of the Law on Enterprises, Clause 46, Article 4 of the Law on Securities;
- g. "**Operation term**" means the operation time of the Company specified in Article 2 of this Charter approved by the General Meeting of Shareholders of the Company by resolution;
- h. "**Company**" means Southern Waterborne Transport Corporation;
- i. "**Parent company**" and "**subsidiary**" are companies according to the model specified in Article 195 of the Law on Enterprises. In this Charter, depending on the context and actual application, the Company will be construed as "parent company" or "subsidiary";
- j. "**Vietnam**" means the Socialist Republic of Vietnam.
- k. "**Related Party Transaction**" means any transaction which is considered as a related party transaction under the Law on Enterprises, the Law on Securities or Vietnam Accounting Standards.
- l. "**Beneficial owner of the enterprise**" means an individual specified in Clause 35, Article 4 of the Law on Enterprises. The company collects, updates and stores

- information about the beneficial owners of the enterprise in accordance with the law (if any) and provides it to the competent State agency when requested;
2. In these Charter, references to one or several other regulations or documents include amendments or substitute documents.
  3. The headings (Chapters and Articles of this Charter) are used to facilitate the understanding of the content and do not affect the content of this Charter.
  4. Words or terms that have been defined in the Law on Enterprises, the Law on Securities and other relevant legal documents (if not in conflict with the subject or context) have the same meanings in this Charter.

## **CHAPTER II.**

### **NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY**

#### **Article 2. Name, form, head office, branch, representative office and term of operation of the Company**

1. Company Name
  - Company name written in Vietnamese : **TỔNG CÔNG TY CỔ PHẦN ĐƯỜNG SÔNG MIỀN NAM**
  - Company name written in English : **SOUTHERN WATERBORNE TRANSPORT CORPORATION**
  - Abbreviated Company Name : **SOWATCO**
  - Icon:



2. Southern Waterborne Transport Corporation is a Joint Stock Company with legal status in accordance with the current laws of Vietnam.
3. The registered office of the Company are:
  - Address : 298 Huynh Tan Phat, Tan Thuan Ward, Ho Chi Minh City, Vietnam.
  - Phone : (84.28) 3872 9748 - 3872 6389
  - Fax : (84.28) 3872 6386
  - E-mail : [info@sowatco.com.vn](mailto:info@sowatco.com.vn)
  - Website : [www.sowatco.com.vn](http://www.sowatco.com.vn)
4. The Company may establish branches and representative offices in other business areas to implement the Company's operational objectives in accordance with the resolutions of the Board of Management and to the extent permitted by law.
5. Unless terminated in accordance with Clause 2, Article 52 of this Charter, the term of operation of the Company starts from the Date of establishment and is indefinite.

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

1. The Company has 01 (one) legal representative. The Chairman of the Board of Management or the General Director is the legal representative of the Company.

2. The legal representative of the Company is an individual who represents the Company in exercising the rights and obligations arising from the Company's transactions, representing the Company as a plaintiff, defendant, person with related interests and obligations before the Arbitration or the Court.
3. The legal representative of the Company must reside in Vietnam; in case of exiting abroad, they must authorize in writing another person to perform the rights and duties of the company's legal representative. In this case, the legal representative shall still be responsible for the exercise of the authorized rights and obligations.
4. Upon the expiration of the authorization period, the legal representative of the Company has not returned to Vietnam and there is no other authorization, the authorized person shall continue to exercise the rights and obligations of the legal representative of the Company within the scope of authorization until the legal representative of the Company returns to work at the Company or until the Board of Management decides to appoint another person as the Company's legal representative.
5. In case the legal representative of the Company is absent from Vietnam for more than 30 days without authorizing another person to perform the rights and duties of the legal representative of the Company or dies, goes missing, is temporarily detained, sentenced to imprisonment, restricted or loses his/her civil act capacity, the Board of Management shall appoint another person to act as the representative according to the laws of the Company.
6. The legal representative of the Company shall exercise the assigned rights and obligations in an honest, prudent and best manner in order to ensure the legitimate interests of the Company.
7. The legal representative of the Company is loyal to the interests of the Company; not to use the Company's information, know-how and business opportunities, not to abuse the Company's position, position and assets for self-interest and to serve the interests of other organizations and individuals.
8. The Company's legal representative shall promptly, fully and accurately notify the Company of the fact that such legal representative and their related persons own or have dominant shares or capital contributions in other enterprises.
9. The legal representative of the Company shall be personally responsible in accordance with the provisions of law for damage to the Company due to the breach of responsibilities specified in this Article.

### **CHAPTER III.**

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

##### **Article 4. Operational objectives and main business lines of the Company**

###### **1. Main business lines of the Company**

| <b>STT</b> | <b>Industry Name</b>   | <b>Industry Code</b> |
|------------|--|----------------------|
| 1          | Warehousing and Goods Storage<br>Details: Warehousing operations (including ICD yard operations and inland ports)                      | <b>5210(Major)</b>   |
| 2          | Shipbuilding and Floating Structures<br>Details: Shipbuilding; manufacturing and installation of navigational buoys and mooring buoys. | 3011                 |



|    |   |      |
|----|---|------|
|    | (excluding services for the establishment, operation, maintenance, and repair of maritime navigation aids, water areas, water zones, public shipping lanes, and maritime routes; survey services for water areas, water zones, public shipping lanes, and maritime routes for the purpose of issuing Maritime Notices; survey, construction, and publication of nautical charts for water areas, seaports, maritime channels, and maritime routes; construction and publication of maritime safety documents and publications. Services regulating and ensuring maritime safety in water areas, water zones, and public maritime channels; electronic maritime information services)  |      |
| 3  | Boat and Recreational Craft Construction<br>Details: Boat and Vessel Construction   | 3012 |
| 4  | Repair and maintenance of transport vehicles (excluding cars, motorcycles, mopeds, and other motorized vehicles)<br>Details: Repair of ships and boats.   | 3315 |
| 5  | Road Freight Transport<br>Details: Container transport, oversized and overweight cargo.   | 4933 |
| 6  | Coastal and Ocean Freight Transport<br>Details: Freight Transport by Sea  | 5012 |
| 7  | Inland Waterway Freight Transport   | 5022 |
| 8  | Direct support services for water transport<br>Details: Water transport support services, ship pilotage, ship repair at ports, and ship cleaning.<br>(excluding services related to the establishment, operation, maintenance, and repair of maritime signaling systems, water areas, water zones, public shipping lanes, and maritime routes; survey services for water areas, water zones, public shipping lanes, and maritime routes for the purpose of issuing Maritime Notices; survey, construction, and publication of nautical charts for water areas, seaports, maritime channels, and maritime routes; construction and publication of maritime safety documents and publications; services regulating and ensuring maritime safety in water areas, water zones, and public maritime channels; electronic maritime information services; maritime pilotage services)                  | 5222 |
| 9  | Cargo Handling<br>Details: Handling of luggage, road and waterway cargo   | 5224 |
| 10 | Direct support services for road transport  | 5225 |
| 11 | Other support services related to transportation<br>Details: International multimodal transport and domestic multimodal transport.<br>(excluding services for the establishment, operation, maintenance, and repair of maritime signaling systems, water areas, water zones, public maritime channels, and maritime routes; survey services for water areas, water zones, public maritime channels, and maritime routes for the purpose of issuing Maritime Notices; survey, construction, and publication of nautical charts for water areas, seaports, maritime channels, and maritime routes; construction and publication of maritime safety documents and publications; services regulating and ensuring maritime safety in water areas, water zones, and public maritime channels; electronic maritime information services; maritime pilotage services; air transport support services). | 5229 |
| 12 | Freight Forwarding Services   | 5231 |

|    |   |      |
|----|---|------|
|    | <p>Details: Customs clearance services (handling of import and export cargo, customs declaration services). Freight forwarding. Maritime services: ship agency, ocean freight forwarding, maritime brokerage, ship supply, and cargo surveying.</p> <p>((excluding services related to the establishment, operation, maintenance, and repair of maritime aids to navigation, water areas, water zones, public shipping lanes, and maritime routes; surveying services for water areas, water zones, public shipping lanes, and maritime routes for the purpose of issuing Notices to Mariners; survey, construction, and publication services for nautical charts of water areas, seaports, maritime channels, and maritime routes; construction and publication of maritime safety documents and publications; regulatory services to ensure maritime safety in water areas, water zones, and public maritime channels; maritime electronic information services; Inspection (testing) and certification services for transportation vehicles (including vehicle systems, assemblies, equipment, and components); Inspection and certification services for technical safety and environmental protection for vehicles, specialized equipment, containers, and packaging equipment for hazardous materials used in transportation; inspection and certification services for technical safety and environmental protection for vehicles, equipment, and facilities used in offshore oil and gas exploration, production, and transportation; Technical safety inspection services for machinery and equipment with strict occupational safety requirements installed on transportation vehicles and on offshore oil and gas exploration, production, and transportation vehicles and equipment; fishing vessel inspection services; maritime pilotage services; air transport support services; exercising the rights to export, import, and distribute goods listed in the Catalogue of Goods for Which Foreign Investors Are Prohibited from Exporting, Importing, or Distributing, such as: cigarettes and cigars, books, newspapers, and magazines, recorded media, precious metals and gemstones, pharmaceuticals, explosives, crude oil and refined oil, rice, sugarcane sugar, and beet sugar.)</p> |      |
| 13 | Hotels and similar accommodation services   | 5510 |
| 14 | Other short-term accommodation services   | 5520 |
| 15 | <p>Real estate business involving land use rights owned, held, or leased</p> <p>Details: Real estate business involving ownership or leasing of land use rights (investment, construction, and real estate operations). (Excluding investment in the construction of cemetery infrastructure for the purpose of transferring land use rights associated with such infrastructure)</p>   | 6810 |

## 2. Operational objectives of the Company

The company was established to mobilize and use capital effectively in the development of business activities and services with the goal of maximizing profits; Creating stable jobs, improving working conditions and improving the lives of employees in the Company; Ensuring the interests of shareholders; Fulfilling obligations to the State budget and developing the Company.

If any of these objectives require regulatory approval, the Company may only implement such objective after approval by the competent authority.

## **Article 5. Scope of business and Activities of the Company**

1. The Company is authorized to plan and conduct all business activities according to the Company's business lines that have been published on the National Business Registration Portal and this Charter, in accordance with the provisions of applicable law, and to take appropriate measures to achieve the Company's objectives.
2. The company may conduct business activities in other industries and trades permitted by law and approved by the General Meeting of Shareholders.

## **CHAPTER IV.**

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

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

1. The charter capital of the Company is VND 671,000,000,000 (*In words: Six hundred and seventy-one billion VND*).

The total charter capital of the Company is divided into: 67,100,000 shares with a par value of VND 10,000/ share.

Type of shares: Ordinary shares.

2. The company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.
3. The Company's shares on the date of adoption of this Charter include ordinary shares and preferred shares (if any). The rights and obligations of shareholders holding each type of shares are specified in Articles 12 and 13 of this Charter.
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 law.
5. Ordinary shares issued by the Company to increase the charter capital must be prioritized for sale to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares of shareholders who do not register to buy all will be decided by the Board of Management of the Company. The Board of Management may distribute such shares to the subjects under such conditions and in such manner as the Board of Management deems appropriate, but shall not sell such shares under conditions more favorable than those already offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or in case the shares are sold through the Stock Exchange by auction.
6. The Company may repurchase shares issued by the Company in the manner provided for in this Charter and applicable laws. The shares repurchased by the Company are treasury shares and the Board of Management may offer them for sale in ways consistent with the Securities Law, relevant guiding documents and the provisions of this Charter.
7. The company may issue other types of securities (excluding ordinary corporate bonds) when approved by the General Meeting of Shareholders and in accordance with the provisions of law.
8. The Board of Management shall decide on the time, method and price of the sale of shares. The selling price of shares must not be lower than the market price at the time

of offering or the value recorded in the books of the shares at the latest time, except for the following cases:

- a. Shares offered for the first time to non-founding shareholders;
- b. Shares offered for sale to all shareholders in proportion to their existing shares in the Company;
- c. Shares offered for sale to employees under the Company's Employee Option Program (ESOP);
- d. Shares offered for sale to a broker or guarantor. In this case, the discount amount or specific discount rate must be approved by the General Meeting of Shareholders or the Board of Management (in case authorized by the General Meeting of Shareholders);
- e. Other cases and discount rates in such cases shall be approved by the Resolution of the General Meeting of Shareholders each time.

#### **Article 7. Stock Certification**

1. Shareholders of the Company may be granted stock certificates corresponding to the number of shares and the type of shares owned.
2. Shares are securities that confirm the legitimate rights and interests of the owner to a part of the issuer's share capital. Shares must have all the contents specified in Clause 1, Article 121 of the Law on Enterprises, specifically including the following contents:
  - a. Name, enterprise code, address of the Company's head office;
  - b. Number of shares and types of shares;
  - c. The par value of each share and the total par value of the number of shares inscribed on the shares;
  - d. Full name, contact address, nationality, number of citizen identity card, identity card, passport or other lawful personal identification of the shareholder being an individual; name, enterprise code or establishment decision number, address of the head office of the shareholder being an organization;
  - e. Signature of the legal representative and seal of the Company;
  - f. Registration number in the Company's shareholder register and date of issuance of shares;
  - g. Other contents as prescribed in Articles 116, 117 and 118 of the Law on Enterprises for shares of preference shares in case the Company issues preference shares.
3. Within 03 (three) months from the date of submission of a complete dossier of application for transfer of share ownership as prescribed by the Company or from the date of full payment of the share purchase price as prescribed in the Company's stock issuance plan or other time limits prescribed by the issuance terms, The holder of the number of shares may be granted shares. Shareholders do not have to pay the Company the cost of printing the shares. In case the offering or transfer of shares is regulated on the securities market and the law on securities has other provisions mentioned above in this Clause, the issuance of shares shall be carried out in accordance with the law on securities

4. In the event that a stock is lost, destroyed or damaged, the holder of such shares may apply for new shares provided that proof of ownership of the shares is presented and all related expenses are paid to the Company.

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

The Company may issue other types of securities to raise capital on the basis of complying with the provisions of current law and this Charter.

#### **Article 9. Offering and transfer of shares**

1. The offering of shares of the Company shall comply with the provisions of the Law on Enterprises, the Law on Securities and relevant guiding documents.
2. All shares that have been fully paid up are freely transferable unless otherwise provided for by this Charter, the resolution of the General Meeting of Shareholders related to the issuance and otherwise provided by law. Stocks listed and registered for trading on the Stock Exchange shall be transferred in accordance with the provisions of the law on securities and securities market.
3. Shares shall be transferred in accordance with the provisions of the Law on Enterprises, the law on securities and the securities market. The transfer is carried out by contract in the usual way or through trading on the stock market. In case of transfer by contract, the transfer papers must be signed by the transferor and the transferee or their authorized representatives. In case of transfer through transactions on the securities market, the order of procedures and ownership recognition shall comply with the provisions of the law on securities.
4. In case the shareholder only transfers a part of the shares, the old shares shall be canceled and the Company may issue new shares to record the number of transferred shares and the remaining shares.
5. In case the shareholder is an individual who dies, the heir according to the will or law of that shareholder is a shareholder of the Company.
6. In case the shares of an individual shareholder die without an heir, the heir refuses to receive the inheritance or is disqualified from inheritance, such shares shall be settled in accordance with the provisions of the civil law.
7. Shareholders have the right to donate part or all of their shares in the Company to others; using shares to repay debts. In this case, the person who is donated or receives debt repayment in shares will be a shareholder of the Company.
8. Recipients of shares in the cases specified in this Article shall only become shareholders of the Company from the time their information specified in Clause 2, Article 122 of the Law on Enterprises is fully recorded in the register of shareholders.
9. Shares that have not been fully paid shall not be transferred and enjoy related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares and other benefits as prescribed by law.

#### **Article 10. Share Recovery**

1. In case a shareholder fails to fully and punctually pay the amount payable to purchase shares, the Board of Management shall notify and request such shareholder to pay the

remaining amount together with the interest on such amount and expenses incurred due to the failure to pay in full and on time to the Company.

2. The above-mentioned notice of payment must clearly state the new payment deadline (at least seven (07) days from the date of sending the notice), the place of payment and the notice must clearly state that in case of failure to pay as required, the number of shares that have not been fully paid will be withdrawn.
3. The Board of Management has the right to withdraw the unpaid shares in full and on time in case the requirements in the notice specified in Clause 2 of this Article are not fulfilled.
4. The withdrawn shares are considered the shares entitled to be offered for sale specified in Clause 3, Article 112 of the Law on Enterprises. The Board of Management may directly or authorize the sale and redistribution under such conditions and manner as the Board of Management deems appropriate.
5. Shareholders holding the withdrawn shares must renounce their shareholder status for those shares, but must still pay the relevant amounts and interest arising at the proportion corresponding to the one-year deposit interest rate of the Bank for Investment and Development of Vietnam (BIDV) at the time of recovery according to the decision of the Board of Management from the date of withdrawal to the date of payment. The Board of Management shall have the sole right to decide on the coercive payment of all relevant amounts and interests arising from the recovery of shares specified in this Article at the time of recovery.
6. The notice of revocation shall be sent to the holder of the revoked shares before the time of revocation. The revocation remains in effect even in the event of an error or negligence in the delivery of the notification.

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

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

The organizational structure of management, administration and control of the Company includes:

1. General Meeting of Shareholders;
2. Board of Management;
3. Board of Supervisors;
4. General Director.

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

### **Article 12. Shareholders' rights**

1. Shareholders are the owners of the Company, who have the corresponding rights and obligations according to the number of shares and the type of shares they own. Shareholders are only responsible for the Company's debts and other property obligations to the extent of the capital contributed to the Company.
2. Ordinary shareholders have the following rights:

- a. Attending and speaking at meetings of the General Meeting of Shareholders and exercising the right to vote directly at the General Meeting of Shareholders or through an authorized representative or other forms prescribed by law and in accordance with the Company's implementation conditions. Each ordinary share has one voting right;
  - b. Receive dividends at the rate decided by the General Meeting of Shareholders;
  - c. Freely transfer their shares to others, except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant laws;
  - d. Give priority to buying newly offered shares corresponding to the proportion of ordinary shares they own in accordance with the provisions of the Company's Charter and relevant laws;
  - e. Review, look up and extract information related to shareholders in the List of shareholders with voting rights and request correction of their inaccurate information;
  - f. Considering, looking, extracting or copying the Company's Charter, the minutes of the General Meeting of Shareholders and the resolution of the General Meeting of Shareholders;
  - g. In case the Company is dissolved or bankrupt, it is entitled to receive a part of the remaining assets corresponding to the percentage of share ownership in the Company after the Company has paid debts (including debt obligations to the state, taxes and fees) and paid to shareholders holding preferred shares of the Company in accordance with law;
  - h. To request the Company to repurchase its shares in the cases specified in Article 132 of the Law on Enterprises;
  - i. To be treated equally. Each share of the same type gives the shareholder equal rights, obligations and benefits. In case the Company has preference shares, the rights and obligations associated with the preference shares must be approved by the General Meeting of Shareholders and fully announced to shareholders;
  - j. Have full access to periodic and unusual information published by the Company in accordance with the law; Other rights as prescribed by law and this Charter.
3. Shareholders or groups of shareholders holding 5% or more of the total number of ordinary shares have the following rights:
- a. Reviewing, looking up and extracting minutes and resolutions and decisions of the Board of Management, mid-year and annual financial statements, reports of the Board of Supervisors, contracts and transactions that must be approved by the Board of Management and other documents, except for documents related to trade secrets, business secrets of the company of the Board of Supervisors;
  - b. Request the Board of Management to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Articles 115 and 140 of the Law on Enterprises;

- c. Examining and receiving copies or extracts of the list of shareholders entitled to attend and vote at the General Meeting of Shareholders;
  - d. Request the Board of Supervisors to examine each specific issue related to the management and administration of the Company's activities when deeming it necessary. The request must be expressed in writing; must have full name, contact address, nationality, number of identity card/citizen identity card, passport or other lawful personal identification for individual shareholders; name, enterprise code or establishment decision number, address of the head office for shareholders being organizations; the number of shares and the time of registration of shares of each shareholder, the total number of shares of the whole group of shareholders and the percentage of ownership in the total number of shares of the Company; matters to be inspected, the purpose of inspection;
  - e. Proposing the issue to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date. The petition must clearly state the name of the shareholder, the number of each type of shares of the shareholder, the issue proposed to be included in the meeting agenda;
  - f. Other rights as prescribed by law and this Charter.
4. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares may nominate persons to the Board of Management.

### **Article 13. Obligations of shareholders**

Ordinary shareholders have the following obligations:

- 1. Comply with the Company's Charter and internal management regulations; comply with decisions of the General Meeting of Shareholders and the Board of Management.
- 2. The capital contributed by ordinary shares must not be withdrawn from the Company in any form, except for the case of repurchase of shares by the Company or another person. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and the person with related interests in the Company must be jointly responsible for the debts and other property obligations of the Company within the value of the withdrawn shares and the damage incurred.
- 3. Attending the General Meeting of Shareholders and exercising voting rights through the following forms:
  - a. Attending and voting directly at the meeting;
  - b. Authorize other individuals and organizations to attend and vote at meetings;
  - c. Attend and vote through online meetings, electronic voting or other electronic forms;
  - d. Send the ballot to the meeting via mail, fax, email.
- 4. Pay in full and on time the purchase price of shares registered for purchase as prescribed.
- 5. Provide the correct address when registering to buy shares.
- 6. Fulfill other obligations as prescribed by current law.



7. Take personal responsibility when performing one of the following acts on behalf of the Company in any form:
  - a. Violation of law;
  - b. Conducting business and other transactions for self-interest or serving the interests of other organizations and individuals;
  - c. Payment of undue debts against financial risks to the Company.
8. Confidentiality of information provided by the company in accordance with the provisions of the company's charter and law; use the information provided only to exercise and protect their legitimate rights and interests; It is strictly forbidden to disseminate or copy or send information provided by the Company to other organizations and individuals.
9. Fulfill other obligations as prescribed by current law.

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

1. The General Meeting of Shareholders consists of all shareholders with voting rights, which is the highest competent body of the Company. The Annual General Meeting of Shareholders is held once (01) time per year. The General Meeting of Shareholders must hold an annual meeting within four (04) months from the end of the fiscal year. The Board of Management shall decide to extend the Annual General Meeting of Shareholders in case of necessity, but not more than six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may be extraordinary. The meeting place of the General Meeting of Shareholders is determined to be the place where the chairman attends the meeting and must be in the territory of Vietnam.
2. The Board of Management convenes the Annual General Meeting of Shareholders and selects a suitable location. The Annual General Meeting of Shareholders decides on matters in accordance with the provisions of law and the Company's Charter, especially through the audited annual financial statements. In case the audit report of the Company's annual financial statements contains material exceptions, contrary audit opinions or rejections, the Company must invite the representative of the auditing organization approved to audit the Company's financial statements to attend the Annual General Meeting of Shareholders to explain the relevant contents and the representative of the group the above-mentioned approved auditor is responsible for attending the Company's Annual General Meeting of Shareholders.
3. The Board of Management must convene an extraordinary General Meeting of Shareholders in the following cases:
  - a. The Board of Management deems it necessary for the benefit of the Company;
  - b. Quarterly, six (06) month or audited annual financial statements reflecting that the equity has been lost by half (1/2) compared to the beginning of the period;
  - c. The remaining number of members of the Board of Management and members of the Board of Supervisors is less than the minimum number of members as prescribed by law or the number of members of the Board of Management is reduced by more than one-third (1/3) compared to the number of members specified in this Charter;

- d. Shareholders or groups of shareholders specified in Clause 3, Article 12 of this Charter request the convening of the General Meeting of Shareholders. The request for convening the General Meeting of Shareholders must be expressed in writing, and must include the full name, permanent address, number of the identity card/citizen identity card, passport or other lawful personal identification for individual shareholders; name, enterprise code or establishment decision number, address of the head office for shareholders being organizations; the number of shares and the time of registration of shares of each shareholder, the total number of shares of the whole group of shareholders and the percentage of ownership in the total number of shares of the Company; grounds, reasons and purposes of the meeting, with sufficient signatures of relevant shareholders or written requests made in many copies and sufficient signatures of relevant shareholders. The request for convening a meeting must be accompanied by documents and evidences on the violations of the Board of Management, the seriousness of the violations or the decision beyond its competence;
  - e. At the request of the Board of Supervisors;
  - f. Other cases as prescribed by law and this Charter.
4. Convening an extraordinary General Meeting of Shareholders
- a. The Board of Management must convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date on which the number of members of the Board of Management or the remaining members of the Board of Supervisors is less than the number of members as prescribed by law as prescribed at Point c, Clause 3 of this Article or receipt of the request specified at Points d and e, Clause 3 of this Article this. Particularly for cases where the number of members of the Board of Management is reduced by more than one-third (1/3) compared to the number of members specified in this Charter, the Board of Management must convene a meeting of the General Meeting of Shareholders within sixty (60) days;
  - b. In case the Board of Management fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point a, Clause 4 of this Article, within the next thirty (30) days, the Board of Supervisors must replace the Board of Management to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;
  - c. In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed at Point b, Clause 4 of this Article, within the next thirty (30) days, the shareholders or groups of shareholders who request the requirements specified at Point d, Clause 3 of this Article may represent the Company to convene the General Meeting of Shareholders as prescribed in Clause 4, Article 140 of the Law Enterprise.
- In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting meetings and making decisions of the General Meeting of Shareholders.
- d. All reasonable expenses for convening and conducting the General Meeting of Shareholders shall be refunded by the Company. This cost does not include

expenses spent by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

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

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

- a. Through the development orientation of the Company;
- b. To decide on the types of shares and the total number of shares of each type entitled to be offered for sale; decide on the annual dividend level of each type of shares;
- c. Election, dismissal and dismissal of members of the Board of Management and members of the Board of Supervisors;
- d. Decision to invest or sell assets valued at 35% or more of the total value of assets recorded in the Company's latest financial statements;
- e. Decision on amendments and supplements to the Company's Charter;
- f. Approval of annual financial statements;
- g. Decide to repurchase more than 10% of the total sold shares of each type;
- h. Consider and handle violations committed by members of the Board of Management and members of the Board of Supervisors that cause damage to the Company and its shareholders;
- i. Decision on reorganization or dissolution of the Company;
- j. To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Management and the Board of Supervisors;
- k. Approving the Internal Governance Regulation; Regulations on the operation of the Board of Management and the Board of Supervisors;
- l. Approve the list of approved auditing firms; decide on the auditing firm to be approved to inspect the Company's operations, dismiss the approved auditor when deeming it necessary; or authorize the Board of Management to select one of these auditing firms to conduct the Company's audit activities for the next fiscal year;
- m. Other rights and obligations as prescribed by law.
- n. Deciding on any change in share capital, share buybacks, issuing options, shares or convertible instruments, or executing any employee stock option plan or scheme that could result in dilution of shares held by the Company's existing shareholders.

2. The General Meeting of Shareholders discussed and approved the following issues:

- a. Audited annual financial statements;
- b. The Company's annual business plan;
- c. The report of the Board of Management on the governance and operation results of the Board of Management and each member of the Board of Management;

- d. Report of the Board of Supervisors on the Company's business results, operation results of the Board of Management, General Director; Report on self-assessment of performance of the Board of Supervisors and members of the Board of Supervisors;
- e. The annual dividend payment for each type of share is in accordance with the Law on Enterprises and the rights associated with that type of share. This dividend level is not higher than the level proposed by the Board of Management after consulting shareholders at the General Meeting of Shareholders;
- f. Number of members of the Board of Management and the Board of Supervisors;
- g. Election, dismissal and dismissal of members of the Board of Management and members of the Board of Supervisors;
- h. To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Management and the Board of Supervisors;
- i. Approval of the Company's list of approved auditing firms; deciding on the approved auditing firm to inspect the company's activities when deeming it necessary; or authorize the Board of Management to select one of these auditing firms to conduct the Company's audit activities for the next fiscal year;
- j. Supplementing and amending the Company's Charter;
- k. The type of shares and the number of new shares issued for each type of shares; plans for issuance of convertible bonds, plans for issuance of bonds attached to warrants;
- l. Division, separation, consolidation, merger or transformation of the Company;
- m. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
- n. Decision on investment or sale of assets valued at 35% or more of the total value of assets recorded in the Company's latest consolidated financial statements;
- o. Decide to repurchase more than 10% of the total sold shares of each type;
- p. The Company signs contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets recorded in the latest consolidated financial statements;
- q. Approving the transactions specified in Clause 4, Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities, amended and supplemented by Decree No. 245/2025/ND-CP effective from September 11, 2025, with the following transactions:
  - + Granting loans and guarantees to members of the Board of Management, members of the Board of Supervisors, General Director, other managers who are not shareholders and related individuals and organizations of these subjects;
  - In case of granting loans or guarantees to related organizations of members of the Board of Management, members of the Board of Supervisors, General Director, other managers of the company and organizations (except for the

case of organizations being shareholders of the Company specified in Clause 2, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 amended and supplemented by the Decree Decree 245/2025/ND-CP effective from September 11, 2025) means companies in the same group or companies operating in groups of companies, including parent companies - subsidiaries, economic groups, the General Meeting of Shareholders or the Board of Management approved in accordance with the provisions of this Charter;

+ Transactions with a value of 35% or more or transactions resulting in the total value of transactions arising within twelve (12) months from the date of making the first transaction with a value of 35% or more of the total value of assets recorded in the latest consolidated financial statements between the Company and one of the following entities:

- Members of the Board of Management, members of the Board of Supervisors, General Director, other managers and related persons of these subjects;
- Shareholders and authorized representatives of shareholders who own more than 10% of the total ordinary shares of the company and their related persons;
- Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises.

+ The company signs contracts, borrows, lends or sells assets with a value greater than 10% of the total value of assets of the enterprise stated in the latest consolidated financial statements between the company and shareholders owning 51% or more of the total voting shares or related persons of such shareholders.

- r. Approving the Internal Regulation on corporate governance, the Regulation on the operation of the Board of Management; Other matters as prescribed by law and this Charter.

3. Shareholders are not allowed to participate in voting in the following cases:

- a. Through the contracts specified at Point n, Clause 2 of this Article, when such shareholder or a person related to such shareholder is a party to the contract;
- b. The redemption of shares of such shareholder or of persons related to such shareholders, unless the repurchase of shares is carried out in proportion to the ownership ratio of all shareholders or the repurchase is carried out through order matching transactions on the Stock Exchange or public tender offer in accordance with law.

4. All resolutions and issues that have been included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

#### **Article 16. Authorized Representative**

- 1. An individual shareholder is entitled to appoint a maximum of one (01) authorized representative. Based on the percentage of shares owned, an institutional shareholder

holding 10% or more of the total voting shares are entitled to appoint one or more authorized representatives on the principle that for every 10% of the total voting shares, they are entitled to appoint one (01) authorized representative, up to five (05) people.

2. For the authorization to attend the General Meeting of Shareholders:

- a. Shareholders who have the right to attend the General Meeting of Shareholders in accordance with the provisions of law may authorize an individual representative to attend with the number of authorized persons in accordance with the provisions specified in Clause 1 of this Article.
- b. The authorization of the representative to attend the General Meeting of Shareholders must be made in writing according to the Company's form and must be signed according to the following provisions:
  - In case an individual shareholder is the authorizer, the power of attorney must be signed by such shareholder and the individual or legal representative of the authorized organization to attend the meeting;
  - In case the shareholder of the organization is the authorizer, the power of attorney must be signed by the authorized representative, the legal representative of the shareholder of the organization and the individual, the legal representative of the authorized organization to attend the meeting;
  - In other cases, the power of attorney must be signed by the legal representative of the shareholder and the person authorized to attend the meeting.

The person authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting before entering the meeting room.

- c. In case the lawyer signs the letter of appointment of the representative on behalf of the authorizer, the appointment of the representative in this case is only considered effective if the letter of appointment of the representative is presented together with the power of attorney to the lawyer (if it has not previously been registered with the Company). If this is not done then the authorization designation will be deemed invalid.
- d. The voting slip of the authorized person attending the meeting within the scope of authorization is still valid in one of the following cases:
  - The authorizer has died, has limited civil act capacity or has lost his/her civil act capacity;
  - The authorizer has canceled the authorization designation;
  - The authorizer has canceled the authority of the person performing the authorization.

This clause does not apply in the event that the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

## **Article 17. Change of rights**

1. The change or cancellation of special rights attached to a type of preference share takes effect when it is approved by shareholders holding at least 65% of ordinary shares attending the meeting
2. The holding of a meeting of shareholders holding a type of preference shares to approve the above-mentioned change of rights is only valid when there are at least two (02) shareholders (or their authorized representatives) and hold at least one-third (1/3) of the par value of the issued shares of that type. In case there are insufficient number of delegates as mentioned above, the meeting shall be reconvened within thirty (30) days thereafter, and the holders of shares of that type (regardless of the number of persons and shares) present in person or through authorized representatives shall be deemed to have sufficient number of delegates. At the above-mentioned meetings of shareholders holding preference shares, holders of shares of that type who are present in person or through their representatives may request a secret ballot. Each share of the same type has equal voting rights at the above-mentioned meetings.
3. The procedures for conducting such separate meetings are similar to the provisions of Articles 18, 19, 20 and 21 of this Charter.
4. Unless otherwise provided by the terms of the issuance of shares, the special rights attached to the types of shares with preferential rights over some or all matters relating to the distribution of the Company's profits or assets are not altered when the Company issues additional shares of the same type.

## **Article 18. Convening meetings, meeting agendas and announcements of the General Meeting of Shareholders**

1. The Board of Management shall convene a meeting of the General Meeting of Shareholders or a meeting of the General Meeting of Shareholders shall be convened in the cases specified at Point b or c, Clause 4, Article 14 of this Charter.
2. The convener of the General Meeting of Shareholders must perform the following tasks:
  - a. Prepare a list of shareholders entitled to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders is made based on the register of shareholders and the register of securities owners of the Company. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than ten (10) days before the date of sending the notice of invitation to the General Meeting of Shareholders. The company must disclose information on the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;
  - b. Providing information and settling complaints related to the list of shareholders entitled to attend the meeting;
  - c. Prepare the program and content of the Congress;
  - d. Preparing documents for the Congress;
  - e. Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting; list and details of candidates in case of election

of members of the Board of Management and members of the Board of Supervisors;

- f. Determining the time and place of the Congress;
  - g. Make and send notices of the General Meeting of Shareholders to all shareholders who have the right to attend the meeting;
  - h. Other tasks for the Congress.
3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by ensuring that it reaches the contact address of the shareholders, and at the same time announced on the website of the Company and the State Securities Commission and the Stock Exchange. The convener of the General Meeting of Shareholders must send a notice of invitation to the meeting to all shareholders on the List of shareholders entitled to attend the meeting at least twenty-one (21) days before the opening date of the General Meeting of Shareholders the day before the opening day of the General Meeting of Shareholders (counting from the date on which the notice is duly sent or sent, to be paid or put in a mailbox).

Agenda of the General Meeting of Shareholders, documents related to issues to be voted on at the General Meeting shall be sent to shareholders or/and posted on the Company's website. In case the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents for shareholders to access, including:

- a. Meeting agendas, documents used in the meeting;
  - b. List and details of candidates in case of election of members of the Board of Management, members of the Board of Supervisors;
  - c. Voting slips;
  - d. Form of appointment of representative under authorization to attend the meeting;
  - e. Draft resolutions for each issue on the meeting agenda.
4. Shareholders or groups of shareholders specified in Clause 3, Article 12 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The petition must include the full name of the shareholder, contact address, nationality, ID card number, passport or other lawful personal identification, signature of the shareholder for individual shareholders; name, enterprise code or establishment decision number, address of the head office, signature of the legal representative and must be stamped for shareholders being organizations; the number and type of shares held by such shareholders, and the contents of the proposal to be included in the meeting agenda.
5. The convener of the General Meeting of Shareholders has the right to reject the proposal specified in Clause 4 of this Article if it falls into one of the following cases:
- a. Petitions are sent on time or insufficiently, with incorrect content;
  - b. At the time of petition, the shareholder or group of shareholders does not hold 5% or more of ordinary shares as prescribed in Clause 3, Article 12 of this Charter;



- c. Proposals are not within the scope of the decision-making authority of the General Meeting of Shareholders;
- d. Other cases as prescribed by law and this Charter.

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

1. The General Meeting of Shareholders is conducted when the number of shareholders attending the meeting represents more than 50% of the total voting shares.
2. In case of failing to meet the conditions specified in Clause 1 of this Article, the General Meeting of Shareholders must be reconvened within thirty (30) days from the date on which the first General Meeting of Shareholders is planned to be held. The second meeting of the General Meeting of Shareholders shall be held only when the number of shareholders attending the meeting represents at least 33% of the total voting shares.
3. In case the Second General Meeting is not eligible to be held under Clause 2 of this Article, the Third General Meeting of Shareholders may be convened within twenty (20) days from the date of the intended Second General Meeting. In this case, the General Meeting shall be conducted regardless of the total number of voting votes of the shareholders attending the meeting, which shall be considered valid and have the right to decide on all matters expected to be approved at the first General Meeting of Shareholders.
4. Only the General Meeting of Shareholders has the right to change the meeting agenda which has been sent together with the notice of invitation to the meeting as prescribed in Clause 3, Article 18 of this Charter.

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

1. Before the opening of the meeting, the Company must carry out the procedures for registering shareholders to attend the General Meeting of Shareholders.
2. When registering shareholders, the Company shall grant each shareholder or authorized representative the right to vote a voting card, on which the registration number, full name of the shareholder/authorized representative and the number of votes of such shareholder shall be inscribed. When voting at the Congress, the number of votes in favor of the resolution is collected first, the number of cards disapproving the resolution is collected later, and finally the total number of votes in favor, disapproval and no opinion is counted. The total number of votes in favor, disapproval, no opinion or invalidity according to each issue shall be announced by the Chairperson immediately before the closing of the meeting. The congress shall elect persons responsible for counting votes or supervising the counting of votes at the request of the chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders at the request of the Chairman of the meeting.
3. Shareholders or authorized representatives who arrive after the meeting has opened have the right to register immediately and then have the right to participate and vote at the General Meeting immediately after registration. The Chairman is not responsible

for stopping the General Meeting so that shareholders are late to register and the validity of the previously voted contents remains unchanged.

4. The Chairman of the Board of Management shall preside over meetings convened by the Board of Management. In case the Chairman of the Board of Management is absent or temporarily incapacitated, the remaining members of the Board of Management shall elect one of them to chair the meeting on the principle of majority.

In case of failure to elect a chairperson, the Head of the Board of Supervisors shall direct the General Meeting of Shareholders to elect the chairperson of the meeting from among the participants and the person with the highest vote to chair the meeting.

In other cases, the person who convenes the meeting of the General Meeting of Shareholders shall preside over the meeting of the General Meeting of Shareholders to elect the chairman of the meeting and the person with the highest number of votes shall be appointed to chair the meeting.

5. The chairperson shall appoint one or several persons to act as the secretary of the meeting.
6. The General Meeting of Shareholders shall elect one or several persons to the vote counting committee at the request of the chairman of the meeting.
7. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session. The program must clearly and in detail determine the time for each issue in the content of the meeting agenda.
8. The Chairman of the General Meeting may conduct necessary activities to conduct the General Meeting of Shareholders in a valid and orderly manner, according to the approved program and reflecting the wishes of the majority of delegates attending.
9. The Chairman is the person who has the right to decide on the order, procedures and events arising outside the agenda of the General Meeting of Shareholders.
10. The Chairman of the General Meeting has the right to postpone the meeting of the General Meeting of Shareholders with a sufficient number of people registered to attend the meeting for a maximum of 03 working days from the date the meeting is intended to open and may only postpone the meeting or change the meeting location in the cases specified in Clause 8, Article 146 of the Law on Enterprises. Specifically, as follows:
  - a. The meeting venue does not have enough convenient seating for all attendees;
  - b. The means of communication at the meeting venue do not ensure the participation, discussion and voting of shareholders attending the meeting;
  - c. There are people attending the meeting to obstruct or disrupt the order, risking making the meeting not conducted fairly and legally.
11. In case the Chairman postpones or suspends the meeting of the General Meeting of Shareholders in contravention of the provisions of Clause 10 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairman to administer the meeting until the end; All resolutions adopted at that meeting shall take effect.
12. The convener of the General Meeting of Shareholders has the right to request shareholders or authorized representatives to attend the General Meeting of Shareholders to be subject to inspection or other lawful and reasonable security

measures. In case a shareholder or authorized representative fails to comply with the above-mentioned regulations on inspection or security measures, the convener of the General Meeting of Shareholders after careful consideration has the right to refuse or expel the shareholder or representative from the General Meeting.

13. The convener of the General Meeting of Shareholders, after careful consideration, may take appropriate measures to:
  - a. Arrangement of seats at the meeting place of the General Meeting of Shareholders;
  - b. Ensure the safety of everyone present at the meeting places;
  - c. Creating conditions for shareholders to attend (or continue to attend) the General Meeting.

The convener of the General Meeting of Shareholders has the full right to change the above-mentioned measures and apply all necessary measures. Applicable measures may be to issue an entry permit or use other forms of electives.

14. In case the General Meeting of Shareholders applies the above-mentioned measures, the convener of the General Meeting of Shareholders, when determining the location of the General Meeting of Shareholders, may:
  - a. The Notice of the General Meeting shall be conducted at the place stated in the notice and the Chairman of the General Meeting shall be present there ("Main Venue of the Congress");
  - b. Arrange and organize shareholders or authorized representatives who cannot attend the meeting under this Article or who wish to participate at a location other than the main venue of the General Meeting to attend the General Meeting at the same time;

The notice of the organization of the General Meeting does not need to specify the measures to be organized under this Article.

15. In this Charter (unless otherwise required by circumstances), all shareholders are deemed to participate in the General Meeting at the Main Place of the General Meeting.
16. Annually, the Company holds a General Meeting of Shareholders at least one (01) time. The Annual General Meeting of Shareholders shall not be held in the form of collecting shareholders' opinions in writing.
17. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote in the form of electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, amended and supplemented by Decree 245/2025/ND-CP effective from September 11, 2025.

## **Article 21. Approval of the decision of the General Meeting of Shareholders**

1. The General Meeting of Shareholders approves all decisions under its jurisdiction by voting at the meeting or collecting written opinions.

2. Except for the cases specified in Clause 3 and Clause 4 of this Article, decisions of the General Meeting of Shareholders shall be adopted when 50% or more of the total votes of shareholders with voting rights are present in person or through authorized representatives present at the General Meeting of Shareholders.
3. The election of members of the Board of Management and the Board of Supervisors may be carried out by voting according to the ownership ratio or by the method of cumulative voting. Before meeting the General Meeting of Shareholders or collecting shareholders' opinions in writing to elect members of the Board of Management and the Board of Supervisors, the Board of Management shall decide on the method of voting to elect members of the Board of Management and the Board of Supervisors in accordance with the provisions of this Charter.

In case voting for the election of members of the Board of Management or the Board of Supervisors is conducted by the method of cumulative voting, each shareholder or authorized representative of the shareholder shall have the total number of votes corresponding to the total number of shares owned or the total number of representative shares multiplied by the number of members to be elected by the Board of Management or the Board of Supervisors and that shareholder has the right to pour all or part of his total votes to one or several candidates. The winner of the election of a member of the Board of Management or the Board of Supervisors shall be determined according to the number of votes counted from high to low, starting from the candidate with the highest number of votes until the number of members to be elected as prescribed in the Company's Charter. In case there are two (02) or more candidates who receive the same number of votes for the last member of the Board of Management or the Board of Supervisors, a re-election will be conducted among the candidates with equal votes or selected according to the criteria specified in the Election Regulation or the Company's Charter.

4. The decisions of the General Meeting of Shareholders relate to:
  - a. Amendments and supplements to the Charter;
  - b. Type of shares and number of shares of each type;
  - c. The reorganization or dissolution of the enterprise;
  - d. Change of business lines, professions and fields;
  - e. Changes in the organizational structure of the Company's management;
  - f. Projects to invest in or sell assets valued at 35% or more of the total value of the Company's assets calculated according to the latest consolidated financial statements approved when 65% or more of the total votes of shareholders with voting rights are present in person or through authorized representatives present at the General Meeting of Shareholders.
5. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even if the order and procedures for passing such resolutions are not implemented as prescribed.
6. The resolution of the General Meeting of Shareholders, if adopted in the form of a written opinion on the issues mentioned in Clause 4 of this Article, must be approved by the number of shareholders representing at least 65% of the total votes of the shareholders with voting rights. and for other issues, it must be approved by the

number of shareholders representing at least more than 50% of the total votes of the shareholders with voting rights.

7. The resolution of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within fifteen (15) days from the date the resolution is passed or replaced by posting it on the Company's website.
8. The Resolution of the General Meeting of Shareholders on the contents of adversely changing the rights and obligations of shareholders owning preference shares shall only be approved if they are approved by the number of preference shareholders of the same type who own 75% or more of the total preference shares of that type or are approved by the preference shareholders of the same type owning 75% or more of the total number of shares the preferential portion of that type or higher shall be approved in case of passing the resolution in the form of collecting written opinions.

## **Article 22. Authority and procedures for collecting written opinions of shareholders to approve decisions of the General Meeting of Shareholders**

The authority and procedure to collect written opinions of shareholders to approve a decision of the General Meeting of Shareholders shall comply with the following provisions:

1. The Board of Management has the right to collect shareholders' opinions in writing to approve the decisions of the General Meeting of Shareholders on all matters under the jurisdiction of the General Meeting of Shareholders when deeming it necessary for the benefit of the Company.
2. The Board of Management must prepare a poll for opinions, a draft resolution of the General Meeting of Shareholders and documents explaining the draft resolution. The Board of Management must ensure that documents are sent and disclosed to voting shareholders within a reasonable time for shareholders to consider and vote and must send them at least ten (10) days before the deadline for receiving opinion polls. Requirements and methods for sending opinion polls and enclosed documents shall comply with the provisions of Clause 3, Article 18 of this Charter.
3. The opinion form must contain the following principal contents:
  - a. Name, address of the head office, enterprise code;
  - b. Purpose of collecting opinions;
  - c. Full name, contact address, nationality, number of citizen identity card, identity card, passport or other lawful personal identification of the shareholder being an individual; name, enterprise code or establishment decision number, address of the head office of the shareholder being an organization or full name, permanent residence address, nationality, number of identity card/citizen identity card, passport or other lawful personal identification of the authorized representative of the shareholder being an organization; the number of shares of each type and the number of votes of shareholders;
  - d. Issues that need to be consulted for approval of decisions;
  - e. The voting plan includes approving, disapproving and not having opinions on each issue for consultation;
  - f. The deadline for sending to the Company the answered opinion poll form;

- g. Full name and signature of the Chairman of the Board of Management.
- 4. The answered opinion poll must be signed by the shareholder being an individual, or the legal representative of the shareholder being an organization and bearing the seal of such organization; or the signature of the authorized individual.
- 5. The opinion poll may be sent to the Company in the following forms:
  - a. By mail: The opinion poll sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;
  - b. Fax or email: Opinion polls sent to the Company by fax or email must be kept confidential until the time of counting.
- 6. The opinion polls received by the Company after the time limit specified in the opinion poll or opened in case of sending letters or disclosed before the time of counting votes in case of sending faxes or emails are invalid. Opinion poll papers that are not sent back are considered votes not to participate in voting.
- 7. The Board of Management counts votes and makes a record of vote counting under the witness of the Board of Supervisors or shareholders who are not executives of the enterprise. The vote counting record must contain the following principal contents:
  - a. Name, address of the head office, enterprise code;
  - b. Purpose and issues to be consulted to pass the resolution;
  - c. The number of shareholders with the total number of votes that participated in voting, distinguishing the number of valid votes and the number of invalid votes and the method of sending votes, enclosed with an appendix to the list of shareholders participating in voting;
  - d. The total number of votes in favor, disapproval and no opinion on each issue;
  - e. Issues passed;
  - f. Full name and signature of the Chairman of the Board of Management, the vote counter and the vote counting supervisor.

Members of the Board of Management, vote counters and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of the vote counting records; jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.
- 8. The vote counting record must be sent to the shareholders within fifteen (15) days from the end of the vote count. The submission of the vote counting record may be substituted by posting it on the Company's website within twenty-four (24) hours from the end of the vote counting.
- 9. The opinion poll that has been answered, the vote counting record, the resolution that has been passed and the relevant documents enclosed with the opinion poll must be kept at the head office of the Company.
- 10. Resolutions passed in the form of collecting shareholders' opinions in writing for the issues mentioned in Clause 4, Article 21 must be approved by the number of shareholders representing at least 65% of the total votes of the shareholders with the right to vote, and for other issues, the number of shareholders representing at least 50% of the total votes of the shareholders must be approved have the right to vote for

approval and have the same validity as the resolution passed at the General Meeting of Shareholders.

### **Article 23. Minutes of meetings of the General Meeting of Shareholders**

1. Meetings of the General Meeting of Shareholders shall be recorded in minutes and maybe voice-recorded or recorded and stored in other electronic forms. A minutes shall be prepared in Vietnamese, may also be in a foreign language, and must contain the following principal contents:
  - a. Name, address of the head office, enterprise code;
  - b. Time and place of the General Meeting of Shareholders;
  - c. Agenda and contents of the meeting;
  - d. Full name of the chairman and secretary;
  - e. Summary of the meeting's developments and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
  - f. The number of shareholders and the total number of votes of shareholders attending the meeting, the appendix to the list of shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;
  - g. The total number of votes for each voting issue, clearly stating the voting method, the total number of valid and invalid, approving, disapproving and no opinions; the proportion of the total number of votes of shareholders attending the meeting;
  - h. The issues that were passed and the corresponding percentage of votes voted for approval;
  - i. Full names and signatures of the chairman and secretary. In case the chairperson or secretary refuses to sign the minutes of the meeting, this record shall take effect if it is signed by all other members of the Board of Management attending the meeting and contains all the contents specified in this Clause. The minutes of the meeting clearly state the refusal of the chairman or secretary to sign the minutes of the meeting.
2. The minutes of the General Meeting of Shareholders must be made and approved before the end of the meeting. The chairperson and the secretary of the meeting or other persons who sign the minutes of the meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
3. Minutes made in Vietnamese and foreign languages have the same legal effect. In case there is a difference in the contents of the minutes in Vietnamese and in foreign languages, the contents of the minutes in Vietnamese shall take effect.
4. The minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the end of the meeting.
5. The minutes of the General Meeting of Shareholders shall be considered as authentic evidence of the work carried out at the General Meeting of Shareholders unless there is an objection to the contents of the minutes made in accordance with the prescribed procedures within ten (10) days from the sending of the minutes.

6. The minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registered to attend the meeting, the approved resolution, the written authorization to attend the meeting and relevant documents enclosed with the notice of invitation to the meeting must be kept at the Company's head office.

#### **Article 24. Request to cancel the decision of the General Meeting of Shareholders**

Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of vote counting results for collecting shareholders' opinions in writing, the shareholders or groups of shareholders specified in Clause 3, Article 12 of this Regulation may request the Court or Arbitrator to consider, annulment of decisions of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening a meeting or collecting shareholders' opinions in writing and issuing decisions of the General Meeting of Shareholders do not comply with the provisions of the Law on Enterprises and this Charter, except for the case specified in Clause 5, Article 21 of this Charter.
2. The content of the resolution violates the law or this Charter.

In case the decision of the General Meeting of Shareholders is annulled under a decision of the Court or Arbitrator, the convener of the canceled General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders within 60 days according to the order and procedures specified in the Law on Enterprises and this Charter.

In case a shareholder or group of shareholders requests the Court or Arbitrator to annul the resolutions of the General Meeting of Shareholders under the provisions of this Article, such resolutions shall remain effective until the Court or Arbitrator makes another decision, except for the case of application of provisional urgent measures under decisions of competent agencies.

### **CHAPTER VII. THE BOARD OF MANAGEMENT**

#### **Article 25. Nomination and self-nomination of members of the Board of Management**

1. In case the candidates have been identified in advance, information related to the candidates of the Board of Management shall be included in the documents of the General Meeting of Shareholders and published at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before dropping out coupons. Candidates for the Board of Management must have a written commitment to the truthfulness, accuracy and reasonableness of the personal information disclosed and must commit to perform their duties honestly if elected as a member of the Board of Management. Information related to the candidates of the Board of Management shall be disclosed including at least the following contents:
  - a. Full name, date of birth;
  - b. Educational level;
  - c. Professional qualifications;
  - d. Work process;



- e. Companies in which the candidate is holding the position of member of the Board of Management and other management positions;
  - f. Interests related to the Company and its related parties;
  - g. Full name of the shareholder or group of shareholders nominating the candidate (if any);
  - h. Other information (if any).
2. Shareholders or groups of shareholders owning 10% or more of the total number of ordinary shares holding ordinary shares have the right to combine the number of voting rights to nominate candidates for the Board of Management, specifically as follows:
    - a. Shareholders or groups of shareholders holding between 10% and less than 30% of the total voting shares may nominate a maximum of one (01) candidate;
    - b. Shareholders or groups of shareholders holding between 30% and less than 40% of the total voting shares may nominate a maximum of two (02) candidates;
    - c. Shareholders or groups of shareholders holding between 40% and less than 50% of the total voting shares may nominate a maximum of three (03) candidates;
    - d. Shareholders or groups of shareholders holding between 50% and less than 60% of the total voting shares may nominate a maximum of four (04) candidates;
    - e. Shareholders or groups of shareholders holding from 60% to less than 70% of the total voting shares may nominate a maximum of five (05) candidates;
    - f. Shareholders or groups of shareholders holding between 70% and less than 80% of the total voting shares may nominate a maximum of six (06) candidates;
    - g. Shareholders or groups of shareholders holding 80% or more of the total number of voting shares in the nomination of a maximum of seven (07) candidates.
  3. In case the number of candidates approved by the Board of Management for nomination and candidacy is still insufficient, the incumbent Board of Management may nominate additional candidates or organize nomination according to the mechanism specified by the Company in the Company's Charter. Internal Regulations on Corporate Governance and Operation Regulations of the Board of Management. The introduction of candidates by the incumbent Board of Management of the Board of Management must be clearly announced and must be approved by the General Meeting of Shareholders before proceeding with the nomination in accordance with law.

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

1. The number of members of the Board of Management shall be at least 03 (three) persons and at most 05 (five) persons.
2. The term of office of a member of the Board of Management shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Management of a company for no more than 02 consecutive terms.
3. In case all members of the Board of Management end their term of office, such members shall continue to be members of the Board of Management until a new member is elected to replace and take over the work. In case any member of the Board

of Management ends their term of office, such member shall continue to be a member and take over the work at the latest meeting of the General Meeting of Shareholders or collect shareholders' opinions in writing.

4. The structure of members of the Board of Management is as follows:

The total number of non-executive members of the Board of Management must ensure at least one-third (1/3) of the total number of members of the Board of Management. The Company minimizes the members of the Board of Management who concurrently hold executive positions of the Company to ensure the independence of the Board of Management.

5. A member of the Board of Management shall no longer be a member of the Board of Management in the following cases:

- a. Not being qualified to be a member of the Board of Management under the provisions of the Law on Enterprises or being prohibited by law from being a member of the Board of Management;
- b. Have a letter of resignation and be approved;
- c. Suffering from mental disorders and other members of the Board of Management having professional evidence proving that they no longer have civil act capacity;
- d. Failing to attend meetings of the Board of Management within six (06) consecutive months, except for force majeure cases;
- e. Such member shall be dismissed or dismissed from office as a member of the Board of Management under the decision of the General Meeting of Shareholders;
- f. Other cases as prescribed by law and this Charter.

6. The appointment of members of the Board of Management must be disclosed in accordance with the provisions of the law on securities and securities market.

7. Criteria for members of the Board of Management:

- a. Having full civil act capacity, not being subject to enterprise management as prescribed in Clause 2, Article 17 of the Law on Enterprises;
- b. Have professional qualifications and experience in business management. Members of the Board of Management may not be shareholders of the Company.
- c. A member of the Board of Management of a company may also be a member of the Board of Management of another company.
- d. Other standards as prescribed by law.

**Article 27. Rights and obligations of the Board of Management**

1. The Company's business activities and affairs are subject to the supervision and direction of the Board of Management. The Board of Management is the management agency of the Company, has the full right to decide and exercise the rights and obligations of the Company on behalf of the Company, except for the rights and obligations under the jurisdiction of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Management are prescribed by law, the Company's Charter and the General Meeting of Shareholders. Specifically, the Board of Management has the following powers and obligations:

- a. Decide on the Company's strategy, medium-term development plan and annual business plan;
- b. Determine operational objectives on the basis of strategic objectives approved by the General Meeting of Shareholders;
- c. Election, dismissal and dismissal of the Chairman of the Board of Management; appointing and dismissing, signing and terminating contracts of the General Director and other managers and deciding on salaries, bonuses and other benefits;
- d. To supervise and direct the General Director and other managers;
- e. Resolving the Company's complaints against the business manager as well as deciding on the selection of the Company's representative to resolve issues related to legal proceedings against such manager;
- f. Decide on the organizational structure of the Company, the Company's internal management regulations, decide on the establishment of subsidiaries, branches, representative offices and the capital contribution, purchase/sale of shares of other enterprises; promulgate necessary documents to manage the investment capital, manage the representative of the Company's contributed capital at subsidiaries and other enterprises;
- g. To decide on the appointment/resignation/termination of the status of the representative to manage the Company's contributed capital in other enterprises, to decide on the salaries and other benefits of these persons;
- h. Proposing the reorganization or dissolution of the Company, requesting bankruptcy of the Company;
- i. After being approved by the General Meeting of Shareholders, promulgating the Regulation on the operation of the Board of Management, the Internal Regulation on corporate governance;
- j. Decision on promulgation of the Regulation on information disclosure of the company;
- k. Approving programs and contents of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to approve the decision;
- l. Proposing annual dividends; decide on the time limit and procedures for paying dividends or handling losses arising in the course of business;
- m. Proposing the types of shares to be issued and the total number of shares entitled to be offered for sale according to each type;
- n. To decide on the sale of new shares within the number of shares entitled to be offered for sale of each type; decide to mobilize additional capital in other forms;
- o. Decision on share repurchase as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
- p. Proposing the issuance of convertible bonds and bonds with warrants; decide on the plan to issue non-convertible bonds and bonds without warrants;
- q. Deciding on the offering price of shares, bonds of the Company and convertible securities;

- r. Submit the audited annual financial statements and corporate governance reports to the General Meeting of Shareholders;
  - s. Through contracts for purchase, sale, borrowing, lending, finance (excluding ordinary commercial credit) and other contracts and transactions with a value equal to or greater than 5% of the total value of assets recorded in the Company's latest consolidated financial statements. This provision does not apply to contracts and transactions specified at Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;
  - t. Decision on investment or sale of assets valued at less than 35% of the total value of assets stated in the Company's latest consolidated financial statements;
  - u. Deciding on solutions for market development, marketing and technology;
  - v. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the Company's Charter.
3. The following matters must be approved by the Board of Management:
- a. Establishment of branches or representative offices of the Company;
  - b. Establishment of subsidiaries of the Company;
  - c. Within the scope specified in Clause 2, Article 153 of the Law on Enterprises and except for the cases specified in Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises, which must be ratified by the General Meeting of Shareholders, the Board of Management shall decide on the implementation, amendment and cancellation of major contracts of the Company (including purchase contracts, sale, merger, acquisition of companies and joint ventures);
  - d. Investments that are not part of the business plan and budget or investments that exceed 10% of the value of the annual business plan and budget;
  - e. The valuation of assets contributed to the Company other than cash in the issuance of the Company's shares, including gold, land use rights, intellectual property rights, technology and technological know-how;
  - f. The redemption or recovery of not more than 10% of the total number of shares of each type that have been offered for sale in twelve (12) months;
  - g. Decide on the price of the redemption or redemption of the Company's shares;
  - h. Business or transaction matters decided by the Board of Management require approval within the scope of its powers and responsibilities.
4. Unless otherwise provided for by law and this Charter, the Board of Management may authorize/decentralize/assign the Chairman of the Board of Management, agencies attached to the Board of Management and the General Director to exercise the powers of the Board of Management specified in this Article.
5. The Board of Management must report to the General Meeting of Shareholders on the results of the Board of Management' activities as prescribed in Article 280 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities, amended and supplemented by Decree 245/2025/ND-CP effective from September 11, 2025.

## **Article 28. Remuneration, salary and other benefits of members of the Board of Management**

1. Members of the Board of Management are entitled to remuneration and rewards for their work as members of the Board of Management. The total remuneration and bonus of the Board of Management shall be decided by the General Meeting of Shareholders at the annual meeting. This remuneration shall be divided among the members of the Board of Management as agreed upon in the Board of Management or divided equally in case of failure to reach an agreement.
2. Members of the Board of Management must promptly and fully report to the Board of Management on the remuneration they receive from subsidiaries, associate companies and other organizations in which they are representatives of the Company's contributed capital.
3. The remuneration of each member of the Board of Management shall be included in the Company's business expenses in accordance with the law on corporate income tax, expressed 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. A member of the Board of Management who holds an executive position (including the position of Chairman or Vice Chairman), or a member of the Board of Management who works in subcommittees of the Board of Management or performs other tasks that the Board of Management considers to be outside the scope of ordinary duties of a member of the Board of Management, may be paid additional remuneration in the form of a lump-sum remuneration, salary, commission, percentage of profit or in other forms as decided by the Board of Management.
4. Members of the Board of Management are entitled to be paid all travel, meals, accommodation and other reasonable expenses that they have incurred in the performance of their duties as members of the Board of Management, including expenses incurred in attending meetings of the General Meeting of Shareholders. Board of Management or subcommittees of the Board of Management.
5. Members of the Board of Management may purchase liability insurance by the Company after the approval of the General Meeting of Shareholders. This insurance does not cover the liabilities of the Board of Management members related to violations of the law and the company's Charter.

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

1. The Board of Management shall select from among the members of the Board to elect the Chairman of the Board of Management and may have one or several Vice Chairmen of the Board of Management.
2. The Chairman of the Board of Management must not concurrently hold the position of the General Director.
3. The Chairman of the Board of Management has the following rights and obligations:
  - a. Formulate programs and plans for activities of the Board of Management;
  - b. Prepare programs, contents and documents for the meeting; convening, presiding over and presiding over meetings of the Board of Management;

- c. Organize the adoption of resolutions and decisions of the Board of Management; supervise the process of organizing the implementation of resolutions and decisions of the Board of Management;
- d. Chairing the General Meeting of Shareholders in accordance with the provisions of law;
- e. Other rights and obligations specified in the Law on Enterprises and this Charter.

In cases where authorized by the Chairman of the Board of Management, the Vice Chairman of the Board of Management or a member of the Board of Management shall have the same rights and obligations as the Chairman of the Board of Management but only in cases where the Chairman of the Board of Management has notified the Board of Management that he or she is absent or must be absent due to force majeure reasons or loss the ability to perform their duties. In the above-mentioned cases where the Chairman of the Board of Management fails to appoint a Vice Chairman of the Board of Management or a member of the Board of Management to do so, the members of the Board of Management shall appoint a Vice Chairman of the Board of Management to temporarily perform the rights and obligations of the Chairman of the Board of Management. In the event that both the Chairman of the Board of Management and the Vice Chairmen of the Board of Management are absent or temporarily unable to perform their duties for some reason, the Board of Management may appoint another of them to perform the duties of the Chairman of the Board of Management on the principle of oversold majority.

- 4. The Chairman of the Board of Management is responsible for ensuring that the Board of Management sends the annual financial statements, the Company's operation reports, audit reports and inspection reports of the Board of Management to shareholders at the General Meeting of Shareholders.
- 5. The Chairman of the Board of Management may be dismissed at the decision of the Board of Management. In case the Chairman of the Board of Management resigns or is dismissed, the Board of Management must elect a replacement within ten (10) days.
- 6. In case it is deemed necessary and does not violate the prohibitions of law, the Chairman of the Board of Management shall be authorized according to his duties or authorized regularly and delegated to the Vice Chairman(s) of the Board of Management or members of the Board of Management to sign documents, documents on behalf of the Chairman of the Board of Management and exercise the powers, responsibilities and tasks of the Chairman of the Board of Management. (S) The Vice Chairman of the Board of Management and members of the Board of Management shall be responsible to the Chairman of the Board of Management for the performance of the authorized tasks.

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

- 1. Meeting to elect the Chairman of the Board of Management

In case the Board of Management elects the Chairman of the Board of Management, the Chairman of the Board of Management shall be elected at the first meeting of the Board of Management within seven (07) working days from the date of termination of the election of such Board of Management. This meeting is convened by the member with the highest number of votes or the highest percentage of votes. In case there is more than one (01) member with the highest number of votes or the highest percentage

of votes, the members shall vote on the principle of majority to elect one (01) of them to convene a meeting of the Board of Management.

2. The Board of Management must meet at least once a quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Management must convene regular and irregular meetings of the Board of Management at least three (03) working days before the expected meeting date. In case of emergency, the notice of the meeting of the Board of Management must be sent to the members of the Board of Management at least one day in advance. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda, the issues discussed and decided. The notice of invitation to the meeting must be enclosed with the documents used at the meeting and the voting slips of the members.

The notice of invitation to the meeting of the Board of Management may be sent by invitation, telephone, fax, electronic means or other means and ensure that it reaches the contact address of each member of the Board of Management registered at the Company.

4. A meeting of the Board of Management shall be conducted when 3/4 or more of the total number of members attend the meeting. In case the meeting convened under the provisions of this Clause does not have enough members to attend the meeting as prescribed, it may be convened for the second time within 07 days from the date of the intended first meeting. In this case, the meeting shall be held if more than half of the members of the Board of Management attend the meeting.
5. Extraordinary Meetings

The Chairman of the Board of Management must convene a meeting of the Board of Management, which must not be postponed without plausible reasons, when one of the following subjects requests in writing clearly stating the purpose of the meeting, matters to be discussed and decided under the competence of the Board of Management:

- a. Board of Supervisors;
  - b. General Director or at least five (05) other managers;
  - c. At least two (02) members of the Board of Management;
  - d. Other cases (if any).
6. The Chairman of the Board of Management must convene a meeting of the Board of Management within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article. In case of failing to convene a meeting as requested, the Chairman of the Board of Management shall be responsible for the damage caused to the Company; the persons proposing the organization of the meeting specified in Clause 3, Article 30 of this Charter have the right to convene a meeting of the Board of Management.
  7. At the request of an independent auditing firm to audit the Company's financial statements, the Chairman of the Board of Management must convene a meeting of the Board of Management to discuss the audit report and the Company's situation.

8. Meeting Locations

A meeting of the Board of Management shall be conducted at the Company's head office or at another location in Vietnam or abroad under the decision of the Chairman of the Board of Management and agreed upon by the Board of Management.

#### 9. Meeting in the form of online conference

A meeting of the Board of Management may be held in the form of an online conference between members of the Board of Management when all or several members are in different locations provided that each member participating in the meeting can:

- a. Listening to each other member of the Board of Management speaking in the meeting;
- b. Address to all other attendees simultaneously.

Discussions between members may be conducted directly by telephone or by other means of communication or a combination of these methods. A member of the Board of Management who participates in such a meeting is deemed to be "present" at that meeting. The place of the meeting held under this regulation is the place where the most members of the Board of Management are present, or the place where the Chairman of the meeting is present.

Decisions adopted in the meeting in the form of an online conference shall be held and conducted in a formal manner, taking effect immediately at the end of the meeting but must be affirmed by the signatures in the minutes of all members of the Board of Management attending this meeting.

#### 10. Voting Forms

Members of the Board of Management are considered to attend and vote at the meeting in the following cases:

- a. Attending and voting directly at the meeting;
- b. Authorize other persons to attend the meeting and vote if approved by a majority of members of the Board of Management;
- c. Attend and vote through online meeting, electronic voting, or other similar forms;
- d. Send the ballot to the meeting via mail, fax, email. In case of sending votes to the meeting by mail, the votes must be contained in sealed envelopes and must be delivered to the Chairman of the Board of Management at least one (01) hour before the opening. Voting ballots may only be opened in the presence of all attendees.

#### 11. Voting

- a. Except for the provisions at Point b of this Clause, each member of the Board of Management or an authorized person who is directly present as an individual at a meeting of the Board of Management shall have one (01) vote;
- b. A member of the Board of Management may not vote on contracts, transactions or proposals in which such member or a person related to that member has an interest and such interests conflict or may conflict with the interests of the Company. Members of the Board of Management shall not be included in the minimum percentage of members present to be able to hold meetings of the Board of Management on decisions that such members do not have the right to vote on;



- c. According to the provisions of Point d of this Clause, when an issue arises at a meeting related to the interests or voting rights of a member of the Board of Management and such member does not voluntarily waive the voting rights, the decision of the chairman shall be final, unless the nature or scope of interests of the members of the Board of Management are concerned are fully announced;
- d. Members of the Board of Management who benefit from a contract specified at Points a and b, Clause 5, Article 40 of this Charter shall be deemed to have significant interests in such contract;
- e. Members of the Board of Supervisors have the right to attend meetings of the Board of Management, have the right to discuss but are not allowed to vote.

12. Disclosure of interests

A member of the Board of Management who directly or indirectly benefits from a contract or transaction that has been concluded or is about to be concluded with the Company and knows himself or herself as a person with an interest in it is responsible for disclosing this interest at the first meeting of the Board discussing the conclusion of this contract or transaction. In case a member of the Board of Management does not know that he or she and related persons have interests at the time the contract or transaction is signed with the Company, such member of the Board of Management must publicize the relevant interests at the first meeting of the Board of Management held after this member knows that he or she has interests or will have interests in the transaction or contract mentioned above.

13. Principle of majority voting

The Board of Management approves decisions and issues resolutions on the basis that the majority of members of the Board of Management attending the meeting or authorizing the meeting to attend the meeting approve (over 50%). In case the number of votes for and against is equal, the final decision shall belong to the side with the opinion of the Chairman of the Board of Management.

14. The Resolution is approved in the form of collecting written opinions

Resolutions in the form of collecting written opinions shall be adopted on the basis of the approval of the majority of members of the Board of Management who have the right to vote. This Resolution has the same effect and validity as the resolution adopted at the meeting.

15. Minutes of the meeting of the Board of Management

The Chairman of the Board of Management shall send the minutes of the Board of Management meeting to the members and such minutes shall be authentic evidence of the work carried out during the meeting unless there is an objection to the contents of the minutes within ten (10) days from the date of submission. The minutes of the meeting of the Board of Management shall be made in Vietnamese and may be made in a foreign language and must contain the following principal contents:

- a. Name, address of the head office, enterprise code;
- b. Purpose, agenda and contents of the meeting;
- c. Time and place of the meeting;

- d. Full name of each member attending the meeting or the person authorized to attend the meeting and the method of attending the meeting; full names of members who did not attend the meeting and the reasons;
- e. Issues discussed and voted on at the meeting;
- f. Summarizing the opinions of each member attending the meeting in the order of the meeting;
- g. The voting results clearly state the members who approve, disagree and have no opinions;
- h. The issues that were passed and the corresponding voting rate passed;
- i. Full name, signature of the chairman and the person taking the record.

A record is considered valid in the following cases:

- (i) Signed by all members of the Board of Management attending the meeting and the person taking the minutes of the meeting; or
- (ii) The minutes shall be made in many copies and each record shall be signed by at least 01 member of the Board of Management participating in the meeting; or
- (iii) Signed by the chairman and the person taking the record.

In case the chairperson or the person taking the minutes refuses to sign the minutes of the meeting but if all other members of the Board of Management attend and agree to approve the minutes of the meeting and have all the contents as prescribed above, this minutes shall take effect. The minutes of the meeting clearly state that the chairperson and the person taking the minutes of the minutes refuse to sign the minutes of the meeting. The signatories of the minutes of the meeting shall be jointly responsible for the accuracy and truthfulness of the contents of the minutes of the meeting of the Board of Management. The chairperson and the person taking the minutes shall take personal responsibility for the damage caused to the Company due to the refusal to sign the minutes of the meeting in accordance with the provisions of the Law on Enterprises, the company's charter and relevant laws.

The chairperson, the person taking the minutes and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the minutes of the meeting of the Board of Management.

Minutes made in Vietnamese and foreign languages have the same legal effect. In case there is a difference in the content between the minutes in Vietnamese and in foreign languages, the contents of the minutes in Vietnamese shall apply.

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

- 1. The Board of Management may set up sub-committees to be in charge of development policies, human resources, remuneration, internal audit and other areas in accordance with the requirements of the Board of Management from time to time. The number of members of the subcommittee is decided by the Board of Management. In case the Board of Management decides to establish sub-committees on human resources and sub-committees, the Board of Management shall appoint one (01) independent member of the Board of Management to be the head of these sub-committees. Other members of the subcommittee may consist of one or more members of the Board of

Management and one or more external members at the discretion of the Board of Management. In the process of exercising the entrusted powers, the sub-committees must comply with the regulations set forth by the Managing Board. These regulations may govern or authorize the admission of persons who are not members of the Board of Management to the subcommittees mentioned above and authorize such persons to vote as members of the subcommittee but (a) must ensure that the number of outside members is less than half of the total number of members of the subcommittee and (b) the resolution of the subcommittee. The sub-committee shall take effect only when the majority of members attend and vote for approval at the meeting of the sub-committee who are members of the Board of Management.

2. The implementation of decisions of the Board of Management, or of subcommittees under the Board of Management, or of persons with membership of subcommittees of the Board of Management must comply with current legal provisions and the provisions of the Company's Charter and Internal Regulations on corporate governance.

### **Article 32. Person in charge of corporate governance**

1. The Board of Management shall appoint at least one (01) person as the person in charge of corporate governance to support the effective conduct of the company's governance activities. The term of office of the person in charge of corporate governance shall be decided by the Board of Management, a maximum of five (05) years.
2. The person in charge of corporate governance must meet the following standards:
  - a. Have an understanding of the law;
  - b. Not to concurrently work for an independent auditing firm that is auditing the Company's financial statements;
  - c. Other criteria as prescribed by law, this Charter and decisions of the Board of Management.
3. The Board of Management may dismiss the person in charge of the Company's administration when necessary, but it is not contrary to the current labor laws.
4. The person in charge of corporate governance has the following rights and obligations:
  - a. Advising the Board of Management on organizing the General Meeting of Shareholders in accordance with regulations and related affairs between the Company and shareholders;
  - b. Prepare meetings of the Board of Management, the Board of Supervisors and the General Meeting of Shareholders at the request of the Board of Management or the Board of Supervisors;
  - c. Advising on the procedure of meetings;
  - d. Attend meetings;
  - e. Advising on procedures for making resolutions of the Board of Management in accordance with the provisions of law;

- f. Provide financial information, copies of minutes of meetings of the Board of Management and other information to members of the Board of Management and members of the Board of Supervisors;
- g. Supervise and report to the Board of Management on the Company's information disclosure activities.
- h. Confidentiality of information in accordance with the provisions of law and the Company's Charter;
- i. Other rights and obligations as prescribed by law and the Company's Charter.

## **CHAPTER VIII. GENERAL DIRECTORS AND OTHER MANAGERS**

### **Article 33. Organization of the management apparatus**

The Company's management system must ensure that the management apparatus is accountable to the Board of Management and subject to the supervision and direction of the Board of Management in the daily business of the Company. The Company has one (01) General Director, Deputy General Directors, one (01) Chief Accountant and other managerial positions appointed by the Board of Management. The General Director and Deputy General Directors may be members of the Board of Management at the same time. The appointment, dismissal and dismissal of the above-mentioned positions must be approved by a resolution of the Board of Management.

### **Article 34. Business Manager (Key Manager)**

1. At the request of the General Director and the approval of the Board of Management, the Company may recruit managers of other enterprises with the number and standards in accordance with the Company's management structure and regulations prescribed by the Board of Management. Business managers must have a diligent responsibility to support the Company in achieving the set goals in its operations and organization.
2. Remuneration, salary, benefits and other terms of the labor contract for the General Director shall be decided by the Board of Management. Contracts with other Managers shall be decided by the Board of Management after consultation with the General Director.
3. The salary of the enterprise manager shall be included in the Company's business expenses in accordance with the law on corporate income tax, which shall be expressed as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

### **Article 35. Designation, dismissal, duties and entitlements of the General Director**

1. The Board of Management shall appoint one (01) member of the Board of Management or another person as the General Director; sign a contract that stipulates remuneration, salary and other benefits.
2. The term of office of the General Director shall not exceed five (05) years and may be re-appointed for an unlimited number of terms. The appointment may expire based on the provisions of the labor contract. The General Director is not a person who is

prohibited by law from holding this position and must meet the standards and conditions prescribed by law and the Company's Charter.

3. The General Director has the following rights and obligations:
  - a. Implementing the resolutions of the Board of Management and the General Meeting of Shareholders, the Company's business plan and investment plan approved by the Board of Management and the General Meeting of Shareholders;
  - b. Decide on matters relating to the day-to-day business of the Company without the need for a decision of the Board of Management, including entering into financial and commercial contracts on behalf of the Company, organizing and operating the Company's day-to-day business in accordance with best management practices;
  - c. Propose to the Board of Management the organizational structure plan and internal management regulations of the Company;
  - d. Propose measures to improve the operation and management of the Company;
  - e. To propose the number and managers of enterprises that the Company needs to recruit for the Board of Management to appoint or dismiss according to internal regulations and to propose remuneration, salaries and other benefits for managers of enterprises for the Board of Management to decide;
  - f. Appointing, dismissing and dismissing managerial positions in the Company, except for positions under the competence of the Board of Management, the General Meeting of Shareholders and the Board of Supervisors;
  - g. In the fourth quarter of each year, submit to the Board of Management for consideration the detailed business plan for the next fiscal year on the basis of meeting the requirements of the appropriate budget as well as the annual (05) year financial plan;
  - h. Prepare long-term, annual and quarterly estimates of the Company (hereinafter referred to as estimates) in service of the Company's long-term, annual and quarterly management activities according to the business plan. The annual estimate (including the balance sheet, the report on business results and the report on expected cash flows) for each fiscal year must be submitted to the Board of Management for approval and must include the information specified in the Company's internal regulations;
  - i. Proposing a plan to pay dividends or handle losses in business;
  - j. Recruiting employees, deciding on salaries and other benefits for employees in the Company, including enterprise managers under the appointing authority of the General Director;
  - k. Other rights and obligations as prescribed by law, this Charter, the Company's internal regulations, resolutions of the Board of Management, and labor contracts signed with the Company.
4. The General Director shall be responsible to the Board of Management and the General Meeting of Shareholders for the performance of assigned tasks and powers and must report to these levels when requested.
5. The Board of Management may dismiss the General Director when the majority of members of the Board of Management have the right to vote to approve and appoint a new General Director to replace him. In case the General Director is also a member of

the Board of Management, the General Director shall not have the right to vote as prescribed in this Clause.

## **CHAPTER IX. BOARD OF SUPERVISORS**

### **Article 36. Candidacy and nomination of members of the Board of Supervisors**

1. In case the candidates have been identified in advance, information related to the candidates of the Board of Supervisors shall be included in the documents of the General Meeting of Shareholders and published at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates of the Board of Supervisors must have a written commitment to the truthfulness, accuracy and reasonableness of the disclosed personal information and must commit to perform their duties honestly if elected as a member of the Board of Supervisors. Information related to the Board of Supervisors candidates shall be disclosed, including at least the following contents:
  - a. Full name, date of birth;
  - b. Educational level;
  - c. Professional qualifications;
  - d. Work process;
  - e. Companies in which the candidate is holding the position of member of the Board of Supervisors and other management positions.
  - f. Interests related to the Company and its related parties;
  - g. Other information (if any).
2. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to combine the number of voting rights to nominate candidates for the Board of Supervisors, specifically as follows:
  - a. Shareholders or groups of shareholders holding between 10% and less than 30% of the total voting shares may nominate a maximum of one (01) candidate;
  - b. Shareholders or groups of shareholders holding between 30% and less than 40% of the total voting shares may nominate a maximum of two (02) candidates;
  - c. Shareholders or groups of shareholders holding between 40% and less than 50% of the total voting shares may nominate a maximum of three (03) candidates;
  - d. Shareholders or groups of shareholders holding 50% or more of the total voting shares may nominate a maximum of four (04) candidates.
3. In case the number of candidates approved by the Board of Supervisors for nomination and candidacy is not sufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nomination according to the mechanism specified in the Company's Charter and the Internal Regulations on Corporate Governance and the Operation Regulations of the Board of Management. The introduction of candidates by the incumbent Board of Supervisors must be clearly announced and approved by the General Meeting of Shareholders before voting to elect members of the Board of Supervisors.

### **Article 37. Member of the Board of Supervisors**

1. The number of members of the Board of Supervisors of the Company is three (03) people. The term of office of a member of the Board of Supervisors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. In case a member of the Board of Supervisors has not yet been elected at the same time at the end of the term of office, the member of the Board of Supervisors whose term has expired shall continue to perform his/her rights and perform his/her duties until the member of the Board of Supervisors for the new term is elected and accepts the task. In case a member is elected to supplement or replace a member who is dismissed or dismissed from office within the term of office, the term of office of such member shall be the remaining term of office of the Board of Supervisors.
2. Members of the Board of Supervisors must meet the criteria and conditions specified in Article 169 of the Law on Enterprises and the Company's Charter, must be auditors or accountants and do not fall into the following cases:
  - a. Working in the accounting and finance department of the Company;
  - b. Being a member or employee of an independent auditing firm auditing the Company's financial statements for the previous three (03) years.
3. Members of the Board of Supervisors elect one (01) of them to be the Head of the Board of Supervisors on the principle of majority. The Head of the Board of Supervisors must be a professional auditor or accountant and must work full-time at the Company. The Head of the Board of Supervisors has the following rights and responsibilities:
  - a. Convening a meeting of the Board of Supervisors;
  - b. To request the Board of Management, the General Director and other executives to provide relevant information to serve the work of the Board of Supervisors;
  - c. Prepare and sign the report of the Board of Supervisors after consulting the Board of Management (if any) for submission to the General Meeting of Shareholders.
4. Members of the Board of Supervisors shall be dismissed from office in the following cases:
  - a. No longer meet the criteria and conditions for being a member of the Board of Supervisors as prescribed in the Law on Enterprises;
  - b. Failing to exercise his/her rights and obligations for six (06) consecutive months, except for force majeure cases;
  - c. Have a letter of resignation and be approved;
  - d. Other cases as prescribed by law and this Charter.
5. A member of the Board of Supervisors shall be dismissed in the following cases:
  - a. Failing to complete assigned tasks and jobs;
  - b. Serious violations or repeated violations of obligations of members of the Board of Supervisors as prescribed by the Law on Enterprises and the Company's Charter;
  - c. According to the decision of the General Meeting of Shareholders;
  - d. Other cases as prescribed by law and this Charter.

6. Members of the Board of Supervisors no longer have membership in the following cases:
- a. Such member is prohibited by law from being a member of the Board of Supervisors;
  - b. Such member resigns by a written notice sent to the Company's head office;
  - c. The member suffers from a mental disorder and other members of the Board of Supervisors have professional evidence proving that such person is no longer capable of civil acts;
  - d. The member is absent from the meetings of the Board of Supervisors for six consecutive months, and during which time the Board of Supervisors does not allow the member to be absent and has ruled that his or her office is vacant;
  - e. Such member shall be dismissed or dismissed under the decision of the General Meeting of Shareholders.

### **Article 38. Board of Supervisors**

1. The Board of Supervisors has the rights and obligations prescribed in Article 170 of the Law on Enterprises and this Charter, mainly the following powers and responsibilities:
- a. Propose and propose the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's financial statements; decide on the audit organization approved to inspect the Company's operations, and exempt the approved auditor when deeming it necessary.
  - b. The Board of Supervisors shall be responsible to shareholders for its supervisory activities.
  - c. Supervise the financial situation of the Company, the compliance with the law in the activities of members of the Board of Management, General Directors, and executives of other enterprises.
  - d. Ensure coordination with the Board of Management, the Director (General Director) and shareholders.
  - e. In case of detecting acts of violation of law or violation of the company's charter by members of the Board of Management, the general director and other managers of the enterprise, they must notify in writing to the Board of Management within forty-eight (48) hours, request the violators to stop their violations and take remedial solutions.
  - f. Formulate the Operation Regulation of the Board of Supervisors and submit it to the General Meeting of Shareholders for approval.
  - g. Report at the General Meeting of Shareholders in accordance with Article 290 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law, amended and supplemented by Decree 245/2025/ND-CP effective from September 11, 2025.
  - h. Have the right to access the Company's records and documents kept at the head office, branches and other locations; have the right to go to the place of work of the Company's managers and employees during working hours.



- i. Have the right to request the Board of Management, members of the Board of Management, the Director (General Director) and other managers to provide complete, accurate and timely information and documents on the management, administration and business activities of the Company.
  - j. Other rights and obligations as prescribed by law and this Charter.
2. The Board of Management, members of the Board of Management, the General Director and other executives of the enterprise must provide complete, accurate and timely information and documents on the management, administration and operation of the Company at the request of members of the Board of Supervisors or the Board of Supervisors. The person in charge of corporate governance/company secretary shall ensure that all copies of resolutions, minutes of the General Meeting of Shareholders and of the Board of Management, financial information, other information and documents provided to shareholders and members of the Board of Management must be provided to the members of the Board of Supervisors at the same time points and in the same manner as for shareholders and members of the Board of Management.
3. The Board of Supervisors may issue regulations on the meetings of the Board of Supervisors and the manner in which the Board of Supervisors operates. The Board of Supervisors must meet at least two (02) times a year and the meeting shall be held when two-thirds (2/3) or more of the members of the Board of Supervisors attend the meeting. The minutes of the Board of Supervisors meeting are detailed and clear. The Secretary and members of the Board of Supervisors attending the meeting must sign the minutes of the meeting. The minutes of meetings of the Board of Supervisors must be kept in order to determine the responsibilities of each member of the Board of Supervisors. The Board of Supervisors has the right to request members of the Board of Management, the General Director and representatives of independent auditing firms to attend and answer matters of interest to the Board of Supervisors members.
4. Remuneration, salary and other benefits of members of the Board of Supervisors shall be decided by the General Meeting of Shareholders. Members of the Board of Supervisors shall be entitled to reasonable payment of accommodation, travel and other expenses incurred when they participate in meetings of the Board of Supervisors or perform other activities of the Board of Supervisors.

## **CHAPTER X.**

### **RESPONSIBILITIES OF MEMBERS OF THE BOARD OF MANAGEMENT, MEMBERS OF THE BOARD OF SUPERVISORS, GENERAL DIRECTOR AND OTHER MANAGERS**

#### **Article 39. Responsibility for Caution**

Members of the Board of Management, members of the Board of Supervisors, General Directors and other managers are responsible for performing their duties, including those as members of subcommittees of the Board of Management, in an honest and prudent manner in the best interests of the Company.

#### **Article 40. Responsibility for honesty and avoidance of conflicts of interest**

1. Members of the Board of Management, members of the Board of Supervisors, General Director and other managers must publicize relevant interests in accordance with the provisions of Article 164 of the Law on Enterprises and other relevant laws.
2. Members of the Board of Management, Members of the Board of Supervisors, General Directors and other managers are not allowed to use business opportunities that may benefit the Company for personal purposes; at the same time, they must not use the information obtained through their positions for personal self-interest or to serve the interests of other organizations or individuals.
3. Members of the Board of Management, members of the Board of Supervisors, General Director and other managers are obliged to notify in writing to the Board of Management of transactions between the Company, its subsidiaries and other companies controlled by the public company with more than 50% or more of the charter capital and such entity or with related persons of the statutes in accordance with the provisions of law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Management, the Company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.
4. Without contradiction to the provisions of Clause 5 of this Article, unless otherwise decided by the General Meeting of Shareholders, the Company is not allowed to grant loans or guarantees to members of the Board of Management, members of the Board of Supervisors, General Director, other managers and individuals, organizations related to the above-mentioned members, unless the Company and organizations related to such members are companies in the same group or companies operating in groups of companies, including parent companies - subsidiaries, economic groups and unless otherwise provided for by specialized laws.
5. Members of the Board of Management are not allowed to vote on transactions that benefit such member or related persons of such members in accordance with the provisions of the Law on Enterprises and the company's charter.
6. Members of the Board of Management, members of the Board of Supervisors, General Directors, other managers and organizations and individuals related to the above-mentioned members are not allowed to use information that has not been disclosed by the Company or disclosed to others to carry out related transactions.
7. Transactions between the Company and one or more members of the Board of Management, members of the Board of Supervisors, General Director, other managers and individuals and organizations related to these subjects shall not be invalidated in the following cases:
  - a/ For transactions with a value of less than or equal to 35% of the total value of assets recorded in the latest consolidated financial statements, important contents of the contract or transaction as well as the relationships and interests of members of the Board of Management, The General Director and other managers have been reported to the Board of Management and approved by the Board of Management by a majority of votes of members of the Board of Management who have no related interests; In this case, the representative of the Company signing the contract must notify the members of the Board of Management of the objects related to such contract or transaction; and at the

same time enclose the draft contract or the main contents of the transaction. The Board of Management shall decide on the approval of the contract or transaction within 15 days from the date of receipt of the notice; members with related interests do not have voting rights;

- b/ For a transaction with a value of more than 35% or a transaction resulting in a transaction value arising within ten (12) months from the date of making the first transaction with a value of 35% or more of the total value of assets recorded in the latest consolidated financial statements, the important contents of this transaction as well as the relationship and interests of members of the Board of Management, the General Director and other managers have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders who have no related interests.

In this case, the representative of the Company signing the contract must notify the Board of Management of the objects related to such contract or transaction; and at the same time enclose the draft contract or notify the main contents of the transaction. The Board of Management submits a draft contract or explains the main contents of the transaction at the General Meeting of Shareholders or collects shareholders' opinions in writing. In this case, shareholders with related interests do not have voting rights; the contract or transaction is approved when the number of shareholders representing more than **50%** of the total remaining votes approves;

- c. If a contract or transaction is invalidated and handled in accordance with the provisions of law when it is signed or performed without being approved under the provisions of Points b and c of this Clause, causing damage to the Company, the contracting signatory, shareholders, members of the Board of Management or the General Director concerned must jointly compensate for the damage incurred. to refund to the Company the profits obtained from the performance of such contracts and transactions.
  - d. Such contract or transaction is deemed to be fair and reasonable in all respects relating to the shareholders of the company at the time the transaction or transaction is authorized by the Board of Management or a subcommittee of the Board of Management or shareholders, approval or ratification.
8. The General Director must not be a related person of the enterprise manager, the representative of the state ownership interests, the representative of the enterprise's capital interests at the company and the parent company as prescribed at Point d, Clause 46, Article 4 of the Law on Securities.

#### **Article 41. Liability for Damage and Compensation**

1. Members of the Board of Management, members of the Board of Supervisors, General Director and other managers who violate their obligations and responsibilities honestly and prudently, fail to fulfill their obligations with diligence and professional capacity shall be responsible for the damages caused by their violations.
2. The Company shall indemnify persons who have been, are or may become a stakeholder in complaints, lawsuits, and prosecutions (including civil, administrative

and non-lawsuits filed by the Company) if such persons have been or are members of the Board of Management, a member of the Board of Supervisors, General Director, other manager, employee or representative authorized by the Company or such person has been or is acting at the request of the Company as a member of the Board of Management, business manager, employee or authorized representative of the Company provided that such person has acted in good faith, be prudent, diligent for the benefit of or not conflict with the interests of the Company, on the basis of compliance with the law and without evidence that the person has breached his or her responsibilities.

3. When performing functions, duties or performing tasks as authorized by the Company, members of the Board of Management, members of the Board of Supervisors, other managers, employees or authorized representatives of the Company shall be compensated by the Company when they become a stakeholder in complaints, lawsuits and prosecutions (except for lawsuits in which the Company is the plaintiff) in the following cases:
  - a. Have acted honestly, carefully, diligently for the benefit of the Company and do not contradict the interests of the Company;
  - b. Complying with the law and having no evidence of failure to fulfill its responsibilities.
4. Indemnification costs include costs incurred (including attorneys' fees), judgment costs, fines, payables incurred in reality or deemed reasonable when resolving these cases within the framework permitted by law. The company may purchase insurance for these people to avoid the above liabilities.

## **CHAPTER XI.**

### **RIGHTS TO ACCESS THE COMPANY'S DOCUMENTS AND RECORDS**

#### **Article 42. Right to investigate books and records**

1. Ordinary shareholders have the right to send a written request for the right to consider, look up and extract information about their names and contact addresses in the list of voting shareholders, the minutes of the General Meeting of Shareholders and make copies or extracts of these documents during working hours and at the head office of the Company. The request for inspection by the authorized representative of the shareholder must be accompanied by a power of attorney of the shareholder that he or she represents or a notarized copy of this power of attorney.
2. Members of the Board of Management, members of the Board of Supervisors, the General Director and other managers have the right to inspect the register of shareholders of the Company, the list of shareholders and other books and records of the Company for purposes related to their positions provided that such information is kept confidential.
3. The company must keep this Charter and any amendments to the Charter, the Certificate of Enterprise Registration, regulations, documents proving the ownership of assets, the resolution of the General Meeting of Shareholders and the Board of Management, the minutes of the General Meeting of Shareholders and the Board of Management, the minutes of the General Meeting of Shareholders and the Board of Management, reports of the Board of Management, reports of the Board of

Supervisors, annual financial statements, accounting books and other important documents as prescribed by law at the head office.

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

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

### **Article 43. Employees and trade unions**

1. In case of necessity, the General Director shall make a plan for the Board of Management to approve matters related to the recruitment, dismissal of employees, salaries, social insurance, benefits, rewards and discipline of employees and managers of enterprises.
2. In case of necessity, the General Director shall make a plan for the Board of Management to approve matters related to the Company's relations with trade union organizations in accordance with the standards, best management practices and policies, practices and policies specified in this Charter. the Company's regulations and applicable laws.

## **CHAPTER XIII. PROFIT DISTRIBUTION**

### **Article 44. Profit distribution**

1. The General Meeting of Shareholders decides on the dividend payment level and the form of annual dividend payment from the Company's retained profits.
2. The Board of Management may decide on the interim dividend advance if it considers that this advance is suitable to the Company's profitability;
3. The Company does not pay interest on dividend payments or payments related to a type of stock.
4. The Board of Management may propose the General Meeting of Shareholders to approve the payment of all or part of dividends in cash, shares of the Company or other assets in accordance with the provisions of law and the Board of Management is the agency that implements this decision.
5. In case dividends or other amounts related to a stock are paid in cash, the Company must pay in Vietnamese dong. Payments can be made directly or through banks on the basis of bank account details provided by shareholders. In case the Company has transferred the money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount of money the Company has transferred to this shareholder. The payment of dividends can be conducted through a securities company or the Vietnam Securities Depository.
6. Subject to the approval of the General Meeting of Shareholders, the Board of Management may decide and announce that holders of ordinary shares are entitled to receive dividends in ordinary shares in lieu of cash dividends. These additional shares to pay dividends are credited as those for which the purchase price has been paid in full on the basis that the value of the dividend-paying shares must be equal to the cash amount paid for the dividend.

7. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Management passed a resolution to determine a specific date to finalize the list of shareholders. Based on that date, those who register as shareholders or owners of other securities are entitled to receive dividends, interest, profit distributions, receive shares, receive notices or other documents. This closing date may be on the same day or at the time before such benefits are exercised. This does not affect the interests of the two parties in the transfer of shares or related securities.
8. Other matters related to the distribution of profits shall be carried out in accordance with the provisions of law.

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

##### **Article 45. Bank Account**

1. The company opens accounts at Vietnamese banks or at foreign banks licensed to operate in Vietnam.
2. Subject to the prior approval of the competent authority, in case of necessity, the Company may open an offshore bank account in accordance with the provisions of the law.
3. The Company conducts all payments and accounting transactions through Vietnamese currency or foreign currency accounts at the banks in which the Company opens accounts.

##### **Article 46. Fiscal Year**

The Company's financial year starts from the first day of January every year and ends on the 31st day of December of the same year. The first fiscal year starts from the date of issuance of the Enterprise Registration Certificate and ends on the 31st day of December of the same year immediately following the date of issuance of such Enterprise Registration Certificate.

##### **Article 47. Accounting regime**

1. The accounting regime used by the Company is the Vietnam Accounting Standards System (VAS), the corporate accounting regime or other specific accounting regimes approved by the competent authority.
2. The company prepares accounting books in Vietnamese and keeps accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, up-to-date, systematic and must be sufficient to substantiate and explain the Company's transactions.
3. The company uses the accounting currency of Vietnam dong. In case the company has economic operations arising mainly in a foreign currency, it may choose that foreign currency as the currency unit in accounting, take responsibility for such choice before law and notify it to the direct tax administration agency.

**CHAPTER XV.  
ANNUAL REPORTS, FINANCIAL STATEMENTS AND  
DISCLOSURE RESPONSIBILITIES**

**Article 48. Five, six-month, and quarterly financial statements**

1. The company must prepare annual financial statements and annual financial statements must be audited in accordance with the provisions of law. The company announces the audited annual financial statements in accordance with the law on information disclosure on the securities market and submits them to competent state agencies.
2. The annual financial statement must include a report on the results of business activities reflecting honestly and objectively the situation of the Company's profit/loss in the fiscal year, the financial statement reflecting honestly and objectively the Company's operation up to the time of making the report, cash flow statements and explanations to financial statements.
3. The company must prepare and publish the reviewed six-month financial statements and quarterly financial statements in accordance with the regulations of the State Securities Commission and the Stock Exchange and submit them to the relevant tax authorities and business registration agencies in accordance with the provisions of the Enterprise Law.
4. Audited annual financial statements (including auditors' opinions), reviewed six-month financial statements and quarterly financial statements must be published on the Company's website.
5. Interested organizations and individuals are entitled to inspect or make copies of audited annual financial statements, six-month and quarterly reports during the Company's working hours, at the Company's head office and must pay a reasonable fee for copying.

**Article 49. Annual Report**

The company must prepare and publish an annual report in accordance with the provisions of the law on securities and securities market.

**CHAPTER XVI.  
CORPORATE AUDIT**

**Article 50. Audit**

1. The Annual General Meeting of Shareholders shall appoint an independent auditing firm or adopt a list of independent auditing firms and authorize the Board of Management to decide to select one of these entities to audit the Company's financial statements for the next fiscal year. The company must prepare and submit its annual financial statements to an independent auditing firm after the end of the financial year.
2. An independent auditing firm shall inspect, certify, prepare an audit report and submit such report to the Board of Management.

3. A copy of the audit report is attached to the Company's annual financial statements.
4. Independent auditors who perform the audit of the Company are allowed to attend meetings of the General Meeting of Shareholders and are entitled to receive notices and other information related to the General Meeting of Shareholders that shareholders are entitled to receive and to express opinions at the General Meeting on matters related to the audit of the report the Company's finances.

## **CHAPTER XVII. THE COMPANY'S SEALS**

### **Article 51. Seal**

1. A seal includes a seal made at a seal engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Management shall decide on the type, quantity, form and content of seals of the Company, its branches and representative offices (if any).
3. The Board of Management and the General Director shall use and manage seals in accordance with current law.

## **CHAPTER XVIII. TERMINATION AND LIQUIDATION**

### **Article 52. Termination of Operation**

1. The company may be dissolved or terminated in the following cases:
  - a. Dissolve ahead of time according to the decision of the General Meeting of Shareholders;
  - b. The Court declares the Company bankrupt in accordance with the current law;
  - c. The Enterprise Registration Certificate is revoked, unless otherwise provided for by the Law on Tax Administration;
  - d. Other cases as prescribed by law.
2. The dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Management. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

### **Article 53. Liquidation**

1. After the decision to dissolve the Company is issued, the Board of Management must establish a Liquidation Board consisting of three (03) members, of which two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Management from an independent auditing firm. The liquidation board prepares its operating regulations. Members of the Liquidation Board may be selected from among the Company's employees or independent experts. All liquidation-related expenses are preferentially paid by the Company before the Company's other liabilities.



2. The liquidation board shall report to the business registration authority on the date of establishment and commencement of operation. Since that time, the Liquidation Board represents the Company in all matters related to the liquidation of the Company before the Courts and administrative authorities.
3. The proceeds from the liquidation shall be paid in the following order:
  - a. Liquidation expenses;
  - b. Salary arrears, severance allowances, social insurance and other benefits of employees under the signed collective labor agreement and labor contract;
  - c. Tax debts;
  - d. Other liabilities of the Company;
  - e. The remainder after all debts from paragraphs (a) to (d) above have been paid shall be divided among the shareholders. Preference shares shall be prioritized for prepayment in accordance with the provisions of law.

## **CHAPTER XIX.**

### **INTERNAL DISPUTE RESOLUTION**

#### **Article 54. Internal Dispute Resolution**

1. In case of disputes and complaints related to the Company's operations, the rights and obligations of shareholders as prescribed in the Law on Enterprises, other legal provisions, the Company's Charter and other regulations of the Company, occurring between:
  - a. Shareholders with the Company;
  - b. Shareholders with the Board of Management, the Board of Supervisors, the General Director or other managers.

The parties involved try to resolve that dispute through negotiation and mediation. Except for disputes involving the Board of Management or the Chairman of the Board of Management, the Chairman of the Board of Management shall assume the prime responsibility for settling the dispute and request each party to present information related to the dispute within ninety (90) working days from the date the dispute arises. In case the dispute involves the Board of Management or the Chairman of the Board of Management, any party may request the Board of Supervisors to appoint an independent expert to mediate the dispute resolution process.

2. In case the conciliation decision is not reached within six (06) weeks from the start of the conciliation process or if the decision of the mediator is not accepted by the parties, a party may bring the dispute to arbitration or a competent People's Court.
3. The parties bear their own costs related to the negotiation and mediation procedures. The payment of the Court's expenses shall be made in accordance with the Court's judgment

**CHAPTER XX.**  
**RELATIONSHIP BETWEEN PARENT COMPANY AND SUBSIDIARY**

**Article 55. Relationship between parent company and subsidiary**

1. The parent company and its subsidiaries have their own charters of organization and operation, approved in accordance with the order and procedures of relevant laws, operate independently and take responsibility before the law and their shareholders/owners;
2. The parent company will support the subsidiary by identifying and giving a general development orientation on the basis of promoting the strengths of the subsidiary. Cooperation, trade support and investment activities between parent companies and subsidiaries are determined on the basis of commercial conditions for the best interests and in accordance with the provisions of law.
3. The parent company authorizes the authorized capital representative of the parent company to directly manage the capital contributions of the parent company at the subsidiary company on behalf of the parent company within the scope of the subsidiary's charter and the law permits.
4. The rights and obligations of the authorized representative of the parent company at the subsidiary are determined in accordance with the provisions of law and the statutes and regulations promulgated by the parent company from time to time. The authorized representative of the parent company is responsible for complying with these statutes and regulations, the subsidiary's charter and relevant legal provisions.
5. The parent company will not directly decide or directly participate in the management of the subsidiary. This regulation does not exclude the right of the authorized representative of the parent company to perform management and executive roles at the subsidiary.
6. The parent company exercises the rights of shareholders at its subsidiaries through its representatives who are members of the Board of Management/Board of Supervisors/Board of Management or through the exercise of shareholders' voting rights at the General Meeting of Shareholders of the subsidiary.
7. The parent company shall appoint inspection delegations and participate in delegations to inspect the management and use of the parent company's contributed capital at the subsidiary. The scope of inspection includes: inspection of the management and use of contributed capital of the parent company at the subsidiary; inspect the implementation and implementation of the parent company's directions on issues that the representative has reported/consulted; inspect the performance of other tasks and obligations of the representative under the charter of the parent company, the charter of the subsidiary, the internal regulations of the parent company on management of the capital representative; inspect all aspects of business activities if deemed necessary or according to the approval/agreement between the parent company and the subsidiary, on the basis of conformity with current laws. In addition, the parent company exercises the right to request/request the Board of Supervisors at the subsidiary to examine each specific issue related to the management and administration of the subsidiary's activities as a shareholder with controlling shares. Inspection activities are conducted periodically after the audit report is issued or conducted irregularly or irregularly when necessary. The capital representative shall

coordinate and create the most favorable conditions for the parent company to conduct and carry out inspection activities as prescribed in this Clause.

8. The parent company and its subsidiaries shall have other rights and obligations as prescribed in this Charter, the charter of the parent company and relevant provisions of the Law on Enterprises, the Law on Investment and other relevant provisions of law.

## **CHAPTER XXI. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER**

### **Article 56. Company Charter**

1. The amendment and supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case there are provisions of law related to the operation of the Company which are not mentioned in this Charter, or in case there are new provisions of law that are different from the provisions of this Charter or there are provisions of this Charter that are contrary to the provisions of the relevant current laws, the provisions of law shall be such laws shall naturally apply and govern the operation of the Company.

## **CHAPTER XXII. EFFECTIVE DATE**

### **Article 57. Effective Date**

1. This Charter consists of 22 Chapters and 57 Articles unanimously approved by the General Meeting of Shareholders of Southern Waterborne Transport Corporation on April 22, 2026 in Ho Chi Minh City and jointly approves the full validity of this Charter.
2. The Charter is made in 10 copies, of equal validity.
3. This Charter is unique and official of the Company.
4. Copies or extracts of the Company's Charter are valid when signed by the Company's legal representative or authorized by the legal representative.

Full name and signature of the legal representative./.

**THE LEGAL REPRESENTATIVE OF  
THE COMPANY  
GENERAL DIRECTOR**



**DANG VU THANH**