



**AGIMEXPHARM PHARMACEUTICAL JOINT STOCK COMPANY**

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# **CHARTER**

## **ON ORGANIZATION AND OPERATION**

**June 2026**

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# CHARTER

## AGIMEXPHARM PHARMACEUTICAL JOINT STOCK COMPANY

This Charter was approved at the 2026 Annual General Meeting of Shareholders held on March 27, 2026, and is amended and supplemented in accordance with the Enterprise Registration Certificate, amended for the 22nd time on June 21, 2026. The Company shall organize and conduct its business operations in accordance with this Charter, the Law on Enterprises, and other relevant applicable laws.

### CHAPTER I: DEFINITIONS OF TERMS IN THE CHARTER

#### Article 1. Interpretation of terms

1. In this Charter, the terms below shall be understood as follows:
  - a) **“Charter capital”** is the total value of shares that have been sold or registered for purchase at the establishment of the company, as specified in Article 5 of this Charter;
  - b) **“Law on Enterprises”** is the Law on Enterprises No. 59/2020/QH14 which approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
  - c) **“Establishment date”** is the date the Company was first granted the Business Registration Certificate;
  - d) **“Executives”** are the General Director, Deputy General Directors, Chief Accountant, Branch Directors, and heads of departments in the Company approved by the Board of Directors;
  - e) **“Related persons”** are individuals or organizations as specified in Clause 23, Article 4 of the Law on Enterprises, and Clause 46, Article 4 of the Law on Securities;
  - f) **“Operating term”** is the duration of the Company’s operations as stipulated in Article 2 of this Charter, including any extensions approved by the General Meeting of Shareholders;
  - g) **“Vietnam”** means the Socialist Republic of Vietnam;
  - h) **“Law on Securities”** is the Law on Securities No. 54/2019/QH14 which approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
  - i) **“Major shareholders”** are shareholders as defined in Clause 18, Article 4 of the Law on Securities;
  - j) **“Voting capital”** is the share capital that entitles its owner to vote on matters within the authority of the General Meeting of Shareholders;
  - k) **“Corporate managers”** are the company managers including the Chairman of the Board of Directors, members of the Board of Directors, the General Director and other management positions as specified in the company’s Charter;
  - l) **“Shareholders”** are individuals or organizations owning at least one share in the joint stock company;
  - m) **“Founding shareholders”** are shareholders owning at least one common share and sign the list of founding shareholders of the joint stock company;
  - n) **“Stock Exchange”** is the Vietnam Stock Exchange and its subsidiaries;
  - o) **“Redeemable preferred share”** is a share whose capital contribution is returned by the Company as specified in Clause 1, Article 118 of the 2020 Law on Enterprises;
  - p) **“Dividend preferred share”** is a share that receives a higher dividend rate than common shares as stipulated in Clause 1, Article 117 of the 2020 Law on Enterprises.
2. In this Charter, references to one or more provisions or other documents shall include any amendments or replacement documents.

3. The headings (chapters, articles of this Charter) are used for convenience in understanding the content and do not affect the content of this Charter.
4. Terms or phrases defined in the Law on Enterprises (if not contextually or subject-wise conflicting) shall have the same meanings in this Charter.

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

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

1. Company name:

- Company name written in Vietnamese: **Công ty Cổ phần Dược phẩm Agimexpharm**
- Company name written in English: **Agimexpharm Pharmaceutical Joint Stock Company**
- Abbreviated name: **AGIMEXPHARM**
- Company logo:



2. The Company is a joint-stock company with legal personality in accordance with the current laws of Vietnam.
3. Registered head office of the Company:
  - Address: No. 27 Nguyen Thai Hoc Street, Long Xuyen Ward, An Giang Province, Vietnam
  - Phone: 0296.3856960 – 0296.3856964 – 0296.3857300
  - Fax: 0296.3857301 – 0296.3857673
  - E-mail: [agp@agimexpharm.com.vn](mailto:agp@agimexpharm.com.vn)
  - Website: [www.agimexpharm.com](http://www.agimexpharm.com)
4. The Company may establish subsidiaries, branches, representative offices, product showrooms, pharmacies and agencies in other business areas to achieve the Company's objectives in accordance with the resolutions of the Board of Directors and to the extent permitted by law.
5. Unless the Company's operations are terminated early under Clause 2 of Article 48 or extended according to Article 49 of this Charter, the Company's operating term begins from the establishment date and is indefinite.

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

1. The Company has one legal representative, which is its General Director.
2. Rights and obligations of the legal representative:
  - a. Implement the resolutions of the Board of Directors and the General Meeting of Shareholders, as well as the approved business and investment plans;
  - b. Decide all matters not requiring a resolution from the Board of Directors, including signing financial and commercial contracts, organizing and managing the Company's daily business operations according to best management practices;
  - c. Propose the number and appointments of executives to be hired, subject to the Board of Directors' approval, and advise on their compensation, benefits, and contract terms;
  - d. Consult with the Board of Directors on employee numbers, compensation, benefits, appointments, dismissals and other contract terms;

- e. In the 4th quarter of each year, the General Director submits the detailed business plan for the following financial year to the Board of Directors for approval, based on the Company's requirements as well as the five-year financial plan;
- f. Propose measures to improve the operations and management of the Company;
- g. Prepare the long-term, annual, and monthly budget of the Company (hereinafter referred to as the budget) to serve the Company's long-term, annual, and monthly management activities according to the business plan. The annual budget (including balance sheet, projected income statement, and cash flow statement) for each financial year must be submitted to the Board of Directors for approval and include information as stipulated in the Company's regulations;
- h. Carry out all other activities as stipulated by this Charter, the Company's regulations, the resolutions of the Board of Directors, the General Director's employment contract and applicable laws.

### **CHAPTER III: OBJECTIVES, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY**

#### **Article 4. Business lines, objectives of operation and scope of operation**

1. Business lines of the company:

<b>No.</b>	<b>Business code</b>	<b>Business lines</b>
1	2100 (Main)	Manufacture of pharmaceuticals, medicinal chemicals and botanical products. <i>Details: Manufacture of pharmaceuticals, medicinal chemicals and herbal ingredients; Manufacture of essential oils from herbs.</i>
2	1080	Manufacture of feeds for livestock, poultry, and aquatic animals. <i>Details: Manufacture of livestock feed.</i>
3	2023	Manufacture of cosmetics, perfumes, soap, detergents, polishing and sanitary preparations. <i>Details: Manufacture of cosmetics, perfumes</i>
4	1811	Printing. <i>Details: Packaging printing.</i>
5	6810	Real estate business, ownership or lease of land use rights. <i>Details: Real estate trading.</i>
6	4659	Wholesale of other machinery, equipment, and spare parts. <i>Details: Wholesale of solar energy equipment.</i>
7	3512	Electric power generation from renewable energy sources. <i>Details: Solar power generation.</i>
8	3513	Transmission and distribution of electricity. <i>Details: Sale of electricity to end users.</i>
9	7499	Other professional, scientific, and technological activities not elsewhere classified. <i>Details: Consulting and investment in solar energy solutions.</i>
10	3320	Installation of industrial machinery and equipment. <i>Details: Installation of solar energy equipment.</i>
11	4632	Wholesale of food. <i>Details: Wholesale of food, nutritional food, functional food, milk, and dairy products.</i>
12	1050	Manufacture of dairy products.

No.	Business code	Business lines
13	1101	Distilling, rectifying, and blending of spirits. <i>Details: Manufacture of various types of liquor (including medicinal liquor).</i>
14	4101	Construction of residential buildings.
15	3250	Manufacture of medical, dental, orthopedic, and rehabilitation equipment and instruments.
16	6612	Security and commodity contracts brokerage. <i>Details: Business cooperation in securities brokerage services in compliance with laws on securities, land, and other relevant regulations.</i>
17	5210	Warehousing and storage.
18	1079	Manufacture of other food products not elsewhere classified. <i>Details: Manufacture of food, nutritional food, and functional food.</i>
19	4679	Wholesale of other specialized goods not elsewhere classified. <i>Details: Trading in livestock feed.</i>
20	1105	Manufacture of non-alcoholic beverages; production of mineral water. <i>Details: Manufacture of bottled and jarred drinking water (The company complies with food safety and hygiene regulations during operation).</i>
21	4649	Wholesale of other household goods. <i>Details: Trading in optical equipment, medical and dental equipment, hospital devices; Trading in pharmaceuticals; Trading in nutritional food; Trading in cosmetics; Trading in pharmaceutical raw materials and chemicals; Trading in vaccines and biological products; Trading in herbal essential oils.</i>
22	8299	Other business support service activities <i>Details: Import and export of goods, entrusted import and export services</i>

2. Objectives of operation of the company:

- Mobilize capital from domestic and international individuals and organizations to invest in technological innovation, expand business operations, and strengthen the Company's competitive capacity.
- Expand business activities to create employment, increase income for employees, improve returns for shareholders, and contribute to national economic development.

3. Scope of business and operation of the company

- a. The Company is allowed to make plan and conduct all business operations according to its lines disclosed in the National Business Registration Portal and this Charter, in accordance with the current law and implement appropriate measures to achieve the objectives of the Company.
- b. The company may conduct business operations in other lines that are not prohibited by law and are approved by the General Meeting of Shareholders.

## CHAPTER IV: CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

### Article 5. Charter capital, shares and founding shareholders

1. The Company's charter capital is **VND 358,104,210,000** (*Three hundred fifty-eight billion one hundred four million two hundred ten thousand Vietnamese Dong*).

The total Company's charter capital is divided into **35,810,421 shares** with a par value of **VND**

**10,000 per share.**

2. The Company may adjust its charter capital upon approval of the General Meeting of Shareholders and in compliance with applicable laws.
3. Shares of the company on the date of approval of this Charter are common shares. The rights and obligations of shareholders holding these shares are stipulated in Articles 11 and 12 of this Charter.
4. The Company may issue preferred shares with the approval of the General Meeting of Shareholders and in compliance with applicable laws.
5. Name, address, number of shares and other details of the founding shareholders are documented as required by law.
6. Common shares must be preferentially offered to existing shareholders in proportion to the percentage of ownership of their common shares in the Company, unless otherwise specified by the General Meeting of Shareholders. Decision on shares which have not been subscribed will be given by the Board of Directors. The Board of Directors may distribute such shares to the subjects under the conditions and ways which the Board of Directors think appropriate, but not to sell such shares under more favorable conditions than that offered to the existing shareholders unless the shares are sold through the Stock Exchange by the auction method.
7. The Company may redeem shares issued by the Company itself (including redeemable preferred shares) in the manner prescribed in this Charter and applicable law. Shares purchased by the Company are treasury shares and the Board of Directors may offer them for sale in a manner consistent with legal and this Charter.
8. The Company may issue other types of securities upon written approval from the General Meeting of Shareholders and in compliance with applicable laws.
9. The ownership ratio of all types of shares including common and preferred shares held by any individual shareholder or group of shareholders shall not exceed 32% of the Company's charter capital.

**Article 6. Share certificate**

1. Shareholders of the Company are issued share certificates corresponding to the number and type of shares owned.
2. A share certificate is a certificate issued by the Company, a book entry, or an electronic data confirming ownership of one or an amount of shares of the Company. A share certificate must include all contents as required in Clause 1, Article 121 of the Law on Enterprises.
3. Within 30 (thirty) days from the date of submission of full dossiers requesting for transfer of share ownership in accordance with the Company's regulations, or within 02 (two) months (or a longer period as specified in the issuance terms) from the date of full payment for the shares as per the Company's share issuance plan, the shareholder shall be granted a share certificate. Shareholders are not required to pay the Company for the cost of printing the share certificate or any other fee.
4. In the event that the share certificate is damaged, altered, lost, stolen, or destroyed, the shareholder may request a new share certificate provided that they present proof of ownership and cover all related expenses related to the Company.

**Article 7. Other securities certificates**

Bond certificates or other securities certificates of the Company (excluding offer letters, temporary certificates, and similar documents) shall be issued with the signature of the Company's legal representative and the Company's seal.

**Article 8. Share transfer**



1. All shares are freely transferable unless otherwise stipulated by this Charter and other legal provisions. Shares listed or registered on the Stock Exchange shall be transferred in accordance with securities and stock market regulations.
2. Shares that have not been fully paid for cannot be transferred or entitle the shareholder to any associated rights, such as the right to receive dividends, right to receive bonus shares from equity, right to purchase newly offered shares and other benefits as prescribed by law.

#### **Article 9. Withdrawal of shares**

1. In case shareholders do not make in full and in due time payment to purchase shares, the Board of Directors shall notify and has the right to request those shareholders to pay the remaining amount with interest on that amount and any expenses arising to the company due to not making sufficient payment.
2. The announcement of payment must specify the new payment deadline (at least 07 (seven) days from the date on which the announcement is sent) and place of payment, and state that on failure to make payment as required, then the number of shares which have not yet been fully paid for shall be withdrawn.
3. The Board of Directors has the right to withdraw shares that have not been paid in full and in due time in case the requirements in the notice are not met.
4. Forfeited shares are considered those entitled to be offered for sale as specified in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell, authorize to sell, or re-distribute such shares on the conditions and in the manner the Board of Directors considers appropriate.
5. Shareholders holding forfeited shares shall be required to waive their shareholders status with respect to such shares, but shall still be required to pay all relevant amounts plus interest at the rate as at the time of forfeiture but not exceeding 150% of the basic interest rate published by the State Bank of Vietnam from the date of forfeiture up to the date of payment, in accordance with a decision of the Board of Directors. The Board of Directors reserves the right to decide on the enforcement of payment of the total value of stocks at the time of recovery or may waive part or all of the outstanding amount.
6. Withdrawal notices will be sent to holders of shares to be withdrawn in advance. The forfeiture shall remain valid even if there is a mistake or carelessness while sending the announcement.

### **CHAPTER V: STRUCTURE OF ORGANIZATION, GOVERNANCE AND CONTROL**

#### **Article 10. Structure of organization, governance and control**

Structure of organization, governance and control of the Company includes:

- a) General Meeting of Shareholders
- b) Board of Directors
- c) Board of Supervisors
- d) General Director

### **CHAPTER VI: SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS**

#### **Article 11. Rights of shareholders**

1. Shareholders are the owners of the Company and have rights and obligations corresponding to the number and type of shares they own. Shareholders are only responsible for the Company's debts and other financial obligations within the limits of the capital they have contributed to the Company.

2. Shareholders have the following rights:
  - a. To attend and express their opinions in the General Meeting of Shareholders and to exercise voting rights directly at the General Meeting of Shareholders or through an authorized representative or by remote voting. Each common share carries one vote;
  - b. To receive dividends at a rate decided by the General Meeting of Shareholders;
  - c. To freely transfer their shares to others, except in cases stipulated in Clause 3, Article 120, and Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
  - d. To have priority to purchase newly offered shares correspond to the ratio of common shares they own;
  - e. To review, access, and extract information regarding names and contact addresses in the list of shareholders eligible to vote and to request amendments to any inaccurate information related to them;
  - f. To access to information on the List of Shareholders entitled to attend the General Meeting of Shareholders;
  - g. To sight, look up and make an extract or copy of the Charter of the Company, the book of minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
  - h. Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets equivalent to its proportion of share capital contribution in the Company, after the Company has paid to its creditors (including liabilities to the State, taxes, fees) and other shareholders holding other types of shares of the Company in accordance with the laws;
  - i. To request the Company to redeem their shares in cases stipulated in Article 132 of the Law on Enterprises;
  - j. To be treated equally. Each share of the same type provides shareholders with equal rights, obligations and benefits. In case the Company has preferred shares, the rights and obligations associated with preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
  - k. To have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;
  - l. To have their lawful rights and benefits protected; to request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;
  - m. Other rights as prescribed by laws and this Charter.
3. Shareholders or group of shareholders holding at least 5% of total common shares have the following rights:
  - a. To request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;
  - b. To review, look up and make an extract of the minutes, resolutions and 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 documents relevant to the Company's trade secrets;
  - c. To request the Board of Supervisors to inspect specific issues relevant to the management and operation of the Company when necessary. The request must be made in writing and contain: full names, mailing addresses, nationalities, ID numbers of Shareholders that are individuals; or names, organization ID numbers and headquarters addresses of shareholders that are

organizations; quantity of shares and share subscription time of each Shareholder, total shares of the group of Shareholders and their holdings; the issues that need to be inspected and purposes of the inspection;

- d. To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and submitted to the Company no later than 03 (three) business days before the opening date, unless otherwise stipulated by the Company's Charter. The proposal must clearly state the shareholder's name, the quantity of each type of share held and the issues proposed for the meeting agenda.
- e. Other rights as provided for by laws and this Charter.

4. Shareholders or groups of shareholders holding at least 10% of total common shares have the right to nominate candidates for the Board of Directors and the Board of Supervisors. Unless otherwise stipulated by the Company's Charter, the appointment of a member of the Board of Directors and the Board of Supervisors shall be implemented as follows:

- a. Ordinary shareholders forming a group to nominate candidates for the Board of Directors and the Board of Supervisors shall notify the meetings of group of attending shareholders before the opening of the General Meeting of Shareholders;
- b. According to the number of members of the Board of Directors and the Board of Supervisors, the shareholders or group of shareholders mentioned in this Clause 2 shall nominate one or some candidates for the Board of Directors and the Board of Supervisors under a decision of the General Meeting of Shareholders. In case the number of candidates nominated is smaller than the maximum number of candidates they may nominate according to a decision of the General Meeting of Shareholders, other candidates shall be nominated by the Board of Directors and other shareholders.

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

Ordinary shareholders have the following obligations:

- 1. To comply with the Charter and the internal regulations of the Company; to adhere to the decision of the General Meeting of Shareholders and the Board of Directors.
- 2. To attend the General Meeting of Shareholders and exercise voting rights through the following forms:
  - a. Attend and vote/ elect directly at the meeting;
  - b. Authorize another person to attend and vote/elect at the meeting;
  - c. Attend and vote/ elect through online meetings, electronic voting or other electronic means;
  - d. Send voting/ election ballots to the meeting by letter, fax, email or other electronic means.
- 3. To make payment for the shares subscribed as prescribed.
- 4. To provide correct address upon registration to buy shares.
- 5. To complete other obligations as prescribed by the current law.
- 6. Be personally responsible when acting on behalf of the Company in any of the following cases:
  - a. Violating the law;
  - b. Conducting business or other transactions for self-seeking purposes or interests of other organizations or individuals;
  - c. Paying premature debts when the Company faces potential financial risks.
- 7. Not withdraw contributed capital through common shares from the Company in any form, except in cases shares are redeemed by the Company or another party. If a shareholder withdraws part or all of their contributed capital in violation of this clause, that shareholder and any related

beneficiaries within the Company shall be jointly liable for the Company's debts and other liabilities to the extent of the withdrawn share value and any resulting damages.

8. To keep information provided by the Company confidential in accordance with the provisions of the Company's Charter and the law; to use the information provided only for the purpose of exercising and protecting their rights and benefits; to be strictly forbidden to distribute, copy or send information provided by the Company to other organizations and individuals.

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

1. The General Meeting of Shareholders is the highest authority of the Company. The Annual General Meeting of Shareholders is held once a year within four (04) months from the end of the financial year. Upon the request of the Board of Directors, this period may be extended but not to exceed six (06) months from the end of the financial year. Besides the annual meeting, the General Meeting of Shareholders may also convene extraordinary meetings. The meeting venue is where the chairperson attends and must be within the territory of Vietnam.
2. The Board of Directors convenes the annual General Meeting of Shareholders and selects a suitable location. The annual General Meeting of Shareholders resolves matters as prescribed by law and the Company's Charter, particularly the approval of the annual financial statements and the financial budget for the following fiscal year. If the Company's audited annual financial statements contain material exceptions, the Company may invite a representative from the independent auditing firm to attend the annual General Meeting of Shareholders to explain the relevant contents.
3. The Board of Directors must convene an extraordinary General Meeting in the following cases:
  - a. When deemed necessary by the Board of Directors for the Company's benefits;
  - b. When the audited annual financial statements indicate a loss of half (1/2) of the owner's equity compared to the beginning of the period;
  - c. The number of members of the Board of Directors, independent members of the Board of Directors, Supervisors is less than the number prescribed by law or the number of members of the Board of Directors is reduced by more than one third (1/3) of the prescribed number in this Charter;
  - d. Upon request by shareholders or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises. The request shall be made in writing, stating the reasons and purposes for such a meeting, with signatures of relevant shareholders. The written request may be made into multiple copies with signatures of relevant shareholders;
  - e. Upon request by the Board of Supervisors;
  - f. Other cases as prescribed by law and this Charter.
4. Convening an Extraordinary General Meeting of Shareholders:
  - a. The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days as from the date on which the number of remaining members/independent members of the Board of Directors or supervisors is as stipulated in Point c, Clause 3 of this Article or from the date of receipt of the request as stipulated in Points d and e, Clause 3 of this Article;
  - b. In case the Board of Directors fails to convene the General Meeting of Shareholders as stipulated in Point a, Clause 4 of Article 13, the Board of Supervisors shall convene the meeting within the next thirty (30) days as required by Clause 3, Article 140 of the Law on Enterprises.
  - c. In case the Board of Supervisors does not convene the General Meeting of Shareholders as stipulated in Point b, Clause 4 of Article 13, the shareholders or group of shareholders who made the request as stipulated in Point d, Clause 3 of Article 13 have the right to convene the

General Meeting of Shareholders on behalf of the Board of Directors and the Board of Supervisors in accordance with Clause 4, Article 140 of the Law on Enterprises.

In this case, the shareholders or group of shareholders convening the General Meeting of Shareholders have the right to request the business registration agency to supervise order and procedures for convening and conducting meetings and making decisions of the General Meeting of Shareholders. All expenses for the convention and organization of the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses may not include shareholders' expenditure when attending the General Meeting of Shareholders, including accommodation and travel expenses.

- d. The procedures for organizing the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

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

1. The General Meeting of Shareholders has the following rights and obligations:
  - a. Approving the development orientations of the Company;
  - b. Deciding on the types of shares and the total number of shares of each type to be offered; determining the annual dividend rate for each type of share;
  - c. Electing, dismissing members of the Board of Directors and the Board of Supervisors;
  - d. Deciding on investments or sales of assets valued at 35% or more of the total asset value recorded in the latest financial statements of the Company;
  - e. Deciding on amendments and supplements to the Company's Charter;
  - f. Approving the annual financial statements;
  - g. Deciding to redeem more than 10% of the total number of shares sold of each type;
  - h. Reviewing and handling violations by members of the Board of Directors and the Board of Supervisors that cause damage to the Company and its shareholders;
  - i. Deciding on the reorganization or dissolution of the Company;
  - j. Determining the budget or total remuneration, bonus and other benefits for the Board of Directors and the Board of Supervisors;
  - k. Approving the internal governance regulations, operational rules for the Board of Directors and the Board of Supervisors;
  - l. Approving the list of approved auditing firms; deciding on the selection of an approved auditing firm to audit the Company's operations or dismissing auditors when deemed necessary;
  - m. Other rights and obligations as prescribed by law.
2. At annual and extraordinary meetings, the General Meeting of Shareholders has the right to discuss and approve the following issues:
  - a. The company's annual financial statements and business plans;
  - b. The annual dividend rate for each type of share in accordance with the Law on Enterprises and the rights attached to each type of share. This dividend rate shall not exceed the rate proposed by the Board of Directors after consulting the shareholders at the General Meeting of Shareholders;
  - c. The number of members of the Board of Directors and the Board of Supervisors;
  - d. Selection of the auditing firm;

- e. Election, dismissal and replacement of members of the Board of Directors and the Board of Supervisors;
  - f. The total remuneration of members of the Board of Directors and the remuneration report of the Board of Directors and the Board of Supervisors;
  - g. Amendments and supplements to the Company's Charter;
  - h. Types and number of new shares to be issued for each type, and the transfer of founding members' shares within the first three (03) years from the date of establishment;
  - i. The division, separation, consolidation, merger or transformation of the Company;
  - j. Reorganization and dissolution (liquidation) of the Company and appointment of a liquidator;
  - k. Inspection and handling of violations by the Board of Directors or the Board of Supervisors that cause damage to the Company and its shareholders;
  - l. Decisions on transactions to sell the Company's or its branch's assets or to make purchases valued at or exceeding 35% of the total asset value of the Company and its branches as recorded in the latest audited financial statements;
  - m. Decisions to redeem over 10% of the total number of issued shares of each type;
  - n. Company contracts or transactions with parties specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the Company's total asset value as recorded in the latest financial statements;
  - o. Report of the Board of Directors on governance and the performance of the Board of Directors and each member of the Board of Directors;
  - p. Report of the Board of Supervisors on the Company's business results, the performance of the Board of Directors and the General Director;
  - q. Self-assessment report on the performance of the Board of Directors and each Supervisor;
  - r. Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of several articles of the Law on Securities;
  - s. Approval of the internal governance regulations, operational rules for the Board of Directors and the Board of Supervisors;
  - t. Other issues as prescribed by law and this Charter.
3. Shareholders are not allowed to vote in the following cases:
- a. Contracts stipulated in Clause 2 of this Article when the shareholder or the shareholder's related person is a party to the contract;
  - b. The redemption of shares from the shareholder or the shareholder's related person, except in cases where the redemption is carried out in proportion to the ownership ratio of all shareholders or the redemption is conducted through trading on the Stock Exchange or a public tender offer as prescribed by law.
4. All resolutions and issues included in the agenda must be discussed and voted on at the General Meeting of Shareholders.

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

- 1. Shareholders or authorized representatives of organization shareholders may attend the General Meeting of Shareholders directly, authorize one or more individuals or organizations to attend, or participate via one of the forms stipulated in Clause 3, Article 144 of the Law on Enterprises.
- 2. The authorization for an individual or organization to represent a shareholder at the General

Meeting of Shareholders as stipulated in Clause 1 of this Article must be made in writing. The authorization document must comply with civil law and specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content, scope, duration of the authorization, and the signatures of both the authorizing and authorized parties.

The authorized representative attending the General Meeting of Shareholders must submit the authorization document upon registration for the meeting. In case of sub-authorization, the attendee must also present the original authorization document of the shareholder or the authorized representative of the organization shareholder (if not previously registered with the Company).

3. The voting of the personal authorized to attend the meeting within the scope of authorization shall be effective even in the following cases:
  - a. The authorizing person has passed away or his/ her capability of civil acts has been either lost or restricted;
  - b. The authorizing person has canceled the authorization;
  - c. The authorizing person has canceled the competence of the authorized person.

This provision does not apply in the event the Company receives notice of one of the above events before the opening of the General Meeting of Shareholders meeting or before the meeting is reconvened.

#### **Article 16. Change of rights**

1. The change or cancellation of the special rights attached to a type of preferred shares becomes effective when the shareholders holding at least 65% of the common shares attending the meeting have approved simultaneously voted by the shareholders holding at least 75% of the voting rights of the said preferred shares. The organization of meeting of the shareholders holding one type of preferred shares to approve the change of the above rights is valid only when there are at least 02 (two) shareholders (or their authorized representative) and holding at least 1/3 (one-third) the par value of the issued shares of that type. When there are not enough deputies as mentioned above, the meeting shall be held within 30 (thirty) days later and the shareholders of that type (regardless of the number of people and number of shares) present personally or through authorized representatives are regarded as enough delegates required. At the meeting of the shareholders holding the preferred shares mentioned above, the shareholders of that type of present personally or through a representative may request a secret ballot. Each share of the same type has equal voting rights at the meetings mentioned above.
2. Procedures for conducting such separate meetings shall be made similar to the provisions in Article 18, Article 19 and Article 20 of this Charter.
3. Unless the terms of issue of shares otherwise provided, the special rights attached to the preferred shares to some or all of the issues related to the distribution of profits or assets of the company shall not be changed when the Company issued additional shares of the same type.

#### **Article 17. Convening, Agenda and Notification of the General Meeting of Shareholders**

1. The Board of Directors convenes the General Meeting of Shareholders or an Extraordinary General Meeting of Shareholders is convened in the cases specified in Clause 3, Article 13 of this Charter.
2. The person who convenes a General Meeting of Shareholders must perform the following tasks:
  - a. Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. This list must be compiled no more than 10 days before the notice of the General Meeting is sent. The agenda and documents for the meeting must comply with the provisions

of the law and the Company's regulations. The Company must disclose information about the preparation of the shareholder list entitled to attend the General Meeting at least 20 days before the final registration date.

- b. Prepare the meeting agenda and content;
  - c. Prepare the documents for the meeting;
  - d. Draft resolutions of the General Meeting of Shareholders based on the expected agenda;
  - e. Determine the time and venue for the meeting;
  - f. Notify and send invitations to all shareholders eligible to attend the General Meeting of Shareholders;
  - g. Perform other tasks necessary for the meeting.
3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by secured delivery methods and simultaneously published on the Company's website, as well as on the websites of the State Securities Commission and the Stock Exchange (for listed or registered trading companies). The convener of the General Meeting of Shareholders must send the meeting invitation to all eligible shareholders of the General Meeting of Shareholders no later than 21 (twenty-one) days before the date of the General Meeting (starting from the date that the notice is duly sent, dispatched, prepaid or placed in a mailbox). The agenda of the General Meeting of Shareholders and related documents for issues to be voted on shall be sent to the shareholders and/ or published on the Company's website. If the documents are not enclosed with the meeting invitation, the invitation must provide all the links of documents for shareholders' access, including:
- a. Meeting agenda and materials to be used during the meeting;
  - b. List and details of candidates in case there is an election of members of the Board of Directors, the Board of Supervisors (if any);
  - c. Voting cards/ ballots and election ballots (if any);
  - d. Draft resolutions for each item on the meeting agenda.
4. Shareholders or groups of shareholders as specified in Clause 3, Article 11 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and sent to the Company at least three (03) working days before the opening date of the General Meeting. The proposal must include full name of the shareholder, permanent address, nationality and identification details (Citizen Identity Card, Identity Card, Passport, or other valid personal identification) for individual shareholders; or name, business registration number or establishment decision number and headquarters address for organizational shareholders. It must also state the number and type of shares held by the shareholder and the content of the proposed agenda item.
5. The convener of the General Meeting of Shareholders has the right to reject proposals related to Clause 4 of Article 17 in the following cases:
- a. The proposal is not submitted on time or does not meet the required content;
  - b. At the time of making the proposal, the shareholder or group of shareholders does not hold the required number of shares as specified in Clause 3, Article 11 of this Charter;
  - c. The proposed issue is outside the authority of the General Meeting of Shareholders;
  - d. Other cases as prescribed by law.
6. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and content of the meeting, except in cases outlined



in Clause 5 of this Article. The proposal will be officially added to the agenda and meeting content if approved by the General Meeting of Shareholders.

#### **Article 18. Conditions for conducting the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents more than 50% of the total number of shares with voting rights.
2. If the first meeting does not meet the requirements specified in Clause 1 of this Article, a second meeting may be convened within thirty (30) days from the intended date of the first meeting. The second meeting can only be held if shareholders representing at least 33% of the total shares with voting rights are present.
3. If the second meeting does not meet the requirements specified in Clause 2 of this Article, a third meeting may be convened within twenty (20) days from the intended date of the second meeting. In this case, the meeting shall proceed regardless of the total number of votes held by attending shareholders and will be considered valid to decide all issues intended for approval at the first General Meeting of Shareholders.

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

1. Before the meeting begins, the Company must carry out the shareholder registration process and continue the registration until all shareholders eligible to attend the meeting have registered.
2. During the shareholder registration process, the Company shall issue a voting card/ballot/election slip to each shareholder or their authorized representative entitled to vote. The ballot shall include the registration number, the shareholder's name, the name of the authorized representative and the number of votes allocated to that shareholder. During the voting process at the meeting, the voting ballots marked "approve" will be collected first, followed by those marked "disapprove". Finally, the total number of "approve" and "disapprove" votes will be counted to make a decision. The total number of "approve", "disapprove", "no opinion" and invalid votes will be recorded for each issue. The results of the vote will be announced by the chairperson before the meeting ends. The General Meeting shall elect individuals responsible for counting the votes or supervising the counting of votes as proposed by the Chairperson. The number of members of the Vote Checking Committee will be determined by the General Meeting of Shareholders based on the Chairperson's proposal.
3. Shareholders or authorized representatives arriving late after the opening of the meeting have the right to register and vote immediately after registration. The chairperson is not obligated to pause the meeting for latecomers to register, and the validity of issues already voted on or elected prior to their registration remains unchanged.
4. Chairman of the Board of Directors shall preside over the meetings convened by the Board of Directors. If the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to preside over the meeting by majority rule. In case no chairperson can be elected, the Head of the Board of Supervisors shall facilitate the General Meeting of Shareholders to elect a chairperson among the attendees, and the person with the highest votes shall be appointed as the chairperson of the meeting.

In other cases, the person who signs to convene a General Meeting of Shareholders shall facilitate the General Meeting of Shareholders to elect a chairperson and the person with the highest votes shall be appointed as the chairperson of the meeting.

5. The agenda and content of the meeting must be approved by the General Meeting of Shareholders during the opening session. The agenda must specify the time for each issue included in the meeting content.
6. The chairperson has the right to postpone the General Meeting of Shareholders which has met the quorum requirements to another time or change the meeting venue in the following cases:

- a. The meeting venue does not have enough convenient seats for all meeting attendees;
- b. Communication facilities at the venue are inadequate to enable shareholders to participate, discuss, and vote;
- c. Someone attending the meeting obstructs, disrupts order and threatens to prevent the meeting from being conducted fairly and legally.

The postponement period shall not exceed three (03) days from the date the meeting is scheduled to open.

- 7. The chairperson or the secretary of the meeting may take any actions they deem necessary to conduct the General Meeting of Shareholders in a lawful and orderly manner, or to ensure the meeting reflects the wishes of most of the attending shareholders.
- 8. The convener of the General Meeting of Shareholders has the right to require shareholders or their authorized representatives attending the meeting to comply with inspections or other lawful and reasonable security measures. In cases where a shareholder or authorized representative fails to comply with these inspection or security requirements, the convener after careful consideration, has the right to reject or drive out the shareholder or representative above mentioned from participating in the meeting.
- 9. The convener of the General Meeting of Shareholders, after careful consideration, may take appropriate measures to:
  - a. Arrange seating at the meeting venue;
  - b. Ensure safety of all attendees at the meeting venue;
  - c. Facilitate shareholders to attend (or keep on attending) the meeting.

The convener has full authority to modify these measures and implement any necessary actions. Such measures may include issuing admission passes or utilizing other selected methods.

- 10. In case the General Meeting of Shareholders may apply the above-mentioned, the convener upon determining the meeting venue may:
  - a. Announce that the meeting will take place at the location specified in the notice, where the chairperson of the meeting will be present (“main meeting venue”);
  - b. Arrange and organize for the shareholders or authorized representatives who can not attend the meeting under this Article or the persons who wish to participate in a location other than the main meeting venue can also attend the meeting;

Notice of the meeting is not required to detail the organizational measures implemented under this clause.

- 11. In this Charter (unless otherwise required by circumstances), all shareholders shall be considered to have attended the meeting at the main meeting venue.
- 12. The Company must hold at least 01 (one) General Meeting of Shareholders annually. The annual General Meeting of Shareholders must not be held in the form of a written resolution.

## **Article 20. Approval of Resolutions by the General Meeting of Shareholders**

- 1. Resolutions and decisions on the following issues shall be approved if they receive the approval of shareholders representing at least 65% of the total voting rights of all shareholders (or their authorized representatives) attending and voting at the meeting, or at least 65% of the total voting rights of all shareholders entitled to vote in form of obtaining shareholders’ opinions in writing:
  - a. Amendments and supplements to the Charter;
  - b. Types of shares and the total number of shares of each type;

- c. Changes in business lines of the company;
  - d. Changes in the organizational management structure of the company;
  - e. Investments or sales of assets valued at 35% or more of the total asset value recorded in the latest financial statements of the Company;
  - f. Reorganization or dissolution of the company;
2. Other resolutions and decisions shall be approved if they receive the consent of shareholders representing at least 51% of the total voting rights of all shareholders attending and voting at the meeting or at least 51% of the total voting rights of all shareholders entitled to vote in form of obtaining shareholders' opinions in writing, except for cases specified in Clauses 1 and 3 of this Article.
  3. The election of members of the Board of Directors/ Supervisors shall be conducted by direct and secret ballot voting or other voting methods as stipulated in the Election Regulations adopted by the General Meeting of Shareholders. Accordingly, each shareholder shall select candidates for the Board of Directors / Board of Supervisors from the list of nominated candidates. The number of votes cast for each candidate shall be equal to the total number of voting shares held or represented by such shareholder. A candidate shall be elected as a member of the Board of Directors/ Supervisor when obtaining at least 51% of the total votes of all shareholders attending and voting at the meeting, or at least 51% of the total votes of all shareholders with voting rights approving, and shall be selected in descending order of votes received until the required number of members is reached.

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 Board of Supervisors, a re-election shall be conducted among the candidates with equal votes, or selection shall be made in accordance with the criteria specified in the Election Regulations or the Company's Charter.

In the case of additional election or replacement of a member of the Board of Directors/ Supervisor in order to ensure the minimum number of members as required by law and the Company's Charter, if the number of candidates is equal to the number of positions to be filled, the General Meeting of Shareholders may conduct the election by open voting through voting cards or other voting methods as stipulated in the Election Regulations adopted by the General Meeting of Shareholders.

4. Resolutions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within fifteen (15) days from the date the resolution is approved. If the Company has an official website, publishing the resolution on the website may replace direct notification.
5. Resolutions of the General Meeting of Shareholders approved with 100% of the total voting shares are deemed lawful and effective even if the procedures for convening the meeting and approving the resolution violate the provisions of the Law on Enterprises or the Company's Charter.

#### **Article 21. Authority and procedures for collecting shareholders' opinions in writing to approve decisions of the General Meeting of Shareholders**

Authority and procedures for collecting shareholders' opinions in writing to approve decisions of the General Meeting of Shareholders shall be implemented as follows:

1. The Board of Directors has the authority to collect shareholders' opinions in writing to approve decisions of the General Meeting of Shareholders on the following issues:
  - a. Amendments and supplements to the Charter;
  - b. Development orientations of the Company;
  - c. Types and number of new shares to be issued for each type;

- d. Election, dismissal and replacement of members of the Board of Directors and the Board of Supervisors;
  - e. Investments or sales of assets valued at 35% or more of the total asset value recorded in the latest financial statements of the Company;
  - f. Approval of the annual financial statements;
  - g. Reorganization or dissolution of the Company;
  - h. Changes in business lines of the company;
  - i. Changes in the organizational management structure of the company;
  - j. Other issues deemed necessary for the Company's benefits.
2. The Board of Directors shall prepare the ballot forms, the draft resolutions of the General Meeting of Shareholders and explanatory documents for the draft. The Board of Directors must ensure that the documents are sent to shareholders or published within a reasonable time so that the shareholders can review and vote and must send them at least ten (10) days before the deadline for opinion collection. The requirements and method for sending ballots and accompanying documents shall comply with the provisions of Clause 3, Article 17 of this Charter.
  3. The ballots for collecting opinions must include the following main contents:
    - a. Name, address of the headquarters, business registration number;
    - b. Purpose of collecting opinions;
    - c. Full name, permanent address, nationality, ID card number, citizen identification card, passport, or other valid personal identification of individual shareholders; name, business registration number or establishment decision number, headquarters address of organizational shareholders, or full name, permanent address, nationality, ID card number, citizen identification card, passport, or other valid personal identification of authorized representatives; the number of shares of each type and the voting rights of the shareholder;
    - d. The issues requiring opinions to make decisions;
    - e. Voting options including approval, disapproval, or no opinion for each issue being considered;
    - f. Election options (if any);
    - g. The deadline for submitting completed ballots to the Company;
    - h. Full name and signature of the Chairman of the Board of Directors and the legal representative of the Company.
  4. The completed ballot must be signed by the individual shareholder, or the legal representative of the organization shareholder, or the legal representative of the authorized organization.
  5. The completed ballot can be sent to the Company by the following forms:
    - a. By post: The completed ballot sent to the Company must be placed in a sealed envelope, and no one is allowed to open it before the vote checking;
    - b. By fax, email or other electronic means: The completed ballot sent to the Company by fax, email or other electronic means must remain confidential until the vote is checked.

Any ballot for collecting opinions that is sent to the Company after the deadline specified in the ballot or has been opened in the case of postal delivery or disclosed before the vote counting in the case of fax, email or other electronic means, shall be deemed invalid. Ballots for collecting opinions that are not returned to the Company shall be considered as non-voting ballots.

6. The Board of Directors will check the votes and prepare the vote checking minutes in the presence of the Board of Supervisors or shareholders who are not business executives. The vote checking

minutes must include the following key details:

- a. Name, address of the headquarters, business registration number;
- b. Purposes and issues requiring opinions to make decisions;
- c. Number of shareholders with the total number of votes cast, distinguishing between valid and invalid votes, and the vote submission methods, together with an appendix that lists voting shareholders;
- d. Total number of votes marked as “approve”, “disapprove”, and “no opinion” for each issue, as well as the total number of votes for each candidate;
- e. Issues that were approved;
- f. Names and signatures of the Chairman of the Board of Directors, the legal representative of the company, the vote supervisor, and the vote counters.

Members of the Board of Directors, vote counters and vote checking supervisors are jointly responsible for the truthfulness and accuracy of the vote checking minutes, and for any damage caused by the decisions approved due to untruthful or inaccurate vote counting.

7. Vote checking minutes must be sent to shareholders within fifteen (15) days from the completion date of vote checking. If the Company has a website, the vote checking minutes may be posted on such website instead of being sent to shareholders within twenty-four (24) hours from the end of vote checking.
8. The completed ballots, the vote checking minutes, the approved resolution and relevant documents enclosed with the ballots must be retained at the company's headquarters.
9. A resolution approved by collecting shareholders' opinions in writing must be approved by shareholders representing more than 50% of the total voting shares, unless otherwise stipulated in Clause 1, Article 20 of this Charter, and hold the same validity as resolutions approved at the General Meeting of Shareholders.

## **Article 22. Resolutions and Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be audio recorded or stored in other electronic forms. The minutes must be prepared in Vietnamese and may be further prepare in English with the following main contents:
  - a. Name, address of the headquarters, business registration number;
  - b. Time and venue of the General Meeting of Shareholders;
  - c. Agenda and content of the meeting;
  - d. Full name of the chairperson and secretary;
  - e. Summary of the meeting proceedings and opinions expressed on each issue in the agenda;
  - f. Number of shareholders and total voting/election shares of attending shareholders, annex of the list of registered shareholders or shareholder representatives with the corresponding number of shares and votes;
  - g. Total votes for each issue detailing voting methods, valid and invalid votes, votes in approval, disapproval and no opinion, and their corresponding percentages of the total votes of shareholders attending the meeting;
  - h. Total number of votes for each candidate (if any);
  - i. The issues approved and the corresponding voting percentages;
  - j. Signatures of the chairperson and secretary.

In the event that the chairperson or secretary refuses to sign the meeting minutes, the minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and contain all the required contents as specified in this clause. The minutes must clearly state the refusal of the chairperson or secretary to sign the minutes.

The minutes prepared in both Vietnamese and English shall have equal legal validity. In case of any differences between the Vietnamese and English versions, the content in the Vietnamese version shall prevail.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson, secretary or other any person who signs the minutes shall be jointly responsible for the truthfulness and accuracy of the content of the minutes.
3. The 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 date of the meeting.
4. The minutes of the General Meeting of Shareholders shall be considered as valid evidence of the proceedings at the meeting, unless there is an objection to the content of the minutes which must be raised according to the prescribed procedure within ten (10) days after sending the minutes.
10. The minutes of the General Meeting of Shareholders, annex of the list of registered shareholders, letter of authorization and relevant documents must be retained at the company's headquarters.

#### **Article 23. Request to cancel decisions of the General Meeting of Shareholders**

Within ninety (90) days from the date of receiving the minutes of the General Meeting of Shareholders or the minutes of vote checking for collecting shareholders' opinions in writing, a member of the Board of Directors, the Board of Supervisors, the General Director or a shareholder or group of shareholders as defined in Clause 3, Article 11 of this Charter has the right to request the Court or Arbitration to review and cancel the decision of the General Meeting of Shareholders in the following cases:

1. The procedures for convening the meeting, collecting written opinions from shareholders and making decisions at the General Meeting of Shareholders are not in compliance with the provisions of the Law on Enterprises and this Charter, except in cases provided in Clause 5, Article 20 of this Charter.
2. The content of the resolution violates the law or the Company's Charter.
3. In cases where a shareholder or group of shareholders requests the Court or Arbitration to cancel the resolution of the General Meeting of Shareholders as per the provisions of Article 151 of the Law on Enterprises, such resolutions remain effective until another decision is made by the Court or Arbitration, unless emergency measures are applied according to the decision of the competent authority.
4. In cases where a decision of the General Meeting of Shareholders is canceled by the decision of the Court or Arbitration, the person who convened the canceled General Meeting of Shareholders may consider organizing a new meeting at least thirty (30) days later, following the procedures specified in the Law on Enterprises and this Charter.

### **CHAPTER VII: THE BOARD OF DIRECTORS**

#### **Article 24. Self-nomination and nomination; Composition and Term of members of the Board of Directors**

1. In case the candidates have been identified in advance, information about the Board of Directors candidates shall be included in the meeting documents of the General Meeting of Shareholders and shall be announced at least ten (10) days prior to the opening of the General Meeting of Shareholders on the Company's website so that shareholders can review these candidates before voting. The Board of Directors candidates must have written commitments to the truthfulness,

accuracy, and reasonableness of the published personal information and must commit to honestly performing the duties if elected as a member of the Board of Directors. The information related to the Board of Directors candidates to be published must include at least the following details:

- a. Full name, date of birth;
- b. Educational qualifications;
- c. Professional qualifications;
- d. Work experience;
- e. Other management positions (including positions on the Board of Directors of other companies);
- f. Assessment report on the candidate's contributions to the Company, if the candidate is currently a member of the Company's Board of Directors.
- g. Any benefits related to the Company (if any);
- h. Full name of the shareholder or group of shareholders nominating the candidate (if any);
- i. Other information (if any).
- j. Public companies are responsible for disclosing information about companies where the candidate holds positions as a member of the Board of Directors, other management positions and any benefits related to the Board of Directors candidate's company (if any).

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

- The number of candidates that may be nominated shall be calculated as follows:

- + Shareholding ratio from 10% to less than 20%: entitled to nominate 01 candidate.
- + Shareholding ratio from 20% to less than 30%: entitled to nominate 02 candidates.
- + Shareholding ratio from 30% to less than 40%: entitled to nominate 03 candidates.
- + The total number of nominated candidates shall not exceed the number of members of the Board of Directors to be elected by the General Meeting of Shareholders.

- Such nominations must be notified in writing to the Company prior to the record date for the list of shareholders entitled to attend the meeting.

- The nominated candidates must fully meet the qualifications and conditions as prescribed by the Law on Enterprises and the Company's Charter.

3. In cases where the number of candidates for the Board of Directors through nomination and self-nomination remains insufficient, the current Board of Directors may nominate additional candidates or organize nominations in accordance with the provisions of the Company's Charter, the Board of Directors' Operating Regulations, and the Internal Regulations on Corporate Governance. The procedure for the current Board of Directors to introduce candidates for the Board of Directors must be clearly disclosed and approved by the General Meeting of Shareholders before proceeding with the nominations.
4. The number of members of the Board of Directors is six (06) members. The term of the Board of Directors is five (05) years. The term of each member of the Board of Directors is not exceed five (05) years; members of the Board of Directors may be re-elected for an unlimited number of terms.
5. The total number of non-executive members of the Board of Directors must account for at least one-third (1/3) of the total number of members of the Board of Directors. The minimum number

of non-executive members of the Board of Directors is determined by rounding down.

6. Member of the Board of Directors shall not have his/her capacity as the member of the Board of Directors in the following cases:
  - a. That member has no longer capacity as the member of the Board of Directors as prescribed by the Law on Enterprises or is prohibited by law to become the member of the Board of Directors;
  - b. That member submits a written resignation letter to the Company's headquarters;
  - c. That member suffers from a mental disorder and other members of the Board of Directors have expertise evidence to prove he/ she no longer possesses legal capacity;
  - d. That member is absent from the Board of Directors' meetings for six (06) consecutive months without permission and during which the Board determines that the position is deemed vacant;
  - e. That member is dismissed pursuant to the decision of the General Meeting of Shareholders
7. The appointment of members of the Board of Directors must be announced in accordance with legal regulations on information disclosure. Members of the Board of Directors are not required to be shareholders of the Company.

#### **Article 25. Rights and obligations of the Board of Directors**

1. The business operations and works of the Company shall be managed or directed by the Board of Directors. The Board of Directors holds full authority to exercise all rights on behalf of the Company, except for the authorities of the General Meeting of Shareholders.
2. Rights and obligations of the Board of Directors are stipulated by law, the Company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:
  - a. To decide on the Company's strategies, 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 supervise and direct the General Director and other executives;
  - d. To decide on the organizational structure, the establishment of subsidiaries, branches, representative office, capital contributions to or purchase of shares of other enterprises;
  - e. To address the Company's complaints against executives and to decide on the selection of the Company's representative to handle legal procedures concerning those executives.
  - f. To propose the types of shares to be issued and the total number of shares for each type;
  - g. To propose the issuance of convertible bonds and bonds with warrants;
  - h. To determine the offering price of shares and bonds in cases authorized by the General Meeting of Shareholders;
  - i. To elect or dismiss the Chairman of the Board of Directors; appoint, dismiss, sign, or terminate contracts with the General Director and other key managers as specified in the Company's Charter; to decide on the salary, remuneration, bonuses, and other benefits for those managers; to designate authorized representatives to participate in Members' Councils or General Meetings of Shareholders of other companies, as well as to decide on their remuneration and other benefits.
  - j. To report to the General Meeting of Shareholders on the Board of Directors' appointment of the General Director;



- k. To propose the annual dividend rate and determine the interim dividend rate if authorized by the General Meeting of Shareholders; to decide on the timeline and procedures for dividend distribution or handling business losses;
  - l. To propose the reorganization or dissolution of the Company;
  - m. To approve the Regulations on the Operation of the Board of Directors, the Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders, and the Company's Information Disclosure Regulations;
  - n. To approve the agenda and documents used in the General Meeting of Shareholders, to convene the General Meeting of Shareholders or to collect opinions for the approval of decisions of the General Meeting of Shareholders;
  - o. To submit audited annual financial statements and report on corporate governance to the General Meeting of Shareholders;
  - p. Other rights and obligations (if any).
3. The following issues must be approved by the Board of Directors:
- a. The establishment of branches or representative offices of the Company; plans for the establishment, merger or dissolution of departments or production units of the Company;
  - b. The establishment of subsidiaries of the Company;
  - c. Approval of contracts for purchases, sales, loans, borrowings, and other transactions with a value equal to or exceeding 35% of the total asset value recorded in the latest financial statements of the Company, except for contracts and transactions under the authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises;
  - d. The appointment and dismissal of individuals authorized by the Company to act as commercial representatives and legal counsel;
  - e. Borrowing, mortgages, guarantees, and indemnities with a value equal to or exceeding 35% of the total asset value recorded in the latest financial statements of the Company;
  - f. Investments outside the business plan and budget exceeding VND 10 billion at the corresponding time, or investments exceeding 10% of the value of the annual business plan and budget;
  - g. The purchase or sale of shares or equity in other companies established in Vietnam or abroad;
  - h. Decision on pricing of the non-cash assets contributed in the Company in the issuance of shares or bonds by the Company shall include gold, land use right, right on intellectual property, technology and technological know-how;
  - i. Decisions on the redemption of shares as prescribed in Clauses 1 and 2, Article 133 of the Law on Enterprises; decisions on the sale of unsold shares within the number of authorized shares of each type; decisions on additional capital mobilization by other means;
  - j. Decisions on the redemption or withdrawal price of the Company's shares;
  - k. Other business or transaction issues deemed necessary by the Board of Directors for approval within its authority and responsibilities.
4. The Board of Directors must report to the General Meeting of Shareholders about its operations, specifically the supervision of the Board of Directors over the General Director and other managers during the fiscal year. Where the Board of Directors fails to submit a report to the General Meeting of Shareholders, the Company's annual financial statements are considered invalid and not yet approved by the Board.

5. Unless otherwise stated by the law and the Charter, the Board of Directors may authorize the staff and managers to handle the work on behalf of the Company.
6. Members of the Board of Directors (excluding the authorized representatives) are entitled to obtain remuneration for their work as members of the Board. The total remuneration for the Board of Directors shall be determined by the General Meeting of Shareholders. This amount will be distributed among the Board members as agreed within the Board, or equally distributed if no agreement is reached.
7. Total amount paid to each member of the Board of Directors including the remuneration, expenses, commissions, share purchase rights and other benefits earned from the Company, its subsidiaries and associated companies and other companies in which the Board members are representatives of the contributed capital must be published in detail in the annual report of the Company. Remuneration of members of the Board of Directors must be displayed in a separate section in the Company's annual financial statements.
8. Members of the Board of Directors holding executive positions (including the Chairman or Vice Chairman) or Board members working in the sub-committee of the Board of Directors or performing other tasks that are beyond the scope of the common task of member of the Board of Directors may be paid additional remuneration in the form of a remuneration package for each time, salary, commission, percentage of profits or otherwise as decided by the Board of Directors.
9. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred while fulfilling their duties as Board members, including expenses related to attending meetings of the Board of Directors, its subcommittees, or the General Meeting of Shareholders.

#### **Article 26. Chairman of the Board of Directors**

1. The Board of Directors shall elect a Chairman and a Vice Chairman from among its members. The Chairman of the Board of Directors shall not concurrently hold the position of General Director of the Company.
2. The Chairman of the Board of Directors is responsible for convening and presiding over meetings of the General Meeting of Shareholders and the Board of Directors and holds other rights and obligations as stipulated in this Charter and the Law on Enterprises. The Vice Chairman shall have the same rights and obligations as the Chairman when authorized by the Chairman, but only if the Chairman has informed the Board of Directors of their absence or inability to perform their duties due to force majeure or incapacity. If the Chairman does not designate the Vice Chairman to act in such circumstances, the remaining members of the Board of Directors shall appoint the Vice Chairman. If both the Chairman and Vice Chairman are temporarily unable to perform their duties for any reason, the Board of Directors may appoint another member from among themselves to assume the Chairman's duties by a majority vote.
3. The Chairman of the Board of Directors is responsible for ensuring that the Board of Directors submits the annual financial statements, the Company's performance report, the audit report, and the Board of Directors' report to shareholders at the General Meeting of Shareholders.
4. In the event that both the Chairman and the Vice Chairman of the Board of Directors resign or are dismissed, the Board of Directors must elect the alternative Chairman or Vice Chairman within ten (10) days.

#### **Article 27. Meetings of the Board of Directors**

1. In cases where the Board of Directors elects the Chairman, the Chairman of the Board of Directors shall be elected during the first meeting of the new Board of Directors within seven (07) working days from the end of the voting. This meeting shall be convened by the member who obtains the highest number of votes or the highest percentage of votes. If more than one (01) member receives the highest number of votes or the highest percentage of votes, the members

shall vote by majority to select one (01) among them to convene the meeting.

2. The Chairman of the Board of Directors shall convene the regular and extraordinary meetings of the Board of Directors, set the agenda, time and venue of the meeting at least five (05) days before the meeting date. The Chairman may convene a meeting whenever deemed necessary, but at least once a quarter.
3. The Chairman of the Board of Directors convene extraordinary meetings when deemed necessary for the benefit of the Company. Additionally, the Chairman of the Board of Directors must convene a meeting of the Board of Directors and must not delay without valid reason when one of the following subjects has written proposal to specify the purpose of the meeting and the issues to be discussed:
  - a. The Board of Supervisors;
  - b. General Directors or at least five (05) other executives/managers;
  - c. Non-executive members of the Board of Directors ;
  - d. At least two (02) members of the Board of Directors;
  - e. Other cases (if any).
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 receiving the request specified in Clause 3 of this Article. If the Chairman fails to convene the meeting as requested, the Chairman shall be responsible for any damages caused to the Company; the requester has the right to convene the meeting on behalf of the Board of Director.
5. At the request of the independent auditing firm that has conducted an audit of the Company's financial statements, the Chairman of the Board of Directors must convene a meeting to discuss the audit report and the Company's status.
6. Meetings of the Board of Directors shall be held at the Company's registered address or other locations in Vietnam or abroad as decided by the Chairman of the Board of Directors and agreed upon by the Board.
7. An invitation of the Board of Directors meeting must be sent to all members of the Board of Directors and Board of Supervisors at least three (03) working days prior to the meeting date. A member of the Board of Directors may refuse the meeting invitation in writing, and such refusal may be amended or canceled in writing by the same member. The meeting invitation must be prepared in Vietnamese and may include an English version. It should specify the meeting time, venue, agenda, discussion topics, necessary documents related to the issues under discussion and voting, and the voting ballots for the members.

The invitation shall be sent by mail, fax, email or other means ensuring delivery to the registered contact address of each member of the Board of Directors and Board of Supervisors.
8. Meetings of the Board of Directors shall be conducted when at least three-quarters (3/4) of the total Board members are present either in person or through an authorized representative if approved by most of the Board members.
9. Voting:
  - a. Except for cases prescribed in point b, Clause 9, Article 27, each member of the Board of Directors or an authorized individual to attend the Board of Directors meeting shall have one vote.
  - b. A member of the Board of Directors may not be entitled to vote on contracts, transactions or proposals in which such a member or any person related to such member has benefits, and such benefits are in conflict or may conflict with the Company's benefits. A Board member

shall not be included in the minimum percentage of members present to hold a Board of Director meeting on the decisions that such member does not have the right to vote.

- c. As provided in Point d, Clause 9, Article 27, when an issue related to the benefit or voting right of a member of the Board of Directors arises at the meeting and that member does not voluntarily waive their right to vote, the decision of the chairman shall be final, unless the nature or scope of benefits of the relevant Board member has not been fully disclosed;
  - d. A member of the Board of Directors who benefits from a contract as specified in Points a and b, Clause 4, Article 35 of the Company's Charter is considered to have a significant benefit in that contract;
  - e. Supervisors have the right to attend Board of Directors meetings and participate in discussions but do not have voting rights.
10. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is proposed to be signed with the Company, and knows that he/she has an interest therein, shall be responsible for disclosing the nature and content of such interest at the meeting of the Board of Directors where the contract or transaction is first considered. In case a member of the Board of Directors is unaware, at the time the contract or transaction is entered into, that he/she or any related person has an interest therein, the member shall disclose such interest at the first meeting of the Board of Directors held after he/she becomes aware that he/she has or will have an interest in the relevant contract or transaction.
11. The Board of Directors shall pass resolutions and make decisions based on the approval of the majority (over 50%) of the attending members of the Board of Directors. In case of an equal number of votes for and against, the vote of the Chairperson of the Board of Directors shall be the deciding vote.
12. Meetings of the Board of Directors may be held in the form of an online conference among Board members when all or some members are located at different places provided that each participating member can:
- a. Hear any member of the Board of Directors talking during the meeting;
  - b. Speak to all other members simultaneously.
  - c. Discussions among members can take place directly via telephone or other communication means (including methods used at the time of approving the Charter or later), or through a combination of these methods. Board members participating in such a meeting shall be considered as "present" at the meeting. The venue of the meeting according to this regulation shall be the venue with the greatest number of Board members present or the venue where the Chairman of the meeting is situated.

Decisions passed during a teleconference that is held and conducted in a proper manner shall take effect immediately after the meeting concludes but must be confirmed by the signatures of all participating Board members in the meeting minutes.

13. Members of the Board of Directors may send their votes to the meeting via post, fax, email or other electronic means. Votes sent to the meeting via post must be contained in sealed envelopes and given to the Chairman of the Board of Directors at least 01 (one) hour before the opening time. Votes shall be opened in front of all participants in the meeting.
14. A resolution in the form of obtaining shareholders' opinions in writing shall be adopted based on the approval of a majority of the Board members with voting rights. This resolution has the same effect and validity as the resolution approved at the meeting.
15. Chairman of the Board of Directors is responsible for sending the minutes of the Board meeting to all members. These minutes shall be considered as valid evidence of the proceedings at the meeting, unless there is an objection to the content of the minutes which must be raised within

ten (10) days after sending the minutes. The minutes shall be prepared in Vietnamese and may also be prepared in English. The minutes must have the signatures of the Chairperson and the recorder.

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

1. The Board of Directors may establish subcommittees to oversee development policies, human resources, salary, and internal auditing under the authorization of the General Meeting of Shareholders. The number of members in each subcommittee shall be determined by the Board of Directors but should include at least three (03) members, comprising both Board members and external members. Non-executive members of the Board of Directors should constitute most of the subcommittee, and one of these members shall be appointed as Head of the Subcommittee by the Board of Directors. The activities of the subcommittee must comply with the regulations set by the Board of Directors. A subcommittee's resolution shall only take effect if approved by a majority of the attending members who are Board members during the subcommittee meeting.
2. The implementation of decisions by the Board of Directors, its subcommittees or individuals acting as members of the Board's subcommittees must comply with applicable laws and the Company's Charter.

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

#### **Article 29. Management structure**

The Company's management structure must ensure that the management team is accountable to the Board of Directors and operates under the supervision and direction of the Board of Directors in the day-to-day business activities of the Company. The Company shall have a General Director, Deputy General Directors, a Chief Accountant, and other management positions as appointed by the Board of Directors. The appointment or dismissal of the above-mentioned positions must be approved by a resolution of the Board of Directors.

#### **Article 30. Corporate executives**

1. Based on the recommendation of the General Director and with the approval of the Board of Directors, the Company may recruit other corporate executives in quantities and with qualifications appropriate to the Company's structure and management regulations as stipulated by the Board of Directors.
2. Remuneration, salary, benefit, and other terms of the employment contract for the General Director shall be determined by the Board of Directors. Contracts for other corporate executives shall be determined by the Board of Directors after consulting with the General Director.

#### **Article 31. Appointment, dismissal, obligations and rights of the General Director**

1. The Board of Directors shall appoint one (01) of its members or another individual as the General Director and sign a contract specifying the remuneration, salary and other benefits. The General Director's remuneration, salary and other benefits must be reported at the Annual General Meeting of Shareholders and disclosed as a separate item in the annual financial statements and included in the Company's Annual Report.
2. The term of the General Director is no more than five (05) years and may be reappointed for an unlimited number of terms. The General Director must not be an individual prohibited by law from holding this position.
3. Obligations and rights are as stipulated in Clause 2, Article 3 of this Charter.
4. The General Director shall be accountable to the Board of Directors and the General Meeting of Shareholders for the performance of his/her obligations and rights and must report to these entities upon request.
5. The Board of Directors may dismiss the General Director with the approval of a majority of its members

present at a meeting and appoint a new General Director.

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

1. The Board of Directors appoints at least one (01) person as the person in charge of corporate governance to support governance activities in the company. The person in charge of corporate governance may concurrently serve as the Secretary of the company in accordance with Clause 5, Article 156 of the Law on Enterprises.
2. The person in charge of corporate governance shall not simultaneously work for an approved auditing firm that is auditing the Company's financial statements.
3. The person in charge of corporate governance has the following obligations and rights:
  - a) Advise the Board of Directors on organizing General Meetings of Shareholders in compliance with regulations and on matters related to the Company's interactions with shareholders;
  - b) Prepare meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
  - c) Provide advice on procedures for meetings;
  - d) Attend the meetings;
  - đ) Advise on procedures for making resolutions of the Board of Directors in accordance with the law;
  - e) Provide financial information, copies of Board meeting minutes and other information to members of the Board of Directors and the Board of Supervisors;
  - g) Supervise and report to the Board of Directors on information disclosure activities of the company;
  - h) Serve as the primary point of contact with parties with related benefits;
  - i) Maintain confidentiality of information as prescribed by law and the Company's Charter;
  - k) Other obligations and rights as prescribed by law and the Company's Charter.

## **CHAPTER IX: BOARD OF SUPERVISORS**

### **Article 33. Self-nomination and nomination of Supervisors**

1. The process for identifying and disclosing information about candidates shall follow the provisions of Clause 1 and Clause 2, Article 24 of this Charter. In cases where the number of candidates for the Board of Supervisors through nomination and self-nomination remains insufficient, the current Board of Supervisors may nominate additional candidates or organize nominations in accordance with the provisions of the Company's Charter, the Internal Regulations on Corporate Governance and the Board of Supervisors' Operating Regulations. The procedure for the current Board of Supervisors to introduce candidates for the Board of Supervisors must be clearly disclosed and approved by the General Meeting of Shareholders before proceeding with the nominations.
2. Supervisors are appointed by the General Meeting of Shareholders. The Board of Supervisors consists of three (03) members. The term of each Supervisor shall not exceed five (05) years, and Supervisors may be re-elected for an unlimited number of terms.

Supervisors must meet the qualifications and conditions as stipulated 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 Company's accounting or finance department
  - b. Being a member or employee of an independent auditing firm that has audited the Company's financial statements within the preceding three (03) consecutive years.

3. The Supervisors shall elect one (01) of their members to serve as the Head of the Board of Supervisors based on a majority vote. The Head of the Board of Supervisors must hold at least a bachelor's degree in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the Company's business activities.
4. Head of the Board of Supervisors has the following rights and obligations:
  - a. Convene meetings of the Board of Supervisors;
  - b. Request the Board of Directors, the Director (General Director) and other executives to provide relevant information for reporting to the Board of Supervisors;
  - c. Prepare and sign the Board of Supervisors' reports after consulting with the Board of Directors for submission to the General Meeting of Shareholders.
5. A Supervisor may be dismissed in the following cases:
  - a. No longer meeting the qualifications and conditions required to be a Supervisor as stipulated by the Law on Enterprises;
  - b. Failing to perform their rights and obligations for six (06) consecutive months, unless due to force majeure;
  - c. Submitting a resignation that is accepted;
  - d. Other cases as prescribed by law and this Charter.
6. A Supervisor may be removed from office in the following cases:
  - a. Failing to complete assigned tasks or duties;
  - b. Seriously breaching or repeatedly violating the Supervisor's obligations as prescribed by the Law on Enterprises and the Company's Charter.
  - c. By a decision of the General Meeting of Shareholders;
  - d. Other cases as prescribed by law and this Charter.

#### **Article 34. Board of Supervisors**

1. The Board of Supervisors has the rights and obligations as stipulated in Article 170 of the Law on Enterprises and the following rights and obligations:
  - a. Propose and recommend the General Meeting of Shareholders to approve the selection of an independent auditing firm to audit the Company's financial statements;
  - b. Be accountable to shareholders for its supervisory activities;
  - c. Supervise the Company's financial status, the legality of activities by members of the Board of Directors, the General Director, other managers, and the coordination between the Board of Supervisors, the Board of Directors, the General Director and shareholders;
  - d. If any violation of the law or the Company's Charter by a member of the Board of Directors, the General Director or other executives is detected, a written notice must be sent to the Board of Directors within forty-eight (48) hours, requesting the violator to cease the violation and take actions to address the consequences.
  - e. Report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain provisions of the Law on Securities.
  - f. Develop the Operational Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval;
  - g. Access the Company's documents kept at the headquarters, branches and other locations; visit

the workplaces of the Company's managers and employees during working hours;

- h. 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 Company's management, administration and business operations;
  - i. Other rights and obligations as prescribed by law and this Charter.
- 2. Members of the Board of Directors, the General Director and managers must provide complete, accurate, and timely information and documents regarding the Company's management, administration and operations upon the request of the Board of Supervisors. The company secretary must ensure that all copies of resolutions, meeting minutes of the General Meeting of Shareholders and the Board of Directors, financial information and other 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 to the shareholders and members of the Board of Directors.
  - 3. The Board of Supervisors may issue regulations regarding its meetings and operational procedures. The Board of Supervisors must meet at least twice (02) a year, with a minimum of two (02) members attending each meeting. The meeting minutes of the Board of Supervisors must be detailed and clear. The person taking the minutes and Supervisors attending the meeting must sign the minutes. The meeting minutes must be kept to determine the responsibility of each Supervisor.
  - 4. The remuneration, salary and other benefits of the Supervisors shall be determined by the General Meeting of Shareholders. Supervisors are entitled to reimbursement for reasonable expenses related to accommodation, travel and other expenses incurred when attending meetings of the Board of Supervisors or performing other activities of the Board.

## **CHAPTER X: RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, GENERAL DIRECTORS AND OTHER MANAGERS**

### **Article 35. Duty of care**

Members of the Board of Directors, Supervisors, General Director and other executives are responsible for performing their duties including those as members of subcommittees of the Board of Directors with honesty and due care in the best benefit of the Company.

### **Article 36. Responsibility for honesty and avoidance of conflicts of benefit**

- 1. Members of the Board of Directors, Supervisors, General Director and other executives must disclose related benefits in accordance with the Law on Enterprises and other relevant law.
- 2. Members of the Board of Directors, Supervisors, General Director and other executives are prohibited from exploiting business opportunities that may benefit the Company for personal purposes. They are also prohibited from using information acquired through their positions for personal gain or to benefit another organization or individual.
- 3. Members of the Board of Directors, Supervisors, General Director and other executives are required to provide written notification to the Board of Directors and the Board of Supervisors regarding transactions between the Company, its subsidiaries or other companies controlled by the public company holding over 50% of charter capital or their related parties as prescribed by law. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the Law on Securities on information disclosure.
- 4. Unless otherwise decided by the General Meeting of Shareholders, the Company is prohibited from granting loans or providing guarantees to members of the Board of Directors, Supervisors, General Director, other executives and individuals or organizations related to these members or legal entities in which they hold financial benefits. This restriction does not apply to public companies and organizations related to this member that belong to the same group or operate



under a corporate structure, including parent-subsidary companies, economic groups, or as otherwise specified by specialized laws.

5. Contracts or transactions between the Company and one or more members of the Board of Directors, Supervisors, General Director, other executives or individuals and organizations related to them, or with companies, partners, associations or organizations in which such members, executives or their related parties are members or have financial benefits **shall not be deemed invalid** in the following cases:

- a. For contracts with a value of less than thirty-five percent (35%) of the total assets reported in the latest financial statements, the key terms of the contract or transaction along with the relationships and benefits of members of the Board of Directors, Supervisors, General Director and other executives must have been reported to the Board of Directors. Additionally, the Board of Directors must have approved the execution of the contract or transaction with the majority vote of members of the Board of Directors who have no related benefits.
- b. For contracts with a value equal to or greater than thirty-five percent (35%) of the total assets reported in the latest financial statements, the key terms of the contract or transaction along with the relationships and benefits of members of the Board of Directors, Supervisors, General Director and other executives must have been disclosed to shareholders without related benefits who are entitled to vote on that issue. These shareholders must have approved the contract or transaction.
- c. The contract or transaction must be deemed fair and reasonable in all aspects for the Company's shareholders at the time it is approved by the Board of Directors or the General Meeting of Shareholders, as evaluated by an independent advisory organization.

Members of the Board of Directors, Supervisors, General Director, other executives and individuals or organizations related to them are prohibited from using undisclosed information of the Company or disclosing such information to others for conducting related transactions.

6. Members of the Board of Directors are not permitted to vote on transactions that provide benefits to themselves or their related parties, as stipulated by the Law on Enterprises and the Company's Charter.

### **Article 37. Responsibility for damages and compensation**

1. Members of the Board of Directors, Supervisors, General Director and other executives who breach their duties of honesty, diligence, or prudence, or fail to fulfill their obligations with due care and professional competence, shall be responsible for any damages caused by their violations.
2. The Company shall compensate for those who have been, are or may become a party involved in the complaints, lawsuits and prosecution (including civil and administrative cases, except for those initiated by the Company) if that person used to be or is now a member of the Board of Directors, Supervisor, General Director, other executive, employee or representative authorized by the Company or that person has been or is now implementing the Company's requests as a member of the Board of Directors, executive, employee, or authorized representative of the Company provided that he or she has acted with duty of care and honesty for or not in conflict with the benefits of the Company, on the basis of compliance with the law and there is no evidence to confirm that such person has violated his/her duties.
3. When performing the tasks or executing the work as authorized by the Company, members of the Board of Directors, Supervisors, other executives, employees, or authorized representatives of the Company shall be compensated by the Company when becoming an involved party in complaints, lawsuits and prosecution (except for those initiated by the Company) in the following cases:
  - a. Have acted honestly, prudently and diligently in the best benefits of the Company and without conflict with its benefits.

- b. Comply with the laws and there is no evidence to confirm that that person has violated his/her duties.
4. The compensation expense includes incurred expenses (including attorney fees), judgment expenses, fines, amounts payable arising actually or is reasonable when dealing with these cases in the framework of the law allowed. The company can buy insurance for these people to avoid the compensation liabilities mentioned above.

## **CHAPTER XI: RIGHT TO INSPECT THE COMPANY'S BOOKS AND RECORDS**

### **Article 38. Right to inspect books and records**

1. Shareholder or group of shareholders specified in Clause 3, Article 11 of this Charter may directly or through authorized person, send a written request to check the list of shareholders, meeting minutes of the General Meeting of Shareholders and photocopy or extract such documents during working hours and at the company's headquarters. The request for checking by authorized representatives of the shareholders must be accompanied by a written authorization of the shareholders represented by that person or a certified copy of this written authorization.
2. Members of the Board of Directors, Supervisors, General Director and other executives have the right to inspect the Company's shareholder register, list of shareholders and other books and records of the Company for purposes related to their position, provided that such information is kept confidential.
3. The Company must keep this Charter and any amendments or supplements to the Charter, the Business Registration Certificate, tax registration documents, regulations, property ownership documents, resolutions of the General Meeting of Shareholders and the Board of Directors, meeting minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors and the Board of Supervisors, annual financial statements, accounting books and any other documents as prescribed by law at the Company's headquarters or at another location, provided that shareholders and the business registration authority are notified of the storage location of these documents.
4. The Company's Charter must be published on the Company's website.

## **CHAPTER XII: EMPLOYEES AND TRADE UNIONS**

### **Article 39. Employees and trade unions**

1. The General Director must prepare plans for the Board of Directors to approve issues related to the recruitment, termination of employment, salary, social insurance, benefits, rewards and discipline for employees and executives.
2. The General Director must prepare plans for the Board of Directors to approve issues related to the Company's relationship with trade unions in accordance with best practices, policies and the provisions set forth in this Charter, the Company's regulations and current laws.

## **CHAPTER XIII: PROFIT DISTRIBUTION**

### **Article 40. Profit distribution**

1. The General Meeting of Shareholders shall decide the rate and the form of annual dividend payment from the retained revenue of the Company.
2. In accordance with the provisions of the Law on Enterprises, the Board of Directors may decide on an interim dividend payment if it deems this payment to be in line with the Company's profitability.
3. The Company does not pay interest on any dividend payments or payments related to a specific type of share.
4. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of the dividend in specific assets (such as fully paid shares or bonds issued

by another company), and the Board of Directors is responsible for implementing this resolution.

5. In cases where dividends or other payments related to a type of share are paid in cash, the Company must pay in Vietnamese Dong. Payments can be made directly or via banks based on the detailed bank account information provided by shareholders. If the Company has transferred money in accordance with the bank details provided by a shareholder but the shareholder does not receive the money, the Company shall not be responsible for the amount transferred. Dividend payments for shares listed or registered for trading on the Stock Exchange may be made through securities companies or the Vietnam Securities Depository.
6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution to determine a specific date for finalizing the list of shareholders. Based on that date, those who register as shareholders or owners of other securities are entitled to receive dividends, interests, profit distribution, shares, notifications or other documents.
7. Other issues related to profit distribution shall be carried out in accordance with the laws.

#### **CHAPTER XIV: BANK ACCOUNT, RESERVE FUND, FISCAL YEAR, AND ACCOUNTING SYSTEM**

##### **Article 41. Bank account**

1. The Company is permitted to open accounts at Vietnamese banks or foreign banks licensed to operate in Vietnam.
2. Subject to prior approval from competent authorities, when necessary, the Company may open bank accounts in foreign countries in accordance with legal regulations.
3. The Company shall conduct payments and accounting transactions through its Vietnamese Dong or foreign currency accounts at the banks where such accounts are opened.

##### **Article 42. Fiscal year**

The Company's fiscal year begins on the first day of January and ends on the thirty-first day of December each year. The first fiscal year begins on the date the Business Registration Certificate is issued and ends on the thirty-first day of December of the same year the certificate is issued.

##### **Article 43. Accounting system**

1. The Company applies the Vietnamese Accounting Standards (VAS), the corporate accounting system, or other specific accounting systems issued by competent authorities and approved by the Ministry of Finance.
2. The Company's accounting books and records shall be made in Vietnamese and archived in accordance with laws on accounting and other relevant laws. These documents must be accurate, up-to-date, systematic and complete to demonstrate and explain the Company's transactions.
3. The Company's accounting currency unit is Vietnamese Dong. If the Company primarily conducts transactions in a foreign currency, it may choose that currency as the accounting currency, provided it assumes responsibility for this selection before the law and notifies the relevant tax authorities.

#### **CHAPTER XV: ANNUAL REPORTS, FINANCIAL STATEMENTS AND INFORMATION DISCLOSURE RESPONSIBILITIES**

##### **Article 44. Annual financial statement**

1. The Company must prepare the annual financial statement in accordance with the law as well as the regulations of the State Securities Commission. The financial statement must be audited as stipulated in Article 46 of this Charter and be submitted within 90 days from the end of each fiscal year in compliance with legal regulations.

2. The annual financial statement must include the income statement which reflects the Company's profit/loss accurately and objectively for the fiscal year, the balance sheet which provides a true and fair view of the Company's operation as of the reporting date, the cash flow statement and the notes to the financial statement.
3. The annual audited financial statement (including the auditor's opinion) must be published on the Company's website.
4. Interested organizations and individuals have the right to inspect or make copies of the audited annual financial statement during business hours at the Company's headquarters and are required to pay a reasonable fee for copying.

#### **Article 45. Annual reports**

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

### **CHAPTER XVI: COMPANY AUDIT**

#### **Article 46. Audit**

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of these firms to conduct the Company's audit for the following fiscal year based on terms and conditions agreed upon with the Board of Directors. The Company must prepare and submit its annual financial statement to the independent auditing firm after the end of the fiscal year.
2. The independent auditing firm shall review, verify and prepare an audit report and submit it to the Board of Directors within 90 days from the end of the fiscal year.
3. The audit report shall be attached to the Company's annual statement.
4. The independent auditors performing the Company's audit are entitled to attend General Meetings of Shareholders, receive notices and information related to such meetings that shareholders are entitled to receive and express their opinions at the meetings on issues related to the audit of the Company's financial statements.

### **CHAPTER XVII: SEAL**

#### **Article 47. Seal**

1. The Board of Directors shall determine the Company's official seal which is made in accordance with the law.
2. The Board of Directors and the General Director shall use and manage the seal in accordance with applicable laws.

### **CHAPTER XVIII: TERMINATION OF OPERATION AND LIQUIDATION**

#### **Article 48. Termination of operation**

1. The Company may be dissolved in the following cases:
  - a. Expiration of the Company's operational term, including any extensions.
  - b. Early dissolution as decided by the General Meeting of Shareholders.
  - c. The Business Registration Certificate is revoked.
  - d. Other cases as prescribed by law.
2. Early dissolution of the Company (including any extensions) shall be decided by the General Meeting of Shareholders and executed by the Board of Directors. This dissolution decision must be notified to or approved by the competent authorities (if required) in accordance with the law.

#### **Article 49. Extension of operation**

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months prior to the expiration of operation for shareholders to vote on the extension of the Company's operation as proposed by the Board of Directors.
2. The operating term shall be extended if approved by at least 65% of the total votes of shareholders with voting rights either in person or through authorized representatives attending the General Meeting of Shareholders.

#### **Article 50. Liquidation**

1. At least six (06) months prior to the expiration of the Company's operating term or following a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee including three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders from among the Company's employees or independent experts, and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operational regulations. All expenses related to the liquidation shall be paid before any other debts of the Company.
2. The Liquidation Committee is responsible for notifying the business registration authority of the date of issuance of the Business Registration Certificate and the commencement of operations. From that point, the Liquidation Committee shall act on behalf of the Company in all matters related to liquidation before the Court and administrative authorities.
3. Proceeds from the liquidation shall be paid in the following order:
  - a. Liquidation expenses;
  - b. Wages, severance allowances, social insurance, and other employee benefits under the collective labor agreement and signed labor contracts;
  - c. Tax liabilities;
  - d. Other debts of the Company;
  - e. The remaining after payment of all liabilities from (a) to (d) above shall be distributed to the shareholders, with priority given to preferred shares.

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

#### **Article 51. Resolution of internal disputes**

1. In case of disputes or complaints related to the Company's operations or to the rights and obligations of the shareholders as stipulated in the Company's Charter, the Law on Enterprises, other laws or the administrative regulations stipulating between:
  - a. Shareholders and the Company;
  - b. Shareholders and the Board of Directors, the Board of Supervisors, the General Director or senior managers.

The parties involved shall try to resolve the dispute through negotiation and mediation. Unless the dispute involves the Board of Directors or the Chairman of the Board, the Chairman shall preside over the resolution process and require each party to present relevant facts concerning the dispute within fifteen (15) working days from the date the dispute arises. In cases where the dispute involves the Board of Directors or the Chairman of the Board, any party may request the Board of Supervisors to appoint an independent expert to act as an arbitrator in the dispute resolution process.

2. If no mediation agreement 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, any party may

refer the dispute to the Economic Arbitration or Economic Court.

3. Each party shall bear its own costs related to the negotiation and mediation procedures. Court-related costs shall be allocated as determined by the Court.

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

### **Article 52. Amendments and supplements to the Charter**

1. Amendments and supplements to this Charter must be reviewed and approved by the General Meeting of Shareholders.
2. In cases where the provisions of law relating to the Company's operations are not mentioned in this Charter or where new rules of law conflict with the terms of this Charter, the provisions of law shall prevail.

## **CHAPTER XXI: EFFECTIVE DATE**

### **Article 53. Effective date**

1. This Charter consists of 21 Chapters and 53 Articles, and was approved by the 2026 Annual General Meeting of Shareholders of Agimexpharm Pharmaceutical Joint Stock Company on March 27, 2026 in An Giang. It has been amended and supplemented in accordance with the Enterprise Registration Certificate, amended for the 22nd time on June 21, 2026. This Charter shall take full effect from June 21, 2026.
2. This is the Company's unique and official charter.
3. Copies or extracts of the Company's Charter shall only be valid if signed by 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**



**PHARM. NGUYEN VAN KHA**