

Number: 28 /QD-HDQT

Hai Phong, May 25, 2026

## DECISION

### Regarding the updating, amendment, and supplementation of the Company's Charter of Organization and Operation.

#### BOARD OF DIRECTORS

#### HAI PHONG CEMENT TRADING AND TRANSPORTATION JOINT STOCK COMPANY

*Based on the Enterprise Law No. 59/2020/QH14 dated June 17, 2020;*

*Based on the Charter of Organization and Operation of Hai Phong Cement Trading And Transportation Joint Stock Company , issued under Resolution No. 37/NQ-ĐHĐCĐ dated April 28, 2025;*

*Based on the Proposal for adding business lines No. 24/TTr-HDQT dated April 28, 2026;*

*27 /NQ-ĐHĐCĐ of the Annual General Meeting of Shareholders dated April 28, 2026;*

*Based on the Certificate of Business Registration, amendment number 6, dated May 7, 2026.*

#### RESOLUTION:

**Article 1.** The Charter on the Organization and Operation of Hai Phong Cement Trading And Transportation Joint Stock Company is hereby issued together with this decision .

The company's charter consists of 21 chapters and 59 articles.

This Charter is updated in accordance with Resolution No. 27/NQ-ĐHĐCĐ of the General Meeting of Shareholders dated April 28, 2026 and is consistent with the Certificate of Business Registration Amendment No. 6 issued by the Business Registration and Enterprise Management Office on May 7, 2026.

**Article 2.** This Decision shall take effect from May 25 , 2026 .

**Article 3.** The Board of Directors, the Supervisory Board, the Management Board, the heads of units within the Company, and the Company's shareholders are responsible for implementing this Decision.

#### Recipient :

- VICEM (Report);
- As per Article 3;
- File: Company Secretary, Secretary

ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRPERSON



Pham Dang Loi

**HAI PHONG CEMENT TRADING AND TRANSPORTATION JOINT STOCK  
COMPANY**

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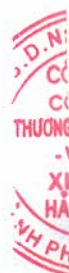
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**REGULATIONS**  
**ORGANIZATION AND OPERATION**  
**HAI PHONG CEMENT TRADING AND TRANSPORTATION**  
**JOINT STOCK COMPANY**

Hai Phong, May 25 , 2026





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**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

**RULES OF ORGANIZATION AND OPERATION**

**HAI PHONG CEMENT TRADING AND TRANSPORTATION JOINT STOCK  
COMPANY**

**INTRODUCTION**

These charters are updated in accordance with Resolution No. 27/NQ-ĐHCD of the Annual General Meeting of Shareholders 2026, dated April 28 . in 2026 and in accordance with the 6th amended Business Registration Certificate issued by the Business Registration and Enterprise Management Office on May 7, 2026 .

**C. FRAGRANCE I**

**DEFINITION OF TERMS IN THE BYLAWS**

**Article 1. Explanation of Terms**

1. In these Regulations, the following terms are understood as follows:
  - a. "Charter capital" is the total par value of shares sold or registered for purchase upon the establishment of the enterprise, as stipulated in Article 6 of these Charters;
  - b. " Enterprise Law" refers to Enterprise Law No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 .
  - c. " Securities Law" refers to Securities Law No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
  - d. "Date of establishment" is the date on which the Company was first granted its Certificate of Business Registration;
  - d. "Business manager" refers to a person who manages a company, including the Chairman of the Board of Directors, members of the Board of Directors, Directors , Deputy Directors , and Chief Accountant.
  - e. "Business executives" refers to the Director, Deputy Director, Chief Accountant, and other executives as stipulated in the company's charter;
  - f. "Independent members of the Board of Directors" are members as stipulated in Clause 2, Article 155 of the Enterprise Law;
  - g. "Related parties" are individuals and organizations as defined in Clause 46, Article 4 of the Securities Law;
  - h. " Shareholder " is an individual or organization that owns at least one share of a joint-stock company;
  - i. " Founding shareholder " is a shareholder who owns at least one common share and signs the list of founding shareholders of a joint-stock company;
  - j. "Major shareholder" is a shareholder as defined in Clause 18, Article 4 of the Securities Law;





k. "Operating period" means the period of operation of the Company as stipulated in Article 2 of these Charters and any extension period (if any) approved by resolution of the Company's General Meeting of Shareholders;

n. "Vietnam" refers to the Socialist Republic of Vietnam;

m. "The company" is Hai Phong Cement Trading - Service - Transportation Joint Stock Company;

o. "Internal Regulations on Company Governance" refers to the Regulations developed in accordance with Article 4 of Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by the Minister of Finance ;

p. "Internal Regulations" refers to internal regulations other than those specified in point m of this Article;

q. "Stock Exchange" refers to the Vietnam Stock Exchange and its subsidiaries;

2. In these Regulations, references to one or more other regulations or documents, including amendments or replacements, are prohibited;

3. The headings (chapters, articles of these Statutes) are used for convenience in understanding the content and do not affect the content of these Statutes.

## CHAPTER II

### NAME, FORM, HEADQUARTERS , BRANCHES, REPRESENTATIVE OFFICES , TERM OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY

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

1. Company Name:

- Full Vietnamese name: **HAI PHONG CEMENT TRADING AND TRANSPORTATION JOINT STOCK COMPANY**

- English name: Hai Phong Cement Trading And Transportation Joint Stock Company.

- Abbreviation: **HPCTT**

- Company Logo:



2. The company is a joint-stock company with legal personality in accordance with current Vietnamese law.

3. Company's registered office: Number 290 Hanoi Street, Hong Bang Ward, Hai Phong City .

- Phone: 0225.3540.445      Fax: 0225.3540.417

Website: <http://vtxmhp.com>

Email: [vtxmhp@gmail.com](mailto:vtxmhp@gmail.com)

4. The Company may establish branches and representative offices in the business area to carry out the Company's operational objectives in accordance with the decisions of the Board of Directors and within the limits permitted by law.

5. Unless the Company ceases operations before the deadline stipulated in Clause 2 of Article 54 or extends its operations as stipulated in Article 55 of these Charters, the Company's operating period is indefinite from the date of its establishment .

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

1. The Director is the legal representative of the Company.
2. Rights and obligations of the legal representative:
  - a. The legal representative of a business is an individual who represents the business in exercising the rights and obligations arising from the business's transactions, representing the business as a party requesting the resolution of civil matters, plaintiff, defendant, or party with related rights and obligations before arbitration panels, courts, and other rights and obligations as prescribed by law.
  - b. The legal representative of the Company has the following responsibilities:
    - To exercise assigned rights and obligations honestly, carefully, and to the best of my ability in order to ensure the legitimate interests of the Company;
    - Be loyal to the interests of the Company; do not use the Company's information, know-how, or business opportunities; do not abuse your position, title, or use the Company's assets for personal gain or to serve the interests of other organizations or individuals;
    - To promptly, fully, and accurately inform the Company about businesses that they or their related parties own or have shares or capital contributions in, as stipulated by the Enterprise Law;
  - c. The legal representative of the Company shall be personally liable for any damages to the Company resulting from a breach of the obligations stipulated in these Articles of Association;
3. The legal representative must reside in Vietnam and authorize another person in writing to exercise the rights and obligations of the legal representative when leaving Vietnam. In this case, the legal representative remains responsible for the exercise of the delegated rights and obligations.

## **CHAPTER III**

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

#### **Article 4. Objectives of the Company's Operations**

1. The company's business lines are:

TT	Department Name	Industry code
1	Real estate business, land use rights belonging to the owner, user or lessee. Details: Warehouse and storage facility business	6810
2	Coastal and ocean passenger transport	5011
3	Coastal and ocean freight transport	5012
4	Inland waterway passenger transport	5021
5	Inland waterway freight transport	5022
6	Road passenger transport within and outside urban areas (excluding bus transport)	4931
7	Other road passenger transport Details: Passenger transportation by coach within and between provinces.	4932



8	Road freight transport Details: Freight transportation by trucks, tankers, and container vehicles.	4933 (main)
9	Demolition	4311
10	Site preparation Details: Land leveling	4312
11	Loading and unloading goods	5224
12	Warehousing and goods storage	5210
13	Other specialized construction activities Details: Dredging of river and sea estuaries	4390
14	Other support services related to transportation Details: Shipping agency services; Sea freight forwarding agency services; Customs clearance services; Cargo handling services; Cargo counting services; Freight forwarding services; Air and train ticket agency; Logistics services	5229
15	Activities that directly support water transport services. Details: Waterway freight and passenger transport services; Waterway rescue operations; Towing, berthing, and salvage of vessels; Maintenance of waterway traffic signaling systems; Obstacle removal on rivers and seas; Waterway traffic regulation and guidance services.	5222
16	Restaurants and mobile food service	5610
17	Extraction of stone, sand, gravel, and clay.	0810
18	Tour operator	7912
19	Motor vehicle rental Details: Car rental, crane rental, excavator rental, bulldozer rental, container truck rental.	7710
20	Building a house to live in.	4101
21	Building houses not to live in.	4102
22	Construction of processing and manufacturing facilities. Details: Construction of industrial facilities	4293
23	Construction of other civil engineering works Details: Construction of civil works; Construction of urban infrastructure, industrial park infrastructure.	4299
24	Rental of machinery, equipment and other tangible goods without operators. Details: Sea and river vessels available for charter (without crew); Rental of construction machinery and equipment	7730



25	General house cleaning	8121
26	Other cleaning services	8129
27	Wholesale of metals and metal ores Details: Wholesale of iron and steel	4672
28	Wholesale of solid, liquid, and gaseous fuels and related products. Details: Wholesale of coal and other solid fuels; Wholesale of crude oil; Wholesale of gasoline and related products; Wholesale of natural gas and related products; Wholesale of asphalt.	4671
29	Wholesale of other building materials and installation equipment. Details: Wholesale of bamboo, rattan, timber and processed wood; Wholesale of cement; Wholesale of building bricks, tiles, stone, sand, and gravel; Wholesale of building glass; Wholesale of paint and varnish; Wholesale of floor tiles and sanitary ware; Wholesale of hardware.	4673
30	Hotels and similar accommodation services	5510
31	Other short-term accommodation services	5520
32	Intermediary services for accommodation services	5530
33	Other accommodation	5590
34	Travel agency	7911
35	Repair and maintenance of transport vehicles (excluding cars, motorcycles, and other motor vehicles)	3315
36	Other tourism-related activities	7990

2. The Company's operational objectives are to preserve and grow equity capital; ensure the rights of shareholders and employees; and fulfill tax obligations to the State.

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

The company is permitted to conduct business activities in the registered business lines specified in this Charter, having notified the business registration authority of any changes to the registration details and published them on the national business registration portal. In cases where the company engages in conditional investment and business activities, it must meet all business conditions as stipulated in the Investment Law and relevant specialized laws.

#### **C. HUONG son-in-law**

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

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

1. The company's charter capital is VND 20,163,850,000 (twenty billion, one hundred sixty-three million, eight hundred fifty thousand dong). The total charter capital of the company is divided into 2,016,385 shares with a par value of VND 10,000 per share.



2. The company may change its charter capital with the approval of the General Meeting of Shareholders and in accordance with the provisions of the law.

3. The Company's shares on the date of adoption of these Charters are common shares. The rights and obligations of shareholders holding each type of share are stipulated in Articles 12 and 13 of these Charters.

4. The company may issue preferred shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of the law.

5. Common shares shall be offered preferentially to existing shareholders in proportion to their shareholding in the Company, unless otherwise decided by the General Meeting of Shareholders. The Board of Directors shall decide on the number of shares not subscribed by shareholders. The Board of Directors may distribute these shares to other shareholders and parties under conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase shares issued by itself in the manner prescribed in this Charter and applicable law. Shares repurchased by the Company are treasury stock, and the Board of Directors may offer them for sale in manner consistent with the Securities Law, relevant guiding documents, and the provisions of this Charter.

7. The company may issue other types of securities upon approval by the General Meeting of Shareholders and in accordance with the provisions of the law.

#### **Article 7. Stock Certificate**

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

2. Shares are certificates issued by a company, book entries, or electronic data confirming ownership of one or more shares of the company. Shares must contain all the information stipulated in Clause 1, Article 121 of the Enterprise Law.

3. Within 15 days from the date of submitting a complete application for the transfer of share ownership as stipulated by the Company, or within 15 days from the date of full payment for the shares as stipulated in the Company's share issuance plan, the shareholder shall be issued a share certificate. The shareholder shall not be required to pay the Company the cost of printing the share certificate.

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

- a) Information about shares that have been lost, damaged, or otherwise destroyed;
- b) Commitment to assume responsibility for any disputes arising from the reissuance of new shares.

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

The Company's bond certificates or other securities certificates are issued bearing the signature of the legal representative and the Company's seal.

#### **Article 9 . Share transfer**

1. All shares are freely transferable unless otherwise provided by these Articles of Association and the law. Shares listed and registered for trading on the stock exchange are

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transferable in accordance with the provisions of the law on securities and the securities market.

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

#### **Article 10. Reclamation of shares**

1. In the event that a shareholder fails to pay the full amount due for the purchase of shares on time, the Board of Directors shall notify and have the right to demand that the shareholder pay the remaining amount and be liable for the Company's financial obligations arising from the failure to pay, corresponding to the total par value of the registered shares .

2. The above payment notice must clearly state the new payment deadline , which is at least seven ( 7 ) days from the date of sending the notice, the payment location, and the notice must clearly state that in case of non-payment as required, the remaining unpaid shares will be confiscated.

3. The Board of Directors has the right to reclaim shares that have not been fully and timely paid for if the requirements in the aforementioned notice are not met.

4. Repurchased shares are considered shares authorized for sale as stipulated in Clause 3, Article 112 of the Enterprise Law. The Board of Directors may directly or authorize the sale and redistribution of these shares under conditions and in a manner that the Board of Directors deems appropriate.

5. Shareholders holding repurchased shares must relinquish their shareholder status with respect to those shares, but remain liable for the Company's financial obligations arising at the time of repurchase, as determined by the Board of Directors, from the date of repurchase until the date of payment, in proportion to the total par value of the shares they registered to purchase. The Board of Directors has the full right to decide on the enforcement of payment of the full value of the shares at the time of repurchase.

6. The recall notice is sent to the holder of the recalled shares before the recall takes place. The recall remains valid even in the event of errors or negligence in sending the notice.

**C. HUONG V**

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

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

The company's organizational structure, governance, and control include:

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





## **C HUONG VI**

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

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

1. Shareholders are the owners of the Company, possessing rights and obligations corresponding to the number and type of shares they own. Shareholders are only liable for the Company's debts and other financial obligations to the extent of the capital they have contributed to the Company.

2. Ordinary shareholders have the following rights:

a. Attend and speak at General Meetings of Shareholders and exercise voting rights directly or through an authorized representative or other forms as prescribed by law. Each common share has one voting right;

b. Receive dividends at the rate decided by the General Meeting of Shareholders;

c . Freely transfer their shares to others, except as stipulated in Clause 3 of Article 120, Clause 1 of Article 127 of the Enterprise Law and other relevant legal provisions;

d. Prioritize the purchase of new shares in proportion to each shareholder's ownership of common shares in the Company;

d. Review, search, and retrieve information regarding names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information about oneself;

e. Review, search, extract, or copy the company's charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

g . When the Company is dissolved or goes bankrupt, the recipient is entitled to a portion of the remaining assets in proportion to their shareholding in the Company;

h . Require the Company to repurchase shares in the cases stipulated in Article 132 of the Enterprise Law ;

i . Equal treatment. Each share of the same class confers equal rights, obligations, and benefits on the shareholder. In the case of preferred shares, the rights and obligations associated with those preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;

k . To have full access to regular and extraordinary information disclosed by the Company in accordance with the law;

l . To have their legitimate rights and interests protected; to request the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Enterprise Law;

m . Other rights as prescribed by law and these Statutes.

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

a. Request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Section 3, Article 115 and Article 140 of the Enterprise Law;

b . Review, search, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Supervisory Board,



contracts, transactions requiring approval from the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets;

c . Request the Supervisory Board to examine specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following information: full name, contact address, nationality, and legal document number of individual shareholders; name, business registration number or legal document number of organizational shareholders, and head office address; number of shares and registration date of each shareholder, total number of shares of the entire group of shareholders, and ownership percentage in the total shares of the Company; the issue to be examined and the purpose of the examination;

d . Proposal for inclusion in the General Meeting of Shareholders' Meeting agenda. The proposal must be in writing and sent to the Company no later than [03] working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of share held by the shareholder, and the proposed issue to be included in the meeting agenda;

d . Other rights as prescribed by law and these Statutes.

4. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate individuals to the Board of Directors and the Supervisory Board in accordance with Articles 25 and 36 of these Charters. The nomination process for the Board of Directors and the Supervisory Board is as follows:

a. Ordinary shareholders forming a group to nominate candidates for the Board of Directors and the Supervisory Board must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;

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

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

Common shareholders have the following obligations:

1. Comply with the Company's Charter and internal regulations; abide by the decisions of the General Meeting of Shareholders and the Board of Directors.

2. Attend the General Meeting of Shareholders and exercise voting rights through the following methods:

a. Attend and vote directly at the meeting;

b. Authorize another person to attend and vote at the meeting;

c. Attend and vote via online meetings, electronic voting, or other electronic means;

d. Send the ballot to the meeting via mail, fax, or email.

3. Make payment for the registered shares as per regulations.

4. Provide an accurate address when registering to purchase shares.





5. Fulfill other obligations as required by applicable law.
6. I will be held personally liable if, in any form, I commit any of the following acts in the name of the Company:
  - a. Violation of the law;
  - b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
  - c. Pay off debts that are not yet due in order to mitigate financial risks to the Company.
7. Maintain the confidentiality of information provided by the Company in accordance with the Company Charter and the law; use the provided information only to exercise and protect your legitimate rights and interests; it is strictly prohibited to disseminate, copy, or send information provided by the Company to other organizations or individuals.

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

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders shall meet annually once a year and within four (04) months from the end of the financial year. The Board of Directors shall decide to extend the annual General Meeting of Shareholders if necessary, but not more than six months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders shall be determined by where the chairperson attends the meeting and must be within the territory of Vietnam.
2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable venue. The Annual General Meeting of Shareholders decides on matters as prescribed by law and the Company's Articles of Association, particularly approving the audited annual financial statements. If the audited annual financial statements of the Company contain material exceptions, adverse audit opinions, or disclaimers, the Company must invite a representative of the approved auditing firm that audited the Company's financial statements to attend the Annual General Meeting of Shareholders. The representative of the approved auditing firm is obligated to attend the Company's Annual General Meeting of Shareholders.
3. The Board of Directors must convene an extraordinary general meeting of shareholders in the following cases:
  - a. The Board of Directors deems it necessary for the benefit of the Company;
  - b. Quarterly, six-month or annual audited financial statements reflect that equity has been lost by half (1/2) compared to the beginning of the period;
  - c. The number of remaining members of the Board of Directors and Supervisory Board is less than the minimum number of members prescribed by law, or the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number of members stipulated in this Charter;
  - d. At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law ; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reason and purpose of the meeting, with

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sufficient signatures of the relevant shareholders, or the request must be made in multiple copies and include sufficient signatures of the relevant shareholders;

d. At the request of the Supervisory Board if the Supervisory Board has reason to believe that members of the Board of Directors or other executives have seriously violated their obligations under Article 16.5 of the Enterprise Law, or that the Board of Directors has acted or intends to act outside the scope of its authority;

e . Other cases as prescribed by law and these Regulations.

4. Convene an extraordinary general meeting of shareholders.

a. The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors or Supervisory Board members as prescribed in point c, clause 3 of this Article or upon receiving the request prescribed in points d and e, clause 3 of this Article;

b. If the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in point a, clause 4 of this Article, then within the next thirty (30) days, the Supervisory Board must replace the Board of Directors in convening a General Meeting of Shareholders as prescribed in clause 3 , Article 140 of the Enterprise Law;

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, within the next thirty (30) days, the shareholder or group of shareholders with the request as prescribed in point d, clause 3 of this Article has the right to replace the Board of Directors and the Supervisory Board in convening a General Meeting of Shareholders as prescribed in clause 4 , Article 140 of the Enterprise Law.

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

d. Procedures for organizing a General Meeting of Shareholders as stipulated in Clause 5, Article 140 of the Enterprise Law .

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

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

a . Through the company's development strategy;

b . Deciding on the types of shares and the total number of shares of each type authorized for sale; deciding on the annual dividend rate for each type of share;

c . Electing, dismissing, and removing members of the Board of Directors and members of the Supervisory Board;

d . Decisions to invest in or sell assets valued at 35% The total value of assets or more as recorded in the company's most recent financial statement ;

d . Decision to amend or supplement the company's charter;

e . Through annual financial reports;





- g . Decision to repurchase more than 10% of the total shares sold of each class;
  - h . Review and handle violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders,
  - i . Decision to reorganize or dissolve the Company;
  - k . Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
  - l . Approve the Internal Governance Regulations; the Operating Regulations of the Board of Directors and the Supervisory Board;
  - m . Approve the list of approved auditing firms; decide which auditing firms are approved to conduct audits of the Company's operations, and dismiss approved auditors when deemed necessary;
  - n . Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders discussed and approved the following matters:
- a . The company's annual business plan;
  - b . Annual financial statements have been audited;
  - c . Report of the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors;
  - d . Report of the Supervisory Board on the Company's business results, the performance of the Board of Directors and the Director;
  - d . Self-assessment report on the performance of the Supervisory Board and its members;
  - e . Dividend rate per share for each class;
  - g . Number of members of the Board of Directors and the Supervisory Board;
  - h . Electing, dismissing, and removing members of the Board of Directors and members of the Supervisory Board;
  - i . Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
  - k . Approve the list of approved auditing firms; decide which auditing firm is approved to conduct audits of the company's operations when deemed necessary;
  - l . Supplementing and amending the company's charter;
  - m . The type of shares and the number of new shares issued for each type of share, and the transfer of shares by founding members within the first 03 years from the date of establishment;
  - n . Dividing, separating, merging, consolidating, or transforming the Company;
  - o . Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
  - p . Decisions to invest in or sell assets with a value of 35% or more of the total asset value as stated in the company's most recent financial report ;
  - q . Decision to repurchase more than 10% of the total shares sold of each class;
  - r . The company enters into contracts and transactions with entities specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the total value of the company's assets as recorded in the most recent financial statement;





Approving transactions as stipulated in Clause 4, Article 293 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law ;

t . Approve the internal regulations on corporate governance, the regulations on the operation of the Board of Directors, and the regulations on the operation of the Supervisory Board;

Other matters as prescribed by law and these Regulations .

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

#### **Article 16. Authorization to attend the General Meeting of Shareholders**

1. Shareholders, or authorized representatives of shareholders that are organizations, may attend meetings in person or authorize one or more other individuals or organizations to attend, or attend through one of the forms stipulated in Clause 3, Article 144 of the Enterprise Law.

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

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

3. The voting ballot of a person authorized to attend the meeting within the scope of their authorization remains valid in the following cases, except in the following case:

- a . The grantor has died, has limited legal capacity, or has lost their legal capacity;
- b . The principal has revoked the designation of authorization;
- c . The grantor has revoked the authority of the grantee.

This clause does not apply if the Company receives notice of any of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 17. Changes to Rights**

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

2. The holding of a meeting of shareholders holding a class of preferred shares to approve the aforementioned change of rights is only valid when there are at least two (02)





shareholders (or their authorized representatives) and holding at least one-third (1/3) of the par value of the issued shares of that class. If there are not enough representatives as stated above, the meeting shall be held again within thirty (30) days thereafter, and those holding shares of that class (regardless of the number of people and shares) present in person or through authorized representatives shall be considered to have met the required number of representatives. At the meetings of shareholders holding the aforementioned preferred shares, those holding shares of that class present in person or through representatives may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.

3. The procedures for conducting such separate meetings shall be carried out in accordance with the provisions of Articles 19 , 20 and 21 of these Regulations.

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

**Article 18. Convening the meeting, meeting agenda, and notice of invitation to the General Meeting of Shareholders.**

1. The Board of Directors convenes a General Meeting of Shareholders, or the General Meeting of Shareholders is convened in accordance with the circumstances stipulated in point b or point c of Clause 4, Article 14 of these Charters.

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

a . Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders must be prepared no more than ( 10 days ) before the date of sending the notice inviting shareholders to the General Meeting of Shareholders. The company must publish information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date;

b. Prepare the program and content for the congress;

c. Prepare documents for the conference;

d. Draft resolution of the General Meeting of Shareholders according to the planned agenda of the meeting;

e. Determine the time and location for holding the congress;

f. Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g. Other tasks serving the congress.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by registered means and simultaneously published on the Company's website and the State Securities Commission, Stock Exchange (in case the Company is listed or registered for trading). The convenor of the General Meeting of Shareholders must send the notice of meeting to all shareholders on the List of Shareholders entitled to attend the meeting no later than twenty-one ( 21 ) days before the opening date of the General Meeting of Shareholders (calculated from the date the notice is duly sent or transmitted, paid for or placed in the mailbox). The agenda of the General Meeting of Shareholders, documents related to the

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

- a. Meeting agenda and materials to be used in the meeting;
- b. List and detailed information of candidates in case of election of members of the Board of Directors or Supervisory Board;
- c. Voting slip;
- d. Form for designating a representative to attend the meeting by proxy;
- e. Draft resolutions for each item on the meeting agenda.

4. Shareholders or groups of shareholders as stipulated in Clause 3, Article 12 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. Proposals must include the shareholder's full name, permanent address, nationality, Citizen Identity Card number, Citizen Identification Card, Passport or other legally valid personal identification for individual shareholders; name, enterprise code or establishment decision number, head office address for organizational shareholders; the number and type of shares held by that shareholder, and the content of the proposal to be included in the agenda.

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

- a. Petitions were submitted late, or were incomplete or contained incorrect information;
- b. At the time of the petition, the shareholder or group of shareholders did not hold sufficient shares from 5 % ( five percent) or more of the common shares as stipulated in Clause 3, Article 12 of these Charters;
- c. The proposed issue falls outside the scope of authority of the General Meeting of Shareholders;
- d. Other cases as prescribed by law and these Regulations.

#### **Article 19. Conditions for holding a General Meeting of Shareholders**

1. A General Meeting of Shareholders is considered valid when the number of shareholders in attendance represents more than 50 % of the total voting rights .

2. If there is not enough required number of delegates within thirty (30) minutes from the time of the meeting's opening, the convener shall cancel the meeting. The General Meeting of Shareholders must be reconvened within thirty (30) days from the date of the first General Meeting of Shareholders. The second General Meeting of Shareholders may only be held when the number of shareholders attending represents at least 33% of the total number of voting shares.

3. If the second meeting cannot be held due to insufficient number of delegates within thirty (30) minutes from the scheduled opening time, a third General Meeting of Shareholders may be convened within twenty (20) days from the date of the planned second meeting. In this case, the meeting shall be held regardless of the total number of valid voting rights of the attending shareholders, which shall have the right to decide on all matters intended to be approved at the first General Meeting of Shareholders.





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

1. Before the meeting commences, the Company must conduct shareholder registration and continue the registration process until all shareholders entitled to attend the meeting have registered, following this procedure:

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

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

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

a . The Chairman of the Board of Directors shall preside over or authorize another member of the Board of Directors to preside over the General Meeting of Shareholders convened by the Board of Directors. If the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to preside over the meeting by majority vote. If no one can be elected to preside, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect a presiding officer from among those present, and the person with the highest number of votes shall preside over the meeting;

b . Except as provided in point a of this clause, the signatory convening the General Meeting of Shareholders shall preside over the meeting so that the General Meeting of Shareholders can elect the chairman of the meeting, and the person with the highest number of votes shall be the chairman of the meeting;

c . The chairperson appoints one or more people to act as meeting secretaries;

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

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically define the time allocated to each item on the agenda.



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

- a . Arrange seating at the Shareholders' General Meeting venue;
- b . Ensure the safety of everyone present at the meeting locations;
- c . Facilitating shareholder attendance (or continued attendance) at the general meeting.

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

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

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

7. The person convening or presiding over the General Meeting of Shareholders has the following rights:

- a . Require all meeting attendees to undergo security checks or other lawful and reasonable security measures;
- b . Request the competent authority to maintain order at the meeting; expel those who do not comply with the chairman's authority, intentionally disrupt order, hinder the normal progress of the meeting, or fail to comply with security checks from the General Meeting of Shareholders.

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

- a . The meeting venue does not have enough convenient seating for all attendees;
- b . The communication facilities at the meeting location do not ensure that shareholders attending the meeting can participate, discuss, and vote;
- c . Some attendees obstruct or disrupt the meeting, potentially preventing it from being conducted fairly and lawfully.

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

10. In cases where the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders can attend and vote by electronic ballot or other electronic means as prescribed in Article 144 of the Enterprise Law and Clause 3, Article 273 of Government Decree No. 155/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law.





**Article 21. Conditions for the adoption of a Shareholders' General Meeting Resolution**

1. Resolutions on the following matters shall be adopted if approved by shareholders representing 65% or more of the total voting rights of all shareholders present and voting at the meeting, except as provided in Clauses 3, 4 and 6 of Article 148 of the Enterprise Law:

- a. Type of shares and total number of shares of each type;
- b. Changes in industry, occupation, and business sector;
- c. Changes to the company's organizational and management structure;
- d. Investment projects or asset sales with a value of 35% or more of the total asset value recorded in the company's most recent financial statement;
- d. Reorganize or dissolve the Company;
- e. Other matters as stipulated in the company's Articles of Association.

2. Resolutions are adopted when approved by shareholders holding more than 50% of the total voting rights of all shareholders present and voting at the meeting, except as provided in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Enterprise Law.

3. Resolutions passed by 100% of the total voting shares are legal and effective even if the procedures for passing the resolution are not carried out in accordance with regulations.

**Article 22. Authority and procedures for obtaining shareholder opinions in writing to adopt resolutions of the General Meeting of Shareholders.**

The authority and procedures for obtaining shareholder opinions in writing to approve decisions of the General Meeting of Shareholders are carried out according to the following regulations:

1. The Board of Directors has the right to solicit shareholder opinions in writing to approve decisions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company.

2. The Board of Directors must prepare ballots, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions. The Board of Directors must ensure that the documents are sent and published to shareholders within a reasonable time for consideration and voting, and must send them no later than ten (10) days before the deadline for receiving ballots. The requirements and methods for sending ballots and accompanying documents shall be implemented in accordance with the provisions of Clause 3, Article 18 of this Charter.

3. The feedback form must include the following key information:

- a. Name, registered office address, and business registration number;
- b. Purpose of soliciting opinions;
- c. Full name, permanent address, nationality, Citizen ID card number, National ID card number, Passport number, or other legally valid personal identification of the individual shareholder; name, enterprise code or establishment decision number, and head office address of the organizational shareholder; or full name, permanent address, nationality, Citizen ID card number, National ID card number, Passport number, or other legally valid

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personal identification of the authorized representative of the organizational shareholder;  
number of shares of each class and voting rights of the shareholder;

- d. Issues requiring consultation before a decision can be made;
- e. The voting options include "agree," "disagree," and "no opinion" for each issue being considered;
- f. Deadline for returning the answered feedback forms to the Company;
- g. Full name and signature of the Chairman of the Board of Directors and the legal representative of the Company.

4. The completed opinion poll form must be signed by the individual shareholder, or the legal representative of the shareholder (organization or individual), or the authorized legal representative of the organization.

5. Feedback forms can be sent to the Company in the following ways:

- a. By mail: Opinion survey forms sent to the Company must be enclosed in a sealed envelope, and no one is allowed to open them before the votes are counted;
- b. Sending by fax or email: Opinion forms sent to the Company via fax or email must be kept confidential until the vote count.

Opinion ballots received by the Company after the deadline specified in the ballot, or that have been opened in the case of mail submissions, or published before the vote count in the case of fax or email submissions, are invalid. Unreturned ballots are considered non-voting ballots.

6. The Board of Directors shall count the votes and prepare a vote counting report in the presence of the Supervisory Board or shareholders who are not executives of the business. The vote counting report must include the following main contents:

- a. Name, registered office address, and business registration number;
- b. The purpose and issues requiring consultation for the resolution's adoption;
- c. The number of shareholders and the total number of votes cast, distinguishing between valid and invalid votes, and the method of submitting the ballots, along with an appendix listing the shareholders who participated in the vote;
- d. The total number of votes in favor, against, and abstentions for each issue;
- e. Issues that have been approved;
- f. Full name and signature of the Chairman of the Board of Directors, the legal representative of the Company, the vote counter, and the vote counting supervisor.

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

7. The vote count minutes must be sent to shareholders within fifteen (15) days from the date of the end of the vote count. If the Company has a website, sending the vote count minutes may be replaced by posting them on the Company's website within twenty-four (24) hours from the time of the end of the vote count.

8. The completed ballots, vote counting records, adopted resolutions, and related documents accompanying the ballots must all be kept at the Company's head office.

9. Resolutions adopted through written shareholder consultation must be approved by shareholders holding more than 50 % of the total voting rights of all shareholders entitled to





vote . and has the same validity as a resolution adopted at the General Meeting of Shareholders . Except in cases requiring a higher approval rate than stipulated in Article 21 of these charters and Article 148 of the 2020 Enterprise Law.

### **Article 23. Resolutions and Minutes of the General Meeting of Shareholders**

1. Shareholders' General Meetings must be recorded in minutes and may also be audio-recorded or recorded and stored electronically. The minutes must be in Vietnamese, and may also be in English, and must include the following main contents:

- a. Name, registered office address, and business registration number;
- b. Time and location of the Shareholders' General Meeting;
- c. Meeting agenda and content;
- d. Full names of the chairperson and secretary;
- e. Summarize the proceedings and the opinions expressed at the General Shareholders' Meeting on each item on the agenda;
- f. The number of shareholders and the total number of voting shares of the shareholders attending the meeting, an appendix listing the registered shareholders, and the shareholder representatives attending the meeting with their corresponding shareholdings and voting rights;
- g. The total number of votes cast for each voting issue, specifying the voting method, the total number of valid, invalid, affirmative, and abstention votes; and the corresponding percentage of the total votes cast by shareholders present at the meeting;
- h. Issues that were approved and the corresponding percentage of votes in favor;
- i. Full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid if signed by all other members of the Board of Directors present at the meeting and containing all the information as stipulated in this clause. The meeting minutes shall clearly state the chairperson's or secretary's refusal to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be prepared and approved before the meeting concludes. The chairperson and secretary of the meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. The minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the date of the meeting's conclusion.

4. The minutes of the General Meeting of Shareholders shall be considered authentic evidence of the work carried out at the General Meeting of Shareholders unless objections to the content of the minutes are raised in accordance with the prescribed procedures within ten (10) days from the date of sending the minutes.

5. Minutes of the General Meeting of Shareholders, appendix listing registered shareholders with shareholder signatures, proxies for attending the meeting, and related documents must be kept at the Company's head office.

### **Article 24. Request for annulment of a Resolution of the General Meeting of Shareholders**

Within ninety (90) days from the date of receiving the minutes of the General Meeting of Shareholders or the minutes of the results of the written shareholder vote count,



the members of the Board of Directors, Supervisors, Directors, shareholders or groups of shareholders specified in Clause 3, Article 12 of this Charter have the right to request the Court or Arbitration to review and annul the decision of the General Meeting of Shareholders in the following cases:

1. The procedures for convening meetings and making decisions by the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the company's charter, except as stipulated in Clause 3, Article 21 of this Charter.

2. The content of the resolution violates the law or these Statutes.

In the event that a decision of the General Meeting of Shareholders is annulled by a Court or Arbitration decision, the person who convened the annulled General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders within ninety (90) days from the date the Court or Arbitration decision takes effect, following the procedures stipulated in the Enterprise Law and this Charter.

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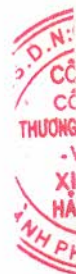
### **BOARD OF DIRECTORS**

#### **Article 25. Nomination and candidacy of Board of Directors members**

1. In cases where candidates have been identified in advance, information relating to the Board of Directors candidates shall be included in the General Meeting of Shareholders' Meeting documents and published at least ten (10) days before the opening date of the General Meeting of Shareholders' Meeting on the Company's website so that shareholders can learn about these candidates before voting. Board of Directors candidates must provide a written commitment regarding the truthfulness, accuracy and reasonableness of the published personal information and must commit to performing their duties honestly if elected as members of the Board of Directors. The information relating to Board of Directors candidates published shall include at least the following contents:

- a. Full name, date of birth (day, month, year);
- b. Educational level;
- c. Professional qualifications;
- d. Work experience;
- e. Companies in which the candidate holds positions as a member of the Board of Directors, other management positions, and any related interests in the candidate's Board of Directors (if any);
- f. A report evaluating the candidate's contributions to the Company, in case the candidate is currently a member of the Company's Board of Directors;
- g. Any benefits related to the Company (if any);
- h. The full name of the shareholder or group of shareholders nominating the candidate (if any);
- i. Other information (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total number of common shares. Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares are entitled to nominate one (01) candidate; from 20% to less than





30% are entitled to nominate a maximum of two (02) candidates; from 30% to less than 40% are entitled to nominate a maximum of three (03) candidates; from 40% to less than 50% are entitled to nominate a maximum of four (04) candidates; from 50% to less than 60% are entitled to nominate a maximum of five (05) candidates; from 60% to less than 70% are entitled to nominate a maximum of six (06) candidates; from 70% to 80% are entitled to nominate a maximum of seven (07) candidates; and from 80% or more are entitled to nominate eight (08) candidates .

3. If the number of candidates nominated and elected to the Board of Directors is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations according to the mechanism stipulated by the Company in its internal regulations on corporate governance. The procedure for the incumbent Board of Directors to nominate candidates for the Board of Directors must be clearly announced and approved by the General Meeting of Shareholders before proceeding with the nominations, in accordance with the law.

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

1. The Board of Directors has 5 members.

2. The term of office for a member of the Board of Directors shall not exceed 5 years and they may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 2 consecutive terms. If all members of the Board of Directors complete their terms at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

3. The structure of the Board of Directors is as follows:

The company's Board of Directors must ensure that at least one-third of its members are non-executive members. The company minimizes the number of Board members holding executive positions within the company to ensure the independence of the Board of Directors.

The total number of members of the Board of Directors must ensure that there is at least one independent member;

4. A member of the Board of Directors loses their status as a member of the Board of Directors if they are dismissed, removed from office, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Enterprise Law .

5. The appointment of members of the Board of Directors must be disclosed in accordance with the legal regulations on information disclosure in the securities market.

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

#### **Article 27. Powers and obligations of the Board of Directors**

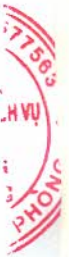
1. The Board of Directors is the governing body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those rights and obligations that fall under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are stipulated by law, the company's charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

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- a . Deciding on the Company's strategic plan, medium-term development plan, and annual business plan;
- b . Propose the types of shares and the total number of shares authorized for sale for each type;
- c . Decisions to sell unsold shares within the permitted number of shares for each class; decisions to raise additional capital through other means;
- d . Deciding on the selling price of the Company's shares and bonds;
- d . Decision to repurchase shares as stipulated in Clauses 1 and 2 of Article 133 of the Enterprise Law ;
- e . Deciding on investment options and investment projects within the authority and limits prescribed by law;
- g . Deciding on solutions for market development, marketing, and technology;
- h. Through purchase, sale, loan, lending contracts and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement , excluding contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in point d, clause 2, Article 138 and clauses 1 and 3. Article 167 of the Enterprise Law.
- i. Electing, dismissing, and removing the Chairman of the Board of Directors; appointing, dismissing, signing contracts with, and terminating contracts with the Director, Deputy Director, and Chief Accountant of the company; deciding on the salaries, remuneration, bonuses, and other benefits of those managers; appointing authorized representatives to participate in the Board of Members or General Meeting of Shareholders in other companies, and deciding on the remuneration and other benefits of those representatives;
- k. Supervise and direct the Director and other managers in the daily operation of the Company's business;
- l. Deciding on the organizational structure and internal management regulations of the Company, deciding on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;
- m . Reviewing the agenda and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or soliciting opinions for the General Meeting of Shareholders to pass resolutions;
- n . Present the audited annual financial statements to the General Meeting of Shareholders;
- o . Propose the dividend rate to be paid; decide on the timeframe and procedures for paying dividends or handling losses incurred during business operations;
- p . Proposing the reorganization or dissolution of the Company; requesting the Company's bankruptcy;
- q . Decisions to issue the Regulations on the operation of the Board of Directors, the Internal Regulations on corporate governance after approval by the General Meeting of Shareholders; decisions to issue the Regulations on information disclosure of the company;
- r . Through contractual agreements and commitments with a term exceeding one year (excluding contracts for construction investment projects that have been agreed





upon/approved by competent authorities; contracts for the purchase and sale of products and services under the exclusive management of the State; contracts and transactions under the decision-making authority of the General Meeting of Shareholders and the Board of Directors as stipulated in Clause 2, Article 138, Clauses 1 and 3, Article 176 of the Enterprise Law).

s. Other rights and obligations as prescribed by the Enterprise Law, the Securities Law, other legal regulations, and the company's charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities as prescribed in Article 280 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities.

4. The term of appointment for the Company Director shall not exceed 5 years and shall be consistent with the term of the Board of Directors. The term of appointment for the Deputy Director and Chief Accountant of the Company shall also be 5 years; these positions may be reappointed for an unlimited number of terms. The terms of appointment for positions not under the authority of the Board of Directors shall be governed by the Company's management regulations.

- For the positions of Deputy Director and Chief Accountant of the Company that were appointed or reappointed before the promulgation of this amended Charter, the appointment or reappointment decisions remain valid, and the Company's Board of Directors shall review and adjust the term of office in accordance with the provisions of this Charter.

#### **Article 28. Remuneration, bonuses and other benefits of members of the Board of Directors**

1. The company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.

2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days required to complete the tasks of the Board member and the daily rate. The Board of Directors determines the remuneration for each member by mutual agreement. The total amount of remuneration and bonuses for the Board of Directors is decided by the General Meeting of Shareholders at its annual meeting.

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

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

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



General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.

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

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

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

2. The Chairman of the Board of Directors may not also hold the position of Director.

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

- a . Develop the program and activity plan for the Board of Directors;
- b . Prepare the agenda, content, and documents for the meeting; convene, preside over, and chair the Board of Directors meeting;
- c . Organizing the adoption of resolutions and decisions by the Board of Directors;
- d . Monitoring the implementation of resolutions and decisions of the Board of Directors;
- d . Presiding over the General Meeting of Shareholders;
- e . Other rights and obligations as prescribed by the Enterprise Law .

4. In the event that the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed from office, the Board of Directors must elect a replacement within ( 10 days ) from the date of receiving the resignation letter or being dismissed or removed from office.

5. In the absence of the Chairman of the Board of Directors or inability to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors ( according to the principles stipulated in the company's charter ) . If there is no authorized person, or if the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative sanctions at a compulsory rehabilitation center or compulsory education facility, has absconded from his/her residence, is incapacitated or lacks civil capacity, has difficulties in understanding or controlling his/her actions, or is prohibited by the Court from holding office, practicing a profession, or performing a specific job, then the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors by a majority vote until a new decision is made by the Board of Directors.

#### **Article 30. 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' term within seven (07) working days from the date of the end of the election of the Board of Directors for that term. This meeting shall be convened by the member with the highest number of votes or the highest percentage of votes. In the event that there is more than one (01) member with the highest number of votes or the highest percentage of votes, the members shall elect by majority to choose one (01) person among them to convene the meeting of the Board of Directors.





2. The Chairman of the Board of Directors must convene regular and extraordinary meetings of the Board of Directors, set the agenda, time and place of the meeting at least five (05) working days before the meeting date. The Chairman may convene a meeting when deemed necessary, but must hold at least one (01) meeting every quarter.

3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors, without delay unless there is a valid reason, when one of the following parties requests in writing, clearly stating the purpose of the meeting and the issues to be discussed:

- a. Supervisory Board;
- b. Director or at least five (05) other executives;
- c. Independent members of the Board of Directors;
- d. At least two (02) members of the Board of Directors;
- e. Other cases (if any).

4. 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 receiving the request mentioned in Clause 3 of this Article. In case of failure to convene a meeting as requested, the Chairman of the Board of Directors shall be responsible for any damages incurred by the Company; the persons requesting the meeting as mentioned in Clause 3 of Article 30 have the right to convene a meeting of the Board of Directors.

5. If an independent auditing firm is required to audit 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.

6. Board of Directors meetings shall be held at the Company's head office or at another location in Vietnam or abroad as decided by the Chairman of the Board of Directors and with the unanimous consent of the Board of Directors.

7. Notices of Board of Directors meetings must be sent to Board members and Supervisors at least three (03) working days before the meeting date. Board members may refuse the notice of meeting in writing; such refusal may be changed or revoked in writing by that Board member. The notice of the Board of Directors meeting must be in writing in Vietnamese and must fully inform the time, place of the meeting, agenda, content of the issues to be discussed, along with necessary documents on the issues to be discussed and voted on at the meeting and the members' voting ballots.

The meeting notice shall be sent by mail, fax, email, or other means, but must ensure that it reaches the contact address of each member of the Board of Directors and the Supervisors registered with the Company.

8. Meetings of the Board of Directors shall be held when at least three-quarters (3/4) of the total number of Board members are present, either in person or through a representative (authorized person) if approved by a majority of the Board members.

If the required number of members is not present, a second meeting must be convened within seven (07) days from the date of the first scheduled meeting. The second meeting will be held if more than half (1/2) of the Board of Directors members are present.

9. Board meetings may be held in the form of online conferences among members of the Board when all or some members are located in different places, provided that each participating member is able to:

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a. Listen to each of the other Board members who are participating in the meeting speak;

b. Address all other attending members simultaneously. Discussions among members may take place in person by telephone or other means of communication, or a combination of these methods. Board members participating in such meetings are considered to be "present" at that meeting. The meeting location as stipulated in this regulation is the location where the largest number of Board members are present, or the location where the meeting chair is present.

Decisions made during a formal meeting held and conducted by telephone take effect immediately upon the conclusion of the meeting, but must be confirmed by the signatures in the minutes of all Board members present at the meeting.

10. Members of the Board of Directors may send voting ballots to the meeting via mail, fax, or email. In the case of sending voting ballots to the meeting via mail, the ballot must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening of the meeting. The ballot may only be opened in the presence of all attendees.

#### 11. Voting

a. Except as provided in point b, clause 11, Article 30, each member of the Board of Directors or authorized person as provided in clause 8 of this Article who is present in person at the Board of Directors meeting has one (01) voting right;

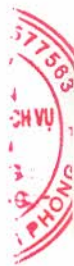
b. Board members shall not vote on contracts, transactions, or proposals in which they or persons related to them have an interest that conflicts with, or may conflict with, the interests of the Company. Board members shall not be counted toward the minimum quorum required to convene a Board meeting regarding decisions in which they do not have the right to vote;

c. As stipulated in point d, clause 11, Article 30, when an issue arises at a meeting relating to the interests or voting rights of a member of the Board of Directors who does not voluntarily relinquish their voting rights, the chairman's decision shall be final, except in cases where the nature or scope of the interests of the relevant member of the Board of Directors has not been fully disclosed;

d. A member of the Board of Directors who benefits from a contract as stipulated in points a and b of Clause 5, Article 40 of these Charters shall be deemed to have a substantial interest in that contract;

e. Auditors have the right to attend Board of Directors meetings and participate in discussions, but are not entitled to vote.

12. A Board member who directly or indirectly benefits from a contract or transaction already concluded or slated for conclusion with the Company and is aware of their interest is responsible for disclosing this interest at the first Board meeting discussing the conclusion of such contract or transaction. If the Board member is unaware of their own or related parties' interest at the time the contract or transaction is concluded with the Company, that Board member must disclose the relevant interest at the first Board meeting held after they become aware of their interest or potential interest in the aforementioned transaction or contract.





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

14. Resolutions adopted by written consultation are based on the unanimous agreement of a majority of the Board of Directors members with voting rights. These resolutions have the same effect and value as resolutions adopted at a meeting.

15. The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members, and these minutes serve as authentic evidence of the work done at the meeting unless there is an objection to the content of the minutes within ten (10) days from the date of sending. The minutes of the Board of Directors meeting shall be prepared in Vietnamese and may be prepared in English. The minutes must be signed by the chairperson and the person recording the minutes.

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

1. The Board of Directors may establish subcommittees to be responsible for development policy, human resources, compensation, internal audit, and risk management. The number of members of a subcommittee is determined by the Board of Directors and must be at least 3 , including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute a majority in the subcommittee, and one of these members shall be appointed as the Head of the subcommittee by decision of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee are only valid when a majority of members attend and vote to approve them at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, must comply with applicable laws and regulations and the provisions of the company's charter and internal regulations on corporate governance.

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

1. The Company's Board of Directors must appoint at least one person in charge of corporate governance to support corporate governance within the enterprise. The person in charge of corporate governance may also serve as the Company Secretary as stipulated in Clause 5. Article 156 of the Enterprise Law .

2. The person in charge of company administration must meet the following standards:

- a. Possesses knowledge of the law;
- b. It is prohibited to simultaneously work for an independent auditing firm that is auditing the Company's financial statements;
- c. Other standards as prescribed by law, this Charter, and decisions of the Board of Directors.

3. The Board of Directors may dismiss the Chief Executive Officer when necessary, provided that such dismissal is not contrary to applicable labor laws. The Board of Directors may appoint an Assistant Chief Executive Officer from time to time.

4. The person in charge of company administration has the following rights and obligations:



- a. Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on related matters between the Company and shareholders;
- b. Prepare for meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;
- c. Providing advice on meeting procedures;
- d. Attend meetings;
- e. Advising on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;
- f. Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and the Supervisory Board;
- g. Monitor and report to the Board of Directors on the Company's information disclosure activities.
- h. Maintain confidentiality of information in accordance with legal regulations and the company's charter;
- i. Other rights and obligations as stipulated by law and the Company's Articles of Association.

## CHAPTER VIII

### DIRECTORS AND OTHER EXECUTIVES

#### **Article 33. Organizational structure of the management apparatus**

1. The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company has a Director, no more than two (02) Deputy Directors, Chief Accountant and other management positions appointed by the Board of Directors. The appointment, dismissal, and removal of the above-mentioned positions must be approved by resolution or decision of the Board of Directors.

#### **Article 34. Company Managers**

1. The company's management team includes the Director, Deputy Director , and Chief Accountant .

2. Upon the recommendation of the Director and with the approval of the Board of Directors, the Company may recruit other executives in a number and according to standards consistent with the Company's structure and management regulations as stipulated by the Board of Directors. These executives are responsible for supporting the Company in achieving its operational and organizational objectives.

3. The Director receives a salary and bonuses. The Director's salary and bonuses are determined by the Board of Directors.

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





### **Article 35. Appointment, dismissal, duties and powers of the Director**

1. The Board of Directors appoints one member of the Board of Directors or hires another person to serve as Director.
2. The Director is responsible for managing the Company's day-to-day business operations; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and to the law for the exercise of assigned rights and obligations.
3. The term of appointment for the Company Director shall not exceed 5 years and shall be consistent with the term of the Board of Directors, and may be reappointed for an unlimited number of terms. The Director must meet the standards and conditions stipulated by law and the Company's Articles of Association .
4. The director has the following rights and responsibilities:
  - a . Deciding on matters related 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 and implement the Company's business plan and investment plan;
  - d . Propose a plan for the company's organizational structure and internal management regulations;
  - d . Appointing, dismissing, and removing management positions within the Company, except for positions under the authority of the Board of Directors;
  - e . Deciding on salaries and other benefits for employees in the Company, including managers appointed by the Director;
  - g . Recruitment of labor;
  - h . Propose a plan for paying dividends or handling business losses;
  - i . Other rights and obligations as prescribed by law, the company's charter, and resolutions and decisions of the Board of Directors.
  - k . Decisions on purchase, sale, loan, and other contracts with a value of less than 35% of the total asset value of the Company as recorded in the most recent audited financial statements, excluding contracts and transactions under the authority of the General Meeting of Shareholders and the Board of Directors as stipulated in Clause 2, Article 138, Clause 2, Article 153, Clauses 1 and 3. Article 167 of the Enterprise Law
5. The Board of Directors may dismiss the Director when a majority of the Board members with voting rights present at the meeting approve and appoint a new Director to replace him.

## **CHAPTER IX SUPERVISORY BOARD**

### **Article 36. Nomination and candidacy of members of the Supervisory Board**

1. The nomination and election of members of the Supervisory Board shall be carried out in accordance with the provisions of Clauses 1 and 2 of Article 25 of these Charters.
2. If the number of candidates for the Supervisory Board nominated through candidacy is insufficient, the incumbent Supervisory Board may nominate additional candidates or





organize nominations in accordance with the mechanisms stipulated in the company's charter and internal regulations on corporate governance. The incumbent Supervisory Board's nomination of additional candidates must be clearly announced and approved by the General Meeting of Shareholders before the nomination process begins.

#### **Article 37. Composition of the Supervisory Board**

1. The Company's Supervisory Board consists of 3 members. The term of office for a Supervisory Board member is no more than 5 years, and they may be re-elected for an unlimited number of terms.

2. Members of the Supervisory Board must meet the standards and conditions stipulated in Article 169 of the Enterprise Law and must not fall under the following cases:

a . Working in the accounting and finance department of the Company;

b . Being a member or employee of an independent auditing firm that audited the company's financial statements for the three consecutive years preceding the audit.

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

a . No longer meets the qualifications and conditions to be a member of the Supervisory Board as stipulated in Clause 2 of this Article;

b . A resignation letter was submitted and accepted;

c . Other cases as prescribed by law and these Regulations.

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

a . Failure to complete assigned tasks or duties;

b . Failure to exercise one's rights and fulfill one's obligations for six consecutive months, except in cases of force majeure;

c . Repeated and serious violations of the obligations of a member of the Supervisory Board as stipulated in the Enterprise Law and the company's charter;

d . Other cases as decided by the General Meeting of Shareholders.

#### **Article 38. Head of the Supervisory Board**

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

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

a. Convene a meeting of the Supervisory Board;

b. Request the Board of Directors, the Director, and other executives to provide relevant information for reporting to the Supervisory Board;

c. Prepare and sign the Supervisory Board's report after consulting with the Board of Directors, for submission to the General Meeting of Shareholders.

#### **Article 39. Rights and obligations of the Supervisory Board**

The Supervisory Board has the rights and obligations as stipulated in Article 170 of the Enterprise Law and the following rights and obligations:

1. Propose and recommend to the General Meeting of Shareholders to approve the list of auditing firms approved to audit the Company's financial statements; decide on the





auditing firm approved to conduct the Company's operational inspection, and dismiss approved auditors when deemed necessary.

2. Be accountable to shareholders for your supervisory activities.

3. Monitoring the company's financial situation and ensuring compliance with the law in the operations of board members, directors, and other managers.

4. Ensure coordinated activities with the Board of Directors, the CEO, and shareholders.

5. In the event of discovering any violation of the law or the company's charter by a member of the Board of Directors, the Director, or other executives of the enterprise, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the person committing the violation to cease the violation and take measures to remedy the consequences.

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

7. Reporting to the General Meeting of Shareholders as prescribed in Article 290 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law.

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

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

10. Other rights and obligations as prescribed by law and these Statutes.

#### **Article 40. Meeting of the Supervisory Board**

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

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

#### **Article 41. Salaries, remuneration, bonuses and other benefits of members of the Supervisory Board**

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

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



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

**CHAPTER X**  
**RESPONSIBILITIES OF BOARD OF DIRECTORS MEMBERS**  
**MEMBERS OF THE BOARD OF SUPERVISORS , DIRECTORS AND OTHER**  
**EXECUTIVES**

Members of the Board of Directors, members of the Supervisory Board, directors, and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, in good faith and with due diligence for the benefit of the Company.

**Article 42 . Responsibility for honesty and avoiding conflicts of interest.**

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

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

3. Members of the Board of Directors, members of the Supervisory Board, Directors, and other managers are obligated to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries, and other companies in which the public company holds a controlling stake of 50% or more of the charter capital, and those entities or their related parties, as stipulated by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information regarding these resolutions in accordance with the securities law on information disclosure.

4. Members of the Board of Directors are not permitted to vote on transactions that benefit that member or a related party, as stipulated in the Enterprise Law and the company's charter.

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

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

a) For transactions with a value less than or equal to 20 % of the total asset value recorded in the most recent financial statement, the significant contents of the contract or transaction, as well as the relationships and interests of the Board of Directors, Supervisory Board members, Directors, and other executives, have been reported to the Board of Directors and approved by a majority vote of the Board members who have no vested interest;





b) For transactions exceeding 20 % or transactions resulting in a transaction value of 21 % or more of the total asset value recorded in the most recent financial statement within 12 months of the first transaction date, the significant details of the transaction, as well as the relationship and interests of the Board of Directors, Supervisory Board members, Directors, and other executives, must be disclosed to shareholders and approved by the General Meeting of Shareholders through a vote of shareholders without an vested interest.

c . For contracts, loan transactions, and asset sales with a value exceeding 10% of the Company's total assets as recorded in the most recent financial statement, between the Company and shareholders owning 51% or more of the total voting shares or related parties of such shareholders, with the approval of the General Meeting of Shareholders.

#### **Article 43 . Liability for damages and compensation**

1. Members of the Board of Directors, Supervisors, Directors, and other executives who violate their duties and responsibilities of integrity and diligence, or fail to perform their duties with conscientiousness and professional competence, shall be held liable for damages caused by their misconduct.

2. The Company shall compensate persons who have been, are, or may become parties involved in claims, lawsuits, or prosecutions (including civil and administrative cases, and not cases in which the Company is the plaintiff) if that person has been or is a member of the Board of Directors, a member of the Supervisory Board, a Director, other executive, employee, or authorized representative of the Company who has been or is performing duties under the Company's authorization, acting honestly and diligently in the Company's interest in compliance with the law, and there is no evidence to confirm that that person has violated their responsibilities.

3. Compensation costs include incidental expenses (including attorney fees), judgment costs, fines, and payments actually incurred or deemed reasonable in resolving these cases within the framework of the law. The company may purchase insurance for these individuals to avoid the aforementioned compensation liabilities .

### **CHAPTER XI**

#### **RIGHT TO EXAMINE COMPANY RECORDS AND ACCOUNTING**

##### **Article 44 . Right to access books and records.**

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

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

b) Shareholders or groups of shareholders owning 5% (five percent) or more of the total number of common shares, or having the right to review, examine, and extract minutes and resolutions of the Board of Directors, interim and annual financial statements, reports of the Supervisory Board, contracts, transactions requiring approval from the Board of

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Directors, and other documents, except for documents related to the Company's trade secrets and business secrets.

Requests to search books and records by authorized representatives of shareholders and groups of shareholders must be accompanied by a power of attorney from the shareholder or group of shareholders they represent, or a notarized copy of such power of attorney.

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

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

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

## **CHAPTER XII**

### **WORKERS AND UNIONS**

#### **Article 45. Workers and trade unions**

1. The director must develop a plan for the Board of Directors to approve matters relating to recruitment, employee termination, wages, social insurance, benefits, rewards, and disciplinary actions for employees and business executives.

2. The Director shall develop a plan for the Board of Directors to approve matters relating to the Company's relationship with trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and applicable laws.

## **CHAPTER XIII**

### **PROFIT DISTRIBUTION**

#### **Article 46. Profit Distribution**

1. The General Meeting of Shareholders decides on the dividend payout rate and the form of dividend payment annually from the Company's retained earnings.

The annual dividend and after-tax profit distribution plan is as follows:

- Distribute profits to the joint venture partners in accordance with the provisions of the signed economic contract (if any);
- To offset losses from previous years that have expired the period for deduction from pre-tax profits as stipulated;
- Allocate up to 30% to the business development investment fund;





- Allocate funds for employee bonuses and welfare within the enterprise, and funds for bonuses for enterprise managers, in accordance with government regulations on labor, wages, remuneration, and bonuses for companies with controlling state ownership or capital contributions.

- Remaining profits are distributed entirely in cash or shares to shareholders and capital contributors. Dividend distribution in shares is only applicable when the company implements Group A projects that have been approved by the competent authority.

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

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

4. In cases where dividends or other payments related to a stock are paid in cash, the Company must make the payment in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by the shareholder. If the Company has transferred the funds according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company shall not be liable for the amount transferred to that shareholder. Dividend payments for listed/registered shares on the stock exchange may be made through a securities company or the Vietnam Securities Depository Center.

5. Pursuant to the Enterprise Law and the Securities Law, the Board of Directors shall pass a resolution specifying a particular date for closing the shareholder list. Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends, interest, profit distributions, shares, notices, or other documents.

6. Other matters related to profit distribution shall be handled in accordance with the law.

## CHAPTER XIV

### BANK ACCOUNTS , FISCAL YEAR AND ACCOUNTING SYSTEM

#### Article 47. Bank Account

1. The company opens accounts at Vietnamese banks or at foreign banks licensed to operate in Vietnam.

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

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

#### Article 48. Fiscal Year

The Company's fiscal year begins on the first day of January each year and ends on the 31st day of December. The first fiscal year begins on the date of issuance of the Business Registration Certificate and ends on the 31st day of December immediately following the date of issuance of the Business Registration Certificate.



#### **Article 49. Accounting System**

1. The accounting system used by the Company is the Vietnamese Accounting System (VAS), the enterprise accounting system, or other specific accounting systems issued by competent authorities and approved by the Ministry of Finance.

2. The company shall maintain accounting records in Vietnamese and keep accounting records in accordance with accounting laws and related legislation. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the company's transactions.

3. The company uses the Vietnamese Dong as its accounting currency. If the company's economic transactions are primarily conducted in a foreign currency, it may choose that foreign currency as its accounting currency, is legally responsible for that choice, and must notify the relevant tax authority.

### **CHAPTER XV FINANCIAL REPORTS , ANNUAL REPORTS AND RESPONSIBILITIES FOR DISCLOSING INFORMATION**

#### **Article 50. Annual, semi-annual and quarterly financial reports**

1. The company must prepare annual financial statements, and these annual financial statements must be audited in accordance with the law. The company must publish the audited annual financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.

2. Annual financial statements must include all reports, appendices, and explanatory notes as required by law on corporate accounting. Annual financial statements must truthfully and objectively reflect the company's operational situation.

3. The company must prepare and publish audited semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.

#### **Article 51. Annual Report**

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

### **CHAPTER XVI COMPANY AUDIT**

#### **Article 52. Auditing**

1. The Annual General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of these firms to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed upon with the Board of Directors. The Company must prepare and submit the annual financial statements to the independent auditing firm after the end of the fiscal year.





2. A copy of the audit report is attached to the Company's annual financial statements.

3. The independent auditor conducting the audit of the Company is permitted to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders that shareholders are entitled to receive, and to express opinions at the meeting on matters related to the audit of the Company's financial statements.

## **CHAPTER XVII**

### **THE MARK OF THE BUSINESS**

#### **Article 53 . Enterprise Seal**

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

2. The Board of Directors decides on the type, quantity, form, and content of the seals of the Company, its branches, and representative offices (if any).

3. The Board of Directors and the Director shall use and manage the seal in accordance with current laws and regulations.

## **CHAPTER XVIII**

### **DISSOLVE THE COMPANY**

#### **Article 54 . Dissolution of the Company**

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

a . The operating period stipulated in the company's charter has expired without a decision to extend it;

b . In accordance with resolutions and decisions of the General Meeting of Shareholders;

c . The business registration certificate is revoked, except where the Law on Tax Administration provides otherwise;

d . Other cases as prescribed by law.

2. The premature dissolution of the Company (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if required) as prescribed by law.

#### **Article 55. Extension of operation**

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months before the end of the operating term so that shareholders can vote on the extension of the Company's operating term as proposed by the Board of Directors.

2. The operating period will be extended when shareholders representing 65% or more of the total voting rights of all shareholders present at the General Meeting of Shareholders approve it.

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#### **Article 56. Liquidation**

1. At least six (06) months before the end of the Company's operating term or after the decision to dissolve the Company, the Board of Directors shall establish a Liquidation Committee consisting of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to liquidation shall be given priority by the Company before other debts of the Company.

2. The Liquidation Committee is responsible for reporting the date of establishment and the date of commencement of operations to the Business Registration Authority. From that point onwards, the Liquidation Committee acts on behalf of the Company in all matters related to the liquidation of the Company before the Courts and administrative agencies.

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

- a. Liquidation costs;
- b. Outstanding wages, severance pay, social insurance contributions, and other employee benefits as stipulated in collective bargaining agreements and signed employment contracts;
- c. Tax debt;
- d. Other liabilities of the Company;
- e. The remaining amount after all debts from items (a) to (d) above have been paid shall be distributed to the shareholders. Preferred shares shall be paid first.

### **CHAPTER XIX RESOLVING INTERNAL DISPUTES**

#### **Article 57 . Resolution of Internal Disputes**

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

- a. Shareholders and the Company;
- b. Shareholders with the Board of Directors, Supervisory Board, Directors, or other executives.

The parties involved attempt to resolve the dispute through negotiation and mediation. Except in cases involving the Board of Directors or the Chairman of the Board, the Chairman of the Board presides over the dispute resolution process and requires each party to submit relevant information within 30 working days of the dispute arising. In cases involving the Board of Directors or the Chairman of the Board, either party may appoint an independent expert to mediate the dispute resolution process.

2. If a conciliation agreement is not reached within six (06) weeks from the start of the conciliation process or if the conciliation decision is not accepted by the parties, a party may bring the dispute to the Economic Arbitration or the Economic Court.





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

## CHAPTER XX SUPPLEMENTS AND AMENDMENTS TO THE STATUTES

### Article 58. Company Charter

1. Amendments and additions to these Charters must be considered and decided upon by the General Meeting of Shareholders.

2. In the event that there are legal provisions relating to the Company's operations not addressed in this Charter, or in the event that new legal provisions differ from the provisions in this Charter, those legal provisions shall automatically apply and govern the Company's operations.

## CHAPTER XXI EFFECTIVE DATE

### Article 59. Effective Date

1. This charter, comprising 21 chapters and 59 articles, was approved by the General Meeting of Shareholders of Hai Phong Cement Hai Phong Cement Trading And Transportation Joint Stock Company in Resolution No. 27 /NQ-ĐHĐCĐ dated April 28, 2026 .

2. The charter shall be drawn up in one copy and must be kept at the company's head office.

3. These Bylaws are the sole and official document of the Company.

4. Copies or extracts of the company's charter are valid only when signed by the legal representative or at least half of the total number of members of the Board of Directors.

*Hai Phong , May 25 , 2026*

FULL NAME SIGNATURE BY THE LEGAL  
REPRESENTATIVE  
DIRECTORS



Le Van Thang