



**VIMECO JOINT STOCK COMPANY.**

# **CHARTER OF VIMECO JOINT STOCK COMPANY.**

**JUNE 2026**

## **INTRODUCTION**

These Articles of Association were adopted pursuant to Resolution No. 01/2026/NQ-ĐHĐCĐ of the Company's General Meeting of Shareholders held on 28/05/2026.

### **CHAPTER I. DEFINITIONS OF TERMS IN THE BYLAWS**

#### **Article 1. Definition of Terms**

1. In these Bylaws, the following terms shall have the meanings set forth below:
  - a) "Authorized capital" means the total par value of shares sold or subscribed for at the time of the enterprise's establishment, as provided for in Article 6 of these Articles of Association;
  - b) "Voting capital" refers to equity capital, whereby the holder has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
  - c) The "Enterprise Law" refers to Enterprise Law No. 59/2020/QH14, adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and any subsequent amendments and supplements;
  - d) "The Securities Law" refers to Securities Law No. 54/2019/QH14, adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and any subsequent amendments and supplements;
  - e) "Date of Incorporation" means the date on which Vimeco Joint Stock Company was first issued a Certificate of Enterprise Registration (Certificate of Business Registration or equivalent documents);
  - f) "Business manager" means a manager of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the Chief Executive Officer, and other individuals holding managerial positions appointed by the Company's Board of Directors;
  - g) "Business executives" refer to the General Director, Deputy General Director, Chief Accountant, and other executives as specified in the Company's Articles of Association;
  - h) "Non-executive Board member" means a Board member who is not the General Director, Deputy General Director, Chief Accountant, or other executive officers as defined in the Company's Articles of Association;
  - i) "Independent member of the Board of Directors" means a member as defined in paragraph 2 of Article 155 of the Enterprise Law;
  - j) "The person in charge of corporate governance" is the individual whose responsibilities and authorities are specified in Article 281 of Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Securities Law;
  - k) "Related party" means an individual or organization as defined in Article 4, Section 46 of the Securities Law;
  - l) A "shareholder" is an individual or organization that owns at least one share of the Company;
  - m) "Major shareholder" means a shareholder as defined in Clause 18 of Article 4 of the Securities Law;
  - n) "Term of operation" means the period during which the Company operates, as

specified in Article 2 of these Articles of Association;

- o) "Vietnam" refers to the Socialist Republic of Vietnam.
- p) "The Company" refers to Vimeco Joint Stock Company.
- q) "Vimeco" is the abbreviated name of Vimeco Joint Stock Company
- 2. In these Bylaws, references to one or more provisions or other documents include any amendments or successor documents.
- 3. The headings (chapters and sections of these Bylaws) are provided for convenience only and do not affect the meaning of these Bylaws.

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

### **Article 2. The Company's name, legal form, principal office, branches, representative offices, and term of operation**

- 1. Company Name
  - ✚ Vietnamese Name: VIMECO JOINT STOCK COMPANY
  - ✚ English Name: VIMECO JOINT STOCK COMPANY
  - ✚ Abbreviation: VIMECO
  - ✚ Stock code: VMC
- 2. The company is a joint-stock company with legal personality in accordance with the current laws of Vietnam.
- 3. The Company's registered office:
  - ✚ Headquarters address: Vimeco Building, Lot E9, Pham Hung Street, Yen Hoa Ward, Hanoi
  - ✚ Phone: (84.24) 37848204
  - ✚ Fax: (84.24) 37848202
  - ✚ Email: [email@vimeco.com](mailto:email@vimeco.com)
  - ✚ Website: [www.vimeco.com](http://www.vimeco.com)
- 4. The Company may establish branches and representative offices within its business area to carry out its operational objectives in accordance with the decisions of the Board of Directors and within the limits permitted by law.
- 5. Unless the Company ceases operations early in accordance with the provisions of Section 2 of Article 55, the Company's term of operation is indefinite from the date of its establishment.

### **Article 3. The Company's Legal Representative**

- 1. The company has one legal representative, who is the General Director of the company.
- 2. The powers and duties of the legal representative as provided for in Articles 12 and 13 of the Enterprise Law.

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

### **Article 4. The Company's Operational Objectives**

- 1. The Company's business lines are:

| No. | Industry code | Program Name   | Primary business activities |
|-----|---------------|--|-----------------------------|
| 1   | 0810          | Quarrying of stone, sand, gravel, and clay<br>Details: Mining of stone, sand, gravel, and clay.  |                             |
| 2   | 2310          | Manufacture of glass and glass products<br>Details: Manufacture of flat glass, architectural glass, and glass products for construction.   |                             |
| 3   | 2392          | Production of building materials from clay<br>Details: Manufacture of refractory bricks and tiles; manufacture of refractory ceramic building materials; manufacture of fired clay floor tiles.  |                             |
| 4   | 2394          | Manufacture of cement, lime, and gypsum<br>Details: Domestic production of clinker and hard cement, including Portland cement, aluminous cement, slag cement, and superphosphate cement; production of quicklime, slaked lime, and hydrated lime; production of calcium dolomite; production of mortar from gypsum or calcium sulfate. |                             |
| 5   | 2395          | Manufacture of concrete and products made from concrete, cement, and gypsum<br>Manufacture of ready-mix concrete and dry concrete; manufacture of precast concrete components; manufacture of products made from cement, concrete, and gypsum.   |                             |
| 6   | 2399          | Manufacture of products from other non-metallic minerals not classified elsewhere<br>Manufacturing products from asphalt and similar raw materials, such as bitumen and coal slag; manufacturing crushed stone, ground stone, and other non-metallic mineral materials.  |                             |
| 7   | 2511          | Manufacturing of metal components<br>Manufacture of metal frames or structures for construction and their components; manufacture of metal components and structures.  |                             |
| 8   | 2592          | Machining; metal treatment and coating   |                             |



| No. | Industry code | Program Name  | Primary business activities |
|-----|---------------|---|-----------------------------|
|     |               | Machining; metalworking; welding, cutting, drilling, turning, grinding, planing, polishing, and metal coating.  |                             |
| 9   | 2829          | Manufacturing of other specialized machinery<br>Manufacture of other specialized machinery and equipment not classified elsewhere.  |                             |
| 10  | 2910          | Manufacture of automobiles and other motor vehicles<br>Manufacture of automobiles, motor vehicles, and other motorized transport vehicles.  |                             |
| 11  | 3312          | Repair and maintenance of machinery and equipment<br>Repair and maintenance of industrial machinery and equipment, construction equipment, heavy machinery, and specialized equipment.  |                             |
| 12  | 4291          | Construction of water infrastructure<br>Construction of water resources projects; waterways, ports, and river structures; dams and levees; dredging of waterways.   |                             |
| 13  | 4292          | Mining construction<br>Construction of industrial and mining facilities other than buildings; mining facilities, oil refineries, coal mining facilities, and ore mining facilities.   |                             |
| 14  | 4293          | Construction of processing and manufacturing facilities<br>Construction of industrial processing and manufacturing facilities (excluding residential buildings); manufacturing plants for construction materials; other material production facilities. |                             |
| 15  | 4299          | <b>Construction of other civil engineering projects</b><br><b>Construction of other civil engineering projects; construction of technical</b>   | <b>X</b>                    |

| No. | Industry code | Program Name  | Primary business activities |
|-----|---------------|---|-----------------------------|
|     |               | <b>infrastructure, water supply and drainage systems, wastewater treatment facilities, power lines and substations, fire protection systems, as well as civil, industrial, transportation, postal, irrigation, hydroelectric, and flood control structures such as dikes, revetments, and dams.</b> |                             |
| 16  | 4312          | Site preparation<br>Clearing the construction site; excavation, backfilling, grading, and leveling at the construction site; foundation excavation; treatment of weak soil; site preparation.   |                             |
| 17  | 4659          | Wholesale of machinery, equipment, and other machine parts<br>Wholesale of machinery, equipment, production lines, industrial equipment, and other machine parts.   |                             |
| 18  | 4661          | Wholesale of motor vehicles and other motorized vehicles<br>Wholesale of automobiles and other motor vehicles; transportation services.   |                             |
| 19  | 4673          | Wholesale of other construction materials and installation equipment<br>Wholesale of building bricks, roof tiles, stone, sand, and gravel; wholesale of flat glass; wholesale of cement; wholesale of sanitary fixtures; wholesale of other construction installation equipment.                    |                             |
| 20  | 4933          | Road freight transport<br>General freight transport; freight transport using specialized vehicles; heavy-haul and container transport; truck rental with a driver.  |                             |
| 21  | 6810          | Real estate business involving land use rights owned, held, or leased<br>Real estate business; buying, selling, leasing, and managing houses and land owned, occupied, or leased by the company; leasing office spaces and apartments.  |                             |

| No. | Industry code | Program Name   | Primary business activities |
|-----|---------------|--|-----------------------------|
| 22  | 6821          | Real estate brokerage services<br>Brokerage services for the sale and lease of real estate; real estate brokerage; consulting services and facilitating connections between buyers, sellers, tenants, and landlords.   |                             |
| 23  | 6829          | Other real estate activities on a fee or contract basis<br>Real estate management on a fee-based or contract basis; management of condominiums, residential properties, and non-residential real estate; consulting services related to the sale and lease of real estate.   |                             |
| 24  | 7110          | Architectural and related engineering consulting services<br>Architectural services; surveying and mapping services; geological and water resource survey services; other related technical consulting services; construction investment consulting; development and management of construction investment projects; construction surveying; supervision of construction and installation works; construction quality inspection; testing; bidding consulting. |                             |
| 25  | 7499          | Other professional, scientific, and technological activities not classified elsewhere<br>Other professional, scientific, and technological activities not classified elsewhere; consulting on the transfer of new technology and automation equipment.   |                             |
| 26  | 7710          | Motorized vehicle rental<br>Rental of motor vehicles without a driver; rental of cars, trucks, motorcycles, and other motor vehicles.  |                             |
| 27  | 7730          | Rental of machinery, equipment, and other tangible items without an operator<br>Rental of construction and civil engineering machinery and equipment   |                             |

| No. | Industry code | Program Name  | Primary business activities |
|-----|---------------|---|-----------------------------|
|     |               | without operators; rental of equipment, production lines, and steel structures for construction projects.   |                             |
| 28  | 8299          | Other business support services not classified elsewhere<br>Other business support services not classified elsewhere; import and export of construction materials, supplies, machinery, equipment, production lines, and transportation vehicles. |                             |
| 29  | 8511          | Early Childhood Education<br>Early childhood education for children aged three months to three years.   |                             |
| 30  | 8512          | Preschool education<br>Early childhood education for children aged three to six; preparing children for first grade.  |                             |
| 31  | 8531          | Basic training<br>Entry-level training; training in the fields of mechanical engineering, equipment repair, construction, residential and industrial electrical systems, HVAC systems, elevators, and low-voltage electrical systems.             |                             |
| 32  | 8532          | Vocational training<br>Intermediate-level training; training in the fields of mechanical engineering, equipment repair, construction, residential and industrial electrical systems, HVAC systems, elevators, and low-voltage electrical systems. |                             |
| 33  | 8533          | Associate Degree Programs<br>Associate degree programs; training in mechanical engineering, equipment repair, construction, residential and industrial electrical systems, HVAC systems, elevators, and low-voltage electrical systems.           |                             |
| 34  | 8559          | Details: Foreign language instruction, conversation skills training, and other  |                             |

| No. | Industry code | Program Name                                     | Primary business activities |
|-----|---------------|--|-----------------------------|
|     |               | educational activities not classified elsewhere. |                             |

2. In the course of its operations, the Company may change its business lines in accordance with the law. Following approval by the General Meeting of Shareholders, the Company notified the business registration authority of the changes to its registration details. The business registration authority approved the addition of these changes to the Company's registration records, and they were published on the National Business Registration Portal.
3. A company must meet the necessary business requirements when engaging in business sectors or investment activities subject to conditions as prescribed by law, and must ensure that it continues to meet those requirements throughout its business operations.
4. The Company's operational objectives:

The Company was established to raise and utilize capital effectively in the development of its registered business operations, with the aim of maximizing profits, increasing returns for shareholders, creating stable employment for workers, contributing to the state budget, and fostering the Company's growth.

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

The Company is authorized to plan and conduct all business activities within the scope of its business lines as published on the National Business Registration Portal and in these Articles of Association, in accordance with applicable laws, and to take appropriate measures to achieve the Company's objectives.

### **CHAPTER IV. AUTHORIZED CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS**

#### **Article 6. Authorized Capital, Shares, and Founding Shareholders**

1. The Company's authorized capital is 287,470,170,000 VND (Two hundred eighty-seven billion, four hundred seventy million, one hundred seventy thousand Vietnamese dong). The Company's total authorized capital is divided into 28,747,017 (twenty-eight million, seven hundred forty-seven thousand, one hundred seventeen) shares with a par value of 10,000 (ten thousand VND) per share.
2. The company may change its authorized capital upon approval by the General Meeting of Shareholders and in accordance with applicable laws.
3. The Company's shares as of the date of adoption of these Bylaws consist of common shares. The rights and obligations of shareholders holding each class of shares are set forth in Articles 12 and 13 of these Bylaws.
4. The company may issue other types of preferred shares upon approval by the General Meeting of Shareholders and in accordance with applicable laws.
5. The names, addresses, number of shares, and other information regarding the founding shareholders, as required by the Enterprise Law, are set forth in the attached Appendix 01. This appendix is an integral part of these Articles of Association.



6. Common shares must be offered on a priority basis to existing shareholders in proportion to their ownership of common shares in the Company, unless the General Meeting of Shareholders decides otherwise. The Board of Directors of the Company shall decide on the disposition of any shares not fully subscribed by shareholders. The Board of Directors may distribute such shares to shareholders and others on terms no less favorable than those offered to existing shareholders, unless the General Meeting of Shareholders approves otherwise.
7. The Company may purchase shares issued by the Company itself in the manner prescribed in these Articles of Association and applicable laws. Shares repurchased by the Company shall be classified as treasury shares, and the Board of Directors may offer them for sale in a manner consistent with the Securities Law, relevant guidelines, and the provisions of these Articles of Association.
8. The company may issue other types of securities in accordance with the law.

#### **Article 7. Stock Certificates**

1. Shareholders of the Company may be issued stock certificates corresponding to the number and class of shares they hold.
2. A stock is a type of security that confirms the holder's legal rights and interests in a portion of the issuing entity's equity capital. A stock is issued by the Company, and a book entry or electronic record confirms ownership of one or more shares of the Company. A stock must contain all the information specified in Clause 1 of Article 121 of the Enterprise Law.
3. Within 20 (twenty) days from the date of submission of a complete application for the transfer of share ownership in accordance with the Company's regulations, or within 2 months (or such other period as specified in the terms of issuance) from the date of full payment for the shares as provided in the Company's share issuance plan, the holder of the shares may be issued a share certificate. Shareholders are not required to pay the Company any costs associated with printing the share certificates.
4. If a stock certificate is lost, destroyed, or damaged, the holder of such stock may request the issuance of a new stock certificate. The shareholder's request must include the following information:
  - a) Information regarding shares that have been lost, damaged, or otherwise destroyed;
  - b) We undertake to assume responsibility for any disputes arising from the issuance of new shares.

#### **Section 8. Other Securities Certificates**

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

#### **Section 9. Transfer of Shares**

1. All shares are freely transferable unless otherwise provided for in these Articles of Association or by law. Shares listed or registered for trading on a stock exchange shall be transferred in accordance with the provisions of the laws governing securities and the securities market.
2. Shares that have not been fully paid up may not be transferred and do not confer the associated rights, such as the right to receive dividends, the right to receive

shares issued to increase share capital from equity, the right to subscribe for newly issued shares, and other rights as provided by law.

#### **Section 10. Redemption of Shares**

1. If a shareholder fails to pay the full amount due for the purchase of shares by the due date, the Board of Directors shall notify such shareholder and shall have the right to require the shareholder to pay the remaining amount and to be held liable, in proportion to the total par value of the shares subscribed for, for any financial obligations of the Company arising from the failure to make full payment.
2. The aforementioned payment notice must specify the new payment deadline (at least seven (07) days from the date the notice is sent), the payment location, and must clearly state that if payment is not made as required, the unpaid shares will be revoked.
3. The Board of Directors has the right to revoke shares that have not been paid in full and on time if the requirements set forth in the aforementioned notice are not met.
4. Repurchased shares are considered shares eligible for offering as defined in Article 112, Section 3 of the Enterprise Law. The Board of Directors may, either directly or through an authorized agent, sell or reallocate such shares under the terms and conditions it deems appropriate.
5. Shareholders holding shares subject to repurchase must relinquish their shareholder status with respect to such shares; however, they remain liable, in proportion to the total par value of the shares they have subscribed to, for the Company's financial obligations arising at the time of repurchase pursuant to the Board of Directors' decision, from the date of repurchase until the date of payment. The Board of Directors has full authority to decide on the enforcement of payment for the full value of the shares at the time of revocation.
6. A notice of redemption is sent to the holders of the shares subject to redemption prior to the redemption date. The redemption remains valid even in the event of errors or omissions in the delivery of the notice.

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

#### **Article 11. Organizational Structure, Governance, and Oversight**

The Company's organizational structure for management, administration, and control is established in accordance with the provisions of Point a, Paragraph 1 of Article 137 of the Enterprise Law, and includes:

1. Annual General Meeting of Shareholders;
2. Board of Directors;
3. Audit Committee; and
4. CEO.

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

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

1. Common shareholders have the following rights:
  - a) Attend and speak at General Shareholders' Meetings and exercise voting rights in person, through a proxy, or by other means as provided for in the Company's Articles of Association and applicable laws. Each common share carries one vote;
  - b) Receive dividends at the rate determined by the General Meeting of Shareholders;

- c) The right to subscribe to newly issued shares in proportion to the percentage of common stock held in the Company;
  - d) The freedom to transfer one's shares to others, except as provided for in Article 120, paragraph 3, and Article 127, paragraph 1, of the Enterprise Law and other relevant legal provisions;
  - e) Review, search for, and obtain extracts of information regarding names and contact addresses from the list of shareholders with voting rights; request corrections to inaccurate information regarding oneself;
  - f) Review, search for, extract, or copy the Company's Articles of Incorporation, minutes of General Shareholders' Meetings, and resolutions of the General Shareholders' Meeting;
  - g) When the Company is dissolved or goes bankrupt, the shareholder is entitled to a portion of the remaining assets proportional to their ownership stake in the Company;
  - h) Require the Company to repurchase its own shares in the cases specified in Article 132 of the Enterprise Law;
  - i) Equal treatment. Each share of the same class confers upon its holder equal rights, obligations, and benefits. If the Company has classes of preferred shares, the rights and obligations attached to such preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;
  - j) Have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;
  - k) To have their lawful rights and interests protected; to request the suspension or revocation of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the provisions of the Enterprise Law;
  - l) Other rights as provided by law and these Bylaws.
2. A shareholder or group of shareholders holding 5% or more of the total common shares has the following rights:
- a) Request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3 of Article 115 and Article 140 of the Enterprise Law;
  - b) Review, search for, and extract copies of minutes, resolutions, and decisions of the Board of Directors; semi-annual and annual financial reports; reports of the Audit Committee; contracts and transactions requiring approval by the Board of Directors; and other documents, except for those related to the Company's trade secrets and business secrets;
  - c) Request the Audit Committee to examine specific issues related to the management and operation of the Company when deemed necessary. Such requests must be made in writing and must include the following information: full name, contact address, nationality, and legal identification number for individual shareholders; the name, business registration number, or legal identification number of the organization, and the address of the principal office for organizational shareholders; the number of shares and the date of share registration for each shareholder, the total number of shares held by the group of shareholders, and the ownership percentage of the total shares of the Company; the matter to be inspected and the



- purpose of the inspection;
- d) Proposals for items to be included on the agenda of the General Meeting of Shareholders. Proposals must be in writing and submitted to the Company no later than three business days prior to the opening date of the meeting. Proposals must clearly state the shareholder's name, the number of shares of each class held by the shareholder, and the item proposed for inclusion on the agenda;
  - e) Other rights as provided by law and these Bylaws.
3. A shareholder or group of shareholders holding 10% or more of the total common shares has the right to nominate candidates to the Board of Directors and the Audit Committee. The nomination of candidates to the Board of Directors and the Audit Committee shall be conducted as follows:
- a) Common shareholders who form a group to nominate candidates for the Board of Directors and the Audit Committee must notify the attending shareholders of the group meeting prior to the opening of the General Meeting of Shareholders;
  - b) Based on the number of members of the Board of Directors and the Audit Committee, a shareholder or group of shareholders as specified in this clause shall have the right to nominate one or more persons, as determined by the General Meeting of Shareholders, as candidates for the Board of Directors and the Audit Committee. If the number of candidates nominated by a shareholder or group of shareholders is fewer than the number of candidates they are entitled to nominate pursuant to the resolution of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Audit Committee, and other shareholders.

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

Common shareholders have the following obligations:

- 1. Pay the full amount for the shares committed to purchase by the due date.
- 2. Capital contributed in the form of common stock may not be withdrawn from the Company in any form, except in cases where the shares are repurchased by the Company or a third party. If a shareholder withdraws part or all of the capital contributed in violation of this provision, that shareholder and any related parties within the Company shall be jointly and severally liable for the Company's debts and other financial obligations to the extent of the value of the shares withdrawn and any resulting damages.
- 3. Comply with the Company's Articles of Association and Internal Management Regulations.
- 4. Implement the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
- 5. Protect the information provided by the Company in accordance with the Company's Articles of Association and applicable laws; use the information provided solely to exercise and protect one's lawful rights and interests; and strictly refrain from disseminating, copying, or transmitting the information provided by the Company to other organizations or individuals.
- 6. Attend the General Meeting of Shareholders and exercise your voting rights through the following methods:
  - a) Attend and vote in person at the meeting;

- b) Authorize other individuals or organizations to attend and vote at the meeting;
  - c) Participate in and vote to approve via an online conference, electronic voting, or other electronic means;
  - d) Send voting ballots to the meeting by mail, fax, or email;
  - e) Submit voting ballots by other means as provided for in the Company's Articles of Association.
7. Be personally liable for acting on behalf of the Company in any capacity to commit any of the following acts:
- a) Violation of the law;
  - b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
  - c) Settle outstanding debts before they pose financial risks to the Company.
8. Fulfil other obligations as required by current laws and regulations.

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

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the Company's highest decision-making body. The General Meeting of Shareholders convenes annually once a year within four (04) months from the end of the fiscal year. The Board of Directors may decide to postpone the annual General Meeting of Shareholders if necessary, but not for more than six (6) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may convene for an extraordinary session. The venue for the General Meeting of Shareholders is the location 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 a suitable venue. The Annual General Meeting of Shareholders shall decide on matters in accordance with the law and the Company's Articles of Association, in particular by approving the audited annual financial statements. In the event that the audit report on the Company's annual financial statements contains material exceptions, a contrary audit opinion, or a refusal to express an opinion, the Company must invite a representative of the approved auditing firm that conducted the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and such representative of the approved auditing firm is required to attend the Company's Annual General Meeting of Shareholders.
3. The Board of Directors must convene an extraordinary general meeting of shareholders in the following cases:
  - a) The Board of Directors deems it necessary in the best interests of the Company;
  - b) The number of remaining members of the Board of Directors and the Audit Committee is less than the minimum number required by law;
  - c) At the request of a shareholder or group of shareholders as provided for in Clause 2 of Article 12 of these Bylaws; a request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purpose of the meeting, and bearing the signatures of the relevant shareholders, or the request may be prepared in multiple copies and bear the signatures of the relevant shareholders;
  - d) At the request of the Audit Committee;



- e) Other cases as provided by law and these Bylaws.
- 4. Call for an Extraordinary General Meeting of Shareholders
  - a) The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date on which the number of remaining members of the Board of Directors or the Audit Committee falls below the level specified in subparagraph b of paragraph 3 of this Article, or from the date of receipt of the request specified in subparagraphs c and d of paragraph 3 of this Article;
  - b) If the Board of Directors fails to convene a General Meeting of Shareholders in accordance with the provisions of subparagraph a of paragraph 4 of this Article, the Audit Committee shall, within the following 30 days, convene a General Meeting of Shareholders in lieu of the Board of Directors in accordance with the provisions of paragraph 3 of Article 140 of the Enterprise Law;
  - c) If the Audit Committee fails to convene a General Meeting of Shareholders in accordance with the provisions of subparagraph b of paragraph 4 of this Article, the shareholder or group of shareholders specified in subparagraph c of paragraph 3 of this Article shall have the right to request the Company's representative to convene a General Meeting of Shareholders in accordance with the provisions of the Enterprise Law;

In this case, a shareholder or group of shareholders convening a General Meeting of Shareholders may request the Business Registration Authority to oversee the procedures for convening, conducting, and making decisions at the General Meeting of Shareholders. All costs associated with convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders in attending the General Meeting of Shareholders, including accommodation and travel expenses.

- d) The procedures for convening a General Meeting of Shareholders as provided for in Clause 5 of Article 140 of the Enterprise Law and in these Articles of Association.

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

- 1. The General Meeting of Shareholders has the following rights and obligations:
  - a) In line with the Company's development strategy;
  - b) Determine the classes of shares and the total number of shares of each class authorized for issuance; determine the annual dividend rate for each class of shares;
  - c) Elect, remove, or dismiss members of the Board of Directors and members of the Audit Committee;
  - d) A decision to invest in or sell assets with a value of 35% or more of the total asset value as reported in the Company's most recent financial statements.
  - e) Resolution to amend and supplement the Company's Articles of Association;
  - f) Approve the annual financial statements;
  - g) A decision to repurchase more than 10% of the total number of shares issued of each class;
  - h) Review and address violations committed by members of the Board of Directors and members of the Audit Committee that cause harm to the Company and its shareholders;
  - i) Decision to restructure or dissolve the Company;

- j) Determine the budget or total compensation, bonuses, and other benefits for the Board of Directors and the Audit Committee;
  - k) Approval of the Internal Governance Regulations; Regulations on the Operations of the Board of Directors and the Audit Committee;
  - l) Approve the list of approved audit firms; designate an approved audit firm to conduct an audit of the Company's operations; and remove an approved auditor when deemed necessary;
  - m) Other rights and obligations as provided by law.
2. The General Meeting of Shareholders discussed and approved the following matters:
- a) The Company's annual business plan;
  - b) The annual financial statements have been audited;
  - c) Report of the Board of Directors on governance and the performance of the Board of Directors and each member of the Board of Directors;
  - d) Report of the Audit Committee on the Company's business results and the performance of the Board of Directors and the Chief Executive Officer;
  - e) Self-assessment report on the performance of the Audit Committee and its members;
  - f) The dividend amount per share for each class;
  - g) The number of members of the Board of Directors and the Audit Committee;
  - h) Elect, remove, or dismiss members of the Board of Directors and members of the Audit Committee;
  - i) Determine the budget or total compensation, bonuses, and other benefits for the Board of Directors and the Audit Committee;
  - j) Approve the list of approved audit firms; decide which approved audit firm will conduct an audit of the Company's operations when deemed necessary;
  - k) Amend and revise the Company's Articles of Incorporation;
  - l) The class of shares and the number of new shares issued for each class, as well as the transfer of shares by founding members within the first three years from the date of establishment;
  - m) The division, separation, consolidation, merger, or conversion of the Company;
  - n) Reorganization and dissolution (liquidation) of the Company and appointment of a liquidator;
  - o) A decision to invest in or sell assets with a value of 35% or more of the total asset value as recorded in the Company's most recent financial statements;
  - p) A decision to repurchase more than 10% of the total number of shares issued of each class;
  - q) The Company enters into contracts or conducts transactions with the parties specified in Clause 1 of Article 167 of the Enterprise Law, where the value of such contracts or transactions is equal to or greater than 35% of the total value of the Company's assets as recorded in its most recent financial statements;
  - r) Approval of transactions specified in Clause 4 of Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, issued by the Government, detailing the implementation of certain provisions of the Securities Law;

- s) Approve the Internal Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Audit Committee;
- t) Other matters as provided by law and these Bylaws.
- 3. The Annual General Meeting of Shareholders discussed and approved the following matters:
  - a) The Company's annual business plan;
  - b) Annual financial statements;
  - c) Report of the Board of Directors on governance and the performance of the Board of Directors and each member of the Board of Directors;
  - d) Report of the Audit Committee on the Company's business results and the performance of the Board of Directors and the Chief Executive Officer;
  - e) Self-assessment report on the performance of the Audit Committee and the Auditor;
  - f) The dividend amount per share for each class;
  - g) Another matter within the jurisdiction.
- 4. All resolutions and matters included on the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

#### **Article 16. Proxy for Attendance at the General Meeting of Shareholders**

- 1. Shareholders and authorized representatives of shareholders who are organizations may attend the meeting in person or authorize one or more other individuals or organizations to attend the meeting, or attend the meeting through one of the methods specified in Section 3 of Article 144 of the Enterprise Law.
- 2. The authorization of a representative to attend the General Meeting of Shareholders must be made in writing using the Company's form and include the following information: the name of the authorizing shareholder, the name of the individual or organization being authorized, the number of shares being authorized, the scope of the authorization, the duration of the authorization, the signatures of the authorizing party and the authorized party, and the seal (if the authorizing party or the authorized party is an organization with a seal).

A person authorized to attend the General Meeting of Shareholders must submit a power of attorney when registering to attend the meeting. In the case of a sub-delegation, the attendee must also present the original power of attorney from the shareholder or the authorized representative of a shareholder that is an organization (if it has not previously been registered with the Company).

- 3. A proxy vote cast by a proxy holder within the scope of the proxy remains valid in any of the following circumstances:
  - a) The principal has died, has limited legal capacity, or has lost legal capacity;
  - b) The principal has revoked the power of attorney;
  - c) The principal has revoked the agent's authority.

If the Company receives notice of any of the above events prior to the commencement of the General Meeting of Shareholders or prior to the reconvening of the meeting, the provisions of this Article shall not apply.

#### **Section 17. Changes to Rights**

- 1. Any amendment or revocation of the special rights attached to a class of preferred



shares takes effect upon approval by shareholders representing 65% or more of the total voting shares of all shareholders present at the meeting. A resolution of the General Meeting of Shareholders regarding matters that adversely affect the rights and obligations of shareholders holding preferred shares may only be adopted if approved by preferred shareholders of the same class present at the meeting who hold 75% of the total preferred shares of that class, or if approved by preferred shareholders of the same class holding at least 75% of the total preferred shares of that class in the case of a resolution adopted through a written ballot.

2. A meeting of shareholders holding a class of preferred shares to approve the aforementioned amendment to rights is valid only if attended by at least two shareholders (or their proxies) who collectively hold at least one-third of the par value of the issued shares of that class. If the required quorum is not met, the meeting shall be reconvened within the following 30 days, and all holders of such shares (regardless of the number of persons or shares) present in person or through a proxy shall be deemed to constitute the required quorum. At meetings of shareholders holding the aforementioned preferred shares, those holding such shares who are present in person or through a representative may request a secret ballot. Each share of the same class has equal voting rights at such meetings.
3. The procedures for conducting such separate meetings shall be carried out in accordance with the provisions of Articles 19, 20, and 21 of these Bylaws.
4. Unless otherwise provided in the terms of the share issuance, the special rights attached to classes of shares that have preferential rights with respect to some or all matters relating to the distribution of the Company's profits or assets shall not be affected when the Company issues additional shares of the same class.

#### **Article 18. Convening of Meetings, Meeting Agenda, and Notice of the General Meeting of Shareholders**

1. The Board of Directors shall convene an annual and extraordinary general meeting of shareholders. The Board of Directors shall convene an extraordinary general meeting of shareholders in the cases specified in paragraph 3 of Article 14 of these Bylaws.
2. The person convening the General Meeting of Shareholders must perform the following tasks:
  - a) Prepare a list of shareholders eligible to attend and vote at the Company's General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be compiled no later than ten (10) days prior to the date of sending the notice of the General Meeting of Shareholders. The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the record date.
  - b) Prepare the program and content for the conference;
  - c) Prepare materials for the conference;
  - d) Draft resolution of the General Meeting of Shareholders based on the proposed agenda for the meeting;
  - e) Determine the date and location of the convention;
  - f) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

- g) Other tasks related to the conference.
- 3. Notice of the General Meeting of Shareholders shall be sent to all shareholders by certified mail and simultaneously published on the Company's website and on the websites of the State Securities Commission and the stock exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send the meeting notice to all shareholders on the list of shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the opening date of the General Meeting of Shareholders (calculated from the date the notice is validly sent, postage paid, or deposited in a mailbox). The agenda for the General Meeting of Shareholders and the documents related to the matters to be voted on at the meeting shall be sent to the shareholders and/or posted on the Company's website. In the event that the documents are not sent with the notice of the General Meeting of Shareholders, the notice of the meeting must clearly state the link to all meeting documents so that shareholders may access them, including:
  - a) Meeting agenda, materials used during the meeting;
  - b) A list and detailed information of the candidates for the election of members of the Board of Directors and members of the Audit Committee (if any);
  - c) Ballot;
  - d) A draft resolution for each item on the meeting agenda.
- 4. A shareholder or group of shareholders as specified in Clause 2 of Article 12 of these Articles of Association has the right to propose items for inclusion on the agenda of the General Meeting of Shareholders. Such proposals must be in writing and must be submitted to the Company at least three (3) business days prior to the opening date of the General Meeting of Shareholders. The proposal must include the shareholder's full name, permanent address, nationality, and ID card number, national identity card, passport, or other valid personal identification documents for individual shareholders; the name, business registration number, or establishment decision number, and the address of the principal office for shareholder organizations; the number and type of shares held by the shareholder; and the content of the proposal to be included in the meeting agenda.
- 5. The person convening the General Meeting of Shareholders has the right to reject the proposal specified in paragraph 4 of this Article if any of the following circumstances apply:
  - a) The petition was submitted in violation of the provisions of paragraph 4 of this Article;
  - b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the common shares as provided for in paragraph 2 of Article 12 of these Bylaws;
  - c) The matter raised does not fall within the scope of the General Meeting of Shareholders' authority to decide;
  - d) Other cases as provided by law and these Bylaws.
- 6. The person convening the General Meeting of Shareholders must accept and include the proposal specified in paragraph 4 of this Article in the proposed agenda and agenda items for the meeting, except as provided for in paragraph 5 of this Article; the proposal shall be formally added to the agenda and agenda items if



approved by the General Meeting of Shareholders.

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

1. The General Meeting of Shareholders is held when shareholders present at the meeting represent more than 50% of the total voting shares.
2. If the first meeting does not meet the requirements for convening as provided in paragraph 1 of this Article, a notice of the second meeting shall be sent within thirty (30) days from the date originally scheduled for the first meeting. The second General Meeting of Shareholders shall be held if shareholders present at the meeting represent 33% or more of the total voting rights.
3. If the second meeting does not meet the requirements for convening as provided in paragraph 2 of this Article, the notice of the third meeting must be sent within twenty (20) days from the date scheduled for the second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes cast by the attending shareholders.

#### **Article 20. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders**

1. Before the meeting begins, the Company must conduct the shareholder registration process and must continue the registration until all shareholders entitled to attend the meeting have registered, in accordance with the following procedure:
  - a) When registering shareholders, the Company issues a voting card to each shareholder or proxy holder with voting rights, which states the registration number, the shareholder's full name, the proxy holder's full name, and the number of votes allocated to that shareholder. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by casting votes in favor, against, or abstaining. At the meeting, ballots in favor of a resolution are collected first, followed by those against the resolution; finally, the total number of votes in favor or against is counted to reach a decision. The results of the vote count are announced by the Chairperson immediately before the meeting adjourns. The General Meeting elects individuals responsible for counting votes or supervising the vote count upon the Chairperson's proposal. The number of members on the vote-counting committee is determined by the General Meeting of Shareholders based on the Chairperson's proposal.
  - b) Shareholders, their authorized representatives (whether organizations or individuals), and persons authorized to attend who arrive after the meeting has begun have the right to register immediately and, upon registration, have the right to participate in and vote at the meeting. The presiding officer is not required to suspend the meeting to allow late-arriving shareholders to register, and the validity of matters previously voted on remains unaffected.
2. The election of the Chairperson, Secretary, and Ballot Counting Committee is governed by the following provisions:
  - a) The Chairman of the Board of Directors presides over, or delegates another member of the Board of Directors to preside over, the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairman is absent or temporarily unable to perform his duties, the remaining members of the Board of Directors shall elect one of their number to preside over the meeting by a majority vote. If no presiding officer can be elected, the Chair of the Audit Committee

shall facilitate the General Meeting of Shareholders in electing a presiding officer from among the attendees, with the person receiving the highest number of votes serving as the presiding officer;

- b) Except as provided in subparagraph (a) of this paragraph, the person who signs the notice convening the General Meeting of Shareholders shall preside over the meeting to elect the Chairperson of the meeting, and the person receiving the highest number of votes shall be appointed as the Chairperson of the meeting;
  - c) The chairperson shall appoint one or more persons to serve as secretaries for the meeting;
  - d) The General Meeting of Shareholders shall elect one or more persons to the Ballot Counting Committee upon the recommendation of the Chair of the meeting.
3. The agenda and agenda items must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically specify the time allocated for each item on the agenda.
4. The chairperson of the meeting has the authority to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and in a way that reflects the wishes of the majority of attendees.
- a) Seating arrangements at the venue for the Annual General Meeting of Shareholders;
  - b) Ensure the safety of everyone present at the meeting venues;
  - c) Facilitate shareholders' attendance (or continued attendance) at the meeting. The convener of the General Meeting of Shareholders has full authority to modify the measures described above and to implement all necessary measures. Such measures may include issuing admission passes or utilizing other alternative methods.
5. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by casting votes in favor, against, or abstaining. The chairperson announces the voting results immediately before the meeting adjourns.
6. Shareholders or their proxies who arrive after the meeting has begun may still register and are entitled to vote immediately upon registration; in such cases, the validity of the matters already voted on remains unaffected.
7. The person who convenes or presides over a General Meeting of Shareholders has the following rights:
- a) Require all meeting attendees to undergo screening or other lawful and reasonable security measures;
  - b) Request the competent authority to maintain order at the meeting; remove from the General Shareholders' Meeting any persons who fail to comply with the chairperson's direction, intentionally disrupt the meeting, obstruct the normal progress of the meeting, or fail to comply with security screening requirements.
8. The chairperson has the authority to postpone a General Meeting of Shareholders for which the maximum number of registered attendees has been reached for no more than three business days from the scheduled start date of the meeting, and may only postpone the meeting or change the venue in the following circumstances:
- a) The meeting venue does not have enough comfortable seating for all attendees;

- b) The communication facilities at the meeting venue do not allow attending shareholders to participate, discuss, and vote;
- c) Some attendees disrupted the meeting and caused disturbances, posing a risk that the meeting would not proceed fairly and lawfully.
- 9. If the Chairperson adjourns or suspends the General Meeting of Shareholders in violation of the provisions of paragraph 8 of this Article, the General Meeting of Shareholders shall elect another person from among those present to replace the Chairperson and preside over the meeting until its conclusion; all resolutions adopted at that meeting shall remain valid and enforceable.
- 10. In cases where the Company uses modern technology to hold a General Meeting of Shareholders via an online meeting, the Company is responsible for ensuring that shareholders may participate and vote via electronic voting or other electronic means in accordance with Article 144 of the Enterprise Law and Paragraph 3 of Article 273 of Decree No. 155/ND-CP dated December 31, 2020, issued by the Government, which provides detailed regulations for the implementation of certain provisions of the Securities Law.

#### **Section 21. Conditions for the Adoption of a Resolution by the General Meeting of Shareholders**

- 1. A resolution on the following matter shall be adopted if approved by shareholders representing 65% or more of the total voting rights of all shareholders present at the meeting, except as provided for in Clauses 3, 4, and 6 of Article 148 of the Enterprise Law:
  - a) Class of shares and the total number of shares of each class;
  - b) Changes in industry, profession, and business sector;
  - c) Restructuring the Company's management organization;
  - d) An investment project or the sale of assets with a value of 35% or more of the total asset value as stated in the Company's most recent financial statements;
  - e) Restructuring and Dissolution of the Company.
- 2. Resolutions are adopted when approved by shareholders holding more than 50% of the total voting shares of all shareholders present at the meeting, except as provided for in paragraph 1 of this Article and paragraphs 3, 4, and 6 of Article 148 of the Enterprise Law.
- 3. The election of members of the Board of Directors and the Audit Committee is conducted in accordance with the provisions of Section 3 of Article 148 of the Enterprise Law.
- 4. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares are valid and effective even if the procedures for convening the meeting and adopting such resolutions violate the provisions of the Enterprise Law and the Company's Articles of Association.

#### **Article 22. Authority and Procedures for Obtaining Written Consent from Shareholders to Adopt Resolutions of the General Meeting of Shareholders**

The authority and procedures for obtaining written consent from shareholders to adopt resolutions of the General Meeting of Shareholders shall be carried out in accordance with the following provisions:

- 1. The Board of Directors has the authority to seek shareholders' written consent to



adopt resolutions of the General Meeting of Shareholders when it deems such action necessary in the Company's best interests, except as provided for in Article 147, Section 2 of the Enterprise Law.

2. The Board of Directors must prepare the voting ballot, the draft resolution of the General Meeting of Shareholders, and explanatory materials regarding the draft resolution, and send them to all shareholders with voting rights no later than 10 days before the deadline for returning the voting ballot. The requirements and procedures for submitting the voting ballot and accompanying materials shall be carried out in accordance with the provisions of Clause 3, Article 18 of these Bylaws.
3. The feedback form must include the following key information:
  - a) Company name, address of the principal office, and business registration number;
  - b) Purpose of the consultation;
  - c) Full name, contact address, nationality, and identification number for individual shareholders; the name, business registration number, or legal identification number of the organization, and the address of the principal office for corporate shareholders, or the full name, contact address, nationality, and legal identification number of the individual for the representative of a corporate shareholder; the number of shares of each class and the number of voting rights held by the shareholder;
  - d) Matters requiring consultation for the adoption of the resolution;
  - e) The voting options include "in favor," "against," and "no opinion" for each issue put to a vote;
  - f) The deadline for returning the completed feedback form to the Company;
  - g) First name, last name, and signature of the Chairman of the Board of Directors.
4. Shareholders may submit their completed ballots to the Company in the following ways:
  - a) In the case of mail-in submissions: completed ballot forms must be signed by individual shareholders, or by the authorized representative or legal representative of corporate shareholders. Ballot forms returned to the Company must be enclosed in a sealed envelope, and no one is permitted to open them prior to the vote count;
  - b) If submitted by fax or email, the feedback forms sent to the Company must be kept confidential until the votes are counted;
  - c) Ballots returned to the Company after the deadline specified in the ballot instructions, or that have been opened if mailed, or disclosed if sent by fax or email, are invalid. Ballots that are not returned are considered abstentions.
5. The Board of Directors shall count the votes and prepare the vote-counting minutes in the presence of the Audit Committee or a shareholder who does not hold a management position in the Company. The vote-counting minutes must include the following main contents:
  - a) Name, address of the principal office, business registration number;
  - b) Purpose and matters requiring input for the adoption of the resolution;
  - c) The number of shareholders with total voting rights who participated in the vote, including a breakdown of valid and invalid votes and the method of submitting votes, accompanied by an appendix listing the shareholders who participated in the vote;

- d) The total number of votes in favor, against, and abstentions for each issue;
- e) The items that were approved and their respective approval rates;
- f) The full name and signature of the Chairman of the Board of Directors, the ballot counter, and the ballot counting supervisor.

Members of the Board of Directors, ballot counters, and ballot counting supervisors shall be jointly and severally liable for the integrity and accuracy of the ballot counting records; they shall also be jointly and severally liable for any damages arising from decisions adopted as a result of dishonest or inaccurate ballot counting.

- 6. The vote tally and resolution sent to shareholders shall be replaced by their publication on the Company's website within 24 hours of the conclusion of the vote count.
- 7. Completed ballots, vote tally sheets, adopted resolutions, and any related documents submitted with the ballots must be retained at the Company's principal office.
- 8. A resolution adopted through a written ballot of shareholders is valid if it is approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote, and it has the same legal effect as a resolution adopted at a General Meeting of Shareholders.

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

- 1. Minutes must be taken of the General Meeting of Shareholders, and the meeting may be audio-recorded or recorded and stored in another electronic format. The minutes must be prepared in Vietnamese; they may also be prepared in a foreign language and must include the following main contents:
  - a) Name, address of the principal office, business registration number;
  - b) The time and place of the General Meeting of Shareholders;
  - c) Meeting agenda and meeting content;
  - d) The names of the presiding officer and the secretary;
  - e) A summary of the proceedings of the meeting and the remarks made at the General Shareholders' Meeting regarding each item on the agenda;
  - f) The number of shareholders and the total number of votes cast by shareholders attending the meeting, along with an appendix listing the registered shareholders and their representatives attending the meeting, along with their respective shareholdings and number of votes;
  - g) The total number of votes cast on each voting item, specifying the voting method, the total number of valid and invalid votes, and the number of votes in favor, against, and abstentions; the corresponding percentage of the total votes cast by shareholders present at the meeting;
  - h) The items that were approved and the corresponding approval vote percentages;
  - i) The full name and signature of the Chairperson and the Secretary. If the Chairperson or the Secretary refuses to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors present at the meeting and contain all the information required under this section. The meeting minutes shall clearly state that the Chairperson or the Secretary refused to sign the minutes.



2. The minutes of the General Shareholders' Meeting must be completed and approved before the meeting concludes. The chairperson and secretary of the meeting, or any other person signing the minutes, shall be jointly and severally liable for the truthfulness and accuracy of the minutes' content.
3. Minutes prepared in Vietnamese and in a foreign language (if any) have equal legal validity. In the event of any discrepancy between the content of the Vietnamese-language minutes and the foreign-language minutes, the content of the Vietnamese-language minutes shall prevail.
4. Resolution, Minutes of the General Meeting of Shareholders, the appendix listing registered shareholders attending the meeting along with their signatures, proxy documents for attending the meeting, all documents attached to the Minutes (if any), and related documents accompanying the meeting notice must be disclosed in accordance with the legal provisions on information disclosure in the securities market and must be retained at the Company's principal office.

#### **Section 24. Request to Revoke a Resolution of the General Meeting of Shareholders**

Within ninety (90) days from the date of receipt of the Resolution, the Minutes of the General Meeting of Shareholders, or the Minutes of the results of the written ballot to solicit shareholder opinions, shareholders or a group of shareholders as specified in Clause 2 of Article 12 of these Articles of Association have the right to request the Court or an Arbitration Tribunal to review and annul the Resolution or a portion of the content of the General Meeting of Shareholders' Resolution in the following cases:

1. Any procedure or process for convening a meeting or soliciting written opinions from shareholders, or for the General Meeting of Shareholders to make decisions, that seriously violates the provisions of the Enterprise Law and these Articles of Association, except as provided for in Clause 4 of Article 21 of these Articles of Association.
2. The content of the resolution violates the law or these Bylaws.

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

#### **Section 25. Nomination and Election of Board of Directors Members**

1. Once the candidates for the Board of Directors have been identified, the Company must disclose information regarding the candidates at least 10 days prior to the opening of the General Meeting of Shareholders on the Company's website so that shareholders may familiarize themselves with these candidates before voting. Board of Directors candidates must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties with integrity, diligence, and in the best interests of the Company if elected as a member of the Board of Directors. Information regarding Board of Directors candidates that is disclosed includes:
  - a) Full name, date of birth;
  - b) Professional qualifications;
  - c) Work history;
  - d) Other management positions (including positions on the board of directors of other

companies);

- e) Interests related to the Company and its affiliates;
  - f) Other information (if any);
  - g) The Company is required to disclose information regarding the companies in which a Board of Directors candidate holds a position as a board member or other management role, as well as any interests the candidate has in the Company (if any).
2. Shareholders or groups of shareholders holding 10% or more of the total common shares have the right to nominate candidates for the Board of Directors, as follows:
- a) A shareholder or group of shareholders holding between 10% and less than 20% of the Company's total common shares may nominate one (1) candidate;
  - b) A shareholder or group of shareholders holding between 20% and less than 30% of the Company's total common shares may nominate up to two (02) candidates;
  - c) A shareholder or group of shareholders holding between 30% and less than 40% of the Company's total common shares may nominate up to three (03) candidates;
  - d) A shareholder or group of shareholders holding between 40% and less than 50% of the Company's total common shares may nominate up to four (04) candidates;
  - e) A shareholder or group of shareholders holding between 50% and less than 60% of the Company's total common shares may nominate up to five (5) candidates;
  - f) A shareholder or group of shareholders holding between 60% and less than 70% of the Company's total common shares may nominate up to six (06) candidates;
  - g) A shareholder or group of shareholders holding between 70% and 80% of the Company's total common shares may nominate up to seven (7) candidates;
  - h) A shareholder or group of shareholders holding between 80% and less than 90% of the Company's total common shares may nominate up to eight (8) candidates;
  - i) A shareholder or group of shareholders holding 90% or more of the Company's total common shares may nominate up to nine (09) candidates, or all candidates if the Board of Directors consists of more than nine members.
3. If the number of Board of Directors candidates approved through nominations and candidacies still does not meet the required number as stipulated in Clause 5 of Article 115 of the Enterprise Law, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the Company's Articles of Association, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The incumbent Board of Directors' nomination of additional candidates must be clearly disclosed prior to the General Meeting of Shareholders voting to elect Board members in accordance with the law.

## **Section 26. Composition and Term of Office of Board of Directors Members**

- 1. The Board of Directors shall consist of no fewer than three and no more than eleven members. The specific number of Board members for each term shall be determined by the General Meeting of Shareholders on a case-by-case basis.
- 2. The term of office for a member of the Board of Directors shall not exceed five (5) years, and such member may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Company's Board of Directors for no more than two consecutive terms. In the event that all members of the Board of Directors' terms expire simultaneously, such members shall continue

to serve on the Board of Directors until new members are elected to replace them and assume their duties.

3. Composition of the Board of Directors

- a) The number of non-executive members of the Company's Board of Directors must comply with the following requirement:
    - i) There must be at least one non-executive member if the company has a Board of Directors consisting of three to five members;
    - ii) There must be at least two non-executive members if the company has a Board of Directors consisting of six to eight members;
    - iii) There must be at least three non-executive members if the company has a Board of Directors consisting of nine to eleven members
  - b) The total number of independent members of the Board of Directors must comply with the following requirement:
    - i) There must be at least one independent member if the Company has a Board of Directors consisting of three to five members;
    - ii) There must be at least two independent members if the Company has a Board of Directors consisting of six to eight members;
    - iii) There must be at least three independent members if the Company has a Board of Directors consisting of nine to eleven members.
4. A member of the Board of Directors ceases to be a member of the Board of Directors if he or she is removed, dismissed, or replaced by the General Meeting of Shareholders in accordance with the provisions of Article 160 of the Enterprise Law.
5. The appointment of members of the Board of Directors must be disclosed in accordance with the provisions of the laws on securities and the securities market.
6. A member of the Board of Directors need not be a shareholder of the Company.

**Article 27. Powers and Duties of the Board of Directors**

- 1. The Board of Directors is the Company's governing body and has full authority to act on behalf of the Company in making decisions and exercising the Company's rights and fulfilling its obligations, except for those rights and obligations that fall within the jurisdiction of the General Meeting of Shareholders.
- 2. The rights and obligations of the Board of Directors are prescribed by law, the Company's Articles of Association, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:
  - a) The Company's strategic decisions, medium-term development plans, and annual business plans;
  - b) A proposal regarding the types of shares and the total number of shares authorized for issuance for each type;
  - c) Decide to sell the unsold shares within the limit of the number of shares authorized for offering for each class; decide to raise additional capital through other means;
  - d) Determine the selling price of the Company's shares and bonds;
  - e) A decision to repurchase shares in accordance with paragraphs 1 and 2 of Article 133 of the Enterprise Law;
  - f) Decide on investment plans and investment projects within the scope of authority and limits prescribed by law;



- g) Decide on strategies for market development, marketing, and technology;
  - h) Through purchase, sale, borrowing, lending, and other contracts or transactions with a value of 35% or more of the total asset value as recorded in the Company's most recent financial statements, except for contracts or transactions within the decision-making authority of the General Meeting of Shareholders as provided for in Point d of Paragraph 2 of Article 138, and Paragraphs 1 and 3 of Article 167 of the Enterprise Law;
  - i) Elect, remove, or dismiss the Chairman of the Board of Directors; appoint, remove, enter into contracts with, or terminate contracts with the General Director and other key managers as specified in the Company's Articles of Association; determine the salaries, compensation, bonuses, and other benefits of such managers; appointing authorized representatives to participate in the Board of Members or the General Meeting of Shareholders of another company, and determining the compensation and other benefits of such persons;
  - j) Oversee and direct the CEO and other managers in the day-to-day operations of the Company;
  - k) Decide on the Company's organizational structure and internal management regulations; decide on the establishment of subsidiaries, branches, and representative offices; and decide on capital contributions and the purchase of shares in other businesses;
  - l) Approve the agenda and meeting materials for the General Shareholders' Meeting, convene the General Shareholders' Meeting, or seek the General Shareholders' Meeting's approval of a resolution;
  - m) The audited annual financial report was presented to the Annual General Meeting of Shareholders;
  - n) Propose the dividend payout amount; determine the timing and procedures for dividend payments (following approval by the Annual General Meeting of Shareholders) or address losses incurred during business operations;
  - o) Proposing the reorganization or dissolution of the Company; filing for the Company's bankruptcy;
  - p) Decide to issue the Rules of Procedure for the Board of Directors and the Internal Rules on Corporate Governance after they have been approved by the General Meeting of Shareholders; decide to issue the Rules on the Company's Disclosure of Information;
  - q) Business or transactional matters that the Board of Directors deems necessary to approve within the scope of its authority and responsibilities;
  - r) Other rights and obligations as provided for in the Enterprise Law, the Securities Law, other applicable laws, and the Company's Articles of Association.
3. The Board of Directors must report to the General Meeting of Shareholders on the Board's performance in accordance with Article 280 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, which provides detailed regulations for the implementation of certain provisions of the Securities Law.

## **Section 28. Remuneration, Salaries, and Other Benefits of Members of the Board of Directors**

1. The company has the right to pay compensation and bonuses to members of the



Board of Directors based on business results and performance.

2. Members of the Board of Directors are entitled to compensation and bonuses. Compensation is calculated based on the number of working days required to fulfill the duties of a Board member and the daily compensation rate. The Board of Directors determines the compensation for each member by consensus. The total compensation and bonuses for the Board of Directors are decided by the General Meeting of Shareholders at its annual meeting.
3. The remuneration of each member of the Board of Directors is recognized as an operating expense of the Company in accordance with corporate income tax laws, is disclosed as a separate line item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.
4. A member of the Board of Directors who holds an executive position, or a member of the Board of Directors who serves on subcommittees of the Board or performs duties beyond the scope of the typical responsibilities of a Board member, may be paid additional compensation in the form of a lump-sum payment, salary, commission, profit share, or in any other form as determined by the Board of Directors.
5. Members of the Board of Directors are entitled to reimbursement for all travel, meal, and lodging expenses, as well as other reasonable expenses they have incurred in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Shareholders' Meeting, the Board of Directors, or subcommittees of the Board of Directors.
6. The Company may purchase liability insurance for members of the Board of Directors upon approval by the General Meeting of Shareholders. This insurance does not cover liability arising from violations of the law or the Company's Articles of Association by members of the Board of Directors.

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

1. The Chairman of the Board of Directors is elected, removed, or dismissed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors may not also serve as the Chief Executive Officer.
3. The Chairman of the Board of Directors has the following rights and duties:
  - a) Develop the Board of Directors' agenda and work plan;
  - b) Prepare the agenda, content, and materials for the meeting; convene, preside over, and chair Board of Directors meetings;
  - c) Organize the adoption of resolutions and decisions by the Board of Directors;
  - d) Monitor the implementation of the Board of Directors' resolutions and decisions;
  - e) Chair of the General Shareholders' Meeting;
  - f) Other rights and obligations as provided for in the Enterprise Law and the Company's Articles of Association.
4. If the Chair of the Board of Directors submits a letter of resignation or is relieved of duty or removed from office, the Board of Directors must elect a replacement within 10 days of receiving the letter of resignation or the notice of relief from duty or removal from office.

5. If the Chairman of the Board of Directors is absent or unable to perform his or her duties, he or she must delegate authority in writing to another member to exercise the rights and fulfill the obligations of the Chairman of the Board of Directors. In the event there is no authorized representative, or if the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative sanctions at a compulsory rehabilitation facility or a compulsory education facility, has fled their place of residence, has restricted or lost legal capacity, has difficulties in cognition or self-control, or has been prohibited by a court from holding office, practicing a profession, or performing certain work, the remaining members shall elect one of their number to serve as Chairman of the Board of Directors by a majority vote of the remaining members until a new decision is made by the Board of Directors.

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

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors' term within seven (07) business days from the date of the conclusion of the election for that term of the Board of Directors. This meeting shall be convened by the member who received the highest number of votes or the highest percentage of votes. In the event that more than one (01) member received the highest number of votes or the highest percentage of votes, the members shall vote by majority to select one (01) of them to convene the Board of Directors meeting.
2. The Board of Directors must meet at least once every quarter and may hold special meetings.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
  - a) Upon the recommendation of the Audit Committee or an independent member of the Board of Directors;
  - b) Upon the recommendation of the General Director or at least five other managers;
  - c) There must be a proposal from at least two members of the Board of Directors;
4. The proposal referred to in paragraph 3 of this Article must be set forth in writing, specifying the purpose, the matters to be discussed, and the decisions within the Board of Directors' authority.
5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) business days from the date of receipt of the request specified in paragraph 3 of this Article. If the Chairman of the Board of Directors fails to convene a meeting of the Board of Directors as requested, he or she shall be liable for any damages incurred by the Company; the person making the request has the right to replace the Chairman of the Board of Directors in convening the meeting.
6. The Chair of the Board of Directors or the person convening the Board of Directors meeting must send a notice of the meeting no later than three (03) business days prior to the meeting date. The notice of the meeting must specify the time and location of the meeting, the agenda, and the matters to be discussed and decided. The notice of the meeting must be accompanied by the documents to be used at the meeting and the voting ballots for the members.

Notices convening a meeting of the Board of Directors may be sent by written invitation,

telephone, fax, electronic means, or other methods specified in the Company's Articles of Association, and must be delivered to the contact addresses of each Board member as registered with the Company.

In the event of an emergency, a Board of Directors meeting may be convened immediately upon the approval and attendance of all (100%) Board members.

7. The Chair of the Board of Directors or the convener shall send the meeting notice and accompanying documents to the members of the Audit Committee in the same manner as for the members of the Board of Directors.

Members of the Audit Committee are entitled to attend Board of Directors meetings; they have the right to participate in discussions but do not have voting rights.

8. A meeting of the Board of Directors may be held if at least three-quarters of the total number of members are present. If a meeting convened in accordance with this provision does not have the required quorum, it may be reconvened within seven (7) days from the date of the first scheduled meeting. In such cases, the meeting may proceed if more than half of the members of the Board of Directors are present.
9. A member of the Board of Directors is deemed to be present and voting at a meeting in the following case:
  - a) Attend and vote in person at the meeting;
  - b) Authorize another person to attend the meeting and vote in accordance with the provisions of paragraph 12 of this Article;
  - c) Participate in and vote to approve via an online conference, electronic voting, or other electronic means;
  - d) Send voting ballots to the meeting by mail, fax, or email;
  - e) Submit your ballot by other means.
10. If voting ballots are sent to the meeting by mail, they must be placed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one hour before the meeting begins. Voting ballots may only be opened in the presence of all meeting attendees.
11. A meeting of the Board of Directors may be held via teleconference among the members of the Board of Directors when all or some of the members are in different locations, provided that each member participating in the meeting is able to:
  - a) Listen to the other members of the Board of Directors as they speak during the meeting;
  - b) Address all other participating members simultaneously. Discussions among members may take place directly by telephone or through other means of communication, or a combination of these methods. A member of the Board of Directors participating in such a meeting is considered to be "present" at that meeting. The location of a meeting held under these provisions is the location where the largest number of Board members are present, or the location where the Chair of the meeting is present.

Decisions adopted during the teleconference were made in accordance with proper procedures and take effect immediately upon the conclusion of the meeting; however, they must be confirmed by the signatures of all members of the Board of Directors who attended the meeting in the minutes.

12. Members must attend all Board of Directors meetings. Members may authorize



another person to attend the meeting and vote if approved by a majority of the Board of Directors.

13. Resolutions and decisions of the Board of Directors are adopted if approved by a majority of the members present at the meeting; in the event of a tie, the final decision rests with the side supported by the Chairman of the Board of Directors.
14. A resolution adopted through written consent is approved based on the affirmative votes of a majority of the members of the Board of Directors with voting rights. Such a resolution is as valid and effective as a resolution adopted at a meeting.
15. The minutes of the Board of Directors meeting were prepared in accordance with the provisions of Article 158 of the Enterprise Law.

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

1. The Board of Directors may establish subcommittees to oversee development policy, human resources, compensation, internal audit, and risk management. The number of Subcommittee members, as determined by the Board of Directors, shall be at least three (03) persons, including members of the Board of Directors and external members. Independent members of the Board of Directors and non-executive members of the Board of Directors shall constitute a majority of the Subcommittee, and one of these members shall be appointed as Chair of the Subcommittee by decision of the Board of Directors. The Subcommittee's activities must comply with the Board of Directors' regulations. Resolutions of the Subcommittee are only valid when a majority of members are present and vote in favor at a Subcommittee meeting.
2. The implementation of decisions made by the Board of Directors or by a subcommittee under the Board of Directors must comply with applicable laws and regulations, as well as the provisions of the Company's Articles of Association and internal regulations on corporate governance.

#### **Section 32. The Person Responsible for the Company's Management**

1. The Company's Board of Directors must appoint at least one person to be in charge of corporate governance to assist with corporate governance matters within the company. The person in charge of corporate governance may also serve as the Company Secretary in accordance with the provisions of Clause 5, Article 156 of the Enterprise Law.
2. The person responsible for the Company's administration may not simultaneously work for an approved auditing firm that is currently auditing the Company's financial statements.
3. The person in charge of company administration has the following rights and responsibilities:
  - a) Advise the Board of Directors on organizing General Shareholders' Meetings in accordance with regulations and on related matters between the Company and its shareholders;
  - b) Prepare meetings of the Board of Directors, the Audit Committee, and the General Meeting of Shareholders as requested by the Board of Directors or the Audit Committee;
  - c) Advice on meeting procedures;
  - d) Attend meetings;



- e) Advise on the procedures for drafting Board of Directors resolutions in accordance with legal regulations;
- f) Provide financial information, copies of Board of Directors meeting minutes, and other relevant information to members of the Board of Directors and members of the Audit Committee;
- g) Oversee and report to the Board of Directors on the Company's information disclosure activities;
- h) Serve as the point of contact for stakeholders;
- i) Protect information in accordance with applicable laws and the Company's Articles of Association;
- j) Other rights and obligations as provided by law and the Company's Articles of Association.

## **CHAPTER VIII. THE CHIEF EXECUTIVE OFFICER AND OTHER EXECUTIVES**

### **Article 33. Organizational Structure**

1. The Company's management system must ensure that the management team is accountable to the Board of Directors and is subject to the Board's supervision and guidance in the Company's day-to-day operations.
2. The Company has a General Director, Deputy General Directors, a Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, removal, or dismissal of the aforementioned positions must be approved by a resolution of the Board of Directors.

### **Section 34. Company Management**

1. The Company's executive officers include the General Director, Deputy General Director, Chief Accountant, and other executive officers as determined by the Board of Directors.
2. Upon the recommendation of the General Director and with the approval of the Board of Directors, the Company may hire additional executives in numbers and according to criteria consistent with the Company's organizational structure and management regulations as established by the Board of Directors. Executives must act with due diligence to assist the Company in achieving its operational and organizational objectives.
3. Remuneration, salary, benefits, and other terms of the employment contract for the CEO shall be determined by the Board of Directors, and contracts for other executives shall be determined by the Board of Directors after consulting with the CEO.
4. The compensation of the Company's executives is included in the Company's operating expenses in accordance with corporate income tax laws, is reported as a separate item in the Company's annual financial statements, and must be disclosed to the General Meeting of Shareholders at the annual meeting.

### **Article 35. Appointment, Removal, Duties, and Powers of the General Director**

1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person to serve as the Company's Chief Executive Officer; and shall enter into a contract specifying compensation, salary, and other benefits.
2. The General Director manages the Company's day-to-day operations in accordance with the law, the Company's Articles of Association, the employment

contract signed with the Company, and the resolutions and decisions of the Board of Directors. If the General Director manages the Company in violation of the provisions of this section and causes damage to the Company, the General Director shall be liable under the law and must compensate the Company for such damages.

3. The term of office of the General Director shall not exceed five (5) years, and the General Director may be reappointed for an unlimited number of terms. The appointment may be terminated in accordance with the provisions of the employment contract. The General Director must not be a person prohibited by law from holding this position and must meet the standards and conditions prescribed by law and the Company's Articles of Association.
4. The General Director has the following rights and duties:
  - a) Decide on matters related to the Company's day-to-day operations that do not fall within the Board of Directors' authority, including signing financial and commercial contracts on behalf of the Company, and organizing and managing the Company's day-to-day operations in accordance with best management practices;
  - b) Implement the resolutions and decisions of the Board of Directors;
  - c) Implement the Company's business plan and investment proposals;
  - d) Propose a plan for the Company's organizational structure and internal management regulations;
  - e) Appoint, relieve, or remove management positions within the Company, except for positions falling under the authority of the Board of Directors;
  - f) Determine salaries and other benefits for employees of the Company, including managers appointed by the General Director;
  - g) Recruitment;
  - h) Propose a plan for paying dividends or addressing operating losses;
  - i) Propose the number of executive officers the Company needs to hire for appointment or removal by the Board of Directors in accordance with internal regulations, and propose compensation, salaries, and other benefits for executive officers for the Board of Directors' decision;
  - j) On December 31 of each year, submit a detailed business plan for the upcoming fiscal year to the Board of Directors for approval, ensuring compliance with the relevant budget requirements as well as the five-year financial plan;
  - k) Prepare the Company's long-term, annual, and quarterly budgets (hereinafter referred to as "the budgets") to support the Company's long-term, annual, and quarterly management activities in accordance with the business plan. The annual budget (including the projected balance sheet, income statement, and cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include the information specified in the Company's regulations;
  - l) Other rights and obligations as provided by law, these Articles of Association, the Company's internal regulations, resolutions of the Board of Directors, and employment contracts entered into with the Company.
5. The General Director is accountable to the Board of Directors and the General Meeting of Shareholders for the performance of the duties and powers assigned to him or her and must report to these bodies upon request.
6. The Company's Board of Directors may remove the Chief Executive Officer if a

majority of the voting members of the Board present at the meeting approve the motion and appoint a new Chief Executive Officer to replace him or her.

## **CHAPTER IX. AUDIT COMMITTEE**

### **Article 36. Nomination and Election of Members of the Supervisory Board (Supervisors)**

1. The nomination and election of members of the Supervisory Board shall be conducted in accordance with the provisions of paragraphs 1 and 2 of Article 25 of these Bylaws.
2. If the number of candidates for the Supervisory Board, whether nominated or self-nominated, is insufficient to meet the required quota, the incumbent Supervisory Board may nominate additional candidates or organize a nomination process in accordance with the Company's Articles of Association, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Supervisory Board. The current Audit Committee's nomination of additional candidates must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Audit Committee in accordance with the law.

### **Section 37. Composition of the Audit Committee**

1. The Company's Audit Committee consists of three (03) members. The term of office for members of the Audit Committee shall not exceed five (05) years, and they may be re-elected for an unlimited number of terms.
2. Members of the Supervisory Board must meet the standards and conditions specified in Article 169 of the Enterprise Law and must not fall under any of the following categories:
  - a) Work in the company's accounting and finance department;
  - b) A member or employee of the independent audit firm that audited the Company's financial statements for the three (3) preceding consecutive years.
3. A member of the Audit Committee shall be removed from office in the following cases:
  - a) No longer meets the qualifications and requirements to serve as a member of the Supervisory Board as provided in paragraph 2 of this Article;
  - b) Submitted a resignation letter, which was accepted;
  - c) Other cases as provided by law and these Bylaws.
4. A member of the Supervisory Board shall be removed from office in the following cases:
  - a) Failure to complete assigned tasks or duties;
  - b) Failure to fulfill one's rights and obligations for six (06) consecutive months, except in cases of force majeure;
  - c) Repeated violations and serious breaches of the duties of a member of the Supervisory Board as prescribed by the Enterprise Law and the Company's Articles of Association;
  - d) Other cases as determined by the General Meeting of Shareholders.

### **Article 38. Chair of the Audit Committee**

1. The Chair of the Audit Committee is elected by the Audit Committee from among its members; elections, removals, and dismissals are decided by a majority vote. More



than half of the members of the Audit Committee must be resident in Vietnam. The Chair of the Audit Committee must hold a bachelor's degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the business operations of the enterprise.

2. Rights and duties of the Chair of the Audit Committee:
  - a) Convene a meeting of the Audit Committee;
  - b) Require the Board of Directors, the Chief Executive Officer, and other executives to provide relevant information for reporting to the Audit Committee;
  - c) Prepare and sign the Audit Committee's report after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

#### **Article 39. Rights and Duties of the Audit Committee**

The Audit Committee has the rights and obligations prescribed in Article 170 of the Enterprise Law, as well as the following rights and obligations:

1. Propose and recommend that the General Meeting of Shareholders approve the list of audit firms authorized to audit the Company's financial statements; decide which audit firm is authorized to conduct an operational review of the Company, and remove an authorized auditor when deemed necessary.
2. Be accountable to shareholders for its oversight activities.
3. Monitor the Company's financial condition and ensure compliance with laws and regulations in the activities of members of the Board of Directors, the CEO, and other managers.
4. Ensure coordination with the Board of Directors, the CEO, and shareholders.
5. If any violation of the law or the Company's Articles of Association is discovered on the part of a member of the Board of Directors, the General Director, or other executives of the company, the Audit Committee must notify the Board of Directors in writing within 48 hours, require the person responsible to cease the violation, and take measures to remedy the consequences.
6. Draft the Rules of Procedure for the Audit Committee and submit them to the General Meeting of Shareholders for approval.
7. Report to the General Meeting of Shareholders in accordance with Article 290 of Government Decree No. 155/2020/NĐ-CP dated December 31, 2020, which provides detailed regulations for the implementation of certain provisions of the Securities Law.
8. Have the right to access the Company's records and documents kept at its headquarters, branches, and other locations; have the right to visit the workplaces of the Company's managers and employees during business hours.
9. Has the right to request that the Board of Directors, members of the Board of Directors, the Chief Executive Officer, and other managers provide complete, accurate, and timely information and documents regarding the Company's management, administration, and business operations.
10. Other rights and obligations as provided by law and these Bylaws.

#### **Section 40. Meetings of the Audit Committee**

1. The Audit Committee must meet at least twice (02) a year, and a meeting is valid when two-thirds (2/3) or more of the Audit Committee members are present. The



minutes of the Audit Committee meeting must be detailed and clear. The minute-taker and the Audit Committee members attending the meeting must sign the minutes. The minutes of the Audit Committee meetings must be retained to establish the responsibilities of each member of the Audit Committee.

2. The Audit Committee has the authority to request that members of the Board of Directors, the Chief Executive Officer, and representatives of the approved auditing firm attend and address any issues requiring clarification.

#### **Section 41. Salaries, fees, bonuses, and other benefits of members of the Audit Committee**

1. Members of the Audit Committee are paid salaries, fees, bonuses, and other benefits in accordance with the resolution of the General Meeting of Shareholders. The General Meeting of Shareholders determines the total amount of salaries, fees, bonuses, and other benefits, as well as the annual operating budget for the Audit Committee.
2. Members of the Audit Committee are reimbursed for reasonable expenses related to meals, lodging, travel, and the use of independent consulting services. The total amount of such compensation and expenses shall not exceed the Audit Committee's annual operating budget as approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.
3. The salaries and operating expenses of the Audit Committee are included in the Company's operating expenses in accordance with corporate income tax laws, other relevant legal provisions, and must be reported as a separate line item in the Company's annual financial statements.

### **CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE AUDIT COMMITTEE, THE CHIEF EXECUTIVE OFFICER, AND OTHER EXECUTIVES**

#### **Section 42. Duty of Care**

Members of the Board of Directors, members of the Audit Committee, the Chief Executive Officer, and other executives are responsible for performing their duties—including those in their capacity as members of the Board's subcommittees—with integrity and due care in the best interests of the Company.

#### **Section 43. Duty of Good Faith and Avoidance of Conflicts of Interest**

1. Members of the Board of Directors, members of the Audit Committee, the Chief Executive Officer, and other managers must disclose any relevant interests in accordance with the provisions of the Enterprise Law and other relevant legal documents.
2. Members of the Board of Directors, members of the Audit Committee, the Chief Executive Officer, other managers, and their respective affiliates may only use information obtained through their positions for the benefit of the Company.
3. Members of the Board of Directors, members of the Audit Committee, the Chief Executive Officer, and other managers are required to notify the Board of Directors and the Audit Committee in writing of any transactions between the Company, its subsidiaries, or other companies in which the Company holds 50% or more of the charter capital, and such entities or their related parties, in accordance with the provisions of the law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose

information regarding these resolutions in accordance with securities laws on information disclosure.

4. A member of the Board of Directors may not vote on a transaction that benefits that member or a related party of that member, in accordance with the provisions of the Enterprise Law and the Company's Articles of Association.
5. Members of the Board of Directors, members of the Audit Committee, the Chief Executive Officer, other managers, and their respective affiliates are prohibited from using or disclosing inside information to others for the purpose of engaging in related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, members of the Audit Committee, the Chief Executive Officer, other executives, and individuals or organizations related to such persons shall not be void in the following cases:
  - a) For transactions with a value of 35% or less of the total asset value reported in the most recent financial statements, the material terms of the contract or transaction, as well as the relationships and interests of members of the Board of Directors, members of the Audit Committee, the CEO, and other executives have been reported to the Board of Directors and approved by the Board of Directors through a majority vote of Board members who have no related interests;
  - b) For transactions with a value exceeding 35% or transactions resulting in a transaction value arising within 12 months from the date of the first transaction that is 35% or more of the total asset value recorded in the most recent financial statements, the material details of such transactions, as well as the relationships and interests of members of the Board of Directors, members of the Supervisory Board, the CEO, and other executives have been disclosed to the shareholders and approved by the General Meeting of Shareholders through a vote by shareholders without a conflict of interest.

#### **Article 44. Liability for Damages and Compensation**

1. Members of the Board of Directors, members of the Audit Committee, the Chief Executive Officer, and other executives who violate their duties and obligations of good faith and due care, or who fail to fulfill their duties with diligence and professional competence, shall be liable for any damages caused by their violations.
2. The Company shall indemnify any person who has been, is, or may become a party to any claim, suit, or proceeding (including civil and administrative matters, but excluding cases in which the Company is the plaintiff) if such person has been or is a member of the Board of Directors, a member of the Audit Committee, the CEO, another executive, an employee, or an authorized representative of the Company, or if such person has acted or is acting at the Company's request in their capacity as a member of the Board of Directors, a business executive, employee, or authorized representative of the Company, provided that such person acted in good faith, with due care, and diligence in the best interests of the Company or in a manner not conflicting with the Company's interests, in compliance with the law, and there is no evidence confirming that such person breached their duties.
3. Compensation costs include expenses incurred (including attorneys' fees), judgment costs, fines, and payments actually incurred or deemed reasonable when resolving such matters within the limits permitted by law. The company may

purchase insurance for these individuals to avoid the aforementioned liability for compensation.

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

### **Section 45. Right to Inspect Books and Records**

1. Common shareholders have the right to inspect the books and records, specifically as follows:
  - a) Common shareholders have the right to review, access, and obtain extracts of information regarding their names and contact addresses from the list of shareholders with voting rights; request corrections to any inaccurate information regarding themselves; and review, access, obtain extracts of, or make copies of the Company's Articles of Association, minutes of General Shareholders' Meetings, and resolutions of the General Shareholders' Meeting;
  - b) Shareholders or groups of shareholders holding 5% or more of the total common shares have the right to review, inspect, and obtain copies of the minutes and resolutions of the Board of Directors, interim and annual financial reports, reports of the Audit Committee, contracts and transactions requiring Board of Directors approval, and other documents, except for those related to the Company's trade secrets or business secrets.
2. If an authorized representative of a shareholder or a group of shareholders requests access to the books and records, they must submit a power of attorney from the shareholder or group of shareholders they represent, or a notarized copy of such power of attorney.
3. Members of the Board of Directors, members of the Audit Committee, the Chief Executive Officer, and other executives have the right to inspect the Company's shareholder register, the list of shareholders, and other books and records of the Company for purposes related to their duties, provided that such information is kept confidential.
4. The Company must retain these Articles of Association and any amendments thereto, the Certificate of Business Registration, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of General Shareholders' Meetings and Board of Directors' meetings, reports of the Board of Directors, reports of the Audit Committee, annual financial statements, accounting records, and other documents as required by law at its principal office or at another location, provided that the shareholders and the Business Registration Authority are notified of the location where these documents are stored.
5. The Company's Articles of Incorporation must be published on the Company's website.

## **CHAPTER XII. WORKERS AND TRADE UNIONS**

### **Article 46. Employees and Labor Unions**

1. The CEO must prepare proposals for the Board of Directors to approve regarding matters related to hiring, terminating employees, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and company executives.
2. The General Director shall prepare proposals for the Board of Directors to approve matters related to the Company's relations with labor unions in accordance with



best management standards, practices, and policies; the practices and policies set forth in these Articles of Association; the Company's regulations; and applicable laws.

## **CHAPTER XIII. PROFIT DISTRIBUTION**

### **Section 47. Distribution of Profits**

1. The General Meeting of Shareholders determines the dividend payout rate and the method of annual dividend distribution from the Company's retained earnings.
2. The company does not pay interest on dividend payments or other payments related to a class of stock.
3. The Board of Directors may propose to the General Meeting of Shareholders that dividends be paid in whole or in part in the form of shares, and the Board of Directors is responsible for implementing this decision.
4. In the event that dividends or other payments related to a class of shares are paid in cash, the Company must pay in Vietnamese dong. Payments may be made directly or through banks based on the detailed bank account information provided by the shareholder. In the event that the Company has transferred funds in accordance with the detailed bank information provided by the shareholder but the shareholder does not receive the funds, the Company shall not be liable for the amount transferred to that shareholder. Dividend payments for shares listed or registered for trading on the Stock Exchange may be processed through a securities company or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Enterprise Law and the Securities Law, the Board of Directors adopts a resolution or decision to set a specific date for the record date. As of that date, persons registered as shareholders or holders of other securities are entitled to receive cash or stock dividends, as well as notices or other documents.
6. Other matters related to the distribution of profits are handled in accordance with the law.

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

### **Section 48. Bank Accounts**

1. The company may open accounts at Vietnamese banks or at foreign banks authorized to operate in Vietnam.
2. Subject to prior approval from the competent authority, the Company may, when necessary, open a bank account abroad in accordance with the provisions of the law.
3. The Company processes all payments and accounting transactions through Vietnamese dong or foreign currency accounts held at banks where the Company has accounts.

### **Section 49. Fiscal Year**

The Company's fiscal year begins on the first day of January of each year and ends on the 31st day of December of each year. The first fiscal year began on the date the initial Business Registration Certificate was issued (December 6, 2002) and ended on the 31st day of December 2003.

### **Section 50. Accounting System**

1. The accounting system used by the Company is either the general corporate accounting system or a specialized accounting system approved by the competent



authority.

2. The Company maintains its accounting records in Vietnamese and retains accounting records in accordance with accounting laws and regulations and other relevant laws. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and account for the Company's transactions.
3. The Company uses the Vietnamese dong as its functional currency. If the Company's economic transactions are primarily conducted in a foreign currency, it may elect to use that foreign currency as its functional currency, shall be legally responsible for that choice, and must notify the competent tax authority.

## **CHAPTER XV. FINANCIAL REPORTS, ANNUAL REPORTS, AND DISCLOSURE OBLIGATIONS**

### **Section 51. Annual, Semiannual, and Quarterly Financial Reports**

1. The company must prepare annual financial statements, which must be audited in accordance with the law. The company must disclose the audited annual financial statements in accordance with the laws governing information disclosure in the securities market and submit them to the competent state agency.
2. The annual financial statements must include all required reports, schedules, and notes in accordance with the laws and regulations on corporate accounting. The annual financial statements must present a true and fair view of the Company's operations.
3. The company must prepare and disclose audited semiannual financial statements and quarterly financial statements in accordance with the laws on information disclosure in the securities market and submit them to the competent state agency.

### **Section 52. Annual Report**

The company must prepare and publish an annual report in accordance with the laws governing securities and the securities market.

## **CHAPTER VI. CORPORATE AUDIT**

### **Section 53. 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 select one of these firms to audit the Company's financial statements for the next fiscal year based on the terms and conditions agreed upon with the Board of Directors.
2. The audit report is attached to the Company's annual financial statements.
3. The independent auditor conducting the audit of the Company's financial statements may attend General Shareholders' Meetings, is entitled to receive notices and other information related to such meetings, and may express opinions at the meetings on matters related to the audit of the Company's financial statements.

## **CHAPTER XVII. THE TRADEMARK OF A BUSINESS**

### **Section 54. Business Seal**

1. A seal includes a seal made at a seal-making facility or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors determines the type, number, form, and content of the seals

used by the Company, its branches, and its representative offices.

3. The Board of Directors and the General Director shall use and manage the company seal in accordance with applicable laws.

## **CHAPTER XVIII. LIQUIDATION OF THE COMPANY**

### **Section 55. Dissolution of the Company**

1. A company may be dissolved in the following cases:
  - a) In accordance with the resolutions and decisions of the General Meeting of Shareholders;
  - b) The Business Registration Certificate is revoked, unless otherwise provided by the Tax Administration Law;
  - c) Other cases as provided by law.
2. The dissolution of the Company is decided by the General Meeting of Shareholders and carried out by the Board of Directors. This dissolution decision must be reported to or approved by the competent authority (if required) in accordance with applicable regulations.

### **Section 56. Liquidation**

1. No later than six months after the decision to dissolve the Company is made, the Board of Directors must establish a three-member Liquidation Committee, consisting of two members appointed by the General Meeting of Shareholders and one member appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to the liquidation shall be paid by the Company in priority over the Company's other debts.
2. The Liquidation Committee is responsible for reporting to the Business Registration Authority the date of establishment and the date operations commence. From that point onward, the Liquidation Committee acts on behalf of the Company in all matters related to the Company's liquidation before the courts and administrative agencies.
3. Proceeds from the liquidation are distributed in the following order:
  - a) Liquidation costs;
  - b) Outstanding wages, severance pay, social insurance, and other employee benefits as stipulated in the collective bargaining agreement and the signed employment contract;
  - c) Tax debt;
  - d) Other liabilities of the Company;
  - e) Any remaining amount after all debts listed in items (a) through (d) above have been paid off shall be distributed to the shareholders. Preferred shares shall be paid out first.

## **CHAPTER XIX. RESOLUTION OF INTERNAL DISPUTES**

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

1. In the event of a dispute or complaint arising from the Company's operations, the rights and obligations of shareholders shall be governed by the provisions of the

Enterprise Law, the Company's Articles of Association, other applicable laws, or agreements between:

- a) Shareholders of the Company;
- b) Shareholders with the Board of Directors, the Audit Committee, the CEO, or other executives;

The parties involved shall endeavor to resolve such disputes through negotiation and mediation. Except in cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution process and require each party to submit information relevant to the dispute within 15 business days from the date the dispute arises. In the event that the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the Audit Committee to appoint an independent expert to serve as a mediator for the dispute resolution process.

2. If a settlement is not reached within six weeks of the start of the mediation process, or if the mediator's decision is not accepted by the parties, either party may refer the dispute to arbitration or court.
3. The parties shall bear their own costs related to the negotiation and mediation proceedings. Payment of court costs shall be made in accordance with the court's ruling.

## **CHAPTER XX. AMENDMENTS AND REVISIONS TO THE BYLAWS**

### **Article 58. Articles of Incorporation**

1. Any amendments or additions to these Bylaws must be reviewed and approved by the General Meeting of Shareholders.
2. In the event that any legal provisions relating to the Company's operations are not addressed in these Articles of Association, or in the event that new legal provisions conflict with the provisions of these Articles of Association, such legal provisions shall automatically apply and govern the Company's operations.

## **CHAPTER XXI. EFFECTIVE DATE**

### **Section 59. Effective Date**

1. These Articles of Association consist of 21 chapters and 59 articles, which were unanimously adopted by the General Meeting of Shareholders of Vimeco Joint Stock Company on [date] in Hanoi, and the full text of these Articles of Association was approved.
2. The Articles of Association are executed in ten (10) copies, all of which are equally valid and must be kept at the Company's principal office.
3. These Bylaws are the sole and official bylaws of the Company.
4. Copies or extracts of the Company's Articles of Association are valid only if signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total number of Board members.

***Full name and signature of the Company's legal representative./.***

**(Signed)**

**Dang Van Hieu**

## APPENDIX 01: LIST OF FOUNDING SHAREHOLDERS

| No. | Shareholder's name             | Place of registration of the principal office for organizations / Place of permanent residence registration for individuals | Number of shares | Share value (VND) |
|-----|--------------------------------|---|------------------|-------------------|
| 01  | State capital, representative: | 48 Lang Ha Street, Dong Da District, Hanoi  | 0                | 0                 |
|     | Phí Thái Bình                  | 52 Yết Kiêu Street, Cửa Nam Ward, Hoàn Kiếm District, Hanoi   | 0                | 0                 |
|     | Le Cong Ich                    | E11, Room 105, Thanh Xuan Bac Housing Complex, Thanh Xuan District, Hanoi   | 0                | 0                 |
|     | Hoang Hop Thuong               | No. 6, Alley 2, Tay Son Street, Dong Da District, Hanoi   | 0                | 0                 |
|     | Vu Dinh Cham                   | Room 202, Building I3, Thanh Xuan Bac Housing Complex, Thanh Xuan District, Hanoi   | 0                | 0                 |
| 02  | Tran Viet Thang                | 113 Quán Thánh Street, Quán Thánh Ward, Ba Đình District, Hanoi   | 0                | 0                 |
| 03  | Truong Quang Nghia             | 12B Ton Duc Thang Street, Dong Da District, Hanoi   | 0                | 0                 |

