

TỔNG CÔNG TY PHÁT ĐIỆN 3  
POWER GENERATION CORPORATION 3  
CÔNG TY CỔ PHẦN  
NHIỆT ĐIỆN NINH BÌNH  
NINH BINH THERMAL POWER  
JOINT STOCK COMPANY

Số/No.: 299/ NBTPC-CBTT

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM  
THE SOCIALIST REPUBLIC OF VIETNAM  
Độc lập – Tự do – Hạnh phúc  
Independence – Freedom – Happiness

Ninh Bình, ngày 09 tháng 06 năm 2026  
Ninh Bình, June 09, 2026

**Kính gửi:** Sở Giao dịch chứng khoán Hà Nội  
**To:** Hanoi Stock Exchange

- Tên Công ty: Công ty Cổ phần Nhiệt điện Ninh Bình  
*Name of organization: Ninh Binh Thermal Power Joint Stock Company*
- Mã chứng khoán: NBP  
*Stock code: NBP*
- Địa chỉ trụ sở chính: Số 01A - Đường Hoàng Diệu - Phường Hoa Lư - Tỉnh Ninh Bình.  
*Headquarter: No. 01A Hoang Dieu Street, Hoa Lu Ward, Ninh Binh Province*
- Điện thoại: 0229 2210 537 Fax: 0229 3873 762  
*Tel: 0229 2210 537 Fax: 0229 3873 762*
- Người thực hiện công bố thông tin: Lương Thị Thúy  
*Person in charge of information disclosure: Luong Thi Thuy*
- Nội dung thông tin được Công bố/ *Contents of disclosure:*
  - Quyết định số 170/QĐ-NBTPC-HĐQT ban hành Điều lệ Công ty cổ phần Nhiệt điện Ninh Bình sửa đổi lần thứ 8.  
*Decision No. 170/QĐ-NBTPC-HĐQT promulgating the 8th amended Charter of Ninh Binh Thermal Power Joint Stock Company.*
- Website đăng tải/ *Website for disclosure posting:* <http://www.nbtpc.com.vn>

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung thông tin công bố.

*We hereby certify that the information disclosed above is true and accurate, and we take full responsibility before the law for the contents of the disclosed information.*

Tài liệu đính kèm/*Attachments:*

- Quyết định số 170/QĐ-NBTPC-HĐQT ban hành Điều lệ Công ty cổ phần Nhiệt điện Ninh Bình sửa đổi lần thứ 8.  
*Decision No. 170/QĐ-NBTPC-HĐQT promulgating the 8th amended Charter of Ninh Binh Thermal Power Joint Stock Company.*

Nơi nhận/Recipients:

- Như trên/ *As above;*
- HĐQT, BTGD; BKS  
*BoD, BoGD, BoS;*
- Lưu VT, TCKT.

*Archived: Office, Finance and Accounting Department.*



Lương Thị Thúy



**NINH BINH THERMAL POWER THE SOCIALIST REPUBLIC OF VIETNAM  
JOINT STOCK COMPANY Independence - Freedom - Happiness**

No.170/QĐ-NBTPC-HĐQT

Ninh Binh, June 09, 2026

**DECISION**

**Regarding the promulgation of the Charter of Ninh Binh Thermal Power Joint Stock Company**

**BOARD OF DIRECTORS  
NINH BINH THERMAL POWER JOINT STOCK COMPANY**

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 of the National Assembly of the Socialist Republic of Vietnam; the law amending and supplementing a number of articles of the Law on Enterprises No. 03/2022/QH15 dated January 11, 2022 and the Law amending and supplementing a number of articles of the Law on Enterprises No. 76/2025/QH15 dated June 17, 2025 of the National Assembly of the Socialist Republic of Vietnam;*

*Pursuant to Decree No. 155/NĐ-CP dated December 31, 2020 of the Government detailing a number of articles of the Law on Securities;*

*Pursuant to Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance guiding a number of articles of Decree No. 155/2020/NĐ-CP dated 31 December 2020;*

*Pursuant to Resolution No.: 271/NQ- NBTPC-HĐQT dated May 28, 2026 of the 2026 Annual General Meeting of Shareholders.*

**DECISION:**

**Article 1.** To promulgate together with this Decision the “Charter of Ninh Binh Thermal Power Joint Stock Company”, as amended for the eighth time.

**Article 2.** This Decision takes effect from the signing date and replaces the Charter amended for the seventh time issued together with Decision No. 80/QĐ-NBTPC-HĐQT dated April 15, 2025 of the Board of Directors;

**Article 3:** The Board of Directors, the Board of General Directors, the Board of Supervisors, heads of units, collectives and individuals, and shareholders of the Company shall implement this Decision./.

**Recipient:**

- As stated in Article 3;
- Company Website;
- Board of Directors, Board of General Directors;
- Board of Supervisors;
- Secretary, Corporate Governance;
- Archive: Administration Office.

**OB. BOARD OF DIRECTORS  
CHAIRMAN**



**Nguyen Thanh Trung Duong**



**NINH BINH THERMAL POWER JOINT STOCK COMPANY**



**EVNTPC NINH BINH**

**CHARTER  
OF NINH BINH THERMAL POWER  
JOINT STOCK COMPANY**

**(8th Amendment)**

**Issued together with Decision No. 170/QĐ-NBTPC-HĐQT  
dated 09/6/2026 of the Board of Directors**

***Ninh Binh, June 09, 2026***





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## **PREAMBLE**

Ninh Binh Thermal Power Joint Stock Company is a joint stock company established in accordance with the provisions of the Law on Enterprises. Ninh Binh Thermal Power Joint Stock Company conducts the production and trading of electricity and other related business activities in accordance with the law for profit-making purposes. The organization and operation of Ninh Binh Thermal Power Joint Stock Company shall be conducted in accordance with this Charter and other relevant current legal provisions.

This eighth amended Charter was approved by decision of the Annual General Meeting of Shareholders of Ninh Binh Thermal Power Joint Stock Company held on 28 May 2026.

## **I. DEFINITIONS OF TERMS IN THE CHARTER**

### **Article 1. Interpretation of terms**

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

- a) Charter capital means the total par value of shares sold or registered for subscription upon establishment of the joint stock company and as provided in Article 6 of this Charter;
- b) Voting capital means share capital whereby the owner has the right to vote on matters under the decision-making authority of the General Meeting of Shareholders;
- c) Law on Enterprises means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020;
- d) Law on Securities means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019;
- dd) Vietnam means the Socialist Republic of Vietnam;
- e) Establishment date means the date on which the Company is issued its Enterprise Registration Certificate (Business Registration Certificate and other papers of equivalent validity) for the first time;
- g) Executive of the enterprise means the General Director, Deputy General Directors, Chief Accountant and other executives as provided in the Company Charter;
- h) Manager of the enterprise means the company manager, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director and Deputy General Directors, Chief Accountant, Head of the Board of Supervisors and members of the Board of Supervisors;
- i) Related person means an individual or organization as provided in Clause 46 Article 4 of the Law on Securities;
- k) Shareholder means an individual or organization owning at least one share of the joint stock company;



- l) Founding shareholder means a shareholder owning at least one ordinary share and signing in the list of founding shareholders of the joint stock company;
  - m) Major shareholder means a shareholder as provided in Clause 18 Article 4 of the Law on Securities;
  - n) Operating term means the operating duration of the Company as provided in Article 2 of this Charter and any extended duration (if any) approved by the General Meeting of Shareholders of the Company;
  - o) Stock Exchange means the Vietnam Stock Exchange and its subsidiaries.
2. In this Charter, references to one or more provisions or other documents include their amendments, supplements or replacement documents.
3. Headings (Sections and Articles of this Charter) are used for convenience of understanding the content and shall not affect the content of this Charter.

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

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

1. Name of the Company:

- Vietnamese name: CÔNG TY CỔ PHẦN NHIỆT ĐIỆN NINH BÌNH
- English name: NINH BINH THERMAL POWER JOINT STOCK COMPANY
- Trading name: CÔNG TY CỔ PHẦN NHIỆT ĐIỆN NINH BÌNH
- Abbreviated name: NBTPC

2. The Company is a joint stock company with legal person status in accordance with the current laws of Vietnam.

3. The registered head office of the Company is:

- Head office address: No. 01A, Hoang Dieu Street, Hoa Lu Ward, Ninh Binh Province;
- Telephone: 0229 2210537
- Fax: 0229 3873762
- E-mail: nbtpc@nbtpc.genco3.vn; nbinhtpc@yahoo.com;
- Website: <http://www.nbtpc.com.vn>

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

5. Unless its operation is terminated before the term prescribed in Clause 2 Article 59 or its operation is extended in accordance with Article 60 of this Charter, the operating term of the Company shall be indefinite.



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

#### **1. Legal representative of the Company**

- a) The Company has two (2) legal representatives. The Chairman of the Board of Directors and the General Director are the legal representatives.
- b) The Chairman of the Board of Directors has the right to represent the Company in transactions under the decision-making authority of the General Meeting of Shareholders, the Board of Directors and the Chairman of the Board of Directors.
- c) The General Director has the rights and obligations of a representative as provided in this Charter and relevant laws, except for the rights and obligations of the legal representative who is the Chairman of the Board of Directors as provided in this Charter.
- d) The legal representative of the Company shall be personally liable for damage caused to the Company due to his/her breach of the obligations, powers and duties provided in this Charter and relevant laws.
- e) The Company shall ensure that at least one legal representative permanently resides in Vietnam at all times.

#### **2. Responsibilities of the legal representative of the enterprise.**

- a) The legal representative of the enterprise has the following responsibilities:
  - To exercise assigned rights and perform assigned obligations honestly, prudently and in the best manner to ensure the lawful interests of the enterprise;
  - To be loyal to the interests of the enterprise; not to use information, know-how or business opportunities of the enterprise, abuse his/her position or title, or use assets of the enterprise for personal gain or to serve the interests of another organization or individual;
  - To promptly, fully and accurately notify the enterprise of any enterprise in which such representative and his/her related persons are owners or hold controlling shares or capital contributions.
- b) The legal representative of the enterprise shall be personally liable for damage caused to the enterprise due to breach of the obligations provided at Point a, Clause 3 of this Article.

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

#### **Article 4. Operational objectives of the Company**

##### **1. Business lines of the Company:**

- **Production of electricity from non-renewable energy sources** 3511 (Main)
- **Manufacture of other chemical products not elsewhere classified**  
Details: manufacture of calcium carbide, building materials and cement additives 2029
- **Repair and maintenance of electrical equipment** 3314



*Details: management, operation, maintenance, repair, testing and calibration of electrical, thermal and mechanical equipment and architectural works of power plants*

- <b>Electrical installation</b>	4321
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- <b>Wholesale of other machinery, equipment and machine parts</b>	4659
- <b>Other financial service activities not elsewhere classified (except insurance and social insurance)</b>	6499
Details: financial investment in construction of power source projects	
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Details: training and human resource development in management, operation, maintenance and repair of power plant equipment	
- <b>Architectural and related technical consultancy activities</b>	7110
Details: preparation of investment projects; construction; management of construction projects; consultancy and supervision of construction and installation works	

2. Operational objectives of the Company.

- To conduct stable and efficient production and business.
- To optimize profits, ensure reasonable dividends for shareholders and ensure the livelihood and income of employees.
- To fully perform obligations to the State.

**Article 5. Business scope and activities of the Company**

1. The Company is permitted to plan and conduct all business activities according to the Company's business lines disclosed on the National Business Registration Portal and in this Charter, in accordance with current legal provisions, and to take appropriate measures to achieve the Company's objectives.

2. The Company may conduct business activities in other business lines permitted by law and approved by the General Meeting of Shareholders.

**IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS**

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

1. The charter capital of the Company is VND 128,655,000,000 (One hundred twenty-eight billion six hundred fifty-five million Vietnamese dong).

The total charter capital of the Company is divided into 12,865,500 shares (Twelve million eight hundred sixty-five thousand five hundred shares) with a par value of VND 10,000/share (Ten thousand Vietnamese dong per share).



2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with legal provisions.
3. The shares of the Company on the date of adoption of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each class of shares are provided in Article 12 and Article 13 of this Charter.
4. The Company may issue other classes of preference shares after obtaining approval of the General Meeting of Shareholders and in accordance with legal provisions.
5. The names, addresses, number of shares and other information of founding shareholders shall comply with the Law on Enterprises. Ordinary shares must be offered on a priority basis to existing shareholders in proportion to their ordinary shareholding ratio in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares not fully subscribed for by shareholders shall be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to the subjects and under the conditions and methods it deems appropriate, provided that such shares must not be sold under conditions more favorable than those offered to existing shareholders, except where shares are sold through the Stock Exchange by auction method.
6. The Company may purchase shares issued by the Company itself in the manners provided in this Charter and current laws. Shares repurchased by the Company are treasury shares and may be offered for sale by the Board of Directors in manners consistent with the Law on Securities, relevant guiding documents and this Charter.
7. The Company may issue other types of securities upon approval by the General Meeting of Shareholders and in accordance with legal provisions.

#### **Article 7. Share certificates**

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares they own.
2. A share is a type of security certifying the lawful rights and interests of its owner in a portion of share capital of the issuing organization. A share must contain all contents as prescribed in Clause 1 Article 121 of the Law on Enterprises.
3. Within 60 days from the date of submission of a complete dossier requesting transfer of share ownership in accordance with the Company's regulations, or within 2 (two) months (or another period specified in the issuance terms) from the date of full payment for the shares in accordance with the Company's share issuance plan, the owner of the shares shall be issued a share certificate. The share owner shall not be required to pay the Company the cost of printing the share certificate.
4. Where a share certificate is lost, damaged or otherwise destroyed, the shareholder shall be re-issued the share certificate by the Company at the request of such shareholder. The shareholder's request must include the following contents:



- a) Information on the share certificate that has been lost, damaged or otherwise destroyed;
- b) An undertaking to be responsible for disputes arising from the issuance of a new share certificate.

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

Bond certificates or other securities certificates of the Company shall be issued with the signature of the legal representative and the seal of the Company.

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

- 1. All shares are freely transferable unless otherwise provided by this Charter and law. Shares listed or registered for trading on the Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.
- 2. Shares that have not been fully paid for may not be transferred and may not enjoy related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from owner's equity, the right to purchase newly offered shares and other benefits as provided by law.

#### **Article 10. Redemption of shares (in the case of enterprise registration)**

- 1. Where a shareholder fails to pay in full and on time the amount payable for the purchase of shares, the Board of Directors shall notify and has the right to require such shareholder to pay the remaining amount and to be liable, corresponding to the total par value of the shares registered for subscription, for the financial obligations of the Company arising from the failure to make full payment.
- 2. The above payment notice must specify the new payment deadline (at least [07 days] from the date of sending the notice), the payment location, and must clearly state that if payment is not made as required, the unpaid shares shall be redeemed.
- 3. The Board of Directors has the right to redeem shares not fully and timely paid for where the requirements in the above notice are not fulfilled.
- 4. Redeemed shares shall be deemed shares entitled to be offered for sale as provided in Clause 3 Article 112 of the Law on Enterprises. The Board of Directors may directly sell or authorize the sale and redistribution of such shares under the conditions and methods it deems appropriate.
- 5. A shareholder holding redeemed shares must relinquish shareholder status with respect to those shares, but shall still be liable, corresponding to the total par value of the shares registered for subscription, for financial obligations of the Company arising at the time of redemption under the decision of the Board of Directors from the date of redemption until payment is made. The Board of Directors has full authority to decide on enforcement of payment of the entire value of the shares at the time of redemption.





6. Notice of redemption shall be sent to the holder of the redeemed shares before the time of redemption. The redemption shall remain effective even in the event of an error or negligence in sending the notice.

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

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

The organizational, governance and control structure of the Company shall operate under the model specified at Point a Clause 1 Article 137 of the Law on Enterprises, comprising:

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

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

### **Article 12. Rights of shareholders**

1. Ordinary shareholders have the following rights:
  - a) To attend and speak at meetings of the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative or in another form provided by the Company Charter and law. Each ordinary share carries one vote;
  - b) To receive dividends at the rate decided by the General Meeting of Shareholders;
  - c) To have priority to purchase new shares in proportion to each shareholder's ordinary shareholding ratio in the Company;
  - d) To freely transfer their shares to others, except for the cases prescribed in Clause 3 Article 120 and Clause 1 Article 127 of the Law on Enterprises and other relevant legal provisions;
  - dd) To review, search and extract information on names and contact addresses in the list of shareholders entitled to vote; to request correction of inaccurate information about themselves;
  - e) To review, search, extract or copy the Company Charter, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
  - g) Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets corresponding to their shareholding ratio in the Company;
  - h) To request the Company to repurchase shares in the cases prescribed in Article 132 of the Law on Enterprises;
  - i) To be treated equally. Each share of the same class confers on its holder equal rights, obligations and interests. Where the Company has classes of preference shares, the rights



and obligations attached to such classes of preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

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

l) To have their lawful rights and interests protected; to request suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;

m) Other rights as provided by law and this Charter.

2. A shareholder or group of shareholders owning 5% or more of the total ordinary shares has the following rights:

a) To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with Clause 3 Article 115 and Article 140 of the Law on Enterprises;

b) To review, search and extract minutes and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions that must be approved by the Board of Directors and other documents, except documents relating to trade secrets and business secrets of the Company;

c) To request the Board of Supervisors to inspect each specific matter relating to the management and administration of the Company's operations when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, number of legal papers of the individual shareholder; name, enterprise identification number or number of legal papers of the organization, head office address for an institutional shareholder; number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders and ownership ratio in the total shares of the Company; matter to be inspected and purpose of inspection;

d) To propose matters for inclusion in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date. The proposal must clearly state the shareholder's name, number of each class of shares held by the shareholder, and the matter proposed to be included in the meeting agenda;

dd) Other rights as provided by law and this Charter.

3. A shareholder or group of shareholders owning 10% or more of the total ordinary shares has the right to nominate persons to the Board of Directors and the Board of Supervisors. The nomination of persons to the Board of Directors and the Board of Supervisors shall be carried out as follows:

a) Ordinary shareholders forming a group to nominate persons to 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 Shareholders;



b) Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders provided in this Clause is entitled to nominate one or more persons, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors and the Board of Supervisors. Where the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors and other shareholders.

### **Article 13. Obligations of shareholders**

Ordinary shareholders have the following obligations:

1. To pay in full and on time for the number of shares committed to be purchased.
2. Not to withdraw contributed capital in ordinary shares from the Company in any form, except where such shares are repurchased by the Company or another person. Where a shareholder withdraws part or all of the contributed share capital contrary to this Clause, such shareholder and persons with related interests in the Company shall be jointly liable for debts and other property obligations of the Company within the value of the withdrawn shares and for any damage arising.
3. To comply with the Company Charter and the Company's Internal Management Regulations.
4. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To keep confidential information provided by the Company in accordance with the Company Charter and law; to use such information only to exercise and protect their lawful rights and interests; and strictly not to disseminate, copy or send information provided by the Company to other organizations or individuals.
6. To attend meetings of the General Meeting of Shareholders and exercise voting rights through the following forms:
  - a) Attending and voting directly at the meeting;
  - b) Authorizing another individual or organization to attend and vote at the meeting;
  - c) Attending and voting through an online conference, electronic voting or other electronic forms;
  - d) Sending voting ballots to the meeting by post, fax or electronic mail;
  - dd) Sending voting ballots by post, fax or electronic mail.
7. To be personally liable when acting in the name of the Company in any form to conduct any of the following acts:
  - a) Violating the law;



- b) Conducting business and other transactions for personal gain or to serve the interests of another organization or individual;
- c) Paying undue debts before financial risks to the Company.
- 8. To fulfill other obligations as provided by current laws.

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

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall hold an annual meeting once a year and within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the annual meeting of the General Meeting of Shareholders where necessary, but not beyond 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The meeting location of the General Meeting of Shareholders shall be determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.
2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate location. The annual General Meeting of Shareholders shall decide matters in accordance with law and the Company Charter, in particular approving the audited annual financial statements. Where the audit report on the Company's annual financial statements contains material qualifications, an adverse opinion or a disclaimer of opinion, the Company must invite a representative of the approved audit organization auditing the Company's financial statements to attend the annual General Meeting of Shareholders, and such representative of the approved audit organization shall be responsible for attending the annual General Meeting of Shareholders of the Company.
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 interests of the Company;
  - b) The remaining number of members of the Board of Directors or the Board of Supervisors is less than the minimum number prescribed by law;
  - c) At the request of a shareholder or group of shareholders provided in Clause 2 Article 115 of the Law on Enterprises; the request to convene the General Meeting of Shareholders must be made in writing, specifying the reason and purpose of the meeting, bearing sufficient signatures of the relevant shareholders, or the written request may be made in multiple copies and collectively bear sufficient signatures of the relevant shareholders. The shareholder or group of shareholders shall be fully responsible before law for the accuracy and truthfulness of the documents and evidence provided when requesting the convening of the General Meeting of Shareholders;
  - d) At the request of the Board of Supervisors;
  - dd) Other cases as provided by law and this Charter.



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

- a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the date on which the number of remaining members of the Board of Directors, independent members of the Board of Directors or members of the Board of Supervisors falls as specified at Point b Clause 3 of this Article, or from the date of receipt of the request specified at Points c and d Clause 3 of this Article;
- b) Where the Board of Directors fails to convene the General Meeting of Shareholders as provided at Point a Clause 4 of this Article, within the following 30 days, the Board of Supervisors shall replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Clause 3 Article 140 of the Law on Enterprises;
- c) Where the Board of Supervisors fails to convene the General Meeting of Shareholders as provided at Point b Clause 4 of this Article, the shareholder or group of shareholders specified at Point c Clause 3 of this Article has the right to request the Company's representative to convene the General Meeting of Shareholders in accordance with the Law on Enterprises;

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

- d) Procedures for organizing a meeting of the General Meeting of Shareholders shall comply with Clause 5 Article 140 of the Law on Enterprises.

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

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

- a) To approve the development orientation of the Company;
- b) To decide on classes of shares and total number of shares of each class entitled to be offered for sale; to decide the annual dividend rate for each class of shares;
- c) To elect, dismiss and remove members of the Board of Directors and members of the Board of Supervisors;
- d) To decide on investment or sale of assets valued at 35% or more of the total asset value recorded in the latest financial statements of the Company;
- dd) To decide on amendments and supplements to the Company Charter;
- e) To approve annual financial statements;
- g) To decide on repurchase of more than 10% of the total number of sold shares of each class;



h) To consider and handle violations by members of the Board of Directors and members of the Board of Supervisors causing damage to the Company and shareholders of the Company;

i) To decide on reorganization and dissolution of the Company;

k) To decide on the total amount of remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;

l) To approve the Internal Regulations on Corporate Governance; the Operating Regulations of the Board of Directors and the Board of Supervisors;

m) To approve the list of approved audit firms; to decide on the approved audit firm to inspect the Company's operations; to dismiss approved auditors when deemed necessary;

n) Other rights and obligations as provided by law.

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

a) Annual business plan of the Company;

b) Audited annual financial statements;

c) Report of the Board of Directors on governance and the operational results of the Board of Directors and each member of the Board of Directors;

d) Report of the Board of Supervisors on the Company's business results, the performance of the Board of Directors and the General Director;

dd) Self-assessment report on the performance of the Board of Supervisors and members of the Board of Supervisors;

e) Dividend amount for each share of each class;

g) Number of members of the Board of Directors and the Board of Supervisors;

h) Election, dismissal and removal of members of the Board of Directors and members of the Board of Supervisors;

i) Decision on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;

k) Approval of the list of approved audit firms; decision on the approved audit firm to inspect the Company's operations when deemed necessary;

l) Supplements and amendments to the Company Charter;

m) Classes and number of new shares to be issued for each class of shares and transfer of shares by founding members within the first 03 years from the establishment date;

n) Division, separation, consolidation, merger or conversion of the Company;

o) Reorganization and dissolution (liquidation) of the Company and appointment of the liquidator;

p) Decision on investment or sale of assets valued at 35% or more of the total asset value recorded in the latest financial statements of the Company;



- q) Decision on repurchase of more than 10% of the total number of sold shares of each class;
  - r) The Company enters into contracts and transactions with the subjects specified in Clause 1 Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Company recorded in the latest financial statements;
  - s) Approval of the transactions specified in Clause 4 Article 293 of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
  - t) Approval of the Internal Regulations on Corporate Governance, the Operating Regulations of the Board of Directors and the Operating Regulations of the Board of Supervisors;
  - u) Other matters as provided by law and this Charter.
3. All resolutions and matters included in the meeting agenda must be discussed and voted on at the meeting of the General Meeting of Shareholders.

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

1. Shareholders and authorized representatives of institutional shareholders may directly attend meetings or authorize one or more other individuals or organizations to attend meetings, or attend meetings through one of the forms prescribed in Clause 3 Article 144 of the Law on Enterprises.

2. Authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders under Clause 1 of this Article must be made in writing. The authorization document shall be made in accordance with the civil law and must specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the authorization contents, the scope of authorization, the term of authorization, and signatures of the authorizing party and the authorized party.

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

3. The voting ballot of the authorized attendee within the authorized scope shall remain valid upon occurrence of any of the following cases, except where:

- a) The authorizing person has died, has limited civil act capacity or has lost civil act capacity;
- b) The authorizing person has revoked the appointment of authorization;



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

This provision shall not apply where the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 17. Change of rights**

1. Any change or cancellation of special rights attached to a class of preference shares shall take effect when approved by shareholders representing 65% or more of the total votes of all attending shareholders. A resolution of the General Meeting of Shareholders on contents that adversely change the rights and obligations of shareholders owning preference shares shall be adopted only if approved by attending shareholders owning at least 75% of the total number of preference shares of that class, or approved by shareholders owning at least 75% of the total number of preference shares of that class in the case of adoption of a resolution by written opinion collection.

2. The holding of a meeting of shareholders holding one class of preference shares to approve the above change of rights shall be valid only when at least 02 shareholders (or their authorized representatives) attend and hold at least 1/3 of the par value of the issued shares of that class. Where the required number of attendees as above is not sufficient, the meeting shall be reorganized within the following 30 days and the holders of shares of that class (regardless of the number of persons and shares) present in person or through authorized representatives shall be deemed to have the required quorum. At meetings of shareholders holding the above preference shares, holders of shares of that class present in person or through representatives may request secret ballot. Each share of the same class carries equal voting rights at such meetings.

3. Procedures for conducting such separate meetings shall be implemented similarly to the provisions in Articles 19, 20 and 21 of this Charter.

4. Unless otherwise provided in the share issuance terms, special rights attached to classes of shares carrying preferential rights in relation to some or all matters concerning distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

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

1. The Board of Directors shall convene annual and extraordinary meetings of the General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases specified in Clause 3 Article 14 of this Charter.

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



a) Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 05 days before the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must disclose information on preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;

b) Prepare the meeting agenda and contents;

c) Prepare documents for the meeting;

d) Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting;

dd) Determine the time and location for holding the meeting;

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

g) Other tasks serving the meeting.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to the shareholders' contact addresses, and concurrently disclosed on the Company's website and to the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send the notice of invitation to all shareholders on the list of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (calculated from the date the notice is validly sent or dispatched). The agenda of the General Meeting of Shareholders and documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. Where documents are not enclosed with the notice of meeting of the General Meeting of Shareholders, the notice of invitation must clearly state the link to all meeting documents for shareholders to access, including:

a) Meeting agenda and documents used at the meeting;

b) List and detailed information of candidates in the case of election of members of the Board of Directors and members of the Board of Supervisors;

c) Voting ballot;

d) Draft resolution for each matter in the meeting agenda.

4. A shareholder or group of shareholders as provided in Clause 2 Article 12 of this Charter has the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date of the meeting. The proposal must clearly state the shareholder's name, number of each class of shares held by the shareholder, and the matter proposed to be included in the meeting agenda.



5. The person convening the General Meeting of Shareholders has the right to reject a proposal specified in Clause 4 of this Article if it falls into any of the following cases:

- a) The proposal is not sent in accordance with Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of ordinary shares as provided in Clause 2 Article 12 of this Charter;
- c) The proposed matter is outside the decision-making authority of the General Meeting of Shareholders;
- d) Other cases as provided by law and this Charter.

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

#### **Article 19. Conditions for conducting the General Meeting of Shareholders**

- 1. The General Meeting of Shareholders shall be conducted when the attending shareholders represent more than 65% of the total votes.
- 2. Where the first meeting does not satisfy the conditions for proceeding as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the attending shareholders represent at least 51% of the total votes.
- 3. Where the second meeting does not satisfy the conditions for proceeding as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total votes of attending shareholders.

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

- 1. Before opening the meeting, the Company must conduct shareholder registration procedures and shall carry out registration until all shareholders entitled to attend and present at the meeting have registered in the following order:
  - a) When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card, on which the registration number, full name of the shareholder, full name of the authorized representative and number of votes of such shareholder are recorded. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by voting in favor, against and abstention. At the meeting, the number of cards voting in favor of a



resolution shall be collected first, the number of cards voting against shall be collected thereafter, and finally the total number of votes in favor or against shall be counted to make a decision. The vote counting results shall be announced by the Chairperson immediately before the closing of the meeting. The meeting shall elect persons responsible for vote counting or supervising vote counting at the proposal of the Chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the meeting Chairperson;

b) Shareholders, authorized representatives of institutional shareholders or authorized persons arriving after the meeting has opened have the right to register immediately and thereafter have the right to participate and vote at the meeting immediately after registration. The Chairperson is not responsible for suspending the meeting for late-arriving shareholders to register, and the validity of matters voted on earlier shall not change.

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

a) The Chairman of the Board of Directors shall act as chairperson or authorize another member of the Board of Directors to act as chairperson of the General Meeting of Shareholders convened by the Board of Directors. Where the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them as chairperson of the meeting by majority rule. Where a chairperson cannot be elected, the Head of the Board of Supervisors shall preside for the General Meeting of Shareholders to elect a meeting chairperson from among the attendees, and the person with the highest number of votes shall act as chairperson of the meeting;

b) Except for the case specified at Point a of this Clause, the person signing the notice convening the General Meeting of Shareholders shall preside for the General Meeting of Shareholders to elect a chairperson of the meeting, and the person with the highest number of votes shall act as chairperson of the meeting;

c) The Chairperson shall appoint one or more persons as meeting secretary;

d) The General Meeting of Shareholders shall elect one or more persons to the vote counting committee at the proposal of the meeting Chairperson.

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

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

a) Arrange seats at the venue of the General Meeting of Shareholders;

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



c) Facilitate shareholders to attend (or continue attending) the meeting. The person convening the General Meeting of Shareholders has full authority to change the above measures and apply all necessary measures. Applicable measures may include issuing entrance cards or using other selection forms.

5. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by voting in favor, against and abstention. The vote counting results shall be announced by the Chairperson immediately before the closing of the meeting.

6. Shareholders or authorized persons attending the meeting after the meeting has opened may still register and have the right to participate in voting immediately after registration; in this case, the validity of matters voted on earlier shall not change.

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

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

b) To request the competent authority to maintain meeting order; to expel persons who fail to comply with the Chairperson's right to preside, intentionally disrupt order, obstruct normal progress of the meeting, or fail to comply with security inspection requirements from the General Meeting of Shareholders.

8. The Chairperson has the right to adjourn a General Meeting of Shareholders that has sufficient registered attendees for a maximum period not exceeding 03 working days from the intended opening date, and may only adjourn the meeting or change the meeting venue in the following cases:

a) The meeting venue does not have sufficient convenient seats for all attendees;

b) Communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss and vote;

c) An attendee obstructs or disrupts order, posing a risk that the meeting cannot be conducted fairly and lawfully.

9. Where the Chairperson adjourns or suspends the General Meeting of Shareholders contrary to Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson in presiding over the meeting until its conclusion; all resolutions adopted at such meeting shall be effective.

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



**Article 21. Conditions for resolutions of the General Meeting of Shareholders to be adopted**

1. A resolution on the following contents shall be adopted if approved by shareholders representing 75% or more of the total votes of all shareholders attending and voting at the meeting, except for the cases prescribed in Clauses 3, 4 and 6 Article 148 of the Law on Enterprises.

- a) Classes of shares and total number of shares of each class;
- b) Change of business lines, trades and fields;
- c) Change of the organizational management structure of the Company;
- d) Investment project or sale of assets valued at 35% or more of the total asset value recorded in the latest financial statements of the Company, unless the Company Charter provides another ratio or value;
- dd) Reorganization or dissolution of the Company;

2. Resolutions shall be adopted when approved by shareholders owning more than 65% of the total votes of all shareholders attending and voting at the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6 Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares are lawful and effective immediately even if the order and procedures for convening the meeting and adopting such resolutions violate the provisions of the Law on Enterprises and the Company Charter.

**Article 22. Authority and procedures for collecting written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders**

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

1. The Board of Directors has the right to collect written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders on all matters under the authority of the General Meeting of Shareholders specified in Article 15 of this Charter when deemed necessary for the interests of the Company.

2. The Board of Directors must prepare opinion collection ballots, draft resolutions of 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 opinion collection ballots. Requirements and methods for sending opinion collection ballots and enclosed documents shall comply with Clause 3 Article 18 of this Charter.

3. An opinion collection ballot must contain the following principal contents:



- a) Name, head office address and enterprise identification number;
- b) Purpose of opinion collection;
- c) Full name, contact address, nationality and number of legal papers of an individual shareholder; name, enterprise identification number or number of legal papers of an organization, head office address of an institutional shareholder, or full name, contact address, nationality and number of legal papers of the representative of an institutional shareholder; number of shares of each class and number of votes of the shareholder;
- d) Matter on which opinions are sought for adoption of a decision;
- dd) Voting options including approval, disapproval and abstention for each matter on which opinions are sought;
- e) Deadline for sending the answered opinion collection ballot to the Company;
- g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send answered opinion collection ballots to the Company by post, fax or electronic mail in accordance with the following provisions:

- a) Where sent by post, the answered opinion collection ballot must bear the signature of the individual shareholder, the authorized representative or the legal representative of the institutional shareholder. Opinion collection ballots sent to the Company must be placed in sealed envelopes and no one has the right to open them before vote counting;
- b) Where sent by fax or electronic mail, the opinion collection ballot sent to the Company must be kept confidential until the time of vote counting;
- c) Opinion collection ballots sent to the Company after the deadline specified in the opinion collection ballot or opened in the case of mailing, or disclosed in the case of fax or electronic mail, shall be invalid. Opinion collection ballots not sent back shall be deemed non-participating votes.

5. The Board of Directors shall count votes and prepare a vote counting minutes under the witness of the Board of Supervisors or a shareholder not holding a managerial position in the Company. The vote counting minutes must contain the following principal contents:

- a) Name, head office address and enterprise identification number;
- b) Purpose and matters on which opinions are sought for adoption of resolutions;
- c) Number of shareholders with the total number of votes participating in voting, distinguishing valid votes and invalid votes and the method of sending voting ballots, together with an appendix listing shareholders participating in voting;
- d) Total number of votes in favor, against and abstentions for each matter;
- dd) Matters adopted and corresponding approval ratio;
- e) Full names and signatures of the Chairman of the Board of Directors, the vote counter and the vote counting supervisor.

Members of the Board of Directors, the vote counter and the vote counting supervisor shall be jointly liable for the truthfulness and accuracy of the vote counting minutes; and



jointly liable for damage arising from decisions adopted due to dishonest or inaccurate vote counting.

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

7. Answered opinion collection ballots, vote counting minutes, adopted resolutions and related documents enclosed with opinion collection ballots must be kept at the head office of the Company.

8. A resolution adopted by written opinion collection shall be adopted if approved by shareholders owning more than 65% of the total votes of all shareholders with voting rights and shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

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

1. A meeting of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in another electronic form. The minutes must be made in Vietnamese, may additionally be made in a foreign language, and must contain the following principal contents:

- a) Name, head office address and enterprise identification number;
- b) Time and place of the General Meeting of Shareholders;
- c) Meeting agenda and contents;
- d) Full names of the chairperson and secretary;
- dd) Summary of meeting proceedings and opinions expressed at the General Meeting of Shareholders on each matter in the meeting agenda;
- e) Number of shareholders and total votes of attending shareholders, appendix listing registered shareholders and shareholder representatives attending with corresponding number of shares and votes;
- g) Total number of votes for each voting matter, specifying the voting method, total number of valid, invalid, approving, disapproving and abstaining votes; corresponding ratio based on the total votes of attending shareholders;
- h) Matters adopted and corresponding voting approval ratio;
- i) Full names and signatures of the chairperson and secretary. Where the chairperson or secretary refuses to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and if the minutes contain all contents prescribed in this Clause. The meeting minutes must clearly record the refusal of the chairperson or secretary to sign the minutes.



2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting or other people signing the meeting minutes shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.
3. Minutes made in Vietnamese and in a foreign language shall have equal legal validity. In case of discrepancy between the Vietnamese minutes and the foreign-language minutes, the contents of the Vietnamese minutes shall prevail.
4. Resolutions and minutes of meetings of the General Meeting of Shareholders, appendices listing shareholders registered to attend the meeting with shareholders' signatures, authorization documents for meeting attendance, all documents attached to the minutes (if any) and related documents enclosed with the notice of invitation must be disclosed in accordance with legal provisions on information disclosure on the securities market and must be kept at the head office of the Company.

#### **Article 24. Request for cancellation of resolutions of the General Meeting of Shareholders**

Within 90 days from the date of receipt of a resolution or minutes of a meeting of the General Meeting of Shareholders or minutes of the results of vote counting for opinion collection of the General Meeting of Shareholders, a shareholder or group of shareholders specified in Clause 2 Article 115 of the Law on Enterprises has the right to request the Court or Arbitration to consider and cancel the resolution or part of the contents of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings and issuing decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company Charter, except for the case specified in Clause 3 Article 21 of this Charter.
2. The contents of the resolution violate the law or this Charter.

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

#### **Article 25. Self-nomination and nomination of members of the Board of Directors**

1. Where candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so shareholders may learn about such candidates before voting. A candidate for the Board of Directors must make a written undertaking regarding the truthfulness and accuracy of the personal information disclosed and must undertake to perform duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed includes:

- a) Full name and date of birth;



- b) Professional qualifications;
  - c) Working history;
  - d) Other managerial positions (including Board of Directors positions at other companies);
  - dd) Interests related to the Company and related parties of the Company;
  - e) Other information (if any) as provided in the Company Charter;
  - g) A public company shall be responsible for disclosing information on companies where the candidate is holding the position of member of the Board of Directors, other managerial positions, and interests related to the candidate's company (if any).
2. A shareholder or group of shareholders holding from 10% to less than 20% may nominate a maximum of one (01) candidate; from 20% to less than 40% may nominate a maximum of two (02) candidates; from 40% to less than 50% may nominate a maximum of three (03) candidates; from 50% to less than 60% may nominate a maximum of four (04) candidates; from 60% to less than 70% may nominate a maximum of five (05) candidates; from 70% to less than 80% may nominate a maximum of six (06) candidates; and from 80% to less than 90% may nominate a maximum of seven (07) candidates.
3. Where the number of candidates for the Board of Directors through nomination and self-nomination remains insufficient as required under Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nomination in accordance with the Company Charter, the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Directors. The incumbent Board of Directors' introduction of additional candidates must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.
4. Members of the Board of Directors must satisfy the standards and conditions prescribed in Clauses 1 and 2 Article 155 of the Law on Enterprises.

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

- 1. The number of members of the Board of Directors shall be 05 (five).
- 2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. Where all members of the Board of Directors end their terms at the same time, such members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.
- 3. The structure of members of the Board of Directors is as follows:  
The Company shall minimize members of the Board of Directors concurrently holding executive positions. Where NBTPC has from 03 to 05 members of the Board of Directors,



the structure of the Board of Directors shall be as follows: the total number of non-executive members of the Board of Directors shall be at least 01 member and the total number of independent members of the Board of Directors shall be at least 01 member.

4. A member of the Board of Directors shall no longer have the status of a member of the Board of Directors where dismissed, removed or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

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

6. Members of the Board of Directors are not necessarily shareholders of the Company. A member of the Board of Directors of NBTPC may concurrently be a member of the Board of Directors or Members' Council of another enterprise, but of no more than 05 other enterprises.

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

1. The Board of Directors is the management body of the Company, having full authority to act in the name of the Company to decide and exercise the rights and obligations of the Company, except for rights and obligations under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be provided by law, the Company Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:

- a) To decide on the strategy, medium-term development plan and annual business plan of the Company;
- b) To propose classes of shares and total number of shares of each class entitled to be offered for sale;
- c) To decide on sale of unsold shares within the number of shares of each class entitled to be offered for sale; to decide on raising additional capital in other forms;
- d) To decide on the selling price of shares and bonds of the Company;
- dd) To decide on repurchase of shares in accordance with Clauses 1 and 2 Article 133 of the Law on Enterprises;
- e) To decide on investment plans and investment projects within its authority and limits as prescribed by law;
- g) To decide on market development, marketing and technology solutions;
- h) To approve purchase, sale, loan and lending contracts and other contracts and transactions with a value of 35% or more of the total asset value recorded in the latest financial statements of the Company and contracts and transactions under the decision-making authority of the General Meeting of Shareholders as provided at Point d Clause 2 Article 138 and Clauses 1 and 3 Article 167 of the Law on Enterprises;



- i) To elect, dismiss and remove the Chairman of the Board of Directors; to appoint, dismiss, enter into contracts and terminate contracts with the General Director and other key managers as provided in the Company Charter; to decide salaries, remuneration, bonuses and other benefits of such managers; to appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders at other companies, and to decide remuneration and other benefits of such persons;
- k) To supervise and direct the General Director and other managers in conducting the daily business of the Company;
- l) To decide on organizational structure and internal management regulations of the Company; to decide on establishment of subsidiaries, branches and representative offices and capital contribution and share purchase in other enterprises;
- m) To approve the program, contents and documents serving meetings of the General Meeting of Shareholders; to convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to adopt resolutions;
- n) To submit audited annual financial statements to the General Meeting of Shareholders;
- o) To propose the dividend rate to be paid; to decide on the time limit and procedures for dividend payment or handling of losses arising in the business process;
- p) To propose reorganization or dissolution of the Company; to request bankruptcy of the Company;
- q) To decide on promulgation of the Operating Regulations of the Board of Directors and the Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; to decide on promulgation of the Operating Regulations of the audit committee under the Board of Directors and the Regulations on information disclosure of the Company;
- s) Other rights and obligations as provided by the Law on Enterprises, the Law on Securities, other legal provisions and the Company Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the results of operation of the Board of Directors in accordance with Article 280 of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

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

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.
2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration shall be calculated based on the number of working days necessary to complete the duties of a member of the Board of Directors and the daily remuneration



rate. The Board of Directors shall estimate the remuneration for each member by consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

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

4. Members of the Board of Directors holding executive positions or members of the Board of Directors working on sub-committees of the Board of Directors or performing other work beyond the ordinary scope of duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum fee for each occasion, salary, commission, profit percentage or other form as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement of all travel, accommodation and other reasonable expenses they have paid when performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or sub-committees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. Such insurance does not cover liabilities of members of the Board of Directors relating to violations of law and the Company Charter.

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

1. The Chairman of the Board of Directors shall be elected, dismissed and removed by the Board of Directors from among members of the Board of Directors.

2. The Chairman of the Board of Directors may not concurrently be the General Director.

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

- a) To prepare programs and plans of operation of the Board of Directors;
- b) To prepare the program, contents and documents serving meetings; to convene, preside over and chair meetings of the Board of Directors;
- c) To organize the adoption of resolutions and decisions of the Board of Directors;
- d) To supervise the process of implementing resolutions and decisions of the Board of Directors;
- dd) To chair meetings of the General Meeting of Shareholders;
- e) Other rights and obligations as provided by the Law on Enterprises and the Company Charter.



4. Where the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation letter or the date of dismissal or removal.
5. Where the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and perform the obligations of the Chairman of the Board of Directors under the principles provided in the Company Charter. Where there is no authorized person or the Chairman of the Board of Directors dies, is missing, is temporarily detained, is serving an imprisonment sentence, is serving an administrative handling measure at a compulsory detoxification establishment or compulsory education establishment, has fled his/her place of residence, has limited or lost civil act capacity, has difficulty in perception or behavior control, or is prohibited by the Court from holding a position, practicing a profession or doing certain work, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors by majority approval of the remaining members until a new decision of the Board of Directors is issued.

#### **Article 30. Meetings of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the end of the election of such Board of Directors. This meeting shall be convened and presided over by the member with the highest number of votes or highest voting ratio. Where more than one member has the highest and equal number of votes or voting ratio, the members shall elect by majority rule one person among them to convene the meeting of the Board of Directors.
2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
  - a) At the request of the Board of Supervisors or an independent member of the Board of Directors;
  - b) At the request of the General Director or at least 05 other managers;
  - c) At the request of at least 02 members of the Board of Directors;
4. The request specified in Clause 3 of this Article must be made in writing, specifying the purpose and matters to be discussed and decided under the authority of the Board of Directors.
5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. If a meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors shall be liable for any damage caused



to the Company; the requester has the right to replace the Chairman of the Board of Directors in convening the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the notice of invitation at least 03 working days before the meeting date. The notice of invitation must specify the time and location of the meeting, agenda, matters to be discussed and decided. The notice of invitation must be accompanied by documents used at the meeting and voting ballots of members.

The notice of invitation to meetings of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means and must ensure delivery to the contact address of each member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the convener shall send the notice of invitation and enclosed documents to members of the Board of Supervisors in the same manner as to members of the Board of Directors.

Members of the Board of Supervisors have the right to attend meetings of the Board of Directors and discuss but may not vote.

8. A meeting of the Board of Directors shall be conducted when at least 3/4 of the total members attend. Where a meeting convened under this Clause does not have the required number of attending members, a second meeting shall be convened within 07 days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors attend.

9. A member of the Board of Directors shall be deemed to attend and vote at a meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
- c) Attending and voting through an online conference, electronic voting or other electronic forms;
- d) Sending voting ballots to the meeting by post, fax or electronic mail;

10. Where voting ballots are sent to the meeting by post, the voting ballots must be placed in sealed envelopes and delivered to the Chairman of the Board of Directors no later than 01 hour before opening. Voting ballots may be opened only in the presence of all attendees.

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

12. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of attending members; in case of an equal number of votes, the final decision shall follow the opinion of the Chairman of the Board of Directors.



13. A resolution in the form of written opinion collection shall be adopted based on the approval opinions of a majority of members of the Board of Directors entitled to vote. Such resolution shall have the same effect and validity as a resolution adopted at a meeting.

14. The Chairman of the Board of Directors is responsible for sending minutes of meetings of the Board of Directors to members, and such minutes shall constitute authentic evidence of the work conducted at the meeting unless there is an objection to the contents of the minutes within ten (10) days from the date of sending. Minutes of meetings of the Board of Directors shall be made in Vietnamese and may be made in English.

15. The minutes must bear the signatures of the chairperson and the minute taker. Where the chairperson or minute taker refuses to sign the meeting minutes, the minutes shall still be valid if all other members of the Board of Directors attending and approving the minutes sign them and if the minutes contain all contents prescribed at Points a, b, c, d, dd, e, g and h Clause 1 Article 158 of the Law on Enterprises. The meeting minutes shall clearly record the refusal of the chairperson or minute taker to sign the minutes. The persons signing the meeting minutes shall be jointly liable for the accuracy and truthfulness of the contents of the minutes of the Board of Directors meeting. The chairperson and minute taker shall be personally liable for damage caused to the Company due to refusal to sign the meeting minutes as provided in this Charter and relevant laws.

#### **Article 31. Sub-committees under the Board of Directors**

1. The Board of Directors may establish sub-committees under it to be in charge of development policies, personnel, remuneration, internal audit and risk management. The number of members of a sub-committee shall be decided by the Board of Directors and shall be at least 03 persons, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors must account for a majority in a sub-committee, and one of these members shall be appointed Head of the sub-committee by decision of the Board of Directors. Operations of a sub-committee must comply with regulations of the Board of Directors. A resolution of a sub-committee shall be valid only when approved by a majority of members attending and voting at the sub-committee meeting.

2. Implementation of decisions of the Board of Directors or of a sub-committee under the Board of Directors must comply with current legal provisions and the provisions of the Company Charter and the Internal Regulations on Corporate Governance.

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



1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support corporate governance work at the enterprise. The person in charge of corporate governance may concurrently act as Company Secretary in accordance with Clause 5 Article 156 of the Law on Enterprises.
2. The person in charge of corporate governance may not concurrently work for the approved audit organization currently auditing the Company's financial statements.
3. The person in charge of corporate governance has the following rights and obligations:
  - a) To advise the Board of Directors on organizing meetings of the General Meeting of Shareholders in accordance with regulations and on related work between the Company and shareholders;
  - b) To prepare meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
  - c) To advise on meeting procedures;
  - d) To attend meetings;
  - dd) To advise on procedures for preparing resolutions of the Board of Directors in compliance with legal provisions;
  - e) To provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and members of the Board of Supervisors;
  - g) To supervise and report to the Board of Directors on the Company's information disclosure activities;
  - h) To act as the contact point with stakeholders;
  - i) To keep information confidential in accordance with law and the Company Charter;
  - k) Other rights and obligations as provided by law, the Charter and the Internal Regulations on Corporate Governance of the Company.

## **VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES**

### **Article 33. Organization of the management apparatus**

The management system of the Company must ensure that the management apparatus is responsible to the Board of Directors and subject to supervision and direction by the Board of Directors in the Company's daily business. The Company has a General Director, Deputy General Directors, Chief Accountant and heads and deputy heads of units under the Company appointed by the Board of Directors. Appointment, dismissal and removal of the above titles must be approved by resolutions and decisions of the Board of Directors.

### **Article 34. Executives of the Company**



1. Executives of the Company include the General Director, Deputy General Directors and Chief Accountant.
2. At the proposal of the General Director and with approval of the Board of Directors, the Company may recruit other executives in a number and with standards appropriate to the structure and management regulations of the Company as provided by the Board of Directors. Executives of the enterprise shall be responsible for supporting the Company in achieving its operational and organizational objectives.
3. The General Director shall be paid salary and bonuses. Salary and bonuses of the General Director shall be decided by the Board of Directors.
4. Salaries of executives shall be included in the business expenses of the Company in accordance with the laws on corporate income tax, presented as a separate item in the annual financial statements of the Company, and reported to the General Meeting of Shareholders at the annual meeting.

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

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person as General Director.
2. The General Director is the person who administers the daily business of the Company; is subject to supervision by the Board of Directors; and is responsible to the Board of Directors and before law for exercising the assigned rights and performing the assigned obligations.
3. The term of office of the General Director shall not exceed 05 years and may be reappointed for an unlimited number of terms. Appointment may cease to be effective pursuant to the provisions of the labor contract. The General Director must not be a person prohibited by law from holding this position and must satisfy the standards and conditions provided by law and the Company Charter.
4. The General Director has the following rights and obligations:
  - a) To decide matters relating to the daily business of the Company that do not fall under the authority of the Board of Directors;
  - b) To organize implementation of resolutions and decisions of the Board of Directors;
  - c) To organize implementation of business plans and investment plans of the Company;
  - d) To propose organizational structure plans and internal management regulations of the Company;
  - dd) To appoint, dismiss and remove managerial titles in the Company, except for titles under the authority of the Board of Directors;
  - e) To decide salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director;
  - g) To recruit employees;



h) To propose dividend payment plans or handling of business losses;

i) Other rights and obligations as provided by law.

5. The Board of Directors may dismiss the General Director when approved by a majority of members of the Board of Directors entitled to vote and attending the meeting, and appoint a new General Director as replacement.

## **IX. BOARD OF SUPERVISORS**

### **Article 36. Self-nomination and nomination of members of the Board of Supervisors (Supervisors)**

1. Self-nomination and nomination of members of the Board of Supervisors shall be as follows: A shareholder or group of shareholders holding from 10% to less than 20% may nominate a maximum of one (01) candidate; from 20% to less than 40% may nominate a maximum of two (02) candidates; from 40% to less than 50% may nominate a maximum of three (03) candidates; from 50% to less than 60% may nominate a maximum of four (04) candidates; from 60% to less than 70% may nominate a maximum of five (05) candidates; from 70% to less than 80% may nominate a maximum of six (06) candidates; and from 80% to less than 90% may nominate a maximum of seven (07) candidates.

2. Where the number of candidates for the Board of Supervisors through nomination and self-nomination is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nomination in accordance with the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Supervisors. The incumbent Board of Supervisors' introduction of additional candidates must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with law.

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

1. The number of members of the Board of Supervisors of the Company shall be 03 persons. The term of office of a member of the Board of Supervisors shall not exceed 05 years and may be re-elected for an unlimited number of terms.

2. Members of the Board of Supervisors must satisfy the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into the following cases:

a) Working in the accounting or finance department of the Company;

b) Being a member or employee of the independent audit firm auditing the Company's financial statements for the preceding 03 consecutive years.

3. A member of the Board of Supervisors shall be dismissed in the following cases:

a) No longer satisfying the standards and conditions for being a member of the Board of Supervisors as provided in Clause 2 of this Article;



- b) Submitting a resignation letter which is accepted;
- 4. A member of the Board of Supervisors shall be removed in the following cases:
  - a) Failing to complete assigned duties and work;
  - b) Failing to exercise his/her rights and perform his/her obligations for 06 consecutive months, except in force majeure cases;
  - c) Repeatedly violating or seriously violating the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Company Charter;
  - d) Other cases under resolutions of the General Meeting of Shareholders.

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

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among members of the Board of Supervisors; election, dismissal and removal shall follow the majority rule. More than half of the members of the Board of Supervisors must permanently reside in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the majors of economics, finance, accounting, auditing, law, business administration or a major related to the business operations of the enterprise.

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

- a) To convene meetings of the Board of Supervisors;
- b) To request the Board of Directors, General Director and other executives to provide relevant information for reporting to the Board of Supervisors;
- c) To prepare and sign reports of the Board of Supervisors after consulting the Board of Directors for submission to the General Meeting of Shareholders.

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

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

- 1. To propose and recommend that the General Meeting of Shareholders approve the list of approved audit organizations to audit the Company's financial statements; to decide on the approved audit organization to inspect the Company's operations; to dismiss approved auditors when deemed necessary.
- 2. To be responsible to shareholders for its supervisory activities.
- 3. To supervise the financial status of the Company and compliance with law in the activities of members of the Board of Directors, the General Director and other managers.
- 4. To ensure coordination of activities with the Board of Directors, the General Director and shareholders.
- 5. Where detecting violations of law or violations of the Company Charter by members of the Board of Directors, the General Director and other executives of the enterprise, the



Board of Supervisors must notify the Board of Directors in writing within 48 hours, request the violator to cease the violation and take remedial measures.

6. To formulate the Operating Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

7. To report at the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

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

9. To have the right to request the Board of Directors, members of the Board of Directors, the General Director and other managers to provide fully, accurately and promptly information and documents on management, administration and business operations of the Company.

10. Other rights and obligations as provided by law and this Charter.

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

1. The Board of Supervisors must meet at least 02 times a year, and the number of members attending a meeting must be at least 2/3 of the members of the Board of Supervisors. Minutes of meetings of the Board of Supervisors must be prepared in detail and clearly. The minute taker and members of the Board of Supervisors attending the meeting must sign the meeting minutes. Minutes of meetings of the Board of Supervisors must be kept to determine the responsibility of each member of the Board of Supervisors.

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director and representatives of the approved audit organization to attend and answer matters requiring clarification.

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

Salaries, remuneration, bonuses and other benefits of members of the Board of Supervisors shall be implemented as follows:

1. Members of the Board of Supervisors shall be paid salaries, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total salaries, remuneration, bonuses, other benefits and annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall be reimbursed reasonable expenses for meals, accommodation, travel and use of independent consultancy services. The total remuneration and such expenses shall not exceed the total annual operating budget of the



Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Board of Supervisors shall be included in the business expenses of the Company in accordance with the laws on corporate income tax and other relevant legal provisions, and must be prepared as a separate item in the annual financial statements of the Company.

#### **X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, GENERAL DIRECTOR AND OTHER EXECUTIVES**

Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives are responsible for performing their duties, including duties as members of sub-committees of the Board of Directors, honestly and prudently for the interests of the Company.

##### **Article 42. Duty of honesty and avoidance of conflicts of interest**

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

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and related persons of such members may use information obtained by virtue of their positions only to serve the interests of the Company.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other managers have the obligation to notify in writing the Board of Directors and the Board of Supervisors of transactions between the Company, subsidiaries and other companies in which the public company controls 50% or more of charter capital, with such persons themselves or with related persons of such persons in accordance with law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on these resolutions in accordance with the securities law on information disclosure.

4. Members of the Board of Directors may not vote on transactions that bring benefits to such member or related persons of such member in accordance with the Law on Enterprises and the Company Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and related persons of these subjects may not use or disclose internal information to others to conduct related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives



and individuals or organizations related to these subjects shall not be invalid in the following cases:

- a) For transactions valued at less than or equal to 20% of the total asset value recorded in the latest financial statements, the important contents of the contract or transaction as well as the relationships and interests of the member of the Board of Directors, member of the Board of Supervisors, General Director or other executive have been reported to the Board of Directors and approved by the Board of Directors by a majority of approving votes of members of the Board of Directors without related interests;
- b) For transactions valued at more than 20% or transactions that result in a transaction value arising within 12 months from the date of the first transaction being valued at 20% or more of the total asset value recorded in the latest financial statements, the important contents of such transaction as well as the relationship and interests of the member of the Board of Directors, member of the Board of Supervisors, General Director or other executive have been disclosed to shareholders and approved by the General Meeting of Shareholders by votes of shareholders without related interests.

#### **Article 43. Liability for damage and indemnification**

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director and other executives who breach their obligations, duty of honesty and prudence, or fail to fulfill their obligations shall be liable for damage caused by their violations.
2. The Company shall indemnify persons who have been, are or may become a related party in complaints, lawsuits or prosecutions (including civil and administrative cases and excluding cases in which the Company is the plaintiff) if such person has been or is a member of the Board of Directors, member of the Board of Supervisors, General Director, other executive, employee or authorized representative of the Company, has performed duties under authorization of the Company, acted honestly and prudently for the interests of the Company on the basis of compliance with law, and there is no evidence confirming that such person has breached his/her responsibilities.
3. Indemnification expenses include judgment expenses, fines and actual payable amounts incurred (including lawyers' fees) when resolving such matters within the scope permitted by law. The Company may purchase insurance for these persons to avoid the indemnification liabilities mentioned above.

### **XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS**

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

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



a) Ordinary shareholders have the right to review, search and extract information on names and contact addresses in the list of shareholders with voting rights; to request correction of inaccurate information about themselves; and to review, search, extract or copy the Company Charter, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

b) A shareholder or group of shareholders owning 05% or more of the total ordinary shares has the right to review, search and extract minutes books and resolutions and decisions of the Board of Directors, mid-year and annual financial statements, reports of the Board of Supervisors, contracts and transactions that must be approved by the Board of Directors and other documents, except documents relating to trade secrets and business secrets of the Company.

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

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

4. The Company must keep this Charter and amendments and supplements to the Charter, the Enterprise Registration Certificate, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place, provided that shareholders and the Business Registration Authority are notified of the place where these documents are kept.

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

## **XII. EMPLOYEES AND TRADE UNION**

### **Article 45. Employees and trade union**

1. The General Director must prepare plans for the Board of Directors to approve matters relating to recruitment, termination of employees, salaries, social insurance, welfare, commendation and discipline of employees and executives of the enterprise.

2. The General Director must prepare plans for the Board of Directors to approve matters relating to the Company's relations with trade union organizations in accordance with the best management standards, practices and policies, the practices and policies provided in this Charter, the Company's regulations and current legal provisions.



### **XIII. PROFIT DISTRIBUTION**

#### **Article 46. Profit distribution**

1. The General Meeting of Shareholders shall decide the annual dividend payout and form of dividend payment from the retained profits of the Company.
2. The Company shall not pay interest on dividend payments or payments relating to any class of shares.
3. The Board of Directors may propose that the General Meeting of Shareholders approve payment of all or part of dividends in shares, and the Board of Directors shall be the body implementing this decision.
4. Where dividends or other amounts relating to a class of shares are paid in cash, the Company must pay in Vietnamese dong. Payment may be made directly or through banks based on detailed bank account information provided by shareholders. Where the Company has transferred money in accordance with the bank details provided by a shareholder but such shareholder does not receive the money, the Company shall not be liable for the amount transferred to such shareholder. Dividend payment for shares listed/registered for trading on the Stock Exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision determining a specific date to finalize the list of shareholders. Based on that date, persons registered as shareholders or owners of other securities shall be entitled to receive cash or share dividends, notices or other documents.
6. Other matters relating to profit distribution shall comply with legal provisions.

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

#### **Article 47. Bank accounts**

1. The Company shall open accounts at Vietnamese banks or branches of foreign banks permitted to operate in Vietnam.
2. With prior approval of the competent authority, where necessary, the Company may open bank accounts overseas in accordance with legal provisions.
3. The Company shall conduct all payments and accounting transactions through Vietnamese dong accounts or foreign currency accounts at the banks where the Company opens accounts.

#### **Article 48. Fiscal year**

The fiscal year of the Company starts on 01 January and ends on 31 December each year.



**Article 49. Accounting system**

1. The accounting system used by the Company is the enterprise accounting system or a specific accounting system issued or approved by the competent authority.
2. The Company shall prepare accounting books in Vietnamese and retain accounting records in accordance with the laws on accounting and relevant laws. These records must be accurate, updated, systematic and sufficient to evidence and explain the Company's transactions.
3. The Company uses Vietnamese dong as the accounting currency. Where the Company has economic transactions arising mainly in a foreign currency, it may choose such foreign currency as the accounting currency, be responsible before law for such choice and notify the directly managing tax authority.

**XV. FINANCIAL STATEMENTS, ANNUAL REPORT AND INFORMATION DISCLOSURE RESPONSIBILITY**

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

1. The Company must prepare annual financial statements and such annual financial statements must be audited in accordance with law. The Company shall disclose audited annual financial statements in accordance with the laws on information disclosure on the securities market and submit them to competent state authorities.
2. Annual financial statements must include all statements, appendices and explanatory notes as prescribed by the laws on enterprise accounting. Annual financial statements must truly and objectively reflect the operating status of the Company.
3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the laws on information disclosure on the securities market and submit them to competent state authorities.

**Article 51. Annual report**

The Company must prepare and disclose the Annual Report in accordance with the laws on securities and the securities market.

**XVI. COMPANY AUDIT**

**Article 52. Audit**

1. The General Meeting of Shareholders shall appoint an independent audit firm or approve a list of independent audit firms and authorize the Board of Directors to decide the selection of one of these firms to audit the Company's financial statements for the following fiscal year based on terms and conditions agreed with the Board of Directors.
2. The audit report shall be attached to the annual financial statements of the Company.



3. Independent auditors auditing the financial statements of the Company may attend meetings of the General Meeting of Shareholders and have the right to receive notices and other information relating to meetings of the General Meeting of Shareholders and to express opinions at the meeting on matters relating to the audit of the Company's financial statements.

## **XVII. ENTERPRISE SEAL**

### **Article 53. Enterprise seal**

1. The seal includes a seal made at a seal-carving establishment or a seal in the form of a digital signature in accordance with the laws on electronic transactions.
2. The Board of Directors shall decide the type, quantity, form and contents of the seal of the Company and of branches and representative offices of the Company (if any).
3. The Board of Directors and the General Director shall use and manage the seal in accordance with current legal provisions.

## **XVIII. DISSOLUTION OF THE COMPANY**

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

1. The Company may be dissolved in the following cases:
  - a) The operating term stated in the Company Charter expires without a decision on extension;
  - b) Pursuant to a resolution or decision of the General Meeting of Shareholders;
  - c) The Enterprise Registration Certificate is revoked, except where the Law on Tax Administration provides otherwise;
  - d) Other cases as provided by law.
2. Early dissolution of the Company (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if mandatory) in accordance with regulations.

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

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least [7 months] before the end of the operating term so that shareholders may vote on extension of the Company's operation at the proposal of the Board of Directors.
2. The operating term shall be extended when approved by shareholders representing 65% or more of the total votes of all shareholders attending the General Meeting of Shareholders.



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

1. At least [06 months] before the end of the operating term of the Company or after a decision on dissolution of the Company is issued, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of whom 02 members shall be appointed by the General Meeting of Shareholders and 01 member shall be appointed by the Board of Directors from an independent audit firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from employees of the Company or independent experts. All expenses relating to liquidation shall be paid by the Company in priority to other debts of the Company.
2. The Liquidation Committee is responsible for reporting to the Business Registration Authority on the date of establishment and commencement of operation. From that time, the Liquidation Committee shall act on behalf of the Company in all work relating to liquidation of the Company before courts and administrative authorities.
3. Proceeds from liquidation shall be paid in the following order:
  - a) Liquidation expenses;
  - b) Salary debts, severance allowances, social insurance and other benefits of employees under the collective labor agreement and signed labor contracts;
  - c) Tax debts;
  - d) Other debts of the Company;
  - dd) The remainder after payment of all debts from item (a) to item (d) above shall be distributed to shareholders. Preference shares shall be paid in priority.

### **XIX. SETTLEMENT OF INTERNAL DISPUTES**

#### **Article 57. Settlement of internal disputes**

1. Where disputes or complaints arise relating to the operations of the Company, the rights and obligations of shareholders under the Law on Enterprises, the Company Charter, other legal provisions or agreements between:

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

The related parties shall endeavor to settle such disputes through negotiation and mediation. Except for disputes relating to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over dispute settlement and request each party to present information relating to the dispute within 20 working days from the date the dispute arises. Where the dispute relates to the Board of Directors or the Chairman of the Board of Directors, any party may request the



appointment of an independent expert to act as mediator for the dispute settlement process.

2. Where a mediation decision is not reached within 06 weeks from commencement of the mediation process, or if the mediator's decision is not accepted by the parties, a party may submit such dispute to Arbitration or the Court.

3. The parties shall bear their own expenses relating to negotiation and mediation procedures. Payment of court expenses shall be made pursuant to the court's judgment.

## **XX. SUPPLEMENTATION AND AMENDMENT OF THE CHARTER**

### **Article 58. Company Charter**

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

2. Where the law contains provisions relating to the Company's operations that are not mentioned in this Charter, or where new legal provisions differ from provisions in this Charter, such provisions shall apply to regulate the Company's operations.

## **XXI. EFFECTIVE DATE**

### **Article 59. Effective date**

1. This Charter consists of 21 sections and 59 articles and was unanimously approved by the Annual General Meeting of Shareholders of Ninh Binh Thermal Power Joint Stock Company on 28 May 2026 at Ninh Binh Thermal Power Joint Stock Company, and the full text of this Charter was approved to take effect.

2. The Charter is made in 20 copies of equal validity and must be kept at the head office of the Company.

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

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



**MEMBERS OF THE BOARD OF DIRECTORS  
NINH BINH THERMAL POWER JOINT STOCK COMPANY**

<b>No.</b>	<b>FULL NAME</b>	<b>TITLE</b>	<b>Note</b>
1	Mr. Nguyen Thanh Trung Duong	Chairman of the Board	
2	Mr. Vu Quoc Trung	Member Board of Directors - General Director	
3	Mr. Le Duc Chan	Independent member Board of Directors	
4	Mr. Nguyen Quoc Men	Member Board of Directors	
5	Mr. Nguyen Xuan Duc	Member Board of Directors	

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



Nguyen Thanh Trung Duong