

**CMC JOINT STOCK COMPANY**

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

*No.: 63 /CBTT-CMC*

*Phu Tho, May 08, 2026*

**To: - State Securities Commission;  
- Ho Chi Minh City Stock Exchange;  
- Hanoi Stock Exchange.**

Company Name: **CMC JOINT STOCK COMPANY** ("Company")

Stock Code: CVT

Head Office Address: Lots B10-B11, Thuy Van Industrial Zone, Nong Trang Ward, Phu Tho Province, Vietnam.

Phone Number: 02103 991706

Information Disclosure Officer: Mr. Nguyen Viet Cuong - Legal representative

Disclosure content: Amended and supplemented Charter in accordance with the Resolution of the 2026 Annual General Meeting of Shareholders.

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We hereby certify that the disclosed information is truthful and take full responsibility before the law for the content of this disclosure.

**Recipients:**

- As above;
- Archives: Office.

**REPRESENTATIVE OF THE ORGANIZATION**

Legal Representative



**NGUYEN VIET CUONG**

**CMC JOINT STOCK COMPANY**



**CHARTER  
ON ORGANIZATION AND OPERATION  
OF CMC JOINT STOCK COMPANY**

*Phu Tho, April 2026*

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## **PREAMBLE**

This Charter was approved by the General Meeting of Shareholders of CMC Joint Stock Company on April 22, 2026. This Charter consists of 21 Chapters and 54 Articles as follows:

## **CHAPTER I**

### **DEFINITION OF TERMS IN THE CHARTER**

#### **Article 1. Definitions**

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

- a. "Company" means CMC Joint Stock Company.
  - b. "Major Shareholder" means a shareholder owning five percent (5%) or more of the voting shares of the Company.
  - c. "Charter Capital" means the total par value of shares sold or registered for subscription upon establishment of the Company as stipulated in Article 7 of this Charter.
  - d. "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on 17 June 2020.
  - e. "Law on Securities" means the Law on Securities No. 54/2019/QH14 passed by the National Assembly on 26 November 2019.
  - f. "Establishment Date" means the date on which the Company was first granted the Enterprise Registration Certificate (20 April 2006).
  - g. "Managerial Personnel" means heads/deputy heads of departments within the Company and Directors, Deputy Directors of subordinate units, branches, and heads of representative offices approved by the General Director.
  - h. "Senior Executives" means the General Director, Deputy General Directors, and Chief Accountant of the Company.
  - i. "Related Person" means any individual or organization as defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities.
  - j. "Operating Term" means the operating term of the Company as stipulated in Article 2 of this Charter and any extension period (if any) approved by the General Meeting of Shareholders through a resolution.
  - k. "Vietnam" means the Socialist Republic of Vietnam.
2. In this Charter, references to any provision or document shall include amendments or replacement documents thereof.



3. The headings (chapters and articles of this Charter) are inserted for convenience of reference only and shall not affect the interpretation of this Charter.
4. Words or terms defined in the Law on Enterprises (unless inconsistent with the subject matter or context) shall bear the same meanings in this Charter.

## **CHAPTER II**

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

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

1. Company name: CMC JOINT STOCK COMPANY

- English name: CMC JOINT STOCK COMPANY
- Abbreviated name: CMC JSC

2. The Company is a joint stock company having legal entity status in accordance with the applicable laws of Vietnam.

3. Registered head office of the Company:

- Head office address: Lot B10 - B11, Thuy Van Industrial Park, Nong Trang ward, Vietnam
- Telephone: 02103.991.706
- Fax: 02103.991.800
- Email:
- Website: <https://cmctiles.vn/>

4. The Company may establish branches and representative offices within its business areas to implement the Company's objectives in accordance with resolutions of the Board of Directors and within the scope permitted by law.

5. Unless earlier terminated in accordance with Article 50 of this Charter, the Company's term of operation shall commence from the Establishment Date and shall be of indefinite duration.

#### **Article 3. Legal Representative**

1. The Company shall have one (01) legal representative. The legal representative of the Company shall be the General Director. The rights, obligations, and responsibilities of the legal representative shall be specifically assigned and delegated by the Board of Directors in accordance with practical requirements from time to time.

2. The legal representative of the Company as stipulated in this Charter must reside in Vietnam. In the event that the legal representative departs from Vietnam (exits Vietnamese territory), he/she must authorize another person in writing to exercise the rights and perform the duties of the legal representative. In such case, the legal representative shall remain responsible for the exercise of the delegated rights and obligations.

3. Where the authorization period specified in Clause 2 of this Article expires and the legal representative has not returned to Vietnam and has not granted another authorization, the authorized person shall continue to exercise the rights and obligations of the legal representative within the authorized scope until the legal representative returns to work at the Company or until the Board of Directors appoints another person as the legal representative of the Company.

4. Where the legal representative is absent from Vietnam for more than thirty (30) days without authorizing another person to exercise the rights and obligations of the legal representative of the Company, or in the event of death, disappearance, detention, imprisonment, restriction or loss of legal capacity, the Board of Directors shall appoint another person as the legal representative of the Company.

### **CHAPTER III**

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

##### **Article 4. Business Lines of the Company**

The business lines of the Company are as follows:

<b>No.</b>	<b>Business lines</b>	<b>Code</b>
1	Manufacture of pulp, paper and paperboard	1701
2	Manufacture of corrugated paper and paperboard and of containers of paper and paperboard Details: - Manufacture of paper and paperboard packaging; - Manufacture of corrugated paper and corrugated paperboard	1702
3	Manufacture of other articles of paper and paperboard not elsewhere classified	1709

4	Printing Details: excluding printing activities relating to publications as prescribed in Decree No. 195/2013/ND-CP dated 21 November 2013	1811
5	Service activities related to printing	1812
6	Finishing and completion of construction works	4330
7	Cargo handling Details: Road cargo handling	5224
8	Wholesale of other machinery, equipment and spare parts Details: Wholesale of machinery, equipment, materials, electrical machinery and equipment, industrial spare parts, construction machinery, machinery, equipment and other spare parts	4659
9	Installation of other building systems	4329
10	Manufacture of clay building materials	2392 (Main business line)
11	Manufacture of other porcelain and ceramic products	2393
12	Installation of water supply, drainage, heating and air-conditioning systems	4322
13	Manufacture of concrete and products from cement, concrete and plaster	2395
14	Real estate business, land use rights owned, used or leased Details: Residential housing business. Leasing of offices, factories, warehouses, shopping centers, stores; management and operation of residential buildings and apartments (excluding investment in cemetery infrastructure construction for transfer of land use rights associated with technical infrastructure) under item A.I.7 – sectors not yet committed to market access for foreign investors under Decree No. 31/2021/ND-CP	6810
15	Activities of head offices and support activities	7010
16	Architectural and technical consultancy activities and related technical consultancy	7110



17	Advertising	7310
18	Renting and leasing of motor vehicles	7710
19	Renting and leasing of other tangible personal and household goods without operator	7730
20	Construction of residential buildings	4101
21	Construction of non-residential buildings	4102
22	Demolition (Excluding blasting services, bomb and mine clearance activities)	4311
23	Site preparation (Excluding blasting services, bomb and mine clearance activities)	4312
24	Other financial service support activities not elsewhere classified	6619
	Details: Investment consultancy activities	
25	Manufacture of refractory products	2391
26	Urban and suburban passenger land transport (excluding transport by buses)	4931
27	Other passenger land transport	4932
28	Freight transport by road	4933
29	Warehousing and storage	5210
30	Service activities supporting railway transportation directly	5221
31	Service activities supporting road transportation directly	5225
32	Other supporting service activities for transportation	5229
33	Wholesale of agricultural and forestry raw materials (excluding wood, bamboo and rattan) and live animals	4620
34	Non-specialized wholesale trade	4690
35	Organization of trade promotion and commercial introduction activities	8230
36	Wholesale of construction materials and other installation supplies	4673
37	Cutting, shaping and finishing of stone	2396
38	Other real estate activities on a fee or contract basis Details: Real estate consultancy and brokerage, land use rights brokerage	6829

39	Wholesale of metals and metal ores Details: Wholesale of iron and steel	4672
40	Business and other management consultancy activities	7020
41	Other specialized wholesale not elsewhere classified	4679

#### **Article 5. Operational Objectives**

1. To operate profitably, preserve and develop the capital invested by shareholders in the Company, and fulfill the tasks approved by the General Meeting of Shareholders.
2. To maximize the overall operational efficiency of the Company and its subsidiaries and affiliated companies.

#### **Article 6. Business Scope and Operations**

1. The Company is permitted to formulate plans and conduct all business activities registered with competent state authorities and under this Charter in accordance with applicable laws, and to implement appropriate measures to achieve the Company's objectives.
2. The Company may conduct business in other sectors and trades permitted by law and approved by the General Meeting of Shareholders.

### **CHAPTER IV**

#### **CHARTER CAPITAL AND SHARES**

##### **Article 7. Charter Capital and Shares**

1. As of the date of adoption of this Charter, the charter capital of the Company is VND 366,908,870,000 (In words: Three hundred sixty-six billion, nine hundred eight million, eight hundred seventy thousand Vietnamese Dong only).

The total charter capital of the Company is divided into 36,690,887 shares (In words: Thirty-six million, six hundred ninety thousand, eight hundred eighty-seven shares) with a par value of VND 10,000 (Ten thousand Vietnamese Dong) per share.

2. Charter capital shall be contributed in Vietnamese Dong. In cases where capital is contributed in other forms, such contributions shall be evaluated and converted into Vietnamese Dong by the Board of Directors. Charter capital shall be accounted for in a unified currency, namely Vietnamese Dong.

3. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of law. The Board of Directors shall be



responsible for amending the charter capital specified in Clause 1 of this Article to reflect the actual change in charter capital in accordance with the Resolution of the General Meeting of Shareholders.

4. The shares of the Company as of the date of adoption of this Charter consist of ordinary shares. The rights and obligations attached to such shares are stipulated in Articles 12 and 13 of this Charter.

5. Shareholders may subscribe for shares in Vietnamese Dong, gold, freely convertible foreign currencies, the value of land use rights, the value of intellectual property rights, technology, technical know-how or other assets that can be valued in Vietnamese Dong. Capital contribution assets being freely convertible foreign currencies, gold, land use rights, intellectual property rights, technology, technical know-how or other assets shall be valued by agreement between the Board of Directors and the contributor or by a professional valuation organization. Where valuation is conducted by a professional valuation organization, the value of the contributed assets must be approved by the contributor or the Board of Directors. The transfer of ownership of contributed assets shall comply with Clauses 1 and 3, Article 35 of the Law on Enterprises 2020.

6. The Company may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.

7. Ordinary shares must be offered first to existing shareholders in proportion to their respective ownership ratio of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The Company must notify the offering of shares, specifying the number of shares offered and an appropriate registration period (at least twenty (20) working days) for shareholders to subscribe. Shares not subscribed for by shareholders shall be decided upon by the Board of Directors. The Board of Directors may distribute such shares to other persons under terms and conditions deemed appropriate by the Board of Directors, provided that such shares are not sold on more favorable terms than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or where such shares are sold through the Stock Exchange by auction.

8. The Company may repurchase shares issued by itself (including redeemable preference shares) in accordance with the methods prescribed in this Charter and applicable laws. Ordinary shares repurchased by the Company shall constitute treasury shares, and the Board of Directors may re-



offer such shares in accordance with this Charter, the Law on Securities 2019 and relevant guiding regulations.

9. The Company may issue other types of securities in accordance with the law.

#### **Article 8. Share Certificates**

1. Shareholders of the Company shall be granted share certificates corresponding to the number and class of shares owned.

2. A share certificate is a certificate issued by the Company, book-entry record, or electronic data confirming the ownership rights of a shareholder over one or more shares of the Company. Share certificates must contain all contents prescribed in Clause 1, Article 121 of the Law on Enterprises 2020. Each registered share certificate shall represent only one class of shares.

3. In the event that a share certificate is lost, destroyed, or otherwise damaged, the holder thereof may request issuance of a new share certificate in accordance with Clause 3, Article 121 of the Law on Enterprises 2020, provided that evidence of share ownership is submitted and all related expenses are paid to the Company.

4. For non-deposited securities, within two (02) months (or another period as stipulated in the issuance terms) from the date of full payment for shares in accordance with the Company's share issuance plan, the holder of such shares shall be granted a share certificate. Shareholders shall not be required to pay any printing costs or fees for share certificates. In the event of errors in the contents or form of share certificates issued by the Company, the rights, interests and obligations of the holder shall not be affected.

#### **Article 9. Other Securities**

1. The Company shall have the right to issue bonds, convertible bonds and other types of bonds in accordance with law and this Charter.

2. Where the Company issues convertible bonds into shares, the issuance shall comply with the procedures applicable to share offerings under the Law on Enterprises 2020, the Law on Securities 2019 and other relevant laws. The Company must register the change of charter capital within ten (10) days from the completion date of the conversion of bonds into shares.

3. Bonds or other securities certificates of the Company (except offering letters, temporary certificates and similar documents) shall bear the signature of the legal representative and the seal of the Company or a representative authorized by the legal representative of the Company.

#### **Article 10. Transfer of Shares**

1. All shares may be freely transferred unless otherwise provided in this Charter, resolutions of the General Meeting of Shareholders and/or by law. Shares listed on the Stock Exchange shall be transferred or restricted from transfer in accordance with the laws on securities and the securities market.

2. In the event a shareholder being an individual dies, his/her heir under a will or by law shall become a shareholder of the Company.

3. In the event that shares owned by a deceased individual shareholder have no heir, or the heir refuses the inheritance or is disqualified from inheritance, such shares shall be handled in accordance with civil law.

4. Shareholders shall have the right to donate part or all of their shares in the Company to another person or use shares for debt payment. In such cases, the recipient or debt settlement recipient shall become a shareholder of the Company.

5. Persons receiving shares in the cases specified in this Article must carry out ownership transfer procedures in accordance with securities laws and shall become shareholders of the Company from the time determined by the Vietnam Securities Depository and Clearing Corporation.

## **CHAPTER V**

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

#### **Article 11. Organizational Management Structure**

The organizational management structure of the Company comprises:

- a. The General Meeting of Shareholders;
- b. The Board of Directors;
- c. The General Director;
- d. The Board of Supervisors.

## **CHAPTER VI**

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

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

1. Shareholders are the owners of the Company and shall have rights and obligations corresponding to the number and class of shares they own. Shareholders shall only be liable for the debts and other property obligations of the Company within the amount of capital contributed to the Company.



2. Ordinary shareholders shall have the following rights:

- a. To attend General Meeting of Shareholders meetings and exercise voting rights directly at such meetings, through authorized representatives, or by remote voting;
- b. To receive dividends at the rate decided by the General Meeting of Shareholders;
- c. To freely transfer fully paid shares in accordance with this Charter and applicable laws;
- d. To be given priority to purchase newly offered shares in proportion to their ownership ratio of ordinary shares;
- e. To inspect information relating to shareholders in the list of shareholders eligible to attend the General Meeting of Shareholders and request correction of inaccurate information;
- f. To access information on the list of shareholders entitled to attend the General Meeting of Shareholders;
- g. To review, search, obtain extracts of or make copies of the Company Charter, minutes of General Meetings of Shareholders and resolutions of the General Meeting of Shareholders;
- h. In the event of dissolution or bankruptcy of the Company, to receive a portion of the remaining assets corresponding to the number of shares contributed to the Company after the Company has paid all debts (including obligations to the State, taxes and fees) and payments to holders of other classes of shares in accordance with law;
- i. To request the Company to repurchase their shares in the cases prescribed in Clause 1, Article 132 of the Law on Enterprises 2020;
- j. Other rights as prescribed by this Charter and applicable laws.

3. Shareholders or groups of shareholders holding five percent (5%) or more of the total ordinary shares shall have the following rights:

- a. To examine, search, extract minutes, resolutions and decisions of the Board of Directors, interim and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except documents relating to the Company's trade secrets and business secrets;
- b. To request the Board of Directors to convene a General Meeting of Shareholders in accordance with Articles 115 and 138 of the Law on Enterprises 2020;
- c. To request the Board of Supervisors to inspect specific matters relating to the management and operation of the Company when deemed necessary. Such request must be made in writing and include the following contents: full name, contact address, nationality, legal identification



documents of individual shareholders; name, enterprise code or legal documents and head office address of organizational shareholders; number of shares and registration date of shares of each shareholder, total number of shares of the shareholder group and ownership ratio in the Company; matters to be inspected and purposes of inspection;

d. Other rights as prescribed by this Charter.

4. Shareholders or groups of shareholders holding ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors or the Board of Supervisors in accordance with Clause 3, Article 26 and Clause 4, Article 34 of this Charter.

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

Ordinary shareholders shall have the following obligations:

1. To comply with the Company Charter and internal regulations of the Company; and to comply with resolutions of the General Meeting of Shareholders and the Board of Directors;

2. To pay for the subscribed shares in accordance with regulations. Shareholders may not withdraw contributed capital in any form, except where shares are repurchased by the Company or transferred to another person;

3. To provide accurate addresses when subscribing for shares;

4. To fulfill other obligations in accordance with applicable laws and this Charter;

5. To bear personal responsibility when acting in the name of the Company in any of the following cases:

a. Violating the law;

b. Conducting business or other transactions for personal gain or for the benefit of other organizations or individuals;

c. Paying debts not yet due in the face of potential financial risks to the Company.

6. To fulfill information disclosure obligations in accordance with securities laws.

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

1. The General Meeting of Shareholders is the highest decision-making body of the Company. The annual General Meeting of Shareholders shall be held once every fiscal year. The annual General Meeting of Shareholders must be convened within four (04) months from the end of the fiscal year. Such meeting may be extended, but not exceeding six (06) months from the end of the fiscal year, by decision of the Board of Directors. The location of the General Meeting of Shareholders must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting of Shareholders shall decide matters as prescribed by law and this Charter, particularly the approval of annual financial statements and the financial budget for the following fiscal year. Auditors or representatives of the auditing firm must be invited to attend the annual General Meeting of Shareholders to provide opinions on matters relating to the annual financial statements.

3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

- a. The Board of Directors deems it necessary for the interests of the Company;
- b. The balance sheet in the quarterly, semi-annual or audited annual financial statements reflects that the Company's equity has decreased by one-half ( $1/2$ ) compared to the beginning of the period;
- c. The number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Board of Supervisors is fewer than the number prescribed by law or the number of Board members is reduced by more than one-third ( $1/3$ ) compared to the number stipulated in this Charter;
- d. Shareholders or groups of shareholders specified in Clause 3, Article 12 of this Charter request the convening of a General Meeting of Shareholders by written request. Such request must clearly state the reasons and purposes of the meeting and bear signatures of the relevant shareholders (the request may be made in several copies to collect sufficient signatures);
- e. The Board of Supervisors requests the convening of a meeting if it has grounds to believe that members of the Board of Directors or other Senior Executives seriously violate their obligations under Article 165 of the Law on Enterprises 2020 or that the Board of Directors acts or intends to act beyond its authority;
- f. Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders:

- a. The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date the number of remaining Board members falls under Point c, Clause 3 of this Article or from the receipt of requests under Points d and e, Clause 3 of this Article;
- b. If the Board of Directors fails to convene the meeting as prescribed in Point a, Clause 4 of this Article, within the following thirty (30) days, the Board of Supervisors shall replace the Board of



Directors in convening the meeting in accordance with Clause 3, Article 140 of the Law on Enterprises 2020;

c. If the Board of Supervisors also fails to convene the meeting as prescribed in Point b, Clause 4 of this Article, within the following thirty (30) days, shareholders or groups of shareholders specified in Point d, Clause 3 of this Article shall have the right to replace the Board of Directors and the Board of Supervisors in convening the General Meeting of Shareholders in accordance with Clause 4, Article 140 of the Law on Enterprises 2020.

In such case, the shareholders or shareholder group convening the meeting may request the business registration authority to supervise the order and procedures for convening, conducting the meeting and issuing resolutions if deemed necessary. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include costs incurred by shareholders when attending the meeting, including accommodation and travel expenses.

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

1. The annual General Meeting of Shareholders shall have the right to discuss and approve the following matters:

- a. Audited annual financial statements;
- b. Reports of the Board of Supervisors;
- c. Reports of the Board of Directors;
- d. Short-term and long-term development plans of the Company;
- e. Dividend rates for each class of shares;
- f. Other matters within its authority.

2. The annual and extraordinary General Meeting of Shareholders shall pass resolutions on the following matters:

- a. Approval of development orientations and short-term and long-term development plans of the Company;
- b. Approval of annual financial statements;
- c. Annual dividend rates for each class of shares in accordance with the Law on Enterprises 2020 and the rights attached to such class of shares. Such dividend rates shall not exceed the rates proposed by the Board of Directors after consultation with shareholders at the General Meeting of Shareholders;



- d. Number of members of the Board of Directors;
- e. Approval of the list of independent auditing firms; decision on the independent auditing firm conducting audits of the Company's operations and dismissal of independent auditors when deemed necessary;
- f. Election, removal, dismissal and replacement of members of the Board of Directors and the Board of Supervisors;
- g. Total remuneration of members of the Board of Directors and the Board of Supervisors, and reports on remuneration of the Board of Directors and the Board of Supervisors;
- h. Amendments and supplements to the Company Charter;
- i. Types and quantity of new shares to be issued for each class of shares and rights attached thereto;
- j. Division, separation, consolidation, merger or conversion of the Company;
- k. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
- l. Examination and handling of violations by the Board of Directors or the Board of Supervisors causing damage to the Company and its shareholders;
- m. Decision on investment transactions or sale of assets of the Company or its branches with a value equal to or exceeding thirty-five percent (35%) of the total assets of the Company and its branches as recorded in the latest audited financial statements;
- n. Decision on repurchase of more than ten percent (10%) of the total sold shares of each class;
- o. Approval of contracts entered into between the Company or its branches and persons specified in Clause 1, Article 167 of the Law on Enterprises 2020 in the cases prescribed in Clause 3, Article 167 of the same Law;
- p. Changes to business lines, trades and sectors;
- q. Authorization to the Board of Directors and/or the legal representative and/or members of the members of the Management Executive Committee to perform rights and duties within the authority of the General Meeting of Shareholders under this Article, except where otherwise prescribed by law;
- r. Other matters as prescribed in this Charter, internal regulations of the Company and applicable laws.

3. Shareholders shall not be entitled to vote in the following cases:

- a. Contracts specified in Clause 2 of this Article where such shareholder or related person thereof is a party to the contract or has related interests therein;

b. Repurchase of shares from such shareholder or related person thereof, except where the repurchase is conducted proportionally among all shareholders or through order matching or public tender offer on the Stock Exchange.

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

#### **Article 16. Authorized Representatives**

1. Shareholders entitled to attend meetings of the General Meeting of Shareholders in accordance with law may authorize individuals or organizations to attend on their behalf. Where more than one authorized representative is appointed, the number of shares and voting rights authorized to each representative must be specified.

2. Authorization of representatives to attend meetings of the General Meeting of Shareholders must be made in writing in the form prescribed by the Company and signed as follows:

a. Where the authorizing shareholder is an individual, the power of attorney must bear the signature of such shareholder and the authorized individual or legal representative of the authorized organization;

b. Where the authorizing shareholder is an organization, the power of attorney must bear the signatures of the authorized representative, the legal representative of the organizational shareholder, and the authorized individual or legal representative of the authorized organization attending the meeting;

c. In other cases, the power of attorney must bear the signatures of the legal representative of the shareholder and the authorized attendee. The authorized attendee must submit the written authorization upon registration before entering the meeting room.

3. Where a lawyer signs the appointment letter on behalf of the authorizing person, such appointment shall only be valid if the appointment letter is presented together with the authorization letter granted to the lawyer or a certified copy thereof (unless previously registered with the Company).

4. Except for the case specified in Clause 3 of this Article, votes cast by authorized representatives within the scope of authorization shall remain valid in any of the following cases:

a. The authorizing person has died, has limited legal capacity or has lost legal capacity;

b. The authorizing person has revoked the authorization;

c. The authorizing person has revoked the authority of the authorized representative.



This provision shall not apply if the Company receives notice of one of the above events at least forty-eight (48) hours prior to the opening of the General Meeting of Shareholders or before the reconvened meeting.

#### **Article 17. Variation of Rights**

1. A resolution of the General Meeting of Shareholders regarding any amendment adversely affecting the rights and obligations of holders of preference shares shall only be adopted if approved by shareholders attending the meeting representing at least seventy-five percent (75%) of the total preference shares of that class, or by shareholders holding at least seventy-five percent (75%) of the total preference shares of that class in the case of written voting.

2. Such meeting shall only be valid if attended by at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the total par value of issued shares of that class. If the required quorum is not met, a second meeting shall be convened within thirty (30) days thereafter, and shareholders holding shares of such class attending in person or through authorized representatives, regardless of the number of attendees and shares held, shall constitute a valid quorum. At such meetings, shareholders holding preference shares may request secret ballots. Each share of the same class shall carry equal voting rights at such meetings.

3. Procedures for conducting such separate meetings shall comply mutatis mutandis with Articles 18, 19, 20 and 21 of this Charter.

4. Unless otherwise stipulated in the terms of issuance of shares, special rights attached to preference shares relating to distribution of profits or assets of the Company shall not be altered by the issuance of additional shares of the same class.

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

1. The Board of Directors shall convene meetings of the General Meeting of Shareholders, or the General Meeting of Shareholders shall be convened in the cases prescribed in Points b and c, Clause 4, Article 14 of this Charter.

2. The convener of the General Meeting of Shareholders shall perform the following duties:

a. Disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the final registration date;



- b. Prepare the list of shareholders entitled to attend the General Meeting of Shareholders upon issuance of the decision to convene the meeting. Such list shall be prepared no more than ten (10) days before the date of sending meeting invitations;
- c. Provide information and resolve complaints relating to the shareholder list;
- d. Determine the time and venue of the meeting;
- e. Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend;
- f. Prepare the meeting agenda and contents;
- g. Prepare documents for the meeting;
- h. Draft resolutions of the General Meeting of Shareholders according to the proposed agenda, and prepare the list and detailed information of candidates in cases of election of members of the Board of Directors or Supervisors;
- i. Perform other tasks serving the meeting.

3. Notice of the General Meeting of Shareholders must be sent to all shareholders entitled to attend no later than twenty-one (21) days prior to the opening date of the meeting (counted from the date the notice is duly sent, postage prepaid or deposited in the mailbox by secured mail to the registered address of shareholders or other addresses provided by shareholders for communication purposes); and simultaneously published on the websites of the State Securities Commission, the Stock Exchange and the Company.

4. The notice of invitation must be accompanied by the following documents:

- a. Meeting agenda, documents used in the meeting, and draft resolutions for each matter on the agenda, including the list and relevant information of candidates for the Board of Directors and Board of Supervisors (if already identified);
- b. Voting forms;
- c. Forms for appointment of proxies to attend the meeting.

The meeting agenda and documents shall be sent to shareholders and/or uploaded to the Company's website, and the invitation notice must specify the location and method for accessing such documents. If meeting documents are not attached to the notice, the invitation must clearly indicate the link to all meeting documents for shareholder access. The Company must send meeting documents to shareholders upon written request.

5. Shareholders or groups of shareholders referred to in Clause 3, Article 12 of this Charter shall have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposals must be made in writing and sent to the Company at least three (03) working days before the opening date of the meeting. The proposal must include the shareholder's full name, permanent address, nationality, Citizen Identification Card/Identity Card/Passport or other lawful personal identification documents for individual shareholders; name, enterprise code or establishment decision number and head office address for organizational shareholders; number and type of shares held, duration of shareholding, and the proposed matters for inclusion in the agenda.

The convener of the General Meeting of Shareholders must accept and include proposals specified in Clause 5 of this Article in the proposed agenda and meeting contents, except for the cases specified in Clause 6 of this Article. Such proposals shall be officially included if approved by the General Meeting of Shareholders.

6. The convener of the General Meeting of Shareholders may refuse proposals specified in Clause 5 of this Article in the following cases:

- a. The proposal is not submitted within the prescribed time limit or lacks required contents;
- b. At the time of proposal, the shareholder or shareholder group does not hold at least five percent (5%) of ordinary shares; or
- c. The proposed matter does not fall within the authority of the General Meeting of Shareholders;
- d. Other cases prescribed by law and this Charter.

7. Where all shareholders representing one hundred percent (100%) of voting shares attend the General Meeting of Shareholders in person or through authorized representatives, resolutions unanimously adopted by the General Meeting of Shareholders shall be deemed valid even if the meeting was not convened in accordance with prescribed procedures or the matters voted on were not included in the agenda.

#### **Article 19. Exercise of the Right to Attend the General Meeting of Shareholders**

1. Shareholders may attend the General Meeting of Shareholders ("GMS") in person, authorize another person in writing to attend the meeting in accordance with Article 16 of this Charter, or participate through the forms specified in Clause 2 of this Article.

2. Shareholders shall be deemed to attend and vote at the GMS in the following cases:

- a. Attending and voting directly at the meeting;



- b. Authorizing another person to attend and vote at the meeting;
  - c. Attending and voting through online conferencing, electronic voting, or other electronic means;
  - d. Sending voting ballots to the meeting by mail, fax, or email.
3. Participation and voting in the cases specified in Clause 2 of this Article shall be implemented in accordance with the Company's detailed guidance.

#### **Article 20. Conditions for Conducting the General Meeting of Shareholders**

1. A GMS meeting shall be conducted when shareholders attending the meeting represent more than fifty percent (50%) of the total voting shares.
2. If the required quorum is not met within thirty (30) minutes from the scheduled opening time, the convener shall cancel the meeting. The meeting must be reconvened within thirty (30) days from the originally scheduled date of the first meeting. The second meeting shall be conducted only when attending shareholders and authorized representatives represent at least thirty-three percent (33%) of the total voting shares.
3. If the second meeting cannot be conducted due to insufficient quorum within thirty (30) minutes from the scheduled opening time, the third meeting may be convened within twenty (20) days from the scheduled date of the second meeting. In such case, the meeting shall be valid regardless of the number of attending shareholders or authorized representatives and shall have the authority to decide all matters that could have been approved at the first meeting.
4. Upon the Chairperson's proposal, the GMS may amend the meeting agenda enclosed with the meeting notice in accordance with Clause 3 Article 18 of this Charter.

#### **Article 21. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders**

1. On the date of the GMS meeting, prior to the opening of the meeting, the Company must conduct shareholder registration procedures and continue registration until all eligible attending shareholders have completed registration.
2. Upon registration, the Company shall issue each shareholder or authorized representative entitled to vote a voting card stating the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting rights of such shareholder. Voting cards may be encoded or digitized so that voting can be conducted via computer software or digital technological means. Voting shall be conducted immediately after reports and matters requiring approval by the GMS are presented or in accordance with the voting procedures approved by the



GMS. Voting results for each matter shall be announced by the Chairperson before the closing of the meeting. The GMS shall elect one or more persons responsible for vote counting at the proposal of the Chairperson.

3. Shareholders or authorized representatives arriving after the opening of the GMS shall have the right to register immediately and thereafter participate and vote at the meeting. The Chairperson is not required to suspend the meeting for late attendees, and the validity of votes already conducted before their arrival shall remain unaffected.

4. A GMS convened by the Board of Directors ("BOD") shall be chaired by the Chairman of the BOD. In the absence or temporary incapacity of the Chairman, the Chairperson shall be selected in the following order of priority:

- (i) the Vice Chairman of the BOD; or
  - (ii) a BOD member elected by the BOD under the majority principle.
- If no Chairperson can be elected, the Head of the Supervisory Board shall preside over the election of the Chairperson by the GMS, and the person receiving the highest number of votes shall chair the meeting.

In other cases, the person signing the notice convening the GMS shall preside over the election of the Chairperson by the GMS, and the person receiving the highest number of votes shall become the Chairperson. The Chairperson is not necessarily a member of the BOD. Where the Chairperson is elected, the nominated Chairperson's name and the number of votes received must be disclosed.

5. The Chairperson shall appoint one or more secretaries for the meeting.

6. The meeting agenda and contents must be approved by the GMS at the opening session. The agenda must clearly specify the timing for each agenda item.

7. The Chairperson may adjourn the meeting even when the required quorum is present to another time and venue decided by the Chairperson without requiring approval from the GMS if it is deemed that:

- (a) attending shareholders or authorized representatives do not have adequate seating arrangements;
- (b) the conduct of attendees obstructs or disrupts the meeting, or risks preventing the meeting from being conducted fairly and lawfully;
- (c) communication facilities at the venue do not ensure shareholders' participation, discussion, and voting.

In addition, the Chairperson may adjourn the meeting upon approval or request of the duly constituted GMS. The adjournment period shall not exceed three (03) days from the scheduled opening date. The reconvened meeting shall only consider matters that could have been lawfully addressed at the adjourned meeting.

8. If the Chairperson adjourns or suspends the GMS contrary to Clause 7 of this Article, the GMS shall elect another attendee to replace the Chairperson until the meeting concludes, and the validity of resolutions adopted at such meeting shall not be affected.

9. The Chairperson shall have the authority to conduct activities deemed necessary to ensure that the GMS is conducted lawfully, orderly, and in accordance with the approved agenda while reflecting the wishes of the majority of attendees.

10. The convener of the GMS may require shareholders or authorized representatives attending the meeting to undergo inspections or comply with other lawful and reasonable security measures. If any shareholder or authorized representative refuses to comply, the convener may, after careful consideration, refuse or expel such person from attending the meeting.

11. After careful consideration, the convener of the GMS may implement appropriate measures to:

- a. Arrange seating at the meeting venue and ensure safety for all attendees;
- b. Facilitate shareholders' attendance or continued attendance at the meeting.

The convener has full authority to amend the above measures and implement all necessary measures, including issuing entry passes or applying other selection methods.

12. In cases where the measures above are applied, the convener may determine that:

- a. The meeting shall be held at the venue specified in the meeting notice, where the Chairperson will be present ("Main Venue");
- b. Shareholders or authorized representatives unable to attend at the Main Venue may simultaneously participate at another location.

The meeting notice is not required to specify details of the arrangements under this Clause.

13. Unless otherwise required by the context, all shareholders shall be deemed to participate in the meeting at the Main Venue.

14. The Company shall hold at least one (01) annual GMS each year. The annual GMS may not be conducted in the form of obtaining written opinions from shareholders.

## **Article 22. Adoption of Resolutions of the General Meeting of Shareholders at Meetings**



1. Except for the cases specified in Clauses 2, 3, and 4 of this Article, all resolutions of the GMS shall be adopted when approved by more than fifty percent (50%) of the total voting rights of attending shareholders or authorized representatives.

2. Resolutions on the following matters shall be adopted when approved by at least sixty-five percent (65%) of the total voting rights of attending shareholders or authorized representatives:

- a. Amendments and supplements to the Company Charter;
- b. Types and total number of shares offered for each class;
- c. Changes to business lines and sectors;
- d. Changes to the Company's management structure;
- e. Investment projects or sale/purchase of assets with a value equal to or exceeding thirty-five percent (35%) of the total assets recorded in the Company's most recent audited financial statements;
- f. Reorganization or dissolution of the Company.

3. Voting for election of members of the Board of Directors and Supervisory Board shall be conducted using cumulative voting, whereby each shareholder shall have the total number of votes corresponding to the number of shares owned multiplied by the number of members to be elected, and may allocate all or part of such votes to one or several candidates. Elected candidates shall be determined in descending order of votes received until the required number of members is reached. In the event that two or more candidates receive equal votes for the final position, a re-election shall be conducted among such candidates or selection shall be made in accordance with the election regulations approved by the GMS.

4. Resolutions approved by one hundred percent (100%) of the voting shares shall be lawful and effective even if the procedures and formalities for adopting such resolutions were not fully complied with.

5. Where any shareholder or group of shareholders requests a Court or Arbitration to invalidate a GMS resolution in accordance with Article 151 of the Law on Enterprises and Article 25 of this Charter, such resolutions shall remain valid and enforceable until otherwise decided by the Court or Arbitration authority, except where interim emergency measures are applied by a competent authority.



**Article 23. Authority and Procedures for Collecting Shareholders' Written Opinions to Adopt Resolutions of the General Meeting of Shareholders**

The authority and procedures for collecting shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders ("GMS") shall be implemented as follows:

1. The Board of Directors ("BOD") shall have the right to collect shareholders' written opinions to adopt any resolutions falling within the authority of the GMS as prescribed in Article 15 of this Charter at any time if deemed necessary for the interests of the Company.
2. The BOD shall prepare the voting form, draft resolution of the GMS and explanatory documents relating to the draft resolution. The voting form together with the draft resolution and explanatory documents must be sent by a guaranteed delivery method to the contact address of each shareholder. The BOD must ensure that such documents are sent and disclosed to shareholders within a reasonable period for consideration and voting, and at least ten (10) days prior to the deadline for returning the voting forms. The preparation of the list of shareholders to whom voting forms are sent shall comply with Point a Clause 2 Article 18 of this Charter. The requirements and methods for sending voting forms and accompanying documents shall comply with Clauses 3 and 4 Article 18 of this Charter.
3. A voting form must contain the following principal contents:
  - a. Name, head office address, number and date of issuance of the Enterprise Registration Certificate, and place of business registration of the Company;
  - b. Purpose of collecting opinions;
  - c. Full name, permanent address, nationality, Citizen Identification Card/Identity Card/Passport number or other lawful personal identification of an individual shareholder; name, enterprise code or establishment decision number, and head office address of an institutional shareholder; or full name, permanent address, nationality, Citizen Identification Card/Identity Card/Passport number or other lawful personal identification of the authorized representative of an institutional shareholder; number of shares of each class and number of voting rights of the shareholder;
  - d. Matters to be voted on for approval;
  - e. Voting options including approval, disapproval and abstention;
  - f. Deadline for returning the completed voting form to the Company;
  - g. Full name and signature of the Chairman of the BOD and the legal representative of the Company.

4. A completed voting form must bear the signature of the shareholder being an individual, or the legal representative of the shareholder being an organization, or the authorized representative of such organization.

Completed voting forms returned to the Company must be sent by mail in sealed envelopes and must not be opened before vote counting. Voting forms returned after the prescribed deadline or which have been opened shall be invalid.

5. The BOD shall conduct vote counting and prepare the vote counting minutes under the supervision of the Supervisory Board or a shareholder who does not hold any managerial position in the Company. The vote counting minutes must contain the following principal contents:

- a. Name, head office address, number and date of issuance of the Enterprise Registration Certificate, and place of business registration;
- b. Purpose and matters submitted for approval;
- c. Number of shareholders and total voting rights participating in the voting, including valid and invalid voting forms, together with an appendix listing participating shareholders;
- d. Total number of votes for, against and abstentions for each matter;
- e. Matters approved;
- f. Full names and signatures of the Chairman of the BOD, the legal representative of the Company, the vote counting supervisor(s) and vote counter(s).

Members of the BOD, vote counters and vote counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote counting minutes and jointly liable for damages arising from resolutions adopted due to dishonest or inaccurate vote counting.

6. The vote counting minutes and adopted resolutions must be disclosed on the Company's website within twenty-four (24) hours from the completion of vote counting and disclosed in accordance with regulations applicable to public companies.

7. Completed voting forms, vote counting minutes, full text of adopted resolutions and related documents enclosed with the voting forms must be archived at the Company's head office.

8. A resolution adopted by collecting shareholders' written opinions shall be approved when shareholders representing more than fifty percent (50%) of the total voting shares approve it and shall have the same validity as a resolution adopted at a meeting of the GMS.

#### **Article 24. Minutes of the General Meeting of Shareholders**



1. Meetings of the GMS must be recorded in minutes and may also be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may additionally be prepared in English, and must include the following principal contents:

- a. Name, head office address and enterprise code of the Company;
- b. Time and venue of the GMS meeting;
- c. Meeting agenda and contents;
- d. Full names of the chairperson and secretary;
- e. Summary of the meeting proceedings and opinions expressed at the GMS regarding each matter in the agenda;
- f. Number of shareholders and total voting rights of shareholders attending the meeting, appendix listing registered shareholders and representatives attending the meeting together with their corresponding shares and voting rights;
- g. Total votes for each matter voted on, specifying voting methods, total valid and invalid votes, votes for, against and abstentions, and the corresponding percentages of the total voting rights of attending shareholders;
- h. Matters approved and the corresponding approval ratios;
- i. Signatures of the chairperson and secretary.

Minutes prepared in Vietnamese and English shall have equal legal validity. In case of discrepancies between the Vietnamese and English versions, the Vietnamese version shall prevail.

2. Minutes of the GMS meeting must be completed and approved before the close of the meeting. The chairperson and secretary of the meeting shall be jointly responsible for the truthfulness and accuracy of the minutes.

3. Minutes of the GMS meeting must be disclosed 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.

4. Minutes of the GMS meeting shall be deemed conclusive evidence of matters conducted at the meeting unless objections to the contents of the minutes are raised in accordance with prescribed procedures within ten (10) days from the date the minutes are sent.

5. Minutes of the GMS meeting, appendices listing attending shareholders with shareholders' signatures, powers of attorney for attendance, and related documents must be archived at the Company's head office.



**Article 25. Request for Cancellation of Resolutions of the General Meeting of Shareholders**

1. Within ninety (90) days from the date of receipt of the minutes of the GMS meeting or the vote counting minutes for collection of shareholders' written opinions, shareholders or groups of shareholders specified in Clause 3 Article 12 of this Charter shall have the right to request a Court or Arbitration Tribunal to consider and cancel a resolution or part thereof of the GMS in the following cases:

- a. The procedures for convening the meeting and adopting resolutions of the GMS seriously violate the Law on Enterprises and this Charter, except for the case specified in Clause 4 Article 22 of this Charter;
- b. The contents of the resolution violate the law or this Charter.

2. Where shareholders or groups of shareholders request a Court or Arbitration Tribunal to cancel a resolution of the GMS pursuant to Clause 1 of this Article, such resolution shall remain effective until a legally effective decision on cancellation is issued by the Court or Arbitration Tribunal, except where interim emergency measures are applied by a competent authority.

**CHAPTER VII**

**BOARD OF DIRECTORS**

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

1. The Board of Directors shall consist of at least three (03) and no more than eleven (11) members. The specific number of members of the BOD shall be decided by the GMS.

2. The term of office of a member of the BOD shall not exceed five (05) years, and members may be re-elected for an unlimited number of terms. Members of the BOD are not required to reside in Vietnam. The number of independent members of the BOD shall comply with prevailing securities laws. An individual may only serve as an independent member of the BOD of a company for no more than two (02) consecutive terms.

3. Members of the BOD must satisfy the following criteria and conditions:

- a. Having full civil act capacity and not falling within the category of persons prohibited from managing enterprises under Clause 2 Article 17 of the Law on Enterprises;
- b. A member of the BOD must not concurrently serve as a member of the BOD of more than five (05) other companies;
- c. Independent members of the BOD must, in addition to the above conditions, satisfy other criteria and conditions prescribed by the Law on Enterprises and relevant laws.

4. Shareholders holding shares shall have the right to aggregate their shares for nomination of candidates to the BOD. Shareholders or groups of shareholders holding from ten percent (10%) to under twenty percent (20%) of voting shares may nominate one (01) member; from twenty percent (20%) to under thirty percent (30%) may nominate two (02) members; from thirty percent (30%) to under forty percent (40%) may nominate up to three (03) candidates; from forty percent (40%) to under fifty percent (50%) may nominate up to four (04) candidates; from fifty percent (50%) to under sixty percent (60%) may nominate up to five (05) candidates; from sixty percent (60%) to under seventy percent (70%) may nominate up to six (06) candidates; from seventy percent (70%) to under eighty percent (80%) may nominate up to seven (07) candidates; and from eighty percent (80%) to under ninety percent (90%) may nominate up to eight (08) candidates.

5. Where candidates have been identified in advance, information relating to candidates for the BOD shall be included in the meeting documents of the GMS and disclosed at least ten (10) days before the opening date of the GMS meeting on the Company's website so that shareholders may review such candidates prior to voting. Candidates for the BOD must provide written commitments regarding the truthfulness, accuracy and reasonableness of disclosed personal information and commit to performing their duties honestly if elected as members of the BOD. Information relating to BOD candidates shall include at least:

- a. Full name and date of birth;
- b. Educational qualifications;
- c. Professional qualifications;
- d. Working experience;
- e. Companies in which the candidate currently holds positions as a member of the Board of Directors or other managerial positions;
- f. Assessment report on the candidate's contributions to the Company, where the candidate is currently a member of the BOD of the Company;
- g. Interests related to the Company (if any);
- h. Full name of the shareholder or group of shareholders nominating the candidate (if any);
- i. Other information (if any).

6. Where the number of candidates nominated and self-nominated remains insufficient, the incumbent BOD may nominate additional candidates or organize nominations in accordance with a mechanism prescribed by the Company. The nomination mechanism or method by which the



incumbent BOD nominates candidates must be clearly disclosed and approved by the GMS before nomination procedures are conducted.

7. A member of the BOD shall cease to hold office upon being dismissed or removed by the GMS in the following cases:

a. The GMS shall dismiss a member of the BOD when such member:

- (1) No longer satisfies the criteria and conditions for being a member of the BOD under this Charter and the Law on Enterprises;
- (2) Submits a resignation letter and such resignation is accepted; or
- (3) Other cases as prescribed in the Company's Charter;

b. The GMS shall remove a member of the BOD when such member:

- (4) Fails to participate in activities of the BOD for six (06) consecutive months, except in force majeure events; or
- (5) Other cases as prescribed in the Company's Charter;

c. Where deemed necessary, the GMS may decide to replace, dismiss or remove a member of the BOD in addition to the cases specified at Points a and b Clause 6 of this Article.

8. The appointment of members of the BOD must be disclosed in accordance with the laws on securities and the securities market.

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

1. The business operations and affairs of the Company shall be managed or directed by the Board of Directors ("BOD"). The BOD shall have full authority to exercise all rights on behalf of the Company except for matters falling under the authority of the General Meeting of Shareholders ("GMS").

2. The rights and obligations of the BOD shall be prescribed by law, the Charter, the Company's internal regulations, and resolutions of the GMS. Specifically, the BOD shall have the following rights and duties:

- a. Decide on strategies, medium-term development plans, annual business plans, and annual budgets;
- b. Determine operational objectives based on strategic objectives approved by the GMS;
- c. Appoint, dismiss, remove, and enter into or terminate contracts with the General Director, Chief Accountant, Secretary of the Board of Directors, Corporate Governance Officer, and determine their remuneration;

- d. Supervise and direct the General Director and other executives;
- e. Decide on the organizational structure of the Company and the establishment of branches and representative offices;
- f. Decide on the establishment of subsidiaries; capital contribution; purchase and sale of shares or contributed capital in other enterprises established in Vietnam or abroad with a value equal to or greater than thirty-five percent (35%) of the total assets recorded in the Company's latest financial statements;
- g. Resolve complaints of the Company against executives and decide on representatives of the Company to handle legal procedures relating to such executives;
- h. Decide on the issuance of new shares within the authorized number of shares of each class; decide on additional capital mobilization in other forms (including but not limited to issuance of non-convertible bonds and bonds without warrants);
- i. Propose the issuance of convertible bonds and bonds with warrants;
- j. Decide on the offering price of shares and bonds of the Company;
- k. Propose annual dividend rates and decide on the procedures and timing for dividend payment;
- l. Propose the restructuring or dissolution of the Company;
- m. Decide and promulgate the Company's internal rules and regulations;
- n. Approve the agenda, contents, and documents for GMS meetings; convene the GMS or collect shareholders' opinions for the GMS to pass resolutions;
- o. Submit audited annual financial statements and corporate governance reports to the GMS;
- p. Appoint authorized representatives to exercise ownership rights over shares or contributed capital of the Company in other entities; appoint and dismiss persons authorized by the Company as commercial representatives and legal counsels;
- q. Approve contracts for purchase, sale, borrowing, lending, pledge, mortgage, guarantee, security, and other contracts and matters of compensation arising from transactions and activities of the Company with a value equal to or greater than thirty-five percent (35%) of the total assets recorded in the Company's latest financial statements. This provision shall not apply to contracts and transactions specified in Point d Clause 2 Article 138, Clauses 1 and 3 Article 167 of the Law on Enterprises;
- r. Within the scope prescribed in Clause 2 Article 153 of the Law on Enterprises, and except for cases specified in Clause 2 Article 138 of the Law on Enterprises, Clause 2 Article 15 of this



Charter, and Clauses 1 and 3 Article 167 of the Law on Enterprises which require approval by the GMS, the BOD shall decide from time to time on the implementation, amendment, and cancellation of contracts with a value from thirty-five percent (35%) or more of the total assets recorded in the Company's latest financial statements;

s. Decide on investments or sale of assets with a value from over twenty-five percent (25%) to under thirty-five percent (35%) of the total assets recorded in the Company's latest financial statements;

t. Determine the valuation of non-cash assets contributed to the Company in connection with the issuance of shares or bonds, including gold, land use rights, intellectual property rights, technology, and technical know-how;

u. Decide on share repurchases in accordance with Clause 1 Article 133 of the Law on Enterprises, except where otherwise provided by the Law on Securities;

v. Approve transactions with related persons specified in Clause 1 Article 167 of the Law on Enterprises with a value of less than thirty-five percent (35%) of the total assets recorded in the Company's latest financial statements;

w. Decide on business matters or transactions which the BOD deems necessary to be approved within its powers and responsibilities;

x. Other rights and duties as prescribed by law, this Charter, and resolutions of the GMS.

3. The BOD shall report to the GMS on its activities, particularly its supervision over the General Director and other executives during the financial year. If the BOD fails to submit such reports to the GMS, the Company's annual financial statements shall be deemed invalid and not approved by the BOD.

4. Unless otherwise provided by law, the BOD may authorize the legal representative or members of the Board of Management to perform duties and powers under the authority of the BOD as stated in this Article.

5. Members of the BOD (excluding alternate authorized representatives) shall receive remuneration for their work as members of the BOD. The total remuneration for the BOD shall be determined by the GMS. Such remuneration shall be allocated among BOD members according to agreement within the BOD or equally if no agreement is reached.

6. The total remuneration paid to BOD members and remuneration for each member must be detailed in the Company's annual report. Remuneration of BOD members must be presented as a separate item in the Company's annual financial statements.

7. BOD members holding executive positions (including the positions of Chairman or Vice Chairman), or BOD members working on committees of the BOD, or performing duties beyond the normal scope of a BOD member as determined by the BOD, may receive additional remuneration in the form of lump-sum payments, salaries, commissions, profit percentages, or other forms as decided by the BOD.

8. BOD members shall be reimbursed for all travel, accommodation, meal, and other reasonable expenses incurred in performing their duties as BOD members, including expenses arising from attending meetings of the GMS, the BOD, or committees of the BOD.

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**Article 28. Chairman and Vice Chairman of the Board of Directors**

1. The BOD shall elect from among its members one Chairman and one or more Vice Chairmen.

2. The Chairman of the BOD shall be responsible for preparing agendas and documents, convening and chairing meetings of the GMS and meetings of the BOD, and shall have other rights and obligations prescribed by this Charter and the Law on Enterprises. The Vice Chairman shall have the same rights and obligations as the Chairman in the event the Chairman is absent and/or unable to perform duties, without necessarily requiring written authorization and/or consent from other BOD members. If both the Chairman and Vice Chairman are temporarily unable to perform their duties for any reason, the BOD may appoint another member among themselves to perform the duties of the Chairman by majority vote.

3. The Chairman of the BOD shall ensure that the BOD submits annual financial statements, reports on the Company's operations, audit reports, and inspection reports of the BOD to shareholders at the GMS.

4. If both the Chairman and Vice Chairman resign or are dismissed, the BOD shall elect replacements within ten (10) days from the date of resignation or dismissal.

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

1. The Chairman of the BOD shall be elected at the first meeting of the BOD term and other decisions within the BOD's authority shall be made within seven (07) working days from the completion of the election of the BOD for that term. Such meeting shall be convened by the member receiving the highest number or highest percentage of votes. If more than one member



receives the same highest number and percentage of votes, the members shall elect one among them by majority vote to convene the meeting. The Chairman of the BOD shall convene regular and extraordinary meetings of the BOD.

2. Regular meetings: The Chairman of the BOD shall convene BOD meetings, prepare the agenda, determine the time and venue at least seven (07) days before the scheduled meeting date. The Chairman may convene meetings whenever necessary, but at least once every quarter.

3. Extraordinary meetings: The Chairman must convene a BOD meeting without unreasonable delay when requested in writing by one of the following persons, specifying the purpose of the meeting and issues to be discussed:

- a. The General Director or at least five (05) other executives;
- b. At least two (02) members of the BOD;
- c. The Board of Supervisors;
- d. An independent member of the BOD;
- e. Other cases (if any).

4. Meetings specified in Clause 3 of this Article must be convened by the Chairman within seven (07) working days from receipt of the request. If the Chairman refuses to convene the meeting, the Chairman shall be liable for damages caused to the Company; the requesting persons may convene the meeting themselves.

5. Upon request of the independent audit firm auditing the Company's financial statements, the Chairman must convene a BOD meeting to discuss the audit report and the Company's situation.

6. The Chairman or convener shall send meeting notices and accompanying documents to Supervisors in the same manner as to BOD members. Supervisors may attend and discuss at BOD meetings but shall not have voting rights.

7. Venue: Meetings of the BOD shall be held at the Company's head office or at other locations in Vietnam or abroad as decided by the Chairman and approved by the BOD.

8. Notice and agenda: Notice of a BOD meeting must be sent to BOD members at least three (03) working days before the meeting date. BOD members may waive the meeting notice requirement in writing, and such waiver may be amended or revoked in writing. Meeting notices must be made in Vietnamese and include the full agenda, time, venue, relevant discussion documents, and voting forms.

Meeting notices may be sent by mail, fax, email, or other means, provided that they reach the registered address of each BOD member.

9. Quorum: BOD meetings shall only proceed if at least three-fourths (3/4) of the BOD members are present directly or through authorized representatives approved by the majority of the BOD members.

If the quorum is not met, the meeting must be reconvened within seven (07) days from the originally scheduled date. The reconvened meeting may proceed if more than one-half (1/2) of the BOD members attend.

10. BOD meetings may be conducted via teleconference among members located in different places, provided that each participant can:

- a. Hear every other participating member speaking during the meeting;
- b. If desired, speak simultaneously to all other participants.

Discussions among members may be conducted directly by telephone or other communication methods, or a combination thereof. Under this Charter, members participating in such meetings shall be deemed "present" at the meeting. The meeting venue shall be deemed the place where the largest group of BOD members is gathered, or if no such group exists, the place where the Chairperson is present.

Resolutions adopted at a validly convened teleconference meeting shall take effect immediately upon conclusion of the meeting.

11. BOD members may send voting forms to the meeting by mail, fax, or email. If sent by mail, voting forms must be enclosed in sealed envelopes and delivered to the Chairman no later than one (01) hour before the opening of the meeting. Voting forms shall only be opened in the presence of all attendees.

12. Voting:

- a. Except as provided in Point b Clause 12 of this Article, each BOD member or authorized representative present in person at a BOD meeting shall have one (01) vote;
- b. A BOD member shall not vote on contracts, transactions, or proposals in which such member or related persons have interests that conflict or may conflict with the interests of the Company. Such member shall not be counted toward the quorum for decisions on matters where the member has no voting right;



c. If an issue arises during a BOD meeting regarding the level of interest of a BOD member or that member's voting rights, and the issue cannot be resolved by the voluntary abstention of the relevant member, the matter shall be referred to the Chairperson of the meeting. The Chairperson's ruling regarding all other BOD members shall be final unless the nature or scope of the interest has not been fully disclosed;

d. A BOD member benefiting from a contract specified in Points a and b Clause 5 Article 37 of this Charter shall be deemed to have a material interest in that contract.

13. Any BOD member who directly or indirectly benefits from a contract or transaction entered into or proposed to be entered into with the Company, and who knows that he/she has an interest therein, must disclose the nature and contents of such interest at the meeting where the BOD first considers the contract or transaction. Alternatively, the member may disclose such interest at the first BOD meeting after becoming aware of such interest.

14. Majority voting: The BOD shall adopt resolutions and decisions based on the majority approval (more than 50%) of attending BOD members. In case of a tie, the Chairman shall have the casting vote.

15. Written resolutions: Written resolutions shall be adopted based on approval by the majority of BOD members having voting rights. Such resolutions shall have the same validity and effect as resolutions adopted at duly convened and conducted meetings.

16. Minutes of BOD meetings: Minutes of BOD meetings shall contain the contents prescribed in Article 158 of the Law on Enterprises. The Chairman shall ensure that minutes are circulated to BOD members and such minutes shall constitute conclusive evidence of proceedings conducted at the meetings. Minutes shall be prepared in Vietnamese.

17. Committees of the BOD: The BOD may establish and authorize committees responsible for development policy, personnel, remuneration, and internal audit. Committee members may include one or more BOD members and one or more external members as decided by the BOD. Each committee should have at least three (03) members. The BOD shall appoint one independent BOD member as head of the committee. The establishment of committees must be approved by the GMS.

In exercising delegated authority, committees must comply with regulations issued by the BOD. Such regulations may permit the appointment of non-BOD members to committees and allow them voting rights as committee members, provided that:

- (a) external members constitute less than one-half (1/2) of the total committee members; and
- (b) committee resolutions are valid only when approved by the majority of attending and voting committee members who are also BOD members.

The implementation of resolutions of the BOD, committees, or persons acting as committee members must comply with applicable laws.

## **CHAPTER VIII**

### **GENERAL DIRECTOR AND OTHER EXECUTIVES**

#### **Article 30. Organizational Structure**

The management system of the Company must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business operations of the Company. The Company shall have one (01) General Director, Deputy General Directors, and one (01) Chief Accountant. The appointment, dismissal, and removal of the above positions must be approved by a resolution of the Board of Directors.

#### **Article 31. Rights and Obligations of the Legal Representative of the Company**

1. The General Director of the Company shall be the legal representative of the Company. The Minutes and Resolution of the Board of Directors approving the appointment of the General Director shall simultaneously serve as the decision appointing the legal representative of the Company.

2. The legal representative of the Company must not be persons prohibited by law from holding such position.

3. The legal representative of the Company shall have the following rights and obligations:

- a. To implement the resolutions of the Board of Directors and the General Meeting of Shareholders, as well as the Company's business and investment plans approved by the Board of Directors and the General Meeting of Shareholders;

- b. To decide on, execute, amend, and terminate contracts for purchase, sale, borrowing, lending, pledge, mortgage, guarantee, security, and other contracts, as well as compensation matters arising from transactions and activities of the Company with a value of less than 35% of the total asset value recorded in the Company's latest financial statements. This provision shall not apply to contracts and transactions prescribed in Clause 1, Article 167 of the Law on Enterprises;



- c. To decide on investments or sale of assets with a value of less than 25% of the total asset value recorded in the Company's latest financial statements;
  - d. To decide on the establishment of subsidiaries, capital contribution, purchase and sale of shares or capital contributions in other enterprises established in Vietnam or overseas with a value of less than 35% of the total asset value recorded in the Company's latest financial statements. The latest financial statements shall mean the financial statements prepared no more than ninety (90) days prior to the date of decision;
  - e. To promulgate and take responsibility before the Board of Directors for the salary scale system, remuneration policies, and labor conditions within the Company;
  - f. To propose and recommend to the Board of Directors regarding salary, working conditions, labor contract terms, and other remuneration policies (if any) for positions directly appointed by the Board of Directors;
  - g. To decide on the appointment, dismissal, and removal of other positions, except for those under the authority of the Board of Directors;
  - h. To sign labor contracts with all employees of the Company, except for the General Director;
  - i. To propose measures for improving the operations and management of the Company;
  - j. To prepare long-term and annual budgets of the Company (hereinafter referred to as the "budgets") for long-term, annual, and quarterly management activities of the Company in accordance with the business plan. The annual budget (including the projected balance sheet, business operation report, and cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must contain information prescribed in the Company's regulations;
  - k. To perform all other activities in accordance with this Charter, the Company's internal regulations, resolutions of the Board of Directors, the labor contract of the General Director, and applicable laws.
4. The legal representative of the Company shall be responsible before the Board of Directors and the General Meeting of Shareholders for the performance of the assigned duties and powers and must report to these bodies upon request.
5. The legal representative of the Company may authorize the General Director, Deputy General Directors, and other managers within the Company to perform one or several rights and obligations of the legal representative.

#### **Article 32. Executives and Management Officers**

1. Upon the proposal of the General Director and approval of the Board of Directors or the legal representative (depending on the appointing authority), the Company may recruit other executives in numbers and with standards suitable to the Company's structure and management regulations as prescribed by the Board of Directors. Executives must exercise due diligence necessary for the Company's operations and organization to achieve the set objectives.

2. Salaries, remuneration, benefits, and other terms under labor contracts for the General Director and Chief Accountant shall be decided by the Board of Directors; those applicable to other executives shall be decided by the legal representative after consultation with the General Director.

3. Executives must possess professional qualifications and experience in the Company's business management.

#### **4. Management Officers**

- Upon the proposal of the Executive General Director and approval of the legal representative, the Company may employ the number and types of management officers necessary or appropriate to the Company's structure and management practices as proposed by the Board of Directors from time to time. Management officers must exercise due diligence necessary for the Company's operations and organization to achieve the set objectives.

- The appointment, dismissal, labor contracts, salaries, remuneration, and other benefits of management officers from Deputy Head of Department level and above shall be decided by the legal representative. The General Director shall decide for management officers not falling within the authority of the Board of Directors and the legal representative.

- Management officers must possess professional qualifications and experience in the Company's business management.

#### **Article 33. Appointment, Dismissal, Duties, and Powers of the General Director**

1. Appointment: The Board of Directors shall appoint one of its members or another person as the General Director and shall sign a contract specifying salary, remuneration, benefits, and other terms related to the employment. Information on remuneration, salary, and other benefits of the General Director must be reported at the Annual General Meeting of Shareholders and disclosed in the Company's annual report.



2. The General Director shall manage the daily business operations of the Company, be supervised by the Board of Directors, and be responsible before the Board of Directors and the law for the performance of assigned rights and obligations.

3. Standards and conditions of the General Director:

a. Having full civil act capacity and not being prohibited from managing enterprises under Clause 2, Article 17 of the Law on Enterprises;

b. Having professional qualifications and experience in the Company's business administration;

c. The General Director may be an employee of the Company or externally hired. In the case of hiring a General Director, the Chairman of the Board of Directors shall, on behalf of the Board of Directors, directly sign the employment contract with the General Director.

4. Term of office: The term of office of the General Director shall not exceed five (05) years and may be reappointed. The appointment may cease to be effective pursuant to the provisions of the labor contract.

5. The rights, obligations, and responsibilities of the General Director shall be specifically assigned and delegated by the Board of Directors in accordance with practical circumstances from time to time.

6. The General Director shall be responsible before the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these bodies upon request.

#### **Article 34. Person in Charge of Corporate Governance**

1. The Board of Directors must appoint at least one (01) person as the Person in Charge of Corporate Governance to support effective corporate governance activities. The Person in Charge of Corporate Governance may concurrently act as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The Person in Charge of Corporate Governance must satisfy the following standards:

a. Having knowledge of the law;

b. Not concurrently working for the independent auditing company currently auditing the Company's financial statements;

c. Other standards as prescribed by law, this Charter, and resolutions of the Board of Directors.

3. The Board of Directors may dismiss the Person in Charge of Corporate Governance when necessary, provided that such dismissal is not contrary to current labor laws. The Board of

Directors may appoint an Assistant to the Person in Charge of Corporate Governance from time to time.

4. The Person in Charge of Corporate Governance shall have the following rights and obligations:
- a. Advising the Board of Directors in organizing General Meetings of Shareholders in accordance with regulations and handling matters between the Company and shareholders;
  - b. Preparing meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
  - c. Advising on meeting procedures;
  - d. Attending meetings;
  - e. Advising on procedures for drafting resolutions of the Board of Directors in compliance with the law;
  - f. Providing financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and Supervisors;
  - g. Supervising and reporting to the Board of Directors on the Company's information disclosure activities;
  - h. Maintaining confidentiality of information in accordance with the law and this Charter;
  - i. Other rights and obligations in accordance with the law, this Charter, and the Company's internal regulations.

## **CHAPTER IX**

### **BOARD OF SUPERVISION**

#### **Article 35. Supervisors**

1. The Board of Supervision shall consist of three (03) members. The term of office of a Supervisor shall not exceed five (05) years, and Supervisors may be re-elected for an unlimited number of terms. More than half of the members of the Board of Supervision must permanently reside in Vietnam.
2. Criteria and conditions for Supervisors:
  - a. Have full legal capacity for civil acts and not fall under the subjects prohibited from managing and establishing enterprises in accordance with the Law on Enterprises and relevant laws;
  - b. Supervisors must not work in the accounting or finance department of the Company and must not be members or employees of the independent auditing firm auditing the Company's financial statements during the preceding three (03) consecutive years;



- c. Supervisors must not work in the accounting or finance department of the Company;
- d. Must not hold managerial positions in the Company;
- e. Supervisors must not be the spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, sibling of members of the Board of Directors, the General Director, or other managers; persons currently subject to criminal prosecution, serving imprisonment sentences, or deprived by the Court of the right to practice for crimes such as smuggling, counterfeiting, illegal business operations, tax evasion, deceiving customers, and other crimes as prescribed by law.

3. The Head of the Board of Supervision shall be elected by the Board of Supervision from among the Supervisors; election, dismissal, and removal shall be decided by majority vote. The Head of the Board of Supervision must possess at least a university degree in economics, finance, accounting, auditing, law, business administration, or a discipline related to the Company's business activities. The Head of the Board of Supervision shall have the following rights and responsibilities:

- a. Convene meetings of the Board of Supervision and act as the Head thereof;
- b. Request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to members of the Board of Supervision;
- c. Prepare and sign reports of the Board of Supervision after consulting the Board of Directors for submission to the General Meeting of Shareholders.

4. Nomination and self-nomination of Supervisors shall be conducted as follows: Shareholders or groups of shareholders holding from ten percent (10%) to less than twenty percent (20%) of the total voting shares may nominate one (01) candidate; from twenty percent (20%) to less than thirty percent (30%) may nominate up to two (02) candidates; from thirty percent (30%) to less than forty percent (40%) may nominate up to three (03) candidates; from forty percent (40%) to less than fifty percent (50%) may nominate up to four (04) candidates; and from fifty percent (50%) to less than sixty percent (60%) may nominate up to five (05) candidates.

5. In the event that the number of candidates for the Board of Supervision nominated or self-nominated remains insufficient, the incumbent Board of Supervision may nominate additional candidates or organize nominations in accordance with the mechanism stipulated in the Company's Internal Regulations on Corporate Governance. The mechanism for nomination by the incumbent

Board of Supervision must be clearly disclosed and approved by the General Meeting of Shareholders prior to nomination.

6. A Supervisor shall be dismissed in the following cases:

- a. The member no longer satisfies the criteria and conditions for being a Supervisor as prescribed in Clause 2 of this Article;
- b. The member resigns by written notice delivered to the Company's head office and such resignation is accepted;
- c. Failure to perform his/her rights and obligations for six (06) consecutive months, except in cases of force majeure.

7. A Supervisor shall be removed from office in the following cases:

- a. Failure to complete assigned duties and tasks;
- b. Serious or repeated violations of the obligations of Supervisors under the Law on Enterprises and this Charter;
- c. Pursuant to a resolution of the General Meeting of Shareholders;
- d. Other cases as prescribed by law and this Charter.

#### **Article 36. Board of Supervision**

1. The Board of Supervision shall have the powers and responsibilities prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

- a. Propose and recommend to the General Meeting of Shareholders the approval of an independent auditing firm to audit the Company's financial statements;
- b. Be accountable to shareholders for its supervisory activities;
- c. Supervise the Company's financial condition, the legality of activities of members of the Board of Directors, the General Director, other managers, and the coordination among the Board of Supervision, the Board of Directors, the General Director, and shareholders;
- d. In the event of detecting violations of law or this Charter by members of the Board of Directors, the General Director, or other executives, notify the Board of Directors in writing within forty-eight (48) hours, request the violator to cease the violation, and implement remedial measures;
- e. Report to the General Meeting of Shareholders in accordance with the Law on Enterprises;
- f. Other rights and obligations as prescribed by law, this Charter, and the Company's internal regulations.



2. Members of the Board of Directors, the General Director, and other executives must provide all information and documents relating to the Company's operations at the request of the Board of Supervision. The person in charge of corporate governance must ensure that copies of financial information, other information provided to shareholders and members of the Board of Directors, and copies of resolutions and minutes of meetings of the General Meeting of Shareholders and the Board of Directors are provided to Supervisors simultaneously and in the same manner as provided to shareholders and members of the Board of Directors.

3. The Board of Supervision may issue regulations on meetings and operational procedures of the Board of Supervision. The Board of Supervision must convene at least two (02) meetings per year, and at least two (02) members must attend each meeting.

4. Members of the Board of Supervision shall be entitled to remuneration, salaries, and other benefits as decided by the General Meeting of Shareholders. Members of the Board of Supervision shall also be reimbursed for travel, accommodation, and other reasonable expenses incurred while attending meetings of the Board of Supervision or carrying out other activities of the Board of Supervision.

## **CHAPTER X**

### **RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, THE GENERAL DIRECTOR, AND OTHER EXECUTIVES**

#### **Article 37. Duty of Care of Members of the Board of Directors, Supervisors, the General Director, and Other Executives**

Members of the Board of Directors, Supervisors, the General Director, and other executives shall perform their duties, including duties as members of committees under the Board of Directors, honestly and in a manner they believe to be in the best interests of the Company, with the degree of care that a prudent person would exercise when holding an equivalent position under similar circumstances.

#### **Article 38. Duty of Loyalty and Avoidance of Conflicts of Interest**

1. Members of the Board of Directors, Supervisors, the General Director, and other executives must disclose related interests in accordance with Article 164 of the Law on Enterprises and other applicable laws.

2. Members of the Board of Directors, Supervisors, the General Director, and other executives must not use business opportunities that may benefit the Company for personal purposes; nor may

they use information obtained by virtue of their position for personal gain, for the benefit of other organizations or individuals, or against the interests of the Company.

3. Members of the Board of Directors, Supervisors, the General Director, and other executives are obligated to notify the Board of Directors of all interests that may conflict with the interests of the Company which they may enjoy through economic entities, transactions, or other individuals, including transactions between the Company, its subsidiaries, controlled companies, and such members or their related persons.

4. The Company shall not provide loans or guarantees to members of the Board of Directors, Supervisors, the General Director, other executives, or related individuals and organizations, except where the public company and related organizations are companies within the same group, including parent companies, subsidiaries, economic groups, and where specialized laws or resolutions of the General Meeting of Shareholders provide otherwise.

a. Contracts or transactions between the Company and one or more members of the Board of Directors, the General Director, Supervisors, other executives, and related individuals or organizations, or companies, partners, associations, or organizations in which such persons have membership or financial interests, shall not be invalidated in the following cases:

a. For contracts valued at less than or equal to thirty-five percent (35%) of the total assets recorded in the latest financial statements, the material elements of the contract or transaction, together with the relationships and interests of the relevant persons, have been disclosed to the Board of Directors, and the Board of Directors has approved such contract or transaction honestly by majority vote of disinterested members;

b. For contracts valued at more than thirty-five percent (35%) of the total assets recorded in the latest financial statements, the material elements of the contract or transaction and the related interests have been disclosed to disinterested shareholders entitled to vote, and such shareholders have approved the contract or transaction;

c. Such contract or transaction is considered fair and reasonable by an independent consulting organization in all respects relevant to the Company's shareholders at the time the contract or transaction is approved by the Board of Directors or the General Meeting of Shareholders.

Members of the Board of Directors, Supervisors, the General Director, other executives, or their related persons shall not use undisclosed information of the Company or disclose such information to others to conduct related transactions.



### **Article 39. Liability for Damages and Indemnification**

1. Liability for damages: Members of the Board of Directors, Supervisors, the General Director, and other executives who breach their duty to act honestly or fail to perform their obligations with due care, diligence, and professional competence shall be liable for damages caused by such breaches.
2. The Company shall indemnify persons who have been, are, or may become involved parties in complaints, lawsuits, or prosecutions, whether civil or administrative (excluding proceedings initiated by the Company or within the Company's authority to initiate), provided that such persons are or were members of the Board of Directors, Supervisors, executives, employees, or authorized representatives of the Company, or acted at the request of the Company in such capacities, on the condition that they acted honestly, prudently, diligently, in the interests of or not contrary to the interests of the Company, complied with the law, and there is no evidence confirming a breach of their responsibilities.
3. Indemnifiable expenses include incurred expenses (including attorneys' fees), judgment costs, fines, and amounts actually paid or reasonably considered necessary to settle such matters within the limits permitted by law, provided that such person acted honestly, prudently, diligently, and with professional competence in a manner believed to be in the best interests of or not contrary to the highest interests of the Company, complied with the law, and there is no finding or confirmation that such person breached his/her responsibilities. The Company may purchase insurance for such persons against the indemnification liabilities stated above.

## **CHAPTER XI**

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

#### **Article 40. Right to Inspect Books and Records**

1. Shareholders or groups of shareholders referred to in Clause 3 Article 26 and Clause 4 Article 34 of this Charter shall have the right, either directly or through an authorized representative, to submit a written request to inspect during working hours and at the Company's principal place of business the list of shareholders, minutes of meetings of the General Meeting of Shareholders, and to copy or extract such records. Requests for inspection made by an authorized representative of a shareholder must be accompanied by the shareholder's power of attorney or a notarized copy thereof.

2. Members of the Board of Directors, Supervisors, the General Director, and other executives shall have the right to inspect the Company's shareholder register, shareholder list, and other books and records of the Company for purposes related to their positions, provided that such information is kept confidential.

3. The Company shall retain this Charter and all amendments and supplements thereto, the Enterprise Registration Certificate, regulations, documents evidencing ownership of assets, minutes and resolutions of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors and the Board of Supervision, annual financial statements, accounting books, and any other documents as required by law at the Company's head office or another location, provided that shareholders and the business registration authority are notified of the location where such documents are stored.

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

## **CHAPTER XII**

### **EMPLOYEES AND TRADE UNION**

#### **Article 41. Employees and Trade Union**

The General Director shall prepare plans for the Board of Directors' approval regarding labor recruitment, dismissal, salaries, social insurance, welfare, rewards, disciplinary actions applicable to executives and employees, as well as the Company's relationship with recognized trade union organizations in accordance with best standards, practices, and management policies, the practices and policies stipulated in this Charter, the Company's internal regulations, and applicable laws.

## **CHAPTER XIII**

### **PROFIT DISTRIBUTION**

#### **Article 42. Profit Distribution**

1. Subject to resolutions of the General Meeting of Shareholders and in accordance with law, dividends shall be declared and paid based on realized net profits, and dividend payments shall be made from the retained earnings of the Company but shall not exceed the level proposed by the Board of Directors and approved by the General Meeting of Shareholders. The Company may only pay dividends on ordinary shares when all of the following conditions are satisfied:

a. The Company has fulfilled all tax obligations and other financial obligations as prescribed by law;



- b. The Company has set aside required reserves and fully offset previous losses in accordance with law and this Charter;
  - c. Immediately after payment of all declared dividends, the Company still ensures payment of all due debts and other property obligations.
2. Dividends must be fully paid within six (06) months from the date of the conclusion of the Annual General Meeting of Shareholders.
  3. The Company shall not pay interest on dividend amounts or any amounts payable relating to any class of shares.
  4. Dividends may be paid in cash or in shares of the Company. The Board of Directors may propose that the General Meeting of Shareholders approve payment of all or part of dividends in shares, and the Board of Directors shall implement such resolution. The Company is not required to carry out procedures for offering shares under Articles 123, 124, and 125 of the Law on Enterprises. The Company must register an increase in charter capital corresponding to the total par value of shares used for dividend payment within ten (10) days from the completion date of dividend payment.
  5. Dividend payments may be made through securities companies or the Vietnam Securities Depository Center.
  6. Subject to approval by the General Meeting of Shareholders, the Board of Directors may decide and announce that holders of ordinary shares shall receive ordinary shares instead of cash dividends. Such additional shares issued for dividend payment shall be deemed fully paid-up shares with a value equivalent to the cash dividend amount.
  7. Pursuant to the Law on Enterprises, the Board of Directors shall adopt a resolution determining a specific record date for finalizing the list of shareholders. Based on such date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distributions, shares, notices, or other documents.
  8. Other matters relating to profit distribution shall be implemented in accordance with law.

## **CHAPTER XIV**

### **BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR AND ACCOUNTING SYSTEM**

#### **Article 43. Bank Accounts**

1. The Company shall open accounts at Vietnamese banks or foreign banks licensed to operate in Vietnam.

2. Subject to prior approval of competent authorities, where necessary, the Company may open bank accounts overseas in accordance with law.

3. The Company shall conduct all payments and accounting transactions through Vietnam Dong or foreign currency accounts opened by the Company at banks.

#### **Article 44. Fiscal Year**

The fiscal year of the Company shall commence on January 1 and end on December 31 of the same year. The first fiscal year shall commence on the date of issuance of the Enterprise Registration Certificate and end on December 31 immediately following the issuance date of such Enterprise Registration Certificate.

#### **Article 45. Accounting Regime**

1. The accounting system used by the Company shall be the enterprise accounting system or a specialized accounting system issued or approved by competent authorities.

2. The Company shall maintain accounting books in Vietnamese. The Company shall retain accounting records corresponding to the nature of its business activities. Such records must be accurate, updated, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company shall use Vietnam Dong as the accounting currency.

### **CHAPTER XV**

#### **ANNUAL REPORTS, INFORMATION DISCLOSURE RESPONSIBILITIES, PUBLIC ANNOUNCEMENTS**

##### **Article 46. Annual, Semi-Annual and Quarterly Reports**

1. The Company must prepare annual financial statements in accordance with law and regulations of the State Securities Commission, and such statements must be audited in accordance with Article 47 of this Charter. Within ninety (90) days from the end of each fiscal year, the annual financial statements approved by the General Meeting of Shareholders must be submitted to competent tax authorities, the State Securities Commission, the Stock Exchange, and the business registration authority.

2. Annual financial statements must include income statements fairly and objectively reflecting the Company's profit and loss during the fiscal year, balance sheets fairly and objectively reflecting the Company's operational status up to the reporting date, cash flow statements, and explanatory notes to the financial statements. Where the Company is a parent company, the annual financial



statements must also include consolidated financial statements on the operations of the Company and its subsidiaries at the end of each fiscal year.

3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with regulations of the State Securities Commission and the Stock Exchange, and submit them to relevant tax authorities and the business registration authority as prescribed by the Law on Enterprises.

4. Audited annual financial statements (including auditors' opinions), reviewed semi-annual financial statements, and quarterly financial statements must be published on the Company's website.

5. Interested organizations and individuals shall have the right to inspect or copy audited annual financial statements, semi-annual reports, and quarterly reports during working hours at the Company's head office and must pay a reasonable copying fee.

#### **Article 47. Annual Report**

The Company must prepare and publish Annual Reports in accordance with the laws on securities and the securities market.

### **CHAPTER XVI COMPANY AUDIT**

#### **Article 48. Audit**

1. The Annual General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms legally operating in Vietnam and approved by the State Securities Commission to audit listed companies, and authorize the Board of Directors to select one of such firms to audit the Company for the following fiscal year based on terms and conditions agreed with the Board of Directors.

2. The independent auditing firm shall examine, certify, and report on the annual financial statements, including the Company's revenues and expenditures, prepare an audit report, and submit such report to the Board of Directors within two (02) months from the end of the fiscal year. Employees of the independent auditing firm performing audits for the Company must be approved by the State Securities Commission.

3. Copies of the audit report must be attached to each annual accounting report of the Company.

4. Where the audit report on the Company's annual financial statements contains material exceptions, adverse opinions, or disclaimers, the public company must invite representatives of

the approved auditing organization auditing the Company's financial statements to attend the Annual General Meeting of Shareholders, and such representatives shall be responsible for attending the meeting.

## **CHAPTER XVII**

### **SEAL**

#### **Article 49. Seal**

1. The Board of Directors shall decide on the quantity, form, content, and specimen of the official seals of the Company, branches, and representative offices, and such seals shall be engraved and registered in accordance with the Law on Enterprises.
2. The Board of Directors and the General Director shall use and manage the seals in accordance with applicable laws.

## **CHAPTER XVIII**

### **TERMINATION OF OPERATIONS AND LIQUIDATION**

#### **Article 50. Termination of Operations**

1. The Company may be dissolved or cease operations in the following cases:
  - a. Upon expiry of the Company's operation term, including any extended period;
  - b. Where the Court declares the Company bankrupt in accordance with applicable law;
  - c. Early dissolution pursuant to a resolution of the General Meeting of Shareholders;
  - d. Revocation of the Enterprise Registration Certificate;
  - e. Other cases prescribed by law.
2. Early dissolution of the Company (including any extended operation term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to or approved by competent authorities (if required) in accordance with law.

#### **Article 51. Liquidation**

1. At least six (06) months prior to the expiry of the Company's operation term or after a dissolution decision is made, the Board of Directors must establish a Liquidation Committee comprising three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation



Committee may be selected from Company employees or independent experts. All liquidation expenses shall be prioritized for payment before other debts of the Company.

2. The Liquidation Committee shall report to the business registration authority on the date of establishment and commencement of operations. From that time onward, the Liquidation Committee shall represent the Company in all matters relating to liquidation before the Courts and administrative authorities.

3. Proceeds from liquidation shall be distributed in the following order:

- a. Liquidation expenses;
- b. Salary debts, severance allowances, social insurance, and other employee benefits under collective labor agreements and signed labor contracts;
- c. Tax debts;
- d. Other debts of the Company;
- e. The remaining balance after settlement of all obligations under items (a) to (d) above shall be distributed to shareholders. Preference shares shall have priority in payment.

## **CHAPTER XIX**

### **INTERNAL DISPUTE RESOLUTION**

#### **Article 52. Internal Dispute Resolution**

1. In the event of disputes or complaints relating to the Company's operations or to the rights and obligations of shareholders arising from this Charter or from any rights or obligations prescribed by the Law on Enterprises, other laws, or administrative regulations, between:

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

The relevant parties shall endeavor to resolve such disputes through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution process and request each party to present factual matters relating to the dispute within ten (10) working days from the date the dispute arises. In the event the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the Board of Supervision to appoint an independent expert to act as arbitrator for the dispute resolution process.

2. If no mediation decision is reached within six (06) weeks from the commencement of mediation, or if the mediation decision is not accepted by the parties, any party may submit the dispute to Economic Arbitration or the Economic Court.
3. The parties shall bear their own costs relating to negotiation and mediation procedures. Court costs shall be borne by the party determined by the Court.

## CHAPTER XX

### AMENDMENT AND SUPPLEMENTATION OF THE CHARTER

#### Article 53. Amendment and Supplementation of the Charter

1. Any amendment or supplementation to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In the event that legal provisions relating to the Company's operations are not mentioned in this Charter, or where new legal provisions differ from the provisions of this Charter, such legal provisions shall automatically apply and govern the Company's operations.

## CHAPTER XXI

### EFFECTIVE DATE

#### Article 54. Effective Date

1. This Charter consists of 21 Chapters and 54 Articles, approved unanimously by the General Meeting of Shareholders of CMC Joint Stock Company on April 22, 2026, and replaces all previously amended and supplemented Charters, with full effectiveness granted to this Charter.
2. This Charter is the sole and official Charter of the Company.
3. Copies or extracts of the Company Charter must bear the signature of the Chairman of the Board of Directors or the legal representative of the Company.

LEGAL REPRESENTATIVE



NGUYEN VIET CUONG