

**INFORMATION DISCLOSURE**

Regarding the issuance of amended and supplemented Company Charter

**To: Hanoi Stock Exchange**

1. Name of organization: Phong Phu Pharmaceutical Joint Stock Company

- Stock code: PPP
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2. Contents of disclosure:

Phong Phu Pharmaceutical Joint Stock Company announces information regarding the issuance of the 17th amended and supplemented Company Charter as follows:

- On May 20, 2026, the Board of Directors has met and approved the issuance of the amended and supplemented Company Charter for the 17th time under the authorization of the General Meeting of Shareholders.

3. This information was published on the electronic information page of Phong Phu Pharmaceutical Joint Stock Company on May 20, 2026, at the link: [www.duocphongphu.vn](http://www.duocphongphu.vn).

4. We would like to commit that the information published above is true and we take full legal responsibility for the content of the disclosed information.

**INFORMATION DISCLOSURE REPRESENTATIVE**

***Recipients:***

- As above;
- Kept files,



**Thai Nha Ngon**

**PHONG PHU PHARMACEUTICAL  
JOINT STOCK COMPANY**

No.: 0126/QĐ-HĐQT.PP

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

*Ho Chi Minh City, May 20, 2026*

**DECISION:**

Regarding the issuance of the 17th amended and supplemented Company Charter

**BOARD OF DIRECTORS OF PHONG PHU PHARMACEUTICALS JOINT  
STOCK COMPANY**

*Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020;*

*Based on the Charter of Phong Phu Pharmaceutical Joint Stock Company (hereinafter referred to as the Company);*

*Based on the Minutes of Meeting No. 01/2026/BB.ĐHĐCĐ.PP of the 2026 Annual General Meeting of Shareholders;*

*Based on Minutes of Meeting No. 0726/BB-HĐQT.PP dated May 20, 2026,*

**DECISION:**

**Article 1.** Promulgate the 17th amended and supplemented Company Charter under the authorization of the General Meeting of Shareholders.

**Article 2.** The Board of Directors, the Supervisory Board, the Executive Board, Departments, Branches, Affiliated units are responsible for implementing this Decision.

The Decision takes effect from the date of signing.

**ON BEHALF OF BOARD OF DIRECTORS**

**CHAIRMAN**

**To:**

- As Article 2;
- SSC; HNX, VSDC;
- Kept files: Office,



**Pho Nghia Van**



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## INTRODUCTION

This Charter has been made the 17th amendment and was approved by the Company's Board of Directors as duly authorized by General Meeting of Shareholders at its annual meeting on April 24, 2026.

### CHAPTER I. DEFINITION OF TERMS IN THE CHARTER

#### Article 1. Interpretations

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

a. Charter capital is the total par value of shares sold or subscribed upon the establishment of a joint-stock company, as stipulated in Article 5 of this Charter;

b. Voting capital is share capital, whereby the holder has the right to vote on matters within the authority of the General Meeting of Shareholders;

c. The Law on Enterprise means the Enterprise Law No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

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

e. **"Executives"** mean the General Director, Deputy General Director, Chief Accountant, and other managerial positions within the Company as approved by the Board of Directors;

f. **"Date of establishment"** means the date the Company was first granted its Business Registration Certificate: August 20, 2000;

g. **"Related person"** means individuals and organizations as defined in Clause 46, Article 4 of the Securities Law;

h. **"Shareholder"** means individual or organization that holds at least one share of a joint-stock company;

i. **"Founding shareholder"** means a shareholder holding at least one common share and having the signature affixed in the list of founding shareholders of the joint-stock company;

k. **"Major shareholder"** means shareholders who directly or indirectly own five percent (5%) or more of the Company's voting shares;

l. **"Stock exchange"** means the Vietnam Stock Exchange and its subsidiaries.

m. **"Operation term"** means the Company's operating period as stipulated in Article 2 of this Charter and any extension period (if any) approved by the Company's General Meeting of Shareholders through a resolution;

n. **"Vietnam"** means the Socialist Republic of Vietnam.

2. In this Charter, references to one or more other regulations or documents shall include any amendments or replacements thereof.

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

4. Words or terms defined in the Enterprises Law (unless they conflict with the subject matter or context) shall have the same meaning in this Charter.



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

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

**1. Company Name:**

- Name in Vietnamese: **Công ty Cổ phần Dược phẩm Phong Phú**
- Name in English: Phong Phu Pharmaceutical Joint Stock Company
- Business name: PP. Pharco
- Logo:



- Slogan: *A Journey for Health*

**2.** The company means a joint-stock company with legal entity in accordance with current Vietnamese law.

**3.** Head office address: Lot No. 12, Street No. 8, Tan Tao Industrial Park, Tan Tao Ward, Ho Chi Minh City.

- Tel: (028) 3754 7998 – 3754 7999; Fax: (028) 3754 7996
- Website: [www.duocphongphu.vn](http://www.duocphongphu.vn)

**4.** The General Director is the legal representative of the Company.

**5.** The company may establish branches and representative offices in its business area to pursue its operational objectives in accordance with the resolutions of the Board of Directors and to the extent permitted by law.

**6.** Except in the event of early termination of operations under Article 50 or extends its operations under Article 51 of this Charter, its operating period shall commence from the date of establishment and has indefinite-term.

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

### **Article 3. Operational Objectives of the Company**

**1.** Company's fields of business: Wholesale of pharmaceuticals and medicines; medical instruments and equipment; cosmetics, perfumes, and disinfectants (without establishing wholesale or retail outlets at the head office). Exercising the right to export, import, and wholesale distribution of goods not prohibited from export, import, or distribution under Vietnamese law or restricted under international treaties to which Vietnam is a signatory (CPC 622). Cultivating and processing herb tree, medicinal plants, and aromatic plants (not operating at the head office). Manufacturing cosmetics, chemicals, and disinfectants for domestic use and medical use (excluding chemical production at the head office). Manufacturing functional foods (excluding processing fresh food). Manufacturing pharmaceuticals; manufacturing medicinal herbs and herbal extracts. Manufacturing cocoa, chocolate, and confectionery. Wholesale of non-alcoholic beverages. Manufacturing medical instruments and equipment. Manufacturing tea. Processing milk and dairy products. Manufacturing of flour-based cakes and pastries. Manufacturing of pasta, noodles, and similar products. Manufacturing of bottled mineral water, purified water, and non-



alcoholic beverages. Wholesale of tea. Wholesale of sugar (not operating at the head office), milk and dairy products, confectionery and processed products from cereals, flour, starch, and functional foods. Transportation of goods by specialized trucks. Passenger transportation by inter-provincial and intra-provincial buses (not operating at the head office). Goods storage. Real estate business (not operating at the head office). Technology transfer and technology transfer services in the field of pharmaceuticals and health supplements. Research and development services in the field of pharmaceuticals and health supplements. Testing services for physical, chemical and other analysis of all types of materials and products.

2. The company's operational objective is to continuously develop its production and business activities in the sectors and industries stipulated in its business registration certificate and applicable laws, in order to maximize the company's profits, enhance its value, and continuously improve the living conditions, working environment, and income of its employees, while fulfilling its tax obligations to the State.

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

1. The Company is authorized to plan and conduct all business activities in accordance with the provisions of the Business Registration Certificate and this Charter, in compliance with applicable laws and regulations, and to take appropriate measures to achieve the Company's objectives.

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, FOUNDING SHAREHOLDERS**

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

The company's charter capital is **VND 87,999,910,000** (Eighty-seven billion, nine hundred ninety-nine million, nine hundred ten thousand dong), divided into 8,799,991 shares with a par value of VND 10,000 each.

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

3. The shares of the Company on the date of adoption of this Charter are only common shares. The rights and obligations associated with common shares are stipulated in Article 11.

4. 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.

5. Common shares must be offered preferentially to existing shareholders in proportion to their shareholding in the Company, unless otherwise stipulated by the General Meeting of Shareholders. The Company must announce the offering of shares, specifying the number of shares offered and a suitable subscription period (at least twenty working days) for shareholders to subscribe. The number of shares not subscribed by shareholders will be decided by the Company's Board of Directors. The Board of Directors may distribute these shares to other parties under conditions and in a manner it deems appropriate, but may not sell them under more favorable conditions than those offered to existing shareholders, except in the case of shares sold through an auction on the Stock Exchange.

6. The Company may redeem shares issued by itself in the manner prescribed in this Charter and applicable law. Shares redeemed by the Company are treasury shares, and the Board of



Directors may offer them for sale in manner consistent with the provisions of this Charter, the Securities Law, and related guiding documents.

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

#### **Article 6. Stock Certificate**

1. Shareholders of the Company are issued certificates corresponding to the number and type of the holding shares.

2. Shares are a type of security that confirms the legal rights and interests of the holder in a portion of the share capital of the issuing organization. Shares must contain all the information as prescribed in Clause 1, Article 121 of the Enterprise Law.

3. Within 60 days from the date of submitting a complete application for the transfer of share ownership as stipulated by the Company, or within two months (60 days) (or may be 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 stock certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued the certificate by the Company upon the shareholder's request. The shareholder's request must include the following information:

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

5. Holders of bearer stock certificates are solely responsible for their safekeeping, and the Company will not be liable in cases where these certificates are stolen or used for fraudulent purposes.

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

Bond certificates or other securities certificates of the Company (excluding offer for sales, provisional certificates and similar documents) shall be issued bearing the seal and sample signature of the Company's legal representative.

#### **Article 8. Transfer of share**

1. All shares are freely transferable unless otherwise provided by these Charrters and the law. Shares listed 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 to related rights such as the right to receive dividends, the right to receive newly issued shares to increase share capital from equity, the right to purchase newly offered shares, the right to attend the General Meeting of Shareholders but not the right to vote, nominate and elect members of the Board of Directors and members of the Board of Supervisors.

#### **Article 9. Recall of shares**

1. In the event that a shareholder fails to pay the full amount due for the purchase of shares on time, the Board of Directors shall notify and have the right to demand that the shareholder pay



the remaining amount and shall be liable, in proportion to the total par value of the registered shares, for the Company's financial obligations arising from the failure to pay in full.

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 specify that in case of non-payment as required, the remaining unpaid shares will be reclaimed.

3. The Board of Directors has the right to recall shares that are not fully and promptly paid in the event that the requirements set out in the above notice are not fulfilled.

4. Recalled shares are considered authorized shares. The Board of Directors may directly or authorize the sale, redistribution, or disposition for the holders of recalled shares or other entities under conditions and in a manner that the Board of Directors deems appropriate.

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

6. A recall notice will be sent to the holders of the recalled shares before the recall takes place. The recall remains valid even in the event of an error or negligence in sending the notice.

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

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

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

- a. General Shareholders' Meeting;
- b. Board of Directors;
- c. Board of Supervisors;
- d. General Director.

## **CHAPTER VI. SHAREHOLDERS AND THE SHAREHOLDER MEETING**

### **Article 11. Rights of Shareholders**

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

2. Holders of common stock have the following rights:

- a. To attend and speak at the General Meeting of Shareholders and exercise their voting rights directly or through an authorized representative or by remote voting; each common share has one voting right;
- b. Receive dividends at the rate determined by the General Meeting of Shareholders;
- c. Freely transfer fully paid shares in accordance with the provisions of this Charter and applicable law;
- d. Have priority in purchasing newly offered shares in proportion to the percentage of common stock they hold;



e. Review, search, and extract information regarding names and contact addresses in the list of voting shareholders must be submitted in writing, containing the following information: full name, date of birth, nationality, citizen identity number or business registration number, telephone number, contact address/headquarters address, signature of the applicant/legal representative, purpose of review, search, and extraction, and a commitment to use the information regarding names and contact addresses in the shareholder list only for the intended purpose and not for other purposes. Violations will be handled according to the applicable laws. The Company will handle requests for review, search, and extraction in accordance with current laws on personal data protection; requests to correct inaccurate information are also accepted.

f. Review, search, extract, or copy the Company Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

g. In the event of the company's dissolution or bankruptcy, the shareholder is entitled to receive a portion of the remaining assets corresponding to the number of shares contributed to the company, after the company has paid its creditors and other shareholders as stipulated by law;

h. They may request the company to redeem their shares in the cases stipulated by the Enterprise Law;

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

k. To have full access to regular and extraordinary information disclosed by the Company as required by law;

l. To protect their legitimate rights and interests; 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 stipulated in this Charter and the law.

3. Shareholders or groups of shareholders holding 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 Clause 3, Article 115 and Article 140 of the Enterprise Law;

b. Review, search, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Board of Supervisors, contracts, transactions requiring approval from the Board of Directors, and other documents, except for documents relating to the Company's trade secrets and business secrets;

c. Check and obtain a copy or excerpt of the list of shareholders entitled to attend and vote at the General Meeting of Shareholders;

d. Propose for inclusion in the General Shareholders' Meeting agenda, which must be in writing and submitted to the Company no later than 5 working days before the meeting date. The proposal must specify the shareholder's name, the number of each class of share held by the shareholder, and the specific issue to be included in the agenda;

e. Request the Board of Supervisors to examine specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing; it must include the full name, permanent residence, nationality, and ID card/passport number or other legally valid personal identification for shareholders being individual; the full name, permanent



residence address, nationality, establishment decision number or business registration number for shareholders being organization; the number of shares and registration date of each shareholder, the total number of shares of the entire shareholder group, and their ownership percentage in the total shares of the Company; the issue to be examined; and the purpose of the examination;

f. Other rights as stipulated in this Charter and by law.

4. Shareholders or groups of shareholders holding 10% or more of the total number of common shares have the following rights:

- Nomination or candidacy of candidates for the Board of Directors or Board of Supervisors in accordance with the respective provisions of Articles 24.4 and 37.4. The nomination and candidacy of individuals to the Board of Directors and Board of Supervisors shall be carried out as follows:

- Common shareholders forming groups to nominate candidates for the Board of Directors and the Board of Supervisors must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholder.

- Based on the number of members of the Board of Directors and the Board of Supervisors, shareholders or groups of shareholders as stipulated in this clause have the right to nominate or elect one or more individuals as decided by the General Meeting of Shareholders as candidates for the Board of Directors and the Board of Supervisors. If the number of candidates nominated or elected by a shareholder or group of shareholders is less than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated or elected by the Board of Directors, the Board of Supervisors, and other shareholders.

## **Article 12. Obligations of Shareholders**

Common shareholders have the following obligations:

1. Comply with the company's charter and internal management regulations, and abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

2. Participate in General Meetings of Shareholders and exercise their voting rights directly, through authorized representatives, or by voting remotely. Shareholders may authorize a member of the Board of Directors to represent them at the General Meeting of Shareholders. The authorization for a representative to attend the meeting must follow the company's written form. Voting can also be done via online conferencing, electronic voting, or other electronic means. Voting ballots can be sent to the meeting via mail, fax, or email.

3. Pay for the committed shares in full and on time.

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

5. Keep confidential the information it provides in accordance with its Charters and applicable laws; it shall only use the provided information to exercise and protect its legitimate



rights and interests; and it is strictly prohibited to disseminate, copy, or send the information provided by the Company to other organizations or individuals

6. Provide accurate address when registering to purchase shares.

7. Organizations and individuals, upon becoming or ceasing to be major shareholders of the Company, must disclose information and report on the transaction to the Company, the Stock Exchange, and the State Securities Commission of Vietnam within 5 working days from the date of becoming or ceasing to be a major shareholder, using the form prescribed in Appendix VII promulgated under Circular 96/2020/TT-BTC.

- Major shareholders, when there is a change in the number of shares they own exceeding 1% of the total voting shares, must disclose the information and report it to the Company, the State Securities Commission of Vietnam, and the stock exchange where the Company is listed within 5 working days from the date of the change, using the form prescribed in Appendix VIII promulgated under Circular 96/2020/TT-BTC.

- The provisions in Clause 7 above also apply to related parties holding 5% or more of the Company's voting shares; and related foreign shareholders holding 5% or more of the Company's voting shares. Related foreign shareholders owning 5% or more of the Company's voting shares shall disclose information according to the forms prescribed in Appendix IX and Appendix X issued with Circular 96/2020/TT-BTC based on the total number of shares held by that foreign shareholder group.

- The provisions in Clause 7 of this Article do not apply to entities that do not actively conduct transactions in the event of a change in the percentage of voting shares held due to the Company repurchasing its own shares or the Company issuing additional shares.

8. Fulfill other obligations as required by applicable law.

9. Be held personally liable for any of the following acts committed in the name of the Company, in any form whatsoever:

a. Violation of the law;

b. Conduct 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.

10. Fulfill other obligations as required by applicable law.

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

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders is held annually once a year and 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 within the territory of Vietnam.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects an appropriate venue. The Annual General Meeting of Shareholders decides on matters as prescribed by law and the Company's Charter, particularly approving the audited annual financial statements. In the event that the audited annual financial statements contain material exceptions,



adverse audit opinions, or disclaimers, the Company must invite a representative from the approved auditing firm that performed the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders. The representative from the approved auditing firm is obligated to attend the 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. Annual balance sheets, six (06) month or quarterly reports or audited reports of fiscal year reflecting equity that has been lost by half (1/2) compared to the opening balance;
- c. The number of remaining members of the Board of Directors and Board of Supervisors is less than the minimum number of members required by law or less than half the number of members stipulated in the Charter;
- d. Upon the request of a shareholder or group of shareholders as stipulated in Clause 3, Article 11 of this Charter, the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reasons and purpose of the meeting, and bearing the signatures of all relevant shareholders. Alternatively, the request may be made in counterparts and include the signatures of all relevant shareholders;
- e. The Board of Supervisors may request to convene a meeting if it has reason to believe that members of the Board of Directors or senior executives have seriously violated their obligations under Articles 153 and 162 of the Enterprise Law, or if the Board of Directors acts or intends to act outside the scope of its authority;
- f. Other cases as prescribed by law and the Company's Charter.

4. Convening an extraordinary general meeting of shareholders:

a. The Board of Directors must convene a General Meeting of Shareholders within forty-five (45) days from the date the number of remaining members of the Board of Directors is as stipulated in Clause 3c of Article 13 or upon receipt of the request stipulated in Clauses 3d and 3e of Article 13 of this Charter;

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 45 days, the Board of Supervisors 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 Board of Supervisors 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 d, clause 3 of this Article has the right to request a representative of the Company to convene a General Meeting of Shareholders in accordance with the Enterprises Law. The procedure for organizing a General Meeting of Shareholders is prescribed in clause 5, Article 140 of the Enterprises Law.

Under this circumstance, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registry to supervise the procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders;

d. The procedure for organizing a General Meeting of Shareholders is regulated in Clause 5, Article 140 of the Enterprise Law;



e. All expenses for convening and conducting the General Meeting of Shareholders will be reimbursed by the Company. This excludes expenses incurred by shareholders while attending the General Meeting, including accommodation and travel expense.

5. At both annual and extraordinary general meetings of shareholders, the Secretary of the Board of Directors serves as the Head of the Shareholder Eligibility Verification and Vote Counting Committee, while the remaining members of the Committee are nominated by the General Director. The Board of Supervisors is responsible for the election results of the Shareholder Eligibility Verification and Vote Counting Committee.

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

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

- a. Approve the company's development strategy;
- b. Decide on the class of shares and the total number of shares of each class authorized for sale; determining the annual dividend rate for each class of share;
- c. Elect, dismiss, and remove from office members of the Board of Directors and members of the Board of Supervisors;
- d. Decide to invest in or sell assets valuing 35% or more of the total asset value recorded in the Company's most recent financial statement;
- e. Decide to amend and supplement the company's charter;
- f. Approve annual financial statements;
- g. Decide to redeem more than 10% of the total shares sold of each class;
- h. Review and handle violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its shareholders;
- i. Decide to reorganize or dissolve the Company;
- k. Decide on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- l. Approve the Internal Governance Regulations; the Operating Regulations of the Board of Directors and the Board of Supervisors;
- m. Approve the list of approved auditing firms; decide which auditing firms are approved to conduct audits of the Company's operations, and dismiss approved auditors when deemed necessary;
- n. Other rights and obligations as prescribed by law.

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

- a. The company's annual business plan;
- b. The audited annual financial statements;
- c. The Board of Directors' report on the governance and performance of the Board of Directors and each member of the Board of Directors, independent members of the Board of Directors are responsible for reporting at the Annual General Meeting of Shareholders, in accordance with Article 284 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;
- d. Report of the Board of Supervisors on the Company's business results, the performance of the Board of Directors, and the General Director;
- e. Self-assessment report on the performance of the Board of Supervisors and its members;



- f. Dividend rate per share for each class;
- g. Number of members of the Board of Directors and the Board of Supervisors;
- h. Elect, dismiss, and remove from office members of the Board of Directors and members of the Board of Supervisors;
- i. Decide on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- k. Approve the list of approved auditing firms; decide which auditing firms are approved to conduct audits of the company's operations when deemed necessary;
- l. Supplement and amend the company's charter;
- m. The class of shares and the number of newly issued shares for each class of share, and the transfer of shares by founding members within the first three years from the date of establishment;
- n. Divide, separate, merge, consolidate, or transform a company;
- o. Reorganize and dissolve (liquidate) the company and appoint a liquidator;
- p. Decide to invest in or sell assets worth 35% or more of the total asset value recorded in the Company's most recent financial statement;
- q. Decide to redeem more than 10% of the total shares sold of each class;
- r. The company enters into contracts and transactions with entities specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the total value of the company's assets as recorded in the most recent financial statement;
- s. Approve transactions as stipulated in Clause 4, Article 293 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law;
- t. Approve the Internal Regulations on Corporate Governance, the Regulations on the Operation of the Board of Directors, and the Regulations on the Operation of the Board of Supervisors;
- u. Other matters as prescribed by law and this Charter.

**3. Shareholders are not allowed to participate in voting in the following cases:**

- a. Contracts covered by Article 14.2 of this Charter are entered into when that shareholder or a person related to that shareholder is a party to the contract;
- b. The redemption of shares from that shareholder or a person related to that shareholder is prohibited, except when the redemption is carried out in proportion to the ownership of all shareholders, or when the redemption is conducted through order matching or a public tender offer on the stock exchange.

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

**Article 15. Authorization to attend the General Meeting of Shareholders**

**1.** Shareholders, or authorized representatives of shareholders being organizations, may attend meetings in person or authorize one or up to two individuals/organizations to attend, or attend through one of the forms stipulated in Clause 3, Article 144 of the Enterprise Law. The power of attorney must specify the number of shares authorized for each individual/organization.

**2.** The authorization of individuals or organizations to represent shareholders at the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be in writing. The



authorization document must be made in accordance with civil law and must specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party. The person authorized to attend the General Meeting of Shareholders must submit the authorization document when registering to attend. In case of sub-authorization, the meeting attendee must also present the original authorization document from the shareholder or the authorized representative of the shareholder being organization (if not previously registered with the Company).

3. In cases where a lawyer signs a letter of appointment on behalf of an authorized person, the appointment is only considered valid if the letter of appointment is presented along with the letter of authorization to the lawyer or a valid copy of that letter of authorization (if it has not been previously registered with the Company).

4. Except as provided in Clause 3 of Article 15, the vote of a person authorized to attend the meeting within the scope of their authorization remains valid in the following cases:

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

This clause shall not apply if the Company receives notice of any of the above events forty-eight hours before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 16. Changes to Rights**

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

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

3. The procedures for conducting such separate meetings are carried out in accordance with the provisions of Articles 17, 18, 19, and 20 of this Charter.



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

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

1. The Board of Directors convenes annual and extraordinary general meetings of shareholders. The Board of Directors convenes extraordinary general meetings of shareholders in the cases stipulated in Clause 3, Article 13 of this Charter.

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

a. Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders must be made no more than 10 days before the date of sending the notice of 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 meeting;

c. Prepare documents for the meeting;

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

e. Determine the time and venue for the meeting;

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

g. Other tasks for the general meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses, and shall also be published on the Company's website and the website of the State Securities Commission and the stock exchange where the Company's shares are listed or registered for trading. The convenor of the General Meeting of Shareholders must send the notice of the meeting to all shareholders on the list of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting, counting from the date the notice is duly sent or transmitted. The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be sent to shareholders and posted on the Company's website. In cases where documents are not sent with the notice of the General Meeting of Shareholders, the notice of the meeting must clearly state the link to all meeting documents so that shareholders can access them, including:

a. Meeting agenda, documents to be used in the meeting;

b. List and details of candidates in the case of electing members of the Board of Directors and members of the Board of Supervisors;

c. Voting ballot.

4. Shareholders or groups of shareholders referred to in Article 11.3 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 submitted to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. Proposals must include the



full name of the shareholder, the number and type of shares held by that person, and the proposed items to be included in the agenda.

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

- a. The proposal was submitted late, or was incomplete or lacked the correct content;
- b. At the time of the proposal, the shareholder or group of shareholders did not hold at least 5% of the common shares as stipulated in Clause 3, Article 11 of this Charter;
- c. The proposed issue falls outside the scope of the Shareholders' General Meeting's authority to discuss and approve.

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

7. The board of directors must prepare draft resolutions for each item on the meeting agenda.

8. In the event that all shareholders representing 100% of the voting shares attend the General Meeting of Shareholders either in person or through authorized representatives, the decisions unanimously adopted by the General Meeting of Shareholders shall be considered valid even if the convening of the General Meeting of Shareholders is not conducted according to proper procedures or the voting items are not on the agenda.

#### **Article 18. Conditions for conducting a general meeting of shareholders**

1. A general meeting of shareholders is held when the number of shareholders in attendance represents at least 51% of the voting shares.

2. If the first meeting fails to meet the quorum requirements as stipulated in Clause 1 of this Article, a second meeting shall be convened within 30 days from the date of the first planned meeting, unless otherwise stipulated in the Company's Charter. The second meeting of the General Meeting of Shareholders shall be held when the number of shareholders attending represents at least 33% of the total voting rights.

3. If the second convened meeting fails to meet the quorum requirements as stipulated in Clause 2 of this Article, a third meeting shall be convened within twenty (20) days from the date of the planned second meeting. In this case, the meeting of the General Meeting of Shareholders shall be held regardless of the total number of votes of the shareholders present.

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

1. On the day of the Shareholders' General Meeting, the Company must carry out the shareholder registration procedure and must continue the registration until all shareholders entitled to attend the meeting have registered.

2. When registering shareholders, the Company will issue each shareholder or authorized representative a voting ballot, which will bear the registration number, the shareholder's full name, the authorized representative's full name, and the number of votes cast. During the General Meeting, ballots voting for the resolution will be collected first, followed by ballots voting against the resolution. Finally, the total number of votes in favor or against will be counted to determine the decision. The total number of votes in favor, against, abstention, or invalid for each issue will be announced by the Chairman immediately after the vote on that issue. The General



Meeting will elect those responsible for counting or supervising the vote count and the meeting secretary upon the Chairman's recommendation. The number of members of the vote counting committee and the secretariat will be decided by the General Meeting of Shareholders based on the Chairman's recommendation, but shall not exceed the number stipulated by the applicable law.

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

4. Shareholders arriving late to the General Meeting have the right to register immediately and subsequently participate and vote at the meeting. The chairperson is not obligated to interrupt the meeting to allow late-arriving shareholders to register, and the validity of any voting sessions conducted before the late-arriving shareholders arrive will not be affected.

5. The Chairman of the Board of Directors presides over meetings convened by the Board of Directors. If the Chairman is absent or temporarily incapacitated, the remaining members shall elect one of them to preside over the meeting. In case where no one is available to preside, the highest-ranking member of the Board of Directors shall preside over the meeting to elect a chairperson from among those present, and the person with the highest number of votes shall be appointed as chairperson.

In other cases, the person who signed the minutes convening the meeting shall preside over the meeting to elect a chairperson, and the person with the highest number of votes shall be appointed as chairperson.

6. The Chairman's decision regarding the order, procedures, or events arising outside the agenda of the Shareholders' General Meeting shall be final and binding.

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 chairperson's authority, intentionally disrupt order, hinder the normal progress of the meeting, or fail to comply with security checks from the Shareholders' General Meeting.

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 venue in the following cases:

a. The meeting venue did not have enough convenient seating for all attendees;

b. The communication facilities at the meeting venue do not guarantee that shareholders attending the meeting can participate in discussions and vote;

c. Some attendees obstructed the meeting, disrupted order, and risked preventing the meeting from being conducted fairly and legally.

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 passed at that meeting shall be effective.



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.

11. The Board of Directors may require shareholders or their authorized representatives attending the General Meeting of Shareholders to undergo security checks or other security measures as deemed appropriate by the Board of Directors. In the event that a shareholder or their authorized representative fails to comply with the said security checks or measures, the Board of Directors, after careful consideration, may refuse or expel that shareholder or representative from the General Meeting.

12. The Board of Directors, after careful consideration, may take measures which the Board of Directors deems appropriate to:

- a. Seating arrangement at the Shareholders' General Meeting venue;
- b. Ensure the safety of everyone present at that location;
- c. Facilitate shareholder attendance (or continued attendance) at the General Meeting.

The Board of Directors has the full authority to change the aforementioned measures and to implement all measures as deemed necessary. Measures applied may include issuing entry passes or employing otherwise selection methods.

13. In the event that the aforementioned measures are applied at the General Meeting of Shareholders, the Board of Directors, when determining the venue of the meeting, may:

a. Announce that the General Meeting will be held at the location specified in the announcement and the General Meeting Chairman will be present there ("General Meeting Main Venue");

b. Arrangements shall be made so that shareholders or their authorized representatives who are unable to attend the meeting under these Articles, or who wish to participate from a location other than the Main Meeting Venue, may simultaneously attend the Meeting.

The announcement regarding the organization of the General Meeting does not need to detail the organizational measures under this Clause.

14. Under these Charter (unless otherwise stipulated by circumstances), all shareholders shall be deemed to be participating in the General Meeting at the Main Meeting Venue.

Annually, the Company must hold a General Meeting of Shareholders at least once (01). The General Meeting of Shareholders may be held online. The Company shall specify the application of modern information technologies so that shareholders can attend and vote through the online General Meeting of Shareholders by electronic voting or other electronic forms.

#### **Article 20. Conditions for the adoption of a Resolution of the General Meeting of Shareholders**

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

- a. Class of shares and total number of shares of each class;
- b. Changes in industry, occupation, and business sector;



- c. Changes to the company's organizational and managerial structure;
- d. An investment project or sale of assets with a value of 35% or more of the total asset value recorded in the company's most recent financial statement, unless otherwise stipulated a different percentage or value by the Company Charter;
- e. Reorganize or dissolve the company;
- f. Amendments and additions to the Charter;

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

3. Resolutions passed by 100% of the total voting shares at the General Meeting of Shareholders are legal and effective even if the procedures for convening the meeting and passing the resolution violate the provisions of the Enterprise Law and the company's charter.

#### **Article 21. 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, either in person or by electronic voting, to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except in the following cases

- a. Amendments and additions to the company's charter;
- b. Company development orientation;
- c. Class of shares and total number of shares of each class;
- d. Elect, dismiss, and remove from office members of the Board of Directors and the Board of Supervisors;
- e. Decide to invest in or sell assets worth 35% or more of the total asset value recorded in the company's most recent financial statement, unless otherwise stipulated a different percentage or value by the company's charter;
- f. Approve annual financial reports;
- g. Reorganize or dissolve the company.

2. The Board of Directors must prepare ballots, draft resolutions for the General Meeting of Shareholders, and explanatory documents for the draft resolutions, and send them to all shareholders with voting rights no later than 10 days before the deadline for returning the ballots. The requirements and methods for sending ballots and accompanying documents shall be implemented in accordance with Clause 3, Article 17 of this Charter.

3. The ballots must contain the following key information:

- a. Name, registered office address, number and date of issuance of the Business Registration Certificate, and place of business registration of the Company;
- b. Purpose of consultation;
- c. The full name, permanent residence address, nationality, and ID card/passport number or other legally valid personal identification of shareholders being individual; the full name, permanent residence address, nationality, establishment decision number or business registration number of shareholders being organization or their authorized representatives; the number of shares of each class and the number of voting rights of each shareholder;
- d. The issue requires consultation to approve a decision;
- e. The voting options include voting for, voting against, and abstain;



f. The deadline for submitting the feedback form to the company has been set;

g. Full name and signature of the Chairman of the Board of Directors and the legal representative of the Company; Digital signature or electronic signature of the Company in the case of opinion polls conducted electronically;

4. Shareholders may submit their completed opinion ballots to the Company by mail, fax, email, or electronic voting as follows:

a. In the case of mailing, the completed opinion ballot must be signed by the shareholders being individual, the authorized representative, or the legal representative of the shareholders being organization. Opinion ballots sent to the Company must be enclosed in a sealed envelope, and no one is allowed to open it before the ballots are counted;

b. In the case of sending ballots by fax, email, or electronic voting, the ballots sent to the Company must be kept confidential until the time of vote counting;

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

5. The Board of Directors counts the votes and prepares a vote counting report in the presence of the Board of Supervisors or shareholders who do not hold managerial positions in the Company. The vote counting report must include the following key contents:

a. Name, address of head office, number and date of issuance of business registration certificate, place of business registration;

b. The purpose and issues requiring consultation for approving decision;

c. The number of shareholders with the total number of votes cast, distinguishing between valid and invalid votes, is attached as an appendix listing the shareholders who participated in the vote;

d. The total number of votes in favor, against, and abstentions for each issue;

e. The decisions that have been approved;

f. Full name and signature of the Chairman of the Board of Directors, the legal representative of the Company, and the vote counting supervisor.

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

6. The vote count record must be published on the Company's website within twenty-four (24) hours and sent to shareholders within fifteen (15) days from the date of 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. Decisions approved through written shareholder consultations are as valid as decisions approved at a General Meeting of Shareholders.

## **Article 22. 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 written in Vietnamese, and may also be written in a foreign language, and must include the following main contents:

a. Name, registered office address, business registration number;



- b. Time and location of the Shareholders' General Meeting;
  - c. Meeting agenda and content;
  - d. Names of the chairperson and secretary;
  - e. Summary of the meeting proceedings and the statements made at the General Shareholders' Meeting on each item on the agenda;
  - f. The number of shareholders and the total number of voting rights of shareholders attending the meeting, 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, votes for, votes against, and abstention votes; and the corresponding percentage of the total number of votes cast by shareholders present at the meeting;
  - h. The issues were approved and the corresponding percentage of votes were cast in favor;
  - i. The full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid only if signed by all other members of the Board of Directors present at the meeting and containing all the information as stipulated in this clause. The meeting minutes shall specify the chairperson's or secretary's refusal to sign the minutes.
2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting ends. The chairperson and secretary of the meeting, or any other person signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the minutes' contents.
3. Minutes prepared 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 of the Vietnamese minutes shall prevail.
4. Resolutions, minutes of the General Meeting of Shareholders, appendices listing registered shareholders with their signatures, proxies, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at the Company's head office.

### **Article 23. Request for annulment of a Shareholders' General Meeting Resolution**

Within 90 days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the minutes of the vote count results of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 115 of the Enterprise Law has the right to request the Court or Arbitration to review and annul the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

- 1. The sequence and procedures for convening meetings and making decisions of the General Meeting of Shareholders seriously violated the provisions of the Enterprise Law and the company's charter, except as stipulated in Clause 3, Article 20 of this Charter.
- 2. The resolution's content violates the law or this Charter.

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 thirty (30) days in accordance with the procedures stipulated in the Enterprise Law and this Charter.

## **CHAPTER VII. BOARD OF DIRECTORS**

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

1. The Board of Directors shall have at least three (03) members and at most seven (07) members. The term of office of a Board of Directors member shall not exceed 05 (five) 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.

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

The company's Board of Directors must ensure that at least one member is a non-executive member in cases where the Board has 3 to 5 members. The company minimizes the number of Board members holding executive positions within the company to ensure the independence of the Board of Directors.

3. The total number of independent members of the Board of Directors must meet the following requirements:

a There must be at least one independent member in the case of a company with 3 to 5 members on its Board of Directors;

b. There must be at least two independent members if the company has a Board of Directors with 6 to 7 members.

4. Shareholders or groups of shareholders holding 10% or more of the total number of common shares have the right to nominate candidates for the Board of Directors as follows: Shareholders or groups of shareholders holding from 10% to less than 20% of the total number of voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% to less than 70% may nominate a maximum of six (06) candidates; from 70% to 80% may nominate a maximum of seven (07) candidates; and from 80% to less than 90% may nominate a maximum of eight (08) candidates.

5. If the number of candidates for the Board of Directors, through nomination and candidacy, is still insufficient as 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 operational regulations of the Board of Directors. The incumbent Board of Directors' nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

6. A member of the Board of Directors will cease their membership in the following cases:

a. Failing to meet the qualifications and conditions stipulated in Article 155 of the Enterprise Law;



- b. A resignation letter was submitted and accepted;
- c. Not participating in Board of Directors activities for 06 consecutive months, except in cases of force majeure;
- d. Other cases as stipulated in the company's charter.

7. A Board member who submits their resignation will be barred from attending subsequent Board meetings and will be suspended from all rights and obligations of a Board member, including remuneration. The Board of Directors may appoint another person temporarily to fill the vacancy, and this new member must be approved by the General Meeting of Shareholders immediately following the appointment. Upon approval by the General Meeting of Shareholders, the appointment of the new member takes effect on the date of the Board's appointment. The term of the new Board member is calculated from the effective date of the appointment to the end of the Board's term of office. If the new member is not approved by the General Meeting of Shareholders, all decisions of the Board of Directors made prior to the General Meeting of Shareholders with the participation of the alternative Board member will remain in effect.

8. When deemed necessary, the General Meeting of Shareholders may decide to replace members of the Board of Directors; dismiss or remove from office members of the Board of Directors except in the cases stipulated in Clause 6 of this Article.

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

a. If the number of Board of Directors members is reduced by more than one-third compared to the number stipulated in the company's charter, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

b. The number of independent members of the Board of Directors has decreased, failing to meet the ratio stipulated in point b, clause 1, Article 137 of the Enterprise Law;

c. Except as provided in points a and b of this clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed from office at the most recent meeting.

10. The appointment of Board members must be notified in accordance with the regulations of the law on securities and the securities market.

11. Board members do not necessarily have to be shareholders of the company.

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

1. Once candidates for the Board of Directors have been identified, the Company must publish information related to these candidates on the Company's website at least 10 days before the opening of the General Meeting of Shareholders 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 personal information disclosed and must commit to performing their duties honestly, diligently, and for the best interests of the Company if elected as a member of the Board of Directors. The following information must be provided to the Company by candidates for the Board of Directors at least 15 days in advance: Full name, date of birth, gender, place of birth, Citizen Identity Card number, date of issue, ethnicity, religion, permanent residence address, current address, professional qualifications, foreign language proficiency, computer skills, occupation, current position/job at other



companies/organizations, interests related to the Company and its related parties, information about related persons according to the form prescribed by current law. The declaration must be a signed copy, and qualification/certificates must be notarized true copies within 6 months from the date of provision.

Information regarding the board member candidates that has been released includes:

- a. Full name, date of birth.
- b. Professional qualifications.
- c. Work experience.
- d. Other managerial positions (including positions on the Board of Directors, Board of Supervisors, and General Management Board of other companies/entities).
- e. Benefits related to the Company and its related parties.
- f. Other information (if any).
- g. The company is responsible for disclosing information about the companies in which the candidate holds positions as a member of the Board of Directors, other managerial positions, and any related interests of the candidate in the Board of Directors (if any).

2. Shareholders or groups of shareholders holding 10% or more of the total number of common shares have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the company's charter.

3. 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 and the company's charter.

#### **Article 26. Powers and duties of the Board of Directors**

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

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

- a. The company's strategic decisions, medium-term development plans, and annual business plans;
- b. Propose the types of shares and the total number of authorized shares for each class;
- c. Decisions to sell unsold shares within the permitted number of shares for each class; decisions to otherwise raise additional capital;
- d. Determine the selling price of the Company's shares and bonds;
- e. Decide to redeem shares as stipulated in Clauses 1 and 2 of Article 133 of the Enterprise Law;
- f. Decide on investment plans and investment projects are made within the authority and limits prescribed by law;
- g. Deciding on solutions for market development, marketing, and technology;
- h. Approve purchase, sale, loan, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement,



excluding contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in point d, clause 2, Article 138, and clauses 1 and 3, Article 167 of the Enterprise Law;

i. Elect, dismiss, and remove from office the Chairman of the Board of Directors; the Vice Chairman of the Board of Directors; appoint, dismiss, and remove from office the General Director, Deputy General Director, Chief Accountant, and other key executives as stipulated in the company's charter; decide on the salaries, remuneration, bonuses, and other benefits of those managers; appoint authorized representatives to participate in the Board of Members, Board of Directors, or General Meeting of Shareholders in subsidiaries, affiliated companies, and other companies; decide on the remuneration and other benefits of those representatives;

k. Supervise and direct the General Director and other executives in the daily operation of the Company's business;

l. Decide on the organizational structure and internal management regulations of the Company; decisions on the establishment of subsidiaries, branches, and representative offices of the Company, representative offices of subsidiaries, and capital contributions and share purchases in other enterprises;

m. Approve the agenda and documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or consultation for the General Meeting of Shareholders to pass resolutions;

n. Submit the audited annual financial statements to the General Meeting of Shareholders;

o. Propose the dividend rate to be paid; decide on the timeframe and procedures for paying dividends or handling losses incurred during business operations;

p. Proposals for the reorganization or dissolution of the company; requests for the company's bankruptcy;

q. Decide to issue the Board of Directors' operating regulations and internal regulations on corporate governance after approval by the General Meeting of Shareholders; decisions to issue regulations on information disclosure of the company;

r. Resolve the Company's complaints against management personnel, as well as deciding on the Company's representatives to handle legal matters related to those executives;

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

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

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

a. Establishing branches or representative offices of the Company, representative offices of subsidiaries, or branches of subsidiaries;

b. Establish subsidiaries of the Company;

c. To the extent stipulated in Article 153.2 of the Enterprise Law and except for cases stipulated in Article 167.3 of the Enterprise Law requiring approval by the General Meeting of Shareholders, the Board of Directors shall, from time to time, decide on the implementation, amendment, and cancellation of major contracts of the Company (including contracts for the purchase, sale, merger, acquisition, and joint venture);



- d. Appoint and dismiss persons authorized by the Company to act as the Company's commercial representatives and legal counsel;
  - e. The Company's borrowing and taking out mortgages, guarantees, and indemnifications;
  - f. Investments not included in the business plan or investments exceeding 10% of the planned value and annual business budget;
  - g. The purchase or sale of shares or capital contributions in other companies established in Vietnam or abroad;
  - h. 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;
  - i. The Company may purchase or repurchase no more than 10% of each class of shares;
  - j. Business matters or transactions decided by the Board of Directors require approval within the scope of their authority and responsibility;
  - k. Decide on the price to buy or repurchase shares of the Company.
5. Unless otherwise provided by law and the Charter, the Board of Directors may authorize subordinate employees and executives to act on behalf of the Company.
6. The company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.
7. 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.
8. 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.
9. Members of the Board of Directors holding executive positions, or members of the Board of Directors serving in subcommittees of the Board of Directors, or performing other duties which, in the view of the Board of Directors, fall outside the ordinary 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 determined by the Board of Directors.
10. 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 Board of Directors or its subcommittees or the General Meeting of Shareholders.

#### **Article 27. Chairman and Vice-Chairman of the Board of Directors**

1. The Chairman and Vice-Chairman of the Board of Directors are elected, dismissed, or removed from office by the Board of Directors from among its members. The Chairman of the Board of Directors may not also hold the position of General Director.
2. The Chairman of the Board of Directors has the following rights and obligations:
  - a. Develop the program and action plan for the Board of Directors;



- b. Prepare the agenda, content, and documents for the meeting; convene, chair, and preside over the Board of Directors meeting;
- c. Organize the process of adopting resolutions and decisions of the Board of Directors;
- d. Monitor the implementation process of resolutions and decisions of the Board of Directors;
- e. Preside over the Shareholders' General Meeting;
- f. Other rights and obligations as stipulated in the Enterprise Law and the company's charter.

3. In the absence of the Chairman of the Board of Directors or inability to perform his/her duties, he/she must authorize in writing the Vice Chairman of the Board of Directors or a member of the Board of Directors 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 restricted or incapacitated, has difficulties in understanding or controlling his/her behavior, or is prohibited by the Court from holding office, practicing a profession, or performing a certain job, then the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors by a majority vote until a new decision is made by the Board of Directors.

4. The Chairman of the Board of Directors is responsible for ensuring that the Board of Directors submits the annual financial statements, the Company's operational report, the audit report, and the Board of Directors' inspection report to the shareholders at the General Meeting of Shareholders.

5. In the event that both the Chairman and Vice-Chairman of the Board of Directors resign or are removed from office, the Board of Directors must elect replacements within ten (10) days.

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

1. In the event that the Board of Directors elects the Chairman, the first meeting of the Board of Directors' term to elect the Chairman and make other decisions within its authority must be held within seven (07) working days from the date of the end of the election of the Board of Directors for that term. This meeting shall be convened by the member with the highest number of votes. In the event that more than one (01) member has the same highest number of votes, these members shall elect one (01) person among them to convene the Board of Directors meeting by majority rule.

2. Regular meetings: The Chairman of the Board of Directors must convene Board meetings, set the agenda, time and venue of the meeting at least five (05) days before the scheduled meeting date. The Chairman may convene a meeting whenever he deems it necessary, but at least one (01) meeting must be held every quarter.

3. Extraordinary Meetings: The Chairman of the Board of Directors shall convene extraordinary meetings when deemed necessary for the benefit of the Company. Furthermore, the Chairman must convene a Board of Directors meeting, without delay unless justifiable, when one of the following parties submits a written request outlining the purpose of the meeting and the issues to be discussed:



a. A proposal is required from a majority of the Board of Supervisors members or independent members of the Board of Directors;

b. A proposal is required from the General Director or at least five other executives;

c. A proposal is required from at least two members of the Board of Directors.

4. The proposal stipulated in Clause 3 of this Article must be in writing, clearly stating the purpose, the issues to be discussed, and the decisions within the authority of the Board of Directors. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 7 working days from the date of receiving the proposal stipulated in Clause 3 of this Article. If the Chairman of the Board of Directors fails to convene a meeting as requested, he/she shall be liable for any damages incurred by the Company; the person making the proposal has the right to replace the Chairman of the Board of Directors in convening the meeting.

5. If requested by an independent auditor, 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. The Chairman of the Board of Directors or the person convening the Board meeting must send a notice of meeting at least 3 working days before the meeting date. The notice of meeting must specify the time and venue of the meeting, the agenda, the issues to be discussed and decided. The notice of meeting must be accompanied by the documents to be used at the meeting and the voting ballots of the members.

7. The Chairman of the Board of Directors or the convenor sends the notice of meeting and accompanying documents to the members of the Board of Supervisors as they do to the members of the Board of Directors. Members of the Board of Supervisors have the right to attend Board of Directors meetings; they have the right to discuss but not to vote.

8. A member of the Board of Directors is deemed to have attended and voted at the meeting in the following circumstances:

a. Attend and vote in person at the meeting;

b. Authorize another person to attend the meeting and vote as stipulated in Clause 10 of this Article;

c. Participate and vote via online conference, electronic voting, or other electronic means;

d. Submit ballots to the meeting via mail, fax, or email;

e. Submit ballots by other means as prescribed in the company's Charter.

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

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

11. Minimum number of attendees: Board of Directors meetings may only be held and decisions made when at least three-quarters (3/4) of the Board members are present, either in person or through a substitute representative.

If the required number of members are not present, the meeting must be reconvened within fifteen (15) days from the date of the first scheduled meeting. The reconvened meeting shall be held if more than half (1/2) of the members of the Board of Directors are present.



**12.** Those invited to attend as observers: The CEO, other executives, and third-party experts may attend Board of Directors meetings at the invitation of the Board of Directors but are not permitted to vote unless they themselves have the right to vote as a member of the Board of Directors.

**13.** Meeting venue: Board of Directors meetings will be held at the Company's registered address or other addresses in Vietnam or abroad as decided by the Chairman of the Board of Directors and with the agreement of the Board of Directors.

**14. Voting:**

**a.** Except as provided in Clause 14b 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) vote;

**b.** Board members are not permitted to 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 delegates required to convene a Board meeting on decisions in which they do not have the right to vote;

**c.** In accordance with Clause 14d of this Article, when a matter arises in a meeting of the Board of Directors concerning the extent of a Board member's interest that cannot be resolved by the voluntary waiver of that Board member's voting rights, such matter shall be referred to the Chairperson of the meeting, and the Chairperson's decision concerning all other Board members shall be final, unless the nature or extent of the Board member's interest in question has not been adequately disclosed;

**d.** A member of the Board of Directors who benefits from an agreement provided for in Articles 35.5a and 35.5b of this Charter shall be deemed to have a substantial interest in that agreement.

**15.** Majority vote: The Board of Directors adopts resolutions and makes decisions by following the majority vote of the Board members present (over 50%). In the event of a tie vote, the Chairman's vote will be the casting vote.

**16.** Voting by absentee members: Absent Board members may vote on Board resolutions by written ballot. These written ballots must be delivered to the Chairman or, if not deliverable to the Chairman, to the Secretary no later than one (1) hour before the scheduled meeting time.

**17.** Meetings by telephone or other means: Board meetings may be held in the form of a deliberative session among the members of the Board when all or some members are in different locations, provided that each member participating in the meeting is able to:

- a.** Listen to each of the other Board members who are participating in the meeting speak;
- b.** If they wish, they can speak to all other attendees simultaneously.

Communication between members may take place directly by telephone or by other means of communication (including whether such means are used at the time of the adoption of the Bylaws or later), or a combination of all these methods. Under this Charter, a Board member attending such a meeting is deemed to be "present" at that meeting. The meeting place as prescribed by these regulations is the venue where the largest group of Board members is assembled, or, if no such group exists, the place where the Chair of the meeting is present.



Decisions approved during a formally organized and conducted telephone 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.

18. Resolutions adopted by 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 members of the Board of Directors at a meeting convened and held in accordance with established practice.

19. Board Meeting Minutes: The Chairman of the Board of Directors is responsible for forwarding the Board Meeting Minutes to the members, and these minutes shall be considered as authentic evidence of the work performed in those meetings unless there is an objection to the content of the minutes within ten (10) days of forwarding. Board Meeting Minutes shall be made in Vietnamese and shall be signed by all Board members attending the meeting, or the Minutes shall be prepared in counterparts, each copy signed by at least one (01) Board member attending the meeting.

20. Disclosure of Interest: A Board member who directly or indirectly benefits from a contract or transaction already concluded or intended for conclusion with the Company, and who is aware of having an interest therein, shall disclose the nature and content of that interest at the first meeting of the Board of Directors considering the conclusion of such contract or transaction. Alternatively, the member may disclose it at the first meeting of the Board of Directors held after the member becomes aware of having or will have an interest in the relevant transaction or contract.

21. Board Subcommittees: The Board may establish and delegate authority to subcommittees. Subcommittee members may consist of one or more members of the Board and one or more external members as decided by the Board. In exercising their delegated authority, subcommittees must comply with the regulations set forth by the Board. These regulations may amend or allow the inclusion of non-Board members into the aforementioned subcommittees and allow them to vote as members of the subcommittee, but (1) the number of external members must be less than half the total number of subcommittee members and (2) resolutions of subcommittees are only valid when a majority of the members attending and voting at the subcommittee meeting are members of the Board.

22. Legal validity of actions: Actions taken to implement 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 shall be deemed legally valid even if the election or appointment of members of the subcommittee or the Board of Directors may have been flawed.

#### **Article 29. Person in charge of corporate governance**

1. The Company's Board of Directors must appoint at least one person in charge of corporate governance to support corporate governance within the enterprise. The person in charge of corporate governance may also serve as the Secretary of the Board of Directors in accordance with the law and the Company's Charter.

2. The person in charge of corporate governance may not simultaneously work for the approved auditing firm that is auditing the Company's financial statements.

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



- a. Advise 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, Board of Supervisors, and General Shareholders' Meeting as requested by the Board of Directors or the Board of Supervisors;
- c. Advice on meeting procedures;
- d. Attend meetings;
- e. Provide advice on the procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;
- f. Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and members of the Board of Supervisors;
- g. Monitor and report to the Board of Directors on the Company's information disclosure activities;
- h. Serve as the point of contact with stakeholders;
- i. Information confidentiality in accordance with legal regulations and the company's charter;
- k. Other rights and obligations as stipulated by law and the company's charter.

## **CHAPTER VIII. THE GENERAL DIRECTOR, OTHER EXECUTIVES, AND THE SECRETARY OF THE BOARD OF DIRECTORS**

### **Article 30. Organizational structure of the managerial apparatus**

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

### **Article 31. Executives**

1. Upon the recommendation of the General Director and with the approval of the Board of Directors, the Company may employ the number and type of management personnel necessary or appropriate to the Company's management structure and practices as proposed by the Board of Directors from time to time. 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 terms of the labor contract for the General Directors are determined by the Board of Directors, and contracts with other executives are determined by the Board of Directors after consulting with the General Directors.

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



**Article 32. Appointment, dismissal, duties, powers and responsibilities of the General Director**

1. Appointment: The Board of Directors will appoint a member of the Board or another person as the General Director and will sign a contract specifying the salary, remuneration, benefits, and other terms related to the employment. Information on the salary, allowances, and benefits of the General Director must be reported at the Annual General Meeting of Shareholders and included in the Company's annual report. The General Director may not be a shareholder of the Company. The General Director is responsible for managing the Company's day-to-day business operations; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and to the law for the exercise of assigned rights and obligations.

2. Term: The term of the General Director is five (05) years and can be reappointed. The appointment may expire based on the provisions of the labor contract. The General Director is not a person who is prohibited by law from holding this position.

3. Authority, duties, and responsibilities: The General Director has the following authority, duties, and responsibilities:

a. Implement the resolutions of the Board of Directors and the General Meeting of Shareholders, the Company's business plan and investment plan have been approved by the Board of Directors and the General Meeting of Shareholders;

b. Make decisions on matters related to the Company's day-to-day business operations that do not fall within the authority of the Board of Directors;

c. Propose a plan for the company's organizational structure and internal management regulations;

d. Decide on salaries and other benefits for employees in the Company, including executives, fall under the appointment authority of the General Director;

e. Recruitment;

f. Propose a plan for paying dividends or handling business losses;

g. Decide on all matters not requiring a resolution from the Board of Directors, including signing financial and commercial contracts on behalf of the Company, and organizing and managing the Company's day-to-day production and business operations in accordance with best management practices;

h. Recommend the number and types of executives to be employed by the Company for the Board of Directors to appoint or dismiss as necessary to implement the good management practices and structures proposed by the Board of Directors, and advises the Board of Directors on the salaries, remuneration, benefits, and terms of labor contracts for executives;

i. Consult with the Board of Directors to determine the number of employees, salaries, allowances, benefits, appointments, dismissals, and other terms related to their employment contracts;

k. On October 31st of each year, the General Director must submit to the Board of Directors for approval a detailed business plan for the following fiscal year on the basis of meeting the requirements of the relevant budget as well as the five-year financial plan;

l. Implement the annual business plan approved by the General Shareholders' Meeting and the Board of Directors;

m. Propose measures to improve the company's operations and management;



n. 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;

o. Perform all other activities as stipulated in this Charter and the Company's regulations, resolutions of the Board of Directors, the General Director's labor contract, and the law;

p. Other rights and obligations as prescribed by law, the company's charter, and resolutions and decisions of the Board of Directors;

q. Decide and sign contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of less than 35% of the total asset value recorded in the Company's most recent financial statement, excluding contracts and transactions under the authority of the General Meeting of Shareholders and the Board of Directors;

r. The legal representative of the Company shall be held personally liable, in accordance with the law, for damages to the enterprise resulting from a breach of the responsibilities stipulated in Clause 3 of this Article.

4. Report to the Board of Directors and Shareholders: The General 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.

5. Dismissal: The Board of Directors may dismiss the Chief Executive Officer when a majority of the Board members present at the meeting with voting rights approve, and appoint a new Chief Executive Officer to replace him.

### **Article 33. Secretary of the Board of Directors**

The Board of Directors may appoint one (01) or more persons as Secretary of the Board of Directors with a term and terms as decided by the Board of Directors. The Board of Directors may dismiss the Secretary of the Board of Directors when necessary but not contrary to the provisions of labor law. The Board of Directors may also appoint one or more Assistant Secretaries of the Board of Directors from time to time. The role and duties of the Secretary of the Board of Directors include:

a. Assisting in organizing and convening meetings of the General Shareholders' Meeting, Board of Directors, and Board of Supervisors as ordered by the Chairman of the Board of Directors or the Board of Supervisors; recording meeting minutes;

b. Assisting members of the Board of Directors in exercising their assigned rights and responsibilities;

c. Assisting the Board of Directors in applying and implementing corporate governance principles;

d. Assisting the company in building shareholder relations and protecting the legitimate rights and interests of shareholders; ensuring compliance with information provision obligations, information disclosure, and administrative procedures;

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



## **CHAPTER IX. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE CHIEF EXECUTIVE OFFICER, AND OTHER EXECUTIVES**

### **Article 34. Duty of Care**

Members of the Board of Directors, members of the Board of Supervisors, the General Director, and entrusted executives 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 35. Duty of honesty and avoiding conflicts of interest**

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and management staff are not permitted to use business opportunities that could 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 other organizations or individuals.

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives are obligated to notify the Board of Directors and the Board of Supervisors 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 themselves or their related parties, as stipulated by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information regarding these resolutions in accordance with the securities law on information disclosure.

3. The company is not permitted to grant loans, guarantees, or credit to members of the Board of Directors, members of the Board of Supervisors, the General Director, executives and their families, or legal entities in which these individuals have financial interests, except where such loans or guarantees have been approved by the General Meeting of Shareholders.

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

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

a. For contracts valued at less than 20% of the total assets recorded in the most recent financial statement, significant elements of the contract or transaction, as well as the relationships and interests of management or board members, have been reported to the Board of Directors or the relevant subcommittee. At the same time, that Board of Directors or subcommittee has authorized the execution of the contract or transaction in good faith by a majority vote of board members with no vested interest;

b. For transactions exceeding 20% or transactions resulting in a transaction value arising within 12 months from the date of the first transaction of 20% or more of the total asset value recorded in the most recent financial statement, the significant details of the transaction, as well as the relationship and interests of the Board of Directors, Board of Supervisors members, General



Director, and other executives, have been disclosed to shareholders and approved by the General Meeting of Shareholders through a vote of shareholders without an vested interest;

c. The contract or transaction is deemed fair and reasonable in all respects to the Company's shareholders by an independent consulting organization at the time of the transaction, or such contract is permitted, approved or ratified by the Board of Directors or a subcommittee of the Board of Directors or by the shareholders.

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

### **Article 36. Liability for damages and compensation**

1. Liability for Damages: Members of the Board of Directors, members of the Board of Supervisors, the General Director, and executives who violate their duty of honesty, or fail to fulfill their duties with due diligence, conscientiousness, and professional competence, shall be held liable for damages caused by their misconduct.

2. Compensation: The Company shall compensate individuals who have been, are, or may become parties involved in claims, lawsuits, or prosecutions (including civil and administrative cases, and not cases initiated by the Company) if such individuals have been or are currently members of the Board of Directors, executives, employees, or authorized representatives of the Company, or if such individuals have acted or are acting at the Company's request as members of the Board of Directors, executives, employees, or authorized representatives of the Company, provided that they have 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, members of the Board of Supervisors, 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 a manner that did not conflict with its interests;

b. Complying with the law and without evidence confirming failure to fulfill its 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 permitted by the law. The company may purchase insurance for those individuals to avoid the aforementioned compensation liabilities.

## **CHAPTER X. BOARD OF SUPERVISORS**

### **Article 37. Members of the Board of Supervisors**

1. The Board of Supervisors must have three (03) to five (05) members. Members of the Board of Supervisors must meet the standards and conditions as prescribed in Article 169 of the Enterprise Law and 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 immediately preceding three consecutive years.

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

3. Rights and obligations of the Head of the Board of Supervisors:

a. Convene a meeting of the Board of Supervisors;

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

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

4. Shareholders have the right to combine their individual voting shares to nominate candidates for the Board of Supervisors. Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates.

5. If the number of candidates for the Board of Supervisors nominated through candidacy and self-nomination is still insufficient as required, the incumbent Board of Supervisors may nominate additional candidates or organize nominations according to the mechanism stipulated in the company's internal regulations on corporate governance. The mechanism for the incumbent Board of Supervisors to nominate candidates for the Board of Supervisors must be clearly announced and approved by the General Meeting of Shareholders before the nomination process begins.

6. Members of the Board of Supervisors are elected by the General Meeting of Shareholders, the term of the Board of Supervisors is not more than five (05) years; members of the Board of Supervisors may be re-elected for an unlimited number of terms.

7. Members of the Board of Supervisors are dismissed in the following cases:

a. No longer meets the qualifications and conditions to be a member of the Board of Supervisors as stipulated in Clause 1 of this Article;

b. A resignation letter was submitted and accepted;

c. Other cases as stipulated in the Charter.

8. Members of the Board of Supervisors are dismissed in the following cases:

a. Failure to complete assigned tasks/duties;

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

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

d. Other cases as per the resolution of the General Meeting of Shareholders.



9. The nomination and election of members of the Board of Supervisors shall be carried out in accordance with the provisions of Clauses 1 and 2 of Article 25 of this Charter.

### **Article 38. Rights and obligations of the Board of Supervisors**

1. The company must have a Board of Supervisors, and the Board of Supervisors has the rights and obligations as stipulated in Article 170 of the Enterprise Law and the following rights and obligations:

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

b. Discuss the nature and scope of the audit with the independent auditor before beginning the audit;

c. Seek independent professional advice or legal counsel and ensure the involvement of external experts with relevant experience and expertise in the Company's work if deemed necessary;

d. Review annual, six (06) month and quarterly financial reports;

e. Discuss any difficulties and issues identified from the interim or final audit results, as well as any other matters the independent auditor wishes to discuss;

f. Review the management letter from the independent auditor and the feedback from the Company's management;

g. Review the Company's report on internal control systems before the Board of Directors approves it;

h. Consider the results of the internal investigation and feedback from management;

i. Accountable to shareholders for their supervisory activities;

k. Monitoring the company's financial situation and ensuring compliance with the law in the operations of the Board of Directors members, the General Director, and other executives;

l. Ensure coordinated operations with the Board of Directors, the CEO, and shareholders;

m. In the event of discovering any violations of the law or the company's charter by members of the Board of Directors, the General Director, or other executives of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requiring the offending party to cease the violation and take measures to remedy the consequences;

n. Develop the Operational Regulations for the Board of Supervisors and submit them to the General Meeting of Shareholders for approval;

o. Report to the General Meeting of Shareholders as stipulated 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;

p. Have the right to access the company's records and documents kept at the head office, branches, and other locations; Have the right to visit the workplaces of the company's executives and employees during working hours;

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

r. Other rights and obligations as prescribed by law and this Charter.



2. Members of the Board of Directors, the General Director, and executives must provide all information and documents related to the Company's operations upon request from the Board of Supervisors. The Secretary of the Board of Directors must ensure that all copies of financial information, other information provided to members of the Board of Directors, and copies of Board of Directors meeting minutes are provided to members of the Board of Supervisors at the same time they are provided to the Board of Directors.

3. After consulting with the Board of Directors, the Board of Supervisors may issue regulations on the meetings of the Board of Supervisors and the manner the Board of Supervisors operates. The Board of Supervisors must meet at least twice (02) a year and the number of members attending the meetings must be at least two (02) people.

4. The total remuneration for members of the Board of Supervisors will be determined by the General Meeting of Shareholders. Members of the Board of Supervisors will also be reimbursed for reasonable travel, hotel, and other incidental expenses incurred when attending Board of Supervisors meetings or performing other Board of Supervisors activities.

## **CHAPTER XI. RIGHT TO INSPECT COMPANY RECORDS AND ACCOUNTING**

### **Article 39. Right to access books and records**

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

a. Common shareholders have the right to review, search, and extract information regarding their names and contact addresses in the list of shareholders entitled to vote as stipulated in Article 11 of this Charter; to request correction of inaccurate information about themselves; and to 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 Board of Supervisors, 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. If an authorized representative of a shareholder or group of shareholders requests to review books and records, they must include a power of attorney from the shareholder or group of shareholders they represent, or a notarized copy of such power of attorney.

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

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



4. Shareholders are entitled to receive a free copy of the Company's Charter from the Company. If the Company has its own website, these Charter must be published on that website.

## **CHAPTER XII. THE COMMUNIST PARTY OF VIETNAM, OTHER POLITICAL AND SOCIAL ORGANIZATIONS, AND EMPLOYEES**

### **Article 40. The Communist Party of Vietnam, other socio-political organizations, and employees**

1. The Communist Party of Vietnam and other political organizations such as the Trade Union, the Youth Union, etc., within the Company operate in accordance with the Constitution and laws of the Socialist Republic of Vietnam and the charters of their respective organizations.

2. The company respects and is responsible for facilitating these organizations to operate in accordance with their functions, duties, and regulations. This ensures the achievement of production and business efficiency goals and adherence to socialist principles.

3. The General Director shall develop plans for the Board of Directors to approve matters relating to recruitment, labor, termination of employment, salaries, social insurance, benefits, rewards and disciplinary actions for executives and employees, as well as the Company's relationships with recognized trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and applicable laws.

## **CHAPTER XIII. PROFIT DISTRIBUTION**

### **Article 41. Profit Distribution**

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

2. According to the provisions of the Enterprise Law, the Board of Directors may decide to pay interim dividends if such payment deems appropriate to the company's profitability.

3. The company does not pay interest on dividend payments or payments related to a class of 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 enforcing this resolution.

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. Alternatively, dividend payments or other payments related to a stock may be made by bank transfer if the Company has the shareholder's bank details to allow direct transfer to the shareholder's bank account. 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. Dividend payments for stocks listed on the Stock Exchange may be made through a Securities Company or the Vietnam Securities Depository Center.

6. Based on the Enterprise Law and the Securities Law, the Board of Directors passes 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.

**Article 42. Other issues related to profit distribution**

Other matters related to profit distribution are handled in accordance with the law.

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

**Article 43. Bank Accounts**

1. The company opens an account at one or more 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 overseas bank accounts in accordance with the law.

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

**Article 44. 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 immediately following the date of issuance of that Business Registration Certificate.

**Article 45. Accounting System**

1. The accounting system used by the Company is the Vietnamese Accounting System (VAS) or another accounting system approved by the Ministry of Finance.

2. The company maintains its accounting records in Vietnamese. The company keeps accounting records according to the type of business activities it engages in. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the company's transactions.

3. The company uses Vietnamese Dong or freely convertible foreign currency, if approved by a competent state authority, as the currency for accounting purposes.

**CHAPTER XV. ANNUAL REPORTS, RESPONSIBILITIES FOR INFORMATION DISCLOSURE, AND PUBLIC NOTIFICATIONS**

**Article 46. Annual, semi-annual, and quarterly financial statements**

1. The company must prepare annual financial statements in accordance with the law and the regulations of the State Securities Commission of Vietnam, and these statements must be audited as stipulated in Article 46 of this Charter. Within 90 days of the end of each fiscal year, the company must submit the annual financial statements approved by the Board of Directors to the competent tax authority, the State Securities Commission of Vietnam, the stock exchange, and the business registry.

2. Quarterly, semi-annual, and annual financial statements include: (1) Income statement reflecting fairly and objectively the Company's quarterly/semi-annual/annual profit and loss



situation; (2) Balance sheet reflecting fairly and objectively the Company's operations up to the reporting date; (3) Cash flow statement; and (4) Notes to the financial statements. In the case of a parent company, in addition to the annual financial statements, a consolidated balance sheet reflecting the operations of the Company and its subsidiaries must also be included at the end of each fiscal year.

3. The company must prepare and publish semi-annual and quarterly reports in accordance with the regulations of the State Securities Commission of Vietnam and the Stock Exchange, and submit them to the relevant tax authorities and business registration authorities as prescribed by the Enterprise Law.

4. The Company's audited financial statements, quarterly and semi-annual reports are published on the website.

5. Interested organizations and individuals have the right to examine or copy the audited annual financial statements, semi-annual reports, and quarterly reports during company working hours, at the company's head office, and will be charged a reasonable fee for copying.

#### **Article 47. Annual Report**

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

### **CHAPTER XVI. COMPANY AUDIT**

#### **Article 48. Auditing**

1. The Annual General Meeting of Shareholders approves a list of a maximum of two independent auditing firms and authorizes the Board of Directors to decide on the selection of one of these two firms to conduct the auditing of the Company for the following fiscal year based on the terms and conditions agreed upon with the Board of Directors.

2. The company must prepare and submit annual financial statements to an independent auditing firm after the end of the fiscal year.

3. An independent auditing firm shall examine, verify and report on the annual financial statements showing the Company's income and expenses, prepare an audit report and submit that report to the Board of Directors within two (02) months from the end of the financial year.

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

5. Auditors conducting the audit of the Company may be invited to attend the Shareholders' Meeting, receive notices and other information related to the Shareholders' Meeting that shareholders are entitled to receive, and express their opinions at the Meeting on matters related to the audit.

### **CHAPTER XVII. THE SEAL**

#### **Article 49. Seals**

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. 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).



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

## **CHAPTER XVIII. TERMINATION AND LIQUIDATION**

### **Article 50. Dissolution of the Company**

1. The company may be dissolved under the following circumstances:

- a. The company's operating period, as stated in its charter, has expired without a decision to extend it;
- b. The business registration certificate is revoked, unless otherwise stipulated in the Law on Tax Administration;
- c. declared bankrupt by the court in accordance with current law;
- d. Dissolved before the scheduled date by decision of the General Meeting of Shareholders;
- e. Other cases as prescribed by law.

2. The premature dissolution of the Company (including any extended term) is 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 51. Extension of operation**

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

2. The operating period will be extended if 65% or more of the total votes of shareholders with voting rights present in person or through authorized representatives at the General Meeting of Shareholders approve it.

### **Article 52. Liquidation**

1. At least six (06) months before the Company's operating term expires 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) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to liquidation shall be paid by the Company in priority over other debts of the Company.

2. The Liquidation Committee is responsible for reporting the date of establishment and the date of commencement of operations to the business registry. 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 in the following order:

- a. Liquidation costs;
- b. Salaries and insurance costs for employees;
- c. Taxes and other payments to the State;



d. Loans (if any);

e. Other liabilities of the Company;

The remaining balance after all debts from items (a) to (e) above have been paid is distributed to the shareholders. Preferred shares are given priority in payment.

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

### **Article 53. Resolution of Internal Disputes**

1. In the event of any dispute or claim relating to the Company's operations or to the rights of shareholders arising from the Charter 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, along with the Board of Directors, Board of Supervisors, General Director, or senior executives.

The parties involved will attempt to resolve the dispute through negotiation and mediation. Except in cases involving the Board of Directors or the Chairman of the Board, the Chairman of the Board will preside over the dispute resolution process and will require each party to present factual information relevant to the dispute within 30 working days of the date the dispute arises. In the case of a dispute involving the Board of Directors or the Chairman of the Board, either party may request the appointment of an independent expert to act as arbitrator in the dispute resolution process.

2. If no conciliation agreement is 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 bears its own costs related to the negotiation and mediation process. Court costs will be determined by the court on which party will be responsible for them.

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

### **Article 54. Amendments and Supplements to the Charter**

1. Any amendments or amendments to this Charter 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.

## **CHAPTER XXI. EFFECTIVE DATE**

### **Article 55. Effective Date**

1. This Charter comprises 21 chapters and 55 articles, effective from April 24, 2026, and was approved by the Board of Directors of Phong Phu Pharmaceutical Joint Stock Company under the valid authorization of the General Meeting of Shareholders of Phong Phu



Pharmaceutical Joint Stock Company at the annual General Meeting of Shareholders held on April 24, 2026.

2. The Charter is drawn up in four copies, all of which are equally legally valid and must be kept at the company's head office.

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

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

**CHAIRMAN OF THE BOARD**



**Pho Nghia Van**