

**SOCIALIST REPUBLIC OF VIET NAM**

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## **CHARTER OF SAIGON PORT JOINT STOCK COMPANY**

**(Approved by the General Meeting of Shareholders of Saigon Port Joint Stock Company at the 2026 Annual General Meeting under Resolution No. 341/NQ-ĐHĐCĐ-CSG dated April 24, 2026)**

*Ho Chi Minh City, April 2026*

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## INTRODUCTION

The Charter of Saigon Port Joint Stock Company (hereinafter referred to as the “Charter”) was adopted by a valid decision of the General Meeting of Shareholders of Saigon Port Joint Stock Company on April 24, 2026.

Saigon Port Joint Stock Company (hereinafter referred to as the “Company”) is organized and operates in accordance with this Charter, the provisions of the Enterprise Law and other relevant current laws.

## CHAPTER I: GENERAL REGULATIONS

### SECTION 1: DEFINITION OF TERMS IN THE REGULATION

#### Article 1. Explanation of Terms

1. In these Regulations, the following terms are understood as follows:

- a) “Enterprise Law” refers to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and its amendments and supplements;
- b) “Securities Law” refers to the Securities Law No. 54/2019/QH14 dated November 26, 2019, and its amendments and supplements;
- c) “Civil Code” refers to the Civil Code No. 91/2015/QH13 dated November 24, 2015, and its amendments and supplements;
- d) “Date of Establishment” is the date the Company was first granted its Business Registration Certificate;
- e) “Charter Capital” is the total par value of shares sold and as stipulated in Article 7 of these Charters;
- f) “Voting capital” refers to share capital, whereby the owner has the right to vote on matters within the authority of the General Meeting of Shareholders;
- g) “Company managers” refers to the company's managers, including: Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director, and Chief Accountant;
- h) “Company executives” refers to the General Director, Deputy General Director, and Chief Accountant;
- i) “Related parties” refers to individuals and organizations as defined in Clause 46, Article 4 of the Securities Law and Clause 23, Article 4 of the Enterprise Law;
- j) “Shareholders” refers to individuals and organizations owning at least one share of the Company;
- k) “Major shareholder” is a shareholder who directly or indirectly owns 5% or more of the Company's voting shares as stipulated in Clause 18, Article 4 of the Securities Law;
- l) “Sold shares” are shares authorized for sale that have been fully paid for by shareholders to the Company;
- m) “Authorized shares for sale” is the total number of shares of all types that the General Meeting of Shareholders decides to offer for sale to raise capital;
- n) “Unsold shares” are shares authorized for sale that have not yet been paid for to the Company;
- o) “Stock exchange” is the Vietnam Stock Exchange and its subsidiaries;

- p) “Operating period” is the Company's operating period as stipulated in this Charter;
- q) “General Meeting of Shareholders” refers to the General Meeting of Shareholders of the Company;
- r) “Board of Directors” refers to the Board of Directors of the Company;
- s) “Non-Executive Board Member” refers to a Board Member who is not an Executive Officer of the Company;
- t) “Independent Board Member” refers to a Board Member who meets the standards and conditions stipulated in Clause 2, Article 155 of the Enterprise Law;
- u) “Supervisory Board” refers to the Supervisory Board of the Company;
- v) “General Director” refers to the General Director of the Company;
- w) “Chief Accountant” refers to the Chief Accountant of the Company;
- x) “Vietnam” refers to the Socialist Republic of Vietnam;
- y) “Law” refers to all legal normative documents stipulated in the Law on Promulgation of Legal Normative Documents No. 64/2025/QH15 dated February 19, 2025, and its amendments and supplements.

1. In these Charters, references to one or more other regulations or documents, including amendments, supplements, or replacements.

2. The headings (Chapters, Sections, Articles of these Charters) are used for convenience in understanding the content without affecting the content of these Charters.

3. Other words or terms defined in the Civil Code, the Enterprise Law, the Securities Law, and other legal documents (unless they conflict with the subject matter or context) shall have similar meanings in these Charters.

## **SECTION 2: NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, TERM OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY**

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

1. Company Name:

- Vietnamese Name : **CÔNG TY CỔ PHẦN CẢNG SÀI GÒN**
- International Trading Name : **SAIGON PORT JOINT STOCK COMPANY**
- Vietnamese Abbreviation : **CẢNG SÀI GÒN**
- English Abbreviation : **SAIGON PORT**
- Company Type : **Joint Stock Company**
- Logo:



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2. The company has legal personality under current Vietnamese law from the date of issuance of the Business Registration Certificate.

3. Company's Head Office Address:

- Head office address: No. 3 Nguyen Tat Thanh Street, Xom Chieu Ward, Ho Chi Minh City

- Phone: (028) 39 402 184

- Fax: (028) 39 400 168

- E-mail: [info@saigonport.vn](mailto:info@saigonport.vn)

- Website: [saigonport.vn](http://saigonport.vn)

4. At the time these Charters were approved by the General Meeting of Shareholders, the Company had branches and representative offices. The Company may establish branches, representative offices, and business locations within its business area to achieve its operational objectives in accordance with the resolutions and decisions of the Board of Directors and within the limits permitted by law.

5. Unless operations are terminated prematurely as stipulated in Article 72 of these Charters, the Company's operating term is indefinite.

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

1. The legal representative of the Company is an individual who represents the Company in exercising the rights and obligations arising from the Company's transactions, representing the Company as a party requesting the resolution of civil matters, plaintiff, defendant, or party with related rights and obligations before Arbitration, Courts, and other rights and obligations as prescribed by law.

2. The company has two legal representatives: the Chairman of the Board of Directors and the General Director. The division of rights and responsibilities between the two legal representatives of the company is as follows:

a) The first legal representative – the General Director of the Company – has the rights and obligations of the Company's legal representative in accordance with current laws and this Charter, except as provided in point b, clause 2 of this Article.

b) The second legal representative – the Chairman of the Board of Directors of the Company – has the rights and obligations of the Company's legal representative only when the first legal representative is absent from Vietnam for more than 30 days without authorizing



another person to exercise the rights and obligations of the Company's legal representative, or when the first legal representative dies, goes missing, is under criminal investigation, is detained, is serving a prison sentence, is undergoing administrative measures at a compulsory rehabilitation center or compulsory education center, has absconded from their place of residence, has limited or lost civil capacity, has difficulties in understanding or controlling their behavior, is prohibited by the Court from holding a position, practicing a profession or doing a certain job, or is dismissed or removed from office by the Company's Board of Directors.

c) The division of representative rights and responsibilities aims to clearly define the duties, powers, and obligations of legal representatives, promoting proactiveness and enhancing responsibility in exercising the rights and obligations arising from the Company's transactions, limiting overlapping authority in the Company's representation work; and does not alter the authority of the Board of Directors or the General Director of the Company as stipulated by law and the Company's Charter.

d) Each legal representative is individually liable for damages caused to the Company in accordance with civil law and other relevant laws within the scope of the rights and obligations divided in this Charter. A legal representative who establishes transactions with a third party outside their prescribed authority shall be personally liable to the Company and the competent authority for any damages caused by such transactions. The handling of the consequences of transactions established and executed by representatives without proper authority shall be carried out in accordance with the law.

e) During the performance of their duties, if any problems arise related to the scope of the legal representative's duties as stipulated in the Company's Charter and internal regulations, the two legal representatives shall cooperate to resolve them; they must report regularly and be accountable to the Company's Board of Directors.

f) In the event that, for any reason, one person is not qualified to be the Company's legal representative, the other person shall automatically assume the rights and obligations of the unqualified representative and be responsible for all transactions under their representation.

3. The Board of Directors shall decide to replace or terminate the legal representative of the Company and carry out the registration procedures for the change in accordance with the provisions of the Enterprise Law.

4. The Company must ensure that there is always at least one legal representative residing in Vietnam.

5. When the General Director leaves Vietnam, he/she must authorize in writing another individual residing in Vietnam who is a Company Manager or Executive to exercise the rights and obligations of the legal representative. In this case, the General Director remains responsible for the exercise of the delegated rights and obligations. If the authorization expires and the General Director has not returned to Vietnam and no other authorization has been given, the Chairman of the Board of Directors shall exercise the rights and obligations of the legal representative until the General Director returns to work at the Company.

When the Company has only one legal representative remaining in Vietnam, this person, upon leaving Vietnam for a period not exceeding 30 days, must authorize another individual residing in Vietnam who is currently a Company Manager or Executive to exercise the rights and obligations of the legal representative. In this case, the legal representative remains responsible for the exercise of the delegated rights and obligations. If, after the expiration of the authorization period as stipulated in this clause, the legal representative has not returned to Vietnam and no

other authorization has been given, the Board of Directors shall appoint one of the Company Managers or Executives present in Vietnam to act as the Company's legal representative.

#### **Article 4. Responsibilities of the Company's Legal Representative**

1. The Company's legal representative has the following responsibilities:

a) To exercise assigned rights and obligations honestly, carefully, and to the best of their ability to ensure the legitimate interests of the Company;

b) To be loyal to the interests of the Company; not to abuse their position, title, or use the Company's information, know-how, business opportunities, or other assets for personal gain or to serve the interests of other organizations or individuals;

c) To promptly, fully, and accurately inform the Company about businesses that they or their related parties own or have shares or capital contributions in accordance with the Enterprise Law, this Charter, and the Company's internal regulations and rules;

d) To comply with and adhere to the resolutions, decisions, directives, and requests of the Board of Directors when exercising the powers and obligations of the Company's legal representative. They are not permitted to conduct transactions, contracts, agreements, or commitments with any third party exceeding the scope of authority delegated by the Board of Directors;

e) Promptly report and seek the opinion of the Board of Directors on issues arising that exceed the authority of the legal representative of the Company when exercising their powers and obligations.

2. The legal representative of the Company shall be personally liable, in accordance with the law, for damages to the Company resulting from a breach of the responsibilities stipulated in Clause 1 of this Article.

### **SECTION 3: COMPANY'S OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS**

#### **Article 5. Objectives of the Company's Operations**

1. The Company's business lines and activities:

<b>No.</b>	<b>Industry name</b>	<b>Industry code</b>
1	Cargo handling Details: Loading and unloading goods at seaports	5224
2	Other support services related to transportation Details: Leasing of seaport infrastructure; Sea freight forwarding agency services; Ship agency services; Cargo handling, warehousing, and packaging services; International multimodal transport business; Loading, unloading, and transportation of oversized and overweight cargo; Logistics services business; Investment in the construction, management, and operation of seaports (excluding: services for establishing, operating, maintaining, and servicing maritime navigation aids, water areas, public waterways, and shipping routes; services for surveying water areas, public waterways, and shipping routes for the publication of maritime notices; services for surveying, constructing, and publishing nautical charts of water areas, seaports, waterways, and shipping	5229

No.	Industry name	Industry code
	routes; construction and publication of maritime safety documents and publications; services for regulating and ensuring maritime safety in water areas, public waterways, and shipping routes; maritime electronic information services; maritime pilotage services); ship repair at ports; cargo counting services; ship cleaning services, ship supply services; Management, operation, and leasing of wharves, warehouses, mooring buoys, handling equipment, land and water transport vehicles, and specialized maritime equipment; Customs brokerage services; Container transshipment services at seaports.	
3	Road freight transport Details: Business of transporting goods by road (excluding liquefied gas for transport)	4933
4	Wholesale of agricultural machinery, equipment and spare parts Details: Buying and selling machinery, equipment, supplies, and raw materials for the maritime, transportation, construction, industrial, and mechanical industries (excluding item A.16, Appendix I of Decree 31/2021/ND-CP)	4653
5	Manufacturing of lifting, unlifting, and handling equipment: manufacturing of handling equipment.	2816
6	Shipbuilding and floating structures Details: New construction of barges, canoes, tugboats (excluding design of transport vehicles)	3011
7	Restaurants and mobile food service establishments Details: restaurant (not operating at the headquarter)	5610
8	Wholesale of other machinery, equipment and spare parts Details: Buying and selling machinery, equipment, supplies, and raw materials for the maritime, transportation, construction, industrial, agricultural, and mechanical industries (excluding item A.16, Appendix I of Decree 31/2021/ND-CP).	4659
9	Wholesale of beverages Details: Wholesale of alcoholic beverages and non-alcoholic beverages.	4633
10	Repair and maintenance of transport vehicles (excluding cars, motorcycles, motorbikes and other motor vehicles) Details: repair of land and water transport vehicles, barges, canoes, tugboats.	3315
11	Manufacture of building materials from clay Details: manufacturing of equipment and building materials (not operating at the headquarters)	2392

No.	Industry name	Industry code
12	Wholesale of other household goods Detail: Wholesale of suitcases, bags, pouches, wallets, other leather and imitation leather goods, perfumes, cosmetics and other hygiene preparations, ceramics, and glassware.	4649
13	Organization of trade introductions and promotions (Excluding the use of fire or explosive effects; excluding the use of explosives, flammable substances, or chemicals as props or tools for performing arts programs, events, or films)	8230
14	Other manufacturing not elsewhere classified Detail: Manufacturing of water and land transport vehicles and specialized maritime equipment; Food and beverage processing; Coal processing (not operating at the business headquarters).	3290
15	Site preparation Detail: Leveling and clearing of infrastructure sites and grounds.	4312
16	Building completion and finishing Detail: Dredging of buoys, anchorages, and wharves.	4330
17	Warehousing and storage Detail: Port warehouse and yard operations.	<b>5210 (Main)</b>
18	Service activities incidental to water transportation Detail: Marine towing; Maritime salvage.	5222
19	Architectural and engineering activities and related technical consultancy Detail: Construction consultancy (excluding construction design, construction survey, and construction supervision).	7110
20	Building of pleasure and sporting boats Detail: Building of new canoes (not operating at the headquarters).	3012
21	Real estate activities with own or leased property Detail: Real estate business (Excluding: Investment in cemetery infrastructure for the transfer of land use rights associated with infrastructure. Implementation in accordance with Article 11 of the Law on Real Estate Business).	6810
22	Processing and preserving of fruit and vegetables Detail: Processing of agricultural products (not operating at the headquarters).	1030

No.	Industry name	Industry code
23	Sports facility operations Detail: Operation of pickleball courts, badminton courts, mini football pitches, and tennis courts. Activities of facilities organizing indoor or outdoor sporting events.	9311
24	Hotels and similar accommodation Detail: Hotel business (not operating at the headquarters).	5510
25	Advertising Detail: Commercial advertising, real estate advertising.	7310
26	Other short-stay accommodation	5520
27	Service activities incidental to land transportation (except liquefaction of gas for transportation)	5225
28	Wholesale of solid, liquid, and gaseous fuels and related products Detail: Trading of coal (not operating at the headquarters).	4671
29	Wholesale of motor vehicle parts and accessories Detail: Wholesale of spare parts and auxiliary components.	4662
30	Retail sale of motor vehicles	4781
31	Agents, brokers, and auctioneers of goods Detail: Maritime brokerage.	4610
32	Retail sale of clothing, footwear, leather and imitation leather goods Detail: Retail sale of bags, pouches, wallets, other leather and imitation leather goods.	4771
33	Intermediary services for real estate activities Detail: Real estate brokerage. Real estate valuation. Real estate consultancy. Real estate advertising. Real estate management.	6821
34	Other real estate activities on a fee or contract basis	6829
35	Construction of roads Detail: Construction of bridges, roads, irrigation systems, and water supply and drainage systems.	4212
36	Business and other management consultancy activities Detail: Enterprise management consultancy, investment consultancy (excluding financial, accounting, and legal consultancy).	7020

No.	Industry name	Industry code
37	Retail sale of pharmaceuticals, medical goods, cosmetics, and hygiene articles Detail: Retail sale of perfumes, cosmetics, and other hygiene preparations.	4772
38	Retail sale of electrical household appliances, beds, wardrobes, tables, chairs and similar furniture, lighting equipment and other household articles not elsewhere classified Detail: Retail sale of ceramic, porcelain, and glassware household utensils.	4759
39	Repair and maintenance of other equipment Detail: Repair of cargo handling equipment and specialized maritime equipment.	3319
40	Retail intermediary service activities Detail: Agent for passenger cars (12 seats or fewer) and other motor vehicles.	4790
41	Construction of other civil engineering projects Detail: Construction, maintenance, and repair of water transport works, road transport works, wharves, yards, houses, and civil and industrial works.	4299
42	Retail sale of hardware, paint, glass and other construction installation equipment Detail: Trading of construction equipment and materials (not operating at the headquarters).	4752
43	Wholesale of motor vehicles	4661
44	Retail sale of beverages	4723
45	Wholesale of other construction materials and installation equipment Detail: Wholesale of construction equipment and materials (not operating at the headquarters).	4673

## 2. Company's Operating Objectives:

a) To build and develop the Company's brand as a leading enterprise in the national and regional port operations sector; with a stable and sustainable development strategy based on the core business foundations of port operation services, transport support, and logistics; focusing on strategic and prioritized investment in seaport and logistics infrastructure, the application of information technology, enhancing operational efficiency, and the effective utilization of the Company's resources.

b) To maximize profits for the Company and its shareholders by establishing a lean, valid, and effective management and executive system, applying advanced information technology and management tools, and ensuring the best governance of resources and business production activities.

- c) To diversify investment forms and develop new services associated with the Company's core business lines.
- d) To develop and train a high-quality professional workforce to meet business development requirements, combined with a commensurate remuneration policy.
- e) To fully perform obligations toward the State and fulfill corporate social responsibilities to the community.

### **Article 6. Scope of Business and Operations of the Company**

The Company is permitted to conduct business activities in accordance with the sectors and trades stipulated in this Charter as registered, including any notified changes to registration content with the business registration authority, and as published on the National Business Registration Portal. In the event that the Company conducts business in sectors or trades subject to conditional investment, the Company must satisfy all business conditions as prescribed by the Law on Investment and relevant specialized laws.

## **CHAPTER II: CHARTER CAPITAL, SHARES**

### **Article 7. Charter Capital**

1. The Company's charter capital is VND 2,162,949,610,000 (Two trillion one hundred sixty-two billion nine hundred forty-nine million six hundred ten thousand dong).
2. The charter capital is accounted for in Vietnamese Dong (VND).
3. The charter capital shall be used for purposes as prescribed by law.
4. The Company may increase or decrease its charter capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of the law.
5. The Company may reduce its charter capital in the following cases, in accordance with current legal regulations:
  - a) By decision of the General Meeting of Shareholders, the Company repays a portion of the capital contributions to shareholders in proportion to their shareholding in the Company and ensures full payment of all debts and other financial obligations after the repayment to shareholders;
  - b) The Company repurchases the shares sold in accordance with Articles 11 and 12 of these Charters and current laws.

The reduction of the Company's charter capital must ensure that the charter capital after the reduction is not lower than the statutory capital as prescribed by law (if any).

### **Article 8. Shares**

1. Each share of the Company has a par value of VND 10,000 (Ten thousand dong).
2. The Company's charter capital at the time this Charter is approved by the General Meeting of Shareholders is divided into 216,294,961 (Two hundred sixteen million two hundred ninety-four thousand nine hundred sixty-one) shares.
3. The Company's shares on the date of approval of this Charter are common shares.
4. The company may issue preferred shares. Those who own preferred shares are called preferred shareholders.
5. The right to purchase dividend preferred shares, redeemable preferred shares, and other preferred shares is determined by the General Meeting of Shareholders.

6. Each share of the same class gives its holder equal rights, obligations, and benefits.

### **Article 9. Share certificates and shareholder register**

1. Shareholders of the Company are issued share certificates corresponding to the number and type of shares they own.

2. Shares are securities that confirm the legal rights and interests of the owner in a portion of the share capital of the issuing organization. Share certificates must contain all the information as stipulated in Clause 1, Article 121 of the Enterprise Law.

3. Within 05 working days from the date of submitting a complete application for transfer of share ownership as prescribed by the Company, or within 03 working days from the date of full payment for the shares as stipulated in the Company's share issuance plan (or other timeframe as stipulated in the issuance terms), the shareholder will be issued a share certificate. The shareholder is not required to pay the Company the cost of printing the share certificate.

4. In the event that a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued the certificate by the Company upon the shareholder's request. The shareholder's request must include the following information:

- a) Information about the lost, damaged, or otherwise destroyed share certificate;
- b) A commitment to assume responsibility for any disputes arising from the reissue of the new share certificate.

#### **5. Shareholder Register:**

a) The company shall establish and maintain a shareholder register from the date of issuance of the Business Registration Certificate. Shareholders holding common shares and preferred shares may be registered in different registers. The shareholder register must contain at least the following information:

- + Name and registered office address of the Company.
- + Total number of shares authorized for sale, types of shares authorized for sale, and the number of shares authorized for sale of each type.
- + Total number of shares sold of each type and the value of contributed capital.
- + Full name, contact address, nationality, and legal document number of individual shareholders; name, business registration number or legal document number of organizations, and registered office address of organizations.
- + Number of shares of each type held by each shareholder, and the date of share registration.

b) The shareholder register may be compiled and stored in paper form or as an electronic data set, or both. The shareholder register may be stored at the Company's headquarters or other organizations authorized to maintain shareholder registers, but must notify the business registration authority and all shareholders in writing. Shareholders have the right to check, search, or extract and copy the names and contact addresses of Company shareholders in the shareholder register during business hours at the location where the shareholder register is kept.

c) In case a shareholder changes their contact address, they must promptly notify the Company so that the shareholder register can be updated. The Company is not responsible for the inability to contact a shareholder due to failure to notify them of the change in their contact address.



6. For shares of the Company that are registered for centralized custody at the Vietnam Securities Depository and Clearing Corporation (or other equivalent agency), the procedures will be carried out in accordance with the regulations of the Vietnam Securities Depository and Clearing Corporation (or other equivalent agency) and relevant laws.

#### **Article 10. Share Offering**

1. A share offering is the process by which the Company increases the number and types of shares it is authorized to offer in order to increase its charter capital.

2. Share offerings may be conducted in the following forms:

- a) Offering shares to existing shareholders;
- b) Private placement of shares;
- c) Public offering of shares.

3. The Company's share offerings shall comply with the provisions of the law on securities.

4. The Company shall register the change in charter capital within 10 days from the date of completion of the share offering.

#### **Article 11. Share Repurchase at the Company's Decision**

The Company has the right to repurchase no more than 30% of the total number of common shares sold, or a portion or all of the dividend-preferred shares sold, in accordance with the following regulations:

1. The Board of Directors has the right to decide to repurchase no more than 10% of the total number of shares of each class sold in each 12-month period. In other cases, the repurchase of shares shall be decided by the General Meeting of Shareholders;

2. The Board of Directors shall determine the repurchase price of shares. For common shares, the repurchase price shall not exceed the market price at the time of repurchase, except as stipulated in Clause 3 of this Article;

3. The Company may repurchase shares from each shareholder in proportion to their shareholding in the Company according to the following procedures:

a) The Company's decision to repurchase shares must be notified by a means that ensures it reaches all shareholders within 30 days from the date the decision is made. The notification must include the name and registered address of the Company, the total number and type of shares to be repurchased, the repurchase price, the payment procedures and deadlines, and the procedures and deadlines for shareholders to offer their shares to the Company;

b) Shareholders who agree to sell their shares must send a written consent to sell their shares by a means that ensures it reaches the Company within 30 days from the date of notification. The consent to sell shares must include the full name, contact address, and legal document number of the individual shareholder; The name, business registration number or legal document number of the organization, the address of the head office for corporate shareholders; the number of shares owned and the number of shares agreed to be sold; the method of payment; the signature of the shareholder or the shareholder's legal representative. The company will only repurchase shares within the aforementioned period.

4. In addition to the regulations mentioned above, the Company's repurchase of shares must also comply with the provisions of Article 134 of the Enterprise Law, Article 36 of the Securities Law, and other current legal regulations.

## **Article 12. Share Repurchase at the Request of Shareholders**

1. Shareholders who voted against the resolution on the reorganization of the Company or the change in the rights and obligations of shareholders as stipulated in this Charter have the right to request the Company to repurchase their shares. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the intended selling price, and the reason for requesting the Company to repurchase. The request must be sent to the Company within 10 days from the date the General Meeting of Shareholders approves the resolution on the matter stipulated in this clause.

2. The company must repurchase shares at the request of shareholders as stipulated in Clause 1 of this Article at market price within 90 days from the date of receiving the request. If an agreement on price cannot be reached, the parties may request a valuation organization. The company shall introduce at least three valuation organizations for shareholders to choose one, and that choice shall be final.

3. In addition to the above provisions, the company's repurchase of shares at the request of shareholders must also comply with the provisions of Article 134 of the Enterprise Law, Article 36 of the Securities Law, and other current legal regulations.

## **Article 13. Transfer of Shares**

1. All shares are freely transferable unless otherwise stipulated in this Charter and by law. Shares listed and registered for trading on the Stock Exchange are transferred in accordance with the provisions of the law on securities and the securities market.

2. Unpaid shares are not transferable and do not entitle the holder to related rights such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares, and other rights as prescribed by law.

## **Article 14. Dividend Payment**

1. Dividends paid to preferred shares shall be made according to the specific conditions applicable to each type of preferred share.

2. Dividends paid to common shares shall be determined based on the net profit realized and the dividend payment shall be deducted from the Company's retained earnings. The Company may only pay dividends on common shares when the following conditions are met:

- a) The Company has fulfilled its tax obligations and other financial obligations as prescribed by law;
- b) The Company has established funds and offset previous losses as prescribed by law, this Charter, and the Company's Financial Management Regulations;
- c) Immediately after paying all dividends, the Company shall still ensure that it has sufficient funds to pay all debts and other financial obligations due.

3. Dividends may be paid in cash or in shares of the Company. If paid in cash, it must be made in Vietnamese Dong and in accordance with the payment methods prescribed by law.

4. Dividends must be paid in full within 6 months from the date of the conclusion of the Annual General Meeting of Shareholders. The Board of Directors shall compile a list of shareholders entitled to receive dividends, determine the dividend amount to be paid per share, the payment deadline and method at least 30 days before each dividend payment. Notices regarding dividend payments shall be sent by registered mail to shareholders at their registered addresses in the Shareholder Register at least 15 days before the dividend payment is made.

5. If a shareholder transfers their shares between the time the shareholder list is finalized and the time the dividend is paid, the transferor is the recipient of the dividend from the Company.

6. In the case of dividend payment in shares, the Company is not required to conduct a share offering as stipulated in Article 10 of these Charters. The Company must register an increase in charter capital corresponding to the total par value of the shares used to pay dividends within 10 days from the date of completion of dividend payment.

### **CHAPTER III: ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL**

#### **SECTION 1: ORGANIZATIONAL STRUCTURE**

##### **Article 15. Organizational structure, governance and control**

1. The organizational structure for management, governance, and control of the Company includes: the General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Director.

a) The General Meeting of Shareholders is the highest decision-making body of the Company;

b) The Board of Directors is the governing body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company that do not fall under the authority of the General Meeting of Shareholders;

c) The Supervisory Board is the body that supervises the Board of Directors and the General Director in the management and operation of the Company; and is responsible to the General Meeting of Shareholders for the performance of its assigned tasks;

d) The General Director is the person delegated, authorized, and assigned by the Board of Directors to manage the business and daily operations of the Company; The General Director is responsible for reporting to, explaining, and being subject to inspection and supervision by the Board of Directors and the Supervisory Board, and is accountable to the Board of Directors and to the law for the exercise of assigned rights and duties.

2. The Company has departments, branches, representative offices, and business locations to advise and assist the General Meeting of Shareholders, the Board of Directors, the Supervisory Board, the General Director, and to implement the Company's operational objectives. The organizational structure, functions, and duties of the Company's departments, branches, representative offices, and business locations are stipulated in the organizational and operational regulations of those units, approved by the Company's Board of Directors.

#### **SECTION 2: SHAREHOLDERS AND THE SHAREHOLDER MEETING**

##### **Article 16. Shareholders' rights**

1. Ordinary shareholders have the following rights:

a) To attend and speak at General Meetings of Shareholders and exercise their voting rights directly at the General Meeting of Shareholders, or through an authorized representative, or to vote remotely, or to vote through written shareholder consultations, or other forms as prescribed by law and the Company's regulations. Each ordinary share has one voting right;

b) To receive dividends at the rate decided by the General Meeting of Shareholders;

c) To have priority in purchasing new shares in proportion to their ownership of ordinary shares in the Company;

d) To freely transfer their shares to others, except in cases where there are other restrictions on transfer stipulated in the Company's Charter, resolutions/decisions of the General Meeting of Shareholders and relevant laws;

- e) To review, search and retrieve information on the name and contact address in the list of shareholders with voting rights; requesting correction of inaccurate information;
- f) Reviewing, searching, extracting, or copying the Company's Articles, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
- g) In the event of the Company's dissolution or bankruptcy, to receive a portion of the remaining assets in proportion to their shareholding in the Company;
- h) To request the Company to repurchase shares in the cases stipulated in Article 12 of these Charters;
- i) To be treated equally. Each share of the same class grants shareholders equal rights, obligations, and benefits. In the case of preferred shares, the rights and obligations associated with these preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- j) To have full access to periodic and extraordinary information published by the Company in accordance with the law;
- k) To have their legitimate rights and interests protected; to request the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the procedures prescribed by law;
- l) Other rights as stipulated by law and these Charters.

2. Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the following rights:

- a) To request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3 of this Article, other provisions of this Charter, the Company's internal regulations and rules, and current legal regulations;
- b) To review, examine, and extract minutes and resolutions and decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Supervisory Board, contracts and transactions requiring approval from the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets;
- c) To request the Supervisory Board to examine specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following information: full name, contact address, nationality, and legal document number of the individual shareholder; name, business registration number or legal document number of the organization, and registered office address of the organization shareholder; the number of shares and the date of registration of shares for each shareholder, the total number of shares of the entire group of shareholders, and the ownership percentage in the total shares of the Company; the issue to be inspected, and the purpose of the inspection;
- d) Proposals for inclusion in the General Meeting of Shareholders' Meetings. Proposals must be in writing and submitted to the Company no later than 3 working days before the meeting date. The proposal must clearly state the shareholder's name, the number of each type of share held by the shareholder, and the proposed issue to be included in the meeting agenda;
- e) Other rights as stipulated by law, this Charter, and the Company's internal regulations and rules.

3. Shareholders or groups of shareholders specified in Clause 2 of this Article have the right to request the Board of Directors to convene a General Meeting of Shareholders in the following cases:

a) The Board of Directors seriously violates the rights of shareholders, the obligations of managers, or makes decisions exceeding its delegated authority;

b) Other cases as prescribed by law and this Charter.

4. The request to convene a General Meeting of Shareholders as stipulated in Clause 3 of this Article must be in writing and must include the following information: full name, contact address, nationality, and legal document number of the individual shareholder; name, business registration number or legal document number of the organization, and head office address of the organization shareholder; the number of shares and registration date of each shareholder, the total number of shares of the entire group of shareholders, and the ownership percentage in the total shares of the company; and the basis and reasons for requesting the convening of the General Meeting of Shareholders. The request must be accompanied by documents and evidence regarding violations by the Board of Directors, the extent of the violations, or decisions exceeding their authority. Shareholders or groups of shareholders are fully responsible before the law for the accuracy and truthfulness of the documents and evidence provided to the competent authority when requesting the convening of the General Meeting of Shareholders.

5. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate individuals to the Board of Directors and the Supervisory Board. The nomination process for the Board of Directors and the Supervisory Board is as follows:

a) Common shareholders forming a group to nominate individuals to the Board of Directors and the Supervisory Board must notify the attending shareholders of the group meeting at least 10 working days before the opening of the General Meeting of Shareholders. This notification must be in writing and sent to the attending shareholders and simultaneously to the Company's head office within the same timeframe;

b) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this clause has the right to nominate one or more individuals as stipulated in this Charter or decided by the General Meeting of Shareholders as candidates for the Board of Directors and the Supervisory Board. If the number of candidates nominated by a shareholder or group of shareholders is less than the number of candidates they are entitled to nominate, the remaining candidates will be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

6. Shareholders, or groups of shareholders owning at least 1% of the total number of common shares, have the right to independently or on behalf of the Company to initiate legal proceedings for personal or joint liability against members of the Board of Directors and the General Director to demand the return of benefits or compensation for damages to the Company or others as stipulated in Article 166 of the Enterprise Law.

7. Other rights as prescribed by law and this Charter.

#### **Article 17. Obligations of Shareholders**

Ordinary shareholders have the following obligations:

1. To pay in full and on time the number of shares they have committed to purchase.

2. Not to withdraw capital contributed in the form of ordinary shares from the Company in any form, except in the case where the shares are repurchased by the Company or another party. If a shareholder withdraws part or all of their contributed capital in violation of this clause, that shareholder and any related parties in the Company shall be jointly and severally liable for the Company's debts and other financial obligations to the extent of the value of the withdrawn shares and any resulting damages.

3. Comply with this Charter and the Company's internal regulations and rules.

4. Abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. Maintain confidentiality of information provided by the Company as stipulated in this Charter and the law; use the provided information only to exercise and protect one's legitimate rights and interests; strictly prohibit the dissemination, copying, or sending of information provided by the Company to other organizations or individuals.

6. Attend the General Meeting of Shareholders and exercise voting rights through one or more of the following forms, depending on the Company's regulations at each meeting:

- a) Attend and vote in person at the meeting;
- b) Authorize another individual or organization to attend and vote at the meeting;
- c) Attend and vote through online conferencing, electronic voting, or other electronic forms;
- d) Send voting ballots to the meeting via mail, fax, or email;
- e) Other forms as stipulated in this Charter and the Company's internal regulations and rules, and the decision of the meeting convener in accordance with the law.

7. Individuals are liable for any of the following acts committed in the name of the Company:

- 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 before they are due in anticipation of financial risks to the Company.

8. Major shareholders are not allowed to abuse their advantage to influence the rights and interests of the Company or other shareholders as stipulated by law and this Charter; they have the obligation to disclose information as required by law;

9. Fulfill other obligations as stipulated by current law, this Charter, and the Company's internal regulations and rules.

#### **Article 18. Authorized Representative of a Shareholder is an Organization**

1. The authorized representative of a shareholder that is an organization must be an individual authorized in writing to act on behalf of that shareholder to exercise the rights and obligations as stipulated in the Enterprise Law and this Charter.

2. The appointment of authorized representatives by organizations that are shareholders of the Company shall be carried out in accordance with the following regulations: Organizations owning from 10% to less than 20% of the total common shares may authorize 1 authorized representative; organizations owning from 20% to less than 30% of the total common shares may authorize a maximum of 2 authorized representatives; organizations owning from 30% to less than 40% of the total common shares may authorize a maximum of 3 authorized representatives; organizations owning from 40% to less than 50% of the total common shares may authorize a maximum of 4 authorized representatives; organizations owning from 50% to less than 60% of the total common shares may authorize a maximum of 5 authorized representatives; organizations owning from 60% to less than 70% of the total common shares may authorize a maximum of 6 authorized representatives; Shareholders owning between 70% and 80% of the total common shares may authorize a maximum of 7 representatives; and shareholders owning between 80% and less than 90% of the total common shares may authorize a maximum of 8 representatives.

3. If a shareholder is an organization that appoints multiple authorized representatives, the number of shares for each authorized representative must be specifically determined. If the shareholder does not specify the corresponding number of shares for each authorized representative, the shares will be divided equally among all authorized representatives.

4. The document appointing authorized representatives must be notified to the Company and is only effective for the Company from the date the Company receives the document. The document appointing authorized representatives must include the following main contents:

- a) Name, business registration number, and registered office address of the shareholder;
- b) The number of authorized representatives and the corresponding shareholding percentage of each authorized representative;
- c) Full name, contact address, nationality, and legal document number of each authorized representative;
- d) The corresponding term of authorization for each authorized representative, clearly stating the start date of representation;
- e) Full name and signature of the legal representative of the shareholder and of the authorized representative.

5. Authorized representatives must meet the following standards and conditions:

- a) Not be subject to the provisions of Clause 2, Article 17 of the Enterprise Law;
- b) Not have a family relationship with the Company's managers and the person authorized to appoint the Company's managers with respect to institutional shareholders as stipulated in Point b, Clause 1, Article 88 of the Enterprise Law.

#### **Article 19. Responsibilities of the Authorized Representative of a Shareholder (Organization)**

1. The authorized representative, acting on behalf of the shareholder, shall exercise the rights and obligations of the shareholder at the General Meeting of Shareholders in accordance with the law and this Charter. Any restrictions imposed by the shareholder on the authorized representative in exercising the respective rights and obligations of the shareholder at the General Meeting of Shareholders shall not be effective against third parties.

2. The authorized representative is responsible for attending all General Meetings of Shareholders; exercising the authorized rights and obligations honestly, carefully, and to the best of their ability, and protecting the legitimate interests of the shareholders who appointed the representative.

3. The authorized representative is liable to the shareholders who appointed the representative for any violation of the responsibilities stipulated in this Article. The shareholders who appointed the representative are liable to third parties for any liabilities arising from the rights and obligations exercised through the authorized representative.

#### **Article 20. General Meeting of Shareholders**

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders shall meet annually, once a year, within four months of the end of the Company's financial year. The Board of Directors may decide to extend the annual General Meeting of Shareholders if necessary, but not exceeding six months from the end of the Company's financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings.

The location of the General Meeting of Shareholders is determined by where the chairperson attends the meeting, and it must be within the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select a suitable venue. The Annual General Meeting of Shareholders shall decide on matters in accordance with the law and these Articles of Association, in particular, approving the audited annual financial statements. If the audited annual financial statements of the Company contain material exceptions, adverse audit opinions, or disclaimers, the Company must invite a representative of the approved auditing firm that audited the Company's financial statements to attend the Annual General Meeting of Shareholders, and the representative of the approved auditing firm is obligated to attend the Company's Annual General Meeting of Shareholders.

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

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The number of remaining members of the Board of Directors and the Supervisory Board is less than the minimum number of members prescribed by law;
- c) At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 16 of these Charters; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the request must be made in multiple copies and include sufficient signatures of the relevant shareholders;
- d) At the request of the Supervisory Board;
- e) Other cases as prescribed by law and these Charters.

4. Convening an Extraordinary General Meeting of Shareholders:

a) The Board of Directors must convene an Extraordinary General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board is as stipulated in point b, clause 3 of this Article, or upon receiving a request as stipulated in points c and d, clause 3 of this Article;

b) If the Board of Directors fails to convene an Extraordinary General Meeting of Shareholders as stipulated in point a, clause 4 of this Article, then within the next 30 days, the Supervisory Board shall replace the Board of Directors in convening an Extraordinary General Meeting of Shareholders as stipulated in clause 3, Article 140 of the Enterprise Law;

c) If the Supervisory Board fails to convene an Extraordinary General Meeting of Shareholders as stipulated in point b, clause 4 of this Article, then the shareholder or group of shareholders as stipulated in point c, clause 3 of this Article has the right to request a representative of the Company to convene an Extraordinary General Meeting of Shareholders as stipulated in the Enterprise Law;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders will be reimbursed by the Company. This does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.



5. The procedures for organizing the General Meeting of Shareholders shall comply with the provisions of Clause 2, Article 24 of these Charters, the Company's internal regulations and rules, and the provisions of the law.

**Article 21. Rights and Obligations of the General Meeting of Shareholders**

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

- a) To approve the Company's development orientation;
  - b) To decide on the types of shares and the total number of shares of each type authorized for sale; to decide on the annual dividend rate for each type of share;
  - c) To elect, dismiss, and remove members of the Board of Directors and members of the Supervisory Board;
  - d) To decide on investment or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
  - e) To decide on amendments and additions to the Company's Charter;
  - f) To approve the annual financial statements;
  - g) To decide on the repurchase of more than 10% of the total number of shares sold of each type;
  - h) To review and handle violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;
  - i) Deciding on the reorganization or dissolution of the Company;
  - j) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
  - k) Approving the internal regulations on corporate governance; the operating regulations of the Board of Directors and the Supervisory Board;
  - l) Approving the list of approved auditing firms; deciding on the approved auditing firm to conduct an audit of the Company's operations, and dismissing approved auditors when deemed necessary;
  - m) Deciding on increasing or decreasing the charter capital; the timing and method of capital mobilization;
  - n) Other rights and obligations as stipulated in this Charter, the Company's internal regulations and rules, and current legal regulations.
2. The General Meeting of Shareholders shall discuss and approve the following matters:
- a) The Company's annual business plan;
  - b) The audited annual financial statements;
  - c) The Board of Directors' report on governance and performance of the Board of Directors and each member of the Board of Directors;
  - d) The Supervisory Board's report on the Company's business results, the performance of the Board of Directors, and the General Director;
  - e) The Supervisory Board's self-assessment report on its performance and that of its members;
  - f) The dividend rate for each share of each class;

- g) Number of members of the Board of Directors and Supervisory Board;
- h) Election, dismissal, and removal of members of the Board of Directors and Supervisory Board;
- i) Decision on the budget or total amount of remuneration, salaries, bonuses, and other benefits for the Board of Directors and Supervisory Board;
- j) Approval of the list of approved auditing firms; decision on which auditing firm is approved to conduct inspections of the Company's operations when deemed necessary;
- k) Amendments and additions to the Company's Charter;
- l) Types of shares and the number of new shares to be issued for each type of share;
- m) Division, separation, merger, acquisition, or conversion of the Company;
- n) Reorganization and dissolution (liquidation) of the Company and designation of the liquidator;
- o) Decision on investment or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
- p) Deciding to repurchase more than 10% of the total shares sold of each class;
- q) Approving transactions stipulated in Clause 3, Article 55 of these Charters;
- r) Approving the Internal Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Supervisory Board;
- s) Other matters as prescribed by law and these Charters.

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

#### **Article 22. Authorization to attend the General Meeting of Shareholders**

1. Shareholders, or authorized representatives of shareholders who are organizations, may directly attend the meeting or authorize one or more other individuals or organizations to attend the meeting, or attend the meeting through one of the forms stipulated in Clause 3, Article 144 of the Enterprise Law, this Charter, the Company's internal regulations and rules, and current legal regulations.

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

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

4. The voting ballot of an authorized representative attending the meeting within the scope of their authorization remains valid in the following cases:

- a) The authorizing person has died, is incapacitated, or has lost their legal capacity;

b) The authorizing person has revoked the authorization;

c) The authorizing person has revoked the authority of the person exercising the authorization.

This clause does not apply if the Company receives notification of any of the above events before the opening of the General Meeting of Shareholders, or before the meeting is reconvened, or at any other time (if any) determined by the convening party when convening the meeting.

### **Article 23. Changes to Rights**

1. Changes or cancellations of special rights associated with a class of preferred shares shall take effect when approved by shareholders representing 65% or more of the total voting rights of all shareholders present at the meeting. A resolution of the General Meeting of Shareholders concerning adverse changes to the rights and obligations of preferred shareholders shall only be adopted if approved by preferred shareholders of the same class present at the meeting who own 75% or more of the total preferred shares of that class, or approved by preferred shareholders of the same class who own 75% or more of the total preferred shares of that class in the case of a resolution adopted by written ballot.

2. The holding of a meeting of shareholders holding a class of preferred shares to approve the aforementioned change of rights is only valid if there are at least two shareholders (or their authorized representatives) holding at least one-third of the par value of the issued shares of that class. If there are not enough representatives as stated above, the meeting shall be rescheduled within the next 30 days, and those holding shares of that class (regardless of the number of people or shares) present in person or through authorized representatives shall be considered to have met the required number of representatives. At the meetings of shareholders holding the aforementioned preferred shares, those holding shares of that class present in person or through their representatives may request a secret ballot. Each share of the same class has equal voting rights at these meetings.

3. The procedures for conducting such separate meetings shall be carried out in accordance with the provisions of Articles 25, 26 and 27 of these Regulations.

4. Unless otherwise stipulated in the terms of the share issuance, the special rights associated with preferred shares concerning some or all matters relating to the distribution of the Company's profits or assets shall not be altered when the Company issues additional shares of the same class.

### **Article 24. Convening, agenda and notice of meeting of the General Meeting of Shareholders**

1. The Board of Directors shall convene the annual and extraordinary General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases stipulated in Clause 3, Article 20 of these Charters.

2. The person convening the General Meeting of Shareholders must perform the following tasks:

a) Prepare the 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 must be prepared no more than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders; the Company must publish information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date;

- b) Provide information and resolve complaints related to the list of shareholders;
- c) Prepare the agenda and content of the meeting;
- d) Prepare documents for the meeting;
- e) Draft the resolution of the General Meeting of Shareholders according to the planned content of the meeting;
- f) Determine the time and place of the meeting;
- g) Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend;
- h) Other tasks serving the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses, and shall also be published on the Company's website and the website of the State Securities Commission and the stock exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send the notice of the meeting to all shareholders on the list of shareholders entitled to attend the meeting no later than 21 days before the opening date of the meeting (calculated from the date the notice is duly sent or transmitted). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In cases where documents are not sent with the notice of the General Meeting of Shareholders, the notice of the meeting must clearly state the link to all meeting documents so that shareholders can access them, including:

- a) The meeting agenda and documents to be used in the meeting;
- b) List and detailed information of candidates in case of election of Board of Directors members and Supervisory Board members;
- c) Voting ballot;
- d) Draft resolution for each item on the meeting agenda.

4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 16 of these Charters have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be sent to the Company no later than 3 working days before the opening of the meeting. The proposal must clearly state the name of the shareholder, the number of each type of share held by the shareholder, and the issue proposed for inclusion in the agenda.

5. The person convening the General Meeting of Shareholders has the right to reject a proposal as stipulated in Clause 4 of this Article if it falls under one of the following cases:

- a) The proposal is not submitted in accordance with the provisions of Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the common shares as stipulated in Clause 2, Article 16 of these Charters;
- c) The proposed issue is outside the scope of the General Meeting of Shareholders' decision-making authority;
- d) Other cases as prescribed by law, this Charter, and the Company's internal regulations and rules.

6. The person convening the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 4 of this Article in the proposed agenda and content of the meeting, except as stipulated in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders. Only the General Meeting of Shareholders has the right to decide to change the meeting agenda that was sent with the notice of meeting.

#### **Article 25. Conditions for Holding a Shareholders' General Meeting**

1. A Shareholders' General Meeting shall be held when the number of shareholders attending represents more than 50% of the total voting shares.

2. If the first meeting does not meet the conditions for holding a meeting as stipulated in Clause 1 of this Article, a notice of the second meeting must be sent within 30 days from the date of the first planned meeting. The second Shareholders' General Meeting shall be held when the number of shareholders attending represents 33% or more of the total voting shares.

3. If the second meeting does not meet the conditions for holding a meeting as stipulated in Clause 2 of this Article, a notice of the third meeting must be sent within 20 days from the date of the second planned meeting. The third Shareholders' General Meeting shall be held regardless of the total number of voting shares of the shareholders attending.

#### **Article 26. Procedures for conducting meetings and voting at the General Meeting of Shareholders**

1. Before the meeting opens, the Company must carry out the shareholder registration procedure and must continue registration until all shareholders entitled to attend the meeting have registered, following the basic procedure as follows:

a) When registering shareholders, the Company issues each shareholder or authorized representative a voting card, which includes the registration number, the shareholder's full name, the authorized representative's full name, and the number of votes cast by that shareholder. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by vote in favor, against, or abstention. At the meeting, the voting cards in favor of the resolution are collected first, followed by those against the resolution, and finally, the total number of votes in favor or against is counted to make a decision. The results of the vote count are announced by the Chairman immediately before the meeting adjourns. The General Meeting elects those responsible for counting or supervising the vote count as proposed by the Chairman. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting;

b) Shareholders, authorized representatives of shareholders (if organizational), or authorized persons arriving after the meeting has commenced have the right to register immediately and subsequently have the right to participate and vote at the meeting immediately after registration. The chairperson is not obligated to stop the meeting to allow late-arriving shareholders to register, and the validity of previously voted-on items remains unchanged.

c) The procedure for registering shareholders to attend the meeting is specifically stipulated in this Charter, the Company's internal regulations and rules, current legal regulations, and is prescribed by the convener in accordance with each General Meeting of Shareholders.

2. The election of the chairman, secretary, and vote counting committee is regulated as follows:

a) The Chairman of the Board of Directors shall preside over or authorize another member of the Board of Directors to preside over the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairman is absent or temporarily incapacitated, the

remaining members of the Board of Directors shall elect one of them to preside over the meeting by majority vote. If no chairman can be elected, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect the chairman from among those present, and the person with the highest number of votes shall preside over the meeting;

b) Except as stipulated in point a) of this clause, the person who signed the summons for the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect the chairman, and the person with the highest number of votes shall preside over the meeting;

c) The chairman shall appoint one or more people to serve as secretary of the meeting;

d) The General Meeting of Shareholders shall elect one or more members to the vote counting committee upon the recommendation of the meeting chairman.

4. The chairperson of the meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees. The chairperson must:

a) Arrange seating at the meeting venue.

b) Ensure the safety of all persons present at the meeting venue.

c) Facilitate the attendance (or continued attendance) of shareholders at the meeting.

The person convening the General Meeting of Shareholders has the full right to change the above-mentioned measures and apply all necessary measures. These measures may include issuing entry passes or using other alternative methods.

5. The General Meeting of Shareholders shall discuss and vote on each item on the agenda. Voting shall be conducted by vote of approval, disapproval, and abstention. The results of the vote count shall be announced by the presiding officer before the meeting adjourns.

6. Shareholders or their authorized representatives who arrive after the meeting has commenced may still register and have the right to vote immediately after registration; in this case, the validity of any previously voted-on items remains unchanged.

7. The convener or presiding officer of the General Meeting of Shareholders has the following rights:

a) To require all attendees to undergo security checks or other lawful and reasonable security measures;

b) To request the competent authority to maintain order at the meeting; to expel those who do not comply with the presiding officer's authority, intentionally disrupt order, hinder the normal progress of the meeting, or fail to comply with security checks from the General Meeting of Shareholders.

8. The chairperson has the right to postpone a General Meeting of Shareholders that has reached the maximum number of registered attendees for no more than 3 working days from the scheduled opening date, and may only postpone or change the meeting location in the following cases:

a) The meeting location does not have enough convenient seating for all attendees;

b) The communication facilities at the meeting location do not ensure that shareholders can participate, discuss, and vote;

c) Attendees obstruct or disrupt order, posing a risk of the meeting not being conducted fairly and legally.

9. If the chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson in conducting the meeting until its conclusion; all resolutions passed at that meeting shall be effective and enforceable.

10. The person convening the General Meeting of Shareholders has the right to decide on the form of meeting: in-person, online, a combination of online and in-person, or other forms appropriate to the actual situation and conditions at the time. If the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders can attend and vote by electronic ballot or other electronic means as prescribed in Article 144 of the Enterprise Law and Clause 3, Article 273 of Government Decree No. 155/ND-CP dated December 31, 2020, detailing the implementation of some articles of the Securities Law.

### **Article 27. Forms and conditions for adopting resolutions of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall adopt resolutions within its authority by voting at the General Meeting of Shareholders or by obtaining shareholder opinions in writing or other forms as prescribed in this Charter, the Company's internal regulations and rules, and current legal regulations.

2. Resolutions are adopted at the General Meeting of Shareholders when approved by shareholders holding more than 50% of the total voting rights of all shareholders present and voting at the meeting, except as stipulated in Clauses 3, 4, 5, and 6 of this Article.

3. Resolutions on the following matters are adopted at the General Meeting of Shareholders if approved by shareholders representing 65% or more of the total voting rights of all shareholders present and voting at the meeting, except as stipulated in Clauses 4, 5, and 6 of this Article:

- a) The type of shares and the total number of shares of each type;
- b) Changes to the business lines, professions, and business sectors;
- c) Changes to the Company's organizational and management structure;
- d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
- e) Reorganize or dissolve the Company.

4. In cases where resolutions are adopted through written consultation, the General Meeting of Shareholders' resolution is considered adopted if it is approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote.

5. Voting for members of the Board of Directors and the Supervisory Board must be conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board, and shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected members of the Board of Directors or the Supervisory Board are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in the Company's Charter is reached. In the event that two or more candidates receive the same number of votes for the last remaining member of the Board of Directors or the Supervisory Board, a re-election will be held among the candidates with the

equal number of votes, or a selection will be made according to the criteria stipulated in the election regulations approved by the General Meeting of Shareholders.

6. A resolution of the General Meeting of Shareholders concerning matters that adversely affect the rights and obligations of shareholders holding preferred shares shall only be adopted if approved by at least 75% of the total number of preferred shares of that type present at the meeting, or by at least 75% of the total number of preferred shares of that type in the case of a resolution adopted through written consultation.

7. Resolutions of the General Meeting of Shareholders adopted by 100% of the total number of voting shares are legal and effective even if the procedures for convening the meeting; the procedures for obtaining opinions and adopting the resolution violate the provisions of the Enterprise Law and these Charters.

8. 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 of adoption; Instead of sending the resolution, it can be posted on the Company's website.

#### **Article 28. Authority and Procedures for Obtaining Shareholder Opinions in Writing to Adopt Resolutions of the General Meeting of Shareholders**

The authority and procedures for obtaining shareholder opinions in writing to adopt resolutions of the General Meeting of Shareholders shall be carried out in accordance with the following regulations:

1. The Board of Directors has the right to solicit shareholder opinions in writing to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except as stipulated in Clause 2, Article 21 of these Charters.

2. The Board of Directors shall prepare the opinion poll ballot, the draft resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution, and send them to all shareholders entitled to vote no later than 10 working days before the deadline for returning the opinion poll ballots. The requirements and methods for sending opinion poll ballots and accompanying documents shall comply with the provisions of Clause 3, Article 24 of these Charters.

3. The opinion poll form must include the following main contents:

a) Name, registered office address, and business registration number;

b) Purpose of the opinion poll;

c) Full name, contact address, nationality, and legal document number of the individual shareholder; name, business registration number or legal document number of the organization, registered office address of the organization shareholder; or full name, contact address, nationality, and legal document number of the representative of the organization shareholder; number of shares of each class and number of voting rights of the shareholder;

d) Issues requiring an opinion poll for decision-making;

e) Voting options including "agree," "disagree," and "no opinion" for each issue;

f) Deadline for returning the completed opinion poll forms to the Company;

g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send their completed opinion ballots to the Company by mail, fax, or email in accordance with the following regulations:



a) If sent by mail, the completed opinion ballot must be signed by the individual shareholder, the authorized representative, or the legal representative of the corporate shareholder. The ballot sent to the Company must be enclosed in a sealed envelope, and no one is allowed to open it before the vote count;

b) If sent by fax or email, the opinion ballot sent to the Company must be kept confidential until the vote count;

c) Opinion ballots sent to the Company after the deadline specified in the ballot content, or that have been opened in the case of mail or disclosed in the case of fax or email, are invalid. Unsent ballots will be considered as not participating in the vote.

5. The Board of Directors shall count the votes and prepare a vote counting report in the presence of the Supervisory Board or shareholders who do not hold management positions in the Company. The vote counting report must include the following main contents:

a) Name, registered office address, and business registration number;

b) Purpose and issues requiring a vote to pass the resolution;

c) Number of shareholders and total number of votes cast, distinguishing between valid and invalid votes, and the method of submitting the ballots, along with an appendix listing the shareholders who participated in the vote;

d) Total number of votes in favor, against, and abstentions for each issue;

e) Issues passed and the corresponding percentage of votes in favor;

f) Full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote counting supervisor.

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

6. The vote count minutes and resolutions must be sent to shareholders within 15 days of the completion of the vote count. Sending the vote count minutes and resolutions may be replaced by posting them on the Company's website within 24 hours of the completion of the vote count.

7. The completed ballots, vote count minutes, adopted resolutions, and related documents accompanying the ballots are kept at the Company's head office.

8. Resolutions adopted through written shareholder consultations have the same validity as resolutions adopted at a General Meeting of Shareholders.

#### **Article 29. Resolutions and Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be in Vietnamese, and may also be in English, and must contain the following main contents:

a) Name, registered office address, and business registration number;

b) Time and location of the General Meeting of Shareholders;

c) Agenda and content of the meeting;

d) Full name of the chairperson and secretary;

e) Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each item on the agenda;

f) Number of shareholders and total number of votes cast by shareholders attending the meeting, appendix listing registered shareholders, shareholder representatives attending the meeting with their respective shareholdings and votes;

g) Total number of votes cast for each voting item, specifying the voting method, total number of valid, invalid, affirmative, and abstention votes; corresponding percentage of the total number of votes cast by shareholders attending the meeting;

h) Issues that have been approved and the corresponding percentage of votes cast;

i) Full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid only if signed by all other members of the Board of Directors present at the meeting and containing all the information as stipulated in this clause. The minutes shall clearly state the reason why the chairperson or secretary refused to sign the meeting minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting concludes. The chairperson and secretary of the meeting, or any other person signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the minutes' content.

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

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

### **Article 30. Request for Annulment of Shareholders' General Meeting Resolution**

Within 90 days from the date of receiving the resolution or minutes of the Shareholders' General Meeting or the minutes of the vote count results of the Shareholders' General Meeting, the shareholder or group of shareholders specified in Clause 2, Article 16 of this Charter has the right to request the Court or Arbitration to review and annul the resolution or part of the content of the Shareholders' General Meeting resolution in the following cases:

1. The procedures for convening the meeting and making decisions of the Shareholders' General Meeting seriously violate the provisions of the Enterprise Law and this Charter, except for the case specified in Clause 7, Article 27 of this Charter.

2. The content of the resolution violates the law or these Charters. In the event that a resolution of the General Meeting of Shareholders is annulled by a court or arbitration decision, the person who reconvened the General Meeting of Shareholders whose resolution was annulled may consider reorganizing the General Meeting of Shareholders within 30 days according to the procedures stipulated in the Enterprise Law and these Charters.

## **SECTION 3: BOARD OF DIRECTORS**

### **Article 31. Nomination and Election of Board of Directors Members**

1. Once the candidates for the Board of Directors have been identified, the Company must publish information related to these candidates at least 10 days before the opening of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Board of Directors candidates must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to

performing their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Board of Directors. Information related to Board of Directors candidates to be published includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work experience;
- d) Other management positions (including board positions in other companies);
- e) Interests related to the Company and its related parties;
- f) The Company is responsible for disclosing information about the companies in which the candidate holds board member positions, other management positions, and any interests related to the candidate's board members (if any).

2. Shareholders or groups of shareholders: owning from 10% to less than 20% of the total

common shares have the right to nominate 1 candidate; owning from 20% to less than 30% of the total common shares have the right to nominate a maximum of 2 candidates; owning from 30% to less than 40% of the total common shares have the right to nominate a maximum of 3 candidates; owning from 40% to less than 50% of the total common shares have the right to nominate a maximum of 4 candidates; owning from 50% to less than 60% of the total common shares have the right to nominate a maximum of 5 candidates; owning from 60% to less than 70% of the total common shares have the right to nominate a maximum of 6 candidates; owning from 70% to 80% of the total common shares have the right to nominate a maximum of 7 candidates; Shareholders owning between 80% and less than 90% of the total common shares are entitled to nominate a maximum of 8 candidates.

3. If the number of candidates for the Board of Directors, through nomination and candidacy, is still insufficient to meet the requirements stipulated in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the internal regulations on corporate governance and the operating regulations of the Board of Directors. The incumbent Board of Directors' nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must meet the standards and conditions stipulated in Article 33 of this Charter.

### **Article 32. Composition and Term of Office of Board of Directors Members**

1. The Company's Board of Directors shall consist of 9 members.

2. The term of office for a member of the Board of Directors shall not exceed 5 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Company's Board of Directors for no more than 2 consecutive terms.

3. If all members of the Board of Directors complete their terms simultaneously, they shall continue to serve on the Board until new members are elected to replace them and take over their duties, ensuring uninterrupted management and operation of the Company.

4. The Company must ensure a minimum of 3 non-executive members of the Board of Directors. If the Company is a listed company, the total number of independent members of the Board of Directors must ensure a minimum of 3 independent members.

5. A member of the Board of Directors loses their status if they are dismissed, removed, or replaced by the General Meeting of Shareholders as stipulated in Article 34 of these Charters.

6. The appointment of members of the Board of Directors must be announced in accordance with the law on information disclosure in the securities market.

7. Members of the Board of Directors do not necessarily have to be shareholders of the Company.

### **Article 33. Standards and Conditions for Board of Directors Members**

1. Board of Directors members must meet the following standards and conditions:

- a) Not be subject to the provisions of Clause 2, Article 17 of the Enterprise Law;
- b) Possess professional qualifications and experience in business administration or in the field, industry, or profession of the Company's business, and are not necessarily shareholders of the Company;
- c) A Board of Directors member may simultaneously be a member of the Board of Directors of another company;
- d) Not be a family member of: the General Director and other managers of the Company; or of the manager or person authorized to appoint managers of the parent company. The concept of family member in this Charter is understood and applied according to the provisions of Clause 22, Article 4 of the Enterprise Law.
- e) A Board of Directors member of the Company may only simultaneously be a member of the Board of Directors or Board of Members in a maximum of 05 other companies.

2. Independent members of the Company's Board of Directors (if any) must meet the following standards and conditions:

- a) Not be currently employed by the Company, its parent company, or its subsidiary; not have previously worked for the Company, its parent company, or its subsidiary for at least three consecutive years prior to the appointment;
- b) Not be receiving a salary or remuneration from the Company, except for allowances granted to Board members as stipulated;
- c) Not have a spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling who is a major shareholder of the Company; or who is a manager of the Company or its subsidiary;
- d) Not directly or indirectly own at least 1% of the total voting shares of the Company;
- e) Not a person who has served as a member of the Board of Directors or the Supervisory Board of the Company for at least 05 consecutive years prior to the appointment, except in the case of being appointed for two consecutive terms.

3. An independent member of the Board of Directors must notify the Board of Directors that they no longer meet the standards and conditions stipulated in Clause 2 of this Article and will automatically cease to be an independent member of the Board of Directors from the date they no longer meet the standards and conditions. The Board of Directors must notify the Board of Directors of the case where an independent member of the Board of Directors no longer meets the standards and conditions at the next General Meeting of Shareholders or convene a General Meeting of Shareholders to elect a replacement or additional independent member of the Board of Directors within 6 months from the date of receiving the notification from the independent member of the Board of Directors concerned.

### **Article 34. Dismissal, Removal, Replacement and Addition of Members of Board of Directors**

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

- a) Not meeting the qualifications and conditions stipulated in Article 33 of this Charter;
- b) Submitting a resignation letter and having it accepted;
- c) Having limited or lost civil capacity or having difficulties in understanding and controlling their actions.

2. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

- a) Failure to participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
- b) Ceasing to be an authorized representative of a shareholder that is an organization, as decided by that organization;
- c) Being an authorized representative of a shareholder that is an organization, but that organization is no longer a shareholder of the Company.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors except in the cases stipulated in Clauses 1 and 2 of this Article.

4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

- a) The number of members of the Board of Directors is reduced by more than one-third compared to the number stipulated in this Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;
- b) The number of independent members of the Board of Directors is reduced, failing to meet the number stipulated in Clause 4, Article 32 of this Charter;
- c) Except in the cases stipulated in points a and b of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed at the nearest meeting.

### **Article 35. Powers and obligations of the Board of Directors**

1. The Board of Directors is the governing body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those rights and obligations falling under the authority of the General Meeting of Shareholders.

2. The Board of Directors has the following powers and obligations:

- a) To decide on the Company's strategy, operational objectives, medium-term development plan, annual business plan, and annual budget;
- b) To propose the types of shares and the total number of shares authorized for sale of each type;
- c) To decide on the sale of unsold shares within the scope of the number of shares authorized for sale of each type; to decide on other forms of capital mobilization;
- a) To decide on the selling price of the Company's shares and bonds;

b) To decide on the repurchase of shares as stipulated in Clauses 1 and 2 of Article 11 of these Charters;

c) To decide on solutions for the Company's market development, marketing, and technology;

d) Deciding on investment plans and investment projects with a value less than 35% of the total asset value recorded in the Company's most recent financial statement and within the limits prescribed by law;

e) Deciding on the sale of assets with a value less than 35% of the total asset value recorded in the Company's most recent financial statement;

f) Approving purchase, sale, loan, lending contracts and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, excluding contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in point d, clause 1, Article 21, and clause 3, Article 55 of this Charter; Deciding on guarantees for subsidiaries with a value less than 35% of the total asset value recorded in the Company's most recent financial statement; Decisions on project investment, procurement, repair, maintenance, dredging, and other urgent and unforeseen expenses for production and business activities arising outside the annual plan of the Company have been approved by the General Meeting of Shareholders;

g) Decisions on the organizational structure of the Company; decisions on the issuance of internal management regulations and rules of the Company; decisions on the establishment of subsidiaries, branches, representative offices, business locations, and the contribution of capital or purchase of shares in other enterprises; decisions on capital investment outside the enterprise;

h) Elect, dismiss, and remove the Chairman of the Board of Directors; elect, dismiss, and remove the Vice Chairman of the Board of Directors; appoint, dismiss, recruit, sign contracts with, and terminate contracts with the General Director; decide on the salary, remuneration, bonuses, and other benefits of the General Director;

i) Assign tasks and delegate authority to the Chairman of the Board of Directors, the Vice Chairman of the Board of Directors, and other members of the Board of Directors to oversee and monitor various aspects of work to exercise the powers, responsibilities, and obligations of the Board of Directors as stipulated in this Charter, the Company's internal regulations and rules, and current legal regulations;

j) Appoint authorized representatives to participate in the Board of Members or the General Meeting of Shareholders, or the Board of Directors in other companies, and decide on the remuneration and other benefits of those representatives; nominate candidates for election to the Board of Directors, the Supervisory Board, or recommend candidates for appointment as supervisors in other enterprises; The General Director has the authority to appoint, dismiss, recruit, sign contracts with, and terminate contracts for the Deputy General Director and Chief Accountant, and to determine their salaries, remuneration, bonuses, and other benefits based on the General Director's recommendations.

k) Approve the General Director's appointment, dismissal, recruitment, contract signing, and contract termination of Directors/Deputy Directors of branches and equivalents, Department Heads/Deputy Department Heads and equivalents;

l) Approve the General Director's Action Program to implement the Company's annual business plan; approve the monthly, quarterly, and annual operational plans of the Company's Executive Board;

m) Assign tasks and supervise, inspect, monitor, and evaluate the level of task completion as a basis for salary and bonus payments to the General Director; direct and require reports and explanations, inspect and supervise the Deputy General Directors, Chief Accountant, and other managers in the daily business operations of the Company to ensure compliance with resolutions, decisions, policies, requirements, directives, and conclusions of the Board of Directors;

n) Decide on changes to the form and content of the Company's logo and brand identity;

o) Delegating or authorizing the General Director to: make decisions regarding investment plans and investment projects; plans for liquidation, sale, and leasing of fixed assets; and to issue certain internal management regulations and rules of the Company;

p) Review the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or obtain written opinions for the General Meeting of Shareholders to pass resolutions;

q) Submit the audited annual financial statements to the General Meeting of Shareholders;

r) Propose the dividend rate to be paid; decide on the timeframe and procedures for dividend payment or handling losses incurred during business operations; decide on capital mobilization, borrowing, and the implementation of mortgages, guarantees, and compensation of the Company within its authority;

s) Propose the reorganization or dissolution of the Company; request the Company's bankruptcy;

t) Decide on the issuance of the Board of Directors' operating regulations and the internal regulations on corporate governance after approval by the General Meeting of Shareholders;

u) Report to the General Meeting of Shareholders at the nearest annual General Meeting of Shareholders on matters approved in previous General Meeting resolutions that have not yet been implemented. In case of changes to matters within the authority of the General Meeting of Shareholders, the Board of Directors must submit them to the General Meeting of Shareholders for approval at the nearest meeting before implementation;

v) Other rights and obligations as stipulated in this Charter, the Company's internal regulations and rules, and applicable laws.

3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board's activities at the annual General Meeting of Shareholders on the following matters:

a) Remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors as stipulated in Article 36 of these Charters.

b) Summary of the Board of Directors' meetings and decisions.

c) Report on transactions between the Company, its subsidiaries, and companies in which the Company holds a controlling stake of 50% or more of the charter capital with members of the Board of Directors and their related parties; transactions between the Company and companies in which a member of the Board of Directors is a founding member or business manager during the three years immediately preceding the transaction.

d) Activities of independent members of the Board of Directors and the results of each independent member's evaluation (if any) of the Board of Directors' activities.

e) Activities of other subcommittees of the Board of Directors (if any).

f) Results of oversight of the CEO.

g) Results of oversight of other executives.

h) Future plans of the Board of Directors.

**Article 36. Remuneration, Salaries, Bonuses, and Other Benefits of Members of Board of Directors**

1. The Company has the right to pay remuneration, salaries, and bonuses to Board members based on business results and performance.

2. Board members are entitled to salaries, remuneration for their work, and bonuses. Remuneration for work is calculated based on the number of working days required to complete the Board member's tasks and the daily rate. The Board of Directors determines the remuneration for each member based on consensus. The total amount of remuneration, salaries, and bonuses for the Board of Directors is decided by the General Meeting of Shareholders at its annual meeting.

3. The remuneration, salaries, and bonuses of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and shall be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions or members of the Board of Directors working in subcommittees of the Board of Directors or performing other tasks outside the normal scope of a member's duties may receive additional remuneration in the form of a lump sum payment, salary, commission, percentage of profits, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, meals, and other reasonable expenses incurred in performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.

6. Members of the Board of Directors may be insured by the Company for liability insurance after approval by the General Meeting of Shareholders. This insurance does not cover the liability of the Board members related to violations of the law and these Articles of Association.

**Article 37. Chairman of the Board of Directors, Vice-Chairman of the Board of Directors**

1. The Chairman of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among its members.

2. The Vice-Chairman of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among its members to perform the duties assigned by the Board of Directors and the Chairman of the Board of Directors.

3. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.

4. The Chairman of the Board of Directors has the following rights and obligations:

a) To prepare the monthly, quarterly, and annual work program and plan of the Board of Directors;

b) To prepare the agenda, content, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors. To organize the collection of written opinions from the Board of Directors to approve matters within the Board's decision-making authority, except for matters that require a Board meeting for discussion;



- c) Organizing the adoption of resolutions and decisions of the Board of Directors;
- d) Supervising the implementation of resolutions and decisions of the Board of Directors;
- e) Presiding over the General Meeting of Shareholders;
- f) Signing decisions, resolutions, and conclusions of the Board of Directors on behalf of the Board of Directors; signing other documents to direct and handle matters within the authority and responsibility of the Board of Directors;
- g) Ensuring that members of the Board of Directors receive complete, objective, accurate information and sufficient time to discuss issues that the Board of Directors must consider;
- h) Prepare work plans and assign tasks to members of the Board of Directors. The specific task assignments for each member must be in writing and signed by the Chairman of the Board of Directors;
- i) Supervise members of the Board of Directors in the performance of their assigned duties;
- j) Exercise the rights and obligations of the legal representative as stipulated in point b, clause 2, Article 3 of this Charter; other powers and duties as stipulated in this Charter, the Company's internal regulations and rules, and applicable laws.

5. If the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed from office, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or dismissal/removal.

6. If the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors. In the event that there is no authorized representative or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative measures at a compulsory rehabilitation center or compulsory education facility, has absconded from his/her residence, is restricted or incapacitated, has difficulties in understanding or controlling his/her behavior, or is prohibited by the Court from holding office, practicing a profession, or performing a certain job, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors by a majority vote until a new decision is made by the Board of Directors.

### **Article 38. Meetings of the Board of Directors and the process of obtaining written opinions for the adoption of resolutions and decisions of the Board of Directors.**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 7 working days from the date of the conclusion of the Board of Directors election. This meeting shall be convened and chaired by the member with the highest number of votes. In the event that more than one member has the highest number of votes and they are tied, the members shall elect by majority vote to choose one of them to convene the Board of Directors meeting.

2. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings. If the General Director is not a member of the Board of Directors, the General Director shall be invited to attend all meetings of the Board of Directors, except for internal meetings of the Board of Directors. Board of Directors meetings may be held in person, online, in-person and online conferences, and/or other forms as decided by the Chairman of the Board of Directors or the person convening the meeting of the Board of Directors in accordance with the provisions of the law.

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

- a) Upon the request of the Supervisory Board or an independent member of the Board of Directors;
- b) Upon the request of the General Director or at least 05 other managers;
- c) Upon the request of at least 02 members of the Board of Directors;

4. The proposals stipulated in Clause 3 of this Article must be in writing, clearly stating the purpose, the issues to be discussed, and the decisions within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 7 working days from the date of receiving the proposal stipulated in Clause 3 of this Article. If the Chairman of the Board of Directors fails to convene a meeting as requested, he/she shall be responsible for any damages incurred by the Company; the person making the request has the right to convene the meeting on his/her behalf.

6. The Chairman of the Board of Directors or the person convening the meeting must send a notice of meeting at least 5 working days before the meeting date. The notice of meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of meeting must be accompanied by the documents to be used at the meeting, the voting ballots of the members, and instructions for attending/voting at the meeting (if any).

Notices inviting members to the Board of Directors meeting may be sent by paper invitation, telephone, fax, or electronic means, and must ensure that they reach the contact address of each Board member registered with the Company.

7. The Chairman of the Board of Directors or the person convening the Board of Directors meeting shall send notices of meeting and accompanying documents to the members of the Supervisory Board as with the members of the Board of Directors.

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

8. A meeting of the Board of Directors shall be held when at least 3/4 of the total number of members are present. If the meeting convened in accordance with this clause does not have the required number of members present, a second meeting shall be convened within 3 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors are present.

9. A member of the Board of Directors shall be considered to have attended and voted at the meeting in the following cases:

- a) Attending and voting in person at the meeting;
- b) Authorizing another person to attend the meeting and vote as stipulated in Clause 11 of this Article;
- c) Attending and voting through online conferencing, electronic voting, or other electronic forms;
- d) Sending voting ballots to the meeting via mail, fax, or email;
- e) Other forms and means as decided by the Chairman of the Board of Directors or the person convening the Board of Directors meeting in accordance with the provisions of the law.

10. If ballots are sent to the meeting by mail, they must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one hour before the meeting begins. Ballots may only be opened in the presence of all attendees.

11. Members must attend all Board of Directors meetings. Members may authorize another person to attend and vote on their behalf if approved by a majority of the Board members.

12. Resolutions and decisions of the Board of Directors are adopted at the Board meeting if approved by a majority of the Board members present; in case of a tie, the final decision rests with the side whose opinion is supported by the Chairman of the Board of Directors.

13. The process of obtaining written opinions from the Board of Directors to approve matters within the Board's decision-making authority is as follows:

a) The Chairman of the Board of Directors sends a written opinion request form along with relevant documents related to the matter requiring the Board's opinion;

b) Board members consider and vote on the matters requiring their opinion within the timeframe specified in the opinion request form and return it to the Chairman of the Board of Directors. Board members may submit their voting opinions to the Board's support staff via email, the Company's electronic office system (PO), or other online communication methods; the paper copy of the opinion request form is then sent to the Company for archiving purposes as per regulations;

c) The Chairman of the Board of Directors presides over the preparation of the minutes of the Board of Directors' opinion vote. The main content of the Minutes of the Board of Directors' Vote Counting is similar to the Minutes of the Board of Directors' Meeting as stipulated in Clause 1, Article 39 of this Charter;

d) Based on the vote counting results, the Chairman of the Board of Directors, on behalf of the Board of Directors, signs the resolution, decision, or directive of the Board of Directors regarding the matter for which opinions were sought.

14. Resolutions and decisions of the Board of Directors shall be adopted by written ballot if approved by a majority of the Board members; in case of a tie, the final decision shall rest with the side whose opinion is supported by the Chairman of the Board of Directors. Resolutions and decisions of the Board of Directors adopted by written ballot shall have the same validity as resolutions and decisions adopted at a Board meeting.

### **Article 39. Minutes of the Board of Directors Meeting**

1. Board of Directors meetings must be recorded in minutes and may also be audio-recorded, recorded, and stored electronically. Minutes must be in Vietnamese and may also be in English, containing the following main contents:

a) Name, registered office address, and business registration number;

b) Time and place of the meeting;

c) Purpose, agenda, and content of the meeting;

d) Full names of each member attending the meeting or authorized representatives and their attendance; full names of members absent from the meeting and their reasons;

e) Issues discussed and voted on at the meeting;

f) Summary of the opinions expressed by each member attending the meeting in chronological order;

g) Voting results, clearly indicating which members approved, disapproved, and abstained;

h) Issues approved and the corresponding percentage of votes in favor;

i) Full name and signature of the presiding officer and the person recording the minutes, except as provided in Clause 2 of this Article.

2. If the chairperson or the person recording the minutes refuses to sign the meeting minutes, but all other members of the Board of Directors present and agree to sign the minutes, and the minutes contain all the information as stipulated in points a, b, c, d, e, f, g, and h of Clause 1 of this Article, then these minutes shall be valid. The minutes shall clearly state that the chairperson or the person recording the minutes refused to sign. The person signing the minutes shall be jointly liable for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The chairperson or the person recording the minutes shall be personally liable for any damages incurred by the enterprise due to their refusal to sign the minutes, as stipulated in the Enterprise Law, this Charter, and relevant laws.

3. The chairperson, the person recording the minutes, and all signatories of the minutes shall be responsible for the truthfulness and accuracy of the content of the Board of Directors' meeting minutes.

4. Content approved by a majority of the members present at the Board of Directors meeting must be adopted as a resolution. The minutes of the Board of Directors meeting and documents used in the meeting must be kept at the Company's headquarters.

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

6. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members of the Board of Directors. These minutes serve as authentic evidence of the work performed at the meeting and the validity of the voting at the meeting, unless objections to the content of the minutes are raised within 10 days of the date of sending. After this period, if the members of the Board of Directors do not raise any objections, they shall be deemed to have agreed with the minutes. The minutes must be signed by the chairperson and the person recording the minutes, except as stipulated in Clause 2 of this Article. If necessary, the Chairman of the Board of Directors shall send a draft of the minutes of the Board of Directors meeting to the members of the Board of Directors for their agreement on the content before signing.

#### **Article 40. Right to provide information of Board of Director**

1. Board members have the right to request the Company's executives to provide information and documents on the financial situation and business operations of the Company and its subsidiaries.

2. The Company's executives are required to provide timely, complete, and accurate information and documents as requested by Board members.

#### **Article 41. Subcommittees of the Board of Directors**

1. The Board of Directors may establish subcommittees to oversee development policy, human resources, compensation, internal audit, and risk management. The number of members in each subcommittee shall be determined by the Board of Directors and shall be at least three,

including members of the Board of Directors and external members. The subcommittee's activities must comply with the regulations of the Board of Directors. Resolutions of the subcommittee are only valid when approved by a majority of members present at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, must comply with current legal regulations and the provisions of this Charter and the Internal Regulations on Corporate Governance.

## **Article 42. Person in Charge of Company Management**

1. The Board of Directors shall appoint at least one person to be in charge of Company management to support the management work at the Company. The person in charge of Company management may also serve as the Company Secretary as stipulated in Clause 5, Article 156 of the Enterprise Law.

2. The person in charge of Company management shall not simultaneously work for an approved auditing firm that is auditing the Company's financial statements.

3. The person in charge of corporate governance has the following rights and obligations:

a) Advising the Board of Directors and the Chairman of the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on related matters between the Company and shareholders. Providing advice, assistance, and carrying out tasks assigned by the Board of Directors, the Chairman, and members of the Board of Directors.

b) Preparing for meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;

c) Advising on the procedures of the General Meeting of Shareholders and the Board of Directors;

d) Attending the General Meeting of Shareholders and the Board of Directors;

e) Advising on the procedures for drafting resolutions of the General Meeting of Shareholders and the Board of Directors in accordance with the law;

f) Providing financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and members of the Supervisory Board;

g) Monitoring and reporting to the Board of Directors on the Company's information disclosure activities;

h) Serving as the point of contact with the Company's stakeholders;

i) Maintaining the confidentiality of the Company's information in accordance with the law and this Charter;

j) Other rights and obligations as stipulated in this Charter, the Company's internal regulations and rules, and applicable laws.

## **SECTION 4: THE GENERAL DIRECTOR AND OTHER EXECUTIVES**

### **Article 43. Organizational Structure of the Management System**

The Company's management system must ensure that all units, individuals, and managers within the management structure are accountable to the Board of Directors and have the obligation to report and explain; to perform their assigned duties and responsibilities well to

improve the Company's operational efficiency; and to be subject to the inspection, supervision, direction, and urging of the Board of Directors in the implementation of the annual business plan, investment projects, strategic objectives, medium-term development plans, and in the management of all daily operations of the Company. The Company has a General Director, Deputy General Directors, and Chief Accountant. The appointment, dismissal, removal, signing of contracts, and termination of contracts for the above-mentioned positions must be approved by resolution or decision of the Board of Directors.

#### **Article 44. Company Managers**

1. The company's executive staff includes the General Director, Deputy General Director, and Chief Accountant.

2. Upon the General Director's recommendation and with the approval of the Board of Directors, the company may recruit other executives in a number and according to standards consistent with the company's structure and management regulations as stipulated by the Board of Directors. The company's executives are responsible for performing their duties in the best and most efficient way to support the company in achieving its operational and organizational goals.

3. The General Director receives a salary and bonuses. The salaries and bonuses of the General Director and other company executives are determined by the Board of Directors, based on the executive salary fund approved annually by the General Meeting of Shareholders.

4. Executive salaries are included in the company's business expenses in accordance with the law on corporate income tax, are presented as a separate item in the company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

#### **Article 45. Appointment, Dismissal, Duties and Powers of the General Director**

1. The Board of Directors shall appoint one member of the Board of Directors or hire another person to be the General Director. In the case where the Board of Directors hires a General Director through an employment contract, the specific powers, responsibilities, obligations and duties of the General Director shall be stipulated in detail in the employment contract; resolutions, decisions, regulations, internal management rules of the Board of Directors and this Charter.

2. The General Director is responsible for managing the company's daily business operations according to the delegation, authorization, requests, directives, and assignments of the Board of Directors; is accountable and subject to inspection and supervision by the Board of Directors and the Supervisory Board; and is responsible to the Board of Directors and to the law for the exercise of assigned rights and obligations.

3. The term of appointment and employment contract for the General Director shall not exceed 5 years and may be reappointed or re-hired at the discretion of the Board of Directors. The General Director must meet the standards and conditions stipulated in Article 46 of this Charter.

4. The General Director has the following rights and obligations:

a) Immediately upon being recruited, hired/appointed by the Board of Directors and/or no later than January of each year, the General Director must develop and submit to the Board of Directors for approval the General Director's Action Program to implement the Company's annual business plan, market development solutions, customer marketing, increasing market share, enhancing the Company's competitiveness, and propose and recommend solutions to rationalize

production, improve technological processes, restructure the management apparatus, mobilize resources to serve investment projects, business strategies, the Company's medium-term development plan, and solutions to overcome difficulties, obstacles, existing problems and other issues of the Company. Develop monthly, quarterly, and annual operational plans of the Company's Executive Board and submit them to the Board of Directors for approval no later than the first week of that month, quarter, or year;

b) Implement the General Director's Action Program approved by the Board of Directors; preside over the implementation of the monthly, quarterly, and annual operational plans of the Company's Executive Board and organize the implementation of policies, resolutions, decisions, directives, and requirements of the General Meeting of Shareholders, the Board of Directors, and the Chairman of the Board of Directors to achieve the highest goals, results, and efficiency. Promptly report, explain, and seek guidance from the Board of Directors and the Chairman of the Board of Directors on issues arising in the daily operation of the Company that exceed the General Director's authority;

c) Directing, assigning tasks, and evaluating the level of task completion as a basis for paying salaries and bonuses to the Deputy General Directors, Chief Accountant, and units, individuals, and managers in the Company's executive apparatus to ensure the effective implementation of the General Director's Action Program, the monthly, quarterly, and annual operational plans of the Company's Executive Board, and other objectives and tasks of the Company's Executive Board, based on compliance with resolutions, decisions, policies, requirements, directives, and conclusions of the Board of Directors and the Chairman of the Board of Directors;

d) Deciding on matters related to the Company's business operations and daily activities according to the delegation, authorization, requests, directives, and assignments of the Board of Directors, and not within the authority of the General Meeting of Shareholders, the Board of Directors, the Chairman of the Board of Directors, the Vice Chairman of the Board of Directors, and other legal representatives of the Company;

e) Developing and submitting to the Board of Directors for approval the Company's annual business plan, budget, and medium-term plan. Organizing the implementation of the Company's business plan and investment plan. Deciding on investments, asset sales; purchase, sale, loan, lending, lease, and rental contracts; commercial business contracts, and business cooperation contracts;

f) Conducting transactions related to pledging, mortgaging, guaranteeing, indemnifying, and other contractual transactions of the Company as delegated or authorized by the Board of Directors through the Company's financial management regulations issued by the Board of Directors or according to resolutions and decisions of the Board of Directors, except in cases where the General Director no longer has the legal capacity to represent the Company;

g) Proposing to the Board of Directors for approval the Company's organizational structure plan; and the Company's internal management regulations and rules;

h) Deciding on salaries and other benefits for employees in the Company and those appointed by the General Director;

i) Submitting the annual labor utilization plan to the Board of Directors for approval. Recruiting employees according to the annual labor utilization plan approved by the Board of Directors;

j) Proposing dividend payment plans or handling business losses; proposing to the Board of Directors measures to improve the Company's business and management efficiency;

k) Proposing to the Board of Directors to appoint authorized representatives to participate in the Board of Members or the General Meeting of Shareholders, or the Board of Directors in companies in which the Company has capital contributions, and deciding on the remuneration and other benefits of those representatives;

l) Performing tasks, duties, and requests assigned by the Board of Directors and the Chairman of the Board of Directors;

m) Other rights and obligations as prescribed by law, this Charter and the Company's internal management regulations, resolutions, decisions, directives of the Board of Directors, and employment contracts signed with the Company.

5. The General Director is accountable to the Board of Directors, the Chairman of the Board of Directors, and the General Meeting of Shareholders for the performance of assigned duties and powers, and must provide explanations and reports to competent authorities when requested.

6. The General Director must manage the Company's daily business operations in accordance with the law, this Charter, the employment contract signed with the Company, and the resolutions and decisions of the Board of Directors; implement the directives, requests, and conclusions of the Chairman of the Board of Directors in the implementation of the Board's policies, resolutions, and decisions. If the General Director's actions are contrary to the provisions of this clause and cause damage to the Company, the General Director shall be held legally responsible and liable for compensation to the Company.

7. The Board of Directors may dismiss or terminate the contract of the General Director when a majority of the Board members with voting rights present at the meeting approve and sign a new contract, appointing a new General Director to replace him/her. During the process of appointing the General Director, the Board of Directors decides to assign duties to another Company Manager or Company Executive to exercise the rights and responsibilities of the General Director.

#### **Article 46. Standards and conditions for becoming General Director**

1. The General Director must meet the following standards and conditions:

a) Not be subject to the provisions of Clause 2, Article 17 of the Enterprise Law;

b) Not be a family member of the Company's Manager, a Member of the Supervisory Board of the Company and the parent company; the representative of state capital, or the representative of enterprise capital in the Company and the parent company;

c) Possess professional qualifications and experience in the Company's business management.

2. The General Director shall automatically lose his or her position and be replaced in the following cases:

a) Loss of civil capacity, death;

b) Violation of legal regulations regarding cases where he or she is prohibited from holding office;



c) When a court decides to expel him or her or the court prohibits him or her from holding office, practicing a profession, or performing a specific job;

d) The company's business registration certificate is revoked;

3. The General Director shall be dismissed, removed from office, or have their contract terminated in any of the following cases:

a) Failure to complete the Company's annual business plan; failure to implement or ineffective implementation of development plans, strategies, objectives, and tasks assigned by the Board of Directors, except in cases where an explanation is approved by the Board of Directors;

b) Having limited civil capacity; having difficulties in understanding and controlling their actions;

c) Not meeting the standards and conditions as stipulated in Clause 1 of this Article;

d) Submitting a resignation letter (clearly stating the reasons for resignation) to the Board of Directors and the Supervisory Board of the Company at least 45 days before ceasing to perform their duties and powers;

e) By decision of the Board of Directors;

f) Other cases as stipulated in this Charter, the Company's internal regulations and rules, and current laws.

## **SECTION 5: SUPERVISORY BOARD**

### **Article 47. Nomination and candidacy of members of the Supervisory Board**

1. If a candidate for the Supervisory Board has been determined in advance, the Company must publish information related to the candidate at least 10 days before the opening of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Supervisory Board must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Supervisory Board. The information related to the Supervisory Board candidate to be published must include at least the following:

a) Full name, date of birth;

b) Professional qualifications;

c) Work experience;

d) Other management positions (including positions on the Board of Directors or Supervisory Board of other companies);

e) Interests related to the Company and its related parties;

f) The company is responsible for disclosing information about the companies in which the candidate holds positions as a member of the Board of Directors, a member of the Supervisory Board, other management positions, and any related interests of the candidate for a member of the Supervisory Board (if any).

2. Shareholders or groups of shareholders: owning from 10% to less than 30% of the total common shares have the right to nominate 1 candidate; owning from 30% to less than 50% of the total common shares have the right to nominate a maximum of 2 candidates; owning from 50% to less than 70% of the total common shares have the right to nominate a maximum of 3 candidates;

owning from 70% to less than 90% of the total common shares have the right to nominate a maximum of 4 candidates.

3. If the number of candidates nominated and elected to the Supervisory Board is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations according to the mechanism stipulated in the Internal Regulations on Corporate Governance and the Operating Regulations of the Supervisory Board. The incumbent Supervisory Board's nomination of additional candidates must be clearly announced before the election of Supervisory Board members in accordance with the law.

#### **Article 48. Composition of the Supervisory Board**

1. The Company's Supervisory Board shall consist of 3 members. The term of office for a Supervisory Board member shall not exceed 5 years and they may be re-elected for an unlimited number of terms. More than half of the Supervisory Board members must be residents of Vietnam.

2. Members of the Supervisory Board must meet the following standards and conditions:

- a) Not be subject to the provisions of Clause 2, Article 17 of the Enterprise Law;
- b) Be trained in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major relevant to the Company's business activities;
- c) Not be a family member of a member of the Board of Directors, the General Director, or other managers or executives of the Company;
- d) Not be a Company manager; not necessarily a shareholder or employee of the Company;
- e) Not a family member of: the representative of state capital in the parent company; the manager or director of the parent company; a member of the Supervisory Board of the parent company; the representative of the parent company's capital in the Company; the representative of the Company's capital in another company, and as stipulated in Clause 2, Article 169 of the Enterprise Law;
- f) Not working in the accounting or finance department of the Company;
- g) Not a member or employee of an independent auditing firm that audited the Company's financial statements for the three consecutive years preceding.

3. Members of the Supervisory Board shall be dismissed in the following cases:

- a) No longer meeting the qualifications and conditions for membership in the Supervisory Board as stipulated in Clause 2 of this Article;
- b) Submitting a resignation letter and having it accepted;

4. Members of the Supervisory Board shall be removed from office in the following cases:

- a) Failure to complete assigned tasks and duties;
- b) Failure to exercise their rights and obligations for 6 consecutive months, except in cases of force majeure;
- c) Repeated and serious violations of the obligations of a member of the Supervisory Board as stipulated in the Enterprise Law and this Charter;
- d) Other cases as decided by the General Meeting of Shareholders.

5. If a member of the Supervisory Board has their term ending at the same time as a new member of the Supervisory Board has not yet been elected, the member whose term has ended shall continue to exercise their rights and obligations until a new member of the Supervisory Board is elected and assumes their duties.

#### **Article 49. Head of the Supervisory Board**

1. The Head of the Supervisory Board is elected by the Supervisory Board from among its members; the election, dismissal, and removal are based on a majority vote. The Head of the Supervisory Board must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the Company's business operations.

2. Rights and obligations of the Head of the Supervisory Board:

- a) Convene meetings of the Supervisory Board;
- b) Request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Supervisory Board;
- c) Prepare and sign the Supervisory Board's report after consulting with the Board of Directors for submission to the General Meeting of Shareholders;
- d) Other rights and obligations as stipulated in the Company's Supervisory Board's operating regulations.

#### **Article 50. Rights and obligations of the Supervisory Board**

1. The Supervisory Board supervises the Board of Directors and the General Director in the management and operation of the Company.

2. It examines the reasonableness, legality, honesty, and prudence in the management and operation of business activities; the systematic, consistent, and appropriate nature of the Company's accounting, statistics, and financial reporting.

3. It assesses the completeness, legality, and honesty of the Company's annual and semi-annual business performance reports, financial statements, and the Board of Directors' management evaluation reports, and presents the assessment report at the Annual General Meeting of Shareholders. It reviews contracts and transactions with related parties under the approval authority of the Board of Directors or the General Meeting of Shareholders and makes recommendations on contracts and transactions requiring approval from the Board of Directors or the General Meeting of Shareholders.

4. Review, examine, and evaluate the effectiveness and efficiency of the Company's internal control system, internal audit, risk management, and early warning system.

5. Examine the Company's accounting books, accounting records, and other documents, as well as the Company's management and operational activities, when deemed necessary or as per the resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 16 of these Charters.

6. Upon request from a shareholder or group of shareholders as stipulated in Clause 2, Article 16 of these Charters, the Supervisory Board shall conduct an inspection within 7 working days from the date of receiving the request. Within 15 days from the date of completion of the inspection, the Supervisory Board must report on the issues requested for inspection to the Board of Directors and the shareholder or group of shareholders who made the request. The inspections conducted by the Supervisory Board as stipulated in this clause shall not hinder the normal functioning of the Board of Directors or disrupt the Company's business operations.

7. Propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure for managing, supervising, and operating the Company's business activities.

8. Upon discovering that a member of the Board of Directors or the General Director has violated the provisions of Article 53 of this Charter, the Supervisory Board must immediately notify the Board of Directors in writing, request the person committing the violation to cease the violation, and take measures to remedy the consequences.

9. Attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors, and other meetings of the Company.

10. Utilize independent consultants and the Company's internal audit department to perform assigned tasks.

11. The Supervisory Board may consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders.

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

13. Be responsible to shareholders for its supervisory activities.

14. Supervise the Company's financial situation and compliance with the law in the activities of members of the Board of Directors, the General Director, and other managers.

15. Ensure coordination of activities with the Board of Directors, the General Director, and shareholders.

16. In case of discovering any violations of the law or these Charter by members of the Board of Directors, the General Director, and other executives of the Company, the Supervisory Board must notify the Board of Directors in writing within 48 hours, request the person committing the violation to cease the violation and take measures to remedy the consequences.

17. Develop the operating regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.

18. Have the right to access the Company's records and documents kept at the head office, branches, and other locations; have the right to visit the workplaces of the Company's managers and employees during working hours.

19. Have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide complete, accurate, and timely information and documents regarding the management, operation, and business activities of the Company.

20. The Supervisory Board's report at the Annual General Meeting of Shareholders on the Company's business results, the performance of the Board of Directors and the General Director, and the self-assessment report on the performance of the Supervisory Board and its members must ensure the following contents:

a) Remuneration, operating expenses, and other benefits of the Supervisory Board and each member of the Supervisory Board as stipulated in Article 52 of this Charter.

b) Summary of the Supervisory Board's meetings and its conclusions and recommendations.

c) Results of monitoring the Company's operations and finances.

d) Assessment report on transactions between the Company, its subsidiaries, and companies in which the Company holds more than 50% of the charter capital, with members of the Board of Directors, the General Director, other executives of the Company, and related parties of those entities; Transactions between the Company and other companies in which a member of the Board of Directors, the General Director, or other executives of the business are founding members or managers of the business within the three years preceding the transaction.

e) Results of monitoring the Board of Directors, the General Director, and other executives of the Company.

f) Results of evaluating the coordination of activities between the Supervisory Board and the Board of Directors, the General Director, and shareholders.

21. Entitled to information as stipulated in Article 171 of the Enterprise Law.

22. Other rights and obligations as stipulated in the Enterprise Law, this Charter, the Regulations on the operation of the Company's Supervisory Board, and resolutions of the General Meeting of Shareholders.

#### **Article 51. Meetings of the Supervisory Board**

1. The Supervisory Board must meet at least twice a year, with at least two-thirds of its members in attendance. Minutes of the Supervisory Board meetings must be detailed and clear. The person recording the minutes and all Supervisory Board members present must sign the minutes. Minutes of Supervisory Board meetings must be retained to determine the responsibilities of each Supervisory Board member.

2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of approved auditing firms to attend and answer questions requiring clarification.

#### **Article 52. Salaries, remuneration, bonuses, and other benefits of members of the Supervisory Board**

1. Members of the Supervisory Board are paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.

2. Members of the Supervisory Board are reimbursed for reasonable expenses for food, accommodation, travel, and the use of independent consulting services. The total amount of these remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.

3. The salaries and operating expenses of the Supervisory Board are included in the Company's business expenses in accordance with the law on company income tax and other relevant laws, and must be presented as a separate item in the Company's annual financial statements.

### **SECTION 6: RESPONSIBILITIES OF MEMBERS OF BOARD OF DIRECTORS, SUPERVISORY BOARD MEMBERS, GENERAL DIRECTOR AND OTHER EXECUTIVES**

#### **Article 53. Responsibilities of Company Managers**

1. Members of the Board of Directors, the General Director, and other managers have the following responsibilities:

a) To exercise the rights and obligations assigned to them in accordance with the Law on Enterprises, other relevant laws, this Charter, and resolutions of the General Meeting of Shareholders;

b) To exercise the rights and obligations assigned to them honestly, carefully, and to the best of their ability to ensure the maximum legitimate interests of the Company;

c) To be loyal to the interests of the Company and its shareholders; not to abuse their position, title, or use the Company's information, know-how, business opportunities, or other assets for personal gain or to serve the interests of other organizations or individuals;

d) To promptly, fully, and accurately inform the Company of the contents stipulated in Clause 2, Article 56 of this Charter;

2. Members of the Board of Directors are obligated under this Charter and the following obligations:

a) To perform their duties honestly and diligently for the best interests of the shareholders and the Company;

b) To attend all meetings of the Board of Directors and to provide opinions on matters discussed;

c) To report promptly and fully to the Board of Directors any remuneration received from subsidiaries, affiliated companies, and other organizations;

d) To report to the Board of Directors at the nearest meeting any transactions between the Company, its subsidiaries, or companies in which the Company holds a controlling stake of 50% or more of the charter capital, and members of the Board of Directors and their related parties; and transactions between the Company and companies in which members of the Board of Directors are founding members or managers of the business during the three years preceding the transaction.

e) Disclose information when conducting transactions involving the Company's shares in accordance with the law.

3. Members of the Board of Directors, the General Director, and other managers who violate the provisions of Clause 1 of this Article shall be held personally or jointly liable to compensate for lost benefits, return received benefits, and fully indemnify the Company and third parties for all damages.

#### **Article 54. Responsibility for honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers must disclose their relevant interests in accordance with the Law on Enterprises and related legal documents.

2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related parties may only use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers are obligated to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries, and other companies in which the Company holds a controlling stake of 50% or more of the charter capital, and those entities themselves or their related parties, as stipulated by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the

Company must disclose information about these resolutions in accordance with the securities law regulations on information disclosure.

4. Members of the Board of Directors are not permitted to vote on transactions that benefit that member or their related parties as stipulated in the Enterprise Law.

5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related parties are prohibited from using or disclosing internal information to others for the purpose of conducting related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and individuals or organizations related to these parties shall not be invalidated in the following cases:

a) For transactions with a value less than or equal to 35% of the total asset value recorded in the most recent financial statement, the significant contents of the contract or transaction, as well as the relationships and interests of the Board of Directors members, Supervisory Board members, General Director, and other executives, have been reported to the Board of Directors and approved by a majority vote of the Board members who have no vested interest;

b) For transactions exceeding 35% or transactions resulting in a transaction value of 35% or more of the total asset value recorded in the most recent financial statement within 12 months from the date of the first transaction, the significant details of the transaction, as well as the relationship and interests of the Board of Directors, Supervisory Board members, General Director, and other executives, have been disclosed to shareholders and approved by the General Meeting of Shareholders through a vote of shareholders without an vested interest.

#### **Article 55. Transactions with Shareholders, Company Managers and Related Parties**

1. The company is prohibited from providing loans or guarantees to individual shareholders, organizations, and related parties of individual shareholders.

2. The company is prohibited from providing loans or guarantees to related parties of organizational shareholders, except when the company and the related organization are a group of companies, including a parent company and its subsidiaries, and such transactions are approved by the General Meeting of Shareholders or the Board of Directors as stipulated in this Charter and where the law provides otherwise.

3. The Company may only conduct the following transactions after obtaining the approval of the General Meeting of Shareholders:

a) Granting loans or guarantees to members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors, and Chief Accountant who are not shareholders, and related individuals or organizations of these individuals or entities;

In the case of granting loans or guarantees to related organizations of members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors, and Chief Accountant, where the Company and that organization are companies operating as a group of companies, including parent-subsidiary companies, the General Meeting of Shareholders or the Board of Directors shall approve in accordance with the provisions of this Charter;

b) Transactions with a value of 35% or more, or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statement, between the Company and one of the following parties:

+ Members of the Board of Directors, members of the Supervisory Board, General Director, Deputy General Director, Chief Accountant, and related parties of these parties;

+ Shareholders, authorized representatives of shareholders owning more than 10% of the total common share capital of the Company, and their related parties;

+ Enterprises that members of the Board of Directors, members of the Supervisory Board, General Director, Deputy General Director, and Chief Accountant are required to declare according to the provisions of Clause 2, Article 56 of this Charter.

c) Contracts, loan transactions, or asset sales with a value exceeding 10% of the total asset value recorded in the most recent financial statement between the Company and shareholders owning 51% or more of the total voting shares or related parties of such shareholders.

d) Other contracts and transactions not specified in Clause 4 of this Article.

4. The Board of Directors approves contracts and transactions stipulated in point b, clause 3 of this Article with a value less than 35% of the total asset value recorded in the Company's most recent financial statement. In this case, the Company's representative signing the contract or transaction must notify the members of the Board of Directors and the members of the Supervisory Board about the parties involved in that contract or transaction and must attach a draft contract or the main contents of the transaction. The Board of Directors approves the contract or transaction within 15 days from the date of receiving the notification; members of the Board of Directors with an interest related to the parties in the contract or transaction do not have the right to vote.

5. In cases where a contract or transaction is approved as stipulated in Clause 3 of this Article, the Company's representative signing the contract or transaction must notify the Board of Directors and the Supervisory Board of the parties involved in that contract or transaction and submit a draft contract or notification of the main contents of the transaction. The Board of Directors shall present the draft contract or transaction or an explanation of the main contents of the contract or transaction at the General Meeting of Shareholders or obtain shareholder opinions in writing. In this case, shareholders with interests related to the parties in the contract or transaction do not have the right to vote; the contract or transaction is approved as stipulated in Clauses 3 and 4 of Article 27 of these Charters.

6. Contracts and transactions shall be invalidated by court decision and processed according to law if they were concluded in violation of the provisions of this Article; the signatories of the contracts and transactions, shareholders, members of the Board of Directors, or the General Director concerned shall be jointly liable for compensation for damages incurred and reimburse the Company for any profits obtained from the execution of such contracts and transactions.

7. The Company must publicly disclose relevant contracts and transactions in accordance with relevant laws.

#### **Article 56. Disclosure of related interests**

The disclosure of the Company's interests and related parties is carried out in accordance with the following regulations:

1. The Company must compile and update a list of its related parties as stipulated in Clause 46, Article 4 of the Securities Law, and their corresponding contracts and transactions with the Company. The person in charge of corporate governance is responsible for advising the Board of Directors on directing the implementation and monitoring the issues mentioned in Clauses 1, 2, 3, 4, and 5 of this Article.

2. Members of the Board of Directors, members of the Supervisory Board, the General Director, the Deputy General Director, and the Chief Accountant must declare to the Company their related interests, including:



a) The name, enterprise code, head office address, business sector, and business activities of the enterprise in which they own or hold capital contributions or shares; the percentage and time of ownership of those capital contributions or shares;

b) The name, business registration number, head office address, and business lines of the enterprise in which their related parties own, co-own, or individually own more than 10% of the charter capital.

3. The declarations stipulated in Clause 2 of this Article must be made within 7 working days from the date the related interest arises; any amendments or additions must be notified to the Company within 7 working days from the date of the corresponding amendments or additions.

4. The retention, disclosure, review, extraction, and copying of the list of related parties and related interests declared in Clauses 1 and 2 of this Article shall be carried out as follows:

a) The Company must notify the list of related parties and related interests to the General Meeting of Shareholders at the annual meeting;

b) The list of related parties and related interests shall be kept at the Company's head office; if necessary, part or all of the contents of the aforementioned list may be kept at the Company's branches;

c) Shareholders, authorized representatives of shareholders, members of the Board of Directors, Supervisory Board, General Director and other managers have the right to review, extract and copy part or all of the contents of the declaration;

d) The Company must facilitate access, review, extraction, and copying of the list of related parties and related interests for the persons specified in point c of this clause as quickly and conveniently as possible; it must not obstruct or hinder them from exercising this right. The procedures for reviewing, extracting, and copying the content of the declaration of related parties and related interests shall be carried out in accordance with the provisions of this Charter.

5. Members of the Board of Directors and the General Director, acting in their own name or on behalf of others to perform work in any form within the scope of the Company's business, must explain the nature and content of such work to the Board of Directors and the Supervisory Board and may only perform it with the approval of a majority of the remaining members of the Board of Directors; if they perform such work without reporting it or without the approval of the Board of Directors, all income derived from that activity shall belong to the Company.

#### **Article 57. Liability for damages and compensation**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives who violate their duties and responsibilities of honesty and diligence, or fail to fulfill their duties with conscientiousness and professional competence, shall be held liable for any damages caused by their violations.

2. The Company shall compensate persons who have been, are, or may become parties involved in claims, lawsuits, or prosecutions (including civil and administrative cases, and not cases in which the Company is the plaintiff) if that person has been or is a member of the Board of Directors, a member of the Supervisory Board, the General Director, other executives, employees, or authorized representatives of the Company, or if that person has acted or is acting at the request of the Company as a member of the Board of Directors, an executive, an employee, or an authorized representative of the Company, provided that person acted honestly, carefully, and diligently in the interests of or not in conflict with the interests of the Company, in compliance with the law, and there is no evidence to confirm that that person has violated their responsibilities.

3. When performing functions, duties, or tasks authorized by the Company, members of the Board of Directors, members of the Supervisory Board, other executives, employees, or authorized representatives of the Company shall be compensated by the Company when becoming a party involved in complaints, lawsuits, or prosecutions (except for lawsuits initiated by the Company) in the following cases:

a) Having acted honestly, carefully, and diligently in the interests of and not in conflict with the interests of the Company;

b) Complying with the law and having no evidence confirming that they failed to fulfill their responsibilities.

4. Compensation costs include expenses incurred (including attorney fees), judgment costs, fines, and payments arising in practice or considered reasonable in resolving these matters within the framework of the law. The Company may purchase insurance for these individuals to avoid the aforementioned compensation liabilities.

## **SECTION 7: RIGHT TO EXAMINE COMPANY RECORDS AND ACCOUNTING**

### **Article 58. Right to access books and records**

1. Ordinary shareholders have the right to access books and records, specifically as follows:

a) Ordinary shareholders have the right to review, search, and extract information about their name and contact address in the list of shareholders with voting rights; request correction of inaccurate information about themselves; review, search, extract, or copy this Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 5% or more of the total number of ordinary shares have the right to review, search, and extract minutes and resolutions, decisions of the Board of Directors, interim and annual financial statements, reports of the Supervisory Board, contracts, transactions requiring approval from the Board of Directors, and other documents, except for documents related to trade secrets and business secrets of the Company.

2. In cases where an authorized representative of a shareholder or group of shareholders requests access to the company's books and records, they must be accompanied by a power of attorney from the shareholder or group of shareholders they represent, or a notarized copy of such power of attorney.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives have the right to access the Company's shareholder register, shareholder list, books, and other records for purposes related to their positions, provided that this information is kept confidential.

4. The Company must keep these Articles of Association and any amendments to them, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and other documents as prescribed by law at its head office or another location provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.

5. These Articles must be published on the Company's website.

## **SECTION 8: EMPLOYEES AND POLITICAL ORGANIZATIONS, POLITICAL-SOCIAL ORGANIZATIONS, AND WORKER REPRESENTATIVE ORGANIZATIONS AT THE COMPANY FACILITY**

**Article 59. Workers and political organizations, socio-political organizations, and employee representative organizations at the Company Facility.**

1. The General Director must plan for the Board of Directors to approve matters related to recruitment, termination of employment, wages, social insurance, benefits, rewards and disciplinary actions for employees and Company executives.

2. The General Director must plan for the Board of Directors to approve matters related to the Company's relationship with political organizations, socio-political organizations, and employee representative organizations at the Company's grassroots level, in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations, and applicable laws.

3. Political organizations, socio-political organizations, and employee representative organizations at the Company's grassroots level operate in accordance with the Constitution, laws, and the charters of their respective organizations.

4. The company is obligated to respect and not obstruct or hinder the establishment of political organizations, socio-political organizations, and employee representative organizations at the company's premises; and must not obstruct or hinder employees from participating in the activities of these organizations.

**CHAPTER IV: MANAGING THE COMPANY'S INVESTMENT CAPITAL  
IN OTHER ENTERPRISE**

**Article 60. Management of the Company's investment capital in other enterprises**

1. The Company decides to establish and invest in, contribute capital to, or purchase shares in other enterprises; and decides to transfer the Company's investment capital in other enterprises in accordance with the Company's business strategy and production plan and in accordance with the law.

2. The Company's rights and obligations regarding the enterprise and its investment capital in other enterprises are governed by the Law on Enterprises, the company's charter, and other relevant current legal regulations. The Company appoints an authorized representative to directly manage the Company's investment capital in other enterprises on its behalf. The rights and obligations of the authorized representative are stipulated in the company's charter or internal management regulations issued by the Board of Directors.

**Article 61. Relationship between the Company and a single-member limited liability company**

The Board of Directors exercises the rights, responsibilities, and obligations of the owner of a single-member limited liability company in which the Company holds 100% of the charter capital, as stipulated in the Enterprise Law and the company's charter approved by the Board of Directors.

**Article 62. Relationship between the Company and joint-stock companies and limited liability companies with two or more members**

1. Enterprises with investment capital from the Company are established, organized, and operate in accordance with the Enterprise Law, relevant legal regulations, and the charter of that enterprise.

2. The Company exercises the rights and obligations of shareholders or members, and joint venture partners as prescribed by law and the charter of that enterprise.

3. The Company manages its investment capital through its authorized representative in that enterprise.

4. The Board of Directors exercises its rights and obligations regarding its capital contribution in the enterprise through its authorized representative to exercise the rights of shareholders, capital contributors, and joint venture partners.

5. The Board of Directors requires its authorized representative to perform the tasks stipulated in the Enterprise Law and the Company's internal management regulations and rules.

## **CHAPTER V: COMPANY FINANCE**

### **SECTION 1: PROFIT DISTRIBUTION**

#### **Article 63. Profit Distribution**

1. The General Meeting of Shareholders decides on the amount and form of annual dividend payments from the Company's retained earnings.

2. The Company does not pay interest on dividend payments or payments related to a particular stock.

3. The Board of Directors may propose to the General Meeting of Shareholders the approval of the payment of all or part of the dividend in shares, and the Board of Directors is the body responsible for implementing this decision.

4. In the case of dividends or other payments related to a particular stock being paid in cash, the Company must pay in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by the shareholder. If the Company has transferred the funds according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not liable for the amount transferred to that shareholder. Dividend payments can be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Enterprise Law and the Securities Law, the Board of Directors shall pass resolutions and decisions to determine a specific date for closing the shareholder list. Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends in cash or shares, and to receive notices or other documents.

6. Other matters related to profit distribution and the establishment of various funds of the Company shall be carried out in accordance with the provisions of this Charter, the Company's internal regulations and rules, current laws, and decisions of the General Meeting of Shareholders.

### **SECTION 2: BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM**

#### **Article 64. Bank Accounts**

1. The Company opens accounts at Vietnamese banks or at branches of foreign banks authorized to operate in Vietnam.

2. With prior approval from the competent authority, if necessary, the Company may open bank accounts abroad in accordance with the law.

3. The Company conducts all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company has opened accounts.

#### **Article 65. Fiscal Year**

The Company's fiscal year begins on January 1st and ends on December 31st of the same year.

#### **Article 66. Accounting System**

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

### **SECTION 3: FINANCIAL REPORTING, ANNUAL REPORTING AND DISCLOSURE OF INFORMATION**

#### **Article 67. Annual, semi-annual and quarterly financial reports**

1. The company must prepare annual financial statements, and these statements must be audited in accordance with legal regulations. The company must publish the audited annual financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.
2. The annual financial statements must include all reports, appendices, and explanatory notes as prescribed by regulations on corporate accounting. The annual financial statements must truthfully and objectively reflect the company's operations.
3. The company must prepare and publish reviewed semi-annual financial statements and quarterly financial statements in accordance with legal regulations on information disclosure in the securities market and submit them to the competent state authority.

#### **Article 68. Annual Report**

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

#### **Article 69. Disclosure of Information**

1. The company must submit annual financial statements approved by the General Meeting of Shareholders to the competent state authority in accordance with the law on accounting and other relevant laws.
2. The company shall publish the following information on its website:
  - a) Company Charter;
  - b) Curriculum vitae, educational qualifications and professional experience of the members of the Board of Directors, members of the Supervisory Board, and the General Director of the Company;
  - c) Annual financial statements approved by the General Meeting of Shareholders;
  - d) Annual performance evaluation reports of the Board of Directors and the Supervisory Board.
3. The company shall disclose and publicize information in accordance with the law on securities and other applicable laws.

## **SECTION 4: COMPANY AUDIT**

### **Article 70. 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 firms to audit the Company's financial statements for the following fiscal year, based on the terms and conditions agreed upon with the Board of Directors.

2. The audit report shall be attached to the Company's annual financial statements.

3. The independent auditor conducting the audit of the Company's financial statements shall attend the General Meeting of Shareholders, receive notices and other information related to the General Meeting of Shareholders, and express their opinion at the meeting on matters related to the audit of the Company's financial statements.

## **SECTION 5: COMPANY SEAL**

### **Article 71. Company Seal**

1. The Company seal includes seals made at seal engraving establishments or seals in the form of digital signatures as prescribed by law on electronic transactions.

2. The Board of Directors shall decide on the type, quantity, form, and content of the seals of the Company, branches, representative offices, and other units of the Company.

3. The Board of Directors, the General Director, the Supervisory Board, and individuals shall use and manage the seals in accordance with the provisions of this Charter, the Company's internal regulations and rules, and current legal regulations.

## **SECTION 6: DISSOLUTION OF THE COMPANY**

### **Article 72. Dissolution of the Company**

1. A company may be dissolved in the following cases:

- a) By resolution or decision of the General Meeting of Shareholders;
- b) Revocation of the Certificate of Business Registration, except where the Law on Tax Administration provides otherwise;
- c) Other cases as prescribed by law.

2. The dissolution of the company is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be approved by the competent authority (if required) as prescribed.

### **Article 73. Liquidation**

1. After the decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee consisting of 3 members, of which 2 members are appointed by the General Meeting of Shareholders and 1 member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to liquidation shall be prioritized for payment by the Company before other debts of the Company.

2. The Liquidation Committee is responsible for reporting the date of establishment and the date of commencement of operations to the Business Registration Authority. From that point onwards, the Liquidation Committee will represent the Company in all matters related to the Company's liquidation before the Court and administrative agencies.

3. The proceeds from the liquidation will be paid in the following order:

- a) Liquidation expenses;
- b) Debts for wages, severance pay, social insurance, and other benefits of employees according to collective bargaining agreements and signed employment contracts;
- c) Tax debts;
- d) Other debts of the Company;
- e) The remaining amount after paying all debts from items (a) to (d) above will be distributed to shareholders. Preferred shares will be given priority in payment.

## **SECTION 7: RESOLVING INTERNAL DISPUTES**

### **Article 74. Internal Dispute Resolution**

1. In the event of disputes or complaints arising concerning the Company's operations, the rights and obligations of shareholders as stipulated in the Enterprise Law, this Charter, other legal provisions, or agreements between:

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

The parties involved shall endeavor to resolve the dispute through negotiation and conciliation. Except in cases involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution process and request each party to present information related to the dispute within 30 working days from the date the dispute arises. In cases involving the Board of Directors or the Chairman of the Board of Directors, either party may request the Supervisory Board to appoint an independent expert to act as a mediator in the dispute resolution process.

2. If a settlement is not reached within six weeks of the start of the mediation process, or if the mediator's decision is not accepted by the parties, either party may submit the dispute to arbitration or court.

3. The parties shall bear their own costs related to the negotiation and mediation procedures. Payment of court costs shall be made according to the court's judgment.

## **SECTION 8: AMENDMENTS AND SUPPLEMENTS TO THE CHARTER**

### **Article 75. Company Charter**

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In cases where the law provides provisions related to the Company's operations not mentioned in this Charter, or where there are new legal provisions different from the provisions in this Charter, those provisions shall apply to govern the Company's operations.

## **SECTION 9: EFFECTIVE DATE**

### **Article 76. Effective Date**

1. This Charter, consisting of 5 chapters and 76 articles, was unanimously approved by the General Meeting of Shareholders of Saigon Port Joint Stock Company on day 24 month 4 year

## Charter of Saigon Port Joint Stock Company

2026 at the headquarters of Saigon Port Joint Stock Company and the full text of this Charter is hereby approved.

2. This Charter is the only and official Charter of the Company. This Charter replaces the Charter previously approved by the General Meeting of Shareholders of Saigon Port Joint Stock Company on day 28 month 03 year 2024.

3. This Charter is made in 5 copies, all having equal value, and is kept at the Company's head office.

4. Copies or extracts of the Company Charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors./.

*Ho Chi Minh City, Date 24 Month 4 Year 2026*

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

*(Signed)*

**Nguyen Le Chon Tam**