

**DIC – DONG TIEN JOINT -  
STOCK COMPANY**

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**SOCIALIST REPUBLIC OF VIETNAM**

**Independence – Freedom – Happiness**

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# **CHARTER ON THE ORGANIZATION AND OPERATION OF DIC – DONG TIEN JOINT - STOCK COMPANY**

**Dong Nai, May 2026**

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## PREAMBLE

The Charter of DIC – DONG TIEN JOINT - STOCK COMPANY (hereinafter referred to as the “Company”) serves as the legal basis for the operations of a joint-stock company established under the Law on Enterprises passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020.

This Charter was adopted pursuant to a valid decision of the 2021 Annual General Meeting of Shareholders of DIC – DONG TIEN JOINT - STOCK COMPANY held on May 09, 2021, and Resolution No. 1605/2022/NQ-HĐQT dated May 16, 2022, as amended and supplemented by the Resolution of the General Meeting of Shareholders No. 1005/NQ.ĐHĐCĐ-DIC.ĐT dated 10/05/2026

### I. DEFINITION OF TERMS IN THE CHARTER

#### Article 1. Interpretation of terms

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

a) *Charter Capital* means the total par value of shares sold or registered for subscription upon the establishment of the joint-stock company and in accordance with the provisions of Article 5 of this Charter;

b) *Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

c) *Law on Securities* means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

d) *Vietnam* means the Socialist Republic of Vietnam;

dd) *Date of Establishment* means the date on which the Company was first granted the Enterprise Registration Certificate (Business Registration Certificate and other documents of equivalent value);

e) *Date of Establishment* means the date on which the Company was first granted the Enterprise Registration Certificate (Business Registration Certificate and other documents of equivalent value);

g) *Enterprise Managers* mean the managers of the Company, including the Chairperson of the Board of Directors, members of the Board of Directors, the Director (Chief Executive Officer), and other individuals holding managerial titles as prescribed by the Company's Charter;

h) *Related Person* means any individual or organization as prescribed in Clause 46, Article 4 of the Law on Securities;

i) *Operating Term* means the duration of the Company's operations as prescribed in Article 2 of this Charter and the extension period (if any) as approved by the General Meeting of Shareholders of the Company;

2. In this Charter, any reference to one or more provisions or other documents shall include any amendments, supplements, or replacement documents thereof.
3. The headings (Sections and Articles of this Charter) are used for convenience of understanding and do not affect the content of this Charter.

## **II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, AND OPERATING TERM OF THE COMPANY**

### **Article 2. Name, form, head office, branches, representative offices, and operating term of the Company**

#### **1. Name of the Company**

- Vietnamese name: CÔNG TY CỔ PHẦN DIC – ĐỒNG TIẾN
- English name: DIC – DONG TIEN JOINT - STOCK COMPANY
- Abbreviated name: DIC DONG TIEN JS CO

#### **2. The Company is a joint-stock company with legal entity status in accordance with the current laws of Vietnam.**

#### **3. The registered head office of the Company is:**

- Address: Lot 17, Nhon Trach 2 Industrial Park, Provincial Road 25B, Nhon Trach Ward, Dong Nai City, Vietnam.

- Telephone: 0251.3521752
- Fax: 0251.3521953
- E-mail: [contact@dicdongtien.vn](mailto:contact@dicdongtien.vn)
- Website: [www.dicdongtien.vn](http://www.dicdongtien.vn)

#### **4. The Chief Executive Officer is the Legal Representative of the Company.**

#### **5. The Company may establish branches and representative offices in its business areas to achieve its operating objectives in accordance with the decisions of the Board of Directors and to the extent permitted by law.**

#### **6. Unless its operations are terminated prematurely under Clause 2, Article 48 or its term is extended under Article 49 of this Charter, the operating term of the Company shall commence from the Date of Establishment and shall be indefinite.**

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

### **Article 3. Operating objectives of the Company:**

1. Business lines of the Company: Land leveling; Construction of civil, industrial, transport, irrigation, and water supply and drainage works; Installation of equipment for construction works; Production of concrete and other products from cement and mortar; Trading in construction materials, indoor water supply equipment, thermal equipment and spare parts, electrical system equipment and tools, air conditioning equipment, sanitary equipment, steel structures, construction iron and steel, metal pipes, corrugated iron and steel sheets, metal wires, aluminum frames, copper frames, wood (from legal sources), hardware, construction machinery and equipment; Real estate business; Real estate brokerage and auction; Investment in the construction of urban areas and industrial parks; Trading, leasing, and repairing specialized vehicles, and machinery and equipment for the construction industry.
2. The operating objectives of the Company are:
  - To invest in the construction of urban area projects;
  - To engage in real estate business;
  - To produce and trade in construction materials;
  - To undertake construction contracts for: civil works, high-rise buildings, industrial works, technical infrastructure, water supply and drainage, lighting, bridges, and culverts.

### **Article 4. Scope of business and operations**

1. The Company is permitted to plan and conduct all business activities as specified in its Enterprise Registration Certificate and this Charter, in accordance with current legal provisions, and to take appropriate measures to achieve the Company's objectives.
2. The Company may conduct business activities in other sectors permitted by law and approved by the General Meeting of Shareholders.

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

### **Article 5. Charter capital, shares, founding shareholders**

1. The Charter Capital of the Company is VND 156,225,520,000 (In words: One hundred fifty-six billion, two hundred twenty-five million, five hundred twenty thousand Vietnamese Dong).

The total Charter Capital of the Company is divided into 15,622,552 shares with a par value of VND 10,000 per share.
2. The Company may increase its charter capital upon approval by the General Meeting of Shareholders and in accordance with legal provisions.
3. The shares of the Company as of the date of adoption of this Charter include ordinary shares and preference shares (if any). The rights and obligations attached to each class of shares are prescribed in Article 11 of this Charter.

4. The Company may issue other classes of preference shares after obtaining approval from the General Meeting of Shareholders and in accordance with legal provisions.
5. The names, addresses, number of shares, and other details of the founding shareholders as prescribed by the Law on Enterprises are set out in the attached appendix. This appendix shall form an integral part of this Charter.
6. Ordinary shares must be offered with priority to existing shareholders in proportion to their ownership percentage of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Any shares not fully subscribed by shareholders shall be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to other parties under conditions and in a manner that the Board of Directors deems appropriate, provided that such shares shall not be sold under conditions more favorable than those offered to the existing shareholders, except where shares are sold through the Stock Exchange via the auction method.
7. The Company may repurchase shares issued by itself in the manners prescribed in this Charter and current laws. Shares repurchased by the Company shall be held as treasury shares, and the Board of Directors may offer them in manners consistent with the provisions of this Charter, the Law on Securities, and relevant guiding documents.
8. The Company may issue other types of securities upon approval by the General Meeting of Shareholders and in accordance with legal provisions.

#### **Article 6. Share certificates**

1. Shareholders of the Company shall be granted share certificates corresponding to the number of shares and classes of shares they own.
2. A share certificate must bear the Company's seal and the signature of the Company's Legal Representative in accordance with the provisions of the Law on Enterprises. A share certificate must clearly state the number and class of shares held by the shareholder, the full name of the holder, and other information as prescribed by the Law on Enterprises.
3. Within fifteen (15) days from the date of submission of a complete dossier requesting the transfer of share ownership as prescribed by the Company, or within two (2) months (or such other period as prescribed by the terms of issuance) from the date of full payment for shares as prescribed in the Company's share issuance plan, the owner of the shares shall be granted a share certificate. The share owner is not required to pay the Company for the cost of printing share certificates.
4. In the event a share certificate is damaged, erased, lost, stolen, or destroyed, the owner of such shares may request the issuance of a new share certificate, provided that evidence of share ownership is presented and all relevant costs are paid to the Company.



## **Article 7. Other securities certificates**

Bond certificates or other securities certificates of the Company (except for offer letters, temporary certificates, and similar documents) shall be issued with the seal and the specimen signature of the Company's Legal Representative.

## **Article 8. Transfer of shares**

1. All shares are freely transferable unless otherwise provided by this Charter and the law. Shares listed on the Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.
2. Shares that have not been fully paid for shall not be transferable and shall not entitle the holder to related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from owner's equity, the right to purchase newly offered shares, and other benefits as prescribed by law.

## **Article 9. Forfeiture of shares**

1. In the event a shareholder fails to pay the full amount due for the purchase of shares in a timely manner, the Board of Directors shall provide notice and have the right to request such shareholder to pay the remaining amount together with interest on such amount and any costs incurred by the Company due to the failure to make full payment.
2. The aforementioned payment notice must clearly state the new payment deadline (at least seven (07) days from the date the notice is sent), the place of payment, and must specify that if payment is not made as requested, the unpaid shares will be forfeited.
3. The Board of Directors has the right to forfeit shares that have not been fully and timely paid for if the requirements in the aforementioned notice are not fulfilled.
4. Forfeited shares shall be considered authorized shares for offering. The Board of Directors may directly sell, re-distribute, or dispose of them, or authorize such actions, to the previous owner of the forfeited shares or other parties under conditions and in a manner that the Board of Directors deems appropriate.
5. Shareholders holding forfeited shares must relinquish their status as a shareholder with respect to such shares but shall remain liable to pay all relevant amounts plus interest (at the prevailing interest rate of Vietcombank at the time) as of the date of forfeiture until the date of actual payment, as decided by the Board of Directors. The Board of Directors has full discretion to enforce payment of the total value of the shares at the time of forfeiture.

6. A notice of forfeiture shall be sent to the holder of the forfeited shares prior to the time of forfeiture. The forfeiture remains valid even in the event of an error or negligence in sending the notice.

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

### **Article 10. Organizational, governance, and control structure**

The organizational, management, governance, and control structure of the Company consists of:

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. The Supervisory Board;
4. The Chief Executive Officer.

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

### **Article 11. Rights of shareholders**

1. Holders of ordinary shares shall have the following rights:
  - a. To attend and speak at meetings of the General Meeting of Shareholders and to exercise the right to vote directly at the General Meeting of Shareholders, or through an authorized representative, or by remote voting;
  - b. To receive dividends at the rate decided by the General Meeting of Shareholders;
  - c. To freely transfer fully paid-up shares in accordance with the provisions of this Charter and current laws;
  - d. To be prioritized in purchasing newly offered shares in proportion to their ownership percentage of ordinary shares;
  - dd. To review, look up, and extract information related to shareholders in the List of Shareholders entitled to attend the General Meeting of Shareholders and to request corrections of inaccurate information;
  - e. To review, look up, extract, or photocopy the Company's Charter, the minutes book of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
  - g. In the event of the Company's dissolution or bankruptcy, to receive a portion of the remaining assets in proportion to their share of contributed capital after the Company has paid its creditors and holders of other classes of shares in accordance with the law;
  - h. To request the Company to repurchase their shares in cases prescribed by the Law on Enterprises;

- i. Other rights as prescribed by this Charter and the law.
- 2. A shareholder or a group of shareholders holding at least 5% of the total ordinary shares for a continuous period of at least six (06) months shall have the following rights:
  - a. To nominate candidates to the Board of Directors or the Supervisory Board in accordance with Clause 2, Article 24 and Clause 2, Article 33 of this Charter, respectively;
  - b. To request the Board of Directors to convene the General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;
  - c. To review, look up, and extract the minutes book and resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, and transactions subject to approval by the Board of Directors, and other documents, except for documents related to the Company's trade secrets or business secrets;
  - d. To propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date. The proposal must specify the shareholder's name, the number of each class of shares held by the shareholder, and the matter proposed for inclusion in the agenda;
  - dd. To request the Supervisory Board to inspect specific matters related to the management and operation of the Company when deemed necessary. The request must be in writing and include the full name, permanent address, nationality, ID card number, passport number, or other legal personal identification for individual shareholders; or the name, permanent address, nationality, establishment decision number, or business registration number for institutional shareholders; the number of shares and the date of share registration of each shareholder, the total shares of the group, and the ownership percentage in the total shares of the Company; the matter to be inspected, and the purpose of the inspection;
  - e. Other rights as prescribed in this Charter

## **Article 12. Obligations of shareholders**

Shareholders shall have the following obligations:

- 1. To comply with the Company's Charter and the Company's regulations; to execute decisions of the General Meeting of Shareholders and the Board of Directors.
- 2. To attend meetings of the General Meeting of Shareholders and exercise the right to vote directly, through an authorized representative, or by remote voting. A shareholder may authorize a member of the Board of Directors to act as their representative at the General Meeting of Shareholders.

3. To pay for the shares registered for subscription in accordance with regulations. To provide an accurate address when registering for share subscription.
4. Not to withdraw capital contributed by ordinary shares from the Company in any form, except where such shares are repurchased by the Company or other parties. In the event a shareholder withdraws part or all of the contributed share capital in contravention of this Clause, such shareholder and any person with related interests in the Company shall be jointly and severally liable for the debts and other property obligations of the Company within the limit of the value of the withdrawn shares and any resulting damages.
5. To maintain the confidentiality of information provided by the Company in accordance with the Company's Charter and the law; to use the provided information only to exercise and protect their legal rights and interests; strictly prohibited from disseminating, copying, or sending information provided by the Company to other organizations or individuals.
6. To bear personal liability when acting in the name of the Company in any form to perform any of the following acts:
  - a. Violating the law;
  - b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
  - c. Paying debts that are not yet due when the Company faces potential financial risks.
7. To fulfill other obligations as prescribed by current laws.

### **Article 13. General Meeting of Shareholders**

1. The General Meeting of Shareholders is the highest competent authority of the Company. The Annual General Meeting of Shareholders shall be held once every year. The General Meeting of Shareholders must hold its annual meeting within four (04) months from the end of the fiscal year.
2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue. The venue for the General Meeting of Shareholders must be within the territory of Vietnam. In cases where the General Meeting of Shareholders is held simultaneously at different locations, the venue of the meeting shall be determined as the place where the chairperson attends. The Annual General Meeting of Shareholders shall decide on matters prescribed by law and the Company's Charter, particularly approving the annual financial statements and the budget for the following fiscal year. Independent auditors may be invited to attend the meeting to provide advice for the approval of 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 annual balance sheet, semi-annual or quarterly reports, or the audit report of the fiscal year reflect that the owner's equity has been reduced by half (1/2) compared to the amount at the beginning of the period;
  - c. When the number of members of the Board of Directors or the Supervisory Board is less than the number required by law or less than half of the number required by the Charter;
  - d. A shareholder or a group of shareholders as prescribed in Clause 3, Article 11 of this Charter requests in writing the convening of the General Meeting of Shareholders. The request must clearly state the reason and purpose of the meeting, bear sufficient signatures of the relevant shareholders, or the request may be made in multiple counterparts which collectively bear sufficient signatures of the relevant shareholders;
  - e. At the request of the Supervisory Board;
  - f. Other cases as prescribed by law and the Company's Charter.
4. Convening the Extraordinary General Meeting of Shareholders:
- a. The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date the number of remaining members of the Board of Directors falls to the level prescribed in Point c, Clause 3, Article 13, or upon receiving a request as prescribed in Point d and Point e, Clause 3, Article 13;
  - b. In the event the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4, Article 13, then within the next thirty (30) days, the Supervisory Board shall replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;
  - c. In the event the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4, Article 13, then within the next thirty (30) days, the shareholder or group of shareholders making the request prescribed in Point d, Clause 3 shall have the right to request the Company's representative to convene the General Meeting of Shareholders in accordance with the Law on Enterprises;
- In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders has the right to request the business registration authority to supervise the order and procedures for convening, conducting the meeting, and issuing decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses

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

#### **Article 14. Rights and duties of the General Meeting of Shareholders**

1. The Annual General Meeting of Shareholders shall have the right to discuss and approve:
  - a. The audited annual financial statements;
  - b. The report of the Board of Directors on governance and the performance results of the Board of Directors and each of its members;
  - c. The report of the Supervisory Board on the Company's business performance and the performance results of the Board of Directors and the Chief Executive Officer;
  - d. Short-term and long-term development plans of the Company.
2. The Annual and Extraordinary General Meetings of Shareholders shall adopt decisions on the following matters:
  - a. Approval of the annual financial statements;
  - b. The annual dividend rate for each class of shares in accordance with the Law on Enterprises and the rights attached to such class of shares. This dividend rate shall not exceed the rate recommended by the Board of Directors after consulting with shareholders at the General Meeting of Shareholders;
  - c. The number of members of the Board of Directors;
  - d. Selection of the auditing firm;
  - dd. Election, dismissal, removal, and replacement of members of the Board of Directors and the Supervisory Board;
  - e. The total remuneration of the members of the Board of Directors and the Remuneration Report of the Board of Directors;
  - g. Supplements and amendments to the Company's Charter;
  - h. Classes of shares and the number of new shares to be issued for each class, and the transfer of shares by founding members within the first three years from the Date of Establishment;
  - i. Division, separation, consolidation, merger, or conversion of the Company;
  - k. Reorganization and dissolution (liquidation) of the Company and appointment of the liquidator;
  - l. Inspection and handling of violations by the Board of Directors or the Supervisory Board that cause damage to the Company and its shareholders;

- m. Decisions on transactions to sell assets of the Company or its branches, or purchase transactions with a value of 50% or more of the total asset value of the Company and its branches as recorded in the most recent audited financial statements;
  - n. Repurchase by the Company of more than 10% of any class of issued shares;
  - o. Approval for the Chief Executive Officer to concurrently hold the position of Chairperson of the Board of Directors;
  - p. The execution of contracts by the Company or its branches with persons as prescribed in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Company and its branches as recorded in the most recent audited financial statements;
  - q. Other matters as prescribed by this Charter and other regulations of the Company.
3. A shareholder shall not be entitled to vote in the following cases:
- a. Approval of contracts as prescribed in Clause 1 of this Article (Article 14) when such shareholder or their related person is a party to such contract;
  - b. The repurchase of shares of that shareholder or their related person, except where the repurchase is conducted in proportion to the ownership percentage of all shareholders or through order matching or a public tender offer on the Stock Exchange (in case the Company is listed).
4. All resolutions and matters included in the meeting agenda must be brought for discussion and voting at the General Meeting of Shareholders.

#### **Article 15. Authorized representatives**

- 1. Shareholders entitled to attend the General Meeting of Shareholders under the law may authorize their representatives to attend. In the event that more than one representative is appointed, the specific number of shares and the number of votes authorized to each representative must be specified.
- 2. The authorization for a representative to attend the General Meeting of Shareholders must be made in writing using the Company's form and must bear signatures in accordance with the following regulations:
  - a. Where an individual shareholder is the authorizer, the power of attorney must bear the signatures of such shareholder and the person authorized to attend the meeting;

- b. Where the authorized representative of an institutional shareholder is the authorizer, the power of attorney must bear the signatures of such authorized representative, the legal representative of the shareholder, and the person authorized to attend the meeting;
- c. In other cases, the power of attorney must bear the signatures of the legal representative of the shareholder and the person authorized to attend the meeting.

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

- 3. In the event that a lawyer, on behalf of the authorizer, signs the instrument of appointment of a representative, such appointment shall only be deemed valid if the instrument is presented together with the power of attorney granted to the lawyer or a valid copy thereof (if not previously registered with the Company).
- 4. Except for the cases prescribed in Clause 3, Article 15, the voting ballot of the person authorized to attend the meeting within the scope of authorization remains valid in any of the following cases:
  - a. The authorizer has died, has limited civil act capacity, or has lost civil act capacity;
  - b. The authorizer has rescinded the appointment of authorization;
  - c. The authorizer has rescinded the authority of the person performing the authorization.

This Article shall not apply in cases where the Company receives notice of any of the aforementioned events before the opening time of the General Meeting of Shareholders or before the meeting is re-convened.

#### **Article 16. Variation of rights**

- 1. The variation or abrogation of special rights attached to a class of preference shares shall take effect only upon approval by shareholders holding at least 65% of the ordinary shares attending the meeting, and simultaneous approval by shareholders holding at least 75% of the voting rights of the aforementioned class of preference shares. A meeting of shareholders holding a specific class of preference shares to approve the aforementioned variation of rights shall be valid only if there are at least two (02) shareholders (or their authorized representatives) present, holding at least one-third ( $1/3$ ) of the par value of the issued shares of that class. In the event that the required quorum is not met, the meeting shall be re-convened within thirty (30) days thereafter, and the holders of shares of that class (regardless of the number of persons and number of shares) present in person or via authorized representatives shall be deemed to constitute a sufficient quorum. At the meetings of shareholders holding preference shares as mentioned above, holders of such shares present in person or through a representative may request a secret ballot. Each share of the same class shall have equal voting rights at the aforementioned meetings.



2. The procedures for conducting such separate meetings shall be similar to the provisions in Article 18 and Article 20 of this Charter.
3. Unless otherwise provided by the terms of share issuance, the special rights attached to classes of shares with preference rights regarding some or all matters related to the distribution of profits or assets of the Company shall not be deemed varied by the further issuance of shares of the same class by the Company.

**Article 17. Convening the General Meeting of Shareholders, meeting agenda, and notice of the General Meeting of Shareholders**

1. The Board of Directors shall convene the General Meeting of Shareholders, or the General Meeting of Shareholders shall be convened in the cases prescribed in Point b or Point c, Clause 4, Article 13 of this Charter.
2. The person convening the General Meeting of Shareholders must perform the following duties:
  - a. Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be established no more than [10 days] before the date of sending the meeting notice. The Company must disclose information about the establishment of the list of shareholders entitled to attend at least 20 days before the final registration date. Prepare the meeting agenda, meeting contents, and relevant documents in accordance with the law and the Company's regulations;
  - b. Determine the time and venue for the meeting;
  - c. Notify and send the meeting notice of the General Meeting of Shareholders to all shareholders entitled to attend.
3. The notice of the General Meeting of Shareholders shall be sent to all shareholders and simultaneously published on the website of the Company, the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading. The notice must be sent at least twenty-one (21) days before the meeting date (calculated from the date the notice is validly sent or dispatched, with postage prepaid or placed in the mailbox). The agenda of the General Meeting of Shareholders and documents related to matters to be voted upon at the meeting shall be sent to shareholders and/or posted on the Company's website. In the event that documents are not attached to the notice, the notice must clearly specify the website address for shareholders to access.
4. A shareholder or group of shareholders referred to in Clause 3, Article 11 of this Charter has the right to propose matters to be included in the agenda. The proposal must be 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 full name of the shareholder, the number and class of shares held, and the content of the proposal for the agenda.

5. The person convening the meeting has the right to refuse proposals related to Clause 4, Article 17 in the following cases:
  - a. The proposal is sent past the deadline or is insufficient or incorrect in content;
  - b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares for a continuous period of at least six (06) months as prescribed in Clause 3, Article 11;
  - c. The proposed matter does not fall within the authority of the General Meeting of Shareholders for discussion and approval;
  - d. Other cases.
6. The Board of Directors must prepare draft resolutions for each matter in the meeting agenda.
7. In the event that all shareholders representing 100% of the voting shares attend in person or through authorized representatives at the General Meeting of Shareholders, the decisions unanimously approved by the General Meeting of Shareholders shall be deemed valid even if the convening of the meeting did not follow the proper sequence and procedures, or if the voting content was not included in the agenda.

#### **Article 18. Conditions for conducting the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least 65% of the voting shares.
2. In the event that the required quorum is not met within thirty (30) minutes from the time set for the opening of the meeting, the person convening the meeting shall cancel the meeting. The General Meeting of Shareholders must be re-convened within thirty (30) days from the intended date of the first General Meeting of Shareholders. The re-convened General Meeting of Shareholders shall only be conducted when the attending members, including shareholders and authorized representatives, represent at least 51% of the voting shares.
3. In the event that the second meeting cannot be conducted due to the lack of a required quorum within thirty (30) minutes from the time set for the opening of the meeting, the third General Meeting of Shareholders may be convened within twenty (20) days from the intended date of the second meeting; in this case, the meeting shall be conducted regardless of the number of attending shareholders or authorized representatives, and shall be deemed valid and have the power to decide on all matters intended to be approved at the first General Meeting of Shareholders.

## **Article 19. Procedures for conducting and voting at the General Meeting of Shareholders**

1. On the date of the General Meeting of Shareholders, the Company shall carry out shareholder registration procedures and must continue such registration until all eligible shareholders present have been registered.
2. Upon registration, the Company shall issue each shareholder or authorized representative entitled to vote a voting card, which specifies the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of votes of such shareholder. When voting at the meeting, the cards in favor of a resolution shall be collected first, followed by the cards against the resolution, and finally, the total number of votes in favor or against shall be counted to reach a decision. The total number of votes in favor, against, abstentions, or invalid votes for each matter shall be announced by the Chairperson immediately after the vote on that matter. The Meeting shall elect those responsible for counting or supervising the counting of votes at the proposal of the Chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson but shall not exceed the number prescribed by current laws.
3. Shareholders who arrive late at the General Meeting of Shareholders have the right to register immediately and subsequently participate and vote at the meeting. The Chairperson is not responsible for stopping the meeting to allow latecomers to register, and the validity of voting rounds conducted before the latecomers' arrival shall not be affected.
4. The General Meeting of Shareholders shall be presided over by the Chairperson of the Board of Directors; in the event the Chairperson is absent, the Vice Chairperson of the Board of Directors or a person elected by the General Meeting of Shareholders shall preside. In the event that none of them can preside over the meeting, the highest-ranking member of the Board of Directors present shall organize the meeting to elect the Chairperson of the General Meeting of Shareholders; the Chairperson does not necessarily have to be a member of the Board of Directors. The Chairperson, Vice Chairperson, or the Chairperson elected by the General Meeting of Shareholders shall nominate a secretary to prepare the minutes of the meeting. In the case of electing a Chairperson, the name of the nominee and the number of votes for the Chairperson must be announced.
5. The Chairperson has the power to decide on the order, procedures, and events arising outside the agenda of the General Meeting of Shareholders.
6. The Chairperson may adjourn the meeting even if a required quorum is present to another time and venue decided by the Chairperson without seeking the opinion of the meeting if the Chairperson perceives that: (a) the participants cannot be conveniently seated at the venue, (b) the

conduct of those present disrupts or is likely to disrupt the order of the meeting, or (c) the adjournment is necessary for the business of the meeting to be conducted validly. Additionally, the Chairperson may adjourn the meeting with the consensus or request of the General Meeting of Shareholders for which a sufficient quorum is present. The maximum duration of adjournment shall not exceed three days from the intended opening date of the meeting. The re-convened meeting shall only consider the business that should have been lawfully resolved at the previously adjourned meeting.

7. In the event the Chairperson adjourns or suspends the General Meeting of Shareholders in contravention of Clause 6, Article 19, the General Meeting of Shareholders shall elect another person from among the participants to replace the Chairperson in presiding over the meeting until its conclusion, and the validity of the votes at that meeting shall not be affected.
8. The Chairperson or the Secretary of the meeting may conduct necessary activities to direct the General Meeting of Shareholders in a valid and orderly manner or to ensure the meeting reflects the wishes of the majority of the participants.
9. The Board of Directors may require shareholders or authorized representatives attending the General Meeting of Shareholders to submit to inspections or security measures that the Board of Directors deems appropriate. In the event a shareholder or authorized representative refuses to comply with such inspection regulations or security measures, the Board of Directors, after careful consideration, may refuse entry to or expel such shareholder or representative from the meeting.
10. The Board of Directors, after careful consideration, may implement measures it deems appropriate to:
  - a. Arrange seating at the venue of the General Meeting of Shareholders;
  - b. Ensure the safety of all persons present at the meeting venues;
  - c. Facilitate the attendance (or continued attendance) of shareholders at the meeting.

The Board of Directors has full discretion to change the aforementioned measures and apply any measures it deems necessary. The measures applied may include the issuance of entry permits or the use of other selection forms.

11. In the event the aforementioned measures are applied at the General Meeting of Shareholders, the Board of Directors, when determining the venue, may:
  - a. Announce that the meeting will be conducted at the venue specified in the notice and that the Chairperson shall be present there ("Main Venue of the Meeting");

- b. Arrange and organize so that shareholders or authorized representatives who cannot attend under this Article, or those who wish to participate at a location other than the Main Venue, can simultaneously attend the meeting.

The notice of the meeting organization does not need to specify the details of the organizational measures under this Article.

- 12. In this Charter (unless the context otherwise requires), every shareholder is deemed to participate in the meeting at the Main Venue of the Meeting.

The Company shall organize the General Meeting of Shareholders at least once (01) every year. The Annual General Meeting of Shareholders shall not be held in the form of collecting written opinions.

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

- 1. Resolutions on the following contents shall be adopted if approved by a number of shareholders representing at least 65% of the total votes of all attending shareholders; the specific percentage shall be prescribed by the Company's Charter:
  - a. Classes of shares and the total number of shares of each class;
  - b. Changes to business lines and sectors;
  - c. Changes to the Company's management organizational structure;
  - d. Investment projects or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statements, or another smaller percentage or value as prescribed by the Company's Charter;
  - e. Reorganization or dissolution of the Company;
  - f. Other matters as prescribed by the Company's Charter.
- 2. Other resolutions shall be adopted when approved by a number of shareholders representing at least 51% of the total votes of all attending shareholders, except for the cases prescribed in Clause 1 and Clause 3 of this Article.
- 3. The voting to elect members of the Board of Directors and the Supervisory Board must be conducted via the cumulative voting method, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board, and the shareholder has the right to cast all or part of their total votes for one or more candidates. The persons elected as members of the Board of Directors or Supervisors shall be determined based on the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members prescribed in the Company's Charter is reached. In the event that two (02) or more

candidates receive the same number of votes for the last seat on the Board of Directors or the Supervisory Board, a re-election shall be held among the candidates with equal votes or a selection shall be made according to the criteria in the election regulations or the Company's Charter.

4. In the event that a resolution is adopted by way of collecting written opinions, the resolution of the General Meeting of Shareholders shall be passed if approved by a number of shareholders representing at least 51% of the total votes.
5. Resolutions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within 15 days from the date the resolution is adopted; in cases where the Company has a website, the sending of the resolution may be replaced by posting it on the Company's website.

#### **Article 21. Authority and procedures for collecting written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders**

The authority and procedures for collecting written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders shall be implemented in accordance with the following regulations:

1. The Board of Directors has the right to collect written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders at any time if deemed necessary for the interests of the Company.
2. The Board of Directors must prepare the opinion forms, draft resolutions of the General Meeting of Shareholders, and documents explaining the draft resolutions. The opinion form, together with the draft resolution and explanatory documents, must be sent by a method that ensures they reach the permanent address of each shareholder. The Board of Directors must ensure that documents are sent and disclosed to shareholders within a reasonable period for their consideration and voting, and at least fifteen (15) days before the expiry date for receiving the opinion forms.
3. An opinion form must contain the following primary 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, number of ID Card, Passport, or other legal personal identification of an individual shareholder; name, permanent address, nationality, number of the establishment decision or business registration number of an institutional shareholder or its authorized representative; the number of shares of each class and the number of votes of the shareholder;

- d. Matters for which opinions are collected to adopt a resolution;
  - dd. Voting options, including "in favor," "against," and "no opinion" (abstention) for each matter;
  - e. Deadline for returning the completed opinion form to the Company;
  - g. Full name and signature of the Chairperson of the Board of Directors and the legal representative of the Company.
4. Shareholders may return the completed opinion forms to the Company via one of the following methods:
- a. By post: The completed opinion form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. The opinion form returned to the Company must be placed in a sealed envelope, and no person is entitled to open it before the vote counting;
  - b. By fax or email: Opinion forms returned to the Company via fax or email must be kept confidential until the time of vote counting.

Opinion forms returned to the Company after the deadline specified in the form, or those opened (in case of post) or disclosed (in case of fax or email) prematurely, shall be deemed invalid. Opinion forms that are not returned shall be considered as non-participating in the voting.

5. The Board of Directors shall count the votes and prepare a minutes of vote counting under the supervision of the Supervisory Board or shareholders who do not hold management positions in the Company. The minutes of vote counting must contain the following primary 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 for which opinions were collected;
  - c. Number of shareholders with the total number of votes having participated in the voting, classifying valid and invalid votes, accompanied by an appendix listing the participating shareholders;
  - d. Total number of votes "in favor," "against," and "no opinion" for each matter;
  - e. Resolutions that have been adopted;
  - f. Full name and signature of the Chairperson of the Board of Directors, the legal representative of the Company, and the vote-counting supervisors. Members of the Board of Directors and the supervisors shall be jointly liable for the truthfulness and accuracy of the minutes; and jointly liable for any damages arising from resolutions adopted due to dishonest or inaccurate vote counting.

6. The minutes of vote counting must be published on the Company's website within twenty-four (24) hours and sent to shareholders within fifteen (15) days from the date the vote counting concludes.
7. Completed opinion forms, the minutes of vote counting, the full text of adopted resolutions, and relevant documents attached to the opinion forms must be archived at the Company's head office.
8. A resolution adopted by way of collecting written opinions must be approved by a number of shareholders representing at least 51% of the total voting shares and shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

## **Article 22. Minutes of the General Meeting of Shareholders**

The person presiding over the General Meeting of Shareholders shall be responsible for organizing the archiving of the minutes of the General Meeting of Shareholders. The minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours and sent to all shareholders within fifteen (15) days from the closing date of the General Meeting of Shareholders. The minutes of the General Meeting of Shareholders shall be considered authentic evidence of the business conducted at the General Meeting of Shareholders, unless an objection to the content of the minutes is raised in accordance with the prescribed procedures within ten (10) days from the date the minutes were sent. The minutes must be prepared in Vietnamese, bear the confirmatory signatures of the Chairperson and the Secretary, and be established in accordance with the Law on Enterprises and this Charter. All records, minutes, the signature book of attending shareholders, and the written authorizations for attendance must be archived at the Company's head office.

## **Article 23. Requests for cancellation of resolutions of the General Meeting of Shareholders**

Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of the results of collecting written opinions of the General Meeting of Shareholders, any shareholder, member of the Board of Directors, member of the Supervisory Board, or the Chief Executive Officer has the right to request a Court or an Arbitrator to consider and cancel a resolution of the General Meeting of Shareholders in the following cases:

1. The sequence and procedures for convening the General Meeting of Shareholders were not implemented in accordance with the Law on Enterprises and the Company's Charter.
2. The sequence and procedures for issuing the resolution and the content of such resolution violate the law or the Company's Charter.

In the event a resolution of the General Meeting of Shareholders is cancelled by a decision of a Court or an Arbitrator, the person who convened the cancelled meeting may consider re-organizing the



General Meeting of Shareholders within thirty (30) days in accordance with the sequence and procedures prescribed by the Law on Enterprises and this Charter.

## **VII. BOARD OF DIRECTORS**

### **Article 24. Composition and term of office of members of the Board of Directors**

1. The number of members of the Board of Directors shall be at least three (03) and at most five (05). The term of the Board of Directors shall be five (05) years. The term of office of a member of the Board of Directors shall not exceed five (05) years; members may be re-elected for an unlimited number of terms. The total number of non-executive members or independent members of the Board of Directors (for large-scale public companies and listed companies) must account for at least one-third (1/3) of the total number of members of the Board of Directors. The minimum number of non-executive/independent members shall be determined by rounding down.
2. Shareholders holding voting shares for a continuous period of at least six (06) months have the right to aggregate their voting rights to nominate candidates to the Board of Directors. A shareholder or group of shareholders holding from 5% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% to less than 70% may nominate a maximum of six (06) candidates; from 70% to 80% may nominate a maximum of seven (07) candidates; and from 80% to less than 90% may nominate a maximum of eight (08) candidates.
3. In the event that the number of candidates for the Board of Directors through nomination and candidacy is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations according to the mechanism prescribed by the Company in the Internal Regulations on Corporate Governance. The nomination mechanism or the method by which the incumbent Board of Directors nominates candidates must be clearly disclosed and approved by the General Meeting of Shareholders before the nomination is conducted.
4. A member of the Board of Directors shall lose their status as a member in the following cases:
  - a. Such member is no longer eligible to be a member of the Board of Directors under the Law on Enterprises or is prohibited by law from being a member of the Board of Directors;
  - b. Such member submits a written resignation notice to the Company's head office;
  - c. Such member suffers from a mental disorder and other members of the Board of Directors have professional evidence proving that such person no longer has the capacity for civil acts;

- d. Such member fails to attend meetings of the Board of Directors for a continuous period of six (06) months without the approval of the Board of Directors, and the Board of Directors decides that their position is vacant;
  - dd. Such member is removed from office by a decision of the General Meeting of Shareholders.
- 5. The Board of Directors may appoint another person as a temporary member of the Board of Directors to fill a vacancy, and this new member must be approved at the next General Meeting of Shareholders. Upon approval by the General Meeting of Shareholders, the appointment of such new member shall be deemed effective from the date of appointment by the Board of Directors. The term of the new member shall be calculated from the effective date of appointment until the end of the term of the Board of Directors. In the event the new member is not approved by the General Meeting of Shareholders, all decisions of the Board of Directors made prior to the General Meeting of Shareholders involving the vote of the replacement member shall still be deemed valid.
  - 6. The appointment of members of the Board of Directors must be disclosed in accordance with the laws on securities and the securities market.
  - 7. A member of the Board of Directors is not required to be a shareholder of the Company.

#### **Article 25. Powers and duties of the Board of Directors**

- 1. The business activities and affairs of the Company must be subject to the supervision and direction of the Board of Directors. The Board of Directors is the body with full power to exercise all rights on behalf of the Company, except for those powers belonging to the General Meeting of Shareholders.
- 2. The Board of Directors is responsible for supervising the Chief Executive Officer (CEO) and other management officers.
- 3. The rights and obligations of the Board of Directors are prescribed by law, the Company's Charter, and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:
  - a. To decide on the annual business development plans and budget;
  - b. To determine operational objectives based on the strategic objectives approved by the General Meeting of Shareholders;
  - c. To appoint and remove Company management officers at the proposal of the CEO and decide their salaries;
  - d. To decide on the Company's organizational structure;

- dd. To resolve Company complaints against management officers as well as decide on the selection of the Company's representative to resolve issues related to legal proceedings against such management officers;
  - e. To propose the classes of shares to be issued and the total number of shares issued for each class;
  - g. To propose the issuance of convertible bonds and warrants that allow owners to purchase shares at a predetermined price;
  - h. To decide on the offering price of bonds, shares, and convertible securities in cases authorized by the General Meeting of Shareholders;
  - i. To appoint, dismiss, and remove the CEO, other management officers, and the Company's representatives. Such removal must not contravene the contractual rights of the removed persons (if any);
  - k. To report to the General Meeting of Shareholders on the appointment of the CEO by the Board of Directors;
  - l. To propose the annual dividend rate and determine the interim dividend rate; to organize the payment of dividends;
  - m. To propose the reorganization or dissolution of the Company
4. The following matters must be approved by the Board of Directors:
- a. Establishment of branches or representative offices of the Company;
  - b. Establishment of Company subsidiaries;
  - c. Within the scope prescribed in Clause 2, Article 153 of the Law on Enterprises, the Board of Directors shall from time to time decide on the execution, amendment, and termination of major Company contracts (including contracts for purchase, sale, merger, acquisition, and joint venture);
  - d. Appointment and removal of persons authorized by the Company to act as commercial representatives and the Company's Lawyers;
  - dd. Borrowing and the implementation of mortgages, security measures, guarantees, and indemnities of the Company;
  - e. Investments not included in the business plan or investments exceeding 10% of the annual business plan and budget value;

- g. Purchase or sale of shares or capital contributions in other companies established in Vietnam or abroad;
  - h. Valuation of non-cash assets contributed to the Company related to the issuance of shares or bonds, including gold, land use rights, intellectual property rights, technology, and technological know-how;
  - i. Purchase or redemption of no more than 10% of each class of shares by the Company;
  - k. Deciding on the purchase or redemption price of the Company's shares;
  - l. Business matters or transactions that the Board of Directors decides require approval within its scope of authority and responsibility.
5. The Board of Directors must report to the General Meeting of Shareholders on its activities, specifically its supervision of the CEO and other management officers during the financial year. If the Board of Directors fails to submit a report to the General Meeting of Shareholders, the Company's annual financial statements shall be deemed invalid and not yet approved by the Board of Directors.
  6. Unless otherwise prescribed by law and the Charter, the Board of Directors may authorize subordinate employees and management officers to represent and handle affairs on behalf of the Company.
  7. Members of the Board of Directors (not including authorized alternates) are entitled to remuneration for their work in their capacity as members of the Board of Directors. The total remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders. This remuneration shall be divided among the members as agreed within the Board of Directors or divided equally if no agreement is reached.
  8. The total amount of remuneration paid to the members of the Board of Directors and the amount for each member must be disclosed in detail in the Company's annual report.
  9. Members of the Board of Directors holding executive positions, or members working on sub-committees of the Board of Directors, or performing other tasks which, in the opinion of the Board of Directors, fall outside the scope of the normal duties of a director, may be paid additional remuneration in the form of a lump-sum fee, salary, commission, percentage of profits, or in another form as decided by the Board of Directors.
  10. Members of the Board of Directors are entitled to reimbursement for all travel, meal, accommodation, and other reasonable expenses incurred in the performance of their responsibilities as directors, including expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.

## **Article 26. Chairperson of the Board of Directors**

1. The General Meeting of Shareholders or the Board of Directors must select from among its members to elect a Chairperson. Unless otherwise decided by the General Meeting of Shareholders, the Chairperson of the Board of Directors shall not concurrently hold the position of the Company's Chief Executive Officer (CEO). The Chairperson's concurrent holding of the CEO position must be approved annually at the Annual General Meeting of Shareholders.
2. The Chairperson of the Board of Directors is responsible for convening and presiding over the General Meeting of Shareholders and meetings of the Board of Directors, and has other rights and responsibilities as prescribed in this Charter and the Law on Enterprises.
3. The Chairperson of the Board of Directors is responsible for ensuring that the Board of Directors sends the annual financial statements, the Company's performance report, the auditor's audit report, and the Board of Directors' inspection report to the shareholders at the General Meeting of Shareholders.
4. In the event that the Chairperson of the Board of Directors resigns or is removed from office, the Board of Directors must elect a replacement within ten (10) days.

## **Article 27. Alternate Directors**

1. A member of the Board of Directors (other than an alternate director of that member) may appoint another member of the Board of Directors, or another person approved by the Board of Directors and willing to perform such duties, to act as their alternate director, and has the right to remove such alternate director.
2. An alternate director has the right to receive notices of all meetings of the Board of Directors and of sub-committees of the Board of Directors of which the appointer is a member, the right to attend and vote at such meetings when the appointing director is absent, and is authorized to perform all functions of the appointer as a member of the Board of Directors during the appointer's absence. However, an alternate director shall not be entitled to receive any remuneration from the Company for their work in the capacity of an alternate director. Furthermore, the Company is not obligated to send notices of the aforementioned meetings to an alternate director who is not present in Vietnam.
3. An alternate director must relinquish their status as a member of the Board of Directors in the event that the appointing director no longer holds their status as a member of the Board of Directors. In the event that a member of the Board of Directors reaches the end of their term but is re-appointed or deemed re-appointed at the same General Meeting of Shareholders where they retired due to the term expiry, the appointment of the alternate director made by

such person immediately prior to the term expiry shall continue to be effective after the member is re-appointed.

4. The appointment or removal of an alternate director must be made in writing, signed by the appointing or removing director, and sent to the Company or in another form approved by the Board of Directors.
5. Notwithstanding other provisions in this Charter, an alternate director shall be considered a member of the Board of Directors in all respects and shall be personally liable for their own acts and omissions, and shall not be deemed as an agent acting under the authorization of the appointing director.

#### **Article 28. Meetings of the Board of Directors**

1. In the event that the Board of Directors elects a Chairperson, the first meeting of the Board's term to elect the Chairperson and make other decisions within its authority must be conducted within seven (07) working days from the date the election of the Board for that term concludes. This meeting shall be convened by the member who received the highest number of votes. If more than one (01) member holds the same highest number of votes, such members shall elect one person among them to convene the Board meeting on a majority principle.
2. The Chairperson of the Board of Directors must convene regular Board meetings, establishing the agenda, time, and venue at least five (05) days prior to the expected meeting date. The Chairperson may convene a meeting whenever deemed necessary, but must meet at least once (01) every quarter.
3. The Chairperson of the Board of Directors shall convene extraordinary meetings when deemed necessary for the interests of the Company. Additionally, the Chairperson must convene a Board meeting without unjustifiable delay when one of the following parties requests in writing, stating the purpose of the meeting and the issues to be discussed:
  - a. The Chief Executive Officer (CEO) or at least five (05) other management officers;
  - b. Two (02) members of the Board of Directors;
  - c. The Chairperson of the Board of Directors;
  - d. A majority of the members of the Supervisory Board.
4. The Board meetings mentioned in Clause 3 of Article 28 must be conducted within fifteen (15) days after the request for the meeting is made. If the Chairperson does not accept to convene the meeting as requested, the Chairperson shall be liable for any damages caused to the Company; the parties requesting the meeting as mentioned in Clause 3 of Article 28 may themselves convene the Board meeting.

5. At the request of the independent auditor, the Chairperson of the Board of Directors must convene a Board meeting to discuss the audit report and the Company's situation.
6. Board meetings shall be conducted at the registered address of the Company or other addresses in Vietnam or abroad as decided by the Chairperson and agreed upon by the Board.
7. Notice of a Board meeting must be sent to the members at least five (05) days before the meeting is held. Board members may waive the notice of meeting in writing, and such waiver may have retroactive effect. The meeting notice must be made in Vietnamese and must fully state the agenda, time, and venue, accompanied by necessary documents regarding the matters to be discussed and voted on, as well as voting slips for members who cannot attend.

The invitation notice shall be sent by post, fax, email, or other means, but must ensure delivery to the registered address of each Board member.

8. The first Board meeting may only conduct decisions when at least three-quarters (3/4) of the Board members are present in person or via an authorized representative.

If the required quorum is not met, the meeting must be reconvened within fifteen (15) days from the intended date of the first meeting. The reconvened meeting shall be conducted if more than half (1/2) of the Board members attend.

9. Voting.
  - a. Except as provided in Point b, Clause 9 of this Article, each member of the Board of Directors or their authorized representative present in person at the meeting shall have one (01) vote;
  - b. A Board member shall not vote on contracts, transactions, or proposals in which such member or their related persons have an interest that conflicts or may conflict with the interests of the Company. Such member shall not be counted toward the minimum quorum required to hold a Board meeting regarding decisions on which the member has no right to vote;
  - c. Subject to Point d, Clause 9 of this Article, when an issue arises in a Board meeting regarding the interests of a member or their voting rights, and such issue is not resolved by the voluntary waiver of voting rights by the concerned member, the issue shall be referred to the Chairperson of the meeting for decision. The Chairperson's ruling shall be final, except where the nature or scope of the member's interest has not been fully disclosed;
  - d. A Board member benefiting from a contract as prescribed in Points a and b, Clause 4, Article 36 of this Charter shall be deemed to have a significant interest in that contract.
10. A Board member who directly or indirectly benefits from a contract or transaction already signed or intended to be signed with the Company, and knows they have an interest therein, is responsible for disclosing the nature and content of that interest at the meeting where the Board first considers

the signing of such contract or transaction. If a member is unaware of their interest or the interest of a related person at the time the transaction is signed, they must disclose the relevant interests at the first Board meeting held after they become aware of such interest.

11. The Board of Directors adopts decisions and resolutions based on the affirmative vote of the majority of the members present (over 50%). In the event of a tie, the Chairperson of the Board shall have the casting vote.
12. Board meetings may be held in the form of a conference between members where all or some members are at different locations, provided that each participating member can:
  - a. Hear every other participating Board member speaking at the meeting;
  - b. Speak to all other participants simultaneously.

Such exchanges among members may be conducted directly via telephone or through other means of communication (including the use of such means at the time of this Charter's adoption or thereafter) or a combination of all such methods. A Board member participating in a meeting in this manner is deemed to be "present" at that meeting. The venue of a meeting held under this provision shall be the place where the largest group of Board members is gathered, or if no such group exists, the location where the Chairperson of the meeting is present.

Decisions adopted in a properly organized and conducted telephone meeting shall take effect immediately upon the conclusion of the meeting, but must be confirmed by signatures in the minutes of all Board members participating in the meeting.

13. A resolution by way of collecting written opinions shall be adopted based on the affirmative vote of the majority of Board members with voting rights. Such resolution shall have the same validity and effect as a resolution adopted by Board members at a meeting convened and organized in the conventional manner.
14. The Chairperson of the Board of Directors is responsible for delivering the Board meeting minutes to the members, and such minutes shall serve as authentic evidence of the business conducted in those meetings, unless an objection to the content of the minutes is raised within ten (10) days from the delivery date. Minutes of Board meetings must be prepared in Vietnamese and bear the signatures of all Board members attending the meeting, or the minutes may be prepared in multiple counterparts, each bearing the signature of at least one (01) participating Board member.
15. The Board of Directors may establish and delegate authority to subordinate sub-committees. The membership of a sub-committee may consist of one or more Board members and one or more outsiders as decided by the Board of Directors. In exercising delegated powers, sub-committees must comply with the regulations established by the Board of Directors. These regulations may



adjust or allow for the admission of non-Board members to such sub-committees and grant them voting rights as sub-committee members, provided that: (a) the number of outside members is less than half of the sub-committee's total membership, and (b) sub-committee resolutions shall only be valid when the majority of members attending and voting at the sub-committee session are Board members.

16. The execution of a decision by the Board of Directors, a subordinate sub-committee, or a person acting as a member of a Board sub-committee, shall be deemed legally valid even in cases where there may have been a defect in the election or appointment of such sub-committee or Board member.

## **VIII. CHIEF EXECUTIVE OFFICER, OTHER MANAGEMENT OFFICERS AND COMPANY SECRETARY**

### **Article 29. Organization of management apparatus**

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and subject to the leadership of the Board of Directors. The Company shall have one (01) Chief Executive Officer (CEO), Deputy Chief Executive Officers, one Chief Accountant, and other positions appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be implemented through a duly adopted resolution of the Board of Directors.

### **Article 30. Management officers**

1. At the proposal of the CEO and with the approval of the Board of Directors, the Company may recruit necessary management officers with a quantity and quality consistent with the structure and corporate management practices proposed by the Board of Directors from time to time. Management officers must exercise the necessary prudence so that the Company's activities and organization achieve the set objectives.
2. Salaries, remuneration, benefits, and other terms in the labor contract for the CEO shall be decided by the Board of Directors; contracts for other management officers shall be decided by the Board of Directors after consulting with the CEO.

### **Article 31. Appointment, dismissal, duties, and powers of the Chief Executive Officer**

1. The Board of Directors shall appoint a member of the Board or another person as the CEO and sign a contract which stipulates the salary, remuneration, benefits, and other relevant terms. Information regarding the salary, allowances, and benefits of the CEO must be reported at the Annual General Meeting of Shareholders and stated in the Company's Annual Report.

2. The term of office of the Director (CEO) shall not exceed five (05) years and they may be re-appointed for an unlimited number of terms. The CEO must satisfy the criteria and conditions prescribed by law and the Company's Charter.
3. The CEO has the following powers and responsibilities:
  - a. To implement 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 all matters that do not require a resolution of the Board of Directors, including signing financial and commercial contracts on behalf of the Company, and organizing and directing the day-to-day business operations of the Company in accordance with the best management practices;
  - c. To recommend the number and categories of management officers the Company needs to recruit for appointment or dismissal by the Board of Directors to ensure effective management as proposed by the Board, and to advise the Board of Directors on deciding salaries, remuneration, benefits, and other terms of the labor contracts for such management officers;
  - d. To consult with the Board of Directors to decide on the number of employees, salaries, allowances, benefits, appointments, dismissals, and other terms related to their labor contracts;
  - dd. On October 31st of each year, the CEO must submit to the Board of Directors for approval a detailed business plan for the next financial year based on meeting the requirements of the appropriate budget as well as the five (05) year financial plan;
  - e. To propose measures to improve the Company's operations and management;
  - g. To prepare long-term, annual, and quarterly estimates of the Company (hereinafter referred to as "estimates") to serve long-term, annual, and quarterly management activities in accordance with the business plan. The annual estimates (including the projected balance sheet, income statement, and cash flow statement) for each financial year must be submitted to the Board of Directors for approval and must include the information prescribed in the Company's regulations;
  - h. To perform all other activities in accordance with the provisions of this Charter, the Company's regulations, resolutions of the Board of Directors, the CEO's labor contract, and the law.
4. The CEO is responsible to 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.

5. The Board of Directors may remove the CEO when a majority of the Board members attending the meeting with voting rights cast an affirmative vote, and shall appoint a new CEO as a replacement.

### **Article 32. Company Secretary**

The Board of Directors shall appoint one (01) or more persons as the Company Secretary with a term of office and terms and conditions as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, provided that such dismissal does not contravene the prevailing labor laws. The Board of Directors may also appoint one or more Assistant Company Secretaries from time to time. The roles and duties of the Company Secretary include:

1. Preparing for 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.
2. Advising on the procedures of the meetings.
3. Attending meetings..
4. Ensuring that resolutions of the Board of Directors comply with the law.
5. Providing financial information, copies of Board meeting minutes, and other information to members of the Board of Directors and the Supervisory Board.

The Company Secretary is responsible for maintaining information confidentiality in accordance with the law and the Company's Charter.

## **IX. THE SUPERVISORY BOARD**

### **Article 33. Members of the Supervisory Board**

1. The number of members of the Company's Supervisory Board shall be three (03). Members of the Supervisory Board must not be persons working in the accounting or finance departments of the Company and must not be members or employees of the independent auditing firm currently auditing the Company's financial statements. The Supervisory Board must have at least one (01) member who is an accountant or an auditor.

Members of the Supervisory Board must not be related persons of the members of the Board of Directors, the CEO, or other management officers of the Company. The Supervisory Board must appoint one (01) member as the Head of the Board. The Head of the Supervisory Board must be a professional in accounting. The Head of the Supervisory Board has the following rights and responsibilities:

- a. To convene meetings of the Supervisory Board;

- b. To request the Board of Directors, the CEO, and other management officers to provide relevant information to report to the Supervisory Board;
  - c. To prepare and sign the Supervisory Board's reports after consulting with the Board of Directors to submit to the General Meeting of Shareholders.
- 2. Shareholders have the right to aggregate their individual voting shares to nominate candidates to the Supervisory Board (cumulative voting). A shareholder or a group of shareholders holding from 5% to less than 10% of the total voting shares is entitled to nominate one (01) candidate; from 10% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; and from 50% to less than 60% may nominate a maximum of five (05) candidates.
- 3. In the event that the number of candidates for the Supervisory Board through nomination and candidacy is still insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations according to the mechanism prescribed by the Company in its Internal Regulations on Corporate Governance. The mechanism for the incumbent Supervisory Board to nominate candidates must be clearly disclosed and approved by the General Meeting of Shareholders before the nomination is conducted.
- 4. Members of the Supervisory Board shall be elected by the General Meeting of Shareholders for a term of office not exceeding five (05) years; members may be re-elected for an unlimited number of terms.
- 5. A member of the Supervisory Board shall lose their status as a member in the following cases:
  - a. The member is prohibited by law from being a member of the Supervisory Board;
  - b. The member resigns by way of a written notice sent to the Company's head office;
  - c. The member suffers from a mental disorder and other members of the Supervisory Board have professional evidence proving that the person no longer has the capacity for civil acts;
  - d. The member is absent from meetings of the Supervisory Board for six (06) consecutive months without the approval of the Supervisory Board, and the Supervisory Board decides that the member's position is vacant;
  - e. The member is dismissed from the Supervisory Board by a decision of the General Meeting of Shareholders.

#### **Article 34. The Supervisory Board**

1. The Company must have a Supervisory Board, which shall have the powers and responsibilities as prescribed by the Law on Enterprises and this Charter, primarily including the following:
  - a. To propose the selection of an independent auditing firm, the audit fees, and all related matters;
  - b. To discuss the nature and scope of the audit with the independent auditor before the commencement of the audit;
  - c. To seek independent professional or legal advice and ensure the involvement of external experts with appropriate professional experience and qualifications in the Company's affairs if deemed necessary;
  - d. To inspect the annual, semi-annual, and quarterly financial statements;
  - dd. To discuss difficulties and outstanding issues discovered from interim or final audit results, as well as any matters the independent auditor wishes to discuss;
  - e. To review the independent auditor's management letter and the responses from the Company's management;
  - g. To review the Company's reports on internal control systems before they are approved by the Board of Directors; and
  - h. To review internal investigation results and the management's responses.
2. Members of the Board of Directors, the CEO, and other management officers must provide all information and documents related to the Company's operations upon request by the Supervisory Board. The Company Secretary must ensure that all copies of financial information, other information provided to Board members, and copies of Board meeting minutes are provided to the members of the Supervisory Board at the same time they are provided to the Board of Directors.
3. The Supervisory Board may issue regulations regarding its meetings and operational procedures. The Supervisory Board must meet at least two (02) times a year, and the minimum number of members participating in a meeting shall be two (02) persons.
4. The remuneration of Supervisory Board members shall be decided by the General Meeting of Shareholders. Members of the Supervisory Board shall be reimbursed for travel, hotel, and other reasonably incurred expenses when participating in meetings of the Supervisory Board or performing other activities of the Board.

## **X. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, THE CHIEF EXECUTIVE OFFICER, AND OTHER MANAGEMENT OFFICERS**

### **Article 35. Duty of care**

Members of the Board of Directors, members of the Supervisory Board, the CEO, and other management officers are responsible for performing their duties, including those in their capacity as members of Board sub-committees, in an honest manner to the best interests of the Company and with the degree of care that a prudent person would exercise in a comparable position and under similar circumstances.

### **Article 36. Duty of loyalty and avoidance of conflicts of interest**

1. Members of the Board of Directors, members of the Supervisory Board, the CEO, and other management officers are not permitted to use business opportunities that may bring benefits to the Company for personal purposes; simultaneously, they must not use information obtained by virtue of their positions for personal gain or to serve the interests of any other organization or individual.
2. Members of the Board of Directors, members of the Supervisory Board, the CEO, and other management officers 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 other economic entities, transactions, or individuals.
3. The Company shall not grant loans or guarantees to members of the Board of Directors, members of the Supervisory Board, the CEO, other management officers, and their related persons, or legal entities in which these individuals have financial interests, unless such loans or guarantees have been approved by the General Meeting of Shareholders.
4. A contract or transaction between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the CEO, other management officers, or their related persons—or a company, partner, association, or organization in which they are members or have related financial interests—shall not be invalidated in the following cases:
  - a. For contracts with a value of less than 20% of the total asset value recorded in the most recent financial statements, the material facts of the contract or transaction, as well as the relationships and interests of the management officer or Board member, have been reported to the Board of Directors or the relevant sub-committee. Additionally, the Board of Directors or such sub-committee has authorized the execution of that contract or transaction in good faith by a majority vote of the disinterested Board members;

- b. For contracts with a value exceeding 20% of the total asset value recorded in the most recent financial statements, the material facts of the contract or transaction, as well as the relationships and interests of the management officer or Board member, have been disclosed to the disinterested shareholders entitled to vote on such matter, and those shareholders have voted in favor of the contract or transaction;
- c. The contract or transaction is deemed fair and reasonable by an independent advisory organization in all respects concerning the Company's shareholders at the time the transaction or contract is authorized by the Board of Directors, a Board sub-committee, or the shareholders.

Members of the Board of Directors, members of the Supervisory Board, the CEO, other management officers, and their related persons must not use the Company's non-public information or disclose it to others to conduct related transactions.

### **Article 37. Liability for damages and indemnification**

- 1. Members of the Board of Directors, members of the Supervisory Board, the CEO, and other management officers who violate their duties of loyalty and care, or fail to fulfill their obligations with due diligence and professional competence, shall be liable for any damages caused by such violations.
- 2. The Company shall indemnify any person who was, is, or is threatened to be made a party in any claims, lawsuits, or prosecutions (including civil and administrative cases, excluding lawsuits initiated by the Company) if such person is or was a member of the Board of Directors, a management officer, an employee, or an authorized representative of the Company; or if such person is or was serving at the request of the Company as a member of the Board of Directors, a management officer, an employee, or an authorized representative of the Company; provided that such person acted honestly, prudently, and diligently for the best interests of, or not contrary to the best interests of the Company, in compliance with the law, and there is no evidence confirming that such person has violated their responsibilities. When performing functions, duties, or executing tasks as authorized by the Company, members of the Board of Directors, members of the Supervisory Board, management officers, employees, or authorized representatives shall be indemnified by the Company when becoming a party in claims, lawsuits, or prosecutions (except for lawsuits initiated by the Company) in the following cases:
  - a. Having acted honestly, prudently, and diligently for the interests of, and not in conflict with the interests of the Company;
  - b. Having complied with the law, and there is no evidence confirming a failure to perform their responsibilities.

3. Indemnification costs include incurred expenses (including attorney's fees), judgment costs, fines, and payments actually arising or considered reasonable when settling such cases within the framework permitted by law. The Company may purchase insurance for these individuals to cover the aforementioned liabilities.

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

### **Article 38. Right to inspect books and records**

1. Shareholders or groups of shareholders mentioned in Clause 2 of Article 24 and Clause 2 of Article 33 of this Charter have the right, directly or through an authorized representative, to send a written request to inspect the list of shareholders, minutes of the General Meeting of Shareholders, and to photocopy or take extracts of such records during business hours at the Company's head office. A request for inspection made by an authorized representative of a shareholder must be accompanied by a power of attorney from the shareholder whom that person represents or a notarized copy of such power of attorney.
2. Members of the Board of Directors, members of the Supervisory Board, the CEO, and other management officers have the right to inspect the Company's Register of Shareholders, the list of shareholders, and other books and records of the Company for purposes related to their positions, provided that such information is kept confidential.
3. The Company must maintain this Charter and any amendments or supplements thereto, the Business Registration Certificate, regulations, documents proving ownership of assets, resolutions and minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and any other documents as prescribed by law at the head office or another location, provided that shareholders and the business registration authority are notified of the location where these documents are stored.
4. The Company's Charter must be published on the Company's website.

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

### **Article 39. Employees and trade union**

1. The CEO must prepare plans for approval by the Board of Directors regarding matters related to recruitment, termination of employment, salaries, social insurance, benefits, rewards, and discipline for employees and management officers.
2. The CEO must prepare plans for approval by the Board of Directors regarding matters related to the Company's relationship with trade union organizations in accordance with the best



management standards, practices, and policies, as well as the practices and policies prescribed in this Charter, the Company's regulations, and prevailing laws.

### **XIII. PROFIT DISTRIBUTION**

#### **Article 40. Profit distribution**

1. The General Meeting of Shareholders shall decide the rate of dividend payment and the method of annual dividend payment from the Company's retained earnings.
2. In accordance with the Law on Enterprises, the Board of Directors may decide to pay interim dividends if it considers such payment consistent with the profitability of the Company.
3. The Company shall not pay interest on dividend payments or any other payments related to a class of shares.
4. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of dividends in the form of shares, and the Board of Directors shall be the body to implement such decision.
5. Where dividends or other payments related to a class of shares are paid in cash, the Company must make such payments in Vietnamese Dong. Payments may be made directly or through banks based on the bank account details provided by the shareholders. In the event that the Company has transferred the funds in accordance with the bank details provided by a shareholder but such shareholder does not receive the money, the Company shall not be held liable for the funds transferred to the beneficiary shareholder. The payment of dividends for shares listed on the Stock Exchange may be conducted through securities companies or the Vietnam Securities Depository (for companies with shares listed on the stock market).
6. Pursuant to the Law on Enterprises, the Board of Directors shall adopt a resolution to determine a specific record date. Based on that date, persons registered as shareholders or holders of other securities are entitled to receive dividends, interest, profit distributions, shares, or to receive notices or other documents.
7. Other matters related to profit distribution shall be implemented in accordance with the provisions of the law.

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

#### **Article 41. Bank accounts**

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

2. With the prior approval of the competent authorities, where necessary, the Company may open bank accounts overseas in accordance with the provisions of the law.
3. The Company shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company has opened accounts.

#### **Article 42. Fiscal year**

The Company's fiscal year shall begin on the 1st day of January each year and end on the 31st day of December of the same year.

#### **Article 43. Accounting regime**

1. The accounting regime used by the Company is the Vietnam Accounting Standards (VAS) or another accounting regime approved by the Ministry of Finance.
2. The Company shall maintain its accounting books in Vietnamese. The Company shall keep accounting records according to the type of business activities in which the Company engages. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.
3. The Company uses Vietnamese Dong (or a freely convertible foreign currency if approved by the competent State authority) as the currency unit for accounting purposes.

### **XV. ANNUAL REPORT, DISCLOSURE RESPONSIBILITY, AND PUBLIC NOTICE**

#### **Article 44. Annual, semi-annual, and quarterly financial statements**

1. The Company must prepare annual financial statements in accordance with the law, which must be audited as prescribed in Article 46 of this Charter. Within 90 days from the end of each fiscal year, the Company must submit the annual financial statements approved by the General Meeting of Shareholders to the competent tax authority and the business registration authority.
2. The annual financial statement must include a profit and loss statement reflecting truthfully and objectively the Company's profit and loss situation in the fiscal year; a balance sheet reflecting truthfully and objectively the Company's operational status as of the reporting date; a cash flow statement; and Notes to the Financial Statements.
3. The Company must prepare and disclose semi-annual and quarterly reports in accordance with the law and submit them to the relevant tax authority and business registration authority pursuant to the Law on Enterprises.
4. The audited financial statements (including the auditor's opinion), and the Company's semi-annual and quarterly reports must be published on the Company's website.

5. All interested organizations and individuals are entitled to inspect or photocopy the audited annual financial statements, and semi-annual and quarterly reports during the Company's business hours at its head office, subject to a reasonable fee for photocopying.

#### **Article 45. Annual Report**

The Company must prepare and disclose an Annual Report in accordance with the laws on securities and the securities market (for companies with shares listed on the stock exchange).

### **XVI. AUDITING THE COMPANY**

#### **Article 46. Auditing**

1. The Annual General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of these units to conduct the Company's auditing activities for the next fiscal year based on terms and conditions agreed with the Board of Directors. The Company must prepare and send the annual financial statements to the independent auditing firm after the end of the fiscal year.
2. The independent auditing firm shall inspect, certify, and report on the annual financial statements reflecting the Company's revenues and expenditures, prepare an audit report, and submit it to the Board of Directors within two (02) months from the end of the fiscal year.
3. A copy of the audit report must be attached to the Company's annual financial statements.
4. The auditor performing the audit of the Company is permitted to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders that shareholders are entitled to receive, and to express opinions at the meeting on matters related to the audit.

### **XVII. SEAL**

#### **Article 47. Seal**

1. The Board of Directors shall decide to adopt the Company's official seal, and the seal shall be engraved in accordance with the law.
2. The Board of Directors and the CEO shall use and manage the seal in accordance with prevailing laws.

### **XVIII. TERMINATION OF OPERATIONS AND LIQUIDATION**

#### **Article 48. Termination of operations**

1. The Company may be dissolved or terminate its operations in the following cases:
  - a. Upon the expiration of the Company's duration of operation, including any extensions;

- b. The Court declares the Company bankrupt in accordance with prevailing laws;
  - c. Early dissolution as decided by the General Meeting of Shareholders;
  - d. Other cases as prescribed by law.
2. The early dissolution of the Company (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if mandatory) as regulated.

#### **Article 49. Extension of operations**

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months prior to the expiration of the operation term so that shareholders may vote on the extension of the Company's operations at the proposal of the Board of Directors.
2. The operation term shall be extended when approved by 65% or more of the total votes of the voting shareholders present in person or through an authorized representative at the General Meeting of Shareholders.

#### **Article 50. Liquidation**

1. At least six (06) months prior to the expiration of the Company's duration of operation or following a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of 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 own operational regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to the liquidation shall be paid by the Company in priority over its other debts.
2. The Liquidation Committee is responsible for reporting to the business registration authority on its date of establishment and commencement of operations. From that time, the Liquidation Committee shall represent the Company in all matters related to the liquidation before the Court and administrative authorities.
3. Proceeds from the liquidation shall be paid in the following order of priority:
  - a. Liquidation costs;
  - b. Salaries and insurance costs for employees;
  - c. Taxes and other payments to the State;
  - d. Loans (if any);

- d. Other debts of the Company;
- e. The remaining balance after paying all debts from items (a) to (e) above shall be distributed to the shareholders. Preference shares shall be given priority in payment.

## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 51. Internal dispute resolution**

1. In the event of a dispute or claim arising in connection with the Company's operations or the rights and obligations of shareholders as prescribed in this Charter, the Law on Enterprises, other laws, or administrative regulations between:
  - a. A shareholder and the Company;
  - b. A shareholder and the Board of Directors, the Supervisory Board, the CEO, or senior management officers,

The relevant parties shall attempt to resolve such dispute through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board, the Chairman of the Board shall preside over the dispute resolution and request each party to present the facts related to the dispute within 15 working days from the date the dispute arises. If the dispute involves the Board of Directors or the Chairman of the Board, any party may request or appoint an independent expert to act as an arbitrator for the dispute resolution process.

2. If a mediation decision is not reached within six (06) weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, any party may refer the dispute to Economic Arbitration or an Economic Court.
3. Each party shall bear its own costs related to negotiation and mediation procedures. The payment of Court costs shall be made in accordance with the Court's judgment.

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

### **Article 52. Amendments and supplements to the Charter**

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

## **XXI. EFFECTIVE DATE**

### **Article 53. Effective date**

1. This Charter, consisting of 21 chapters and 53 articles, was unanimously approved by the 2021 Annual General Meeting of Shareholders of DIC Dong Tien Joint Stock Company on May 9, 2021, and its full text is hereby accepted as effective and as amended and supplemented by the 2024 Annual General Meeting of Shareholders' Resolution No. 1005/NQ.DHDCD-DIC.DT dated the same day, approving the full text of this Charter.



2. This Charter is made in ten (10) copies of equal validity, of which:
  - a. One (01) copy to be submitted to the local State Notary Office;
  - b. Five (05) copies to be registered with government authorities as regulated by the Provincial/City People's Committee;
  - c. Four (04) copies to be kept at the Company's Head Office.
3. This Charter is the unique and official Charter of the Company.
4. This Charter replaces all previous Charters of DIC - Dong Tien Joint - Stock Company.
5. Copies or extracts of the Company's Charter are valid only when they bear the signature of the CEO or at least one-half (1/2) of the total members of the Board of Directors.

Dong Nai, May 11, 2026

**LEGAL REPRESENTATIVE**

**CHIEF EXECUTIVE OFFICER**



**HUYNH TRUNG HIEU**

