



**CÔNG TY CỔ PHẦN  
XÂY DỰNG 1369  
1369 CONSTRUCTION  
JOINT STOCK COMPANY**  
Số: 23/CBTT-C69.2026  
No: 23/CBTT-C69.2026

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

*Hải Phòng, ngày 20 tháng 06 năm 2026  
Hai Phong, June 20<sup>th</sup>, 2026*

**CÔNG BỐ THÔNG TIN  
INFORMATION DISCLOSURE**

Kính gửi: - Ủy ban Chứng khoán Nhà nước;  
- Sở Giao dịch Chứng khoán Hà Nội;  
- Quý cổ đông.

To: - *The State Securities Commission;*  
- *HaNoi Stock Exchange;*  
- *Esteemed Shareholders.*

1. Tên tổ chức: Công ty Cổ phần Xây dựng 1369/ *Name of company :1369 CONSTRUCTION JOINT STOCK COMPANY*

2. Mã chứng khoán: C69/ *Stock symbol: C69*

3. Địa chỉ trụ sở chính: Số 37, 38 phố Dã Tượng, phường Lê Thanh Nghị, Thành phố Hải Phòng, Việt Nam

*Address of headoffice: No 37, 38 Dã Tượng street, Le Thanh Nghi Ward, Hai Phong city, Viet Nam.*

4. Điện thoại: 0220.3891.898/ *Telephone: 0220.3891.898*

5. Người thực hiện công bố thông tin: Ông Lê Tuấn Nghĩa – Tổng Giám đốc

*Person responsible for information disclosure: Mr. Le Tuan Nghia – General Director*

6. Loại thông tin công bố: bất thường/*Type of disclosed information: Extraordinary.*

7. Nội dung công bố thông tin/*Disclosed information content:*

Công ty Cổ phần Xây dựng 1369 công bố thông tin về việc sửa đổi, bổ sung Điều lệ Công ty Cổ phần Xây dựng 1369 theo Nghị quyết Đại hội đồng cổ đông số 01/2026/NQ-ĐHĐCĐ.C69 ngày 20/06/2026

*1369 Construction Joint Stock Company announces the information regarding the amendment and supplementation of the company's Charter according to the Resolution No. 01/2026/NQ-ĐHĐCĐ.C69 of the General Meeting of Shareholders dated June 20, 2026*

Thông tin này đã được công bố trên trang thông tin điện tử của Công ty vào ngày 20/06/2026 tại đường dẫn: <http://www.cpxd1369.com.vn/> This information has been published on the company's website on 20/06/2026 at the link: <http://www.cpxd1369.com.vn>.

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố. /We hereby certify that the disclosed information is true and take full legal responsibility for the content of the disclosed information. *th*

**TỔNG GIÁM ĐỐC**  
**GENERAL DIRECTOR**



**LÊ TUẤN NGHĨA**  
**LE TUAN NGHIA**

**THE SOCIALIST REPUBLIC OF VIETNAM**

**Independence – Freedom – Happiness**

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**CHARTER OF  
1369 CONSTRUCTION JOINT STOCK COMPANY**

*(Amended and supplemented in June 2026)*

*Hai Phong, 20 June 2026*



## FOREWORD

*This Charter was adopted pursuant to the Resolution of the General Meeting of Shareholders No.01/2026/NQ-ĐHĐCĐ.C69 dated 20 June, 2026*

## CHAPTER I.

### DEFINITIONS OF TERMS IN THE CHARTER

#### Article 1. Interpretation of Terms

1. In this Charter, the following terms shall have the meanings set forth below:

- a. *"Charter capital"* means the total par value of shares sold or registered for subscription upon establishment of the enterprise and as provided in Article 6 of this Charter;
  - b. *"Voting capital"* means the share capital in respect of which the owner has voting rights on matters falling within the competence of the General Meeting of Shareholders;
  - c. *"Enterprise Law"* means Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
  - d. *"Securities Law"* means Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
  - e. *"Date of establishment"* means the date on which the Company is first granted the Enterprise Registration Certificate;
  - f. *"Corporate executives"* means the General Director, Deputy General Directors, and Chief Accountant;
  - g. *"Company managers"* means the managers of the Company, including the Chairperson of the Board of Directors, members of the Board of Directors, General Director, Deputy General Directors, and Chief Accountant;
  - h. *"Related person"* means an individual or organization as defined in Clause 46, Article 4 of the Securities Law;
  - i. *"Shareholder"* means an individual or organization that owns at least one share of a joint-stock company;
  - k. *"Founding shareholder"* means a shareholder who owns at least one ordinary share and whose name is included in the list of founding shareholders of the joint-stock company;
  - l. *"Major shareholder"* means a shareholder as defined in Clause 46, Article 4 of the Securities Law;
  - m. *"Term of operation"* means the duration of operation of the Company as provided in Article 2 of this Charter and any extension thereof (if any) approved by the General Meeting of Shareholders by resolution;
  - n. *"Vietnam"* means the Socialist Republic of Vietnam;
  - o. *"Stock Exchange"* means the Vietnam Stock Exchange and its subsidiaries.
2. In this Charter, references to one or more provisions or other legal documents shall include any amendments, supplements, or replacements thereof.
3. Headings (chapters, articles of this Charter) are used for convenience of reference and shall not affect the interpretation or content of this Charter.



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

**Article 2. Name, legal form, head office, branches, representative offices,  
transaction offices and term of operation of the Company**

1. Company name:

- Vietnamese name: Công ty Cổ phần Xây dựng 1369
- English name: 1369 Construction Joint Stock Company

2. The Company is a joint-stock company with legal personality in accordance with applicable laws of Vietnam.

3. The registered head office of the Company is:

- Head office address: No. 37, 38 Da Tuong Street, Le Thanh Nghi Ward, Hai Phong City, Vietnam.

- Telephone: (+84) 220 3 891 898

- E-mail: cpxd1369@1369.vn

- Website: <https://cpxd1369.com.vn/>

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

5. Unless terminated before the expiry of the term under Clause 2, Article 52, or extended under Article 53 of this Charter, the term of operation of the Company shall commence from the date of establishment and shall be indefinite.

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

The Company shall have one (01) legal representative, who shall be the General Director.

The legal representative of the Company shall exercise rights and perform obligations in accordance with applicable laws, this Charter, and the Company's internal regulations.

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

**Article 4. Objectives of the Company**

**1. The business lines and sectors of the Company are as follows:**

No.	Business line	Business Code
1.	Manufacture of other ceramic products Details: - Manufacture of porcelain tableware and other household and toilet articles; - Manufacture of statuettes and other ornamental ceramic articles;	2393



	<ul style="list-style-type: none"> <li>- Manufacture of ceramic bottles, jars, pots and similar articles used for the conveyance or packing of goods;</li> <li>- Manufacture of ceramic furniture;</li> <li>- Manufacture of ceramic products not elsewhere classified.</li> </ul>	
2.	Manufacture of cement, lime and plaster Details: Manufacture of lime	2394
3.	Manufacture of fabricated metal products	2511
4.	Machining; treatment and coating of metals	2592
5.	Quarrying of stone, sand, gravel and clay Details: Quarrying and processing of stone and clay	0810
6.	Other short-term accommodation activities Details: Hotel and guesthouse services.	5520
7.	Wholesale of solid, liquid and gaseous fuels and related products Details: Wholesale of coal and coal products	4671
8.	Wholesale of metals and metal ores Details: Wholesale of iron and steel	4672
9.	Wholesale of construction materials and other installation supplies	4673
10	<p>Other specialized wholesale not elsewhere classified Details: Wholesale of cement production additives; wholesale of processed stone minerals; wholesale of solar power equipment and materials. (Excluding goods for which foreign-invested economic organizations are not permitted to conduct distribution, export, or import activities in accordance with the WTO Commitments Schedule, Decree No. 09/2018/ND-CP dated January 15, 2018 of the Government, and Circular No. 03/2024/TT-BCT dated January 30, 2024 of the Ministry of Industry and Trade)</p>	4679
11	Building of ships and floating structures	3011
12	Repair and maintenance of machinery and equipment	3312
13	Installation of industrial machinery and equipment	3320
14	Demolition	4311
15	<p>Site preparation (Excluding business lines under Section A.10 – business sectors not yet accessible to foreign investors as prescribed in Appendix I to Decree No. 31/2021/ND-CP)</p>	4312
16	Electrical installation	4321
17	<p>Other construction installation activities Details: Installation of steel structures</p>	4329
18	<p>Finishing of construction works Details: Interior and exterior decoration of construction works</p>	4330
19	Wholesale of automobiles and other motor vehicles	4661
20	<p>Wholesale of food products (Excluding goods for which foreign-invested economic organizations are not permitted to conduct distribution, export, or import activities in accordance with the WTO Commitments Schedule, Decree No. 09/2018/ND-CP dated January 15, 2018 of the Government, and</p>	4632



	Circular No. 03/2024/TT-BCT dated January 30, 2024 of the Ministry of Industry and Trade)	
21	Wholesale of machinery, equipment and other machine spare parts Details: Wholesale of mining and construction machinery, machinery and equipment for building material production; wholesale of electrical machinery and equipment, electrical materials (generators, electric motors, electric wires and other equipment used in electrical circuits). (Excluding goods for which foreign-invested economic organizations are not permitted to conduct distribution, export, or import activities in accordance with the WTO Commitments Schedule, Decree No. 09/2018/ND-CP dated January 15, 2018 of the Government, and Circular No. 03/2024/TT-BCT dated January 30, 2024 of the Ministry of Industry and Trade)	4659
22	Urban and suburban passenger land transport (except by bus)	4931
23	Other passenger land transport Details: Passenger transportation by intra-provincial, inter-provincial and contract coaches	4932
24	Freight transport by road	4933
25	Inland waterway freight transport	5022
26	Business management consultancy and other management consultancy activities Details: Project management and project management consultancy. (Excluding financial, accounting and legal consultancy activities)	7020
27	Architectural activities and related technical consultancy Details: Structural design for civil and industrial works; urban and construction planning design; architectural design; water supply, drainage and water environment design in construction planning; electrical system design for civil and industrial works; geological surveys for construction works; supervision of transport construction works; supervision of construction and finishing works for civil, industrial and technical infrastructure projects; design, project management consultancy, supervision consultancy, and installation of solar power systems. (Excluding business lines under Section A.20 – business sectors not yet accessible to foreign investors as prescribed in Appendix I to Decree No. 31/2021/ND-CP)	7110
28	Travel agency activities Details: Travel agency services. (Excluding outbound travel services for tourists travelling from Vietnam to foreign countries)	7911
29	Tour operator activities Details: Tour operation services. (Excluding outbound travel services for tourists travelling from Vietnam to foreign countries)	7912
30	Plumbing, heat and air-conditioning system installation	4322
31	Retail sale of automobiles and other motor vehicles Details: Retail sale of passenger cars with up to 9 seats.	4781
32	Agency, brokerage and auction of goods (Excluding goods for which foreign-invested economic organizations are not permitted to conduct distribution, export, or import activities)	4610



	in accordance with the WTO Commitments Schedule, Decree No. 09/2018/ND-CP dated January 15, 2018 of the Government, and Circular No. 03/2024/TT-BCT dated January 30, 2024 of the Ministry of Industry and Trade)	
33	<b>Real estate business, land use rights owned, used or leased</b> <b>Details: Real estate business.</b> <b>(Excluding the activity of “investment in construction of cemetery infrastructure for transfer of land use rights associated with such infrastructure”)</b>	<b>6810</b> <b>(Chính)</b>
34	Intermediary services for real estate activities (Excluding real estate valuation services). (Excluding real estate valuation services and business lines under Section A.5 – business sectors not yet accessible to foreign investors as prescribed in Appendix I to Decree No. 31/2021/ND-CP)	6821
35	Other real estate activities on a fee or contract basis (Excluding real estate valuation services). (Excluding real estate valuation services and business lines under Section A.5 – business sectors not yet accessible to foreign investors as prescribed in Appendix I to Decree No. 31/2021/ND-CP)	6829
36	Repair and maintenance of transport vehicles (except automobiles, motorcycles, motorbikes and other motor vehicles)	3315
37	Construction of residential buildings	4101
38	Construction of non-residential buildings	4102
39	Construction of railway works	4211
40	Construction of road works	4212
41	Construction of electrical works (Excluding activities within the list of goods and services subject to State monopoly in the commercial sector, including national electricity transmission and dispatch; construction and operation of multi-purpose hydropower plants and nuclear power plants of special socio-economic importance)	4221
42	Construction of water supply and drainage works	4222
43	Construction of telecommunications and communication works	4223
44	Construction of other public utility works	4229
45	Construction of hydraulic works (Excluding business lines under Section A.1.11 – business sectors not yet accessible to foreign investors as prescribed in Appendix I to Decree No. 31/2021/ND-CP)	4291
46	Construction of mining works	4292
47	Construction of processing and manufacturing works	4293
48	Construction of other civil engineering works	4299
49	Wholesale of other household goods <b>Details: Trading of ceramic and handicraft products.</b>	4649
50	Renting and leasing of other machinery, equipment and tangible goods without operators <b>Details: Leasing of construction machinery and equipment.</b>	7730
51	Retail sale of electrical household appliances, beds, wardrobes, tables, chairs and similar furniture, lamps and lighting equipment, and other household articles not elsewhere classified	4759



52	<p>Other remaining business support service activities not elsewhere classified</p> <p>Details: Import and export of goods traded by the Company.</p> <p>(Excluding goods for which foreign-invested economic organizations are not permitted to conduct distribution, export, or import activities in accordance with the WTO Commitments Schedule, Decree No. 09/2018/ND-CP dated January 15, 2018 of the Government, and Circular No. 03/2024/TT-BCT dated January 30, 2024 of the Ministry of Industry and Trade).</p>	8299
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2. The objectives of the Company are to mobilize and utilize capital in the most efficient manner; continuously organize and expand its business operations in various sectors for the purpose of maximizing profits; ensure benefits for shareholders; create stable employment and improve the income and living standards of employees; fulfill tax obligations to the State Budget; and develop the Company in a sustainable and strong manner.

#### **Article 5. Business scope and operations of the Company**

1. The Company is permitted to formulate plans and conduct all business activities in accordance with the business lines specified in this Charter, which have been registered and updated with the business registration authority and disclosed on the National Business Registration Portal, in compliance with applicable laws, and to implement appropriate measures to achieve the objectives of the Company.

2. The Company shall have the right to freely conduct business in sectors and trades not prohibited by law and approved by the General Meeting of Shareholders.

### **CHAPTER IV.**

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

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

1. The charter capital of the Company is VND 617,999,720,000 (*in words: Six hundred and seventeen billion, nine hundred and ninety-nine million, seven hundred and twenty thousand Vietnamese Dong*).

The total charter capital of the Company is divided into 61,799,972 shares with a par value of VND 10,000 per share.

2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with applicable laws.

3. The shares of the Company at the date of adoption of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each class of shares are stipulated in Articles 12 and 13 of this Charter.

4. The Company may issue other classes of preference 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 relating to the founding shareholders shall comply with the provisions of the Enterprise Law.



6. Ordinary shares shall be offered first to existing shareholders in proportion to their respective holdings of ordinary shares in the Company, unless otherwise resolved by the General Meeting of Shareholders. Shares not subscribed for by shareholders shall be decided upon by the Board of Directors. The Board of Directors may distribute such shares to other persons under terms and conditions and in such manner as it deems appropriate, provided that such shares shall not be sold on terms more favorable than those offered to existing shareholders unless otherwise approved by the General Meeting of Shareholders.

7. The Company may repurchase shares issued by itself in the manner provided for in this Charter and applicable laws. Shares repurchased by the Company shall constitute treasury shares, and the Board of Directors may re-offer such shares in accordance with the Securities Law, relevant guiding documents and this Charter.

8. The Company may issue other types of securities upon approval by the General Meeting of Shareholders and in accordance with applicable laws.

#### **Article 7. Share Certificates**

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares owned by them.

2. A share certificate is a certificate issued by the Company, a book-entry record or electronic data certifying ownership of one or more shares of the Company. A share certificate must contain all particulars prescribed in Clause 1, Article 121 of the Enterprise Law.

3. Within 15 days from the date of submission of a complete application for transfer of share ownership in accordance with the Company's regulations, or within 2 months (or such other period as provided in the issuance terms) from the date of submission of a complete application for transfer of ownership and full payment for subscribed shares in accordance with the Company's share issuance plan, the owner of such shares shall be issued a share certificate. Shareholders shall not be required to pay the Company any fee for printing share certificates.

4. In the event that a share certificate is lost, damaged or otherwise destroyed, the shareholder shall be re-issued a share certificate by the Company upon request, provided that the shareholder submits together with the request a Citizen Identity Card, Identity Card, Passport or other lawful personal identification documents in the case of an individual shareholder; or the name, enterprise code or establishment decision number, and head office address in the case of an organizational shareholder.

The shareholder's request must include the following contents:

a. Information relating to the share certificate that has been lost, damaged or otherwise destroyed;

b. An undertaking to bear responsibility for any disputes arising from the re-issuance of the new share certificate.

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

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



In the event that such bond certificates or other securities certificates are lost, damaged or otherwise destroyed, the holders thereof shall be re-issued such certificates by the Company in accordance with Clause 4, Article 7 of this Charter.

#### **Article 9. Transfer of Shares**

1. All shares may be freely transferred unless otherwise provided by this Charter and applicable laws. Shares listed or registered for trading on the Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.

2. Shares which have not been fully paid up shall not be transferable and shall not enjoy related rights and benefits, including the right to receive dividends, the right to receive bonus shares issued for capital increase from equity sources, the right to purchase newly offered shares, and other rights and benefits as prescribed by law.

#### **Article 10. Share Redemption**

1. In the event that a shareholder fails to fully and punctually pay the amount payable for subscribed shares, the Board of Directors shall issue a notice and has the right to request such shareholder to pay the outstanding amount and shall hold such shareholder liable in proportion to the total par value of the subscribed shares for the financial obligations of the Company arising from such failure to make full payment.

2. The payment notice mentioned above must specify a new payment deadline (which shall be at least seven (07) days from the date of dispatch of the notice), the place of payment, and clearly state that if payment is not made as required, the unpaid shares shall be subject to redemption.

3. The Board of Directors shall have the right to redeem shares which have not been fully and punctually paid for if the requirements stated in the above notice are not complied with.

4. Redeemed shares shall be deemed shares authorized for offering as prescribed in Clause 3, Article 112 of the Enterprise Law. The Board of Directors may directly or authorize the sale or redistribution of such shares under such terms and conditions and in such manner as it deems appropriate.

5. Shareholders holding redeemed shares shall cease to be shareholders with respect to such redeemed shares, but shall remain liable in proportion to the total par value of the subscribed shares for the financial obligations of the Company arising from the time of subscription until the time of redemption in accordance with the decision of the Board of Directors, from the date of redemption until full payment is made. The Board of Directors shall have full authority to decide on the enforcement of payment of the full value of the shares at the time of redemption.

6. Shareholders holding redeemed shares shall cease to be shareholders with respect to such redeemed shares, but shall remain liable in proportion to the total par value of the subscribed shares for the financial obligations of the Company arising from the time of subscription until the time of redemption in accordance with the decision of the Board of Directors, from the date of redemption until full payment is made. The Board of Directors shall



have full authority to decide on the enforcement of payment of the full value of the shares at the time of redemption.

## **CHAPTER V.**

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

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

The organizational structure for management, governance and control of the Company shall comprise:

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

## **CHAPTER VI.**

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

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

1. Shareholders are the owners of the Company and shall have rights and obligations corresponding to the number and class of shares they own. Shareholders shall only be liable for debts and other property obligations of the Company to the extent of the capital contributed to the Company.

2. Ordinary shareholders shall have the following rights:

a. To attend and speak at meetings of the General Meeting of Shareholders and exercise voting rights directly at such meetings or through authorized representatives or by other methods as prescribed by the Company's Charter and applicable laws. Each ordinary share shall carry one vote;

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

c. To freely transfer their shares to other persons, except in the cases prescribed in Clause 3, Article 120 and Clause 1, Article 127 of the Enterprise Law and other relevant laws;

d. To be given priority in subscribing for newly offered shares in proportion to the number of ordinary shares held by them;

e. To examine, search and extract information relating to their names and contact addresses in the list of shareholders entitled to vote; and to request correction of inaccurate information relating to themselves;

g. To examine, search, extract or copy the Company Charter, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

h. In the event of dissolution or bankruptcy of the Company, to receive a portion of the remaining assets corresponding to their shareholding ratio in the Company after the Company has paid all debts (including obligations to the State, taxes and fees) and made payments to holders of other classes of shares in accordance with applicable laws;



i. To request the Company to repurchase their shares in the cases prescribed in Article 132 of the Enterprise Law;

k. To be treated equally. Each share of the same class shall confer equal rights, obligations and benefits upon its holder. In the event that the Company has preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

l. To have full access to periodic and extraordinary information disclosed by the Company in accordance with applicable laws;

m. To have their lawful rights and interests protected; and to request suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Enterprise Law;

n. Other rights as prescribed by law and this Charter

3. Shareholders or groups of shareholders holding 05% or more of the total ordinary shares shall have the following rights:

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

b. To examine, search, extract minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets and business secrets;

c. To request the Supervisory Board to inspect specific matters relating to the management and operation of the Company where deemed necessary. Such request must be made in writing and contain the full name, contact address, nationality, and legal identification number in the case of an individual shareholder; name, enterprise code or legal document number, and head office address in the case of an organizational shareholder; the number of shares held at the time of the request and the time of share registration of each shareholder; the total number of shares held by the group of shareholders and the ownership ratio in the total shares of the Company; the matters to be inspected and the purpose of the inspection;

d. To propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and submitted to the Company no later than three (03) working days prior to the opening date of the meeting. The proposal must specify the name of the shareholder, the number of each class of shares held by the shareholder, and the matters proposed to be included in the meeting agenda;

e. To nominate candidates to the Board of Directors and the Supervisory Board;

f. Other rights as prescribed by law and this Charter.

4. Shareholders or groups of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Supervisory Board as follows:



a) Ordinary shareholders forming a group for the purpose of nominating candidates to the Board of Directors and the Supervisory Board must notify attending shareholders of such grouping before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Supervisory Board, shareholders or groups of shareholders specified in this Clause shall have the right to nominate one or more persons, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors and the Supervisory Board. In the event that the number of candidates nominated by such shareholders or groups of shareholders is fewer than the number they are entitled to nominate pursuant to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board and other shareholders.

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

Ordinary shareholders shall have the following obligations:

1. To comply with the Company Charter and internal regulations of the Company; and to comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

2. To attend meetings of the General Meeting of Shareholders and exercise voting rights through the following forms:

- a. Attending and voting directly at the meeting;
- b. Authorizing another individual or organization to attend and vote at the meeting;
- c. Attending and voting through online meetings, electronic voting or other electronic forms;
- d. Sending voting ballots to the meeting by mail, fax or email;
- e. Other forms of attendance prescribed in the regulations on organization of each General Meeting of Shareholders.

3. To fully and punctually pay for the shares subscribed for in accordance with regulations.

4. To provide accurate addresses when registering to purchase shares.

5. Not to withdraw the capital contributed in the form of ordinary shares from the Company in any manner, except where such shares are repurchased by the Company or another person. In the event that a shareholder withdraws part or all of the contributed share capital in violation of this Clause, such shareholder and persons having related interests in the Company shall be jointly liable for the debts and other property obligations of the Company to the extent of the value of the withdrawn shares and any damages incurred.

6. To maintain confidentiality of information provided by the Company in accordance with the Company Charter and applicable laws; to use such information solely for exercising and protecting their lawful rights and interests; and not to disseminate, copy or send information provided by the Company to other organizations or individuals unless the shareholder has notified the Company of such dissemination, copying or sending and obtained the Company's written approval.



7. To bear personal responsibility when acting in the name of the Company in any form to conduct any of the following acts:

- a. Violating the law;
- b. Conducting business or other transactions for personal gain or for the benefit of other organizations or individuals;
- c. Paying debts not yet due before financial risks arise to the Company.

8. To comply with regulations on reporting and information disclosure as prescribed in Articles 31, 32 and 33 of Circular No. 96/2020/TT-BTC and other relevant laws.

9. To fulfill other obligations in accordance with applicable laws.

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

1. The General Meeting of Shareholders comprises all shareholders having voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall convene an annual meeting once every year within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the convening of the annual General Meeting of Shareholders where necessary, but such extension shall not exceed six (06) months from the end of the fiscal year. In addition to the annual meeting, extraordinary meetings of the General Meeting of Shareholders may be convened. The location of the General Meeting of Shareholders shall be determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company Charter, particularly the approval of audited annual financial statements and the budget plan for the following fiscal year. Where the audit report on the Company's annual financial statements contains material qualified opinions, adverse opinions or disclaimers of opinion, the Company must invite representatives of the approved auditing firm conducting the audit of the Company's financial statements to attend the annual General Meeting of Shareholders to explain relevant matters.

3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

- a. The Board of Directors considers it necessary for the interests of the Company;
  - b. The number of remaining members of the Board of Directors or the Supervisory Board is fewer than the minimum number prescribed by law;
  - c. Shareholders or groups of shareholders specified in Clause 3, Article 12 of this Charter request the convening of a General Meeting of Shareholders. Such request must be made in writing, clearly stating the reasons and purposes of the meeting, and must bear the signatures of the relevant shareholders, or be made in multiple written copies collectively containing sufficient signatures of the relevant shareholders;
  - d. Upon request of the Supervisory Board;
  - e. Other cases as prescribed by law and this Charter.
4. Convening an extraordinary General Meeting of Shareholders



a. The Board of Directors must convene the General Meeting of Shareholders within sixty (60) days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors, or Supervisors falls below the number prescribed at Point b, Clause 3 of this Article, or from the date of receipt of the requests specified at Points c and d, Clause 3 of this Article;

b. If the Board of Directors fails to convene the General Meeting of Shareholders in accordance with Point a, Clause 4 of this Article, then within the following thirty (30) days, the Supervisory Board shall replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Enterprise Law;

c. If the Supervisory Board fails to convene the General Meeting of Shareholders in accordance with Point b, Clause 4 of this Article, the shareholder or group of shareholders specified at Point c, Clause 3 of this Article shall have the right to represent the Company in convening the General Meeting of Shareholders in accordance with the Enterprise Law.

In such case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order, procedures for convening and conducting the meeting, and the issuance of resolutions by the General Meeting of Shareholders. All expenses incurred for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company upon full provision of valid invoices and supporting documents by the shareholders or group of shareholders. Such expenses shall not include expenses incurred by shareholders attending the General Meeting of Shareholders, including accommodation and travel expenses.

d. Procedures for organizing the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Enterprise Law.

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

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

- a. To approve the development orientation of the Company;
- b. To decide on the classes of shares and the total number of shares of each class authorized for offering; and to decide the annual dividend rate for each class of shares;
- c. To elect, dismiss and remove members of the Board of Directors and members of the Supervisory Board;
- d. To decide on investments or the sale of assets with a value equal to or exceeding 35% of the total asset value recorded in the latest financial statements of the Company; and to approve contracts and transactions between the Company and related persons specified in Clause 3, Article 167 of the Enterprise Law;
- e. To decide on amendments and supplements to the Company Charter;
- f. To approve the annual financial statements;
- g. To decide on the repurchase of more than 10% of the total sold shares of each class;
- h. To examine and handle violations committed by members of the Board of Directors and members of the Supervisory Board causing damage to the Company and its shareholders;
- i. To decide on the reorganization or dissolution of the Company;



k. To decide the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board;

l. To approve the Internal Corporate Governance Regulations and the Operating Regulations of the Board of Directors and the Supervisory Board;

m. To approve the list of approved auditing firms; decide on the approved auditing firm to conduct audits of the Company's operations; and dismiss the approved auditor when deemed necessary;

n. To amend and supplement the contents of resolutions of the General Meeting of Shareholders that have been adopted;

o. To revoke resolutions of the General Meeting of Shareholders that have been adopted;

p. To restore the validity of resolutions of the General Meeting of Shareholders within six (06) months from the date of the decision on revocation;

q. Other rights and obligations as prescribed by law.

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

a. The annual business plan of the Company;

b. The audited annual financial statements;

c. Reports of the Board of Directors on corporate governance and operational results of the Board of Directors and each member thereof;

d. Reports of the Supervisory Board on the business performance of the Company and operational results of the Board of Directors and the General Director;

e. Self-assessment reports on the operational results of the Supervisory Board and each member thereof;

f. The annual dividend rate for each class of shares in accordance with the Enterprise Law and the rights attached to such class of shares;

g. The number of members of the Board of Directors and the Supervisory Board;

h. The election, dismissal and removal of members of the Board of Directors and members of the Supervisory Board;

i. Approval of the list of approved auditing firms; and decision on the approved auditing firm to audit the Company's operations when deemed necessary;

k. Decision on the budget or total remuneration, bonuses and other benefits of members of the Board of Directors and the Supervisory Board;

l. Amendments and supplements to the Company Charter;

m. The classes and number of newly issued shares for each class of shares and the transfer of shares of founding shareholders within the first three (03) years from the date of establishment; decisions on the type, total value and offering time of convertible bonds and bonds attached with warrants;

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

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



p. Examination and handling of violations committed by the Board of Directors and the Supervisory Board causing damage to the Company and its shareholders;

q. Decision on investments or sale of assets with a value equal to or exceeding 35% of the total asset value of the Company as recorded in the latest financial statements;

r. Decision on repurchase of more than 10% of the total sold shares of each class;

s. Approval of contracts and transactions entered into by the Company with persons specified in Clause 1, Article 167 of the Enterprise Law where the value is equal to or exceeds 35% of the total asset value of the Company recorded in the latest financial statements;

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

u. Approval of the Internal Corporate Governance Regulations, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Supervisory Board;

y. Other matters as prescribed by law and this Charter.

3. Shareholders shall not be entitled to vote in the following cases:

a. Approval of contracts specified in Clause 2 of this Article where such shareholder or a related person of such shareholder is a party to the contract;

b. Repurchase of shares of such shareholder or related persons thereof, except where the repurchase is conducted in proportion to the ownership ratio of all shareholders or through order matching transactions on the Stock Exchange or public tender offers in accordance with law.

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

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

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

2. The authorization of an individual or organization to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with the civil laws and must specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, contents and scope of authorization, duration of authorization, and signatures of the authorizing party and the authorized party in accordance with the following provisions:

a. Where the authorizing shareholder is an individual, the power of attorney must bear the signatures of such shareholder and the authorized individual or the legal representative of the authorized organization attending the meeting;

b. Where the authorizing shareholder is an organization, the power of attorney must bear the signatures of the authorized representative, the legal representative of the institutional shareholder, and the authorized individual or the legal representative of the authorized organization attending the meeting;



c. In other cases, the power of attorney must bear the signatures of the legal representative of the shareholder and the authorized attendee.

The authorized attendee at the General Meeting of Shareholders must submit the power of attorney upon registration for attendance prior to entering the meeting room. In the case of re-authorization, the attendee must additionally present the original power of attorney from the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).

3. Where a lawyer signs the appointment letter of a representative on behalf of the authorizing person, such appointment shall only be deemed valid if the appointment letter is presented together with the power of attorney granted to the lawyer (if not previously registered with the Company).

4. Except for the case specified in Clause 3 of this Article, votes cast by the authorized attendee within the scope of authorization shall remain valid even if one of the following events occurs:

- a. The authorizing person dies, has limited legal capacity, or loses legal capacity;
- b. The authorizing person revokes the authorization appointment;
- c. The authorizing person revokes the authority of the person performing the authorization.

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

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

1. Any amendment or cancellation of special rights attached to a class of preference shares shall only take effect upon approval by shareholders representing at least 65% of the total voting votes of all attending shareholders. A resolution of the General Meeting of Shareholders on matters adversely changing the rights and obligations of holders of preference shares shall only be adopted if approved by shareholders attending the meeting and owning at least 75% of the total preference shares of the same class, or by shareholders owning at least 75% of the total preference shares of the same class in the case of adopting resolutions by way of written consultation.

2. A meeting of shareholders holding a class of preference shares to approve the above-mentioned changes shall only be valid if attended by at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the total par value of the issued shares of such class. If the required quorum is not met, the meeting shall be reconvened within thirty (30) days thereafter, and shareholders holding shares of such class, regardless of the number of attendees and shares represented, attending in person or through authorized representatives shall constitute a valid quorum. At such meetings of shareholders holding preference shares, shareholders holding shares of the relevant class attending in person or through authorized representatives may request voting by secret ballot. Each share of the same class shall carry equal voting rights at such meetings.



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

4. Unless otherwise provided in the terms of issuance of shares, the special rights attached to classes of shares having preferential rights with respect to distribution of profits or assets of the Company shall not be altered when the Company issues additional shares of the same class.

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

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

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

a. Preparing the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days before the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must disclose information on 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. Preparing the meeting agenda and contents of the meeting;

c. Preparing documents for the meeting;

d. Preparing draft resolutions of the General Meeting of Shareholders corresponding to the expected agenda items of the meeting;

e. Determining the time and venue of the meeting;

f. Notifying and sending notices of invitation to the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g. Performing other tasks serving the meeting.

3. Notices of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to the shareholders' contact addresses, and simultaneously disclosed on the Company's website and the websites of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send notices of invitation to all shareholders in the list of shareholders entitled to attend the meeting no later than twenty-one (21) days before the opening date of the General Meeting of Shareholders (calculated from the date the notice is validly sent or dispatched). The meeting agenda and documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In cases where the documents are not enclosed with the notice of invitation to the General Meeting of Shareholders, the notice must specify the link to all meeting documents so that shareholders may access them, including:



- a. The meeting agenda and documents to be used at the meeting;
- b. The list and detailed information of candidates in cases of election of members of the Board of Directors and Supervisors;

- c. Voting ballots;

- d. Draft resolutions for each matter included in the meeting agenda.

4. Shareholders or groups of shareholders specified in Clause 3, Article 12 of this Charter shall have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The proposal must include the full name of the shareholder, permanent address, nationality, Citizen Identification Card number, Identity Card number, Passport number or other lawful personal identification documents for individual shareholders; the name, enterprise code or establishment decision number, and head office address for institutional shareholders; the quantity and class of shares held by such shareholder; and the proposed matters to be included in the meeting agenda.

5. The person convening the General Meeting of Shareholders shall have the right to reject proposals specified in Clause 4 of this Article in any of the following cases:

- a. The proposal is not submitted in accordance with Clause 4 of this Article;

- b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of ordinary shares as prescribed in Clause 3, Article 12 of this Charter;

- c. The proposed matter does not fall within the authority of the General Meeting of Shareholders;

- d. Other cases as prescribed by law and this Charter.

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

1. A meeting of the General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent more than 50% of the total voting shares.

2. In the event that the first meeting does not satisfy the conditions for convening as prescribed in Clause 1 of this Article, a notice of invitation to the second meeting must be sent within thirty (30) days from the intended date of the first General Meeting of Shareholders. The second convened General Meeting of Shareholders shall only be conducted when shareholders attending the meeting represent at least 33% of the total voting shares.

3. In the event that the second meeting does not satisfy the conditions for convening as prescribed in Clause 2 of this Article, a notice of invitation to the third meeting must be sent within twenty (20) days from the intended date of the second meeting. In this case, the meeting shall be conducted regardless of the total voting shares represented by attending shareholders, shall be deemed valid, and shall have the authority to decide on all matters intended to be approved at the first General Meeting of Shareholders.

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



1. Prior to the opening of the meeting, the Company shall conduct shareholder registration procedures and continue such registration until all attending shareholders entitled to participate in the meeting have completed registration in accordance with the following procedures:

a. Upon registration of shareholders, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card stating the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes of such shareholder. The General Meeting of Shareholders shall discuss and vote on each matter included in the meeting agenda. Voting shall be conducted by approval, disapproval, or abstention.

b. In the event the Company organizes an online General Meeting of Shareholders and electronic voting, shareholders and their authorized representatives (if any) shall access the online General Meeting of Shareholders and electronic voting system in order to attend and exercise their voting and election rights.

c. When conducting voting at the General Meeting, approval votes shall be collected first, followed by disapproval votes, and finally the total number of approval and disapproval votes shall be counted to determine the result. The vote-counting results shall be announced by the Chairperson immediately prior to the closing of the meeting. The General Meeting shall elect persons responsible for vote counting or supervision of vote counting at the proposal of the Chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting.

d. Shareholders or authorized representatives arriving after the opening of the meeting shall have the right to immediately register and thereafter participate in and vote at the General Meeting immediately after registration. The Chairperson shall not be obliged to suspend the meeting in order to allow late attendees to register, and the validity of matters voted on prior thereto shall remain unchanged.

2. The election of the Chairperson, Secretary and vote-counting committee shall be conducted as follows:

a. The Chairman of the Board of Directors shall act as Chairperson or authorize another member of the Board of Directors to act as Chairperson of the General Meeting of Shareholders convened by the Board of Directors. In the absence of the Chairman or where the Chairman is temporarily unable to perform his/her duties, the remaining members of the Board of Directors shall elect one among themselves to act as Chairperson of the meeting based on the majority principle. If no Chairperson can be elected, the Head of the Supervisory Board shall preside over the meeting for the General Meeting of Shareholders to elect the Chairperson from among the attendees, and the person receiving the highest number of votes shall act as Chairperson of the meeting.

b. In other cases, the person signing the notice convening the General Meeting of Shareholders shall preside over the election of the Chairperson by the General Meeting of



Shareholders, and the person receiving the highest number of votes shall act as Chairperson of the meeting.

c. The Chairperson shall appoint one or more persons to act as Secretary(ies) of the meeting;

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

3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically determine the time allocation for each matter included therein.

4. The Chairperson of the General Meeting may implement necessary and reasonable measures to conduct the General Meeting of Shareholders in a lawful and orderly manner, in accordance with the approved agenda and reflective of the wishes of the majority of attendees.

a. Arranging seating at the venue of the General Meeting of Shareholders;;

b. Ensuring the safety of all persons present at the meeting venue(s);

c. Facilitating shareholders' attendance (or continued attendance) at the General Meeting. The convener of the General Meeting of Shareholders shall have full authority to alter the aforesaid measures and apply all necessary measures. Such measures may include the issuance of admission cards or the use of other forms of selection.

5. The General Meeting of Shareholders shall discuss and vote on each matter included in the agenda. Voting shall be conducted by approval, disapproval, or abstention. The vote-counting results shall be announced by the Chairperson immediately prior to the closing of the meeting.

6. Shareholders or authorized representatives arriving after the opening of the meeting may still register and shall have the right to participate in voting immediately after registration; in such case, the validity of matters voted on prior thereto shall remain unchanged.

7. The convener or the Chairperson of the General Meeting of Shareholders shall have the following rights:

a. To require all attendees to comply with inspection procedures or other lawful and reasonable security measures;

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

8. The Chairperson of the General Meeting shall have the right to adjourn a General Meeting of Shareholders for which sufficient attendees have registered for a period not exceeding three (03) working days from the scheduled opening date, and may only adjourn the meeting or change the meeting venue in the following cases:

a. The meeting venue does not have sufficient seating capacity convenient for all attendees;



b. The communication facilities at the meeting venue do not ensure that attending shareholders are able to participate, discuss and vote;

c. Attendees obstruct or disrupt order, posing a risk that the meeting cannot be conducted in a fair and lawful manner.

9. In the event that the Chairperson adjourns or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson in conducting the meeting until its conclusion; all resolutions adopted at such meeting shall remain valid and enforceable.

10. In the event the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company shall be responsible for ensuring that shareholders are able to attend and vote via electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government providing detailed regulations for implementation of a number of articles of the Law on Securities.

#### **Article 21. Conditions for Adoption of Resolutions of the General Meeting of Shareholders**

1. Except for the cases specified in Clauses 3, 4 and 6 of this Article, resolutions of the General Meeting of Shareholders on the following matters shall be adopted if approved by shareholders representing at least 65% of the total voting shares of all attending and voting shareholders at the meeting:

- a. Amendment and supplementation of the Company Charter;
- b. Classes of shares and the total number of shares of each class;
- c. Changes to business lines and business sectors;
- d. Changes to the organizational and management structure of the Company;
- e. Investment projects or sale of assets having a value equal to or exceeding 35% of the total assets recorded in the latest financial statements of the Company;
- f. Reorganization or dissolution of the Company;

2. Resolutions shall be adopted if approved by shareholders holding more than 50% of the total voting shares of all attending and voting shareholders at the meeting, except for the cases specified in Clauses 1, 3, 4 and 6 of this Article.

3. The election of members of the Board of Directors and the Supervisory Board may be conducted by cumulative voting method, whereby each shareholder shall have the total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board, and such shareholder shall have the right to allocate all or part of his/her total votes to one or more candidates. Candidates elected as members of the Board of Directors or Controllers shall be determined based on the number of votes from highest to lowest, commencing with the candidate receiving the highest number of votes until the number of members prescribed in the Company Charter is fully elected. In the event that two (02) or more candidates receive an equal



number of votes for the final position on the Board of Directors or the Supervisory Board, a re-election shall be conducted among the candidates receiving equal votes or selection shall be made according to the criteria specified in the election regulations.

In addition, the election of members of the Board of Directors and the Supervisory Board may be conducted by other methods as prescribed in the election regulations applicable to each election.

4. In the event that a resolution is adopted in the form of written consultation, such resolution of the General Meeting of Shareholders shall be adopted if approved by shareholders holding more than 50% of the total voting shares of all shareholders entitled to vote.

5. A resolution of the General Meeting of Shareholders containing contents that adversely alter the rights and obligations of shareholders holding preference shares shall only be adopted if approved by shareholders attending the meeting and holding at least 75% of the total preference shares of the same class, or by shareholders holding at least 75% of the total preference shares of such class in the event the resolution is adopted by written consultation.

6. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares shall be lawful and effective notwithstanding that the procedures for convening the meeting and adopting such resolutions were not implemented in accordance with the provisions of the Law on Enterprises and the Company Charter.

#### **Article 22. Authority and Procedures for Collecting Shareholders' Written Opinions to Adopt Resolutions of the General Meeting of Shareholders**

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

1. The Board of Directors shall have the right to collect shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders whenever deemed necessary for the interests of the Company.

2. The Board of Directors shall prepare the voting forms, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions. The Board of Directors must ensure that such documents are sent to and disclosed to shareholders within a reasonable period for consideration and voting, and at least ten (10) days prior to the deadline for returning the voting forms. The preparation of the list of shareholders entitled to submit written opinions shall comply with Clauses 1 and 2, Article 141 of the Law on Enterprises. The requirements and methods for sending voting forms and accompanying documents shall comply with Clause 3, Article 18 of this Charter.

3. A written opinion collection form must contain the following principal contents:

- a. Name, head office address, and enterprise registration number of the Company;
- b. Purpose of collecting opinions;
- c. Full name, contact address, nationality, and legal identification documents of shareholders who are individuals; name, enterprise registration number or legal documents, and head office address of shareholders that are organizations; or full name, contact address,



nationality, and legal identification documents of authorized representatives of institutional shareholders; number of shares of each class and the number of voting rights of shareholders;

- d. Matters to be voted on for adoption of resolutions;
- e. Voting options including approval, disapproval, and abstention for each matter;
- f. Deadline for returning the completed voting forms to the Company;
- g. Full name and signature of the Chairman of the Board of Directors.

4. Written opinion collection forms may be returned to the Company in the following forms:

a. By mail: The completed voting form must bear the signature of the shareholder who is an individual, or the authorized representative or legal representative of the shareholder that is an organization. Voting forms sent to the Company must be enclosed in sealed envelopes and may not be opened before the vote counting time;

b. By fax or email: Voting forms sent via fax or email must be kept confidential until the vote counting time;

c. Number of shareholders and total number of voting shares participating in the voting, including the number of valid and invalid voting forms and the method of submission, attached with the list of shareholders participating in the voting;

5. The Board of Directors shall conduct vote counting and prepare the vote-counting minutes under the supervision of the Board of Supervisors or shareholders who are not executive officers of the Company. The vote-counting minutes must contain the following principal contents:

- a. Name, head office address, and enterprise registration number of the Company;
- b. Purpose and matters for which opinions are collected for adoption of resolutions;
- c. Number of shareholders and total number of voting shares participating in the voting, including the number of valid and invalid voting forms and the method of submission, attached with the list of shareholders participating in the voting;
- d. Total number of votes approving, disapproving, and abstaining on each matter;
- e. Matters approved and the corresponding approval ratios;
- f. Full names and signatures of the Chairman of the Board of Directors, vote counters, and vote-counting supervisors.

Members of the Board of Directors, vote counters, and vote-counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote-counting minutes and jointly liable for any damages arising from resolutions adopted due to dishonest or inaccurate vote counting.

6. The vote-counting minutes must be sent to shareholders within fifteen (15) days from the completion of vote counting. The delivery of vote-counting minutes and resolutions may be replaced by posting them on the Company's website within twenty-four (24) hours from the completion of vote counting.

7. Completed voting forms, vote-counting minutes, adopted resolutions, and related documents attached to the voting forms must be kept at the Company's head office.



8. Resolutions adopted by collecting shareholders' written opinions shall be approved when shareholders representing more than 50% of the total voting shares of all shareholders entitled to vote approve them, and such resolutions shall have the same validity as resolutions adopted at a meeting of the General Meeting of Shareholders.

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

1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may also be audio-recorded or otherwise recorded and stored in electronic form. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, and shall contain the following principal contents:

- a. Name, head office address, and enterprise registration number of the Company;
- b. Time and venue of the General Meeting of Shareholders;
- c. Meeting agenda and contents of the meeting;
- d. Full names of the Chairperson and the Secretary;
- e. Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders with respect to each matter on the agenda;
- f. Number of shareholders and total voting rights of shareholders attending the meeting, attached with the list of registered shareholders and shareholders' representatives attending the meeting, including the number of shares and corresponding voting rights;
- g. Total number of votes for each matter voted on, clearly stating the voting method, total valid votes, invalid votes, votes in favor, votes against, and abstentions; and the corresponding ratio based on the total voting rights of attending shareholders;
- h. Matters approved and the corresponding approval voting ratios;
- i. Full names and signatures of the Chairperson and the Secretary. In the event that the Chairperson or the Secretary refuses to sign the meeting minutes, such minutes shall remain valid if signed by all other attending members of the Board of Directors and containing all contents prescribed in this Clause. The minutes must clearly state the refusal of the Chairperson and/or Secretary to sign the minutes.

Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of discrepancies between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.

2. Resolutions and minutes of the General Meeting of Shareholders must be completed and approved before the close of the meeting. The Chairperson, the Secretary of the meeting, or any other person signing the minutes shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.

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



4. The minutes of the General Meeting of Shareholders shall be deemed conclusive evidence of the matters conducted at the meeting unless objections to the contents of the minutes are duly raised within ten (10) days from the date the minutes are sent.

5. Minutes and resolutions of the General Meeting of Shareholders, appendices containing the list of shareholders registered to attend the meeting, powers of attorney for attendance, and related documents must be retained at the Company's head office.

#### **Article 24. Request for Cancellation of Resolutions of the General Meeting of Shareholders**

Within ninety (90) days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders, or the vote-counting minutes for written collection of shareholders' opinions, shareholders or groups of shareholders specified in Clause 3, Article 12 of this Charter shall have the right to request a Court or Arbitration to review and cancel a resolution or part of the contents of a resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting or collecting shareholders' written opinions and adopting resolutions of the General Meeting of Shareholders are not carried out in accordance with the Law on Enterprises and this Charter, except for the case specified in Clause 6, Article 21 of this Charter.

2. The contents of the resolution violate the law or this Charter.

In the event that a resolution of the General Meeting of Shareholders is cancelled pursuant to a decision of a Court or Arbitration, the person who convened the cancelled meeting of the General Meeting of Shareholders may consider reconvening the General Meeting of Shareholders within sixty (60) days in accordance with the order and procedures prescribed by the Law on Enterprises and this Charter.

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

#### **Article 25. Nomination and Candidacy for Members of the Board of Directors**

1. In cases where candidates have been identified in advance, information relating to candidates for the Board of Directors shall be included in the meeting documents of the General Meeting of Shareholders and disclosed at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review such candidates before voting. Candidates for the Board of Directors must provide written commitments regarding the truthfulness and accuracy of the disclosed personal information and undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed shall include at least the following contents:

- a. Full name; date, month, and year of birth;
- b. Educational background;



- c. Professional qualifications;
- d. Employment history and working experience;
- e. Companies in which the candidate currently holds the position of member of the Board of Directors and other managerial positions;
- g. Interests related to the Company (if any) and related parties of the Company;
- h. Full name(s) of the shareholder(s) or group of shareholders nominating such candidate (if any);
- i. Other information (if any).

2. Shareholders or groups of shareholders holding from ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors in accordance with the Law on Enterprises and the Company Charter.

Specifically, shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares shall be entitled to nominate one (01) candidate; from 20% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 60% may nominate up to five (05) candidates; from 60% to less than 70% may nominate up to six (06) candidates; from 70% to 80% may nominate up to seven (07) candidates; and from 80% to less than 90% may nominate up to eight (08) candidates.

3. In the event that the number of candidates for the Board of Directors nominated and self-nominated remains insufficient as required, the incumbent Board of Directors may introduce additional candidates or organize nominations in accordance with the mechanisms stipulated in the Company Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. Candidates introduced by the Board of Directors must be approved by a majority vote of the members of the Board of Directors. The procedures for the incumbent Board of Directors to introduce candidates for the Board of Directors must be clearly disclosed before the General Meeting of Shareholders conducts the election of members of the Board of Directors in accordance with the law.

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

1. The Board of Directors shall consist of five (05) members.

2. The term of office of a member of the Board of Directors shall not exceed five (05) years and members may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms. In the event that all members of the Board of Directors concurrently expire their terms of office, such members shall continue to act as members of the Board of Directors until new members are elected to replace them and take over the duties.

3. The composition of the Board of Directors shall be as follows:

The composition of the Board of Directors of the Company must ensure that at least one-third (1/3) of the total number of members of the Board of Directors are non-executive members.



The total number of independent members of the Board of Directors must satisfy the following requirements:

- a. At least one (01) independent member in case the Company has from three (03) to five (05) members of the Board of Directors;
- b. At least two (02) independent members in case the Company has from six (06) to eight (08) members of the Board of Directors;
- c. At least three (03) independent members in case the Company has from nine (09) to eleven (11) members of the Board of Directors.

The Company shall limit to the maximum extent possible the concurrent holding by members of the Board of Directors of executive positions within the Company in order to ensure the independence of the Board of Directors.

4. A member of the Board of Directors shall cease to hold office in the following cases:

- a. No longer satisfying the qualifications for being a member of the Board of Directors under the Law on Enterprises or being prohibited by law from serving as a member of the Board of Directors;
- b. Submitting a resignation letter and having such resignation accepted;
- c. Suffering from mental disorder and other members of the Board of Directors having professional evidence proving that such person no longer has legal capacity;
- d. Failing to attend meetings of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
- e. Pursuant to a decision of the General Meeting of Shareholders;
- f. Providing inaccurate or untruthful personal information when standing for election or being nominated as a member of the Board of Directors as prescribed in Clause 1, Article 25 of this Charter;
- g. Other cases as prescribed by law and this Charter.

5. The dismissal, removal, and appointment of members of the Board of Directors must be disclosed in accordance with the laws on securities and the securities market.

6. Members of the Board of Directors are not necessarily required to be shareholders of the Company.

#### **Article 27. Rights and Obligations of the Board of Directors**

1. The Board of Directors ("BOD") shall be the management body of the Company and shall have full authority, on behalf of the Company, to decide and exercise the rights and obligations of the Company, except for those falling under the authority of the General Meeting of Shareholders.

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

- a. To decide on the Company's strategic plans, medium-term development plans, and annual business plans;



b. To determine operational objectives based on the strategic objectives approved by the General Meeting of Shareholders;

c. To propose the types of shares and the total number of shares authorized to be offered for each class;

d. To decide on the sale of unsold shares within the total number of shares authorized to be offered for each class; to decide on raising additional capital in other forms;

e. To decide on the selling price of shares and bonds of the Company;

f. To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;

g. To decide on investment plans and investment projects within its authority and in accordance with the provisions of law;

h. To decide on solutions for market development, marketing, and technology;

i. To approve purchase, sale, borrowing, lending contracts and other contracts or transactions with a value equal to or exceeding thirty-five percent (35%) of the total asset value recorded in the latest financial statements of the Company, except for contracts and transactions falling under the authority of the General Meeting of Shareholders pursuant to Point d Clause 2 Article 138 and Clause 3 Article 167 of the Law on Enterprises;

k. To elect, dismiss, and remove the Chairman of the Board of Directors; to appoint and dismiss, enter into and terminate contracts with the General Director, Deputy General Directors, and Chief Accountant; to decide on salaries, remuneration, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies, and to decide on remuneration and other benefits of such representatives;

l. To supervise and direct the General Director and other managers in the daily operation and management of the Company's business activities;

m. To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment, suspension, dissolution, and termination of subsidiaries, branches, representative offices, and transaction offices; to appoint and dismiss Directors or heads of branches, representative offices, and transaction offices; and to decide on capital contributions to, acquisition of shares in other enterprises, and disposal of shares in enterprises in which the Company has invested capital. The appointment of representatives for contributed capital in enterprises in which the Company has invested shall comply with Articles 14 and 15 of the Law on Enterprises;

n. To propose the reorganization or dissolution of the Company; to request bankruptcy procedures; and to decide on suspension of the Company's operations;

o. To decide on the issuance of the Internal Corporate Governance Regulation and the Operational Regulation of the Board of Directors after approval by the General Meeting of Shareholders; and to issue the Company's Information Disclosure Regulation.



p. To approve the agenda and contents of documents serving meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or collect written opinions for the General Meeting of Shareholders to adopt resolutions;

q. To propose annual dividend rates; to decide on the time limit and procedures for dividend payment or the handling of losses arising in the course of business operations;

r. To propose the classes of shares and the total number of shares authorized to be offered for each class;

s. To decide on private placements of bonds, including the type of bonds, total bond value, and timing of the offering, except for the cases specified in Point a Clause 1 Article 130 of the Law on Enterprises, provided that such matters must be reported to the General Meeting of Shareholders at the nearest meeting. Such report must be accompanied by documents and dossiers relating to the bond offering;

t. To decide on the offering price of shares and bonds in cases authorized by the General Meeting of Shareholders;

u. To submit the audited annual financial statements and corporate governance reports to the General Meeting of Shareholders;

v. To report to the General Meeting of Shareholders on the appointment of the General Director by the Board of Directors;

w. To approve purchase, sale, borrowing, lending contracts and other contracts or transactions with a value of less than thirty-five percent (35%) of the total asset value recorded in the latest financial statements of the Company;

a1. To exercise other rights and perform other obligations in accordance with the Law on Enterprises, relevant laws, this Charter, and the Internal Corporate Governance Regulation.

3. The following matters must be approved by the Board of Directors:

a. Establishment of branches, representative offices, and transaction offices of the Company;

b. Establishment of subsidiaries of the Company;

c. Within the scope prescribed in Clause 2 Article 153 of the Law on Enterprises, and except for the cases prescribed in Clause 2 Article 138 and Clause 3 Article 167 of the Law on Enterprises which must be approved by the General Meeting of Shareholders, the Board of Directors shall decide on the execution, amendment, and termination of contracts of the Company;

d. Appointment, dismissal, and removal of persons authorized by the Company to act as commercial representatives and lawyers of the Company;

e. Borrowings and the implementation of mortgages, security interests, guarantees, and indemnities by the Company;

f. Investments outside the business plan and budget exceeding ten percent (10%) of the value of the annual business plan and budget;

g. Purchase or sale of shares or contributed capital in other companies established in Vietnam or abroad;



h. Valuation of assets contributed to the Company not in cash during share or bond issuances of the Company, including gold, land use rights, intellectual property rights, technology, and technological know-how;

i. The repurchase or redemption of no more than ten percent (10%) of the total shares of each class already offered within twelve (12) months;

j. To decide on the repurchase or redemption price of the Company's shares;

k. Business matters or transactions which the Board determines require its approval within the scope of its authority and responsibilities.

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

5. Unless otherwise provided by law or this Charter, the Board of Directors may authorize subordinate employees and other executives to act on behalf of the Company in handling certain matters.

6. For matters approved in previous Resolutions of the General Meeting of Shareholders that have not yet been implemented, the Board of Directors must report to the General Meeting of Shareholders at the nearest annual meeting. In cases where there are changes to matters falling under the authority of the General Meeting of Shareholders, the Board of Directors must submit such changes to the General Meeting of Shareholders for approval at the nearest meeting prior to implementation.

#### **Article 28. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors**

1. The Company shall have the right to pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.

2. Members of the Board of Directors (excluding authorized representatives) shall be entitled to remuneration and bonuses for their work in their capacity as members of the Board of Directors. Such remuneration shall be calculated based on the number of working days required to perform their duties and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member based on the principle of unanimity. The total remuneration of the Board of Directors shall be decided by the General Meeting of Shareholders.

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

4. Members of the Board of Directors holding executive positions, or members working in committees of the Board of Directors or performing duties which, in the opinion of the Board of Directors, are beyond the normal scope of duties of a Board member, may receive additional



remuneration in the form of lump-sum payments for each assignment, salary, commission, percentage of profits, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors shall be entitled to reimbursement for all travel, accommodation, meal expenses and other reasonable expenses incurred in performing their responsibilities as members of the Board of Directors, including expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors, or committees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company subject to approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities of members of the Board of Directors arising from violations of law or the Company Charter.

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

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

2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.

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

- a. To formulate programs and operational plans of the Board of Directors;
- b. To prepare agendas and documents, convene and chair meetings of the Board of Directors; and to chair meetings of the General Meeting of Shareholders;
- c. To organize the adoption of resolutions and decisions of the Board of Directors;
- d. To supervise the implementation of resolutions and decisions of the Board of Directors;
- e. To exercise other rights and perform other obligations as prescribed by the Law on Enterprises and this Charter.

4. The Chairman of the Board of Directors shall be responsible for ensuring that the Board of Directors submits the annual financial statements, reports on the Company's operations, audit reports, and supervisory reports of the Board of Directors to shareholders at the meetings of the General Meeting of Shareholders.

5. The Chairman of the Board of Directors may be removed pursuant to a decision of the Board of Directors. In the event that the Chairman resigns or is removed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation letter or the effective date of dismissal or removal.

6. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and perform the obligations of the Chairman of the Board of Directors and notify the remaining members of the Board of Directors and the General Director of such authorization. In the absence of an authorized person, or where the Chairman dies, is missing, is held in temporary detention, is serving a prison sentence, is subject to compulsory rehabilitation or compulsory



education measures, absconds from his/her place of residence, has limited or lost legal capacity, has difficulties in cognition or behavior control, or is prohibited by the Court from holding positions, practicing a profession, or performing certain work, the remaining members of the Board of Directors shall elect one among themselves to act as Chairman of the Board of Directors based on the approval by the majority 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 shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of the Board of Directors. This meeting shall be convened by the member obtaining the highest number of votes or the highest voting ratio. In the event that there is more than one (01) member obtaining the highest number of votes or the highest voting ratio, the members shall elect by majority vote one (01) among them to convene the meeting of the Board of Directors.

2. The Chairman of the Board of Directors shall convene regular and extraordinary meetings of the Board of Directors, and determine the agenda, time and venue of the meeting at least five (05) working days prior to the meeting date. The Chairman may convene meetings whenever deemed necessary; provided that the Board of Directors shall meet at least once every quarter.

3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors without undue delay when requested in writing by any of the following persons, clearly stating the purpose of the meeting and matters to be discussed:

- a. The Supervisory Board;
- b. The General Director or at least five (05) other managers;
- c. An independent member of the Board of Directors;
- d. At least two (02) members of the Board of Directors;
- e. Other cases as prescribed by the Company's Charter and the Internal Regulations on Corporate Governance.

4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article. In the event that the Chairman fails to convene the meeting as requested, the Chairman shall be liable for any damages caused to the Company; the persons requesting the meeting as specified in Clause 3 Article 30 shall have the right to replace the Chairman in convening the meeting of the Board of Directors.

5. Upon request of the approved auditing organization conducting the audit of the Company's financial statements, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.

6. Meetings of the Board of Directors shall be held at the Company's head office or at another location in Vietnam or overseas as decided by the Chairman of the Board of Directors and approved by the Board of Directors.



7. Notices of meetings of the Board of Directors must be sent to members of the Board of Directors and Supervisors at least three (03) working days prior to the meeting date. The notice of meeting of the Board of Directors shall be made in Vietnamese or a foreign language and must specify the meeting time, venue, agenda, matters to be discussed, together with necessary documents relating to matters to be discussed and voted on at the meeting, and voting ballots of members. A member of the Board of Directors may refuse the meeting invitation notice in writing, and such refusal may be amended or revoked in writing by that member.

Meeting notices and accompanying documents may be sent by invitation letter, mail, telephone, fax, email or other means, provided that they are delivered to the registered contact address of each member of the Board of Directors maintained by the Company.

8. The Chairman of the Board of Directors or the convener shall send notices of meeting and accompanying documents to the Supervisors in the same manner as those sent to members of the Board of Directors. Supervisors shall have the right to attend meetings of the Board of Directors, to participate in discussions, but shall not have voting rights.

9. Meetings of the Board of Directors shall be conducted when at least three-fourths (3/4) of the total members of the Board of Directors are present in person or through representatives (authorized persons), if approved by a majority of the members of the Board of Directors.

In the event that the required quorum is not met, the second meeting must be convened within seven (07) days from the intended date of the first meeting. The second meeting shall be conducted if more than one-half (1/2) of the members of the Board of Directors attend the meeting..

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

- a. Attending and voting directly at the meeting;
- b. Authorizing another person to attend and vote in accordance with Clause 12 of this Article;
- c. Attending and voting through online conferencing, electronic voting or other electronic means;
- d. Sending voting ballots to the meeting by mail, fax or email;
- e. Sending voting ballots by other means.

11. Members must attend all meetings of the Board of Directors in full. A member may authorize another person to attend and vote on his/her behalf if approved by a majority of the members of the Board of Directors.

12. Meetings of the Board of Directors may be conducted in the form of an online conference among members of the Board of Directors where one, several or all members are located in different places, provided that each participating member is able to:

- a. Hear every other participating member speaking during the meeting;
- b. Speak simultaneously with all other participating members. Discussions among members may be conducted directly via telephone or by other communication means, or a



combination of such methods. Members of the Board of Directors participating in such meetings shall be deemed to be "present" at such meeting. The venue of a meeting conducted in accordance with this provision shall be the location where the largest number of members of the Board of Directors are present, or the location where the Chairman of the meeting is present.

Resolutions adopted at online meetings which are duly convened and conducted shall take effect immediately upon the conclusion of the meeting, provided that they are confirmed by signatures (including electronic signatures) in the minutes by all members of the Board of Directors attending such meeting.

13. A member of the Board of Directors may send his/her voting ballot to the meeting by mail, fax or email. In the case of sending the voting ballot by mail, the ballot must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one (01) hour prior to the openi.

#### 14. Voting

a. Except as provided in point b of this Clause, each member of the Board of Directors or authorized person as prescribed in Clause 10 of this Article who is personally present at the meeting of the Board of Directors shall have one (01) vote;

b. A member of the Board of Directors shall not vote on contracts, transactions or proposals in which such member or his/her related person has interests that conflict or may conflict with the interests of the Company. Such member shall not be counted toward the minimum quorum required to conduct a meeting of the Board of Directors regarding resolutions on which such member has no voting right;

c. Subject to point d of this Clause, where an issue arises at a meeting relating to the interests or voting rights of a member of the Board of Directors and such member does not voluntarily waive his/her voting right, the ruling of the Chairman shall be the final decision, unless the nature or scope of the interests of the relevant member of the Board of Directors has not been fully disclosed;

d. A member of the Board of Directors benefiting from a contract as prescribed in points a and b Clause 7 Article 43 of this Charter shall be deemed to have a material interest in such contract;

e. Supervisors shall have the right to attend meetings of the Board of Directors, to participate in discussions, but shall not have voting rights.

15. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been entered into or is proposed to be entered into with the Company, and who is aware that he/she has interests therein, shall be responsible for disclosing such interests at the first meeting of the Board of Directors discussing the execution of such contract or transaction. In the event that the member of the Board of Directors is unaware that he/she and his/her related persons have interests at the time the contract or transaction is entered into with the Company, such member must disclose the relevant interests at the first meeting of the Board of Directors convened after such member becomes aware that he/she has or will have interests in the aforesaid transaction or contract.



16. The Board of Directors shall adopt decisions and pass resolutions on the basis of approval by a majority of the members of the Board of Directors attending the meeting. In the event of an equal number of votes for and against, the vote of the Chairman of the Board of Directors shall be the casting vote.

17. Resolutions in the form of written opinions shall be adopted on the basis of approval by a majority of the members of the Board of Directors having voting rights. Such resolutions shall have the same validity and effect as resolutions adopted at meetings.

18. Minutes of meetings of the Board of Directors shall be prepared in Vietnamese and may also be prepared in a foreign language. The Chairman, the secretary and the person recording the minutes who sign the minutes shall be jointly liable for the truthfulness and accuracy of the contents thereof. In the event that the Chairman or the person recording the minutes refuses to sign the minutes, such minutes shall nevertheless be valid if signed by all other members of the Board of Directors attending the meeting and containing all contents as prescribed in points a, b, c, d, dd, e, g and h Clause 1 Article 158 of the Law on Enterprises. The minutes must clearly state that the Chairman and/or secretary refused to sign the minutes. Persons signing the minutes shall be jointly liable for the truthfulness and accuracy of the contents of the minutes of the meeting of the Board of Directors. The Chairman and the person recording the minutes shall bear personal liability for any damages caused to the enterprise due to refusal to sign the minutes in accordance with the Law on Enterprises, the Company's Charter and relevant laws.

The Chairman of the Board of Directors shall be responsible for sending the minutes of meetings of the Board of Directors to the members, and such minutes shall constitute authentic evidence of the matters conducted at the meeting unless objections to the contents of the minutes are raised within ten (10) days from the date of dispatch.

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

1 The Board of Directors may establish subordinate subcommittees in charge of development policies, personnel, remuneration, and internal audit. The number of members of each subcommittee shall be decided by the Board of Directors, but should comprise at least three (03) persons, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute the majority of the subcommittee, and one of such members shall be appointed as the Head of the subcommittee by decision of the Board of Directors. The operations of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee shall only be valid when approved by a majority of members attending and voting at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, or of persons acting in the capacity of members of subcommittees under the Board of Directors, must comply with the applicable laws and the provisions of the Company's Charter.

#### **Article 32. Person in Charge of Corporate Governance**



1 The Board of Directors shall appoint at least one (01) person as the Person in Charge of Corporate Governance to support the effective implementation of corporate governance activities. The term of office of the Person in Charge of Corporate Governance shall be decided by the Board of Directors, with a maximum term of five (05) years. The Person in Charge of Corporate Governance may concurrently serve as the Company Secretary as prescribed in Clause 5 Article 156 of the Law on Enterprises.

2. The Person in Charge of Corporate Governance must satisfy the following criteria:

- a. Having knowledge of laws and regulations;
- b. Not concurrently working for an approved auditing organization currently auditing the Company's financial statements;
- c. Satisfying other criteria as prescribed by law, this Charter and decisions of the Board of Directors.

3. The Board of Directors may dismiss the Person in Charge of Corporate Governance when necessary, provided that such dismissal is not contrary to the prevailing labor laws. The Board of Directors may appoint an Assistant to the Person in Charge of Corporate Governance from time to time.

4. The Person in Charge of Corporate Governance shall have the following rights and obligations:

- a. Advising the Board of Directors on organizing meetings of the General Meeting of Shareholders in accordance with regulations and handling matters between the Company and shareholders;
- b. Preparing meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
- c. Advising on procedures for meetings;
- d. Attending meetings;
- e. Advising on procedures for preparing resolutions of the Board of Directors in compliance with legal regulations;
- f. Providing financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and Supervisors;
- g. Supervising and reporting to the Board of Directors on the Company's information disclosure activities;
- h. Maintaining confidentiality of information in accordance with laws and the Company's Charter;
- i. Other rights and obligations as prescribed by law and the Company's Charter.

## **CHAPTER VIII**

### **GENERAL DIRECTOR AND OTHER EXECUTIVES**

#### **Article 33. Management Organization Structure**



The management system of the Company must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business operations of the Company. The Company shall have a General Director, Deputy General Directors and a Chief Accountant. The appointment, dismissal and removal of the above-mentioned positions must be approved by resolutions or decisions of the Board of Directors.

#### **Article 34. Executives**

1. Upon the recommendation of the General Director and subject to the approval of the Board of Directors, the Company may recruit other executives in numbers and with qualifications appropriate to the Company's organizational structure and management regulations as prescribed by the Board of Directors. Executives shall exercise due diligence to support the Company in achieving its operational and organizational objectives.

2. Remuneration, salary, benefits and other terms of the labor contract of the General Director shall be decided by the Board of Directors. Contracts with other executives shall be decided by the Board of Directors after consultation with the General Director.

3. Salaries of executives shall be recorded as operating expenses of the Company in accordance with the laws on corporate income tax, presented as separate items in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

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

1. The Board of Directors shall appoint one (01) member of the Board of Directors or another person as the General Director; appoint one (01) Chief Accountant and one or more Deputy General Directors; and enter into contracts specifying remuneration, salary and other benefits. The General Director shall manage the daily business operations of the Company; be subject to the supervision of the Board of Directors; and be responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.

2. The term of office of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The appointment may cease to be effective pursuant to the provisions of the labor contract. The General Director must not be a person prohibited by law from holding such position and must satisfy the standards and conditions prescribed by law and the Company's Charter.

3. The General Director shall have the following rights and obligations:

a. Implementing resolutions and decisions of the Board of Directors and the General Meeting of Shareholders, as well as the Company's business plans and investment plans approved by the Board of Directors and the General Meeting of Shareholders;

b. Deciding on matters relating to the daily business operations of the Company that are not within the authority of the Board of Directors, including signing financial and commercial contracts on behalf of the Company, and organizing and managing the daily business activities of the Company in accordance with best management practices;



c. Proposing to the Board of Directors plans for the organizational structure and internal management regulations of the Company;

d. Proposing measures to improve the operations and management of the Company;

e. Appointing, dismissing and removing managerial positions within the Company, except for positions under the authority of the Board of Directors;

f. Deciding salaries and other benefits for employees of the Company, including managers appointed by the General Director;

g. Consulting with the Board of Directors in deciding the number of employees, their appointment, dismissal, salary levels, allowances, benefits and other terms related to their labor contracts;

h. Recommending plans for dividend distribution or handling business losses;

i. No later than 01 December each year, submitting to the Board of Directors for approval a detailed business plan for the following fiscal year on the basis of meeting the requirements of the appropriate budget as well as the five (05)-year financial plan;

k. Preparing long-term, annual and quarterly estimates of the Company (hereinafter referred to as the "budgets") for 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 information required under the Company's regulations;

l. Other rights and obligations as prescribed by law, this Charter, the Company's internal regulations, resolutions of the Board of Directors and the labor contract signed with the Company.

4. The General Director shall be responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these bodies upon request.

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

## **CHAPTER IX. SUPERVISORY BOARD**

### **Article 36. Nomination and Candidacy for Supervisors**

1. The nomination and candidacy of Supervisors shall be implemented in accordance with the provisions of Clauses 1 and 2 Article 25 of this Charter.

2. In the event that the number of candidates for the Supervisory Board through nomination and self-nomination is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the mechanism prescribed in the Company's Charter and the Internal Regulations on Corporate Governance.



The mechanism for nomination of candidates by the incumbent Supervisory Board must be clearly disclosed and approved by the General Meeting of Shareholders before the nomination process is conducted.

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

1. The Supervisory Board of the Company shall consist of three (03) Supervisors. The term of office of a Supervisor shall not exceed five (05) years and Supervisors may be re-elected for an unlimited number of terms.

2 Supervisors must satisfy the standards and conditions prescribed in Article 169 of the Law on Enterprises and the Company's Charter, and must not fall into the following cases:

- a. Working in the accounting or finance department of the Company;
- b. Being a member or employee of the independent auditing firm that has audited the Company's financial statements during the preceding three (03) consecutive years.

3. A Supervisor shall be dismissed in the following cases:

- a. No longer satisfying the standards and conditions for being a Supervisor as prescribed in Clause 2 of this Article;

- b. Submitting a resignation letter which is accepted;

- c. Other cases as prescribed by law and this Charter.

4. A Supervisor shall be removed from office in the following cases:

- a. Failing to fulfill assigned duties and tasks;
- b. Failing to exercise his/her rights and obligations for six (06) consecutive months, except in cases of force majeure;

- c. Seriously or repeatedly violating the obligations of a Supervisor as prescribed by the Law on Enterprises and the Company's Charter;

- d. Pursuant to a resolution of the General Meeting of Shareholders;

- e. Other cases as prescribed by law and this Charter.

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

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, dismissal and removal shall be decided based on the majority principle. More than half of the members of the Supervisory Board must permanently reside in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration or a major relevant to the Company's business activities.

2. The Head of the Supervisory Board shall have the following rights and responsibilities:

- a. Convening meetings of the Supervisory Board;

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

- c. Preparing and signing reports of the Supervisory Board after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

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



1. The Supervisory Board shall have the rights and obligations prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

a. Proposing and recommending to the General Meeting of Shareholders for approval the list of approved auditing firms to audit the Company's financial statements; deciding on the approved auditing firm to inspect the Company's operations when deemed necessary;

b. Being responsible to shareholders for its supervisory activities;

c. Supervising the Company's financial situation, the legality of activities of members of the Board of Directors, the General Director and other managers, and the coordination among the Supervisory Board, the Board of Directors, the General Director and shareholders;

d. In the event of detecting violations of law or the Company's Charter by members of the Board of Directors, the General Director or other executives, notifying the Board of Directors in writing within forty-eight (48) hours, requesting the violators to cease the violations and take remedial measures;

e. Formulating the Operating Regulations of the Supervisory Board and submitting them to the General Meeting of Shareholders for approval;

f. Reporting to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

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

h. Having the right to request the Board of Directors, members of the Board of Directors, the General Director and other managers to provide complete, accurate and timely information and documents regarding the management, administration and business operations of the Company;

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

2. Members of the Board of Directors, the General Director and other executives must provide complete, accurate and timely information and documents relating to the management, administration and operations of the Company at the request of the Supervisory Board. The Person in Charge of Corporate Governance must ensure that copies of all resolutions and minutes of meetings of the General Meeting of Shareholders and the Board of Directors, financial information and other information and documents provided to shareholders and members of the Board of Directors are also provided to the Supervisors at the same time and in the same manner as provided to shareholders and members of the Board of Directors.

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

1 The Board of Supervisors shall convene at least two (02) meetings per year. The quorum for a meeting shall be at least two-thirds (2/3) of the total number of Supervisors. Minutes of meetings of the Board of Supervisors must be prepared in detail and clearly. The minute-taker and the Supervisors attending the meeting must sign the meeting minutes. Minutes



of meetings of the Board of Supervisors shall be archived to determine the responsibilities of each Supervisor.

2. The Board of Supervisors shall have the right to request members of the Board of Directors, the General Director and representatives of the approved auditing organization to attend meetings and provide clarification on matters requiring explanation.

#### **Article 41. Salaries, Remuneration, Bonuses and Other Benefits of Members of the Board of Supervisors**

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

2. Supervisors shall be reimbursed for accommodation, travel expenses, expenses for independent consulting services and other reasonably incurred expenses when attending meetings of the Board of Supervisors or carrying out other activities of the Board of Supervisors. The total remuneration and expenses shall not exceed the annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Board of Supervisors shall be recorded as operating expenses of the Company in accordance with the laws on corporate income tax and other relevant laws, and shall be separately presented in the annual financial statements of the Company.

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

#### **Article 42. Duty of Care**

Members of the Board of Directors, Supervisors, the General Director and other executives shall perform their duties, including duties as members of subcommittees of the Board of Directors, honestly, prudently and in the best interests of the Company.

#### **Article 43. Duty of Loyalty and Avoidance of Conflicts of Interest**

1. Members of the Board of Directors, Supervisors, the General Director and other executives must disclose related interests in accordance with Article 164 of the Law on Enterprises and other relevant laws.

2. Members of the Board of Directors, Supervisors, the General Director and other executives may only use information obtained by virtue of their positions for the benefit of the Company and shall not use business opportunities that may benefit the Company for personal purposes; at the same time, they shall not use information obtained by virtue of their positions for personal gain or for the benefit of other organizations or individuals.



3. Members of the Board of Directors, Supervisors, the General Director and other executives are obligated to notify the Board of Directors of all interests that may conflict with the interests of the Company which they may enjoy through economic entities, transactions between the Company, subsidiaries, or other companies in which the Company holds more than fifty percent (50%) of the charter capital, with such persons or their related persons in accordance with the law.

4. Unless otherwise decided by the General Meeting of Shareholders, the Company shall not provide loans or guarantees to members of the Board of Directors, Supervisors, the General Director, other executives, and individuals or organizations related to such persons, or legal entities in which such persons have financial interests, except where the public company and related organizations are companies within the same group of companies, including parent companies, subsidiaries, economic groups, and where specialized laws provide otherwise.

5. Members of the Board of Directors shall not vote on transactions that provide benefits to themselves or their related persons in accordance with the Law on Enterprises and the Company Charter.

6. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and their related persons shall not use or disclose internal information to others for carrying out related transactions.

7. Contracts or transactions between the Company and one or more members of the Board of Directors, Supervisors, the General Director, other executives and persons or organizations related to such persons shall not be invalidated in the following cases:

a. For contracts or transactions valued at less than or equal to thirty-five percent (35%) of the total assets recorded in the latest financial statements, the material contents of the contracts or transactions, as well as the relationships and interests of the members of the Board of Directors, Supervisors, the General Director or other executives, have been reported to the Board of Directors. At the same time, the Board of Directors has approved such contracts or transactions honestly by a majority vote of the members of the Board of Directors who have no related interests;

b. For contracts or transactions valued at more than thirty-five percent (35%) of the total assets recorded in the latest financial statements, the material contents of such contracts or transactions, as well as the relationships and interests of the members of the Board of Directors, Supervisors, the General Director or other executives, have been disclosed to shareholders without related interests who are entitled to vote on such matters, and such shareholders have approved the contracts or transactions;

c. Such contracts or transactions are considered fair and reasonable by an independent consulting organization in all aspects relating to the shareholders of the Company at the time such transactions or contracts are approved by the Board of Directors or the General Meeting of Shareholders.



Members of the Board of Directors, Supervisors, the General Director, other executives and organizations or individuals related to such persons shall not use undisclosed information of the Company or disclose such information to others in order to carry out related transactions.

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

1. Members of the Board of Directors, Supervisors, the General Director and other executives who breach their obligations and duties of honesty and prudence, or fail to fulfill their duties with due diligence and professional competence, shall be liable for damages caused by their violations.

2. The Company shall indemnify persons who have been, are, or may become parties to complaints, lawsuits, or prosecutions (including civil and administrative cases and cases not initiated by the Company) if such persons are or were members of the Board of Directors, Supervisors, the General Director, other executives, employees, or authorized representatives of the Company, or such persons acted or are acting at the request of the Company in the capacity of members of the Board of Directors, executives, employees, or authorized representatives of the Company, provided that such persons acted honestly, prudently and diligently for the interests of the Company or in a manner not contrary to the interests of the Company, in compliance with the law, and there is no evidence proving that such persons breached their responsibilities.

3. In performing their functions, duties or authorized tasks on behalf of the Company, members of the Board of Directors, Supervisors, other executives, employees or authorized representatives of the Company shall be indemnified by the Company when they become parties to complaints, lawsuits or prosecutions (except for cases initiated by the Company) in the following circumstances:

a. They acted honestly, prudently and diligently for the interests of the Company and not contrary to the interests of the Company;

b. They complied with the law and there is no evidence confirming that they failed to fulfill their responsibilities.

4. Indemnification expenses include incurred expenses (including legal fees), judgment expenses, fines, and amounts actually paid or reasonably deemed payable in resolving such matters within the scope permitted by law. The Company may purchase insurance for such persons against the indemnification liabilities mentioned above.

### **CHAPTER XI.**

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

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

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

a. Ordinary shareholders have the right to examine, search and extract information regarding names and contact addresses in the list of voting shareholders; request correction of inaccurate information relating to themselves; examine, search, extract or copy the Charter of



the Company, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

b. Shareholders or groups of shareholders holding five percent (05%) or more of the total ordinary shares shall have the right to examine, search and extract minutes books and resolutions or decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets or business secrets, during working hours and at the Company's head office. In cases where an authorized representative of a shareholder or group of shareholders requests such inspection, the representative must provide a power of attorney from the shareholder or shareholder group represented by such person or a notarized copy thereof.

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

3. The Company shall keep this Charter and all amendments and supplements thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and other documents as prescribed by law at the head office or another location, provided that shareholders and the Business Registration Authority are notified of the location where such documents are kept.

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

## **CHAPTER XII.**

### **EMPLOYEES AND TRADE UNION**

#### **Article 46. Employees and Trade Union**

1. The General Director shall prepare plans for the Board of Directors' approval on matters relating to recruitment, termination of employment, salaries, social insurance, welfare, rewards and disciplinary actions applicable to employees and executives of the Company.

2. The General Director shall prepare plans for the Board of Directors' approval on matters relating to the Company's relationship with trade union organizations in accordance with the best standards, practices and management policies, the practices and policies stipulated in this Charter, the Company's internal regulations and applicable laws.

## **CHAPTER XIII.**

### **DISTRIBUTION OF PROFITS**

#### **Article 47. Distribution of Profits**



1. The Company shall establish funds and reserves in accordance with the provisions of law.

2. The General Meeting of Shareholders shall decide the annual dividend payout ratio and method of dividend payment from the retained earnings of the Company.

3. The Company shall not pay interest on dividend amounts or any amounts payable relating to a class of shares.

4. The Board of Directors may recommend that the General Meeting of Shareholders approve the payment of all or part of dividends in shares, and the Board of Directors shall implement such decision.

5. In cases where dividends or other amounts relating to a class of shares are paid in cash, the Company shall make payment in Vietnam Dong. Payment may be made directly or through banks based on bank account details provided by shareholders. Where the Company has transferred payment in accordance with the bank account details provided by shareholders but such shareholders fail to receive the money, the Company shall not be liable for such transferred amounts. Dividend payments for shares listed on the Stock Exchange may be made through securities companies or the Vietnam Securities Depository Center.

6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution determining a specific record date. Based on such date, persons registered as shareholders or owners of other securities shall be entitled to receive dividends, interest, profit distributions, shares, notices or other documents.

7. Other matters relating to the distribution of profits shall be implemented in accordance with the provisions of law.

## **CHAPTER XIV.**

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

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

1. The Company shall open accounts at Vietnamese banks or foreign banks licensed to operate in Vietnam.

2. Subject to prior approval from the competent authorities, where necessary, the Company may open bank accounts overseas in accordance with the provisions of law.

3. The Company shall conduct all payments and accounting transactions through Vietnam Dong or foreign currency accounts opened at banks by the Company.

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

The fiscal year of the Company shall commence on the first day of January and end on the thirty-first (31st) day of December each year. The first fiscal year shall commence from the date of issuance of the Enterprise Registration Certificate and end on the thirty-first (31st) day



of December immediately following the date of issuance of such Enterprise Registration Certificate.

**Article 50. Bank Accounts**

1. The accounting system adopted by the Company shall be the Vietnamese Accounting Standards (VAS), the corporate accounting regime, or other specialized accounting regimes issued by competent authorities and approved by the Ministry of Finance.

2. The Company shall maintain accounting books in Vietnamese and preserve accounting records in accordance with the laws on accounting and relevant laws. Such records must be accurate, updated, systematic, and sufficient to evidence and explain the Company's transactions.

3. The accounting currency used by the Company shall be Vietnam Dong. In cases where the Company has economic transactions mainly conducted in a foreign currency, the Company may choose such foreign currency as its accounting currency, shall take responsibility for such choice before the law, and shall notify the directly managing tax authority.

**CHAPTER XV.**

**ANNUAL REPORT, FINANCIAL STATEMENTS  
AND INFORMATION DISCLOSURE OBLIGATIONS**

**Article 53. Annual, Semi-Annual and Quarterly Financial Statements**

1. The Company shall prepare annual financial statements in accordance with the provisions of law and the regulations of the State Securities Commission, and such statements must be audited in accordance with applicable laws. The Company shall disclose the audited annual financial statements in accordance with the laws on information disclosure in the securities market and submit them to competent state authorities. The Company shall submit the audited annual financial statements to the competent tax authority, the State Securities Commission, the Stock Exchange, and the Business Registration Authority in accordance with applicable laws.

2. The annual financial statements shall include an income statement fairly and objectively reflecting the Company's profit/loss during the fiscal year, a statement of financial position fairly and objectively reflecting the Company's operational status as of the reporting date, a cash flow statement, and notes to the financial statements.

3. The Company shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the regulations of the State Securities Commission and the Stock Exchange, and submit them to the relevant tax authorities and the Business Registration Authority in accordance with the provisions of the Law on Enterprises.

4. The audited annual financial statements (including the auditor's opinion), reviewed semi-annual financial statements, and quarterly financial statements must be published on the Company's website.



5. Any interested organizations or individuals shall have the right to inspect or make copies of the audited annual financial statements, reviewed semi-annual financial statements, and quarterly financial statements during working hours at the Company's head office and must pay a reasonable copying fee.

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

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

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

#### **Article 55. Audit**

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

2. The audit report shall be attached to the Company's annual financial statements.

3. The independent auditors conducting the audit of the Company are entitled to attend meetings of the General Meeting of Shareholders and shall have the right to receive notices and other information relating to meetings of the General Meeting of Shareholders that shareholders are entitled to receive, and to express opinions at the meeting on matters relating to the audit of the Company's financial statements.

### **CHAPTER XVII. SEAL**

#### **Article 56. Seal**

1. The seal includes a seal made by a seal engraving establishment or a seal in the form of a digital signature in accordance with the laws on electronic transactions.

2. The Board of Directors shall decide on the type, quantity, form, and contents of the seal of the Company, its branches, and representative offices (if any), and the seal shall be engraved in accordance with the law and the Company Charter.

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

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

#### **Article 57. Dissolution of the Company**



1. The Company may be dissolved in the following cases:
  - a. Upon expiry of the operation term stated in the Company Charter without any resolution on extension;
  - b. Early dissolution pursuant to a resolution or decision of the General Meeting of Shareholders;
  - c. Revocation of the Enterprise Registration Certificate, except where otherwise provided by the Law on Tax Administration;
  - d. The Company no longer satisfies the minimum number of members as prescribed by the Law on Enterprises for a continuous period of six (06) months without carrying out procedures for conversion of the enterprise type;
  - e. Other cases as prescribed by law.
2. The early dissolution of the Company (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to or approved by the competent authority (if required) in accordance with regulations.

#### **Article 58. Extension of Operation Duration**

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (07) months prior to the expiry of the Company's operation term so that shareholders may vote on the extension of the Company's operation duration upon the proposal of the Board of Directors.
2. The operation duration shall be extended when shareholders or authorized representatives representing at least sixty-five percent (65%) of the total voting shares of attending shareholders with voting rights approve such extension at the meeting.

#### **Article 59. Liquidation**

1. At least six (06) months before the expiry of the Company's operation term or after a decision on dissolution of the Company is issued, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses relating to the liquidation shall be prioritized for payment by the Company before other debts of the Company.
2. The Liquidation Committee shall be responsible for reporting to the Business Registration Authority the date of establishment and commencement of its operations. From that time onward, the Liquidation Committee shall represent the Company in all matters relating to the liquidation before the Courts and administrative authorities.
3. Proceeds from the liquidation shall be paid in the following order:
  - a. Liquidation expenses;
  - b. Outstanding salaries, severance allowances, social insurance contributions, and other benefits of employees under collective labor agreements and signed labor contracts;



- c. Tax liabilities;
- d. Other debts of the Company;
- e. The remaining amount after payment of all debts specified in items (a) through (d) above shall be distributed to shareholders. Preference shares shall be given priority in payment.

## **CHAPTER XIX.**

### **INTERNAL DISPUTE RESOLUTION**

#### **Article 60. Internal Dispute Resolution**

1. In the event of disputes or complaints relating to the operation of the Company, or the rights and obligations of shareholders under the Law on Enterprises, other applicable laws, the Company Charter, arising between:

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

2. The relevant parties shall endeavor to resolve such disputes through negotiation and mediation. Except for disputes involving 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 request each party to present information relating to the dispute within thirty (30) working days from the date the dispute arises. In cases involving the Board of Directors or the Chairman of the Board of Directors, any party may request the Board of Directors to appoint an independent expert to act as mediator for the dispute resolution process.

3. If no mediation decision is reached within six (06) weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, either party may refer the dispute to an Economic Arbitration Center or an Economic Court.

4. The parties shall bear their own costs relating to negotiation and mediation procedures. Payment of court costs shall be implemented in accordance with the Court's judgment.

## **CHAPTER XX.**

### **AMENDMENT AND SUPPLEMENT OF THE CHARTER**

#### **Article 61. Company Charter**

1. Any amendment or supplement to this Charter must be considered and approved by the General Meeting of Shareholders.

2. In cases where provisions of law relating to the operation of the Company are not mentioned in this Charter, or where new legal provisions differ from the provisions of this Charter, such legal provisions shall automatically apply and govern the operation of the Company..

## **CHAPTER XXI.**



## EFFECTIVENESS

### Article 62. Effectiveness

1. This Charter consists of twenty-one (21) chapters and sixty-two (62) articles and has been approved in full force and effect by the Board of Directors.
2. This Charter is made in four (04) originals of equal validity and shall be kept at the head office of the Company.
3. This Charter is the sole and official Charter of the Company.
4. Copies or extracts of the Company Charter shall be valid when bearing the signature of the Chairman of the Board of Directors or at least one-half (1/2) of the total members of the Board of Directors.



LEGAL REPRESENTATIVE  
GENERAL DIRECTOR

LE TUAN NGHIA