

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

**CHARTER**  
**BEN TRE WATER SUPPLY AND SEWERAGE**  
**JOINT STOCK COMPANY**



*Issued together with the Resolution of the 2026 Annual General Meeting of Shareholders of Ben Tre Water Supply and Sewerage Joint Stock Company ()*

*Vinh Long, June 26, 2026*

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## PREAMBLE

This Charter was adopted pursuant to the Resolution of the General Meeting of Shareholders No. 01/NQ-DHDCD, dated June 26, 2026.

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

#### Article 1. Interpretation of terms

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

a) *Charter Capital* is the total par value of shares sold or registered for purchase upon the establishment of the joint stock company and in accordance with the provisions of Article 6 of this Charter;

b) *Law on Enterprises* refers to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

c) *Law on Securities* refers to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

d) *Date of establishment* is the date on which the Company is granted the Enterprise Registration Certificate (Business Registration Certificate and equivalent valid documents) for the first time;

e) *Business Manager* refers to the General Director, Deputy General Directors, Chief Accountant, and other managers appointed by the Board of Directors;

f) *Enterprise Manager* refers to the manager of the Company, including the Chairperson of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other managerial titles appointed by the General Meeting of Shareholders or the Board of Directors;

g) *Related person* refers to individuals and organizations as stipulated in Clause 46, Article 4 of Law No. 54/2019/QH14 dated November 26, 2019;

h) *Shareholder* refers to an individual or organization owning at least one share of the joint stock company;

i) *Founding Shareholder* refers to a shareholder owning at least one ordinary share and signing the list of founding shareholders of the joint stock company;

j) *Major shareholder* refers to a shareholder as stipulated in Clause 18, Article 4 of the Law on Securities;

k) *A member of the Board of Supervisors* is a Supervisor;

l) *Operating term* refers to the duration of the Company's operation as stipulated in Article 2 of this Charter;

m) *Stock Exchange* refers to the Vietnam Stock Exchange and its subsidiaries;

n) *Contact address* refers to the registered head office address for organizations; the permanent residence, workplace, or other address of an individual that such person registers with the enterprise to serve as a contact address;

o) *Trade secret* refers to information regarding inventory quantities, costs and profits, finance, and technological solutions and business techniques;

p) *Business secret* refers to information obtained from financial and intellectual investment activities that has not been disclosed and is capable of being used in business.

2. In this Charter, references to one or several provisions or other documents include any amendments, supplements, or replacement documents.

3. The headings (Sections, Articles of this Charter) are used for convenience in understanding the content and do not affect the content of this Charter.

## **Chapter II.**

### **NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING TERM, AND LEGAL REPRESENTATIVE OF THE COMPANY**

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

1. Company name:

- Company name in Vietnamese: **CÔNG TY CỔ PHẦN CẤP THOÁT NƯỚC BẾN TRE.**

- Company name in English: **BEN TRE WATER SUPPLY AND SEWERAGE JOINT STOCK COMPANY.**

- Abbreviated company name: BEWACO.

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

3. Registered headquarters of the Company:

- Head office address: No. 103 Nguyen Hue Street, An Hoi Ward, Vinh Long Province.

- Telephone: (0275) 3825727

- Fax: (0275) 3827781

- E-mail: capnuocbentre@yahoo.com

- Website: capnuocbentre.vn

4. The Company may establish branches and representative offices at business locations to carry out the Company's operational objectives in accordance with the decision of the Board of Directors and within the scope permitted by law.

5. Unless terminated before the expiration date as stipulated in Clause 2, Article 54 or extended in accordance with Article 55 of this Charter, the Company's operating term shall be indefinite from the date of establishment.

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

1. The Company has 01 legal representative who is the Chairperson of the Board of Directors.

The legal representative of the Company is an individual who represents the Company in exercising rights and obligations arising from the Company's transactions, and represents the Company as a plaintiff, defendant, or person with

related interests and obligations before Arbitration or Courts. The responsibilities of the legal representative shall be implemented in accordance with Article 13 of the Law on Enterprises and other rights and obligations as prescribed by current law.

The legal representative of the Company must reside in Vietnam; and must authorize another person in writing to exercise the rights and obligations of the legal representative at the Company when exiting Vietnam.

In case the authorization expires and the legal representative of the Company has not returned to Vietnam and there is no other authorization, the authorized person shall continue to exercise the rights and obligations of the legal representative of the Company within the authorized scope until the legal representative of the Company returns to work, or until the Board of Directors decides to appoint another person as a replacement.

In case of absence from Vietnam for more than 30 days without authorizing another person to exercise the rights and duties of the legal representative of the Company, the Board of Directors shall appoint another person as a replacement.

### **Chapter III.**

## **OBJECTIVES, BUSINESS SCOPE, AND OPERATIONS OF THE COMPANY**

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

1. The Company's main business lines are:

<b>Business line code</b>	<b>Business line name</b>
<b>3600 (Main)</b>	<b>Water collection, treatment, and supply</b> <b>Details: Production and distribution of clean water</b>
4633	Wholesale of beverages Details: Bottled drinking water business
4100	Construction of all types of buildings Details: Civil engineering construction
1104	Production of non-alcoholic beverages, mineral water Details: Production of bottled drinking water
4290	Construction of other civil engineering works Details: Industrial construction. Construction and installation of water supply and drainage systems inside and outside buildings, technical infrastructure for residential areas and industrial zones.
2592	Mechanical processing; metal treatment and coating

	Details: Mechanical processing of products for the water and construction industries (excluding mechanical processing within the inner city of Ben Tre City)
4669	Other specialized wholesale not elsewhere classified Details: Production and trading of specialized materials for water supply and drainage
3313	Repair of electronic and optical equipment Details: Repair and calibration of cold water meters
4322	Installation of water supply, drainage, heating, and air conditioning systems Details: Construction and installation specialized in water supply and drainage
3700	Drainage and wastewater treatment Details: Sewage drainage, dredging, and clearing of sewers. Drainage and wastewater treatment services.
7110	Architectural activities and related technical consultancy Details: Consultancy, design, and supervision services for water supply and drainage projects. Consultancy services for construction investment, project management, preparation of economic-technical reports, preparation of construction investment projects, surveying, design-cost estimation, and supervision of specialized water supply and drainage projects

2. The Company's operational objective is to build and maintain its brand, while simultaneously expanding and developing in a synchronized manner other business areas where the Company has a competitive advantage, creating a foundation for stable, long-term, and sustainable development, maximizing profits, ensuring the legitimate rights and interests of shareholders, and fulfilling obligations to the State.

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

The Company is permitted to conduct business activities in accordance with the business lines stipulated in this Charter that have been registered, notified of changes to the business registration authority, and announced on the National Business Registration Portal.

**Chapter IV.**

**CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS**

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

1. The Company's charter capital is **294,000,000,000 VND** (in words: Two hundred and ninety-four billion VND).

The total charter capital of the Company is divided into 29,400,000 shares with a par value of 10,000 VND/share.

2. The Company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of the law.

3. The Company's shares as of the date of adoption of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of share are stipulated in Article 12 and Article 13 of this Charter.

4. The Company may issue other types of preference shares after obtaining approval from the General Meeting of Shareholders and in accordance with the provisions of the law.

5. The Company officially operates as a joint stock company according to the Enterprise Registration Certificate No. 1300107725 issued by the Department of Planning and Investment of Vinh Long Province for the first time on December 14, 2006. Pursuant to the provisions of the Law on Enterprises, as of now, the ordinary shares of the founding shareholders have passed the transfer restriction period.

6. Offering of shares:

Offering of shares is the process by which the company increases the number of shares authorized to be offered and sells those shares during its operation to increase charter capital.

Offering of shares may be carried out in one of the following forms:

- a) Offering to existing shareholders.
- b) Public offering.
- c) Private placement of shares.
- d) Other forms as decided by the General Meeting of Shareholders.

Ordinary shares must be prioritized for offering to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders; the number of shares that shareholders do not register to purchase will be decided by the Company's Board of Directors. The Board of Directors may distribute such shares to shareholders and other persons under conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or as otherwise provided by securities laws.

7. The Company may purchase shares issued by the Company itself in the manners stipulated in this Charter and current law.

8. The Company may issue other types of securities in accordance with the provisions of the law.

#### **Article 7. Share Certificate**

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

2. A share is a type of security that confirms the legal rights and interests of the owner in a portion of the charter capital of the issuing organization. A share

must contain all the information required under Clause 1, Article 121 of the Law on Enterprises.

3. A shareholder shall be issued a share certificate within seven (07) days from the date the Vietnam Securities Depository and Clearing Corporation (VSDC) notifies that it has received a complete application for the transfer of share ownership in accordance with the law, or within two months from the date of full payment for the shares in accordance with the Company's share issuance plan (or another period as specified in the issuance terms), the owner of the shares shall be issued a share certificate. The shareholder shall not be charged by the Company for the cost of printing the share certificate.

4. In case a share certificate is lost, damaged, or destroyed in any other form, the shareholder shall be re-issued a share certificate by the Company upon the shareholder's request. The shareholder's request must include the following information:

a) Information regarding the share certificate that has been lost, damaged, or destroyed in any other form;

b) A commitment to be responsible for any disputes arising from the re-issuance of the new share certificate.

5. In case the Company cancels its securities registration with the Vietnam Securities Depository and Clearing Corporation (VSDC), the Company shall re-issue share certificates to shareholders within thirty (30) days from the effective date of the securities registration cancellation as notified by the VSDC.

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

Bond certificates or other securities certificates of the Company issued shall bear the signature of the Legal Representative and the seal of the Company.

#### **Article 9. Share transfer**

1. All shares are freely transferable unless otherwise provided by this Charter and the law; shares registered for trading on the Stock Exchange shall be transferred in accordance with the regulations of the law on securities and the stock market.

2. Shares that have not been fully paid for shall not be transferred or entitled to related benefits such as the right to receive dividends, the right to receive shares issued to increase charter capital from equity, the right to purchase newly offered shares, and other benefits as prescribed by law.

#### **Article 10. Share forfeiture**

1. In case a shareholder fails to pay the full amount due for the purchase of shares on time, the Board of Directors shall notify the shareholder and has the right to require the shareholder to pay the remaining amount and be responsible for the Company's financial obligations arising from the failure to make full payment, corresponding to the total par value of the shares registered for purchase.

2. The aforementioned payment notice must clearly state the new payment deadline (at least 07 days from the date of sending the notice), the place of payment, and must clearly state that in case of failure to pay as required, the unpaid shares will be forfeited.

3. The Board of Directors has the right to forfeit shares that have not been fully paid for on time in case the requirements in the aforementioned notice are not met.

4. Forfeited shares are considered shares authorized for offering as stipulated in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale or redistribution of these shares under conditions and in a manner that the Board of Directors deems appropriate.

5. A shareholder holding forfeited shares must relinquish their status as a shareholder with respect to those shares, but shall remain responsible for the Company's financial obligations arising at the time of forfeiture, corresponding to the total par value of the shares registered for purchase, as decided by the Board of Directors from the date of forfeiture until the date of payment. The Board of Directors has full authority to decide on the enforcement of full payment for the shares at the time of forfeiture.

6. A forfeiture notice shall be sent to the holder of the shares to be forfeited before the time of forfeiture. The forfeiture shall remain valid even in the event of any error or oversight in the sending of the notice.

### **Chapter V.**

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

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

The Company's management, governance, and control structure includes:

1. General Meeting of Shareholders.
2. Board of Directors, Board of Supervisors.
3. General Director.

### **Chapter VI.**

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

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

1. Ordinary shareholders have the following rights:

a) To attend and speak at meetings of the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or other forms as prescribed by the Company's Charter and the law. Each ordinary share carries one vote;

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

c) To have priority in purchasing new shares corresponding to the proportion of ordinary shares owned by each shareholder in the Company;

d) To freely transfer their shares to others, except in cases stipulated in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of the law;

e) To examine, look up, and extract information regarding the name and contact address in the list of shareholders with voting rights; to request the correction of inaccurate information. The provision of information shall follow the process detailed in the Internal Regulations on Corporate Governance;

f) To examine, look up, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders. The provision of information shall follow the process detailed in the Internal Regulations on Corporate Governance;

g) Upon the dissolution or bankruptcy of the Company, to receive a portion of the remaining assets corresponding to the proportion of shares owned in the Company;

h) To request the Company to repurchase shares in cases stipulated in Article 132 of the Law on Enterprises;

i) To be treated equally. Each share of the same type shall grant the shareholder equal rights, obligations, and benefits. In case the Company has different types of preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

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

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

l) Other rights as prescribed by law and this Charter.

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

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

b) To examine, look up, and extract the minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of Directors, and other documents, except for documents related to the Company's trade secrets or business secrets;

c) To request the Board of Supervisors to inspect specific issues related to the management and administration of the Company's operations when deemed necessary. The request must be in writing and must include the following information: full name, contact address, nationality, and legal identification documents of the individual for individual shareholders; name, enterprise identification number or legal identification documents of the organization, and head office address for institutional shareholders; the number of shares and the time of share registration of each shareholder, the total number of shares of the entire group of shareholders, and the ownership ratio in the total shares of the Company; the issue to be inspected, and the purpose 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 sent to the Company at least 05 working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of shares owned by the shareholder, and the issue proposed to be included in the agenda;

e) Other rights as prescribed by law and this Charter.

3. A shareholder or a group of shareholders owning **5%** or more of the total ordinary shares has the right to nominate candidates for the Board of Directors and the Board of Supervisors. The nomination of candidates for the Board of Directors and the Board of Supervisors shall be conducted as follows:

a) Ordinary shareholders forming a group to nominate candidates for the Board of Directors and the Board of Supervisors must notify the shareholders attending the meeting about the group formation before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders specified in this clause has the right to nominate one or more persons as decided by the General Meeting of Shareholders as candidates for the Board of Directors and the Board of Supervisors. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders in accordance with Article 25 and Article 36 of this Charter.

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

Ordinary shareholders have the following obligations:

1. To pay in full and on time for the shares committed to be purchased.
2. Not to withdraw capital contributed by ordinary shares from the Company in any form, except in cases where shares are repurchased by the Company or other persons. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this clause, that shareholder and related persons in the Company shall be jointly and severally liable for the Company's debts and other property obligations within the value of the withdrawn shares and any damages incurred.
3. Comply with the Company's Charter and internal regulations approved by the General Meeting of Shareholders.
4. Abide by the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Keep confidential the information provided by the Company in accordance with the Company's Charter and the law; only use the provided information to perform and protect their own legitimate rights and interests; it is strictly prohibited to disseminate, copy, or send the information provided by the Company to other organizations or individuals.
6. Attend the General Meeting of Shareholders and exercise the right to vote/elect through the following forms:
  - a) Attend and vote/elect directly at the meeting;
  - b) Authorize other individuals or organizations to attend and vote/elect at the meeting;
  - c) Attend and vote/elect via online conference, electronic voting, or other electronic means;
  - d) Send voting/election ballots to the meeting via mail, fax, or email;
7. Bear personal responsibility when acting on behalf of the Company in any form to perform any of the following acts:
  - a) Violating the law;
  - b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;

c) Paying off debts that are not yet due in the face of financial risks to the Company.

8. Fulfill other obligations as prescribed by current law.

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

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall hold its annual meeting once a year within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the annual General Meeting of Shareholders in case of necessity, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue for the General Meeting of Shareholders shall be determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company's Charter, and approve the audited annual financial statements. In case the audit report of the Company's annual financial statements contains material exceptions, adverse opinions, or disclaimers, the Company must invite representatives of the approved auditing organization that audited the Company's financial statements to attend the annual General Meeting of Shareholders, and the aforementioned representatives of the approved auditing organization have the responsibility to attend the Company's annual General Meeting of Shareholders.

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

- a) The Board of Directors deems it necessary for the interests of the Company;
- b) The number of remaining members of the Board of Directors or members of the Board of Supervisors is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and must be signed by the relevant shareholders, or the request document may be prepared in multiple copies and collectively contain the signatures of the relevant shareholders;

d) At the request of the Board of Supervisors;

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

4. Convening an extraordinary General Meeting of Shareholders

a) The Board of Directors must determine the opening date of the General Meeting of Shareholders within 60 days from the date the number of remaining members of the Board of Directors or members of the Board of Supervisors is as prescribed in Point b, Clause 3 of this Article, or from the date of receiving the request as prescribed in Point c and Point d, Clause 3 of this Article;

b) In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, then within the next 30 days, the Board of Supervisors shall replace the Board of Directors to convene the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;

c) In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, then the shareholder or group of shareholders as prescribed in Point c, Clause 3 of this Article has the right to request the Company's representative to convene the General Meeting of Shareholders as prescribed by the Law on Enterprises;

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

d) Procedures for organizing the General Meeting of Shareholders shall be in accordance with Clause 5, Article 140 of the Law on Enterprises.

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

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

a) Approve the Company's development orientation;

b) Decide on the types of shares and the total number of shares of each type authorized to be offered; decide on the annual dividend rate for each type of share;

c) Elect, release, or dismiss members of the Board of Directors and members of the Board of Supervisors;

d) Decide on the investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;

e) Decide on amendments and supplements to the Company's Charter;

f) Approve annual financial statements;

g) Decide on the redemption of more than 10% of the total sold shares of each type;

h) Consider and handle violations by members of the Board of Directors or members of the Board of Supervisors that cause damage to the Company and its shareholders;

i) Decide on the reorganization or dissolution of the Company and appoint a liquidator;

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

k) Approve, supplement, or adjust the Internal Regulations on Corporate Governance; the Operating Regulations of the Board of Directors; and the Operating Regulations of the Board of Supervisors;

l) Approve the list of approved auditing organizations; decide on the approved auditing organization to audit the Company's operations, and dismiss the approved auditor when deemed necessary;

m) Other rights and obligations as prescribed by law.

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

a) The Company's annual business plan;

b) Audited annual financial statements;

c) The Board of Directors' report on corporate governance and the performance results of the Board of Directors and each member of the Board of Directors;

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

e) The self-assessment report on the performance results of the Board of Supervisors and the Supervisors;

f) Dividend rate for each share of each type;

g) Other issues within its authority

3. All resolutions and issues included in the meeting agenda must be discussed and voted upon at the General Meeting of Shareholders.

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

1. Shareholders or authorized representatives of institutional shareholders may attend the meeting in person or authorize one or more other individuals or organizations to attend the meeting, or attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises, according to the following specific regulations:

a) For individual shareholders, they may only authorize a maximum of one (01) authorized representative to attend the meeting. A shareholder who has authorized this representative shall not be allowed to attend the meeting, even in the case of partial authorization to the authorized representative.

b) For institutional shareholders, authorization shall be carried out as follows:

- Shareholders holding less than 1% of the total ordinary shares have the right to authorize a maximum of one (01) person to attend the General Meeting of Shareholders;

- Shareholders holding from 1% to less than 10% of the total ordinary shares have the right to authorize one (01) or a maximum of two (02) people to attend the meeting;

- Shareholders holding 10% or more of the total ordinary shares have the right to authorize one (01) or a maximum of three (03) people to attend the meeting.

In case there is more than one authorized representative, the specific number of shares and votes authorized for each representative must be specified.

2. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with the law on civil matters and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of authorization, the scope of authorization, the term of authorization, the signature, full name (handwritten), and seal (if an organization) of the authorizing party and the authorized party. The authorized person attending the General Meeting of Shareholders must submit the power of attorney when registering to attend the meeting.

The authorized person may re-authorize another person in case there is written consent from the original authorizing shareholder. This document shall be presented by the re-authorized person when attending the meeting, together with the original power of attorney from the shareholder. The re-authorized person shall not be allowed to authorize another person.

3. The voting ballot/election ballot of the authorized person attending the meeting within the scope of authorization shall remain valid when one of the following cases occurs:

- a) The authorizer has died, has their civil act capacity limited, or has lost their civil act capacity;
- b) The authorizer has revoked the authorization appointment;
- c) The authorizer has revoked the authority of the authorized person.

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

#### **Article 17. Changing rights**

1. The change or cancellation of special rights attached to a class of preference shares shall be effective when approved by shareholders representing 65% or more of the total voting shares of all shareholders attending the meeting. A Resolution of the General Meeting of Shareholders regarding content that adversely changes the rights and obligations of shareholders owning preference shares shall only be passed if approved by shareholders of the same class of preference shares attending the meeting who own 75% or more of the total preference shares of that class, or approved by shareholders of the same class of preference shares owning 75% or more of the total preference shares of that class in the case of passing a resolution via written opinion collection.

2. The organization of a meeting of shareholders holding a class of preference shares to approve the change of rights mentioned above shall only be valid when there are at least 02 shareholders (or their authorized representatives) holding at least 1/3 of the par value of the issued shares of that class. In case there is an insufficient number of delegates as mentioned above, the meeting shall be reconvened within the next 30 days, and those holding shares of that class (regardless of the number of people and number of shares) present in person or via authorized representative shall be considered as sufficient for the required number of delegates. At the aforementioned meetings of shareholders holding preference

shares, those holding shares of that class present in person or via representative may request a secret ballot. Each share of the same class shall have equal voting rights at the aforementioned meetings.

3. The procedures for conducting such separate meetings shall be carried out similarly to the provisions in Article 19, Article 20, and Article 21 of this Charter.

4. Unless the terms of share issuance provide otherwise, special rights attached to classes of preference shares regarding some or all matters related to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

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

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

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

a) Prepare a list of shareholders eligible to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders eligible to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must disclose information regarding the preparation of the list of shareholders eligible to attend the General Meeting of Shareholders at least 20 days before the final registration date;

b) Prepare the agenda and content of the meeting;

c) Prepare documents for the meeting;

d) Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting;

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

f) Notify and send the notice of invitation to the General Meeting of Shareholders to all shareholders eligible to attend;

g) Other tasks serving the meeting.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring it reaches the shareholder's contact address, and simultaneously published on the Company's website and the State Securities Commission, and the Stock Exchange where the Company's shares are registered for trading. The person convening the General Meeting of Shareholders must send the notice of invitation to all shareholders on the List of shareholders eligible to attend at **least 21 days** before the opening date of the meeting (calculated from the date the notice is validly sent or forwarded). The agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case documents are not sent with the notice of invitation to the General Meeting of Shareholders, the notice of invitation must clearly state the link to all meeting documents so that shareholders can access them, including:

- a) Meeting agenda, documents used in the meeting;
- b) List and detailed information of candidates in case of electing members of the Board of Directors, members of the Board of Supervisors;
- c) Voting/election ballots;
- d) Draft resolutions for each issue in the meeting agenda.

4. A shareholder or group of shareholders as prescribed in Clause 2, Article 12 of this Charter shall have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 05 working days before the opening date of the meeting. The proposal must clearly state the shareholder's name, the quantity of each class of shares held by the shareholder, contact address, nationality, Citizen Identity Card number, People's Identity Card, Passport, or other legal personal identification for shareholders who are individuals; name, enterprise code or establishment decision number, head office address for shareholders who are organizations; the quantity and class of shares held by that shareholder, and the issue proposed to be included in the meeting agenda.

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

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

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

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

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

2. In case the first meeting does not meet the conditions for conduct as prescribed in Clause 1 of this Article, the notice of invitation for the second meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent 33% or more of the total voting shares.

3. In case the second meeting does not meet the conditions for conduct as prescribed in Clause 2 of this Article, the notice of invitation for the third meeting must be sent within 30 days from the intended date of the second meeting. The third

General Meeting of Shareholders shall be conducted regardless of the total voting shares of the shareholders attending the meeting.

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

1. Before opening the meeting, the Company must conduct shareholder registration procedures and must carry out registration until all shareholders eligible to attend are present and registered in the following order:

a) When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card/ballot/election ballot, on which the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares/election ballots of that shareholder are recorded. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda content. Voting shall be conducted by voting in favor, against, and abstaining. The vote counting results shall be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting. The Meeting shall elect those responsible for counting votes or supervising the vote counting as proposed by the Chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the meeting Chairperson;

b) Shareholders, authorized representatives of shareholders who are organizations, or authorized persons arriving after the meeting has opened have the right to register immediately and subsequently have the right to participate and vote/elect at the meeting immediately after registration. The Chairperson is not responsible for stopping the meeting to allow late-arriving shareholders to register, and the validity of matters already voted/elected previously shall not change.

2. The election of the Chairperson, secretary, and Vote Counting Committee shall be prescribed as follows:

a) The Chairperson of the Board of Directors shall act as the Chairperson or authorize another member of the Board of Directors to act as the Chairperson of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairperson is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one among them to act as the meeting Chairperson based on the majority principle. In case a Chairperson cannot be elected, the Head of the Board of Supervisors shall preside to allow the General Meeting of Shareholders to elect a meeting Chairperson from among those present, and the person with the highest number of votes shall act as the meeting Chairperson;

b) Except for the case prescribed in point a of this Clause, the person signing the notice to convene the General Meeting of Shareholders shall preside to allow the General Meeting of Shareholders to elect a meeting Chairperson, and the person with the highest number of votes shall act as the meeting Chairperson;

c) The Chairperson shall appoint one or more persons to act as meeting secretary.

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

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders during the opening session. The agenda must specify in detail the time allocated for each issue within the meeting agenda.

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

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

b) Ensuring the safety of all persons present at the meeting locations;

c) Creating conditions for shareholders to attend (or continue to attend) the meeting. The convener of the General Meeting of Shareholders has full authority to change the aforementioned measures and apply all necessary measures. Such measures may include issuing entry passes or using other selection methods.

5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by casting votes for, against, or abstaining. The vote-counting results shall be announced by the chairperson immediately before the closing of the meeting.

6. Shareholders or authorized representatives arriving after the meeting has opened may still register and have the right to participate in voting immediately after registration; in this case, the validity of the contents already voted upon shall remain unchanged.

7. The convener or the chairperson of the General Meeting of Shareholders has the following rights:

a) Requiring all attendees to submit to security checks or other lawful and reasonable security measures;

b) Requesting competent authorities to maintain order at the meeting; expelling from the General Meeting of Shareholders those who do not comply with the chairperson's authority, intentionally disrupt order, hinder the normal progress of the meeting, or fail to comply with security check requirements.

8. The chairperson has the right to postpone the General Meeting of Shareholders that has a sufficient number of registered attendees for no more than 03 working days from the intended opening date and may only postpone the meeting or change the meeting venue in the following cases:

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

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

c) There are attendees who obstruct or disrupt order, posing a risk that the meeting will not be conducted fairly and lawfully.

9. In case the chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson and conduct the meeting until its conclusion; all resolutions passed at that meeting shall be legally effective.

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

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

1. A resolution on the following contents shall be passed if it is approved by shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the meeting, except for cases prescribed in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:

- a) Types of shares and total number of shares of each type;
- b) Changes in business lines and sectors;
- c) Changes in the Company's organizational structure;
- d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements, unless the Company's Charter provides for a different ratio or value;
- e) Reorganization or dissolution of the Company;
- f) Extension of the Company's operation.

2. Resolutions shall be passed when approved by shareholders owning over 50% of the total voting shares of all shareholders attending and voting at the meeting, except for cases prescribed in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.

Note, In case of electing members of the Board of Directors and the Board of Supervisors, if the number of candidates is less than or equal to the number of members of the Board of Directors/Board of Supervisors to be elected, the election of members of the Board of Directors/Board of Supervisors may be carried out using the cumulative voting method as above or by the voting method (for, against, abstain). The voting ratio for approval via the voting method shall be implemented in accordance with Clause 2, Article 21 of the Company's Charter.

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are legal and effective even if the order and procedures for convening the meeting and passing such resolutions violate the provisions of the Law on Enterprises and the Company's Charter.

**Article 22. Authority and procedures for collecting shareholders' written opinions to pass Resolutions of the General Meeting of Shareholders**

The authority and procedures for collecting shareholders' written opinions to pass Resolutions of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors has the right to collect shareholders' written opinions to pass resolutions of the General Meeting of Shareholders on the following issues:

- a) Amending and supplementing the contents of the Company's Charter;

b) Approving, supplementing, and adjusting the Internal Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Board of Supervisors;

c) The Company's development orientation;

d) Types of shares and total number of shares of each type;

e) Electing, dismissing, or removing members of the Board of Directors and the Board of Supervisors;

f) Deciding on the investment or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statements;

g) Approving annual financial statements;

h) Reorganization or dissolution of the Company;

i) Changes in business lines and sectors;

j) Changes in the Company's organizational structure;

k) Other issues when the Board of Directors deems it necessary for the Company's interests.

2. The Board of Directors must prepare opinion collection forms, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions, and send them to all shareholders with voting rights at least 10 days before the deadline for returning the opinion collection forms. Requirements and methods for sending opinion collection forms and accompanying documents shall be implemented in accordance with the provisions of Clause 3, Article 18 of this Charter.

3. The opinion collection form must contain the following main contents:

a) Name, head office address, and enterprise identification number;

b) Purpose of opinion collection;

c) Full name, contact address, nationality, and legal document number of the individual for individual shareholders; name, enterprise identification number or legal document number of the organization, and head office address for institutional shareholders; or full name, contact address, nationality, and legal document number of the individual for the representative of an institutional shareholder; number of shares of each type and number of voting rights of the shareholder;

d) Issues requiring opinion collection to pass a decision;

e) Voting options including for, against, and abstain for each issue requiring opinion collection;

f) Election options (if any);

g) Deadline for sending the completed opinion collection form back to the Company;

h) Full name and signature of the Chairperson of the Board of Directors.

4. Shareholders may send completed opinion collection forms to the Company by mail, fax, or email according to the information registered with the Vietnam Securities Depository and Clearing Corporation (VSDC) in accordance with the following provisions:

a) In case of sending by mail, the completed opinion collection form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. The opinion collection form sent to the Company must be enclosed in a sealed envelope and no one has the right to open it before the vote count;

b) In case of sending by fax or email, the opinion collection form sent to the Company must be kept confidential until the time of vote counting;

c) Opinion collection forms sent to the Company after the deadline specified in the opinion collection form or forms that have been opened in the case of mail or disclosed in the case of fax or email shall be invalid. Opinion collection forms not sent back shall be considered as abstentions.

5. The Board of Directors shall count the votes and prepare a vote-counting report under the witness of the Board of Supervisors or shareholders who do not hold management positions in the Company. The vote-counting report must contain the following main contents:

a) Name, head office address, and enterprise identification number;

b) Purpose and issues requiring opinion collection to pass a resolution;

c) Number of shareholders with the total number of voting/election rights that have participated in voting/electing, distinguishing between the number of valid voting/election rights and invalid voting/election rights, and the method of sending the voting/election forms, accompanied by an appendix of the list of shareholders participating in voting/electing;

d) Total number of votes for, against, and abstain for each issue, and the total number of votes for each candidate (if any);

e) Issues passed and the corresponding voting ratio for approval;

f) Full name and signature of the Chairperson of the Board of Directors, the vote counter, and the vote-counting supervisor.

Members of the Board of Directors, vote counters, and vote counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote counting minutes; and shall be jointly liable for damages arising from decisions passed due to dishonest or inaccurate vote counting.

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

7. The returned ballots, vote counting minutes, passed resolutions, and related documents sent with the ballots must all be kept at the Company's head office.

8. A resolution is passed via the form of collecting shareholders' opinions in writing if it is approved by a number of shareholders owning over 50% of the total voting shares of all shareholders with voting rights, and it shall have the same validity as a resolution passed at a General Meeting of Shareholders.

**Article 23. Resolution, Minutes of the General Meeting of Shareholders**

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

- a) Name, address of the head office, enterprise identification number;
- b) Time and venue of the General Meeting of Shareholders;
- c) Meeting agenda and content;
- d) Full name of the chairperson and secretary;
- e) Summary of meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each issue in the meeting agenda;
- f) Number of shareholders and total number of voting shares of shareholders attending the meeting, an appendix of the list of registered shareholders and shareholder representatives attending the meeting with the corresponding number of shares and votes; the corresponding ratio to the total number of voting shares of shareholders attending and voting;
- g) Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, affirmative, negative, and abstention votes; the corresponding ratio to the total number of voting shares of shareholders attending the meeting;
- h) Summary of votes for each candidate (if any);
- i) Issues passed and the corresponding ratio of affirmative votes;
- j) Full name and signature of the chairperson and secretary. In case the chairperson or secretary refuses to sign the meeting minutes, such minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain full content as prescribed in this Clause. The meeting minutes shall clearly state the refusal of the chairperson or secretary to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting or other persons signing the meeting minutes shall be jointly liable for the truthfulness and accuracy of the content of the minutes.

3. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of any discrepancy in content between the Vietnamese and foreign language versions, the content in the Vietnamese version shall apply.

4. Resolutions, minutes of the General Meeting of Shareholders, appendices of the list of shareholders registered to attend the meeting, written authorizations to attend the meeting, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation notice must be kept at the Company's head office.

5. Resolutions, minutes of the General Meeting of Shareholders, and accompanying documents must be disclosed in accordance with the law on information disclosure in the securities market.

**Article 24. Request for cancellation of a Resolution of the General Meeting of Shareholders**

Within 90 days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders or the minutes of the vote counting results of the General Meeting of Shareholders, a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises has the right to request a Court or Arbitration to consider and cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order, procedures for convening the meeting and making decisions of the General Meeting of Shareholders violate the provisions of the Law on Enterprises and the Company's Charter, except for the case prescribed in Clause 3, Article 21 of this Charter.

2. The content of the resolution violates the law or this Charter.

In case a shareholder or group of shareholders requests a Court or Arbitration to cancel a resolution of the General Meeting of Shareholders in accordance with Article 151 of the Law on Enterprises, such resolution shall remain in effect until the decision of the Court or Arbitration to cancel such resolution takes effect, except in cases where temporary emergency measures are applied according to the decision of a competent authority.

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

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

1. In case candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully, and in the best interest of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

- a) Full name, date, month, and year of birth;
- b) Professional qualifications;
- c) Work history;
- d) Other management titles (including titles on the Board of Directors of other companies);
- e) Interests related to the Company and related parties of the Company;
- f) Other information as prescribed by law (if any).

The Company is responsible for disclosing information about companies where the candidate is currently holding the position of member of the Board of Directors, other management titles, and interests related to the company of the candidate for the Board of Directors (if any).

2. A shareholder or group of shareholders owning 5% or more of the total ordinary shares has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter. Shareholders

holding ordinary shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 5% to less than 10% of total voting shares has the right to nominate one (01) candidate; from 10% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% or more may nominate the full number of candidates. The nomination and candidacy of members of the Board of Directors are detailed in the Internal Regulations on Corporate Governance.

3. In case the number of candidates for the Board of Directors through nomination and candidacy as prescribed in Clause 5, Article 115 of the Law on Enterprises is still insufficient, the Board of Directors shall disclose information regarding the insufficient number of candidates for the Board of Directors no later than five (05) days before the opening date of the GMS. The Board of Directors shall organize for other shareholders to nominate in accordance with the Company's Charter, Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The nomination of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. In case the number of candidates nominated additionally by the incumbent Board of Directors according to Clause 3 of this Article is still insufficient, the Board of Directors shall disclose information regarding the insufficient number of candidates for the Board of Directors no later than five (05) days before the opening date of the GMS. The Board of Directors shall organize for other shareholders to nominate in accordance with the Company's Charter, Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The organization of additional nominations by the incumbent Board of Directors for other shareholders must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

5. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 1 and Clause 2, Article 155 of the Law on Enterprises.

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

1. The number of members of the Board of Directors is 05.

2. The term of a member of the Board of Directors is no more than 05 years and they may be re-elected for an unlimited number of terms. In case all members of the Board of Directors end their term at the same time, such members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

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

The structure of the Company's Board of Directors must ensure that at least 1/3 of the total number of members of the Board of Directors are non-executive members. The Company shall minimize the number of members of the Board of Directors concurrently holding executive titles of the Company to ensure the independence of the Board of Directors.

4. A member of the Board of Directors shall cease to be a member of the Board of Directors in case they are dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

Members of the Board of Directors shall continue to exercise their full rights and obligations until the General Meeting of Shareholders approves the dismissal of the member of the Board of Directors, except for the right to attend and vote at meetings of the Board of Directors and the right to receive remuneration of a member of the Board of Directors as soon as the Company receives notification of the following cases:

a) A member of the Board of Directors who has limited civil act capacity, has lost their civil act capacity, or has difficulty in perceiving and controlling their behavior.

b) A member of the Board of Directors who is currently being prosecuted for criminal liability, is in temporary detention, is serving a prison sentence, is serving an administrative handling measure at a compulsory drug rehabilitation facility or compulsory education facility, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs.

c) The Board of Directors has issued a decision approving the resignation/voluntary departure of a member of the Board of Directors in accordance with the provisions of Article 9 of the Operating Regulations of the Board of Directors.

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

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

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

1. The Board of Directors is the management body of the Company, having full authority to act on behalf of the Company to decide and perform the rights and obligations of the Company, except for those rights and obligations falling under the authority of the General Meeting of Shareholders.

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

a) Deciding on the strategy, medium-term development plans, and annual business plans of the Company;

b) Proposing the types of shares and the total number of shares authorized for offering of each type;

c) Deciding on the sale of unsold shares within the authorized number of shares for each type; deciding on raising additional capital in other forms;

d) Deciding on the selling price of the Company's shares and bonds;

e) Deciding on the share buyback in accordance with the provisions of Clause 1 and Clause 2 of Article 133 of the Law on Enterprises;

f) Deciding on investment plans and investment projects within its authority and limits as prescribed by law;

- g) Deciding on solutions for market development, marketing, and technology;
- h) Approving contracts for purchase, sale, borrowing, lending, and other contracts and transactions valued at 35% or more of the total asset value recorded in the Company's most recent financial statements, except for contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138 and Clause 1, Clause 3, Article 167 of the Law on Enterprises;
- i) Electing, dismissing, or removing the Chairperson of the Board of Directors; appointing, dismissing, signing contracts with, and terminating contracts with the General Director and other key managers as stipulated by the Company Charter; deciding on salaries, remuneration, bonuses, and other benefits for those managers; appointing authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies, and deciding on the remuneration and other benefits of those persons;
- j) Supervising and directing the General Director and other managers in the daily business operations of the Company;
- k) Deciding on the organizational structure and internal management regulations of the Company; deciding on the establishment of subsidiaries, branches, and representative offices, and the contribution of capital or purchase of shares in other enterprises;
- l) Approving the program and content of documents for the General Meeting of Shareholders; convening the General Meeting of Shareholders or seeking opinions for the General Meeting of Shareholders to pass resolutions;
- m) Submitting the audited annual financial statements to the General Meeting of Shareholders;
- n) Proposing the dividend payout rate; deciding on the time limit and procedures for dividend payment or handling losses incurred during business operations;
- o) Proposing the reorganization or dissolution of the Company; requesting the bankruptcy of the Company;
- p) Deciding on the issuance of the Operating Regulations of the Board of Directors and Internal Regulations on Corporate Governance after they have been approved by the General Meeting of Shareholders; and the Company's Information Disclosure Regulations;
- q) Requesting the General Director, Deputy General Director, and other managers in the Company to provide information and documents regarding the financial situation and business operations of the Company and its units. The requested managers must provide information and documents in a timely, complete, and accurate manner as requested by members of the Board of Directors. The sequence and procedures for requesting and providing information are specified in **the Internal Regulations on Corporate Governance**.
- r) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law, and the Company Charter.

3. The Board of Directors must report the results of its activities to the General Meeting of Shareholders in accordance with Article 280 of Decree No.

155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities.

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

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.

2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to complete the tasks of a member of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonus for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

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

4. A member of the Board of Directors holding an executive position, or a member of the Board of Directors working on sub-committees of the Board of Directors or performing other tasks outside the scope of the normal duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum fee, salary, commission, percentage of profits, or in other forms as decided by the Board of Directors.

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

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

**Article 29. Chairperson of the Board of Directors**

1. The Chairperson of the Board of Directors is elected, dismissed, or removed by the Board of Directors from among its members.

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

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

- a) Developing the program and activity plan of the Board of Directors;
- b) Preparing the program, content, and documents for meetings; convening, presiding over, and chairing meetings of the Board of Directors;
- c) Organizing the passing of resolutions and decisions of the Board of Directors;

d) Supervising the organization and implementation of resolutions and decisions of the Board of Directors;

e) Chairing the General Meeting of Shareholders;

f) Other rights and obligations as prescribed by the Law on Enterprises.

4. In case the Chairperson of the Board of Directors submits their resignation or is dismissed or removed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation or the dismissal or removal.

5. In case the Chairperson of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member to perform the rights and obligations of the Chairperson of the Board of Directors. In case there is no authorized person, or the Chairperson of the Board of Directors dies, goes missing, is in temporary detention, is serving a prison sentence, is serving an administrative handling measure at a compulsory drug rehabilitation facility or compulsory education facility, flees from their place of residence, has limited or lost civil act capacity, has difficulty in perceiving and controlling their behavior, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs, the remaining members shall elect one among them to hold the position of Chairperson of the Board of Directors based on the principle of majority approval by the remaining members until a new decision is made by the Board of Directors.

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

1. The Chairperson of the Board of Directors is elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of that Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the same highest number of votes or highest percentage of votes, the members shall elect by majority principle to choose 01 person among them to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.

3. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

a) At the request of the Board of Supervisors;

b) At the request of the General Director or at least 05 other managers;

c) At the request of at least 02 members of the Board of Directors;

d) Other cases when deemed necessary.

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues for discussion, and decisions falling under the authority of the Board of Directors.

5. The Chairperson of the Board of Directors shall send a notice of the meeting to members of the Board of Directors within **07 working days** from the date of receiving the request specified in Clause 3 of this Article and no later than 05 working days before the meeting date. The Board of Directors meeting must be held no later than 12 working days from the date the Company receives the request. In the event that the Board of Directors meeting is not convened as requested, the

Chairperson of the Board of Directors shall be responsible for any damages incurred by the Company; the requester has the right to replace the Chairperson of the Board of Directors to convene the Board of Directors meeting, with the convening procedure being the same as that of the Chairperson of the Board of Directors convening upon request.

6. The Chairperson of the Board of Directors or the person convening the Board of Directors meeting shall send a notice of the meeting no later than **05 working days** before the meeting date. The meeting notice must specify the time and location of the meeting, the form of the meeting, the agenda, and the issues for discussion and decision. The meeting notice must be accompanied by documents used at the meeting and the voting ballots of the members.

The notice of the Board of Directors meeting may be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed by the Company's Charter, ensuring it reaches the contact address of each Board of Directors member registered with the Company.

7. The Chairperson of the Board of Directors or the convener shall send the meeting notice and accompanying documents to members of the Board of Supervisors in the same manner as to members of the Board of Directors.

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

8. A Board of Directors meeting shall be conducted when 3/4 or more of the total number of members are in attendance. In the event that a meeting convened in accordance with this Clause does not have enough members in attendance as prescribed, the Chairperson of the Board of Directors shall send a second meeting notice to the members of the Board of Directors within 07 days from the intended date of the first meeting and no later than 05 working days before the meeting date. The second Board of Directors meeting must be held no later than 12 days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are in attendance.

9. The Board of Directors adopts resolutions and decisions by voting at the meeting, by collecting written opinions, or by other forms as prescribed by the Company's Charter. Each member of the Board of Directors has one vote. A member of the Board of Directors is considered to be present and voting at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting, or other electronic forms;
- d) Sending voting ballots to the meeting via mail, fax, or email;
- e) Sending voting ballots by other means as prescribed by law (if any).

10. In the case of sending voting ballots to the meeting via mail, the voting ballot must be enclosed in a sealed envelope and must be delivered to the Chairperson of the Board of Directors no later than 01 hour before the opening of the meeting. The voting ballots shall only be opened in the presence of all attendees.

11. Members must fully attend Board of Directors meetings. A member may authorize another member of the Board of Directors or another person (who is not a member of the Board of Directors if approved by a majority of the Board of Directors members) to attend and vote.

12. Resolutions and decisions of the Board of Directors are adopted if approved by a majority (more than  $\frac{1}{2}$ ) of the members in attendance; in the case of a tie, the final decision belongs to the side with the opinion of the Chairperson of the Board of Directors. Note: A member of the Board of Directors may not vote on transactions that provide benefits to that member or their related persons in accordance with the Law on Enterprises and Article 42 of the Company's Charter.

13. Minutes of the Board of Directors meeting shall be prepared in accordance with Article 158 of the 2020 Law on Enterprises and current legal regulations.

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

1. When deemed necessary, the Board of Directors may establish sub-committees to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of a sub-committee shall be decided by the Board of Directors, with a minimum of 02 people, including members of the Board of Directors and external members. Non-executive members of the Board of Directors should constitute the majority in the sub-committee, and one of these members shall be appointed as the Head of the sub-committee by decision of the Board of Directors. The operation of the sub-committee must comply with the regulations of the Board of Directors. A resolution of the sub-committee is only effective when a majority of members attend and vote to approve it at the sub-committee meeting.

2. The implementation of decisions of the Board of Directors, or of sub-committees under the Board of Directors, must comply with current legal regulations and the provisions of the Company's Charter and Internal Regulations on Corporate Governance.

**Article 32. Corporate Governance Officer, Company Secretary**

1. The Board of Directors of the Company must appoint at least 01 Corporate Governance Officer to support corporate governance activities at the enterprise. The Corporate Governance Officer may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The Corporate Governance Officer may not concurrently work for an approved auditing organization that is auditing the Company's financial statements.

3. The Corporate Governance Officer has the following rights and obligations:

a) Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related tasks between the Company and shareholders;

b) Preparing 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) Advising on meeting procedures;

d) Attending meetings;

e) Advising on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;

- f) Providing financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and members of the Board of Supervisors;
- g) Supervising and reporting to the Board of Directors on the Company's information disclosure activities;
- h) Acting as the contact point with related parties;
- i) Maintaining confidentiality of information in accordance with the provisions of law and the Company's Charter;
- j) Other rights and obligations as prescribed by law and this Charter.

4. When deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons as Company Secretary with a term as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, provided it does not contravene current labor laws. The Company Secretary has the following rights and obligations:

- a) Assisting in organizing and convening the General Meeting of Shareholders and the Board of Directors; recording meeting minutes;
- b) Assisting members of the Board of Directors in exercising their assigned rights and obligations;
- c) Assisting the Board of Directors in applying and implementing corporate governance principles;
- d) Assisting the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; complying with obligations regarding information provision, information disclosure, and administrative procedures. Maintaining confidentiality of information in accordance with the provisions of law and the Company's Charter;
- e) Other rights and obligations as prescribed by the Company's Charter and Internal Regulations of the Company.

5. The total remuneration and bonuses for the Corporate Governance Officer and the Company Secretary shall be decided by the General Meeting of Shareholders at the annual meeting. The remuneration of the Corporate Governance Officer and the Company Secretary shall be included in the Company's business expenses in accordance with the law on corporate income tax and must be reported to the General Meeting of Shareholders at the annual meeting.

## **Chapter VIII.**

### **GENERAL DIRECTOR AND OTHER MANAGERS**

#### **Article 33. Organizational structure of management**

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

#### **Article 34. Business Manager**

1. Business Manager of the Company include the General Director, Deputy General Directors, Chief Accountant, and other managers appointed by the Board of Directors.

2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other business managers with quantities and standards suitable to the structure and management regulations of the Company as prescribed by the Board of Directors. Business manager shall be responsible for assisting the Company in achieving the objectives set out in its operations and organization.

3. The General Director shall be paid a salary and bonus. The salary and bonus of the General Director shall be decided by the Board of Directors.

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

### **Article 35. Appointment, dismissal, rights, and obligations of the General Director**

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person as the General Director.

2. The General Director is the person who manages the daily business operations of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.

3. The term of the General Director shall not exceed 05 years and they may be re-appointed for an unlimited number of terms. The General Director must meet the standards and conditions as prescribed in Clause 5, Article 162 of the Law on Enterprises and this Charter.

4. The General Director has the following rights and obligations:

- a) Decide on issues related to the daily business operations of the Company that do not fall under the authority of the Board of Directors;
- b) Organize the implementation of resolutions and decisions of the Board of Directors;
- c) Organize the implementation of the Company's business plans and investment schemes;
- d) Propose the organizational structure and internal management regulations of the Company;
- e) Appoint, dismiss, and remove management positions within the Company, except for positions under the authority of the Board of Directors;
- f) Decide on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director;
- g) Recruit employees;
- h) Propose plans for dividend payment or handling of business losses;
- i) Other rights and obligations as prescribed by law, the Company Charter, and resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director when a majority of the voting members of the Board of Directors present at the meeting approve, and appoint a new General Director as a replacement.

6. The General Director must manage the daily business operations of the Company in accordance with the provisions of the law, the Company Charter, the labor contract signed with the Company, and the resolutions and decisions of the Board of Directors. In case of managing contrary to the provisions of this Clause, causing damage to the Company, the General Director must be responsible before the law and must compensate for the damage to the Company.

### **Chapter IX.**

#### **BOARD OF SUPERVISORS**

##### **Article 36. Candidacy and nomination of members of the Board of Supervisors**

1. The candidacy and nomination of members of the Board of Supervisors shall be carried out similarly to the provisions in Clause 1, Article 25 of this Charter. A shareholder or group of shareholders holding from 5% to less than 10% of the total voting shares has the right to nominate one (01) candidate; from 10% to less than 30% may nominate a maximum of two (02) candidates; from 30% may nominate the full number of candidates. The nomination and candidacy of members of the Board of Supervisors are specified in detail in Clause 1, Article 70 of the Internal Regulations on Corporate Governance.

2. In case the number of candidates for the Board of Supervisors through nomination and candidacy according to Clause 5, Article 115 of the Law on Enterprises is not sufficient, the incumbent Board of Supervisors may nominate additional candidates as prescribed in the Company Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

3. In case the number of candidates nominated by the incumbent Board of Supervisors according to Clause 2 of this Article is still not sufficient, the incumbent Board of Supervisors shall organize for other shareholders to nominate candidates as prescribed in the Company Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Supervisors. The organization for other shareholders to nominate additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

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

1. The number of members of the Company's Board of Supervisors is three (03) persons. The term of a member of the Board of Supervisors shall not exceed 05 years and they may be re-elected for an unlimited number of terms.

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

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

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

- a) No longer meeting the standards and conditions to be a member of the Board of Supervisors as prescribed in Clause 2 of this Article;
- b) Submitting a resignation letter that is approved;
- c) Other cases as prescribed by law and this Charter.

4. A member of the Board of Supervisors shall be removed in the following cases:

- a) Failing to complete assigned tasks and duties;
- b) Failing to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;
- c) Repeatedly violating or seriously violating the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Company Charter;
- d) Other cases as per the resolution of the General Meeting of Shareholders.

5. A member of the Board of Supervisors shall continue to fully exercise their rights and obligations until the General Meeting of Shareholders approves the dismissal of such member, except for the right to attend and vote at meetings of the Board of Supervisors and the right to receive remuneration as a member of the Board of Supervisors immediately upon the Company's receipt of notification regarding the following cases:

- a) The member of the Board of Supervisors has limited civil act capacity, has lost civil act capacity, or has difficulties in perception and control of their behavior.
- b) The member of the Board of Supervisors is being prosecuted for criminal liability, is in temporary detention, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification center or compulsory education institution, or is prohibited by the Court from holding certain positions, practicing certain professions, or doing certain jobs.
- c) The Board of Supervisors has a decision approving the receipt of the resignation letter of the member of the Board of Supervisors, implemented similarly to the provisions in Article 9 of the Operating Regulations of the Board of Directors.

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

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, dismissal, and removal shall follow the majority principle. The Board of Supervisors must have more than half of its members residing permanently in Vietnam. The Head of the Board of Supervisors must have a university degree or higher in one of the majors: economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise.

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

- a) Convene meetings of the Board of Supervisors;
- b) Request the Board of Directors, the General Director, and other managers to provide relevant information to report to the Board of Supervisors;

c) Prepare and sign the report of the Board of Supervisors after consulting the Board of Directors to submit to the General Meeting of Shareholders.

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

In addition to the rights and obligations prescribed in Article 170 of the Law on Enterprises, the Board of Supervisors has the following rights and obligations:

1. Propose and recommend the General Meeting of Shareholders to approve the list of auditing organizations accepted to audit the Company's Financial Statements; decide on the accepted auditing organization to inspect the Company's operations, and dismiss the accepted auditor when deemed necessary.

2. Be responsible to shareholders for its supervisory activities.

3. Supervise the Company's financial situation and the compliance with the law in the activities of members of the Board of Directors, the General Director, and other managers.

4. Ensure coordination of activities with the Board of Directors, the General Director, and shareholders.

5. In case of detecting acts of violation of the law or the Company Charter by members of the Board of Directors, the General Director, or other managers of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and have solutions to remedy the consequences.

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

7. Report at the General Meeting of Shareholders as prescribed in Article 290 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

8. Have the right to access the Company's records and documents kept at the head office, branches, and other locations; related to the performance of assigned tasks of members of the Board of Supervisors if approved by the Board of Supervisors, and this information does not fall within the scope of the Company's business secrets. The person provided with information is responsible for keeping the provided information confidential and using it for the correct purpose for the assigned work; have the right to come to the workplace of the Company's managers and employees during working hours. The provision of information follows the process specified in detail in the Internal Regulations on Corporate Governance.

9. Have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide full, accurate, and timely information and documents regarding the management, administration, and business activities of the Company. The order and procedures for requesting and providing information are specified in detail in the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Supervisors.

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

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

1. The Board of Supervisors shall meet at least 02 times per year, with at least 2/3 of the members of the Board of Supervisors in attendance. The minutes of the Board of Supervisors meetings shall be recorded in detail and clearly. The minute-taker and the

members of the Board of Supervisors attending the meeting shall sign the meeting minutes. The minutes of the Board of Supervisors meetings shall be kept to determine the responsibilities of each member of the Board of Supervisors.

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend and respond to issues that need clarification.

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

Salaries, remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented in accordance with the following regulations:

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

2. Members of the Board of Supervisors are reimbursed for reasonable food, accommodation, travel, and independent consulting service expenses. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

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

**Chapter X.**

**RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS  
MEMBERS OF THE BOARD OF SUPERVISORS, GENERAL DIRECTOR,  
AND OTHER MANAGERS**

Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers have the responsibility to perform their duties, including duties as members of sub-committees of the Board of Directors, honestly and prudently in the best interest of the Company.

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

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

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

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers are obligated to notify the Board of Directors and the Board of Supervisors in writing of transactions between the Company, its subsidiaries, or other companies controlled by the Company with over 50% of charter capital, and themselves or their related persons, in accordance with the law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information

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

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

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons shall not use or disclose internal information to others to execute relevant transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and individuals or organizations related to these persons shall not be void in the following cases:

a) For transactions with a value of less than 35% of the total asset value recorded in the most recent financial statements, the important contents of the contract or transaction as well as the relationships and interests of the member of the Board of Directors, member of the Board of Supervisors, General Director, or other manager have been reported to the Board of Directors and approved by the Board of Directors with a majority of votes of the members of the Board of Directors who have no related interests;

b) For transactions with a value of 35% or more, or transactions resulting in a total transaction value within 12 months from the date of the first transaction of 35% or more of the total asset value recorded in the most recent financial statements, the important contents of this transaction as well as the relationships and interests of the member of the Board of Directors, member of the Board of Supervisors, General Director, or other manager have been disclosed to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders with no related interests.

c) Contracts or transactions for borrowing or selling assets with a value greater than 10% of the total asset value recorded in the most recent financial statements between the Company and a shareholder owning 51% or more of the total voting shares or their related persons have been disclosed to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders with no related interests.

#### **Article 43. Liability for damages and compensation**

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers who violate their duties, the duty of honesty and prudence, or fail to fulfill their obligations shall be liable for damages caused by their violations.

2. The Company shall indemnify persons who have been, are, or may become a party involved in complaints, lawsuits, or prosecutions (including civil and administrative cases, excluding lawsuits where the Company is the plaintiff) if that person was or is a member of the Board of Directors, member of the Board of Supervisors, General Director, employee, or authorized representative of the Company, and has been performing duties under the Company's authorization, acting honestly and prudently in the interest of the Company in compliance with the law, and there is no evidence confirming that the person has violated their responsibilities.

3. Compensation costs include judgment costs, fines, and actual payments incurred (including legal fees) when resolving these cases within the framework permitted by law. The Company may purchase insurance for these persons to avoid the aforementioned compensation liabilities.

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

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

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

a) Ordinary shareholders have the right to examine, inspect, and extract information regarding names and contact addresses in the list of shareholders with voting rights; request the correction of inaccurate information; examine, inspect, extract, or copy the Company Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) A shareholder or group of shareholders owning 05% or more of the total ordinary shares has the right to examine, inspect, and extract the minute book and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions that must be approved by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets.

2. In case an authorized representative of a shareholder or group of shareholders requests to inspect books and records, they must attach the power of attorney of the shareholder or group of shareholders they represent or a notarized copy of this power of attorney.

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

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

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

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

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

1. The General Director must prepare a plan for the Board of Directors to approve issues related to recruitment, termination of employment, salaries, social insurance, welfare, rewards, and discipline for employees and corporate managers.

2. The General Director must prepare a plan for the Board of Directors to approve issues related to the Company's relationship with trade union organizations in accordance with best standards, practices, and management policies, the practices and policies stipulated in this Charter, the Company's regulations, and current legal provisions.

### **Chapter XIII. PROFIT DISTRIBUTION**

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

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

2. The Board of Directors may decide on interim dividend payments as authorized by the General Meeting of Shareholders if it deems such payment consistent with the Company's profitability.

3. The Company shall not pay interest on dividend payments or payments related to a type of share.

4. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of dividends in shares, and the Board of Directors is the body responsible for executing this decision.

5. In case dividends or other payments related to a type of share are paid in cash, the Company shall make such payments in VND. Payments may be made directly or through banks based on bank account details provided by shareholders. In the event that the Company has transferred funds according to the bank details provided by a shareholder but that shareholder does not receive the funds, the Company shall not be held liable for the amount transferred to such shareholder. Dividend payments for shares registered for trading/listing at the Stock Exchange may be conducted through a securities company or the Vietnam Securities Depository and Clearing Corporation (VSDC).

6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution or decision to determine a specific date to close the list of shareholders. Based on that date, those registered as shareholders or owners of other securities are entitled to receive dividends in cash or shares, or to receive notices or other documents.

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

### **Chapter XIV. BANK ACCOUNTS, FINANCIAL YEAR, AND ACCOUNTING SYSTEM**

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

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

2. Subject to the prior approval of the competent authority, in necessary cases, the Company may open bank accounts abroad in accordance with the provisions of the law.

3. The Company shall conduct all payments and accounting transactions through VND or foreign currency accounts at the banks where the Company maintains accounts.

**Article 48. Financial year**

The Company's financial year begins on January 01 and ends on December 31 of each year. The first financial year begins from the date of issuance of the Enterprise Registration Certificate and ends on December 31 of the year of such issuance.

**Article 49. Accounting system**

1. The accounting system used by the Company is the enterprise accounting system or a specific accounting system issued or approved by the competent authority.

2. The Company shall prepare accounting books in Vietnamese and maintain accounting records in accordance with the law on accounting and related laws. These records must be accurate, updated, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company uses VND as the accounting currency. In cases where the Company has economic transactions primarily in a foreign currency, it may choose that foreign currency as its accounting currency, shall be responsible for such choice before the law, and shall notify the direct tax management authority.

**Chapter XV.**

**FINANCIAL STATEMENTS, ANNUAL REPORTS, AND  
RESPONSIBILITY FOR INFORMATION DISCLOSURE**

**Article 50. Annual financial statements**

1. The Company must prepare annual financial statements, which must be audited in accordance with the provisions of the law. The Company shall disclose the audited annual financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.

2. Annual financial statements must include full reports, appendices, and notes as required by the law on enterprise accounting. The annual financial statements must reflect the Company's operational situation in a truthful and objective manner.

3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.

**Article 51. Annual report**

The Company must prepare and disclose an Annual Report in accordance with the provisions of the law on securities and the securities market.

**Chapter XVI.**

**AUDIT OF THE COMPANY**

**Article 52. 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 decide on the selection of one of these entities to audit the Company's

financial statements for the following financial year based on terms and conditions agreed upon with the Board of Directors.

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

3. The independent auditor performing the audit of the Company's financial statements is entitled to attend meetings of the General Meeting of Shareholders, to receive notices and other information related to the General Meeting of Shareholders, and to express opinions at the meeting on matters related to the audit of the Company's financial statements.

## **Chapter XVII. CORPORATE SEAL**

### **Article 53. Corporate seal**

1. The seal includes a seal made at a seal engraving facility or a seal in the form of a digital signature in accordance with the law on electronic transactions.

2. The Board of Directors shall decide on the type, quantity, form, and content of the seal of the Company, its branches, and representative offices (if any).

3. The Board of Directors and the General Director shall use and manage the seal in accordance with the provisions of current law.

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

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

1. The Company may be dissolved in the following cases:

- a) Pursuant to a resolution or decision of the General Meeting of Shareholders;
- b) Revocation of the Enterprise Registration Certificate, except where otherwise provided by the Law on Tax Administration;
- c) Other cases as prescribed by law.

2. The dissolution of the Company before the expiration of its term shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if required) in accordance with regulations.

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

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least [07 months] before the expiration of the operating term so that shareholders may vote on the extension of the Company's operation as proposed by the Board of Directors.

2. The operating term shall be extended when shareholders representing 65% or more of the total voting shares of all shareholders attending the General Meeting of Shareholders approve.

### **Article 56. Liquidation**

1. At least 06 months before the expiration of the Company's operating term or after a decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed

by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All costs related to liquidation shall be prioritized by the Company for payment before other debts of the Company.

2. The Liquidation Committee is responsible for reporting to the Business Registration Authority on the date of its establishment and the date of commencement of operations. From that moment, the Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.

3. Proceeds from liquidation shall be paid in the following order:

- a) Liquidation expenses;
- b) Debts for wages, severance pay, social insurance, and other benefits of employees under the signed collective labor agreement and labor contracts;
- c) Tax debts;
- d) Other debts of the Company;
- e) The remainder after payment of all debts from items (a) to (d) above shall be distributed to shareholders. Preference shares shall be given priority in payment.

## **Chapter XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 57. Internal dispute resolution**

1. In case of disputes or complaints arising in relation to the Company's operations, or the rights and obligations of shareholders as prescribed by the Law on Enterprises, the Company Charter, other legal provisions, or agreements between:

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

The involved parties shall attempt to resolve such disputes through negotiation and mediation. Except for disputes related to the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over the dispute resolution and request each party to present information related to the dispute within 30 working days from the date the dispute arises. In case the dispute relates to the Board of Directors or the Chairperson of the Board of Directors, any party may request the Head of the Board of Supervisors to appoint an independent expert to act as a mediator for the dispute resolution process.

2. In case a mediation decision is not reached within 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 Arbitration or the Court.

3. The parties shall bear their own costs related to the negotiation and mediation procedures. Payment of Court costs shall be made in accordance with the Court's judgment.

## **Chapter XX.**

**AMENDMENT AND SUPPLEMENT TO THE CHARTER****Article 58. Company Charter**

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

2. In case the law contains provisions related to the Company's operations that are not mentioned in this Charter, or in case new legal provisions differ from the terms of this Charter, such provisions shall apply to govern the Company's operations.

**Chapter XXI.  
EFFECTIVE DATE****Article 59. Effective date**

1. This Charter consists of 21 Chapters and 59 Articles, unanimously adopted by the General Meeting of Shareholders of Ben Tre Water Supply and Sewerage Joint Stock Company on June 26, 2026, in Vinh Long, and the full validity of this Charter is hereby approved.

2. The Charter is made into 10 copies, each having equal validity, and shall be kept at the Company's head office.

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

4. Copies or extracts of the Company Charter are valid only when signed by the Chairperson of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors.

**Full name and signature of the Legal Representative  
CHAIRPERSON OF THE BOARD OF DIRECTORS**



**TRAN HUNG**