



**VIETNAM NATIONAL COAL & MINERAL INDUSTRIES  
HOLDING CORPORATION LIMITED  
DEO NAI - COC SAU - TKV COAL JOINT STOCK COMPANY**

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**CHARTER**  
**ON ORGANIZATION AND OPERATION**  
**DEO NAI - COC SAU - TKV COAL JOINT STOCK**  
**COMPANY**

**(Revised and amended for the second time and unanimously adopted at  
Annual General Meeting of Shareholders 2026 (April 21, 2026))**

**April 2026**



*Cam Pha, April 21, 2026*

## **CHARTER ON ORGANIZATION AND OPERATION**

### **INTRODUCTION**

1. Deo Nai - Coc Sau - TKV Coal Joint Stock Company was established under the Enterprise Law No. 59/2020/QH14 on the basis of merging two companies: Vinacomin - Deo Nai Coal Joint Stock Company and Vinacomin - Coc Sau Coal Joint Stock Company.

2. The Company's charter and operational regulations are based on:

- The Enterprise Law No. 59/2020/QH14 was passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

- The Securities Law No. 54/2019/QH14 was passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

- Decree No. 155/2020/ND-CP detailing the implementation of a number of articles of the Securities Law was issued by the Government of the Socialist Republic of Vietnam on December 31, 2020;

- The model charter applicable to public companies is issued together with Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance, which regulates corporate governance applicable to public companies.

3. This Charter was amended for the second time and adopted by Resolution of the Company's Annual General Meeting of Shareholders held on April 21, 2026. This Charter inherits and replaces the Charter on Organization and Operation issued at the Extraordinary General Meeting of Shareholders on November 19, 2024.

4. This Charter serves as the legal basis for all of the Company's operations. The Company's regulations, resolutions of the General Meeting of Shareholders and the Board of Directors, when duly adopted and in accordance with the law and this Charter, shall be the binding rules and regulations for conducting business activities.

### **Chapter I**

#### **DEFINITION OF TERMS IN THE BYLAWS**

##### **Article 1. Explanation of terms and concepts in the Regulations**

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

a) "Company" means Deo Nai - Coc Sau - TKV Coal Joint Stock Company, established on the basis of the merger of Vinacomin - Coc Sau Coal Joint Stock Company and Vinacomin - Deo Nai Coal Joint Stock Company; it is a subsidiary of Vietnam National Coal And Mineral Industries Holding Corporation Limited;

b) "Board" means the Board of Directors of the Company, abbreviated as "Board of Directors";

c) "Business area" means the geographical scope of the Company's business activities, including within and outside the territory of Vietnam;



d) "Charter capital" is the total par value of shares sold or subscribed for upon the establishment of the Company and as stipulated in Article 6 of these Charters;

d) "Voting capital" refers to share capital, whereby the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;

e) "Enterprise Law" refers to Enterprise Law No. 59/2020/QH14, adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

g) "Securities Law" refers to Securities Law No. 54/2019/QH14, adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

h) "Date of establishment" means the date on which the Company was first granted its Certificate of Business Registration (business registration certificate and equivalent documents);

i) "Law" means all legal normative documents stipulated in the Law on the Promulgation of Legal Normative Documents;

k) "Business manager" means a person who manages the company, including the Chairman of the Board of Directors, members of the Board of Directors, Directors, and individuals holding other managerial positions as stipulated in this Charter;

l) "Business executives" refers to the Director, Deputy Director, Chief Accountant, and other executives as stipulated in these Charters;

m) "Related parties" are individuals or organizations as defined in Clause 23, Article 4 of the Enterprise Law; Clause 46, Article 4 of the Securities Law;

o) "Shareholder" is an individual or organization that owns at least one share of the Company.

p) "Major shareholder" refers to a shareholder as defined in Clause 18, Article 4 of the Securities Law.

q) "Dividends" means the net profit paid to each share in cash or other assets from the Company's remaining profits after fulfilling its financial obligations;

r) "Term of operation" means the term of operation of the Company as stipulated in Article 2 of these Charters and any extension period (if any) approved by a resolution of the General Meeting of Shareholders;

s) "Stock Exchange" refers to the Vietnam Stock Exchange and its subsidiaries.

t) "Vietnam" means the Socialist Republic of Vietnam.

2. In these Charters, any reference to any provision or document shall include any amendments or replacements thereof. If the legal documents governing the provisions of these Charters are amended, supplemented, or replaced, the relevant provisions of these Charters shall be implemented in accordance with the amendments, supplements, or replacements of those legal documents. The next General Meeting of Shareholders shall subsequently amend these Charters accordingly.

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.

4. Words or terms defined in the Enterprise Law and the Securities Law (unless they conflict with the subject matter or context) shall have similar meanings in these Charters.



## Chapter II

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

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

**1. Company Name:**

- a) Vietnamese name: CÔNG TY CỔ PHẦN THAN ĐÈO NAI- CỘC SÁU - TKV
- b) English name: DEO NAI - COC SAU - TKV COAL JOINT STOCK COMPANY.
- c) Trade name: DEO NAI - COC SAU - TKV COAL JOINT STOCK COMPANY
- d) Abbreviated name: THAN DEO NAI - COC SAU

**2. The company has its own logo.**



**3. Company structure:**

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

4. The company is a subsidiary of Vietnam National Coal & Mineral Industries Holding Corporation Limited, owned by the Group. controlling through a controlling stake in the Company, through the Group's brand or through other controlling rights as stipulated by law and the Group's internal management regulations.

The coal resources and reserves currently being exploited by the Company are state-owned assets entrusted to Vietnam National Coal & Mineral Industries Holding Corporation Limited, which acts as the representative of the state owner, for unified management and are not included in the Company's asset value. Vietnam National Coal & Mineral Industries Holding Corporation Limited entrusts the Company with the management of these coal resources and reserves, and the Company annually mines coal for the Group under an economic contract for business cooperation between the Group and the Company.

5. The company is permitted to use the trademarks "TKV" and "VINACOMIN" of Vietnam National Coal & Mineral Industries Holding Corporation Limited in its company name in Vietnamese and English, in accordance with the Trademark Usage Regulations of Vietnam National Coal & Mineral Industries Holding Corporation Limited and the provisions of the law;

In addition to the provisions in this Charter, the Company is responsible for fulfilling the rights and obligations of a subsidiary of Vietnam National Coal & Mineral Industries Holding Corporation Limited in accordance with the Group's Charter and internal management regulations of which the Company is a member.

**6. Registered office of the Company:**

- Address: No. 42, Kim Dong Street, Cam Pha Ward, Quang Ninh Province.



- Phone: 02033864251
- Fax: 02033863942
- E-mail: [thandeonaicocsau.vn@gmail.com](mailto:thandeonaicocsau.vn@gmail.com)
- Website: [www.thandeonaicocsau.vn](http://www.thandeonaicocsau.vn).

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

8. Unless the Company ceases operations before the deadline stipulated in Clause 2 of Article 58 of these Charters, the Company's operating period is indefinite (unlimited) from the date of its establishment.

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

The Company has one legal representative, who is the Company Director. The Company's legal representative is an individual who represents the Company in exercising the rights and obligations arising from the Company's transactions, representing the Company as a party requesting the resolution of civil matters, plaintiff, defendant, or party with related rights and obligations before arbitration panels, courts, and other rights and obligations as stipulated by current law and this Charter.

## **Chapter III**

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

#### **Article 4. Objectives and business lines of the Company**

1. The Company's operational objectives are to maximize reasonable profits for the Company, increase returns for shareholders, contribute to the State budget, ensure the rights of employees, and continuously develop the Company to become stronger and stronger.

2. The company's business activities:

a) The company's business activities include:

<b>No.</b>	<b>Department Name</b>	<b>Industry code</b>
1	Extraction and collection of hard coal	0510
2	Extraction and collection of lignite	0520
3	Iron ore mining	0710
4	Extraction of other non-ferrous metal ores	072 9
5	Extraction of stone, sand, gravel, and clay.	0810
6	Peat extraction and collection	0892
7	Other mining support service activities	0990
8	Marine aquaculture	0321
9	Production of non-alcoholic beverages and mineral water.	110 5
10	Manufacture of rubber inner tubes and tires; retreading and recycling of rubber tires.	2211
11	Manufacture other rubber products	2219
12	Manufacture of building materials from clay	2392

No.	Department Name	Industry code
13	Manufacturing of metal components	2511
14	Metal forging, stamping, pressing and rolling; powder metallurgy.	2591
15	Mechanical processing; metal treatment and coating	2592
16	Manufacture of mining and construction machinery	2824
17	Repair and maintenance of prefabricated metal products.	3311
18	Repair and maintenance of machinery and equipment	3312
19	Repair and maintenance of electronic and optical equipment.	3313
20	Repair and maintenance of electrical equipment	3314
21	Repair and maintenance of transport vehicles (excluding cars, motorcycles, and other motor vehicles)	3315
22	Repair and maintenance of other equipment	3319
23	Installation of industrial machinery and equipment	3320
24	Electricity transmission and distribution	3513
25	Water extraction, treatment, and supply	3600
26	Drainage and wastewater treatment	3700
27	Building a house to live in.	4101
28	Building houses not to live in.	4102
29	Railway construction	4211
30	Road construction	4212
31	Construction of hydraulic structures	4291
32	Construction of mining facilities	4292
33	Construction of processing and manufacturing facilities.	4293
34	Construction of other civil engineering works	4299
35	Demolition	4311
36	Site preparation	4312
37	Electrical system installation	4321
38	Repair and maintenance of automobiles and other motor vehicles.	9531
39	Wholesale of other building materials and installation equipment. Details: Wholesale of soil, rocks, sand, gravel, and clay extracted and/or produced from waste rock from mining; Wholesale of bamboo, rattan, timber, and processed wood; Wholesale of building bricks, tiles, roofing, sand, and gravel; Wholesale of other building materials and installation equipment.	4673
40	Rail freight transport	4912



No.	Department Name	Industry code
41	Road passenger transport within and outside urban areas (excluding bus transport)	4931
42	Road freight transport	4933
43	Inland waterway freight transport	5022
44	Warehousing and goods storage	5210
45	Activities that directly support water transport services. Details: Management of inland waterway ports and terminals.	5222
46	Other short-term accommodation services	5520
47	Restaurants and food service, mobile food service	5610
48	Providing catering services on an irregular contractual basis with clients.	5621
49	Real estate business involves the ownership, use, or lease of land. Details: Leasing and operation Houses and land not for residential purposes; Buying and selling houses and land use rights for residential purposes; Leasing and operating houses and land for residential purposes.	6810
50	Renting of machinery, equipment and other tangible goods without an operator.	7730
51	Wholesale of solid, liquid, and gaseous fuels and related products. Details: Wholesale of coal and related products (excluding crude oil and refined oil)	4671
52	Architectural and related engineering consulting activities. Details: Surveying and mapping activities.	7110

b) The company may add other business lines in accordance with the law and with the approval of the Company's General Meeting of Shareholders.

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

1. The company is permitted to conduct business activities in the sectors specified in this Charter, having registered and notified changes to its registration with the business registration authority and published them on the National Business Registration Portal.

2. The company may conduct business in other areas permitted by law and approved by the General Meeting of Shareholders.

### **Chapter IV**

#### **CHARTER CAPITAL, SHARES**

#### **Article 6. Charter capital and shares**

1. Registered capital:



a) The Company's charter capital is VND 619,352,020,000 (in words: Six hundred nineteen billion, three hundred fifty-two million, twenty thousand dong). The Company's charter capital is divided into 61,935,202 shares with a par value of VND 10,000/share.

b) The company may change its charter capital (increase or decrease charter capital) with the approval of the General Meeting of Shareholders and in accordance with the provisions of the law.

## 2. Shares:

a) All shares of the Company 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 11 and 12 of these Charters;

Common stock used as the underlying asset to issue non-voting depositary certificates is called the underlying common stock. Non-voting depositary certificates have economic benefits and obligations corresponding to the underlying common stock, except for the voting rights.

b) The company may issue other types of preferred shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of the law;

c) Common shares cannot be converted into preferred shares. Preferred shares can be converted into common shares upon approval by the General Meeting of Shareholders;

### d) Offering shares for sale:

- A share offering is when a company increases the number of shares it is authorized to offer and sells those shares during its operation to increase its charter capital;

- Offering shares to increase charter capital is carried out in one of the forms stipulated in Clause 2, Article 123 of the Enterprise Law, including:

(i) Offering to existing shareholders.

(ii) Offering to the public.

(iii) Private placement of shares.

- The Company's share offering is conducted in accordance with the provisions of Articles 123, 124, and 125 of the Enterprise Law and the regulations of the law on securities;

### đ) Selling shares

The Board of Directors decides on the timing, method, and price of the share sale. The share sale price must not be lower than the market price at the time of the offering or the book value of the shares at the most recent time, except as stipulated in Article 126 of the Enterprise Law, which requires approval from the General Meeting of Shareholders.

### e) Share buyback

According to the decision of the General Meeting of Shareholders, the Company may repurchase no more than 30% of the total number of outstanding common shares as stipulated in Article 133 of the Enterprise Law. Shares repurchased by the Company in accordance with Articles 132 and 133 of the Enterprise Law are considered unsold shares (treasury shares) as stipulated in Clause 4, Article 112 of the Enterprise Law. The Board of Directors may offer shares for sale in ways consistent with the provisions of this Charter and the Securities Law and related guiding documents. If the Board of Directors does not carry out the offering, the Company must adjust its charter capital downwards by an



amount corresponding to the total par value of the repurchased shares within 10 days from the date of completion of the share repurchase payment, unless otherwise stipulated by securities law.

g) The company may issue other types of securities when unanimously approved in writing by the General Meeting of Shareholders and in accordance with the provisions of the law on securities and the securities market.

3. The percentage of voting shares held by foreign investors in the Company is less than or equal to 35% of the total number of voting shares in the Company.

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

1. Shareholders of the Company are issued share certificates corresponding to the number and type of shares they own, in cases where the shareholder has not yet deposited their shares with the Vietnam Securities Depository Center.

2. Shares are certificates issued by a company, book entries, or electronic data confirming the legal rights and interests of the owner in a portion of the company's share capital. Shares must contain all the information stipulated in Clause 1, Article 121 of the Enterprise Law. Regarding preferred shares, in addition to the above regulations, the share certificate must also clearly state the forms of preference for those shares and/or other information as stipulated in Articles 116, 117, and 118 of the Enterprise Law.

3. Within 30 days of submitting a complete application for the transfer of share ownership as stipulated by the Company, or within two months (or longer as stipulated in the issuance terms) from the date of full payment for the shares as stipulated in the Company's share issuance plan, the shareholder will be issued a share certificate. The shareholder is not required to pay the Company any printing costs for the share certificate or any other fees.

4. In the event that a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued a share certificate by the Company upon the shareholder's request, provided that proof of share ownership is provided and all related costs are paid to the Company. The shareholder's request must include the following information:

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

#### **Article 8. Securities Certificates**

1. Bond certificates or other securities certificates of the Company (excluding offer letters, provisional certificates and similar documents) shall be issued bearing the Company's seal and the sample signature of the Company's legal representative, unless otherwise stipulated in the terms and conditions of issuance.

##### **2. Shareholder Register:**

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

- Name and registered office of the company.
- The total number of shares authorized for sale, the types of shares authorized for sale, and the total number of shares authorized for sale of each type.



- The total number of shares sold of each class and the capital value of the contributed shares.

- The shareholder's name should be arranged alphabetically, along with their permanent address, nationality, citizen identification card number, passport number, or other legally valid personal identification for individual shareholders; the business registration number or establishment decision number, and the head office address for organizational shareholders; the number of shares of each type held by each shareholder; and the share registration date.

b) The shareholder register may be compiled and stored in written form or as an electronic data file. The shareholder register may be stored at the Company's head office or elsewhere, but the business registration authority and all shareholders must be notified in writing. Shareholders have the right to view and obtain a copy of the Company's shareholder list during business hours at the location where the shareholder register is kept.

3. If a shareholder changes their permanent address, they must promptly notify the Company so that the information can be updated in the shareholder register. The Company will not be responsible for being unable to contact a shareholder due to failure to notify them of the address change.

#### **Article 9. Transfer of shares**

1. All shares are freely transferable unless otherwise provided in this Charter, resolutions of the Company's General Meeting of Shareholders relating to the issuance, and the law. Shares listed or registered for trading on the stock exchange shall be transferred in accordance with the provisions of the law on securities and the securities market.

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

3. Within three years of establishment, the founding shareholders must collectively hold at least 20% of the total number of common shares of the Company at the time of business registration. Founding shareholders have the right to freely transfer their common shares to other founding shareholders. Transferring these shares to individuals who are not founding shareholders requires the consent of the General Meeting of Shareholders. In this case, the shareholder intending to transfer the shares does not have the right to vote on the transfer, and the transferee automatically becomes a founding shareholder of the Company.

4. Unless otherwise stipulated by the Board of Directors (in accordance with the provisions of the Enterprise Law), all share transfers may be made through written transfer in the usual manner, or by any other method acceptable to the Board of Directors. Listed or registered shares must be transferred through the relevant stock exchange in accordance with the regulations of the State Securities Commission and the Stock Exchange. The transfer documents must be signed by the transferor and the transferee or their authorized representatives. The transferor remains the owner of the relevant shares until the name of the transferee is registered in the shareholder register (unless the transferor authorizes the transferee to attend the Shareholders' Meeting during that period as stipulated in the Enterprise Law).



5. In the event that an individual shareholder dies or is declared missing by a competent state authority, the heirs or managers of the deceased or missing shareholder's assets will be recognized by the Company as the sole person(s) entitled to or benefiting from the shares. However, this provision does not release the deceased or missing shareholder from any liability associated with any shares they held. If the shares of the deceased or missing shareholder have no heirs, the heirs refuse to accept the inheritance, or are disinherited, those shares will be dealt with according to the provisions of civil law.

6. Shareholders have the right to donate a portion or all of their shares in the Company to other individuals or organizations; or to use the shares to pay off debts. In this case, the individual or organization Those who receive shares as a gift or as payment for debt will become shareholders of the Company.

7. If a shareholder transfers some of their shares, the old share certificate is canceled, and the company issues new shares to record the transferred shares and the remaining shares.

8. Individuals and organizations receiving shares in the cases stipulated in this Article shall only become shareholders of the company from the time their information as stipulated in Clause 2, Article 122 of the Enterprise Law is fully recorded in the shareholder register.

#### **Article 10. Recovery and payment for purchased 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 along with interest on that amount and any costs incurred by the Company due to the failure to pay in full, as stipulated.

2. The aforementioned payment notice must clearly state the new payment deadline (at least seven (07) 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 reclaimed.

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. If, after the specified deadline, the shareholder has not paid or has only partially paid for the shares they registered to purchase, the following procedures shall apply:

a) Shareholders who have not paid in full for the shares they registered to purchase will automatically cease to be shareholders of the Company and will not be allowed to transfer their right to purchase those shares to others;

b) Shareholders who only pay for a portion of the registered shares will have voting rights, receive dividends, and other rights corresponding to the number of shares paid for; they are not allowed to transfer the right to purchase the unpaid shares to others;

c) Unpaid shares shall be considered unsold shares, and the Board of Directors has the right to reclaim shares that have not been fully and promptly paid for if the requirements in the notice mentioned in Clause 2 of this Article are not met, and to decide on the next course of action.

5. Recalled shares are considered shares that are entitled to be offered for sale in accordance with Clause 3, Article 112 of the Enterprise Law. The Board of Directors may directly or authorize the sale, redistribution, or settlement of the recalled shares to the



original owners or other parties under conditions and in a manner that the Board of Directors deems appropriate.

6. Shareholders holding shares that are repossessed due to non-payment or insufficient payment of registered shares shall relinquish their shareholder status with respect to those shares, but shall still be required to pay all related amounts plus interest (calculated at the VND demand deposit interest rate at the bank where the Company maintains an account) at the time of repossession as decided by the Board of Directors, from the date of repossession until the date of payment. 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 repossession or may waive or reduce the payment of part or all of that amount.

7. Notice of revocation will be sent to the holder of the revoked shares before the revocation date. The revocation remains valid even in the event of errors or negligence in sending the notice.

8. Shareholders who have not paid or have not fully paid for the shares they registered to purchase shall be liable for the company's financial obligations arising up to the par value of the registered shares until the shares are repurchased.

## **Chapter V**

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

#### **Article 11. Organizational structure, governance and control of the Company**

The Company's organizational structure for management, administration, and control includes:

1. The General Meeting of Shareholders is the highest decision-making body of the Company;

2. The Board of Directors, elected by the General Meeting of Shareholders, is the governing body of the Company and has full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company that do not fall under the authority of the General Meeting of Shareholders;

3. 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 duties;

4. The Supervisory Board is elected by the General Meeting of Shareholders to supervise the Board of Directors and the Director in the management and operation of the Company; and is accountable to the General Meeting of Shareholders for the performance of its assigned duties.

## **Chapter VI**

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

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

1. Ordinary shareholders have the following rights:

a) To attend and speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or other forms as prescribed by the company's charter and the law. Each common share has one voting right;



- b) Receive dividends at the rate decided by the General Meeting of Shareholders;
  - c) Priority shall be given to purchasing new shares in proportion to each shareholder's ownership of common shares in the Company;
  - d) 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) 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, receive a portion of the remaining assets in proportion to their shareholding in the Company;
  - h) Request 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 these preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;
  - k) To have full access to periodic 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.
2. 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 Clauses 2, 3 and 4 of 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) Proposals for inclusion in the General Shareholders' Meeting agenda. Proposals must be in writing and submitted to the Company no later than 3 working days before the meeting date. The proposal must clearly state the shareholder's name, the number of each



type of share held by the shareholder, and the proposed issue to be included in the meeting agenda;

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

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

a) 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**

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

2. Attend shareholder general meetings 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 through online meetings, electronic voting, or other electronic means;

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

3. Pay for the registered shares as stipulated; shareholders are not allowed to withdraw contributed capital in the form of common shares from the Company in any form, except in cases where the Company or another party repurchases the shares. If a shareholder withdraws part or all of their contributed capital contrary to the provisions of this clause, that shareholder, along with the members of the Board of Directors and the legal representative of the Company, shall be jointly and severally liable for the Company's debts and other financial obligations to the extent of the value of the withdrawn shares and any resulting damages.

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

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

6. Fulfill other obligations as prescribed by law and this Charter.



7. 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 to mitigate potential financial risks for the Company.

8. Major shareholders have the obligations of shareholders as stipulated in the Enterprise Law, and in addition, must ensure compliance with the following obligations:

- a) Major shareholders are not allowed to abuse their dominant position to influence the rights and interests of the Company and other shareholders as stipulated by law and the Company's Articles of Association.
- b) Major shareholders have an obligation to disclose information as required by law.

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

1. The General Meeting of Shareholders is the highest authority of the Company and includes all shareholders with voting rights. The Annual General Meeting of Shareholders is held once (01) a year and must be held within four (04) months from the end of the financial year. The Board of Directors may decide to extend the Annual General Meeting of Shareholders if necessary, but not more than six (06) 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 is determined by where the chairperson attends the meeting and must be in 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 responsible for attending the Company's Annual General Meeting of Shareholders .

3. The Board of Directors must convene an extraordinary general meeting of shareholders in the following cases:

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The number of remaining members of the Board of Directors and Supervisory Board is less than the minimum number of members prescribed by law, or the number of Board of Directors members is reduced by more than one-third (1/3) compared to the total number of Board of Directors members as stipulated in this Charter;
- c) Upon the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 11 of these Charters ; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reasons and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the request must be made in multiple copies and include sufficient signatures of the relevant shareholders;



- d) At the request of the Supervisory Board;
- e) Other cases as prescribed by law and these Regulations.

4. Convene an extraordinary general meeting of shareholders.

a) The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board is as stipulated in point b, clause 3 of this Article, or upon receiving the request stipulated in points c and d, 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 30 days, the Supervisory Board shall replace the Board of Directors in convening a General Meeting of Shareholders as prescribed in clause 3, Article 140 of the Enterprise Law ;

c) If the Supervisory Board fails to convene a General Meeting of Shareholders as prescribed in point b, clause 4 of this Article, the shareholder or group of shareholders specified in point c, clause 3 of this Article has the right to request the Company's representative to convene 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 prescribed 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 with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
- đ) Decisions to amend or supplement the company's charter;
- e) Through annual financial reports;
- g) Decision to repurchase more than 10% of the total number of 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) Decisions on reorganizing or dissolving 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 Regulations on the Operation of the Board of Directors; and the Regulations on the Operation of 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 and these Statutes.

2. The General Meeting of Shareholders discussed and approved the following matters:

a) The company's annual business plan;

b) Audited annual financial statements;

c) Reports from 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, and 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) The 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) Type of shares and the number of shares of each type;

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 recorded in the Company's most recent financial statement;

q) Decision to repurchase more than 10% of the total number of shares sold of each class;

r) The company enters into contracts or 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;

s) Approve the transactions 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;

u) Other matters as prescribed by law and these Statutes.

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 who are individuals, or authorized representatives of shareholders who are organizations, may attend the General Meeting of Shareholders directly or through written authorization to one or more other individuals or organizations, or through one of the forms stipulated in Clause 3, Article 144 of the Enterprise Law.

2. The designation of an authorized representative must be made in writing using the Company's form and must be signed as follows:

a) In the case where the shareholder is an individual acting as the proxy, the proxy must be signed by that shareholder and the individual or legal representative of the organization authorized to attend the meeting;

b) In the case where the institutional shareholder is the authorized representative, the power of attorney must be signed by the authorized representative, the legal representative of the institutional shareholder and the individual, and the legal representative of the organization authorized to attend the meeting;

c) In other cases, the power of attorney must be signed by the legal representative of the shareholder and the person authorized to attend the meeting;

Authorized representatives to attend the General Meeting of Shareholders must submit the authorization document when registering to attend the meeting before entering the meeting room;

3. In cases where a lawyer signs a letter of appointment on behalf of the authorized person, the appointment of a representative in this case shall only be considered valid if the letter of appointment is presented together with the power of attorney for the lawyer or a valid copy of that power of attorney (if not previously registered with the Company).

4. Shareholders who are organizations have the right to appoint one or more authorized representatives to exercise their shareholder rights as prescribed by law; if more than one authorized representative is appointed, the number of shares and voting rights of each representative must be specifically determined. The appointment, termination, or change of authorized representatives must be notified in writing to the Company as soon as possible. The notification must include the following main contents:

a) Name, permanent address, nationality, number and date of the establishment decision or date of issuance of the Business Registration Certificate of the shareholder;

b) The number of shares, type of shares, and date of shareholder registration at the Company;

c) Full name, permanent address, nationality, identity card number, passport number, or other legally valid personal identification document of the authorized representative;

d) Number of shares authorized for representation;

d) Term of the authorized representation;

e) Full name and signatures of the authorized representative and the legal representative of the shareholder.



5. Except as provided in Clause 3 of this Article, the voting ballot of a person authorized to attend the meeting within the scope of their authorization remains valid in the event of any of the following circumstances:

- a) The grantor has died, is restricted in their legal capacity, or has lost their legal capacity;
- b) The person who granted the authorization has revoked the designation;
- c) The authorizing party has revoked the authority of the person performing the authorization;

However, this provision will not apply if the Company receives written notice of any of the above-mentioned circumstances prior to the opening of the General Meeting of Shareholders or before the meeting is reconvened.

6. In the event that shares are transferred and the transferee becomes a shareholder of the Company during the period from the date the shareholder list is finalized to the date of the General Meeting of Shareholders, the transferee has the right to attend the General Meeting of Shareholders in place of the transferor with respect to the transferred shares.

7. The authorized representative must meet the following standards and conditions:

- a) Possess full legal capacity;
- b) Not subject to prohibitions on establishing and managing businesses;
- c) Shareholders that are state-owned enterprises as stipulated in Clause 1, Article 88 of the Enterprise Law are not allowed to appoint: spouse, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, father-in-law, mother-in-law, biological child, adopted child, son-in-law, daughter-in-law, biological brother, biological sister, biological sibling, brother-in-law, sister-in-law, sister-in-law, brother of wife, brother of husband, sister of wife, sister of husband, brother of wife, brother of husband of husband, brother of husband of wife, brother of husband of husband as authorized representative of the Company's managers and of the person authorized to appoint managers of the Company as authorized representatives at the Company;

8. The responsibilities of an authorized representative of an organization or individual shall be in accordance with the provisions of the law, the charter and management regulations of the organization appointing the authorized representative, or at the request of the individual granting the authorization.

9. Shareholders are deemed to have attended and voted at the General Meeting of Shareholders in the following cases:

- a) Attend and vote directly at the meeting;
- b) Authorize other individuals or organizations to attend and vote at the meeting;
- c) Attend and vote via online conference, electronic voting, or other electronic means;
- d) Send the voting ballot to the meeting via mail, fax, or email.

#### **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 and voting 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 approved if it is endorsed 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 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 change of rights mentioned in Clause 1 of this Article 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 mentioned above, a meeting will 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 will be considered to have met the required number of representatives. At the meetings of shareholders holding the above-mentioned preferred shares, those holding shares of that class present in person or through representatives may request a secret ballot, and each person casting a secret ballot. Each share of the same class has equal voting rights at the above-mentioned meetings.

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

4. Unless the terms of the share issuance are otherwise stipulated, the special rights associated with preferred shares in 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 General Meeting of Shareholders, the meeting agenda, and the notice of the General Meeting of Shareholders.**

1. The Company must comply with the procedures for convening the General Meeting of Shareholders as prescribed by law, this Charter, and the Company's internal regulations. The Company is responsible for publishing information on the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date. The procedures for authorizing and preparing proxies for shareholders are stipulated in the Company's internal regulations on corporate governance.

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

3. 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 invitation to the General Meeting of Shareholders; the Company must disclose 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 General Meeting;



c) Prepare documents for the General Meeting in accordance with the law and company regulations;

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

d) Determine the time and location for holding the General Meeting;

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

g) Other tasks serving the General Meeting of Shareholders.

4. The notice of the General Meeting of Shareholders shall be sent to all shareholders by registered mail and simultaneously published on the Company's website and the State Securities Commission and the Stock Exchange. 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 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 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 instructions to all meeting documents so that shareholders can access them, including:

a) Meeting agenda and materials to be used in the meeting;

b) A list and detailed information of candidates in the event of electing members of the Board of Directors or Supervisory Board;

c) Voting ballots;

d) Draft resolutions for each item on the meeting agenda;

5. Shareholders or groups of shareholders mentioned in Clause 2, Article 12 of this Charter have the right to propose matters 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/Passport number 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.

6. In case the person convening the General Meeting of Shareholders rejects proposals related to Clause 4 of this Article, they must respond in writing and state the reasons no later than two (02) working days before the opening date of the General Meeting of Shareholders. The person convening the General Meeting of Shareholders may only reject a proposal if it falls under one of the following cases:

a) The petition was submitted in violation of the provisions of Clause 4 of this Article;

b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the common shares as stipulated in Clause 2, Article 12 of these Charters;



c) The proposed issue falls outside the scope and authority of the General Meeting of Shareholders.

d) Other cases as prescribed by law and these Regulations.

7. The person convening the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 4 of this Article in the proposed agenda and content of the meeting, except as provided in Clause 5 of this Article. The proposal will be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

8. The Board of Directors or the person authorized to convene the General Meeting of Shareholders in the cases stipulated in point b or point c of Clause 4, Article 14 of these Charters must prepare draft resolutions for each item on the meeting agenda.

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

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

2. If the first general meeting of shareholders does not have the required number of delegates as stipulated in Clause 1 of this Article, then within thirty (30) minutes from the time scheduled to open the meeting, the convener shall cancel the meeting. A second general meeting of shareholders must be convened within thirty (30) days from the date of the planned first general meeting of shareholders. The second general meeting of shareholders may only be held when the attending members are shareholders and authorized representatives representing 33% or more of the total voting shares.

3. If the second general meeting of shareholders cannot be held due to insufficient number of delegates as stipulated in Clause 2 of this Article, then within thirty (30) minutes from the scheduled opening time of the second general meeting of shareholders, the notice inviting the third general meeting of shareholders must be sent within twenty (20) days from the date of the planned second general meeting of shareholders. The third general meeting of shareholders shall be held regardless of the number of shareholders or authorized representatives attending and shall be considered valid and shall have the right to decide on all matters that the first general meeting of shareholders intended to approve.

4. Only the General Meeting of Shareholders has the right to change the meeting agenda that has been sent with the notice of meeting as stipulated in Clause 3, Article 18 of these Charters.

#### **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 venue for the Shareholders' General Meeting;

b) Ensure the safety of everyone present at the meeting venues;

c) To facilitate 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 venue do not ensure that shareholders attending the meeting can participate in discussions 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. Adoption of resolutions by the General Meeting of Shareholders**

1. The General Meeting of Shareholders adopts resolutions within its authority by voting at the meeting or by obtaining opinions in writing.

2. Resolutions of the General Meeting of Shareholders on the following matters must be adopted by voting at the General Meeting of Shareholders:

- a) Amend and supplement the contents of the Company's Charter;
- b) Company development orientation (short-term and long-term development plans);
- c) The type of shares and the total number of shares of each type;
- d) Electing, dismissing, and removing members of the Board of Directors and the Supervisory Board;
- đ) Decisions to invest in or sell the Company's assets, or purchase transactions carried out by the Company, with a value of 35% or more of the total value of the Company's assets as recorded in the most recent audited financial statements;



e) Deciding on capital contributions or share purchases in other enterprises where the total value of capital contributions or share purchases is 35% or more of the total value of the Company's assets as recorded in the most recent audited financial statements;

g) Through audited annual financial statements;

h) Reorganizing, dissolving, or bankrupting the Company;

3. Resolutions on the following matters shall be adopted when at least **65%** of the total votes of shareholders with voting rights present in person or through authorized representatives at the General Meeting of Shareholders are received:

a) The type of shares and the total number of shares offered for each type;

b) Changes in occupation and business sector;

c) Change the organizational and operational model of the Company in accordance with the provisions of Article 137 of the Enterprise Law;

d) Investment decisions, sale of assets of the Company, or purchase transactions carried out by the Company or its branches with a value of 35% or more of the total value of the Company's assets as recorded in the most recent audited financial statements;

đ) Deciding on capital contributions or share purchases in other enterprises where the total value of capital contributions or share purchases is 35% or more of the total value of the Company's assets as recorded in the most recent audited financial statements;

e) Reorganizing, dissolving, or declaring bankruptcy of the Company;

g) Amend and supplement the contents of the Company's Charter;

4. Resolutions on other matters within the authority of the General Meeting of Shareholders (except for the matters stipulated in Clauses 3, 5, and 7 of this Article) shall be adopted when more than **50%** of the total votes of shareholders with voting rights present in person or through authorized representatives at the General Meeting of Shareholders are received.

5. The voting for members of the Board of Directors and the Supervisory Board shall be conducted using the cumulative voting method as stipulated in Article 42 of these Charters.

6. Resolutions and Decisions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within fifteen (15) days from the date of adoption, or posted on the Company's website.

7. A resolution of the General Meeting of Shareholders concerning matters that adversely affect the rights and obligations of shareholders holding preferred shares shall only be adopted if it is approved by preferred shareholders of the same class present at the meeting who own 75% or more of the total number of preferred shares of that class, or if it is approved by preferred shareholders of the same class who own 75% or more of the total number of preferred shares of that class in the case of adopting a resolution by written ballot.

8. Resolutions passed by 100% of the total voting shares of the General Meeting of Shareholders 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.**

1. The Board of Directors has the right to solicit shareholder opinions in writing to pass resolutions of the General Meeting of Shareholders at any time if deemed necessary for the benefit of the Company (except for matters stipulated in Clause 2, Article 21 of these Charters, which must be voted on at the General Meeting of Shareholders). In the case of passing a decision through written consultation, the resolution of the General Meeting of Shareholders is considered passed if it is approved by shareholders holding more than **50%** of the total voting rights of all shareholders entitled to vote.

2. The Board of Directors must prepare ballots, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions. The ballots, along with the draft resolutions and explanatory documents, must be sent by registered mail to the permanent address of each shareholder. 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 at least fifteen (15) days before the deadline for receiving ballots. The requirements and methods for sending ballots and accompanying documents shall be implemented in accordance with Clause 4, Article 18 of this Charter .

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

a) Name, registered office address, business registration number and date of issuance of the Business Registration Certificate, and place of business registration of the Company;

b) Purpose of soliciting opinions;

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

d) Issues requiring consultation before a decision can be made;

đ) The voting options include "agree," "disagree," and "no opinion" for each issue being considered;

e) Deadline for returning the answered feedback forms to the Company;

g) Full name and signature of the Chairman of the Board of Directors of the Company;

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

a) In the case of mailing: Opinion survey forms sent to the Company must be enclosed in a sealed envelope, and no one is allowed to open it before the votes are counted.

b) In case of sending by fax or email: Opinion forms sent to the Company via fax or email must be kept confidential until the vote count.

c) Opinion ballots sent to the Company after the deadline specified in the ballot content, or that have been opened in the case of mail submissions or disclosed in the case of fax or email submissions, are invalid. Unsubmitted ballots will be considered as non-voting ballots ;



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

- a) Name, principal office address, business registration number and date of issuance of the business registration certificate, place of business registration;
- b) The purpose and issues requiring consultation for the resolution to be adopted;
- 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;
- đ) The issue was approved and the corresponding percentage of votes in favor;
- e) Full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote counting supervisor;

Members of the Board of Directors and those responsible for counting and supervising the vote count shall be jointly liable for the integrity and accuracy of the vote count record; and jointly liable for any damages arising from decisions made due to dishonest or inaccurate vote counting.

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

7. The completed ballots, vote counting records, the full text of the adopted resolution, and any related documents attached to the ballots must all be kept at the Company's head office.

8. Resolutions and decisions adopted through written shareholder consultations are considered valid and have the same value as resolutions and decisions adopted at a General Meeting of Shareholders if they are approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote.

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

1. Shareholders' General Meetings must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be in Vietnamese, and may also be in a foreign language, and must include the following main contents:

- a) Name, address of head office, business registration number;
- b) Time and location of the General Meeting of Shareholders;
- c) Meeting agenda and content;
- d) Full names of the chairperson and secretary;
- đ) Summarize the proceedings and the opinions expressed at the General Shareholders' Meeting on each item on the agenda;
- e) The number of shareholders and the total number of voting rights of shareholders attending the meeting, an appendix listing registered shareholders, and 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 reason why the chairperson or secretary refused to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting, or other persons signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes .

3. Minutes drawn up in both Vietnamese and foreign languages have equal legal validity. In case of discrepancies in content between the Vietnamese and foreign-language minutes, the content in the Vietnamese minutes shall prevail.

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

#### **Article 24. Request for annulment of a Shareholders' General Meeting resolution**

1. Within 90 days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the minutes of the written vote count of shareholders, members of the Board of Directors, Supervisory Board, Company Director, shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of this Charter have the right to request the Court or Arbitration to review and annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

a) The sequence and procedures for convening the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the Company's Charter, except as stipulated in Clause 8, Article 21 of these Charters.

b) The procedures for issuing the resolution and the content of the resolution violate the law or the Company's Articles of Association.

2. In the event that a resolution of the General Meeting of Shareholders is annulled by a decision of the Court or Arbitration, the person who convened the annulled General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders within fifteen (15) days according to the procedures stipulated in the Enterprise Law and this Charter.

## **Chapter VII BOARD OF DIRECTORS**

### **Article 25. Introduction and nomination of Board of Directors members**

1. In the event that candidates for the Board of Directors have been identified, the Company must publish information related to the candidates **at least ten (10) days** before the



opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the published personal information and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors that is published includes:

- a) Full name, date of birth (day, month, year);
- b) Professional qualifications;
- c) Work experience;
- d) Other managerial positions (including board positions in other companies);
- đ) Interests related to the Company and its related parties;
- e) Other information (if any) as stipulated in the company's charter;
- g) Information about the 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).

## 2. Nomination and candidacy for the Board of Directors

Shareholders have the right to combine their individual voting shares to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 50% may nominate a maximum of two (02) candidates; from 50% to less than 65% may nominate a maximum of three (03) candidates; and from 65% or more may nominate the full number of candidates.

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

4. Members of the Board of Directors must meet the standards and conditions stipulated in Clauses 1 and 2 of Article 155 of the Enterprise Law.

## **Article 26. Number, composition, and term of office of the Board of Directors members**

1. The Board of Directors consists of 5 members, elected and dismissed by the General Meeting of Shareholders.

2. The term of office of a Board of Directors member shall not exceed five (05) years and 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 02 consecutive terms. In the event that all members of the Board of Directors complete their term 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. Members of the Board of Directors do not necessarily have to be shareholders of the Company.

3. The Board of Directors whose term has just ended will continue to function until a new Board of Directors is elected and takes over.



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

a) The structure of the Board of Directors must ensure that at least one-third of the total number of Board members are non-executive members.

b) The structure of the Board of Directors ensures a balance between members with knowledge and experience in law, finance, and the Company's business operations, while also taking into account gender.

5. A member of the Board of Directors will cease to be a member of the Board of Directors in the following circumstances:

a) Does not meet the qualifications and conditions stipulated in Article 155 of the Enterprise Law;

b) Submit a written resignation letter to the Company's head office and have it accepted;

c) Having lost or having limited civil capacity;

d) Absence from meetings of the Board of Directors for six consecutive months without the permission of the Board of Directors, and the Board of Directors has ruled that the position of this person is vacant, except in cases of force majeure;

d) Being dismissed or removed from office as a member of the Board of Directors by a decision of the General Meeting of Shareholders;

e) No longer acting as an authorized representative of a shareholder that is an organization, as decided by that organization;

g) Acting as an authorized representative of a shareholder that is an organization, but that organization is no longer a shareholder of the Company.

i) Providing false personal information when submitting to the Company as a candidate for the Board of Directors;

k) Other cases as prescribed by law.

6. The appointment of Board of Directors members must be disclosed in accordance with the regulations of the law on securities and the securities market.

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

1. The company's business operations and activities are subject to the supervision or direction of the Board of Directors. The Board of Directors is the company's governing body, with full authority to act on behalf of the company to decide and exercise the company's rights and obligations, except for those rights and obligations falling under the authority of the General Meeting of Shareholders.

2. The Board of Directors is responsible for overseeing and directing the Director and other managers and executives in the management and operation of the Company's daily business activities.

3. The rights and obligations of the Board of Directors are stipulated by law, the Articles of Association, the Company's internal regulations, and decisions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

a) Define operational objectives based on the strategic objectives approved by the General Meeting of Shareholders;

b) Deciding on the Company's strategic plan, medium-term development plan, and annual business plan.



c) Electing, dismissing, and removing the Chairman of the Board of Directors; Appointing, dismissing, removing from office, signing contracts, terminating contracts, rewarding, disciplining, granting leave, determining salaries, remuneration, bonuses, and other benefits for the Company Director and other management and executive positions based on the Company's management regulations and at the Director's request; Deciding on the appointment of representatives to exercise ownership rights of shares or capital contributions in other companies, along with their remuneration and other benefits. However, the removal of management and executive positions within the Company must not contradict the contractual rights of those dismissed (if any).

d) Deciding on capital contributions or share purchases in other enterprises where the total value of capital contributions or share purchases is less than 35% of the total value of the Company's assets as recorded in the most recent audited financial statements, at the request of the Company Director;

đ) Deciding on the organizational structure and internal management regulations of the Company; deciding on the establishment of subsidiaries, branches, and representative offices of the Company.

Propose the reorganization, dissolution, or bankruptcy of the Company, and propose internal regulations on corporate governance for submission to the General Meeting of Shareholders for approval within its authority. Decide on the reorganization, dissolution, or transformation of the Company, and decide on the internal regulations on corporate governance after approval by the General Meeting of Shareholders.

e) To resolve the Company's complaints against managers and executives, as well as to decide on the selection of the Company's representatives to handle matters related to legal proceedings against such managers and executives;

g) Proposing the types of shares that can be issued and the total number of shares to be issued for each type; Deciding on the offering of shares within the permitted number of shares for each type; deciding on raising additional capital through other forms; Deciding on the schedule for raising the company's charter capital; Deciding on the repurchase of shares as stipulated in Clauses 1 and 2 of Article 133 of the Enterprise Law.

h) Proposing the issuance of bonds, convertible bonds, and warrants allowing holders to purchase shares at a predetermined price; Deciding on the offering price of bonds, shares, and convertible securities when authorized by the General Meeting of Shareholders;

i) Proposing annual dividend rates and determining interim dividend rates; organizing dividend payments; deciding on the timing and procedures for dividend payments or handling losses incurred during business operations;

k) To decide on investment plans and investment projects within the authority and limits stipulated in this Charter and the Enterprise Law;

l) Deciding on solutions for market development, marketing, and technology;

m) Approve contracts and transactions signed between the Company and the parties specified in Clause 1, Article 167 of the Enterprise Law that have a value less than 35% of the total value of the Company's assets as recorded in the most recent audited financial statements, except for contracts and transactions under the authority of the General



Meeting of Shareholders. The Company's representative signing the contract must notify the members of the Board of Directors and the Supervisory Board about the parties involved in that contract or transaction, and include a draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval or transaction within 15 days from the date of receiving the notification; members of the Board of Directors with an interest in the transaction do not have the right to vote.

n) Through purchase, sale, loan, lending, and other contracts with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent audited financial statements. This provision does not apply to contracts and transactions stipulated in Point s, Clause 2, Article 15 of these Charters, and Clauses 1 and 3, Article 167 of the Enterprise Law.

o) Decisions to invest in or sell the Company's assets with a value less than 35% of the total value of the Company's assets as recorded in the most recent audited financial statements;

p) Decisions regarding contracts, loan transactions, lending, or sale of assets with a value equal to or less than 10% of the total asset value of the enterprise 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 those shareholders.

q) 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;

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

s) Inform the General Meeting of Shareholders about the Board of Directors' appointment of the Director.

t) To be provided with information and documents regarding the financial situation and business operations of the Company and its units (if any).

u) Other rights and obligations as prescribed.

4. The following matters require approval from the Board of Directors:

a) Establish branches or representative offices of the Company; establish subsidiaries of the Company (if any);

b) Within the scope stipulated in Clause 2, Article 153 of the Enterprise Law, and except for cases stipulated in Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Enterprise Law which must be approved by the General Meeting of Shareholders, the Board of Directors shall, at any time, decide on the implementation, amendment, and cancellation of the Company's contracts.

c) The appointment and dismissal of persons authorized by the Company to act as the Company's commercial representatives and legal counsel;

d) The Company's borrowing and the fulfillment of mortgages, guarantees, and compensation obligations;

đ) Investments not included in the business plan and budget or exceeding the planned value; or investments exceeding 10% of the annual business plan and budget;



e) The purchase or sale of shares or capital contributions of the Company as stipulated in point d, Clause 3 of this Article in other companies;

g) The valuation of non-monetary assets contributed to the Company related to the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and technological know-how;

h) The Company shall repurchase or redeem no more than 10% of the Company's shares by class, including the purchase or redemption price;

i) Business matters or transactions decided by the Board of Directors require the approval of the Board members within their respective areas of authority and responsibility;

k) Deciding on the repurchase price, the price for repurchasing shares, or the selling price of the Company's shares.

5. 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 Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

6. The Board of Directors may authorize subordinate officers and managers/executives to represent and handle matters on behalf of the Company, unless otherwise provided by law.

7. The Board of Directors makes decisions by voting at meetings, soliciting opinions in writing, or through other forms as stipulated in the Board's operating regulations. Each member of the Board of Directors has one vote.

8. In performing its functions and duties, the Board of Directors shall comply with the provisions of the law, the Company's Charter, and the decisions of the General Meeting of Shareholders. In the event that a decision passed by the Board of Directors is contrary to the provisions of the law or the Company's Charter and causes damage to the Company, the members who approved the decision shall be jointly and severally liable for the decision and shall compensate the Company for the damage; members who opposed the decision shall be exempt from liability. In this case, the company's shareholders have the right to request the Court to suspend or annul the resolution or decision.

#### **Article 28. Remuneration, salaries 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 plan of activities for the Board of Directors;
- b) Prepare the agenda, content, and documents for the meeting; convene the Board of Directors meeting;
- c) Organizing the adoption of resolutions and decisions of the Board of Directors
- d) Monitoring the implementation process of resolutions and decisions of the Board of Directors;
- đ) Presiding over meetings of the Board of Directors and meetings of the General Meeting of Shareholders;
- e) Other rights and obligations as stipulated by the Enterprise Law and these Charters.

4. In the event that the Chairman of the Board of Directors submits a resignation or is dismissed, the Board of Directors must elect a replacement within 10 days of receiving the resignation or dismissal.

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 in accordance with 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, 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. Meeting to elect the Chairman of the Board of Directors.**

The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors within 7 working days from the date of the conclusion of the election of that Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that more than one member has the highest number of votes or the same percentage of votes, the members shall vote by majority to select one of them to convene the meeting of the Board of Directors.

#### **2. Regular meetings.**

The board of directors meets at least once every quarter.

#### **3. Extraordinary meetings.**

The Chairman of the Board of Directors must convene an extraordinary meeting of the Board of Directors when deemed necessary for the benefit of the Company, and may not postpone it without a justifiable reason, when one of the following parties submits a written request outlining the purpose of the meeting and the issues to be discussed:

- a) Upon the recommendation of the Supervisory Board or an independent member of the Board of Directors;
- b) Based on a proposal from the Director or at least 05 other executives;
- c) A proposal must be submitted by at least two members of the Board of Directors;
- d) Other cases as stipulated in the company's charter.

Proposals must be in writing, clearly stating the purpose, the issues to be discussed, and the authority of the Board of Directors to make decisions.

4. The Board of Directors meetings referred to in Clause 3 of this Article must be convened by the Chairman of the Board of Directors within 7 days of the meeting proposal. If the Chairman of the Board of Directors refuses to convene the meeting as requested, the Chairman shall be liable for any damages incurred by the Company; those who proposed the meeting mentioned in Clause 3 of this Article may convene the Board of Directors meeting themselves.

5. If an audit firm approved by law requests an audit of the Company's financial statements, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.

#### **6. Meeting location.**

Board of Directors meetings will be held at the Company's head office or at another location in Vietnam as decided by the Chairman of the Board of Directors and with the agreement of the Board of Directors.

#### **7. Meeting announcements and agenda.**

a) Notices of Board of Directors meetings must be sent to Board members and Supervisors at least three (03) working days before the meeting date, and may also be sent to Company Directors who are not members of the Board of Directors; Board members may refuse the notice of meeting in writing, and this 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 announce the agenda, time, and location of the meeting, along with necessary documents on the issues to be discussed and voted on at the Board of Directors meeting and the voting ballots of the Board members.

b) Meeting notices may be sent by invitation, telephone, fax, email, or other means, but must ensure that they reach the contact address of each member of the Board of Directors and Supervisory Board member registered with the company.

#### 8. Minimum number of attendees.

a) The first meeting of the Board of Directors, as convened by the summons, shall be held when at least three-quarters (3/4) of the total number of members are present, or through a representative (authorized person) if approved by a majority of the members of the Board of Directors.

b) If the meeting convened in accordance with point a, Clause 8 of this Article does not have the required number of members present, a second meeting must be convened within seven (07) days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half (1/2) of the members of the Board of Directors are present;

c) If the required number of members is not present, the Board of Directors meeting will be rescheduled for a third time on the next working day at the same location and time. In this case, the Board of Directors meeting will always be valid regardless of the number of members present.

#### 9. Voting.

a) Except as provided in point b, Clause 9 of this Article, each member of the Board of Directors or a person directly authorized to be present in their personal capacity at the Board of Directors meeting shall have 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. A Board member shall not be counted toward the minimum number of representatives required to convene a Board meeting on decisions in which they do not have the right to vote;

c) As stipulated in point d, Clause 9 of this Article, when issues arise during a meeting of the Board of Directors concerning the level of interest of a Board member or concerning the voting rights of a member, and such issues cannot be resolved by the voluntary waiver of voting rights of that Board member, the arising issues shall be referred to the chair of the meeting, and the chair's decision concerning all other Board members shall be final, unless the nature or scope of the interest of the Board member concerned 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 44 of these Charters shall be deemed to have a substantial interest in that contract.

đ) Supervisors and Directors of the Company who are not members of the Board of Directors have the right to attend Board of Directors meetings and participate in discussions, but are not entitled to vote.



#### 10. Disclose benefits.

A Board member who directly or indirectly benefits from a contract or transaction that has been or is being considered with the Company, and who is aware of having an interest in it, must disclose this interest at the first Board meeting discussing or considering the conclusion of such contract or transaction. If a Board member is unaware that they or their related parties have an 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 having or will have an interest in the relevant transaction or contract.

#### 11. A majority vote.

A decision of the Board of Directors is adopted if it is approved by a majority (over 50%) of the members present at the meeting. In the event of a tie vote, the final decision rests with the side supported by the Chairman of the Board of Directors.

#### 12. Voting by absentee voters.

Members not present at the meeting have the right to vote by written ballot, electronic ballot, or other electronic means. Written ballots must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one hour before the meeting begins. Ballots may only be opened in the presence of all attendees.

#### 13. Online meetings or other forms of communication.

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

a) Listen to each of the other Council members who are participating in the meeting speak;

b) To address all other attending members simultaneously. Discussions and exchanges among members may take place directly by telephone or by other means of communication (including the use of such means at the time of adopting the Bylaws or later), or a combination of all these methods. Under these Bylaws, a Board member participating in such a meeting is deemed to be "present" at that meeting. The meeting location as prescribed by these Bylaws is the location where the largest group of Board members gathers, or, if no such group exists, the location where the Chairman of the meeting is present.

Decisions made in a properly organized and conducted online meeting will 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.

#### 14. Written resolution.

Resolutions adopted through written consultation are based on the unanimous agreement of a majority of the voting members of the Board of Directors. These resolutions have the same effect and value as resolutions adopted by the Board members at a meeting convened and held in accordance with established practice.

#### 15. Minutes of the Board of Directors meeting.



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 shall be considered as authentic evidence of the work done in those meetings 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, containing the main contents as per Article 158 of the Enterprise Law and must be signed by all attending members of the Board of Directors and the person recording the minutes. The Board of Directors meeting may be recorded, transcribed and stored in other electronic forms.

16. Those invited to attend the meeting as observers.

The company's chief administrator (secretary), the CEO, the auditors, other executives (if not members of the Board of Directors), and third-party experts may attend Board meetings at the invitation of the Board of Directors but may not vote unless they themselves have the right to vote as members of the Board of Directors.

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

1. The Board of Directors may establish subordinate subcommittees to be responsible for development policy, human resources, compensation, and internal control. Each subcommittee shall have at least three (03) members, including members of the Board of Directors and external members as decided by the Board of Directors. Independent/non-executive members of the Board of Directors shall constitute a majority in the subcommittee, and one of these members shall be appointed as the Head of the subcommittee as decided by the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee shall only be effective when a majority of the members present and voting at the subcommittee meeting are members of the Board of Directors.

2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, or of individuals holding membership in subcommittees of the Board of Directors must comply with applicable laws and regulations and the provisions of the Company's Charter.

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

1. The Board of Directors shall appoint at least one (01) person as the Company's Governance Officer to support the effective conduct of the Company's governance activities. The Company's Governance Officer may also serve as the Company Secretary as prescribed in Clause 5, Article 156 of the Enterprise Law.

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

- a) Possess knowledge of the law;
- b) They are not allowed to simultaneously work for the independent auditing firm that is auditing the Company's financial statements;
- c) Understanding of the company's business operations and internal management; ability to synthesize information, proficient in using computers and office equipment;
- d) Other standards as prescribed by law, this Charter, and decisions of the Board of Directors.

3. The Board of Directors may dismiss the Company's Chief Executive Officer when necessary, provided that such dismissal does not violate applicable labor laws and regulations.



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, Supervisory Board, and General Shareholders' Meeting as requested by the Board of Directors or the Supervisory Board;
- c) Providing advice on meeting procedures;
- d) Attend meetings;
- đ) Advising on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;
- e) Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and the Supervisory Board; and members of the Supervisory Board;
- g) Monitoring and reporting to the Board of Directors and the Supervisory Board Regarding the Company's information disclosure activities;
- h) Maintain confidentiality of information in accordance with legal regulations and the company's charter;
- i) Entitled to remuneration (allowances) in accordance with the Company's internal management regulations and/or the decision of the Board of Directors;
- k) Other rights and obligations as prescribed by law and these Statutes.

## **Chapter VIII**

### **COMPANY DIRECTORS AND OTHER COMPANY EXECUTIVES**

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

The company establishes and implements a management system that ensures the management team is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the company's daily business operations. The company has a Director, Deputy Directors, a Chief Accountant, and other executive positions appointed and dismissed by the Board of Directors in accordance with the company's management regulations. The appointment and dismissal of the aforementioned positions must be carried out by a formally approved resolution of the Board of Directors. The Director and Deputy Directors may simultaneously be members of the Board of Directors.

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

1. Upon the recommendation of the Director and with the approval of the Board of Directors, the Company has the right to recruit and employ other executive personnel in a number and according to standards consistent with the company's structure and management mechanisms as stipulated by the Board of Directors. Company executives must possess the necessary diligence to ensure that the Company's operations and organization achieve their stated objectives .

2. The salary, remuneration, benefits, and other policies for the Company Director will be decided by the Board of Directors.

3. The salary, remuneration, benefits, and other terms of employment contracts for other executive officers will be decided by the Board of Directors based on the Director's proposal.



4. The salaries of the Director and other executives of the Company are included in the Company's business expenses in accordance with the law on corporate income tax and must be shown as a separate item in the Company's annual financial statements, and must be reported to the Annual General Meeting of Shareholders.

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

#### **1. Appointment:**

The Board of Directors appoints one of its members or another person as the Company Director and will sign a contract specifying the salary, remuneration, benefits, and other related terms. Information regarding the salary, remuneration, and other benefits of the Company Director must be reported at the Annual General Meeting of Shareholders and included in the Company's annual report.

#### **2. Term of office:**

The term of office of the Director shall not exceed five (05) years unless the Board of Directors stipulates otherwise and may be reappointed. The appointment may expire based on the provisions of the Employment Contract (if any).

#### **3. Standards:**

a) The Director of the Company must meet the standards stipulated in Article 162 of the Enterprise Law and is not permitted to be a person prohibited by law from holding this position, namely minors, persons lacking legal capacity, persons who have been convicted of imprisonment, persons currently serving prison sentences, members of the armed forces, state officials, and persons who have been judged to have caused the bankruptcy of the Company they previously led.

b) Other standards as prescribed by law.

#### **4. Authority and responsibilities.**

a) Implement the resolutions and decisions of the Board of Directors and the General Meeting of Shareholders; organize the implementation of the Company's business plan and investment plan approved by the Board of Directors and the General Meeting of Shareholders;

b) To decide on all matters related to the company's daily business operations within the Director's authority or outside the Board of Directors' authority; to sign contracts and financial and commercial transactions on behalf of the Company within the Director's authority or contracts and transactions approved by the Board of Directors and the General Meeting of Shareholders in accordance with the provisions of this Charter; to organize and manage the Company's daily production and business operations in accordance with best management practices;

c) To propose to the Board of Directors the appointment, dismissal, removal from office, signing of contracts, termination of contracts, rewards, disciplinary actions, retirement, and salary decisions for the Deputy Director, Chief Accountant, and other executive officers in accordance with the Company's management regulations, and to appoint and dismiss representatives to manage the Company's capital invested in other enterprises;

d) Decisions on appointment, dismissal, removal from office, commendation, disciplinary action, salary classification, and retirement for positions of officers and employees in the Company that do not require approval from the Board of Directors (for positions requiring approval from the Board of Directors, decisions may only be made after reporting to and obtaining approval from the Board of Directors);



d) Consult with the Board of Directors to decide on the number of employees in the Company. Recruit employees, sign employment contracts, assign and utilize employees, determine salaries and allowances (if any), reward and discipline employees, grant leave or terminate employment of employees in the Company in accordance with labor laws and the Company's regulations;

e) Propose to the Board of Directors to decide on the establishment, reorganization, and dissolution of subsidiaries, branches, and representative offices of the Company; contribute capital to purchase shares of other enterprises; propose approval of the Company's internal management regulations. Propose the approval of proposals for reorganization, division, merger, consolidation, dissolution, or bankruptcy of the Company; propose internal regulations on corporate governance to be reported to the Board of Directors for submission to the General Meeting of Shareholders for approval within its authority.

g) Propose dividend payment options or solutions for handling business losses; suggest measures to improve the company's operations and management;

h) To draft the company's development strategy, short-term and medium-term development plans, annual business plans, investment projects, and internal management regulations for submission to the Board of Directors;

i) Prepare the Company's long-term, annual, and quarterly budgets (hereinafter referred to as the budget) to support the Company's long-term, annual, and quarterly management activities in accordance with the business plan. The annual budget (including the balance sheet, income statement, and projected cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include the information stipulated in the Company's regulations;

k) No later than October 31st of each year, the CEO must submit to the Board of Directors for approval a detailed business plan for the following fiscal year, based on meeting business requirements and in accordance with the 5-year financial plan;

l) To perform all other activities as stipulated in this Charter and the Company's regulations, resolutions of the Board of Directors, the Chief Executive's employment contract, and the law;

m) Has the right to refuse to implement decisions of the Chairman or members of the Board of Directors if they deem them contrary to law, contrary to these Charters, or contrary to resolutions of the General Meeting of Shareholders; and is also responsible for immediately notifying the Supervisory Board in writing;

n) To decide on measures exceeding their authority in emergency situations such as natural disasters, fires, force majeure events, and to be responsible for these decisions, while immediately reporting to the Board of Directors;

o) Fulfill the responsibilities of the Company's legal representative as stipulated in Article 13 of the Enterprise Law.

#### 5. Report to the Board of Directors and shareholders.

The Company Director is accountable to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these bodies when requested.

6. The Board of Directors may dismiss the Company Director when a majority (over 50%) of the Board members present at the meeting with voting rights approve and appoint



a new Company Director to replace him/her. The dismissed Company Director The officer has the right to object to the exemption. This task will be discussed at the next Shareholders' General Meeting.

7. Resignation or disqualification.

a) When wishing to resign, the Company Director must submit a letter to the Board of Directors. Within 30 days of receiving the letter, the Board of Directors must consider and make a decision.

b) The company director loses his/her eligibility if he/she dies, becomes mentally incapacitated, loses his/her civil rights, or voluntarily abandons his/her post for 3 days or more. In this case, the Board of Directors must temporarily appoint a replacement for no more than 30 days and proceed with the procedures for appointing a new director.

8. Authorization, delegation.

a) The Director of the Company may delegate or authorize Deputy Directors or other persons to handle certain parts of the Company's affairs on his/her behalf and shall be legally responsible for such delegation or authorization;

b) The authorized or delegated person shall be legally responsible to the Company Director and the law for the work they perform;

c) Authorizations and delegations related to the Company's seal must be in writing and have a time limit;

## Chapter IX SUPERVISORY BOARD

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

1. In cases where candidates for the Supervisory Board have been determined in advance, information related to the candidates shall be included in the General Meeting of Shareholders' 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. Candidates for the Supervisory Board must provide a written commitment regarding the truthfulness, accuracy, and reasonableness of the personal information disclosed and must commit to performing their duties honestly if elected as a Member of the Supervisory Board (Supervisor). Information related to candidates for the Supervisory Board that is disclosed shall include at least the following contents:

a) Full name, date of birth (day, month, year);

b) Educational qualifications;

c) Professional qualifications;

d) Work experience;

d) Companies where the candidate currently holds the position of Auditor and other managerial or executive positions;

e) An evaluation report on the candidate's contributions to the Company, in the event that the candidate is currently a Supervisory Board member of the Company;



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. Introducing and nominating candidates for the Supervisory Board.

Shareholders have the right to combine their individual voting shares to nominate candidates for the Supervisory Board. 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 50% are entitled to nominate a maximum of two (02) candidates; and from 50% or more are entitled to nominate three (03) candidates.

3. If the number of candidates for the Supervisory Board nominated through application and candidacy is still insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations according to the mechanism stipulated by the Company in its internal regulations on corporate governance. The procedures and mechanisms for the incumbent Supervisory Board to nominate candidates for the Supervisory Board must be clearly announced and approved by the General Meeting of Shareholders before the nomination process begins.

### **Article 37. Number, composition, and term of office of members of the Supervisory Board (Supervisors)**

1. The number of members of the Supervisory Board (Supervisors) of the Company is 3 people. Elected and dismissed by the General Meeting of Shareholders. The term of office of a member of the Supervisory Board shall not exceed five (05) years and may be re-elected for an unlimited number of terms.

2. The auditor must meet the standards and conditions stipulated in Clause 1, Article 169 of the Enterprise Law, the Company Charter, 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 (03) consecutive years prior to that.

3. Supervisors may be dismissed or removed from office in the following cases:

a) That auditor is prohibited by law from serving as an auditor or no longer meets the qualifications and conditions for serving as an auditor as stipulated in Article 169 of the Enterprise Law.

b) That auditor has submitted a resignation letter to the Company's head office and it has been accepted;

c) That inspector suffers from a mental disorder, and other inspectors have professional evidence demonstrating that the person is no longer legally capable;

d) That Supervisor fails to perform his duties, is absent from the Supervisory Board meetings for six (06) consecutive months, and during this time the Supervisory Board does not allow that Supervisor to be absent and has ruled that his position is vacant, except in case of force majeure;

e) That Supervisor is dismissed by a decision of the General Meeting of Shareholders due to failure to fulfill assigned duties or to repeatedly and seriously violate the obligations of a Supervisor as stipulated in the Enterprise Law and these Charters;



g) No longer acting as an authorized representative of an institutional shareholder as decided by that organization;

h) Acting as an authorized representative of a shareholder that is an organization, but that organization is no longer a shareholder of the Company.

i) Other cases as prescribed by law and these Regulations.

4. In the event that the Supervisory Board seriously violates its obligations and risks causing damage to the Company, the Board of Directors shall convene a General Meeting of Shareholders to consider and dismiss the current Supervisory Board and elect a new Supervisory Board to replace it.

5. If, at the end of the term, a new Supervisory Board has not yet been elected, the outgoing Supervisory Board shall continue to exercise its rights and duties until a new Supervisory Board is elected and assumes its duties.

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

1. The Supervisors must elect one Supervisor to serve as the Head of the Supervisory Board; the election, dismissal, and removal shall be by 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 company's business operations.

2. The head of the supervisory board has the following rights and responsibilities:

- a) Convene and preside over the Supervisory Board meeting;
- b) Request the Board of Directors, the Director, and other management and executive officers 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, to be submitted to the General Meeting of Shareholders;

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

1. Rights and obligations of the Supervisory Board:

The Supervisory Board has the powers and obligations as stipulated in Article 170 of the Enterprise Law and these Charters, primarily the following powers and obligations:

a) To monitor the company's financial situation, the legality of the activities of the members of the Board of Directors, the CEO, and other managers, and the coordination of activities between the Supervisory Board and the Board of Directors, the CEO, and shareholders;

b) To be accountable to the General Meeting of Shareholders for supervisory activities and the performance of assigned tasks;

c) To examine the reasonableness, legality, honesty, and degree of prudence in the management and operation of business activities, in the organization of accounting and statistical work, and in the preparation of financial reports;

d) To assess the completeness, legality, and accuracy of the Company's annual and semi-annual business performance reports, financial statements, and management evaluation reports of the Board of Directors, and to present the assessment report at the annual General Meeting of Shareholders. To review contracts and transactions with related parties that fall under the approval authority of the Board of Directors or the General



Meeting of Shareholders, and to make recommendations on contracts and transactions requiring approval from the Board of Directors or the General Meeting of Shareholders ;

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

e) To review the Company's accounting records and other documents, and the Company's management and operational activities whenever deemed necessary, or at the discretion of the General Meeting of Shareholders, or at the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 12 of these Charters;

g) Upon request from a shareholder or group of shareholders as stipulated in Clause 2, Article 12 of this Charter, the Supervisory Board shall conduct an inspection within seven (07) working days from the date of receiving the request. Within fifteen (15) days from the date of completion of the inspection, the Supervisory Board must report and explain the issues requested for inspection to the Board of Directors and the shareholder or group of shareholders who made the request. The inspection by the Supervisory Board as stipulated in this clause shall not hinder the normal operation of the Board of Directors, nor disrupt the Company's business operations;

h) Propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure and management of the Company's business operations; Develop the operating regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval;

i) When a member of the Board of Directors, the Chief Executive Officer, or other executives is found to be violating the law and the Company's Charter, the Board of Directors must be notified in writing within forty-eight (48) hours, and the person committing the violation must cease the violation and take measures to remedy the consequences;

k) Propose and recommend to the General Meeting of Shareholders the approval of the selection of an audit firm approved in accordance with the law, the audit fee, and all matters related to the withdrawal or dismissal of the audit firm approved in accordance with the law. Discuss with the independent auditor the nature and scope of the audit before commencing the audit; discuss difficulties and issues discovered from the interim or final audit results, as well as any issues that the independent auditor wishes to discuss;

l) Review the management letter from the independent auditor and the feedback from the Company's Executive Board and management; review the Company's report on internal control systems before the Board of Directors approves it; review the results of internal investigations and the feedback from the Company's Executive Board and management;

m) The Supervisory Board has the right to use independent consultants or the Company's internal audit department to perform its assigned tasks;

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

o) Attending Board of Directors meetings by invitation, expressing opinions but not participating in voting;

p) 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;



q) Ensure coordination of activities with the Board of Directors, the General Director, and shareholders;

r) To exercise other rights and perform other duties as prescribed by the Enterprise Law, this Charter, and the decisions of the General Meeting of Shareholders.

## 2. The Supervisory Board's right to access information:

a) Notices of meetings, ballots for soliciting opinions from Board members, and accompanying documents must be sent to the Supervisors at the same time and in the same manner as to the Board members;

b) Members of the Board of Directors, the Company Director, and other executive officers must provide complete, accurate, and timely information and documents on the management, operation, and business activities of the Company as requested by the Auditor or the Supervisory Board;

c) The person in charge of governance (Secretary) of the Company must ensure that all photocopies of financial information, other information provided to members of the Board of Directors, and copies of minutes and resolutions of Board of Directors meetings and General Meeting of Shareholders are provided to the Auditor at the same time and in the same manner as to members of the Board of Directors;

d) Reports from the Director to the Board of Directors or other documents issued by the Company must be sent to the Auditor at the same time and in the same manner as to members of the Board of Directors;

đ) The auditor has the right to access the Company's records and documents kept at the head office, branches, and other locations; and has the right to visit the workplaces of the Company's managers, executives, and employees during working hours;

e) Reports and documents prepared by the Board of Directors relating to business results, financial statements, and reports evaluating the Company's management and operations must be submitted to the Supervisory Board for review no later than 30 days before the opening of the Annual General Meeting of Shareholders.

## 3. Responsibilities of the Auditor:

a) Strictly comply with the law, the Company's Articles of Association, decisions of the General Meeting of Shareholders, and professional ethics in exercising assigned rights and obligations ;

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

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

d) In the event of a violation of the provisions in points a, b, and c of this Clause that causes damage to the Company or other persons, the Auditors shall be held personally or jointly liable for compensation for such damage;

Any income and other benefits obtained directly or indirectly by the Supervisor as a result of the violation must be reimbursed to the Company.

đ) If the Board of Directors discovers that a Supervisory Board member has violated their assigned rights and obligations, the Board must notify the Supervisory Board in writing;



require the person committing the violation to cease the violation and take measures to remedy the consequences.

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

1. After consulting with the Board of Directors, the Supervisory Board may issue regulations on the meetings of the Supervisory Board and the way the Supervisory Board operates. The Supervisory Board must meet at least two (02) times a year, and the meeting shall be held when at least two-thirds (2/3) of the members are present. Minutes of the Supervisory Board meetings shall be prepared in detail and clearly. The person recording the minutes and the Supervisors attending the meeting shall sign the meeting minutes. Minutes of the Supervisory Board meetings shall be kept to determine the responsibilities of each Supervisor.

2. The Supervisory Board has the right to request members of the Board of Directors, the Director, and representatives of audit firms approved in accordance with the law to attend and answer questions of interest to the Supervisors.

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

Salaries, remuneration, bonuses, and other benefits for members of the Supervisory Board shall be implemented in accordance with the following regulations:

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**

#### **ELECTION OF BOARD OF DIRECTORS AND SUPERVISORY BOARD**

##### **Article 42. Election of the Board of Directors and the Supervisory Board**

1. Ordinary shareholders who voluntarily form a group meeting the specified conditions to nominate candidates for the Board of Directors and the Supervisory Board must notify the attending shareholders of the group meeting no later than the opening of the General Meeting of Shareholders. The Company will inform the attending shareholders of this information at the General Meeting of Shareholders.

2. Based on the number of members of the Board of Directors and the Supervisory Board, shareholders or groups of shareholders as stipulated in Clause 3, Article 12 of this Charter have the right to nominate one or more individuals as candidates for the Board of Directors and the Supervisory Board in accordance with Clauses 2, Article 25 and Clause 2, Article 36 of this Charter, respectively. If the number of candidates nominated by a



shareholder or group of shareholders is less than the number of candidates they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

3. Voting for members of the Board of Directors and the Supervisory Board must be conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned or represented multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board, and shareholders have the right to allocate all or part of their total votes to one or more candidates.

4. The elected members of the Board of Directors or Supervisory Board are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in the Company's Charter is reached. If two or more candidates receive the same number of votes for the last member of the Board of Directors or Supervisory Board, a re-election will be held among those candidates or a selection will be made according to the criteria stipulated in the election regulations.

5. If the first round of voting does not yield the required number of members for the Board of Directors and the Supervisory Board, a second round of voting must be conducted among the remaining nominees from the first round. If the second round of voting still does not yield the required number, the General Meeting of Shareholders shall decide whether to continue voting. If the General Meeting of Shareholders cannot reach a decision, the Chairman of the Meeting shall make the decision.

## **Chapter XI**

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

#### **Article 43. Responsibility for prudence of members of the Board of Directors, Supervisory Board, Company Director and executive officers**

Members of the Board of Directors, Supervisors, Company Directors and other trustees are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, in good faith and in a manner that they believe is in the best interests of the Company and with the degree of prudence that a prudent person would normally exercise in a similar position and under similar circumstances.

#### **Article 44. Responsibility for honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, Supervisors, Directors, and other executives must disclose their relevant interests as prescribed in Article 164 of the Enterprise Law and other relevant legal regulations.

2. Members of the Board of Directors, Supervisors, Company Directors, and other executives are not permitted to use business opportunities that may benefit the Company for personal gain; nor are they permitted to use information obtained through their positions for personal gain or to serve the interests of any other organization or individual.

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.

Board members are not permitted to vote on transactions that benefit that member or their related parties, as stipulated by the Enterprise Law and the Company's Articles of Association.

4. Unless otherwise decided by the General Meeting of Shareholders, the Company is not permitted to grant loans, guarantees, or credit to members of the Board of Directors, Supervisory Board, Company Directors, other executives, and persons related to the aforementioned members, or any legal entity in which these persons have financial interests, except where the public company and the organization related to such member are companies within the same Group or companies operating as a group of companies, including parent-subsidiary companies, economic groups, and where specialized laws provide otherwise.

5. Contracts or transactions between the Company and one or more members of the Board of Directors, Supervisory Board, Company Directors, other executives, or individuals or organizations related to them, or companies, partners, associations, or organizations of which the members of the Board of Directors, Supervisory Board, Company Directors, other executives, or those related to them are members or have a financial interest, shall not be invalidated in the following circumstances:

a) For contracts valued at less than 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 members of the Board of Directors, Supervisory Board, Directors, and other executives, have been reported to the Board of Directors. Furthermore, the Board of Directors has authorized the execution of that contract or transaction in good faith by a majority vote of those members with no vested interest;

b) For contracts with a value exceeding 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 relationship and interests of the members of the Board of Directors, Supervisory Board, Directors, and Executive Officers, have been disclosed to shareholders without an interest in the matter who have the right to vote on the matter, and those shareholders have voted in favor of the contract or transaction;

c) The contract or transaction is deemed fair and reasonable in all respects relating to the Company's shareholders at the time it is approved or ratified by the Board of Directors or the General Meeting of Shareholders.

Members of the Board of Directors, Supervisors, Company Directors, other executives, and individuals and organizations related to the aforementioned members are prohibited from using or disclosing unauthorized information of the Company to conduct related transactions.

#### **Article 45. Liability for damages and compensation**

##### **1. Liability for damages.**

Members of the Board of Directors, Supervisors, Company 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. Compensation.

The Company will indemnify individuals who have been, are, or may become involved in claims, lawsuits, or prosecutions (including civil, administrative, and non-civil cases initiated by the Company) if they have been or are currently members of the Board of Directors, executives, employees, or authorized representatives of the Company, or if they have acted at the Company's request as members of the Board of Directors, executives, employees, or authorized representatives of the Company, provided they acted in good faith, with due diligence, and in the best interests of the Company, in compliance with the law, and there is no evidence to confirm that they have violated their responsibilities.

When performing functions, duties, or carrying out tasks authorized by the Company, members of the Board of Directors, Supervisory Board members, other executives, employees, or authorized representatives of the Company are entitled to compensation from the Company when becoming a party involved in complaints, lawsuits, or prosecutions (except for lawsuits initiated by the Company) in the following cases:

a) Acted honestly, carefully, and diligently in the best interests of the Company and in no conflict with those interests;

b) Complying with the law and there is no evidence to confirm that they failed to fulfill their responsibilities.

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

## Chapter 11

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

#### **Article 46. 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 names and contact addresses 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% or more of the total number of common shares have 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 Directors, and other documents, except for documents related to the Company's trade secrets and business secrets.

2. In cases where an authorized representative of a shareholder or group of shareholders requests to search the books and records, they must include the authorization letter from the shareholder or group of shareholders they represent, or a notarized copy of such authorization letter.

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



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

5. The company's charter must be published on the company's website.

## **Chapter XII I**

### **WORKERS, TRADE UNIONS AND ORGANIZATIONS POLITICS AND SOCIETY IN THE COMPANY**

#### **Article 47. Workers, trade unions and socio-political organizations**

1. The Company Director must prepare a plan for the Board of Directors' approval regarding matters related to recruitment, employee termination, salaries, social insurance, benefits, rewards and disciplinary actions for employees and company executives, and other matters as prescribed by law.

2. The Communist Party of Vietnam organization within the Company operates in accordance with the Constitution and laws of the Socialist Republic of Vietnam and the Charter of the Communist Party of Vietnam.

3. Trade unions and other socio-political organizations within the Company operate in accordance with the Constitution and laws of the Socialist Republic of Vietnam and the charters of those organizations.

4. The company is obligated to respect and not obstruct or hinder the establishment of political organizations and socio-political organizations within the company; it must not obstruct or hinder employees from participating in the activities of these organizations; and it must create conditions for these organizations to operate in accordance with their functions, duties, and regulations.

## **Chapter XIV**

### **PROFIT DISTRIBUTION**

#### **Article 48. Profit Distribution**

1. The Company's pre-tax profit, after offsetting previous year's losses (if any) as stipulated by the Corporate Income Tax Law, allocating funds for Science and Technology Development (if any) as prescribed, paying corporate income tax, and fulfilling other financial obligations as prescribed by law, the remaining amount shall be used as follows:

- a) Dividend distribution;
- b) Establish funds in accordance with current legal regulations.

2. The dividend rate, the form of annual dividend payment from the Company's retained earnings, and the allocation ratios for various funds shall be decided by the General Meeting of Shareholders upon the proposal of the Board of Directors.

#### **Article 49. Dividends**

1. In accordance with the decision of the General Meeting of Shareholders and the provisions of the law, dividends will be announced and paid from the Company's retained



earnings, but shall not exceed the amount proposed by the Board of Directors and approved by the General Meeting of Shareholders.

2. The Board of Directors may decide to pay an interim dividend if it deems such payment appropriate given the Company's profitability.

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

4. 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 resolution. The company may pay dividends in shares; the procedures and formalities for paying dividends in shares shall be carried out in accordance with the Law on Enterprises and related legal documents.

5. In the event that dividends or other payments related to a stock are paid in cash, the Company shall make the payment in Vietnamese Dong or through banks based on the bank 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 the beneficiary shareholder. Dividend payments for listed/registered shares on the stock exchange may be made through a securities company or the Vietnam Securities Depository Center.

6. 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.

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

## **Chapter XV**

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

#### **Article 50. Bank Accounts**

1. The company will open 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 will conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company has opened accounts.

#### **Article 51. Fiscal Year**

The Company's fiscal year begins on the first day of January each year and ends on the 31st day of December of the same year. The first fiscal year begins on the date of issuance of the business registration certificate and ends on the 31st day of December of that year, if it is longer than 90 days; if it is less than 90 days, it is added to the following fiscal year.

#### **Article 52. Accounting System**

1. The accounting system used by the Company is the Vietnamese Accounting System (VAS) and the appropriate corporate accounting system as prescribed by Vietnamese law.



2. The company shall maintain accounting records in Vietnamese. The company shall keep accounting records according to the type of business activities in which it engages. 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 (or freely convertible foreign currency in cases approved by competent state authorities) as the currency used in accounting.

## **Chapter XVI**

### **FINANCIAL REPORTS, ANNUAL REPORTS**

#### **AND RESPONSIBILITIES FOR DISCLOSING INFORMATION**

##### **Article 53. Annual, semi-annual, and quarterly financial reports**

1. The company must prepare annual financial statements in accordance with the law and have them audited as stipulated in Article 56 of these Charters within 90 days of the end of each fiscal year. The company must submit the audited annual financial statements to the competent tax authorities, the State Securities Commission, the Stock Exchange, the business registration authority, and Vietnam National Coal & Mineral Industries Holding Corporation Limited, and present them to the General Meeting of Shareholders for approval.

2. Annual financial statements must include a statement of business performance that truthfully and objectively reflects the Company's profit and loss for the fiscal year, a balance sheet that truthfully and objectively reflects the Company's operations up to the time of preparing the report, a cash flow statement, and notes to the financial statements. If the Company is a parent company, in addition to the annual financial statements, it must also prepare a consolidated balance sheet showing the operations of the Company and its subsidiaries at the end of each fiscal year.

3. The company must prepare and publish audited six-month financial statements and quarterly financial statements (for listed companies/large-scale public companies) in accordance with the regulations of the State Securities Commission, the Stock Exchange (for listed companies), and submit them to the relevant tax authorities and the Business Registration Authority in accordance with the provisions of the Enterprise Law and Vietnam National Coal & Mineral Industries Holding Corporation Limited.

4. Audited annual financial statements (including auditor's opinion), reviewed semi-annual financial statements, and quarterly financial statements (for listed companies and large public companies) must be published on the Company's website.

5. Interested organizations and individuals have the right to make copies of the audited annual financial statements, semi-annual reports, and quarterly reports during company business hours, at the company's head office, and must pay a reasonable fee for the copying.

##### **Article 54. Annual Report**

The company must prepare and publish annual reports in accordance with the regulations of the law on securities, the securities market, and the regulations of Vietnam National Coal & Mineral Industries Holding Corporation Limited.

##### **Article 55. Disclosure of Information**

The company must prepare and publicly disclose information as prescribed in Article 176 of the Enterprise Law and other relevant legal provisions.



## **Chapter XVII**

### **COMPANY AUDIT**

#### **Article 56. Auditing**

1. The General Meeting of Shareholders shall appoint an audit firm approved in accordance with the law, or approve a list of audit firms approved in accordance with the law, and authorize the Board of Directors to decide on the selection of one of these firms to conduct the audit of the Company 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 audit firm after the end of the fiscal year.

2. An audit firm approved by law shall examine, verify, and report on the annual financial statements reflecting the Company's revenues and expenditures, prepare an audit report, and submit that report to the Company's Board of Directors as required by law.

3. A copy of the audit report must be submitted with each of the Company's annual accounting reports.

4. The auditor conducting the audit of the Company shall be permitted to attend all General Meetings of Shareholders and shall have the right to receive notices and other information related to the General Meeting of Shareholders that all shareholders are entitled to receive, and shall have the right to express their opinions at the General Meeting on matters related to the audit.

## **Chapter XVIII**

### **COMPANY SEAL**

#### **Article 57. Enterprise Seal**

1. The seal includes seals made at a seal-making facility 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 XIX**

### **DISSOLVE THE COMPANY**

#### **Article 58. Dissolution of a company**

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

a) The expiration of the operating period stated in the company's charter without a decision to extend it (if the company's operating period is indefinite, omit this section);

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 59. Liquidation**

1. At least six (06) months before the end of the Company's operating term or after a decision to dissolve the Company is made, the Board of Directors shall establish a Liquidation Committee of three (03) members. Two (02) of whom shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an audit firm approved in accordance with the law. 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 to the business registration authority the date of its establishment and the date of its actual commencement of operations. From that point onwards, the Liquidation Committee will represent the Company in all matters related to the Company's liquidation before the courts and administrative agencies.

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

- a) Liquidation costs;
- b) Salaries and insurance costs for employees;
- c) Taxes and other tax-related payments that the Company is liable to pay to the State;
- d) Loans (if any);
- d) Other debts of the Company;
- e) The remaining balance after all debts from items a to d above have been paid will be distributed to the shareholders. Preferred shares will be given priority in payment.

## **Chapter XX**

### **RESOLVING INTERNAL DISPUTES**

#### **Article 60. Resolution of Internal Disputes**

1. In the event of a dispute or claim relating to the Company's operations or to the rights of shareholders arising from the Articles of Association or from any rights or obligations stipulated by the Enterprise Law or other laws or administrative regulations, between:

- a) Shareholders with the Company; or
- b) Shareholders with the Board of Directors, Supervisory Board, Company Director, or other executive officers;

The parties concerned shall attempt to resolve the dispute through negotiation and conciliation. Except in the case of a dispute relating to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board shall preside over the dispute resolution and shall request each party to present the factual elements relating to the dispute within fifteen (15) working days from the date the dispute arises. In the case of a dispute relating to the Board of Directors or the Chairman of the Board of Directors, either party may request the Supervisory Board or a competent authority to appoint an independent expert to act as arbitrator in 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, either party may bring the dispute to Economic Arbitration or Economic Court.

3. Each party shall bear its own costs related to the negotiation and mediation process. Court costs will be borne by the court as determined by the court.

## **Chapter XXI**

### **ENFORCEMENT CLAUSES**

#### **Article 61. Amendments and Supplements to the Charter**

1. Amendments and additions to these Charters must be considered and decided 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.

#### **Article 62. Effective Date**

1. This Charter comprises 21 chapters and 62 articles. This Charter was amended for the second time and adopted by the Resolution of the Company's Annual General Meeting of Shareholders held on April 21, 2026. (This Charter inherits and replaces the Charter on Organization and Operation issued at the Extraordinary General Meeting of Shareholders on November 19, 2024) at the Company's headquarters, No. 42 Kim Dong Street, Cam Pha Ward, Quang Ninh Province, and all parties agree to the full validity of this Charter.

2. The regulations are made in ten (10) copies, all of equal value, in which:

- Five (05) registrations at government agencies as prescribed by the People's Committee of the province or city;
- Five copies are archived at the Company Office.

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

4. Copies or extracts of the Company's Articles of Association must be signed by the Chairman of the Board of Directors or at least half of the total number of members of the Board of Directors to be valid.

**LEGAL REPRESENTATIVE  
COMPANY DIRECTOR**

(signed)

**Dang Thanh Binh**