

No: 72/2026/CV

*Re: Disclosure of Information on the Charter  
Oriental Shipping and Trading Joint Stock Company*

*Hanoi, May 19, 2026*

**ANNOUNCEMENT OF INFORMATION DISCLOSURE**

To: - State Securities Commission

- Hanoi Stock Exchange

Name of unit: Orient Shipping and Trading Joint Stock Company (OSTC)

Stock code: NOS

Head office: 278 Ton Duc Thang, O Cho Dua Ward, Hanoi City

Tel: 024.38512688; Fax: 024. 38659967

Person making information disclosure: Mai Thi Khanh Chi

Position: Person in charge of Corporate Governance and Company Secretary

Tel (mobile, office, home): 024.38512688; Fax: 024. 38659967

Type of announcement: 24h

Content of the announcement:

Charter on the Organization and Operations Oriental Shipping and Trading Joint Stock Company, as specifically set out in the attached file.

This information was announced on the Company's website on May 19, 2026 at the link [http:// www.ostc.com.vn](http://www.ostc.com.vn).

We hereby commit that the above announcement is true and we are fully responsible before the law for the content of the announcement.

**Recipients**

- As above;
- Board of Directors
- File TC-HC

AUTHORIZED PERSON TO  
DISCLOSURE INFORMATION  
Person in Charge of Corporate Governance

  
Mai Thi Khanh Chi

*Attached document: Charter on the Organization and Operations*

*Oriental Shipping and Trading Joint Stock Company*

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

-----\*\*\*-----

**CHARTER**  
**OF ORIENTAL SHIPPING AND TRADING JOINT STOCK COMPANY**

**Hanoi, May 19, 2026**

**PREAMBLE**

The Charter of Oriental Shipping and Trading Joint Stock Company (hereinafter referred to as the “Charter”) is adopted pursuant to a valid Resolution of the General Meeting of Shareholders of Oriental Shipping and Trading Joint Stock Company dated April 22, 2026.

Oriental Shipping and Trading Joint Stock Company (hereinafter referred to as the “Company”) is organized and operates in accordance with this Charter, the provisions of the Law on Enterprises, and other relevant applicable laws and regulations.

**CHAPTER I  
GENERAL PROVISIONS**

**SECTION 1: DEFINITIONS OF TERMS USED IN THE CHARTER**

**Article 1. Interpretation of Terms**

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

- a) “Charter Capital” means the total par value of shares sold, as stipulated in Article 6 of this Charter;
- b) “Voting Capital” means share capital under which the holder is entitled to vote on matters within the decision-making authority of the General Meeting of Shareholders;
- c) “Law on Enterprises” means the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and any amendments and supplements thereto;
- d) “Law on Securities” means the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and any amendments and supplements thereto;
- đ) “Vietnam” means the Socialist Republic of Vietnam;
- e) “Date of Establishment” means the date on which the Company is first issued its Enterprise Registration Certificate (Business Registration Certificate or other equivalent legal documents);
- f) “Company” means Orient Maritime Transport and Trading Joint Stock Company, abbreviated as OSTC;
- g) “Executive Officers” means the General Director, Deputy General Directors, Chief Accountant, and other executives as prescribed in this Charter;
- h) “Managers” means the managers of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other individuals holding managerial positions as prescribed in this Charter;

- i) “Related Person” means any individual or organization as defined in Clause 46, Article 4 of the Law on Securities;
- k) “Shareholder” means any individual or organization owning at least one share of a joint stock company;
- m) “Major Shareholder” means a shareholder as defined in Clause 18, Article 4 of the Law on Securities;
- n) “Operating Term” means the duration of operation of the Company as stipulated in Article 2 of this Charter and any extension thereof (if any) approved by the General Meeting of Shareholders;
- o) “Stock Exchange” means the Vietnam Stock Exchange and its subsidiaries.
2. In this Charter, any reference to one or more provisions or legal documents shall include any amendments, supplements, or replacements thereto.
  3. Headings (Sections and Articles of this Charter) are included for convenience of reference only and shall not affect the interpretation of this Charter.
  4. Other words or terms defined in the Civil Code, the Law on Enterprises, and other relevant laws (provided that they are not inconsistent with the subject matter or context) shall have the same meanings in this Charter.

## **SECTION 2**

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

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

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

- |                    |   |
|--------------------|---|
| - Vietnamese name  | : <b>CÔNG TY CỔ PHẦN VẬN TẢI BIỂN VÀ THƯƠNG MẠI PHƯƠNG ĐÔNG</b> |
| - English name     | : <b>ORIENTAL SHIPPING AND TRADING JOINT STOCK COMPANY.</b>     |
| - Abbreviated name | : <b>OSTC</b>   |
|                    | : <b>ORIENTAL SHIPPING AND TRADING JOINT STOCK COMPANY.</b>     |
| - Abbreviated name | : <b>OSTC</b>   |

2. The Company is a joint stock company with legal personality in accordance with the applicable laws of Vietnam.
3. The registered head office of the Company is as follows:
  - Address: 278 Ton Duc Thang Street, O Cho Dua Ward, Hanoi, Vietnam

- Telephone: (+84) 24 38512688
- Fax: (+84) 24 38569967
- E-mail: [ostc@ostc.com.vn](mailto:ostc@ostc.com.vn)
- Website: [www.ostc.com.vn](http://www.ostc.com.vn)

4. The Company's logo:



The Company may use its own flag and emblem in accordance with the provisions of law. Any change to the flag or emblem shall be subject to consideration and decision by the Board of Directors (hereinafter referred to as the “BOD”).

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

6. Unless terminated prior to the time limit specified in Article 74, the term of operation of the Company shall be indefinite from the Date of Establishment.

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

1. The legal representative of the Company is an individual who, on behalf of the Company, exercises the rights and performs the obligations arising from the Company's transactions, represents the Company as a petitioner in civil matters, plaintiff, defendant, or person with related rights and obligations before Arbitration, Courts, and exercises other rights and obligations in accordance with the law.

2. The Company shall have one (01) legal representative, who is the General Director.

3. When exiting Vietnam, the General Director must authorize in writing another individual residing in Vietnam to exercise the rights and perform the obligations of the legal representative. In such case, the General Director shall remain responsible for the performance of the authorized rights and obligations.

4. Upon expiration of the authorization period as stipulated in Clause 3 of this Article, if the General Director has not returned to Vietnam and no further authorization is granted, the authorized person shall continue to exercise the rights and perform the obligations of the legal representative until the General Director resumes work at the Company or until the Board of Directors appoints another person as the legal representative of the Company.

5. In the event that the General Director is absent from Vietnam for more than thirty (30) days without authorizing another person to exercise the rights and perform the obligations of the legal representative of the Company, or in the event of death, disappearance, being subject to criminal prosecution,

temporary detention, serving a prison sentence, undergoing compulsory administrative measures at a rehabilitation or compulsory education facility, having limited or lost legal capacity, having difficulties in cognition or behavior control, being prohibited by a Court from holding certain positions, practicing certain professions or performing certain work, or no longer working for the Company, the Board of Directors shall appoint another person as the legal representative of the Company.

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

1. The legal representative of the Company shall have the following responsibilities:

a) To perform the assigned rights and obligations in an honest, prudent manner and in the best interest of the Company, so as to ensure the lawful interests of the Company;

b) To remain loyal to the interests of the Company; not to abuse his/her position or title, and not to use the Company's information, know-how, business opportunities, or other assets for personal benefit or for the benefit of other organizations or individuals;

c) To promptly, fully, and accurately notify the Company of any enterprises in which he/she or his/her related persons are owners or shareholders/contributors of capital in accordance with the Law on Enterprises and this Charter.

2. The legal representative of the Company shall bear personal liability for any damage caused to the Company due to violations of the responsibilities set out in Clause 1 of this Article.

### **SECTION 3**

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

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

1. Business lines and occupations of the Company:

<b>No</b>	<b>Business lines</b>	<b>industry codes</b>
1	Manufacture of concrete and products made from cement and plaster. Details: production and trading of precast concrete components and construction materials;	2395
2	Other manufacturing n.e.c. Details: production of household and office furniture products;	3290
3	Repair and maintenance of transport vehicles (excluding automobiles, motorcycles, motorbikes, and other motor vehicles). Details: repair and maintenance of transportation means and equipment used in inland waterway transportation and traffic construction; ship repair and maintenance, and maritime equipment.	3315
4	Construction of other civil engineering works. Details: construction of transportation infrastructure and civil works;	4290

5	Wholesale agency, brokerage and auction services. Details: acting as agent for purchase, sale, and consignment of goods (excluding auction activities);	4610
6	Wholesale of other household goods. Details: trading of household and office furniture products;	4649
7	Wholesale of machinery, equipment and spare parts. Details: trading of seagoing vessels.	4659
8	Other passenger land transport. Details: passenger transport by bus/car under contract and on fixed routes;	4932
9	Freight transport by road. Details: transportation of goods by road under contract and on fixed routes; transportation of goods, petroleum, and containers by road;	4933
10	Sea and coastal passenger transport. Details: passenger transportation by sea;	5011
11	Sea and coastal freight transport. Details: transportation of goods, petroleum, and containers by sea.	5012
12	Inland waterway passenger transport. Details: passenger transportation by river;	5021
13	Inland waterway freight transport. Details: transportation of goods, petroleum, and containers by river;	5022
14	Support activities for inland waterway transport. Details: multimodal transport services; ship chartering, vessel leasing, ship charter brokerage, transport agency services, container services, transport services, and other related services;	5222
15	Other transportation support services. Details: logistics services;	5229
16	Short-stay accommodation services. Details: operation of guest houses (accommodation and office services).	5510
17	Real estate business, including ownership or leasehold rights over land. Details: real estate business activities;	6810
18	Activities of centers, agencies for consulting, introduction and employment brokerage services;	7810
19	Temporary staffing services;	7820
20	Labor supply and management services. Details: provision of Vietnamese workers for overseas employment;	7830
21	Support services related to tourism promotion and tour organization. Details: international and domestic travel business; tourism services;	7920
22	Other remaining business support services not elsewhere classified	8299

23	Vocational education. Details: training, education, and orientation for workers going abroad for employment, and vocational training for Vietnamese workers.	8532
----	--	------

2. During its operation, the Company may supplement its business lines in accordance with the provisions of law. In the event that business lines are added during the period between two annual General Meetings of Shareholders, the Board of Directors shall obtain written approval from shareholders.

3. The Company's operational objectives are to utilize and maximize its available resources, continuously develop and expand its capital base, facilities, and business sectors within the scope of its functions and registered business lines, as stated in its Enterprise Registration Certificate, in order to achieve the highest possible profits. This shall be based on improved management quality, continuous enhancement of working conditions, and assurance of higher income and better living standards for employees, protection of shareholders' interests, safeguarding of the State's interests, full compliance with obligations to the State, and continuous development of the Company toward greater strength and sustainability.

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

The Company is permitted to conduct business activities in accordance with the business lines stipulated in this Charter, as registered, amended, and notified to the business registration authority, and duly published on the National Business Registration Portal.

In the event that OSTC conducts business lines subject to conditional investment and business requirements, OSTC shall fully satisfy all such conditions in accordance with the provisions of the Law on Investment and relevant specialized laws.

## **CHAPTER II**

### **CHARTER CAPITAL, SHARES AND SHARE CERTIFICATES**

## **Article 7. Charter Capital**

1. The Charter Capital of the Company is VND 200,560,000,000 (in words: Two hundred billion five hundred sixty million Vietnamese dong).

2. The Charter Capital is recorded in the currency of the Socialist Republic of Vietnam, which is the Vietnamese Dong (VND).

3. The Charter Capital shall be used for purposes in accordance with the provisions of law.

4. The Company may increase or change its Charter Capital upon approval by the General Meeting of Shareholders and in compliance with applicable legal regulations.

5. The Company may reduce its Charter Capital in the following cases:

a) Pursuant to a resolution of the General Meeting of Shareholders, the Company may return a portion of contributed capital to shareholders in proportion to their ownership in the Company, provided that all debts and other financial obligations are fully satisfied after such return;



- b) The Company repurchases its issued shares in accordance with Articles 10 and 11 of this Charter;
- c) Any reduction of Charter Capital must ensure that the post-reduction Charter Capital shall not be lower than the statutory minimum charter capital prescribed by law (if any).

## **Article 8. Shares**

1. The par value of each share of the Company is VND 10,000 (in words: ten thousand Vietnamese dong). The total number of shares of the Company shall be equal to the Charter Capital divided by the par value of one share.
2. The Charter Capital of the Company at the time of approval by the General Meeting of Shareholders is divided into 20,056,000 shares (in words: twenty million fifty-six thousand shares).
3. The Company may issue preference shares upon approval of the General Meeting of Shareholders and in compliance with applicable laws. Holders of preference shares are referred to as preference shareholders.
4. Persons entitled to purchase dividend preference shares, redeemable preference shares, and other types of preference shares shall be determined by the General Meeting of Shareholders.
5. All shares of the same class confer equal rights, obligations, and benefits to their holders.
6. Ordinary shares may not be converted into preference shares. Preference shares may be converted into ordinary shares pursuant to a resolution of the General Meeting of Shareholders.

## **Article 9. Offer for Sale of Shares**

1. An offer for sale of shares means the issuance by the Company of additional shares or classes of shares authorized for offering in order to increase the Charter Capital.
2. The offer for sale of shares 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 offering of shares by the Company shall comply with the provisions of securities laws.
4. The Company shall register the change in its Charter Capital within ten (10) days from the date of completion of the share offering.

## **Article 10. Repurchase of Shares by Decision of the Company**

The Company has the right to repurchase up to 30% of the total issued ordinary shares, and all or part of the issued dividend preference shares, in accordance with the following provisions:

1. The Board of Directors is entitled to decide on the repurchase of no more than 10% of the total number of shares of each class issued within a period of twelve (12) months. 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 ordinary shares, the repurchase price shall not exceed the market price at the time of repurchase, except for the case specified in Clause 3 of this Article;

3. The Company may repurchase shares from each shareholder in proportion to their ownership in the Company in accordance with the following order and procedures:

a) The Company's resolution on share repurchase must be notified by a method ensuring receipt by all shareholders within thirty (30) days from the date such resolution is adopted. The notification shall include the Company's name and head office address; total number and type of shares to be repurchased; repurchase price; procedures and payment timeline; and procedures and timeline for shareholders to offer their shares to the Company;

b) Shareholders agreeing to sell their shares must submit a written notice of agreement to sell their shares by a secure method ensuring receipt by the Company within thirty (30) days from the date of notification. The written agreement must include the full name, contact address, and legal identification number for individual shareholders; or name, enterprise code or legal identification number, and head office address for institutional shareholders; number of shares owned and number of shares agreed to be sold; payment method; and signature of the shareholder or its legal representative. The Company shall only repurchase shares within the said period.

4. In addition to the above provisions, the Company's share repurchase shall comply with Article 36 of the Law on Securities.

5. Payment conditions and handling of repurchased shares shall comply with Article 134 of the Law on Enterprises.

#### **Article 11. Repurchase of Shares upon Shareholder's Request**

1. A shareholder who has voted against a resolution on the reorganization of the Company or on changes to the rights and obligations of shareholders as provided in this Charter shall have the right to request the Company to repurchase his/her shares. Such request must be made in writing and must clearly state the shareholder's name, address, number of shares of each class, proposed selling price, and the reason for requesting the Company to repurchase the shares. The request must be sent to the Company within ten (10) days from the date on which the General Meeting of Shareholders adopts the relevant resolution.

2. The Company shall repurchase the shares at market price within ninety (90) days from the date of receipt of such request. In case the parties fail to agree on the price, they may request a valuation organization. The Company shall introduce at least three (03) valuation organizations for the shareholder to choose from, and such selection shall be final.

3. Payment conditions and handling of repurchased shares shall comply with Article 134 of the Law on Enterprises and Article 36 of the Law on Securities.

## **Article 12. Transfer of Shares**

1. Shares are freely transferable, except for shares subject to transfer restrictions as clearly stated in the share certificate of the relevant shares.
2. The transfer of listed shares or shares registered for trading on the Stock Exchange shall comply with the provisions of securities and securities market laws.
3. The transfer of unlisted shares or shares not registered for trading on the Stock Exchange shall be conducted by contract. The transfer documents must be signed by the transferor and the transferee, or by their duly authorized representatives.
4. Shares that have not been fully paid up shall not be transferred and shall not be entitled to related rights, including the right to receive dividends, the right to receive shares issued from retained earnings or equity capital increase, the right to purchase newly offered shares, and other rights as provided by law.

## **Article 13. Inheritance and Donation of Shares**

1. In the event that a shareholder who is an individual dies, the lawful heir under a will or under law of such shareholder shall become a shareholder of the Company.
2. In the event that shares of a deceased individual shareholder have no heir, the heir refuses the inheritance, or the heir is disqualified from inheritance, such shares shall be handled in accordance with the provisions of civil law.
3. A shareholder has the right to donate part or all of his/her shares in the Company to another person; or to use shares to repay debts. In such cases, the recipient of the donated shares or the creditor receiving shares in settlement of debt shall become a shareholder of the Company.
4. Individuals and organizations receiving shares under this Article and Article 12 of this Charter shall only become shareholders of the Company when their information, as prescribed in Clause 2, Article 122 of the Law on Enterprises, is fully recorded in the Shareholder Register.

## **Article 14. Share Certificates and Other Securities Certificates**

1. Shareholders of the Company shall be issued share certificates corresponding to the number and type of shares they own.
2. A share certificate is a type of security confirming the lawful rights and interests of its holder in a portion of the charter capital of the issuing organization. Share certificates must contain all required contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within sixty (60) days from the date of submission of a complete application for transfer of share ownership in accordance with the Company's regulations, or within sixty (60) days from the date of full payment for shares in accordance with the Company's share issuance plan (or another period specified in the issuance terms), the owner of such shares shall be issued a share certificate. Shareholders shall not be required to pay the Company for the cost of printing share certificates.

4. In the event that a share certificate is lost, damaged, or destroyed in any other form, the shareholder shall be reissued a new share certificate upon request. Such request must include:

- a) Information regarding the lost, damaged, or destroyed share certificate;
- b) A commitment to bear responsibility for any disputes arising from the reissuance of the share certificate.

5. Bond certificates or other securities certificates issued by the Company must bear the signature of the legal representative and the seal of the Company.

## **Article 15. Dividend Distribution**

1. Dividends payable to preference shares shall be implemented in accordance with the specific terms and conditions applicable to each class of preference shares.

2. Dividends payable to ordinary shares shall be determined on the basis of realized net profits, and dividend payments shall be appropriated from the Company's retained earnings. The Company may only pay dividends on ordinary shares upon satisfaction of all of the following conditions:

- a. The Company has fulfilled its tax obligations and other financial obligations in accordance with applicable laws;
- b. The Company has made all required appropriations to its funds and has fully offset prior losses in accordance with applicable laws;

c. Immediately after the payment of dividends in full, the Company remains capable of paying all due debts and other property obligations.

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

4. Dividends must be paid in full within six (06) months from the date of conclusion of the Annual General Meeting of Shareholders. The Board of Directors shall prepare a list of shareholders entitled to receive dividends, determine the dividend amount payable for each share, and decide the timeline and form of payment no later than thirty (30) days prior to each dividend payment. Notice of dividend payment shall be sent by a method ensuring delivery to shareholders at their registered addresses in the shareholders' register no later than fifteen (15) days prior to the dividend payment date.

5. In the event a shareholder transfers their shares during the period between the closing date for the list of shareholders and the dividend payment date, the transferor shall be entitled to receive dividends from the Company.

6. In the event dividends are paid in shares, the Company shall not be required to carry out procedures for offering shares as stipulated in Article 9 of this Charter. The Company must register an increase in its charter capital corresponding to the total par value of the shares used for dividend payment within ten (10) days from the completion date of such dividend payment.

## **Article 16. Shareholders' Register**

1. The Shareholders' Register shall be established and maintained in the form of a hard copy and/or an electronic database recording information on the share ownership of the Company's shareholders.
2. The Shareholders' Register shall include the following principal contents:
  - a. The name and head office address of the Company;
  - b. The total number of shares authorized to be offered, the classes of shares authorized to be offered, and the number of shares of each class authorized to be offered;
  - c. The total number of shares of each class sold and the value of capital contributed in respect thereof;
  - d. Full name, contact address, nationality, and legal identification details of individual shareholders; name, enterprise code or legal entity identification number, and head office address of institutional shareholders;
  - đ. The number of shares of each class held by each shareholder and the date of share registration.
3. The Shareholders' Register shall be kept at the Company's head office or at other organizations having the function of maintaining shareholders' registers. Shareholders shall have the right to inspect, review, extract, and copy the names and contact addresses of the Company's shareholders recorded in the Shareholders' Register.
4. In the event a shareholder changes their contact address, such shareholder must promptly notify the Company for updating in the Shareholders' Register. The Company shall not be liable for any failure to contact a shareholder arising from the shareholder's failure to notify the Company of such change.

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

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

##### **Article 17. Organizational Structure, Governance and Control**

The organizational structure for management, governance, and control of the Company shall comprise the following:

1. The General Meeting of Shareholders.
2. The Board of Directors.
3. The Supervisory Board.
4. The General Director.

#### **SECTION 2 SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS**

##### **Article 18. Rights of Shareholders**

1. Ordinary shareholders shall have the following rights

- a. To attend and speak at meetings of the General Meeting of Shareholders, and to exercise voting rights directly or through an authorized representative or by other methods as prescribed by the Company's Charter and applicable laws. Each ordinary share shall carry one (01) vote;
  - b. To receive dividends at the rate as decided by the General Meeting of Shareholders;
  - c. To be given priority to subscribe for new shares in proportion to their ownership of ordinary shares in the Company;
  - d. To freely transfer their shares to others, except where such transfer is restricted in accordance with applicable laws;
  - đ. To examine, search, and extract information relating to names and contact addresses in the list of shareholders entitled to vote; and to request correction of their inaccurate information;
  - e. To examine, search, extract, or copy the Company's Charter, minutes of meetings of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
  - f. Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their shareholding in the Company;
  - g. To request the Company to repurchase their shares in the cases stipulated in Article 11 of this Charter.
  - h. To be treated equally. Each share of the same class shall confer upon its holder equal rights, obligations, and benefits. In the event the Company has classes of preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;
  - i. To have full access to periodic and extraordinary information disclosed by the Company in accordance with applicable laws;
  - j. To have their lawful rights and interests protected; to request the suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;
  - k. To exercise other rights as prescribed by applicable laws and this Charter.
2. A shareholder or a group of shareholders holding five percent (05%) or more of the total ordinary shares shall have the following rights:
- a. To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with Clause 3 of this Article and Point c, Clause 4, Article 22 of this Charter;
  - b. To examine, search, and extract minutes, resolutions, and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except for those relating to the Company's trade secrets and business secrets;
  - c. To request the Supervisory Board to inspect specific matters relating to the management and operation of the Company where deemed necessary. Such request must be made in writing and include the following particulars: full name, contact address, nationality, and legal identification details for

individual shareholders; name, enterprise code or legal entity identification number, and head office address for institutional shareholders; number of shares and date of share registration of each shareholder; total number of shares held by the group of shareholders and their ownership ratio in the total shares of the Company; the matters to be inspected and the purpose of such inspection;

d. To propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company no later than three (03) working days prior to the opening date. The proposal must specify the name of the shareholder, the number of shares of each class held by such shareholder, and the matters proposed to be included in the meeting agenda;

d. To exercise other rights as prescribed by applicable laws and this Charter.

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

- a. Where the Board of Directors commits a serious violation of shareholders' rights, breaches the obligations of managers, or makes decisions beyond its delegated authority;
- b. Other cases as prescribed by applicable laws and this Charter.

4. A request to convene a meeting of the General Meeting of Shareholders as stipulated in Clause 3 of this Article must be made in writing and shall include the following particulars: full name, contact address, nationality, and legal identification details for individual shareholders; name, enterprise code or legal entity identification number, and head office address for institutional shareholders; number of shares and date of share registration of each shareholder; total number of shares held by the group of shareholders and their ownership ratio in the total shares of the Company; and the grounds and reasons for requesting the convening of the General Meeting of Shareholders.

5. A shareholder or a group of shareholders holding ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Supervisory Board. The nomination of candidates to the Board of Directors and the Supervisory Board shall be carried out as follows:

- a. Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Supervisory Board must notify the shareholders attending the meeting of such grouping prior to the opening of the General Meeting of Shareholders;
- b. Based on the number of members of the Board of Directors and the Supervisory Board, shareholders or groups of shareholders specified in this Clause shall have the right to nominate one or more candidates, as decided by the General Meeting of Shareholders, to the Board of Directors and the Supervisory Board. In the event that the number of candidates nominated by such shareholders or groups of shareholders is fewer than the number they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

6. A shareholder or a group of shareholders holding at least one percent (1%) of the total ordinary shares shall have the right, in their own name or on behalf of the Company, to initiate a lawsuit asserting personal or joint liability against members of the Board of Directors and/or the General Director in order to seek restitution of benefits or compensation for damages to the Company or other persons in accordance with Article 166 of the Law on Enterprises.

## **Article 19. Obligations of Shareholders**

Ordinary shareholders shall have the following obligations:

1. To pay in full and on time for the number of shares subscribed.
2. Not to withdraw capital contributed in the form of ordinary shares from the Company in any manner, except where such shares are repurchased by the Company or transferred to another person. In the event a shareholder withdraws part or all of the contributed share capital in violation of this Clause, such shareholder and persons having related interests in the Company shall be jointly liable for the Company's debts and other property obligations to the extent of the value of the withdrawn shares and any damages incurred.
3. To comply with the Company's Charter and internal management regulations.
4. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To maintain confidentiality of information provided by the Company in accordance with the Company's Charter and applicable laws; to use such information solely for the purpose of exercising and protecting their lawful rights and interests; and not to disclose, reproduce, or transmit such information to any organization or individual.
6. To attend meetings of the General Meeting of Shareholders and exercise voting/election rights through the following forms
  - a. Attending and voting/electing directly at the meeting;
  - b. Authorizing another individual or organization to attend and vote/elect at the meeting;
  - c. Attending and voting/electing via online conference, electronic voting, or other electronic means;
  - d. Sending voting/election ballots to the meeting by post, fax, or email.
7. To bear personal responsibility when acting in the name of the Company in any form to carry out any of the following acts:
  - a. Violating the law;
  - b. Conducting business or other transactions for personal gain or for the benefit of other organizations or individuals
  - c. Settling debts not yet due where this creates financial risks to the Company.
8. Major shareholders must not abuse their position to adversely affect the rights and interests of the Company or other shareholders in violation of applicable laws and this Charter; and shall have the obligation to disclose information in accordance with applicable laws.
9. To fulfill other obligations as prescribed by applicable laws.

## **Article 20. Authorized Representatives of Institutional Shareholders**



1. An authorized representative must be an individual who is duly authorized in writing to act on behalf of a shareholder to exercise the rights and perform the obligations of such shareholder in accordance with the Law on Enterprises and this Charter.

2. The appointment of authorized representatives by an institutional shareholder of the Company shall be carried out in accordance with the following provisions:

An institutional shareholder holding from ten percent (10%) to less than twenty percent (20%) of the total ordinary shares may appoint one (01) authorized representative;

An institutional shareholder holding from twenty percent (20%) to less than forty percent (40%) of the total ordinary shares may appoint up to three (03) authorized representatives;

An institutional shareholder holding from forty percent (40%) to less than seventy percent (70%) of the total ordinary shares may appoint up to four (04) authorized representatives;

An institutional shareholder holding seventy percent (70%) or more of the total ordinary shares may appoint up to five (05) authorized representatives.

3. In the event that an institutional shareholder appoints multiple authorized representatives, it must specify the number of shares represented by each authorized representative. Where such allocation is not specified, the number of shares shall be equally divided among all authorized representatives.

4. The written authorization appointing an authorized representative must be notified to the Company and shall only be effective with respect to the Company from the date of receipt by the Company. Such written authorization shall include the following principal contents:

a. Name, enterprise code, and head office address of the shareholder;

b. Number of authorized representatives and the corresponding shareholding ratio of each authorized representative;

c. Full name, contact address, nationality, and legal identification details of each authorized representative;

d. The term of authorization for each authorized representative, specifying the commencement date of such representation

đ. Full name and signature of the legal representative of the shareholder and of each authorized representative.

5. An authorized representative must satisfy the following criteria and conditions:

a. Not falling within the categories of persons specified in Clause 2, Article 17 of the Law on Enterprises;

b. Not having family relationships with managers of the Company.

## **Article 21. Responsibilities of Authorized Representatives of Institutional Shareholders**

1. An authorized representative shall, in the name of the shareholder, exercise the rights and perform the obligations of such shareholder at the General Meeting of Shareholders in accordance with this Charter. Any restrictions imposed by the shareholder on the authorized representative in the exercise of such rights and obligations at the General Meeting of Shareholders shall not be effective against third parties.
2. An authorized representative shall be responsible for attending meetings of the General Meeting of Shareholders in full and for exercising the delegated rights and obligations in an honest, prudent, and diligent manner, in the best interests of the appointing shareholder.
3. An authorized representative shall be liable to the appointing shareholder for any breach of the responsibilities stipulated in this Article. The appointing shareholder shall be liable to third parties for obligations arising in connection with the rights and obligations exercised through the authorized representative.

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

1. The General Meeting of Shareholders shall comprise all shareholders having voting rights and shall be the highest decision-making body of the Company. The General Meeting of Shareholders shall convene annually once per year within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the convening of the Annual General Meeting of Shareholders where necessary, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, extraordinary meetings of the General Meeting of Shareholders may be convened. The location of a meeting of the General Meeting of Shareholders shall be determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and determine an appropriate venue. The Annual General Meeting of Shareholders shall decide on matters as prescribed by applicable laws and the Company's Charter, including, in particular, the approval of the audited annual financial statements. In the event that the audit report on the Company's annual financial statements contains material qualifications, adverse opinions, or a disclaimer of opinion, the Company must invite a representative of the approved auditing organization that conducted the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and such representative shall be responsible for attending the meeting.

### **3. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following circumstances:**

- a) The Board of Directors deems it necessary in the interests of the Company;
- b) The number of remaining members of the Board of Directors or the Supervisory Board is less than the minimum number required by law;
- c) Upon request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 18 of this Charter; such request for convening a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and bearing the full signatures of the relevant shareholders, or the request may be made in multiple counterparts, each bearing sufficient signatures of the relevant shareholders;

- d) The quarterly, semi-annual (06-month), or annual audited financial statements indicate that the owner's equity has decreased to one-half (1/2) of its amount at the beginning of the period;
- e) Upon request of the Supervisory Board;
- f) Other cases as prescribed by law and this Charter.

#### **4. Convening an extraordinary General Meeting of Shareholders**

- a) The Board of Directors shall convene a General Meeting of Shareholders within 30 days from the date on which the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board falls to the level specified in Point b, Clause 3 of this Article, or from the date of receipt of a request as specified in Points c and d, Clause 3 of this Article;
- b) In the event that the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, within the following 30 days, the Supervisory Board shall replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises.
- c) In the event that the Supervisory Board fails to convene a General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders specified in Point c, Clause 3 of this Article shall have the right to request a representative of the Company to convene a General Meeting of Shareholders in accordance with the Law on Enterprises.

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

**5.** Procedures for organizing a General Meeting of Shareholders shall comply with the provisions set out in Clause 2, Article 26 of this Charter.

#### **Article 23. Rights and Obligations of the General Meeting of Shareholders**

**1.** The General Meeting of Shareholders shall have the following rights and obligations:

- a) To approve the development orientation of the Company;
- b) To decide on the types of shares and the total number of shares of each type authorized to be offered; to determine the annual dividend rate for each type of shares;
- c) To elect, remove, and dismiss members of the Board of Directors and members of the Supervisory Board;
- d) To decide on investments or the sale of assets with a value equal to or exceeding 35% of the total asset value as recorded in the most recent financial statements of the Company;

- đ) To decide on amendments to and supplements of the Company's Charter;
- e) To approve the annual financial statements;
- g) To decide on the repurchase of more than 10% of the total number of issued shares of each type;
- h) To examine and handle violations committed by members of the Board of Directors or members of the Supervisory Board that cause damage to the Company and its shareholders;
- i) To decide on the reorganization or dissolution of the Company;
- k) To decide on the budget or the total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- l) To approve the Internal Regulations on Corporate Governance; the Operating Regulations of the Board of Directors and the Supervisory Board;
- m) To approve the list of accredited auditing firms; to decide on the accredited auditing firm to conduct audits of the Company's operations, and to dismiss an accredited auditor when deemed necessary;
- n) To approve the list of accredited auditing firms; to decide on the accredited auditing firm to conduct audits of the Company's operations, and to dismiss an accredited auditor when deemed necessary;
- o) To decide on any increase or decrease of the charter capital; and on the timing and methods of capital mobilization.
- p) Other rights and obligations as prescribed by law.

**2. The General Meeting of Shareholders shall discuss and approve the following matters:**

- a) The Company's annual business plan;
- b) The annual audited financial statements;
- c) Reports of the Board of Directors on corporate governance and on the performance and activities of the Board of Directors and each of its members;
- d) Reports of the Supervisory Board on the Company's business performance and on the performance and activities of the Board of Directors and the General Director;
- đ) Self-assessment reports of the Supervisory Board and its members regarding their performance;
- e) Dividend rate for each share of each type;
- g) The number of members of the Board of Directors and the Supervisory Board;
- h) Election, removal, and dismissal of members of the Board of Directors and members of the Supervisory Board;

- i) The budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- k) Approval of the list of accredited auditing firms; and decision on the selection of an accredited auditing firm to audit the Company's operations when deemed necessary.
- l) To approve amendments to and supplements of the Company's Charter;
- m) To decide on the types of shares and the number of new shares to be issued for each class of shares;
- n) To decide on the division, separation, consolidation, merger, or conversion of the Company;
- o) To decide on the reorganization and dissolution (liquidation) of the Company and to appoint liquidators;
- p) To decide on investments or the sale of assets with a value equal to or exceeding 35% of the total asset value as recorded in the most recent financial statements of the Company;
- q) To decide on the repurchase of more than 10% of the total number of issued shares of each class;
- r) To approve the Company's entry into contracts or transactions with parties specified in Clause 4, Article 57 of this Charter, where the value of such contracts or transactions is equal to or greater than 35% of the total asset value of the Company as recorded in the most recent financial statements;
- s) To approve transactions specified in Clause 4, Article 57 of this Charter;
- t) To approve the Internal Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Supervisory Board;
- u) Other matters as prescribed by law and this Charter.

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

#### **Article 24. Authorization to Attend the General Meeting of Shareholders**

**1.** A shareholder or an authorized representative of an institutional shareholder may attend the meeting in person or authorize one or more individuals or organizations to attend the meeting on their behalf, or attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.

**2.** The authorization of an individual or organization to represent a shareholder in attending the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with the laws on civil matters and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the contents, scope, and term of authorization, and the signatures of both the authorizing and authorized parties.

**3.** The authorized representative attending the General Meeting of Shareholders must submit the written authorization prior to entering the meeting venue. In case of sub-authorization, the attendee must additionally present the original authorization document from the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).

**4.** The voting ballots of an authorized representative attending the meeting within the scope of authorization shall remain valid even in the occurrence of one of the following events, except where:

- a) The authorizing person has died, has limited legal capacity, or has lost legal capacity;
- b) The authorizing person has revoked the authorization;
- c) The authorizing person has revoked the authority of the authorized representative.

This provision shall not apply if the Company has received notice of any of the above events prior to the opening of the General Meeting of Shareholders or prior to the reconvening of the meeting.

**5.** In the event that shares are transferred during the period from the date of finalizing the list of shareholders to the opening date of the General Meeting of Shareholders, the transferee shall have the right to attend the General Meeting of Shareholders in place of the transferor with respect to the transferred shares.

## **Article 25. Variation of Rights**

**1.** Any variation or cancellation of special rights attached to a class of preference shares shall be effective only upon approval by shareholders representing at least 65% of the total voting rights of all attending shareholders. Any resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of shareholders holding preference shares shall be passed only if it is approved by shareholders holding at least 75% of the total number of such preference shares of the same class present at the meeting, or by shareholders holding at least 75% of the total number of such preference shares of the same class in the case of approval by written opinion.

**2.** A meeting of shareholders holding a particular class of preference shares to approve the aforementioned variation of rights shall be valid only when attended by at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the total par value of the issued shares of that class. If the quorum is not met, the meeting shall be reconvened within the following 30 days, and the shareholders holding such class of shares (regardless of the number of attendees and shares held) who attend in person or through authorized representatives shall be deemed sufficient to constitute a quorum. At such meetings, shareholders holding that class of shares present in person or through their representatives may request a secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

**3.** The procedures for conducting such separate meetings shall be implemented in accordance with the provisions set out in Articles 27, 28, and 29 of this Charter.

**4.** Unless otherwise provided in the terms of issuance of shares, the special rights attached to classes of shares with preferential rights regarding certain or all matters relating to the distribution of profits or assets of the Company shall not be deemed to be varied by the issuance of additional shares of the same class by the Company.

## **Article 26. Convening, Agenda, and Notice of the General Meeting of Shareholders**

**1.** The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 22 of this Charter.

**2.** The person convening the General Meeting of Shareholders must carry out the following tasks:

a) To prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days prior to the date of sending the notice of invitation to the meeting. The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days prior to the record date;

b) To prepare the agenda and contents of the meeting;

c) To prepare documents for the meeting;

d) To draft resolutions of the General Meeting of Shareholders in accordance with the proposed contents of the meeting;

đ) To determine the time and venue of the meeting;

e) To notify and send the notice of invitation to the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g) To perform other tasks necessary for the organization of the meeting.

**3.** The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures delivery to their registered contact addresses, and shall concurrently be published on the Company's website and on the websites 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 invitation to all shareholders included in the list of shareholders entitled to attend the meeting no later than 21 days prior to the opening date of the meeting (calculated from the date on which the notice is duly sent or dispatched).

The agenda of the General Meeting of Shareholders and relevant documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or published on the Company's website. In the event that such documents are not enclosed with the notice of invitation, the notice must clearly specify the link to access the full set of meeting documents so that shareholders may review them, including:

a) The meeting agenda and documents to be used at the meeting;

b) The list and detailed information of candidates in the case of election of members of the Board of Directors or the Supervisory Board;

c) Voting ballots;

d) A form for appointing a proxy to attend the meeting;

đ) Draft resolutions for each matter included in the meeting agenda.

**4.** A shareholder or group of shareholders as prescribed in Clause 2, Article 18 of this Charter shall have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposals must be made in writing and submitted to the Company no later than 03 working days prior to the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each class of shares held, and the matter proposed to be included in the meeting agenda.

**5.** The person convening the General Meeting of Shareholders shall have the right to refuse a proposal as provided in Clause 4 of this Article if one of the following circumstances occurs:

a) The proposal is not submitted in accordance with Clause 4 of this Article;

b) At the time of submission, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares in accordance with Clause 2, Article 12 of this Charter;

c) The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;

d) Other cases as prescribed by law.

**6.** The person convening the General Meeting of Shareholders shall accept and include the proposals specified in Clause 4 of this Article in the draft agenda and meeting contents, except in the cases specified in Clause 5 of this Article. Any proposal shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

**7.** Only the General Meeting of Shareholders shall have the authority to decide on changes to the agenda that has been sent together with the notice of invitation to the meeting.

## **Article 27. Conditions for Conducting the General Meeting of Shareholders**

**1.** The General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent more than 50% of the total voting rights.

**2.** In the event that the first meeting does not meet the conditions for proceeding as prescribed in Clause 1 of this Article, the second notice of invitation shall be sent within 30 days from the originally scheduled date of the first meeting. The second General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent at least 33% of the total voting rights.

**3.** In the event that the second meeting does not meet the conditions for proceeding as prescribed in Clause 2 of this Article, the third notice of invitation shall be sent within 20 days from the originally scheduled date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting rights of the attending shareholders.

## **Article 28. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders**



**1.** Before the opening of the meeting, the Company shall carry out shareholder registration procedures and shall continue the registration until all attending shareholders entitled to participate in the meeting have completed registration, in the following order:

a) During shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card, which shall indicate the registration number, full name of the shareholder, full name of the authorized representative (if any), and the number of voting shares of such shareholder. The General Meeting of Shareholders shall discuss and vote on each matter included in the agenda. Voting shall be conducted through votes of approval, disapproval, and abstention. At the meeting, votes in favor of the resolution shall be collected first, followed by votes against, and finally the total votes shall be counted to determine approval or disapproval. The vote counting results shall be announced by the Chairperson immediately prior to the closing of the meeting. The General Meeting shall elect persons responsible for vote counting or supervising the vote counting upon the proposal of the Chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting.

b) Shareholders, authorized representatives of institutional shareholders, or duly authorized persons who arrive after the meeting has commenced shall be entitled to register immediately and, upon registration, shall have the right to participate in and vote at the General Meeting of Shareholders. The Chairperson shall not be required to suspend the meeting to allow late-arriving shareholders to register, and the validity of resolutions adopted prior to such registration shall remain unaffected.

**2.** The election of the Chairperson, the Secretary, and the Vote Counting Committee shall be conducted as follows:

a) The Chairperson of the Board of Directors shall act as the Chairperson of the meeting or may 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 Chairperson is absent or temporarily unable to perform his/her duties, the remaining members of the Board of Directors shall elect one among themselves to act as Chairperson by majority vote. If no Chairperson can be elected, the Head of the Supervisory Board shall preside over the meeting to enable the General Meeting of Shareholders to elect a Chairperson from among the attendees, and the person receiving the highest number of votes shall act as Chairperson;

b) Except in the case specified in Point a of this Clause, the person signing the notice convening the General Meeting of Shareholders shall preside over the election of the Chairperson by the General Meeting of Shareholders, and the person receiving the highest number of votes shall act as Chairperson;

c) The Chairperson shall appoint one or more persons to act as Secretary of the meeting;

d) The General Meeting of Shareholders shall elect one or more persons to the Vote Counting Committee upon the proposal of the Chairperson of the meeting.

**3.** The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda shall clearly define and specify the time allocated to each matter included in the meeting contents.

**4.** The Chairperson of the meeting shall have the right to implement necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and to reflect the will of the majority of attending shareholders, including:

- a) Arranging seating at the venue of the General Meeting of Shareholders;
- b) Ensuring the safety of all persons present at the meeting venues;
- c) Facilitating shareholders' attendance (or continued attendance) at the meeting. The person convening the General Meeting of Shareholders shall have full authority to modify the above measures and apply any necessary measures. Such measures may include issuing admission passes or applying other selection forms.

**5.** The General Meeting of Shareholders shall discuss and vote on each matter included in the agenda. Voting shall be conducted through votes of approval, disapproval, and abstention. The vote counting results shall be announced by the Chairperson immediately prior to the closing of the meeting.

**6.** Shareholders or authorized representatives who arrive after the meeting has commenced shall still be entitled to register and participate in voting immediately upon registration; in such case, the validity of resolutions already approved prior to their participation shall remain unchanged.

**7.** The person convening the meeting or the Chairperson of the General Meeting of Shareholders shall have the following rights:

- a) To require all attendees to undergo inspection or other lawful and reasonable security measures;
- b) To request competent authorities to maintain order at the meeting; to expel from the General Meeting of Shareholders any persons who fail to comply with the Chairperson's direction, intentionally disrupt order, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements.

**8.** The Chairperson shall have the right to adjourn a General Meeting of Shareholders that has sufficient registered attendees for a period not exceeding 03 working days from the originally scheduled opening date of the meeting, and may only adjourn the meeting or change its venue in the following circumstances:

- a) The meeting venue does not have sufficient seating for all attendees;
- b) Communication and information facilities at the venue are not sufficient to enable shareholders to participate, discuss, and vote;
- c) Attendees obstruct or disrupt order, creating a risk that the meeting may not be conducted in a fair and lawful manner.

**9.** In the event that the Chairperson adjourns or suspends the General Meeting of Shareholders in contravention of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson in presiding over the meeting until its conclusion; all resolutions adopted at such meeting shall remain valid and enforceable.

**10.** In the event that the Company applies modern technology to organize the General Meeting of Shareholders in the form of an online meeting, the Company shall be responsible for ensuring that shareholders may attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing a number of articles of the Law on Securities.

## **Article 29. Conditions for Adoption of Resolutions of the General Meeting of Shareholders**

**1.** A resolution on the following matters shall be adopted if it is approved by shareholders representing at least 65% of the total voting rights of all attending shareholders, except for the cases specified in Clauses 3 and 5 of this Article and Clause 8, Article 30 of this Charter:

- a) Types of shares and total number of shares of each class;
- b) Changes in the business lines and sectors of the Company;
- c) Changes in the organizational and managerial structure of the Company;
- d) Investment projects or sale of assets with a value equal to or exceeding 35% of the total asset value as recorded in the most recent financial statements of the Company, unless a different ratio or value is provided in the Company's Charter;
- đ) Reorganization or dissolution of the Company.

**2.** Resolutions shall be adopted when approved by shareholders holding more than 50% of the total voting rights of all attending shareholders, except for the cases specified in Clauses 1, 3, and 5 of this Article and Clause 8, Article 30 of this Charter.

**3.** Voting for the election of members of the Board of Directors and the Supervisory Board shall be conducted by the cumulative voting method, whereby each shareholder shall have a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board, and the shareholder shall have the right to accumulate all or part of such votes for one or several candidates.

Elected members of the Board of Directors or Supervisory Board members shall be determined based on the number of votes received in descending order, starting from the candidate with the highest number of votes until the required number of members specified in the Company's Charter is reached.

In the event that two (02) or more candidates obtain an equal number of votes for the last position of the Board of Directors or the Supervisory Board, a re-election shall be conducted among such candidates with equal votes, or selection shall be made in accordance with the criteria set out in the election rules approved by the General Meeting of Shareholders.

**4.** Resolutions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within fifteen (15) days from the date of adoption of such resolutions. In case the Company has an official website, the sending of resolutions may be replaced by posting such resolutions on the Company's website.

**5.** A resolution of the General Meeting of Shareholders that results in an adverse change to the rights and obligations of shareholders holding preference shares shall be adopted only if it is approved by shareholders holding at least 75% of the total number of preference shares of the same class present at the meeting, or by shareholders holding at least 75% of the total number of such preference shares in the case where the resolution is adopted by way of written consultation.

**6.** Resolutions of the General Meeting of Shareholders adopted with the approval of 100% of the total voting shares shall be lawful and effective even if the procedures and formalities for convening the meeting and adopting such resolutions are in violation of the provisions of the Law on Enterprises and the Company's Charter.

**Article 30. Authority and Procedures for Obtaining Written Shareholders' Opinions to Adopt Resolutions of the General Meeting of Shareholders**

The authority and procedures for obtaining written opinions of shareholders for the adoption of resolutions of the General Meeting of Shareholders shall be implemented as follows:

**1.** The Board of Directors shall have the right to obtain written opinions of shareholders for the purpose of adopting resolutions of the General Meeting of Shareholders when it deems necessary in the interests of the Company, except for the case specified in Clause 2, Article 23 of this Charter.

**2.** The Board of Directors shall prepare the voting ballot, the draft resolution of the General Meeting of Shareholders, and explanatory documents relating to the draft resolution, and shall send them to all shareholders entitled to vote no later than 10 days prior to the deadline for submission of the completed voting ballots. The requirements and methods for sending the voting ballots and accompanying documents shall comply with Clause 3, Article 26 of this Charter.

**3.** The written opinion form shall contain the following principal contents:

a) Name, head office address, and enterprise registration number of the Company;

b) Purpose of obtaining written opinions;

c) Full name, contact address, nationality, and legal document number of the individual shareholder; for an institutional shareholder: name, enterprise code or legal document number, and head office address; or full name, contact address, nationality, and legal document number of the individual representing an institutional shareholder; number of shares of each class and voting rights of the shareholder;

d) Matters on which opinions are sought for the adoption of resolutions;

đ) Voting options including approval, disapproval, and abstention for each matter subject to consultation;

e) Deadline for returning the completed written opinion form to the Company;

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

**4.** Shareholders may submit completed written opinion forms to the Company by post, fax, or email in accordance with the following provisions:

- a) In case of submission by post, the completed written opinion form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of an institutional shareholder. The opinion form sent to the Company must be placed in a sealed envelope, and no person shall be permitted to open it prior to the vote counting;
- b) In case of submission by fax or email, the opinion form sent to the Company must be kept confidential until the time of vote counting;
- c) Written opinion forms submitted to the Company after the deadline specified in the opinion form, or opened in the case of postal submission, or disclosed in the case of fax or email submission, shall be invalid. Written opinion forms not returned to the Company shall be deemed as non-participation in voting.

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

- a) Name, head office address, and enterprise registration number of the Company;
- b) Purpose and matters subject to shareholder consultation for the adoption of the resolution;
- c) Number of shareholders and total voting rights participating in the voting, distinguishing between valid and invalid votes, and the method of submission of voting ballots, together with an appendix listing the participating shareholders;
- d) Total number of votes for approval, disapproval, and abstention for each matter;
- d) Matters that have been approved and the corresponding approval voting ratios;
- e) Full name and signature of the Chairperson of the Board of Directors, the vote counter, and the vote supervisor.

Members of the Board of Directors, vote counters, and vote supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes, and shall jointly bear responsibility for any damages arising from resolutions adopted based on inaccurate or untruthful vote counting.

**6.** The vote counting minutes and the resolution shall be sent to shareholders within 15 days from the date of completion of vote counting. The sending of the vote counting minutes and the resolution may be replaced by publication on the Company's website within 24 hours from the time of completion of vote counting.

**7.** Completed written opinion forms, vote counting minutes, adopted resolutions, and all relevant documents attached to the written opinion forms must be archived and retained at the Company's head office.

8. A resolution adopted through the form of obtaining written opinions from shareholders shall be valid if it is approved by shareholders representing more than 50% of the total voting rights of all shareholders entitled to vote, and shall have the same validity as a resolution adopted at a General Meeting of Shareholders.

### **Article 31. Resolutions and Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes shall be made in Vietnamese and may also be prepared in a foreign language. The minutes shall contain the following principal contents:

- a) Name, head office address, and enterprise registration number of the Company;
  - b) Time and venue of the General Meeting of Shareholders;
  - c) Meeting agenda and contents of the meeting;
  - d) Full names of the Chairperson and the Secretary;
  - đ) Summary of the proceedings of the meeting and opinions expressed at the General Meeting of Shareholders on each matter in the agenda;
  - e) Number of shareholders and total voting rights of attending shareholders, together with an appendix listing registered shareholders and shareholder representatives attending the meeting, including corresponding number of shares and voting rights;
  - g) Total number of votes for each voting matter, clearly indicating the voting method, total number of valid and invalid votes, votes in favor, votes against, and abstentions; and the corresponding percentage in relation to the total voting rights of attending shareholders.
  - h) Matters approved at the meeting and the corresponding voting ratios in favor thereof;
  - i) Full names and signatures of the Chairperson and the Secretary. In the event that the Chairperson and/or the Secretary refuse(s) to sign the minutes of the meeting, such minutes shall nevertheless remain valid and effective if signed by all other members of the Board of Directors attending the meeting and containing all contents as prescribed in this Clause. The minutes must clearly state the refusal of the Chairperson and/or the Secretary to sign the minutes.
2. The minutes of the General Meeting of Shareholders must be completed and adopted prior to the closing of the meeting. The Chairperson and the Secretary of the meeting, or any other person signing the minutes, shall be jointly liable for the truthfulness and accuracy of the contents thereof.
3. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In the event of any discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.
4. Resolutions and minutes of the General Meeting of Shareholders, appendices containing the list of shareholders attending the meeting together with shareholders' signatures, powers of attorney for attendance at the meeting, all documents attached to the minutes (if any), and relevant documents

enclosed with the notice of invitation to the meeting must be disclosed in accordance with the laws on information disclosure in the securities market and shall be retained at the Company's head office.

#### Article 32. Request for Annulment of Resolutions of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders, or the vote-counting minutes in respect of a written shareholders' resolution, a shareholder or group of shareholders as prescribed in Clause 2, Article 18 of this Charter shall have the right to request the Court or an Arbitral Tribunal to review and annul such resolution or part thereof in the following cases:

1. The order and procedures for convening the meeting and adopting resolutions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except for the case specified in Clause 6, Article 29 of this Charter.
2. The contents of the resolution violate the law or this Charter. In the event that a resolution of the General Meeting of Shareholders is annulled pursuant to a decision of the Court or an Arbitral Tribunal, the person convening the General Meeting of Shareholders at which such annulled resolution was adopted may consider reconvening the General Meeting of Shareholders within thirty (30) days in accordance with the order and procedures prescribed by the Law on Enterprises and this Charter.

### **SECTION 3**

#### **BOARD OF DIRECTORS**

#### Article 33. Nomination and Candidacy for Members of the Board of Directors

1. Where candidates for membership of the Board of Directors have been identified, the Company must disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review the candidates before voting. Candidates for the Board of Directors must provide a written commitment as to the truthfulness and accuracy of the personal information disclosed and undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed shall include:

- a) Full name, date of birth;
- b) Educational and professional qualifications;
- c) Employment and working history;
- d) Other managerial positions held (including membership positions on the Board of Directors of other companies);
- dd) Interests related to the Company and related parties of the Company;
- e) Other information (if any) as prescribed by the Company's Charter;

g) A public company shall be responsible for disclosing information regarding companies in which the candidate currently holds the position of member of the Board of Directors, other managerial positions, and interests related to such companies of the candidate for the Board of Directors (if any).

2. A shareholder or group of shareholders holding from ten percent (10%) to less than twenty percent (20%) of the total voting shares shall be entitled to nominate one (01) candidate; from twenty percent (20%) to less than forty percent (40%) shall be entitled to nominate up to three (03) candidates; from forty percent (40%) to less than seventy percent (70%) shall be entitled to nominate up to four (04) candidates; and from seventy percent (70%) or more shall be entitled to nominate the full number of candidates.

3. In the event that the number of candidates for the Board of Directors nominated and self-nominated remains insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate additional candidates or organize the nomination process in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. Any additional candidates nominated by the incumbent Board of Directors must be clearly disclosed prior to the General Meeting of Shareholders conducting the vote for election of members of the Board of Directors in accordance with applicable laws.

4. Members of the Board of Directors must satisfy the criteria and conditions prescribed in Article 35 of this Charter.

#### **Article 34. Composition and Term of Office of Members of the Board of Directors**

1. The Board of Directors shall consist of three (03) members.

2. The term of office of the Board of Directors shall be five (05) years. The term of office of a member of the Board of Directors shall not exceed five (05) years and members may be re-elected for an unlimited number of terms. The term of office of each member of the Board of Directors shall correspond to the term of office of the Board of Directors.

3. In the event that all members of the Board of Directors simultaneously expire their terms of office, such members shall continue to act as members of the Board of Directors until new members are elected to replace them and assume their duties.

4. The composition of the Board of Directors of the Company must ensure that at least one-third (1/3) of the total number of members of the Board of Directors are non-executive members.

5. A member of the Board of Directors shall cease to hold office as a member of the Board of Directors if he/she is dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 36 of this Charter.

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

#### **Article 35. Criteria and Conditions for Members of the Board of Directors**

1. A member of the Board of Directors must satisfy the following criteria and conditions:



- a) Not falling within the cases specified in Clause 2, Article 17 of the Law on Enterprises;
- b) Possessing professional qualifications and experience in business administration or in the business lines and sectors of the Company, and not necessarily being a shareholder of the Company;
- c) A member of the Board of Directors may concurrently serve as a member of the board of directors of another company;
- d) Not being a family member of the General Director and other managers of the Company; or of managers or persons having authority to appoint managers of the parent company.

2. An independent member of the Board of Directors must satisfy the following criteria and conditions:

- a) Not currently working for the Company, its parent company, or any subsidiary of the Company; and not having worked for the Company, its parent company, or any subsidiary of the Company for at least three (03) consecutive years immediately preceding the appointment;
- b) He/She is not a person currently receiving salary or remuneration from the Company, except for allowances and benefits to which members of the Board of Directors are entitled in accordance with applicable regulations;
- c) He/She is not a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, sibling is a major shareholder of the Company, or a manager of the Company or any subsidiary of the Company;
- d) He/She does not directly or indirectly own at least one percent (1%) of the total voting shares of the Company;
- đ) He/She has not served as a member of the Board of Directors or the Supervisory Board of the Company for at least five (05) consecutive years immediately preceding such appointment, except where he/she has been continuously appointed for two (02) consecutive terms.

3. An independent member of the Board of Directors shall notify the Board of Directors upon no longer satisfying the conditions prescribed in Clause 2 of this Article and shall automatically cease to be an independent member of the Board of Directors from the date on which such standards and conditions are no longer satisfied. The Board of Directors shall notify the nearest General Meeting of Shareholders of any case where an independent member of the Board of Directors no longer satisfies the prescribed standards and conditions, or shall convene a General Meeting of Shareholders for the election of an additional or replacement independent member of the Board of Directors within six (06) months from the date of receipt of the relevant notification from such independent member of the Board of Directors.

### **Article 36. Removal, dismissal, replacement and supplementation of members of the Board of Directors**

- 1. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:
  - a) The member no longer satisfies the standards and conditions prescribed in Article 35 of these Charter;
  - b) The member submits a resignation letter and such resignation is accepted.

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

- a) The member fails to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
- b) The member is no longer an authorized representative of an institutional shareholder in accordance with the decision of such institution;
- c) The member acts as an authorized representative of an institutional shareholder, but such institution is no longer a shareholder of the Company.

3. Where deemed necessary, the General Meeting of Shareholders may decide to replace members of the Board of Directors; and to remove or dismiss members of the Board of Directors in cases other than those specified in Clauses 1 and 2 of this Article.

4. The Board of Directors shall convene a General Meeting of Shareholders for the election of 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 (1/3) compared to the number prescribed in the Company's Charter. In such case, the Board of Directors shall convene a General Meeting of Shareholders within sixty (60) days from the date on which the number of members is reduced by more than one-third (1/3);
- b) The number of non-executive members of the Board of Directors is reduced and no longer ensures the required ratio in accordance with Clause 4, Article 34 of these Charter;
- c) Except for the cases specified 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 removed or dismissed at the nearest meeting.

### **Article 37. Powers and Duties of the Board of Directors**

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

2. The Board of Directors shall have the following powers and duties:

- a) To decide on the Company's development strategy, medium-term development plan, and annual business plan;
- b) To propose the types of shares and the total number of shares of each type that are permitted to be offered for sale;
- c) To decide on the sale of unsold shares within the number of shares of each type permitted to be offered for sale; and to decide on the raising of additional capital in other forms;
- d) To determine the offering price of the Company's shares and bonds;
- đ) To decide on the repurchase of shares in accordance with Clauses 1 and 2 of Article 11 of these Charter.

- e) To decide on investment plans and investment projects with a value of less than thirty-five percent (35%) of the total asset value recorded in the most recent financial statements of the Company and within the limits prescribed by law, including investment projects included in or arising outside the annual business plan and investment plan approved by the General Meeting of Shareholders; with respect to projects arising outside such plans, the Board of Directors shall report the same to the General Meeting of Shareholders at the nearest annual General Meeting of Shareholders;
- g) To decide on solutions for market development, marketing, and technology;
- h) To decide on any changes to the form and contents of the Company's logo;
- i) To decide on the liquidation or sale of assets with a value of less than thirty-five percent (35%) of the total asset value recorded in the most recent financial statements of the Company;
- k) To approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions having a value equal to or exceeding thirty-five percent (35%) of the total asset value recorded in the most recent financial statements of the Company, and contracts and transactions falling within the decision-making authority of the General Meeting of Shareholders in accordance with Point d, Clause 1, Article 23 and Clause 4, Article 57 of these Charter;
- l) To elect, remove, or dismiss the Chairman of the Board of Directors; to appoint, remove, execute employment contracts with, and terminate employment contracts of the General Director, Deputy General Directors, and Chief Accountant; and to decide on salaries, remuneration, bonuses, and other benefits of such managers;
- m) To appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies; to decide on the remuneration and other benefits of such representatives; and to nominate candidates for election to the Board of Directors or the Supervisory Board, or recommend the appointment of controllers in other enterprises;
- n) To delegate or authorize the General Director to make decisions on investment plans and investment projects; plans for liquidation or sale of fixed assets; lease or rental of fixed assets; borrowing and lending; the Company's internal regulations; and other matters falling within the decision-making authority of the Board of Directors;
- o) To supervise and direct the General Director and other managers in the conduct of the Company's daily business operations;
- p) To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, and representative offices, and on capital contributions to or acquisition of shares in other enterprises; and to decide on outbound investments of the Company;
- q) To approve the agenda and contents of documents serving meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or collect written opinions for the General Meeting of Shareholders to adopt resolutions;
- r) To submit the audited annual financial statements to the General Meeting of Shareholders;

- s) To propose the dividend rate; to decide on the time limit and procedures for dividend payment or the handling of losses incurred during the course of business operations;
- t) To propose the reorganization or dissolution of the Company; and to request the bankruptcy of the Company;
- u) To promulgate the Regulation on the Operation of the Board of Directors and the Internal Corporate Governance Regulation following approval by the General Meeting of Shareholders; and to promulgate the Company's Information Disclosure Regulation;
- v) To decide on guarantees for loans obtained from credit institutions by companies wholly owned by OSTC, provided that the aggregate value of such guarantees does not exceed the actual amount of capital contributed by OSTC at the time the guarantee is granted; the Board of Directors shall decide on guarantees having a value of less than thirty-five percent (35%) of the total asset value recorded in OSTC's most recent financial statements;
- w) To report to the General Meeting of Shareholders at the nearest annual General Meeting of Shareholders on matters approved under previous resolutions of the General Meeting of Shareholders which have not yet been implemented. Where there is any change to matters falling within the authority of the General Meeting of Shareholders, the Board of Directors must submit such matters to the nearest General Meeting of Shareholders for approval prior to implementation;
- x) Other rights and obligations as prescribed by law.

3. The Board of Directors shall report to the General Meeting of Shareholders on the operational results of the Board of Directors at the annual General Meeting of Shareholders, including the following matters:

- a) Remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors in accordance with Clause 3, Article 38 of these Charter;
- b) A summary of meetings of the Board of Directors and the resolutions and decisions adopted by the Board of Directors.
- c) A report on transactions between the Company, its subsidiaries, and companies in which the Company holds more than fifty percent (50%) of the charter capital or controlling interest, on the one hand, and members of the Board of Directors and their related persons, on the other hand; and transactions between the Company and companies in which members of the Board of Directors have acted as founding shareholders or enterprise managers within the three (03) years immediately preceding the transaction date;
- d) Activities of other subcommittees under the Board of Directors (if any);
- e) Results of the supervision of the General Director;
- f) Results of the supervision of other executives;
- g) Future plans.

### **Article 38. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors**

1. The Company shall be entitled to pay remuneration and bonuses to members of the Board of Directors based on business performance and operational efficiency.
2. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days reasonably required for the performance of the duties of each member of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration payable to each member on the basis of unanimity. The aggregate remuneration and bonuses payable to the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors shall be recorded as a business expense of the Company in accordance with the laws on corporate income tax, separately presented in the annual financial statements of the Company, and reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions, or members serving on committees of the Board of Directors or performing duties beyond the ordinary scope of responsibilities of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum fee for each assignment, salary, commission, percentage of profits, or in other forms as decided by the Board of Directors.
5. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, meal expenses, and other reasonable costs incurred in the performance of their duties as members of the Board of Directors, including expenses arising from attendance at meetings of the General Meeting of Shareholders, the Board of Directors, or committees of the Board of Directors.
6. Members of the Board of Directors may be covered by directors' and officers' liability insurance purchased by the Company, subject to approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities of members of the Board of Directors arising from violations of law or the Company's Charter.

### **Article 39. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected, removed, or dismissed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors shall have the following rights and obligations:
  - a) To formulate the programs and operational plans of the Board of Directors;
  - b) To prepare agendas, contents, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;
  - c) To organize the adoption of resolutions and decisions of the Board of Directors;

- d) To supervise the implementation of resolutions and decisions of the Board of Directors;
- đ) To chair meetings of the General Meeting of Shareholders;
- e) To exercise other rights and perform other obligations as prescribed by the Law on Enterprises.

4. In the event that the Chairman of the Board of Directors submits a resignation letter or is removed or dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation letter or the date of such removal or dismissal.

5. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, the Chairman must authorize in writing another member of the Board of Directors to exercise the rights and perform the obligations of the Chairman of the Board of Directors.

In the absence of such authorization, or where the Chairman of the Board of Directors dies, is declared missing, is held in temporary detention, is serving an imprisonment sentence, is subject to an administrative handling measure at a compulsory drug rehabilitation establishment or compulsory educational institution, absconds from his/her place of residence, has limited or lost legal capacity, experiences difficulties in cognition or behavior control, or is prohibited by a Court from holding certain positions, practicing certain professions, or performing certain work, the remaining members of the Board of Directors shall elect one among themselves to act as Chairman of the Board of Directors based on the approval of a majority of the remaining members, until a new decision is made by the Board of Directors.

#### **Article 40. Meetings 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 seven (07) working days from the date of completion of the election of such Board of Directors. Such meeting shall be convened and chaired by the member receiving the highest number of votes or the highest voting percentage. In the event that more than one member receives the same highest number of votes or equal highest voting percentage, the members shall elect, based on the principle of majority approval, one among them to convene the meeting of the Board of Directors.

2. The Board of Directors shall convene at least once every quarter and may hold extraordinary meetings when necessary. In the event that 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.

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

- a) Upon request of the Board of Supervisors;
- b) Upon request of the General Director or at least five (05) other managers;
- c) Upon request of at least two (02) members of the Board of Directors.

4. Any request as prescribed in Clause 3 of this Article must be made in writing and shall specify the purpose of the meeting, matters to be discussed, and decisions falling within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of a request prescribed in Clause 3 of this Article. In the event that the Chairman fails to convene such meeting as requested, the Chairman shall be liable for any damages incurred by the Company; and the requesting person(s) shall have the right to convene the meeting of the Board of Directors in place of the Chairman.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the notice of meeting invitation no later than three (03) working days prior to the meeting date. A member of the Board of Directors may waive the notice requirement in writing, and such waiver may be amended or revoked in writing by such member. The notice of meeting invitation must specify the time and venue of the meeting, agenda, matters to be discussed and resolved. The notice of meeting invitation must be accompanied by documents to be used at the meeting and voting ballots of the members.

The notice of meeting invitation of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods as provided in this Charter, provided that such notice is delivered to the registered contact address of each member of the Board of Directors kept by the Company.

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

8. Meetings of the Board of Directors shall be held at the head office of the Company or at another location in Vietnam or overseas as decided by the Chairman of the Board of Directors and approved by the Board of Directors.

9. The Chairman of the Board of Directors or the person convening the meeting shall send the notice of meeting invitation and accompanying documents to the members of the Board of Supervisors in the same manner as those sent to members of the Board of Directors.

Members of the Board of Supervisors shall have the right to attend meetings of the Board of Directors and to participate in discussions, but shall not have voting rights.

10. A meeting of the Board of Directors shall be conducted when at least three-fourths (3/4) of the total number of members are present. In the event that a meeting convened in accordance with this Clause does not satisfy the required quorum, a second meeting shall be convened within seven (07) days from the intended date of the first meeting. In such case, the meeting shall be conducted if more than one-half of the members of the Board of Directors attend the meeting.

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

a) Attending and voting directly at the meeting;

- b) Authorizing another person to attend and vote at the meeting on his/her behalf;
- c) Attending and voting through online conference, electronic voting, or other electronic means;
- d) Sending voting ballots to the meeting by post, fax, email, or other means.

12. In the event that voting ballots are sent to the meeting by post, such ballots must be enclosed in sealed envelopes and delivered to the Chairman of the Board of Directors no later than one (01) hour prior to the opening of the meeting. Voting ballots shall only be opened in the presence of all attendees at the meeting.

13. Members must attend all meetings of the Board of Directors in full. A member may authorize another person to attend and vote at the meeting, subject to approval by a majority of the members of the Board of Directors.

14. Meetings of the Board of Directors may be conducted in the form of an online conference among members of the Board of Directors when all or some members are located in different places, provided that each participating member is able to:

- a) Hear each other member of the Board of Directors participating in the meeting speak;
- b) Speak simultaneously with all other participating members. Discussions among members may be conducted directly by telephone or through other communication means, or by a combination of such methods. Members of the Board of Directors participating in such meeting shall be deemed to be “present” at the meeting. The location of a meeting conducted in accordance with this Clause shall be the place where the largest number of members of the Board of Directors are present, or the place where the chairperson of the meeting is present.

Resolutions and decisions adopted at a meeting conducted by telephone or other electronic means in a lawful manner shall take effect immediately upon the conclusion of the meeting, provided that they are subsequently confirmed by the signatures of all members of the Board of Directors attending such meeting in the minutes thereof.

15. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the attending members; in the event of an equal number of votes, the final decision shall rest with the side supported by the Chairman of the Board of Directors.

#### **Article 41. Minutes of Meetings of the Board of Directors**

1. All meetings of the Board of Directors must be recorded in minutes and may also be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may additionally be prepared in English, containing the following principal contents:

- a) Name, address of the head office, and enterprise registration number of the Company;
- b) Time and venue of the meeting;
- c) Purpose, agenda, and contents of the meeting;



- d) Full names of each attending member or authorized representative attending the meeting; full names of members absent from the meeting and reasons for absence;
- e) Matters discussed and voted on at the meeting;
- f) Summary of opinions expressed by each attending member in chronological order of the meeting proceedings;
- g) Voting results, clearly stating members voting in favor, against, and abstaining or expressing no opinion;
- h) Matters adopted and the corresponding approval voting ratios;
- i) Full names and signatures of the chairperson, attending members of the Board of Directors, and the minute-taker, except for the case prescribed in Clause 2 of this Article.

2. In the event that the chairperson of the meeting and/or the person taking the minutes refuse to sign the meeting minutes, but all other attending members of the Board of Directors sign the minutes and the minutes fully contain the contents specified in Points a, b, c, d, e, f, g, and h of Clause 1 of this Article, such minutes shall remain valid. The minutes must clearly state the refusal of the chairperson and/or the minute-taker to sign the minutes. The persons signing the minutes shall be jointly responsible for the accuracy and truthfulness of the contents of the Board of Directors' meeting minutes. The chairperson and the minute-taker shall bear personal liability for any damage caused to the Company due to the refusal to sign the minutes in accordance with the Law on Enterprises, the OSTC Charter, and relevant laws.

3. The chairperson, the minute-taker, and the signatories to the minutes shall be responsible for the truthfulness and accuracy of the contents of the Board of Directors' meeting minutes.

4. Minutes of meetings of the Board of Directors and documents used at the meetings must be stored at the Company's head office.

5. Minutes prepared in Vietnamese and English shall have equal legal validity. In the event of any discrepancy between the Vietnamese and English versions, 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 all members. Such minutes shall serve as conclusive evidence of the matters conducted at the meeting, unless objections to the contents of the minutes are raised within ten (10) days from the date of dispatch. The minutes must bear the signatures of the chairperson and the minute-taker, except as provided in Clause 2 of this Article.

#### **Article 42. Right to Access Information of Members of the Board of Directors**

1. Members of the Board of Directors shall have the right to request the executive officers of the Company to provide information and documents relating to the financial status and business operations of the Company and its subsidiaries and/or affiliated units within the Company.

2. The requested executive officers of the Company shall be obliged to provide such information and documents in a timely, complete, and accurate manner in accordance with the requests of the members of the Board of Directors.

#### **Article 43. Committees under the Board of Directors**

1. The Board of Directors may establish subordinate committees to be responsible for policy development, personnel, remuneration, internal audit, and risk management. The number of members of each committee shall be determined by the Board of Directors, with a minimum of three (03) members, including members of the Board of Directors and external members. Independent members of the Board of Directors and/or non-executive members of the Board of Directors should constitute a majority of the committee, and one of such members shall be appointed as the Committee Chair in accordance with a resolution of the Board of Directors. The operation of each committee shall comply with the regulations issued by the Board of Directors. A committee resolution shall only be valid if it is approved by a majority of attending and voting members at the committee meeting.

2. The implementation of decisions of the Board of Directors or its subordinate committees must comply with applicable laws, the Company's Charter, and the Company's Internal Regulations on Corporate Governance.

#### **Article 44. Corporate Governance Officer**

1. The Board of Directors of the Company shall appoint at least one (01) Corporate Governance Officer to assist in corporate governance matters within the Company. The Corporate Governance Officer may concurrently act as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The Corporate Governance Officer shall not concurrently work for an approved audit organization that is currently auditing the Company's financial statements.

3. The Corporate Governance Officer shall have the following rights and obligations:

a) To advise the Board of Directors on the organization of General Meetings of Shareholders in accordance with regulations and on matters relating to the relationship between the Company and its shareholders;

b) To prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;

c) To provide advice on meeting procedures;

d) To attend meetings;

dd) To advise on procedures for drafting resolutions of the Board of Directors in accordance with applicable laws;

e) To provide financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and the Board of Supervisors;

g) To monitor and report to the Board of Directors on the Company's information disclosure activities;

h) To act as a focal point of contact with relevant stakeholders;

i) To maintain confidentiality of information in accordance with applicable laws and the Company's Charter;

k) To perform other rights and obligations as prescribed by law.

## **SECTION 4:**

### **GENERAL DIRECTOR AND OTHER EXECUTIVE MANAGEMENT PERSONNEL**

#### **Article 45. Management Structure**

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and subject to its supervision and direction in the Company's day-to-day business operations. The Company shall have a General Director, Deputy General Directors, one (01) Chief Accountant, and other managerial positions appointed by the Board of Directors. The appointment, removal, and dismissal of the aforementioned positions must be approved by a resolution or decision of the Board of Directors.

#### **Article 46. Executive Management of the Company**

1. The executive management of the Company includes the General Director, Deputy General Directors, and the Chief Accountant.
2. At the proposal of the General Director and subject to approval by the Board of Directors, the Company may recruit other executive managers in such number and with such qualifications as appropriate to the Company's organizational structure and management regulations as prescribed by the Board of Directors. Executive managers shall be responsible for assisting the Company in achieving its operational and organizational objectives.
3. The General Director shall be entitled to salary and bonus. The salary and bonus of the General Director shall be determined by the Board of Directors based on the remuneration fund for management personnel approved annually by the General Meeting of Shareholders.
4. The remuneration of executive managers shall be included in the Company's business expenses in accordance with the provisions of corporate income tax law, 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 its annual meeting.

#### **Article 47. Appointment, Removal, Duties and Powers of the General Director**

1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person to act as the General Director.
2. The General Director shall be the person responsible for the day-to-day business operations of the Company in accordance with delegation, authorization, requirements, directions, and assignments of the Board of Directors; shall be accountable and subject to inspection and supervision by the Board of Directors and the Board of Supervisors; and shall be responsible to the Board of Directors and the law for the performance of assigned rights and obligations.
3. The term of office of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The General Director must satisfy the standards and conditions set forth in Article 48 of this Charter.

4. The General Director shall have the following rights and obligations:

- a) To decide on matters relating to the Company's day-to-day business operations that do not fall within the authority of the Board of Directors;
- b) To organize the implementation of resolutions and decisions of the Board of Directors;
- c) To organize the implementation of the Company's business plan and investment plan;
- d) To propose organizational structure plans and internal management regulations of the Company;
- đ) To appoint, remove, dismiss, terminate contracts, reward, discipline, and determine salary levels and other benefits for managerial positions within the Company, except for positions under the authority of the Board of Directors.
- e) To decide on salaries and other benefits for employees of the Company, including managerial personnel under the appointment authority of the General Director;
- g) To submit annual labor utilization plans to the Board of Directors for approval;
- h) To recruit employees;
- i) To propose plans for dividend distribution or handling business losses;
- k) To propose to the Board of Directors the appointment, removal, dismissal, conclusion or termination of contracts, reward, discipline, and determination of salaries for Deputy General Directors and the Chief Accountant of the Company;
- l) To propose to the Board of Directors the decision on appointing authorized representatives to participate in Members' Councils or General Meetings of Shareholders in companies in which the Company holds capital contribution; and to determine the remuneration and other benefits of such representatives;
- n) To determine the number and categories of managerial personnel required by the Company (except for Deputy General Directors, Chief Accountant, or other managerial positions under the authority of the Board of Directors), to appoint or dismiss such managerial personnel to ensure optimal management operations, and to decide their salaries, remuneration, benefits, and other terms of their labor contracts;
- m) To determine the number of employees, their salaries, allowances, benefits, appointments, dismissals, and other terms related to their labor contracts;
- o) To issue internal regulations and management rules of the Company in accordance with the decentralization or authorization of the Board of Directors.
- p) To propose measures to improve the Company's operations and management;
- q) By November 30 each year, the General Director shall submit to the Board of Directors for approval the detailed business plan for the following fiscal year, based on compliance with appropriate budgetary requirements as well as the five (05)-year financial plan;

r) To prepare long-term, annual, and quarterly budget estimates of the Company (hereinafter referred to as “budgets”) for the purpose of long-term, annual, and quarterly management of the Company in accordance with the business plan. The annual budget (including the projected balance sheet, income statement, and cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and shall include information as prescribed in the Company’s internal regulations;

s) In the event that the Company is unable to fully pay due debts and other financial obligations when they fall due, the General Director shall:

- Report to the Board of Directors;
- Take measures to address financial difficulties and notify all creditors of the Company’s financial situation;

t) Not to abuse his/her position and authority or use the Company’s assets for personal gain or for the benefit of other organizations or individuals; not to lend the Company’s assets to others; and not to disclose the Company’s confidential information during the term of office as General Director and for a period of three (03) years after ceasing to act as General Director, except with the approval of the incumbent Board of Directors or as otherwise provided by law.

u) To perform all other activities in accordance with this Charter, the Company’s internal regulations, resolutions of the Board of Directors, the General Director’s employment contract, and applicable laws.

v) To exercise other rights and perform other obligations as prescribed by law, the Company’s Charter, and resolutions or decisions of the Board of Directors.

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

6. The General Director shall manage the Company’s day-to-day business operations in strict compliance with applicable laws, this Charter, the employment contract signed with the Company, and resolutions or decisions of the Board of Directors. In the event that the General Director manages operations in contravention of this Clause and thereby causes damage to the Company, the General Director shall be legally liable and shall compensate the Company for such damage.

7. The Board of Directors may dismiss the General Director if a majority of the attending members of the Board of Directors with voting rights approve such dismissal and appoint a new General Director to replace him/her. During the period of completing the appointment procedures for a new General Director, the Board of Directors shall decide to assign a corporate manager or another executive to exercise the rights and obligations of the General Director and the legal representative of the Company.

#### **Article 48. Standards and Conditions for the General Director**

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

a) Not fall under the categories prescribed in Clause 2, Article 17 of the Law on Enterprises;

b) Not be a person with a family relationship with the Company's managers, members of the Board of Supervisors of the Company or its parent company; state capital representatives; or representatives of enterprise capital contributions at the Company or its parent company;

c) Possess professional qualifications and experience in corporate management relevant to the Company's business operations.

2. The General Director shall automatically lose eligibility and be replaced in the following cases:

a) Loss of civil act capacity or death;

b) Violation of legal provisions regarding cases in which a person is not permitted to hold the position.

c) When being subject to a court decision on deportation from the territory of Vietnam;

d) When the Company's Enterprise Registration Certificate is revoked.

3. The General Director shall be removed or dismissed in any of the following cases:

a) Being subject to restricted civil act capacity or having difficulties in perception or behavior control;

b) Failing to satisfy the standards and conditions prescribed in Clause 1 of this Article;

c) Submitting a resignation request (clearly stating the reasons for resignation) to the Board of Directors and the Board of Supervisors of the Company at least forty-five (45) days prior to ceasing to perform his/her duties and powers;

d) Upon a decision of the Board of Directors;

e) Other cases as prescribed by applicable laws

## **SECTION 5:**

### **BOARD OF SUPERVISORS**

#### **Article 49. Nomination and Candidacy for Members of the Board of Supervisors**

1. In the event that candidates for the Board of Supervisors have been identified in advance, the Company must disclose relevant information about such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review such candidates before voting. Candidates for membership of the Board of Supervisors must provide a written undertaking regarding the truthfulness and accuracy of their disclosed personal information and must commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Supervisors. Information relating to candidates for the Board of Supervisors shall include at least the following minimum contents:

a) Full name, date, month and year of birth;

b) Professional qualifications;

- c) Working history;
  - d) Other managerial positions (including positions in the Board of Directors and/or Board of Supervisors of other companies);
  - e) Interests related to the Company and its related parties;
2. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares shall be entitled to nominate one (01) candidate; holding from 20% to less than 50% shall be entitled to nominate up to two (02) candidates; and holding 50% or more of the total ordinary shares shall be entitled to nominate up to three (03) candidates.

3. In the event that the number of candidates for the Board of Supervisors nominated or self-nominated is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize the nomination process in accordance with the Company's Internal Regulations on Corporate Governance and the Regulations on the Operation of the Board of Supervisors. Any additional nomination by the incumbent Board of Supervisors must be clearly disclosed prior to the General Meeting of Shareholders voting on the election of members of the Board of Supervisors in accordance with applicable law.

#### **Article 50. Composition of the Board of Supervisors**

1. The Board of Supervisors of the Company shall consist of three (03) members. The term of office of members of the Board of Supervisors shall not exceed five (05) years and they may be re-elected for an unlimited number of terms.
2. Members of the Board of Supervisors must satisfy the following standards and conditions:
- a) Not fall under the categories prescribed in Clause 2, Article 17 of the Law on Enterprises;
  - b) Be trained in one of the following fields: economics, finance, accounting, auditing, law, business administration, or other disciplines relevant to the Company's business operations;
  - c) Not be a person with a family relationship with members of the Board of Directors, the General Director, or other managers of the Company;
  - d) Not be a manager of the Company; and not necessarily be a shareholder or employee of the Company;
  - d) Not be a person with a family relationship with managers of the parent company; or with representatives of capital contributions, or state capital representatives at the parent company and at the Company.
  - e) Not work in the accounting or finance department of the Company;
  - f) Not be a member or employee of an independent audit firm that has audited the Company's financial statements within the preceding three (03) consecutive years.
3. A member of the Board of Supervisors shall be removed from office in the following cases:

- a) No longer satisfying the standards and conditions for membership of the Board of Supervisors as prescribed in Clause 2 of this Article;
  - b) Submitting a resignation request and such resignation being accepted;
4. A member of the Board of Supervisors shall be dismissed in the following cases:
- a) Failure to complete assigned duties and tasks;
  - b) Failure to exercise his/her rights and perform obligations for six (06) consecutive months, except in force majeure circumstances;
  - c) Repeated violations or serious breach of obligations of a member of the Board of Supervisors in accordance with the Law on Enterprises and the Company's Charter;
  - d) Other cases as provided in resolutions of the General Meeting of Shareholders.
5. In the event that the term of office of members of the Board of Supervisors expires at the same time but new members have not yet been elected, the outgoing members shall continue to exercise their rights and perform their obligations until new members are elected and assume their duties.

#### **Article 51. Head of the Board of Supervisors**

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, removal, and dismissal shall be conducted in accordance with the principle of majority voting. More than one-half (1/2) of the members of the Board of Supervisors must reside in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or other disciplines relevant to the Company's business operations.
2. Rights and obligations of the Head of the Board of Supervisors:
- a) To convene meetings of the Board of Supervisors;
  - b) To request the Board of Directors, the General Director, and other executive officers to provide relevant information for reporting to the Board of Supervisors;
  - c) To prepare and sign reports of the Board of Supervisors, after consulting with the Board of Directors, for submission to the General Meeting of Shareholders.

#### **Article 52. Rights and Obligations of the Board of Supervisors**

The Board of Supervisors shall have the rights and obligations as prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

- 1. To supervise the Board of Directors and the General Director in the management and administration of the Company;



2. To examine the reasonableness, legality, truthfulness, and prudence in the management and administration of business operations; as well as the systematic consistency and appropriateness of accounting, statistical work, and financial reporting;
3. To appraise the completeness, legality, and truthfulness of the annual and semi-annual business reports and financial statements of the Company, the report assessing the management performance of the Board of Directors, and to submit appraisal reports at the annual General Meeting of Shareholders; to review contracts and transactions with related parties falling under the approval authority of the Board of Directors or the General Meeting of Shareholders, and to make recommendations on contracts and transactions requiring approval by the Board of Directors or the General Meeting of Shareholders;
4. To review, inspect, and evaluate the effectiveness and efficiency of the internal control system, internal audit, risk management, and early warning systems of the Company;
5. To examine accounting books, accounting records, and other documents of the Company, as well as the management and administration activities of the Company when deemed necessary or pursuant to resolutions of the General Meeting of Shareholders or requests of shareholders or shareholder groups as prescribed in Clause 2, Article 18 of this Charter;
6. Upon request of a shareholder or a group of shareholders as prescribed in Clause 3, Article 18 of this Charter, the Board of Supervisors shall conduct an inspection within seven (07) working days from the date of receipt of such request. Within fifteen (15) days from the completion of the inspection, the Board of Supervisors must submit a written report explaining the matters subject to inspection to the Board of Directors and to the requesting shareholder(s) or shareholder group. Such inspection shall not obstruct the normal operations of the Board of Directors or disrupt the Company's business administration activities.
7. To propose to the Board of Directors or the General Meeting of Shareholders measures for amendment, supplementation, and improvement of the organizational structure, supervision, and management of the Company's business operations;
8. Upon detecting that a member of the Board of Directors or the General Director has violated Article 55 of this Charter, the Board of Supervisors shall promptly notify the Board of Directors in writing, request the violator to cease the violation, and propose remedial measures for the consequences;
9. To attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the Company;
10. To use independent consultants and the Company's internal audit department to perform assigned tasks;
11. The Board of Supervisors may consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;
12. To propose and recommend to the General Meeting of Shareholders the approval of the list of approved audit firms to conduct the audit of the Company's financial statements; to decide on the selection of an approved audit firm to inspect the Company's operations, and to dismiss the appointed auditor when deemed necessary;
13. To be responsible to shareholders for its supervisory activities;
14. To supervise the financial condition of the Company and the compliance with laws by members of the Board of Directors, the General Director, and other managers;
15. To ensure coordination of activities with the Board of Directors, the General Director, and shareholders;

16. In the event of detecting violations of law or breaches of this Charter by members of the Board of Directors, the General Director, or other executives of the Company, the Board of Supervisors shall notify the Board of Directors in writing within forty-eight (48) hours, request the violator to cease such violations, and propose remedial measures for any resulting consequences;

17. To develop the Internal Regulations on the Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval;

18. To have the right to access Company files and documents stored at the head office, branches, and other locations; and to access workplaces of managers and employees of the Company during working hours.

19. To 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 relating to the management, administration, and business operations of the Company.

20. The report of the Board of Supervisors presented at the Annual General Meeting of Shareholders regarding 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 Board of Supervisors and its members must include the following contents:

a) Remuneration, operating expenses, and other benefits of the Board of Supervisors and each of its members in accordance with Article 54 of this Charter;

b) Summary of meetings of the Board of Supervisors and its conclusions and recommendations;

c) Results of supervision of the Company's operational and financial condition;

d) Assessment of transactions between the Company, its subsidiaries, or companies controlled by the Company (holding more than 50% of charter capital) and members of the Board of Directors, the General Director, other managers of the Company, and their related persons; as well as transactions between the Company and companies in which members of the Board of Directors, the General Director, or other managers are founders or managers within the three (03) years preceding the transaction;

e) Results of supervision over the Board of Directors, the General Director, and other managers of the Company;

f) Evaluation of the coordination between the Board of Supervisors, the Board of Directors, the General Director, and shareholders.

21. To have the right to access information in accordance with Article 171 of the Law on Enterprises.

22. To exercise other rights and perform other obligations as prescribed by the Law on Enterprises, this Charter, and resolutions of the General Meeting of Shareholders.

### **Article 53. Meetings of the Board of Supervisors**

1. The Board of Supervisors shall meet at least two (02) times per year, and meetings shall be valid only when at least two-thirds (2/3) of its members are in attendance. Minutes of meetings of the Board

of Supervisors shall be prepared in a detailed and clear manner. The minute-taker and attending members of the Board of Supervisors shall sign the meeting minutes. Minutes of meetings of the Board of Supervisors must be retained for the purpose of determining the responsibilities of each member of the Board of Supervisors.

2. The Board of Supervisors shall have the right to request members of the Board of Directors, the General Director, and representatives of the approved audit organization to attend meetings and provide clarification on relevant issues when necessary.

#### **Article 54. Salary, Remuneration, Bonus, and Other Benefits of Members of the Board of Supervisors**

The salary, remuneration, bonus, and other benefits of members of the Board of Supervisors shall be implemented as follows:

1. Members of the Board of Supervisors shall receive salary, remuneration, bonuses, and other benefits in accordance with the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total amount of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses for accommodation, meals, travel, independent consultancy services, and other reasonably incurred expenses when participating in meetings of the Board of Supervisors or performing other activities of the Board of Supervisors. The total remuneration and expenses shall not exceed the annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. The salary and operating expenses of the Board of Supervisors shall be accounted for as business expenses of the Company in accordance with the laws on corporate income tax and other relevant legal provisions, and shall be presented as a separate item in the Company's annual financial statements.

### **SECTION 6:**

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

##### **Article 55. Responsibilities of Company Managers**

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

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

b) To perform the assigned rights and obligations in an honest, prudent, and best-efforts manner to ensure the maximum lawful interests of the Company;

c) To act in loyalty to the interests of the Company and its shareholders; not to abuse their position or authority, nor to use the Company's information, know-how, business opportunities, or other assets for personal gain or for the benefit of other organizations or individuals;

d) To promptly, fully, and accurately notify the Company of the matters prescribed in Clause 2, Article 58 of this Charter;

2. Members of the Board of Directors shall have the obligations set forth in this Charter and the following obligations:

a) To perform their duties honestly, prudently, and in the best interests of the shareholders and the Company;

b) To fully attend meetings of the Board of Directors and to provide opinions on matters submitted for discussion;

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

d) To report at the nearest Board of Directors meeting on transactions between the Company, its subsidiaries, or companies in which the Company holds more than 50% of charter capital, and members of the Board of Directors and their related persons; as well as transactions between the Company and companies in which a member of the Board of Directors is a founding member or a manager within the three (03) years preceding the transaction;

e) To comply with information disclosure requirements when conducting transactions involving the Company's shares.

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 personally or jointly liable to compensate for any lost benefits, return any unlawfully received benefits, and fully compensate for all damages caused to the Company and third parties.

#### **Article 56. Duty of Honesty and Avoidance of Conflicts of Interest**

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

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons shall only use information obtained by virtue of their position for the benefit of the Company.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers shall be obliged to notify the Board of Directors and the Board of Supervisors in writing of any transactions between the Company, its subsidiaries, or companies controlled by the public company (holding more than 50% of charter capital) and themselves or their related persons in accordance with applicable law. For such transactions approved by the General Meeting of

Shareholders or the Board of Directors, the Company must disclose information regarding such resolutions in accordance with securities law provisions on information disclosure.

4. A member of the Board of Directors shall not vote on any transaction that provides benefits to such member or his/her related persons in accordance with the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons shall not use or disclose to others any internal information 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 Board of Supervisors, the General Director, other executives, and organizations or individuals related to such persons shall not be invalidated in the following cases:

a) For transactions with a value less than or equal to thirty-five percent (35%) of the total asset value recorded in the most recent financial statements, where the material contents of the contract or transaction, as well as the relationships and interests of the relevant member of the Board of Directors, member of the Board of Supervisors, General Director, or other executive, have been reported to the Board of Directors and approved by a majority vote of the members of the Board of Directors who do not have related interests;

b) For transactions with a value exceeding thirty-five percent (35%) of the total asset value recorded in the most recent financial statements, or transactions resulting in the aggregate transaction value arising within twelve (12) months from the date of the first transaction reaching thirty-five percent (35%) or more of the total asset value recorded in the most recent financial statements, where the material contents of such transactions, as well as the relationships and interests of the relevant member of the Board of Directors, member of the Board of Supervisors, General Director, or other executive, have been disclosed to shareholders and approved by the General Meeting of Shareholders through votes of shareholders without related interests.

#### **Article 57. Transactions with Shareholders, Company Managers, and Their Related Persons**

1. The Company shall not provide loans or guarantees to shareholders who are individuals or to related persons of such individual shareholders.

2. The Company shall not provide loans or guarantees to shareholders that are organizations or to related persons of such organizational shareholders who are individuals.

3. The Company shall not provide loans or guarantees to related persons of organizational shareholders, except where the Company and such related organizations are companies operating within the same group of companies, including parent company–subsidiary relationships, and such transactions are approved by the General Meeting of Shareholders or the Board of Directors in accordance with this Charter and other applicable laws.

4. The Company may only enter into the following transactions upon approval by the General Meeting of Shareholders:

a) Granting loans or guarantees to members of the Board of Directors, members of the Board of Supervisors, the General Director who are not shareholders, and organizations or individuals related to such persons;

In the event of granting loans or guarantees to organizations related to members of the Board of Directors, members of the Board of Supervisors, or the General Director, where the Company and such organizations are companies operating within the same group of companies, including parent company–subsidiary relationships, such transactions shall be approved by the General Meeting of Shareholders or the Board of Directors in accordance with this Charter;

b) Transactions with a value of thirty-five percent (35%) or more of the total asset value recorded in the most recent financial statements, or transactions resulting in the aggregate transaction value arising within twelve (12) months from the date of the first transaction reaching thirty-five percent (35%) or more of the total asset value recorded in the most recent financial statements, between the Company and one of the following persons or entities:

- Members of the Board of Directors, members of the Board of Supervisors, the General Director, and their related persons;

- Shareholders and authorized representatives of shareholders holding more than ten percent (10%) of the total ordinary shares of the Company, and their related persons;

- Enterprises that members of the Board of Directors, members of the Board of Supervisors, or the General Director are required to declare in accordance with Clause 2, Article 58 of this Charter;

c) Loan agreements or transactions involving the sale of assets with a value exceeding ten percent (10%) of the total asset value recorded in the most recent financial statements between the Company and shareholders holding fifty-one percent (51%) or more of the total voting shares, or related persons of such shareholders;

d) Other contracts and transactions other than those specified in Clause 5 of this Article.

5. In the case of approval of contracts or transactions as prescribed in Clause 4 of this Article, the Company's representative signing such contract or transaction must notify the Board of Directors and the Board of Supervisors of the related persons involved in such contract or transaction and submit the draft contract or a notice containing the principal contents of the transaction. The Board of Directors shall submit the draft contract or transaction, or an explanation of the principal contents thereof, at the meeting of the General Meeting of Shareholders or seek shareholders' opinions in writing. In such case, shareholders having related interests in the parties to the contract or transaction shall not have voting rights; and the contract or transaction shall be approved in accordance with Clause 1, Article 29 and Clause 8, Article 30 of this Charter.

6. A contract or transaction shall be invalidated pursuant to a decision of the Court and handled in accordance with law if it is entered into in violation of the provisions of this Article. The person signing such contract or transaction, related shareholders, members of the Board of Directors, or the General Director shall be jointly liable for any damages incurred and shall return to the Company any benefits obtained from the performance of such contract or transaction.

7. The Company must disclose related-party contracts and transactions in accordance with applicable laws.

## **Article 58. Disclosure of Related Interests**

The disclosure of interests and related persons of the Company shall be carried out in accordance with the following provisions:

1. The Company must compile and update a list of related persons of the Company in accordance with Clause 46, Article 4 of the Law on Securities, together with their corresponding contracts and transactions with the Company.

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers of the Company must declare to the Company their related interests, including:

a) Name, enterprise registration number, address of the head office, business lines and sectors of enterprises in which they are owners or hold contributed capital or shares; and the ratio and timing of such ownership or shareholding;

b) Name, enterprise registration number, address of the head office, business lines and sectors of enterprises in which their related persons are owners, co-owners, or separately own contributed capital or shares representing more than ten percent (10%) of the charter capital;

3. The declarations prescribed in Clause 2 of this Article must be made within seven (07) working days from the date the related interests arise; any amendments or supplements thereto must be notified to the Company within seven (07) working days from the date of such amendment or supplementation;

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

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

b) The list of related persons and related interests shall be retained at the Company's head office; where necessary, part or all of such list may also be retained at the Company's branches;

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

d) The Company must facilitate the persons specified in Point c of this Clause to access, review, extract, and copy the list of related persons and related interests in the most prompt and convenient manner, and shall not obstruct or cause difficulties in the exercise of such rights. The order and procedures for reviewing, extracting, and copying declarations of related persons and related interests shall be implemented in accordance with the Company's regulations;

5. Any member of the Board of Directors or the General Director acting in his/her own name or in the name of another person to perform work in any form within the business scope of the Company must disclose the nature and contents of such work to the Board of Directors and the Board of Supervisors

and may only proceed upon approval by a majority of the remaining members of the Board of Directors. If such work is performed without disclosure or without approval of the Board of Directors, all income derived from such activities shall belong to the Company.

#### **Article 59. Liability for Damages and Indemnification**

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives who breach their obligations and duties of honesty and prudence, or fail to properly perform their obligations, shall be liable for damages caused by their violations.

2. The Company shall indemnify persons who have been, are, or may become involved parties in complaints, lawsuits, or prosecutions (including civil and administrative cases and cases in which the Company is not the plaintiff), provided that such persons have been or are members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, employees, or authorized representatives of the Company performing duties under authorization of the Company, and have acted honestly, prudently, in the interests of the Company, in compliance with law, and there is no evidence proving that such persons have breached their responsibilities.

3. In performing their functions, duties, or tasks under authorization of the Company, members of the Board of Directors, members of the Board of Supervisors, other executives, employees, or authorized representatives of the Company shall be indemnified by the Company when they become involved parties in complaints, lawsuits, or prosecutions (except for cases initiated by the Company) in the following circumstances:

a) They have acted honestly, prudently, and diligently in the interests of the Company and in a manner not contrary to the interests of the Company;

b) They have complied with the law and there is no evidence confirming that they failed to perform their responsibilities.

4. In performing their functions, duties, or tasks under authorization of the Company, members of the Board of Directors, members of the Board of Supervisors, other executives, employees, or authorized representatives of the Company shall be indemnified by the Company when they become involved parties in complaints, lawsuits, or prosecutions (except for cases initiated by the Company) in the following circumstances:

a) They have acted honestly, prudently, and diligently in the interests of the Company and in a manner not contrary to the interests of the Company;

b) They have complied with the law and there is no evidence confirming that they failed to perform their responsibilities.

### **SECTION 7: RIGHT TO INSPECT COMPANY BOOKS AND RECORDS**

#### **Article 60. Right to Inspect Books and Records**

1. Ordinary shareholders shall have the right to inspect books and records as follows:



a) Ordinary shareholders shall have the right to examine, inspect, and extract information regarding names and contact addresses in the list of voting shareholders; request correction of inaccurate information relating to themselves; and examine, inspect, extract, or copy the Company's Charter, minutes of meetings of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders holding five percent (05%) or more of the total ordinary shares shall have the right to examine, inspect, and extract minutes books and resolutions or decisions of the Board of Directors, interim and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets and business secrets.

2. Where an authorized representative of a shareholder or group of shareholders requests inspection of books and records, such request must be accompanied by the authorization letter of the represented shareholder or shareholder group, or a notarized copy thereof.

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

4. The Company must retain this Charter and all amendments and supplements thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books, and other documents in accordance with law at the head office or another location, provided that shareholders and the Business Registration Authority are notified of the location where such documents are retained.

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

## **SECTION 8: EMPLOYEES AND TRADE UNION**

### **Article 61. Employees and Trade Union**

1. The General Director shall develop plans for submission to the Board of Directors for approval on matters relating to recruitment, termination of employment, salaries, social insurance, welfare, rewards, and disciplinary measures applicable to employees and company executives.

2. The General Director shall develop plans for submission to the Board of Directors for approval on matters relating to the Company's relationship with trade union organizations, in accordance with best standards, practices, and governance policies, as well as the practices and policies stipulated in this Charter, the Company's internal regulations, and applicable laws.

## **CHAPTER IV:**

## **MANAGEMENT OF THE COMPANY'S INVESTMENT CAPITAL IN OTHER ENTERPRISES**

## **Article 62. Management of the Company's Investment Capital in Other Enterprises**

1. The Company shall decide on the establishment of, investment in, capital contribution to, or purchase of shares in other enterprises, and shall decide on the transfer of the Company's investment capital in other enterprises, in accordance with the Company's business strategy and production plan and in compliance with applicable laws.

2. The rights and obligations of the Company with respect to enterprises in which it invests, and the management of the Company's investment capital in such enterprises, shall be implemented in accordance with the Law on Enterprises, the charter of the relevant enterprises, and other applicable laws. The Company shall appoint an authorized representative to directly act on behalf of the Company in managing its investment capital in other enterprises. The rights and obligations of such authorized representative shall be specified in the charter of the relevant enterprise or in the internal governance regulations issued by the Board of Directors.

## **Article 63. Relationship between the Company and One-Member Limited Liability Companies**

The Board of Directors shall exercise the rights, responsibilities, and obligations of the owner with respect to one-member limited liability companies in which the Company holds 100% of the charter capital, in accordance with the Law on Enterprises and the charter of such company approved by the Board of Directors.

## **Article 64. Relationship between the Company and Joint Stock Companies and Multi-Member Limited Liability Companies**

1. Enterprises with investment capital from the Company shall be established, organized, and operated in accordance with the Law on Enterprises, relevant legal regulations, and their respective charters.

2. The Company shall exercise its rights and obligations as a shareholder, capital contributor, or joint venture party in accordance with the law and the charter of such enterprises.

3. The Company shall manage its investment capital through its authorized representative(s) in such enterprises.

4. The Board of Directors shall exercise its rights and obligations with respect to its contributed capital in such enterprises through authorized representatives, in order to exercise the rights of shareholders, capital contributors, or joint venture parties.

5. The Board of Directors may require authorized representatives to perform tasks as prescribed by the Law on Enterprises and the Company's internal governance regulations.

## **CHAPTER V: FINANCIAL AFFAIRS OF THE COMPANY**

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

#### **Article 65. Profit Distribution**

1. The General Meeting of Shareholders shall decide on the dividend payment level and form of dividend payment on an annual basis from the Company's retained earnings.

2. The Company shall not pay interest on any dividend payment or any amount related to any class of shares.
3. The Board of Directors may propose to the General Meeting of Shareholders the payment of all or part of dividends in shares, and the Board of Directors shall be the body responsible for implementing such resolution.
4. In cases where dividends or other amounts related to a class of shares are paid in cash, the Company shall make payment in Vietnamese Dong (VND). Payment may be made directly or through banks based on the detailed bank account information provided by shareholders. Where the Company has transferred funds in accordance with the bank details provided by the shareholder but the shareholder does not receive the payment, the Company shall not be liable for such transferred amount. Dividend payments for listed/registered shares on a stock exchange may be conducted through securities companies or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt resolutions or decisions to determine a specific record date for closing the list of shareholders. Based on such record date, persons registered as shareholders or holders of other securities shall be entitled to receive cash or share dividends, as well as notices or other documents.
6. Other matters relating to profit distribution shall be implemented in accordance with applicable laws.

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

### **Article 66. Bank Accounts**

1. The Company shall open accounts at banks in Vietnam or at branches of foreign banks licensed to operate in Vietnam.
2. Subject to prior approval of the competent authority, and where necessary, the Company may open bank accounts abroad in accordance with applicable laws.
3. The Company shall conduct all payments and accounting transactions through Vietnamese Dong (VND) or foreign currency accounts opened at banks where the Company maintains accounts.

### **Article 67. Fiscal Year**

The Company's fiscal year shall commence on 01 January of each calendar year and end on 31 December of the same year.

### **Article 68. Accounting Regime**

1. The Company shall apply the corporate accounting regime or a specific accounting regime issued or approved by the competent authority.
2. The Company shall maintain accounting books in Vietnamese and retain accounting records in accordance with the accounting law and relevant laws. Such records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company shall use the Vietnamese Dong (VND) as its accounting currency. Where the Company conducts its principal economic transactions in a foreign currency, it may select such foreign currency as its accounting currency, shall be legally responsible for such selection, and shall notify the directly managing tax authority accordingly.

### **SECTION 3: FINANCIAL STATEMENTS, ANNUAL REPORTS, AND INFORMATION DISCLOSURE OBLIGATIONS**

#### **Article 69. Annual, Semi-Annual, and Quarterly Financial Statements**

1. The Company shall prepare annual financial statements, and such annual financial statements must be audited in accordance with applicable laws. The Company shall disclose the audited annual financial statements in accordance with the regulations on information disclosure in the securities market and submit them to the competent state authorities.

2. The annual financial statements must include all reports, appendices, and explanatory notes as required under the law on corporate accounting. The annual financial statements must faithfully and objectively reflect the Company's operating performance and financial position.

3. The Company shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with applicable regulations on information disclosure in the securities market, and submit them to the competent state authorities.

#### **Article 70. Annual Report**

The Company shall prepare and disclose its Annual Report in accordance with the provisions of the law on securities and the securities market.

---

#### **Article 71. Information Disclosure**

1. The Company shall disclose information in its Annual Report in accordance with the provisions of the law on securities and the securities market, and other competent authorities in accordance with the accounting law and relevant legal regulations.

2. The Company shall publish the following information on its official website:

- a) The Company's Charter;
- b) Curriculum vitae, educational qualifications, and professional experience of members of the Board of Directors, Supervisors, and the General Director;
- c) Annual financial statements approved by the General Meeting of Shareholders;
- d) Annual performance evaluation reports of the Board of Directors and the Board of Supervisors.

3. The Company shall disclose and publish information in accordance with the provisions of the law on securities.

## **SECTION 4: COMPANY AUDIT**

### **Article 72. Audit**

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of such firms to conduct the audit of the Company's financial statements for the subsequent fiscal year, based on terms and conditions agreed with the Board of Directors.
2. The audit report shall be attached to the Company's annual financial statements.
3. The independent auditor performing the audit of the Company's financial statements shall be entitled to attend meetings of the General Meeting of Shareholders, receive notices and other relevant information relating to such meetings, and express opinions at the General Meeting of Shareholders on matters related to the audit of the Company's financial statements.

## **SECTION 5: COMPANY SEAL**

### **Article 73. Company Seal**

1. The seal includes seals engraved by a seal engraving service provider or digital signatures in accordance with the law on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form, and content of the Company's seal, including those of its branches and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seal in accordance with applicable laws.

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

### **Article 74. Dissolution of the Company**

1. The Company may be dissolved in the following cases:
  - a) Pursuant to a resolution or decision of the General Meeting of Shareholders;
  - b) The Enterprise Registration Certificate is revoked, unless otherwise provided by the Law on Tax Administration;
  - c) Other cases as prescribed by law.
2. The dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. The decision on dissolution must be notified to, or approved by, the competent authority (if required) in accordance with applicable regulations.

### **Article 75. Liquidation**

1. After the issuance of a decision on the dissolution of the Company, the Board of Directors shall establish a Liquidation Committee consisting of three (03) members, including two (02) members appointed by the General Meeting of Shareholders and one (01) member appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All costs related to liquidation shall be paid by the Company with priority over other debts of the Company.

2. The Liquidation Committee shall be responsible for reporting to the Business Registration Authority on its establishment date and commencement of operations. From that time, the Liquidation Committee shall represent the Company in all matters related to the liquidation process before courts and administrative authorities.

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

- a) Liquidation expenses;
- b) Wage arrears, severance allowances, social insurance contributions, and other employee benefits under collective labor agreements and signed labor contracts;
- c) Tax debts;
- d) Other debts of the Company;
- e) The remaining amount after payment of all debts under items (a) to (d) shall be distributed to shareholders. Preference shares shall be paid prior to other shares.

## **SECTION 7: INTERNAL DISPUTE RESOLUTION**

### **Article 76. Internal Dispute Resolution**

1. In the event of disputes or complaints arising in relation to the Company's operations, or the rights and obligations of shareholders under the Law on Enterprises, the Company's Charter, other applicable laws, or agreements between:

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

the relevant parties shall seek to resolve such disputes through negotiation and conciliation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution process and request each party to present relevant information within thirty (30) working days from the date the dispute arises. In cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the Board of Supervisors to appoint an independent expert to act as a mediator in the dispute resolution process.

2. If no settlement is reached within six (06) weeks from the commencement of the conciliation process, or if the mediator's decision is not accepted by the parties, any party may bring the dispute to arbitration or court.

3. Each party shall bear its own costs related to negotiation and conciliation procedures. Court costs shall be borne in accordance with the court's decision

## **SECTION 8: AMENDMENT AND SUPPLEMENTATION OF THE CHARTER**

### **Article 77. The Company Charter**

1. Any amendment or supplementation to this Charter must be reviewed and approved by the General Meeting of Shareholders.

2. In the event that applicable laws contain provisions relating to the Company's operations that are not addressed in this Charter, or in the event that new legal provisions differ from the provisions of this Charter, such legal provisions shall prevail and govern the Company's operations.

## **SECTION 9: EFFECTIVE DATE**

### **Article 78. Effective Date**

1. This Charter consists of 05 Chapters and 78 Articles, and was approved by the General Meeting of Shareholders of Phuong Dong Shipping and Trading Joint Stock Company on 22 April 2026 at the meeting hall of Phuong Dong Shipping and Trading Joint Stock Company, No. 278 Ton Duc Thang Street, Dong Da District, Hanoi, Vietnam, and the entire contents of this Charter were unanimously adopted.

2. This Charter is made in ten (10) copies of equal validity, to be used for registration with competent authorities and for retention at the Company's head office.

3. This Charter is the sole and official Charter of the Company.

4. Copies or extracts of this Charter shall be valid only when signed by the Chairman of the Board of Directors or by at least one-half (1/2) of the total members of the Board of Directors.

LEGAL REPRESENTATIVE  
GENERAL DIRECTOR  
CÔNG TY  
CỔ PHẦN  
VẬN TẢI BIỂN  
VÀ THƯƠNG MẠI  
PHƯƠNG ĐÔNG  
CHỢ DỪA - TP. HÀ NỘI  
Trần Quang Toàn



