

**CHARTER**

**NHA BE GARMENT CORPORATION –  
JOINT STOCK COMPANY**

**HCM City, June 26, 2026**



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## INTRODUCTION

This Charter of Nha Be Garment Corporation - Joint Stock Company (hereinafter referred to as the "Corporation") is the legal basis for all activities of the Corporation. This Charter, the regulations of the Corporation, and resolutions of the General Meeting of Shareholders and the Board of Directors, if duly approved in accordance with relevant laws, shall constitute binding rules and regulations for conducting the business activities of the Corporation.

This Charter was approved by the General Meeting of Shareholders of Nha Be Garment Corporation - Joint Stock Company under Resolution No.: 01/2026/NQ-/ĐHĐCĐ dated June 26, 2026.

### I. DEFINITION OF TERMS IN THE CHARTER

#### Article 1. Explanation of terms

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

a. "Charter capital" means the total par value of shares sold or registered for purchase when establishing the joint stock company and stipulated in Article 6 of This Charter.

b. "Voting capital" means the share capital, whereby the holder has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;

c. "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, and its amendments and supplements.

d. "Date of establishment" means the date the Corporation is granted the Enterprise Registration Certificate.

e. "Business executive" means the General Director, Deputy General Director, Executive Director, Chief Accountant in the Corporation approved by the Board of Directors.

f. "Business manager" means the manager of the Corporation, including the Chairman of the Board of Directors, members of the Board of Directors, General Director and other individuals holding managerial positions approved by the General Meeting of Shareholders or the Board of Directors.

g. "Related person" means individual or organization as defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities.

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h. "Duration of operation" means the duration of operation of the Corporation as stipulated in Article 2 of This Charter. Article 2

i. "Vietnam" means the Socialist Republic of Vietnam.

j. "Shareholder" means an individual or organization owning at least one share of the Corporation.

k. "Law on Securities" means the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019, and its amendments and supplements.

l. "Beneficial owner of the Company" means an individual meeting one of the following conditions:

- An individual directly owning 25% (twenty-five percent) or more of the total votes;

- An individual indirectly owning through another organization 25% (twenty-five percent) or more of the total votes;

- An individual having the right to control the approval of at least one of the following issues: Appointment, dismissal or removal of the majority or all members of the Board of Directors, Chairman of the Board of Directors, legal representative, General Director; amendment and supplementation of the Charter; change of organizational structure; reorganization, dissolution of the Company.

m. "Information to identify the beneficial owner of the enterprise" means information on the shareholder being an organization owning 25% or more of the total votes. Information of the shareholder being an organization includes: Name of the organization, enterprise code/establishment decision number, date of issue, place of issue, address of the head office, ownership ratio of total votes.

2. In This Charter, references to one or more provisions or other documents shall include any amendments or replacement documents.

3. The headings (chapters, articles of This Charter) are used for convenience of understanding the content and do not affect the content of This Charter;

4. Words or terms defined in the Law on Enterprises (if not conflicting with the subject or context) shall have the same meaning in This Charter.



## **II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, DURATION OF OPERATION AND LEGAL REPRESENTATIVE OF THE CORPORATION**

### **Article 2. Name, form, headquarters, branches, representative offices, business locations and duration of operation of the Corporation**

#### 1. Name of the Corporation

- Vietnamese name: TỔNG CÔNG TY MAY NHÀ BÈ - CÔNG TY CỔ PHẦN
- English name: NHABE GARMENT CORPORATION - JSC
- Abbreviated name: NBC
- **Symbol (logo):**



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

#### 3. The registered headquarters of the Corporation is:

- Address: No. 4 Ben Nghe, Tan Thuan Ward, Ho Chi Minh City, Vietnam
- Phone: (028) 38720077- (028) 38729124
- Fax: (028) 38725107
- E-mail: [info@nhabe.com.vn](mailto:info@nhabe.com.vn)
- Website: <https://nhabe.com.vn>

4. The Corporation may establish branches and representative offices in the business area to achieve the Corporation's operational objectives in accordance with the resolution of the Board of Directors and within the scope permitted by law.

5. Unless terminated early according to Article 57 of This Charter, the duration of operation of the Corporation will start from the date of establishment and be indefinite.

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

The Corporation has one legal representative who is the General Director.

The rights and obligations of the legal representative are performed according to Article 13 of the Law on Enterprises and other rights and obligations as prescribed by current laws.

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

#### **Article 4. Objectives of the Corporation's activities**

1. Business sectors of the Corporation:

Free to conduct business in sectors and industries not prohibited by law.

2. Objectives of the Corporation's activities:

The Corporation is established to mobilize and use capital effectively in developing production and business of garment products and other fields to maximize profits; create stable jobs for workers; increase dividends for shareholders; contribute to the state budget and develop the Corporation.

3. Any of these objectives requiring approval from the management agency can only be implemented by the Corporation after being approved by the competent authority.

#### **Article 5. Business scope and activities of the Corporation**

1. The Corporation is allowed to conduct all business activities as stipulated in the Enterprise Registration Certificate and This Charter, notify changes in registration content to the business registration agency and have been announced on the National Business Registration Portal.

2. The Corporation is allowed to plan and conduct all business activities in sectors and industries not prohibited by law.

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

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

1. The charter capital of the Corporation is 200,000,000,000 VND (Two hundred billion Vietnamese Dong).

The total charter capital of the Corporation is divided into 20,000,000 shares with a par value of 10,000 VND/share.

2. The Corporation may change the charter capital when approved by the General Meeting of Shareholders and in accordance with legal regulations.

3. The shares of the Corporation on the date of approval of This Charter are common shares. The rights and obligations attached to the shares are stipulated in Article 12, Article 13 of This Charter. Article 12

4. The Corporation may issue other types of preferred shares after being approved by the General Meeting of Shareholders and in accordance with legal regulations.

5. Common shares must be preferentially offered to existing shareholders in proportion to their ownership of common shares in the Corporation, unless otherwise stipulated by the General Meeting of Shareholders. The Corporation must notify shareholders of the share offering, specifying the number of shares offered and the appropriate registration period (minimum twenty working days) for shareholders to register to purchase. The number of shares not registered for purchase will be decided by the Board of Directors of the Corporation. The Board of Directors may distribute these shares to subjects under conditions and methods deemed appropriate by the Board of Directors, but not sell these shares under more favorable conditions than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or in the case of shares sold through the Stock Exchange.

6. The Corporation may buy back shares issued by the Corporation itself (including redeemable preferred shares) in the manner stipulated in This Charter and current laws. Common shares bought back by the Corporation are treasury shares and the Board of Directors may offer them for sale in accordance with the provisions of This Charter and the Law on Securities and related guidelines.

7. The Corporation may issue other types of securities when approved in writing by the General Meeting of Shareholders and in accordance with the provisions of the law on securities and the securities market.

8. The Corporation may use treasury shares of the Corporation for reward purposes.

#### **Article 7. Share certificate**

1. Shareholders of the Corporation are issued share certificates corresponding to the number of shares and type of shares owned.

2. A share is a type of security that confirms the legal rights and interests of the holder over a portion of the share capital of the issuing organization. A share must contain all the contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within 30 days from the date of submitting a complete application for the transfer of share ownership as prescribed by the Corporation or within two months (or possibly longer as stipulated by the issuance terms) from the date of full payment for the purchase of shares as stipulated in the Corporation's share issuance plan, the holder of the shares will be

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issued a share certificate. The holder of shares does not have to pay the Corporation for the cost of printing the share certificate or any fees.

4. In case the share is lost, destroyed, or damaged in another form, the shareholder will be reissued a share by the Corporation at the shareholder's request. The shareholder's request must include the following contents:

- a) Information about the share that has been lost, damaged, or destroyed in another form;
- b) Commitment to bear responsibility for disputes arising from the reissuance of a new share.

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

Bond certificates or other securities certificates of the Corporation (except for offering letters, temporary certificates, and similar documents), will be issued with the seal and signature sample of the legal representative of the Corporation, unless otherwise stipulated by the terms and conditions of issuance.

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

1. All shares can be freely transferred unless otherwise stipulated by This Charter and the law. Listed shares on the Stock Exchange will be transferred according to the provisions of the law on securities and the securities market of the Stock Exchange.

2. Shares not fully paid for may neither be transferred nor enjoy related benefits, such as the right to receive dividends, the right to receive shares issued to increase share capital from owners' equity, the right to purchase newly offered shares and other benefits as prescribed by law.

#### **Article 10. Recovery of shares**

1. In case the shareholder does not fully and timely pay the amount due for the purchase of shares, the Board of Directors shall notify and shall have the right to require that shareholder to pay the remaining amount along with interest on that amount and the costs incurred due to the failure to make full payment to the Corporation as prescribed.

2. The above payment notice must specify the new payment deadline (at least seven days from the date of sending the notice), the payment location, and the notice must specify that if payment is not made as required, the unpaid shares will be recovered.

3. If the requirements in the above notice are not fulfilled, until all amounts due, interest and related costs are fully paid, the Board of Directors shall have the right to recover

those shares. The Board of Directors may accept the surrender of the recovered shares as stipulated in Clauses 4, 5 and 6 of this Article and in other cases stipulated in this Charter.456

4. Recovered shares are considered shares eligible for offering as stipulated in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale, redistribution under conditions and methods deemed appropriate by the Board of Directors.

5. Shareholders holding recovered shares will have to forfeit their shareholder status for those shares, but must still pay all related amounts plus interest at the rate (not exceeding the 12-month loan interest rate of the bank with the best interest rate favorable to the shareholder) at the time of recovery as decided by the Board of Directors from the date of recovery until the date of payment. The Board of Directors has full authority to decide on enforcing full payment of the share value at the time of recovery or may waive part or all of that amount.

6. The recovery notice will be sent to the holder of the recovered shares before the recovery time. The recovery remains effective even in the case of errors or negligence in sending the notice.

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

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

The organizational, governance and management structure of the Corporation includes:

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

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

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

1. Common shareholders have the following rights:
  - a. Attend and speak at General Meetings of Shareholders and exercise voting rights directly, through an authorized representative, or by other forms as prescribed by the Corporation's Charter and the law. Each common share carries one vote;

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- b. Receive dividends at the rate decided by the General Meeting of Shareholders;
- c. Priority to buy new shares corresponding to the proportion of common shares owned by each shareholder in the Corporation;
- d. Freely transfer their shares to others, except as stipulated in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
- e. Review, inspect, and extract information about the name and contact address in the list of shareholders with voting rights and request to correct their inaccurate information;
- f. Review, inspect, extract or copy the Corporation's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
- g. When the Corporation is dissolved or bankrupt, receive a portion of the remaining assets corresponding to the proportion of shares owned in the Corporation;
- h. Request the Corporation to buy back shares in cases stipulated in Article 132 of the Law on Enterprises;
- i. Be treated equally. Each share of the same type grants the shareholder equal rights, obligations, and benefits. In case the Corporation has preferred shares, the rights and obligations attached to preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- j. Access full periodic and extraordinary information disclosed by the Corporation in accordance with the law;
- k. Be protected for their legal rights and interests; propose to suspend, annul resolutions, decisions of the General Meeting of Shareholders, Board of Directors as prescribed by the Law on Enterprises;
  - 1. Other rights as prescribed by This Charter and the law.
  - 2. Shareholders or groups of shareholders holding 5% or more of the total common shares have the following rights:
    - a. Request the Board of Directors to convene the General Meeting of Shareholders according to the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
    - b. Review, inspect, extract 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 trade secrets, business secrets of the Corporation;

c. Request the Board of Supervisors to check specific issues related to the management and operation of the Corporation when deemed necessary. The request must be in writing and include the following contents: full name, contact address, nationality, legal document number for individual shareholders; name, enterprise code or legal document number, head office address for organizational shareholders; number of shares and registration time of each shareholder, total number of shares of the entire group of shareholders and ownership ratio in the total shares of the Corporation; issue to be checked, purpose of the check;

d. Propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Corporation no later than 5 working days before the opening day. The proposal must clearly state the name of the shareholder, contact address, nationality, legal document number for individual shareholders; name, enterprise code or establishment decision number, head office address for organizational shareholders; number of each type of shares of the shareholder; issue proposed to be included in the meeting agenda;

e. Other rights as prescribed by law and This Charter.

3. Shareholders or groups of shareholders holding 10% or more of the total common shares shall have the right to nominate candidates to the Board of Directors and the Board of Supervisors. The nomination of candidates to the Board of Directors and the Board of Supervisors shall be conducted as follows:

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

b) Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders specified in this clause shall have the right to nominate one or more candidates as decided by the General Meeting of Shareholders 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 37 of this Charter.

**Article 13. Obligations of shareholders**

Common 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 common shares from the Corporation in any form, except in cases where shares are repurchased by the Corporation 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 Corporation shall be jointly liable for the debts and other property obligations of the Corporation within the scope of the value of the withdrawn shares and the damages incurred.
3. To comply with the Corporation's Charter and internal regulations;
4. To abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;
5. To keep confidential the information provided by the Corporation in accordance with the Corporation's Charter and the law; to use the provided information only for the purpose of exercising and protecting their lawful rights and interests; it is strictly forbidden to disseminate, copy, or send information provided by the Corporation to other organizations or individuals.
6. To attend the General Meeting of Shareholders and exercise the right to vote through the following forms:
  - a) Attending and voting directly at the meeting;
  - b) Authorizing other individuals or organizations to attend and vote at the meeting;
  - c) Attending and voting through online conferences, electronic voting, or other electronic forms;
  - d) Sending ballots to the meeting via mail, fax, or email;
7. To be personally liable when acting in the name of the Corporation in any form to commit one 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 undue debts before financial risks to the Corporation.

8. To provide full and accurate information about the beneficial owner of the Corporation to the Corporation in accordance with the law within five (05) working days from the date of becoming the beneficial owner of the Corporation or from the date of any change in information about the beneficial owner of the Corporation;

9. To fulfill other obligations as prescribed by applicable laws.

#### **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 Corporation. The General Meeting of Shareholders shall hold an annual meeting once a year within 04 (four) months from the end of the fiscal year. The Board of Directors may decide to extend the annual General Meeting of Shareholders if necessary, but not exceeding 06 (six) 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 is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall organize the convening of the annual General Meeting of Shareholders and select a suitable venue. The annual General Meeting of Shareholders shall decide on matters in accordance with the law and the Corporation's Charter, in particular, approve the audited annual financial statements. In case the audit report on the Corporation's annual financial statements contains material qualifications, adverse opinion or disclaimer of opinion, the Corporation must invite representatives of the approved auditing organization that audited the Corporation's financial statements to attend the annual General Meeting of Shareholders, and the aforementioned representatives of the approved auditing organization are responsible for attending the Corporation'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 Corporation;

b. The remaining number of members of the Board of Directors or the Board of Supervisors is less than the minimum number of members as prescribed by law;

c. At the request of shareholders or a group of shareholders as specified 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 reason and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the written request may be made in multiple copies and collected with sufficient signatures of the relevant shareholders;

d. At the request of the Board of Supervisors;

e. Other cases as prescribed by law and the Corporation's Charter.

4. Convening an extraordinary General Meeting of Shareholders

a. The Board of Directors must convene the General Meeting of Shareholders within 30 (thirty) days from the date the number of remaining members of the Board of Directors is as specified in Point b, Clause 3 of this Article or from the date of receiving the request specified 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 thirty days, the Board of Supervisors must replace the Board of Directors to convene the General Meeting of Shareholders in accordance with 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 within the next thirty days, the shareholders or group of shareholders specified in Point c, Clause 3 of this Article have the right to request the Corporation's representative to convene the General Meeting of Shareholders in accordance with Clause 4, Article 140 of the Law on Enterprises;

d. In this case, the shareholders or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order, procedures for convening, 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 Corporation. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

e. Procedures for organizing the General Meeting of Shareholders 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. To approve the development orientation of the Corporation;
  - b. To decide on the classes of shares and the total number of shares of each type authorized to be offered; to decide on the annual dividend rate for each type of share;
  - c. To elect, dismiss, or remove members of the Board of Directors and members of the Board of Supervisors;
  - d. To decide on investment or sale of assets valued at 35% or more of the total asset value recorded in the latest financial statement of the Corporation;
  - e. To decide on amendments and supplements to the Corporation's Charter;
  - f. To approve annual financial statements;
  - g. To decide on the repurchase of more than 10% of the total sold shares of each type;
  - h. To consider and handle violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Corporation and the Corporation's shareholders;
  - i. To decide on the reorganization or dissolution of the Corporation;
  - j. To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
  - k. To approve, supplement, and adjust the Internal Regulations on Corporate Governance; Regulations on the operation of the Board of Directors and the Board of Supervisors;
  - l. To approve the list of approved auditing companies; to decide on the approved auditing company to perform the inspection of the Corporation's operations; to dismiss the approved auditor when deemed necessary;
  - m. Other rights and obligations as prescribed by law.
2. The annual and extraordinary General Meeting of Shareholders shall pass resolutions by voting or collecting opinions in writing on the following matters:
- a. The Corporation'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 Corporation's business results and the performance results of the Board of Directors and the General Director;

e. The self-assessment report on the performance of the Board of Supervisors and its members;

f. The annual dividend payment rate for each type of share in accordance with the Law on Enterprises and the rights attached to that type of share. This dividend rate shall not be higher than the rate proposed by the Board of Directors after consulting with shareholders at the General Meeting of Shareholders;

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

h. To elect, dismiss, or remove members of the Board of Directors and members of the Board of Supervisors;

i. To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;

j. To approve the list of approved auditing companies; to decide on the approved auditing company to perform the inspection of the Corporation's operations when deemed necessary;

k. To supplement and amend the Corporation's Charter;

l. To reorganize and dissolve (liquidate) the Corporation and appoint a liquidator;

m. To decide on investment or sale of assets valued at 35% or more of the total asset value recorded in the latest financial statement of the Corporation;

n. To decide on the repurchase of more than 10% of the total sold shares of each type;

o. The Corporation enters into contracts or transactions with the subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Corporation recorded in the latest financial statement;

p. To approve transactions specified in Clause 4, Article 293 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;

q. To approve the Internal Regulations on Corporate Governance, Regulations on the operation of the Board of Directors, and Regulations on the operation of the Board of Supervisors;

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

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

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

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

In case a shareholder is an organization holding at least 10% of the total common shares, it has the right to authorize a maximum of three (03) people to attend the General Meeting of Shareholders.

In case more than one authorized representative is appointed, the specific number of voting shares for each representative must be determined. In case the Corporation's shareholder does not determine the corresponding number of shares for each authorized representative, the shares shall be divided equally among the number of authorized representatives.

2. The authorization for a representative to attend the General Meeting of Shareholders must be made in writing according to the Corporation's form and must have signatures in accordance with the following regulations:

a. In case an individual shareholder is the authorizer, it must have the signatures of that shareholder and the authorized person attending the meeting;

b. In case the authorized representative of an institutional shareholder is the authorizer, it must have the signatures of the authorized representative, the legal representative of the shareholder, the organization's seal, and the signature of the authorized person attending the meeting, the number of authorized representatives, and the corresponding percentage of shares or capital contribution for each authorized representative.

c. In other cases, it must have the signature of the shareholder's legal representative and the authorized person attending the meeting.

The person authorized to attend the General Meeting of Shareholders must submit the authorization document before entering the meeting room.

3. In case a lawyer signs the appointment of a representative on behalf of the authorizer, the appointment of a representative in this case shall only be considered valid if

that appointment document is presented together with the power of attorney for the lawyer or a certified copy of that power of attorney (if not previously registered with the Corporation).

4. Except for the case specified in Clause 3, Article 16, the ballot of the authorized person attending the meeting within the authorized scope remains valid in one of the following cases:

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

This clause shall not apply in case the Corporation receives notice of one of the above events forty-eight hours before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 17. Changes to rights**

1. The variation or cancellation of special rights attached to a class of preferred shares shall be effective when approved by shareholders representing 65% or more of the total votes of all shareholders attending and voting at the meeting. A resolution of the General Meeting of Shareholders on content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be passed if approved by shareholders owning 75% or more of the total preferred shares of that class attending the meeting or approved by shareholders owning 75% or more of the total preferred shares of that class in case of passing the resolution in the form of written opinion collection.

2. The organization of a meeting of shareholders holding a class of preferred shares to approve the variation of the aforementioned rights 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 are not enough delegates as stated 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 directly or through authorized representatives shall be considered as having sufficient required delegates. At the meetings of shareholders holding the aforementioned preferred shares, those holding shares of that class present directly or through representatives may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.

3. The procedure 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 preferred shares regarding some or all matters related to the distribution of profits or assets of the Corporation shall not be changed when the Corporation issues additional shares of the same class.

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

1. The Board of Directors convenes the annual and extraordinary General Meeting of Shareholders. The Board of Directors convenes the 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 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 (ten) days before the date of sending the notice of the General Meeting of Shareholders. The Corporation must announce information about the preparation of the list of shareholders eligible to attend the General Meeting of Shareholders at least 20 (twenty) days before the record 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 venue for the meeting;

f. Notify and send the notice of the General Meeting of Shareholders to all shareholders eligible to attend the meeting.

g. Other tasks serving the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring it reaches the shareholder's contact address, and simultaneously announced on the Corporation's website and the State Securities Commission, and the Stock Exchange where the Corporation's shares are registered for trading. For shareholders who have not yet deposited their shares, the notice of the General

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Meeting of Shareholders may be sent to shareholders by hand delivery or by registered mail to the shareholder's registered address, or to the address provided by that shareholder for the purpose of receiving information. In case a shareholder has notified the Corporation in writing of their fax number or email address, the notice of the General Meeting of Shareholders may be sent to that fax number or email address. In case a shareholder is an employee of the Corporation, the notice may be placed in a sealed envelope and delivered by hand to them at their workplace. The person convening the General Meeting of Shareholders must send the meeting notice to all shareholders on the list of shareholders eligible to attend the meeting at least 21 days before the opening date of the meeting (calculated from the date the notice is sent or dispatched in a valid manner). 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 Corporation's website. In case documents are not sent with the notice of the General Meeting of Shareholders, the meeting notice must clearly state the link to all meeting documents so that shareholders can access them, including:

- a) Meeting agenda and documents used in the meeting;
- b) List and detailed information of candidates in case of electing members of the Board of Directors and members of the Board of Supervisors;
- c) Voting ballot;
- d) Draft resolution for each matter on the meeting agenda.

4. Shareholders or a group of shareholders as specified in Clause 2, Article 12 of this Charter have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Corporation at least 05 working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, contact address, nationality, legal identification document number for individual shareholders; name, business registration number or legal identification document number, and head office address for shareholders that are organizations; the number of each type of share held by the shareholder; and the matter proposed to be included in the meeting agenda;

5. The person convening the General Meeting of Shareholders has the right to refuse proposals related to Clause 4 of this Article in the following cases:

- a. The proposal is not sent 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 the common shares as specified in Clause 2, Article 12 of this Charter;

c. The proposed matter does not fall within the scope of authority of the General Meeting of Shareholders to discuss and pass.

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 specified in Clause 4 of this Article in the draft agenda and content of the meeting, except for the case specified in Clause 5 of this Article; the proposal is officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

7. In case all shareholders representing 100% of the voting shares attend directly or through authorized representatives at the General Meeting of Shareholders, the resolutions unanimously passed by the General Meeting of Shareholders shall be considered valid even if the procedures for convening the General Meeting of Shareholders were not followed correctly.

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

1. The General Meeting of Shareholders shall be conducted when the number of shareholders and authorized representatives attending the meeting represents more than 50% of the total votes.

2. In case there are not enough required attendees within thirty minutes from the scheduled opening time of the meeting, the meeting must be reconvened within thirty days from the intended date of the first General Meeting of Shareholders. The second General Meeting of Shareholders shall only be conducted when the attending members are shareholders and authorized representatives representing at least 33% of the total votes.

3. In case the second meeting cannot be conducted due to not having enough required delegates within thirty minutes from the scheduled opening time of the meeting, the third General Meeting of Shareholders may be convened within twenty days from the intended date of the second meeting, and in this case, the meeting shall be conducted regardless of the number of shareholders or authorized representatives attending and shall be considered valid and have the right to decide on all matters that the first General Meeting of Shareholders could approve.



4. At the request of the Chairperson of the meeting, the General Meeting of Shareholders has the right to change the meeting agenda sent with the meeting notice in accordance with Article 18.3 of this Charter.

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

1. Before opening the meeting, the Corporation must carry out shareholder registration procedures and must perform registration until all shareholders eligible to attend the meeting have registered in the following order:

a) When performing shareholder registration, the Corporation will issue to each shareholder or authorized representative with voting rights a voting card, on which the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes of that shareholder are recorded. The General Meeting of Shareholders discusses and votes on each matter in the contents of the agenda. Voting is conducted by voting in favor, against, and abstaining. When voting at the meeting, the number of cards in favor of the resolution is collected first, the number of cards against the resolution is collected later, and finally, the total number of votes in favor or against is counted to decide. The vote counting result is announced by the Chairperson immediately before the closing of the meeting. The meeting elects those responsible for vote counting or supervising vote counting at the request of the Chairperson. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the request of the Chairperson of the meeting.

b) Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving late to the General Meeting of Shareholders have the right to register immediately and then have the right to participate and vote immediately at the meeting. The Chairperson is not responsible for stopping the meeting to allow late shareholders to register, and the validity of the contents already voted on before that remains unchanged.

2. The election of the Chairperson, Secretary, and vote counting committee is regulated as follows:

a) The Chairperson of the Board of Directors acts as the Chairperson or authorizes 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 of the Board of Directors is absent or temporarily unable to work, the remaining members shall elect one of



them to act as the Chairperson of the meeting according to the majority principle. In case a Chairperson cannot be elected, the Head of the Board of Supervisors shall preside over the General Meeting of Shareholders to elect a Chairperson of the meeting from among those present, and the person with the highest number of votes shall act as the Chairperson of the meeting;

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

c) The Chairperson appoints one or more people to act as the Secretary of the meeting;

d) The General Meeting of Shareholders elects one or more people to the vote counting committee at the request of the Chairperson of the meeting.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and specifically define the time for each matter in the meeting contents of the agenda.

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

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

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

c) Create conditions for shareholders to attend (or continue to attend) the meeting. The person convening the General Meeting of Shareholders has full authority to change the aforementioned measures and apply all necessary measures. The measures applied may be issuing entry passes or using other forms of selection.

5. The General Meeting of Shareholders discusses and votes on each matter in the contents of the agenda. Voting is conducted by voting in favor, against, and abstaining. The vote counting result is announced by the Chairperson immediately before the closing of the meeting.

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6. Shareholders or authorized persons arriving after the meeting has opened may still register and have the right to participate and vote immediately after registration; in this case, the validity of the contents already voted on before that remains unchanged.

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

a) To request all attendees to undergo inspection or other legal and reasonable security measures;

b) To request competent authorities to maintain order at the meeting; to expel those who do not comply with the Chairperson's right to preside, intentionally disrupt order, hinder the normal progress of the meeting, or do not comply with security inspection requirements from the General Meeting of Shareholders.

8. The Chairperson has the right to postpone the General Meeting of Shareholders that has had enough registered attendees for a maximum of 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 enough 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 cannot be conducted fairly and legally.

9. In case the Chairperson postpones or pauses 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 to preside over the meeting until it ends; all resolutions passed at that meeting shall be effective.

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

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**Article 21. Conditions for the resolution of the General Meeting of Shareholders to be passed**

1. A resolution on the following content shall be passed if approved by shareholders representing at least 65% of the total votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:

- a) Class of shares and total number of shares of each type
- b) Change of business lines and fields;
- c) Change of the Corporation's organizational and management structure;
- d) Investment projects or sale of assets valued at 35% or more of the total asset value recorded in the latest financial statement of the Corporation;
- e) Reorganization or dissolution of the Corporation;

2. Other resolutions shall be passed when approved by shareholders representing more than 50% of the total votes of all shareholders attending and voting at the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises;

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares shall be lawful and effective even if the sequence and procedures for convening the meeting and passing such resolutions violate the provisions of the Law on Enterprises and the Corporation's Charter.

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

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

1. The Board of Directors has the right to collect shareholders' opinions in writing to pass all matters under the decision-making authority of the General Meeting of Shareholders at any time if deemed necessary for the interests of the Corporation, including cases where resolutions are passed by voting at the General Meeting of Shareholders as specified in Clause 2, Article 147 of the Law on Enterprises;

- a) Amendment and supplementation of the Corporation's Charter;

- b) Approval of supplementation and adjustment of internal regulations on corporate governance, regulations on the operation of the Board of Directors, and regulations on the operation of the Board of Supervisors;
- c) Development orientation of the Corporation;
- d) Class of shares and total number of shares of each type;
- e) Election, dismissal, or removal of members of the Board of Directors and the Board of Supervisors;
- f) Decision on investment or sale of assets valued at 35% or more of the total asset value recorded in the latest financial statement of the Corporation;
- g) Approval of annual financial statements;
- h) Reorganization or dissolution of the Corporation.
- i) Change of business lines and fields
- j) Change of the Corporation's organizational and management structure
- k) Other matters when the Board of Directors deems it necessary for the interests of the Corporation

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

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

- a. Name, head office address, number and date of issuance of the Enterprise Registration Certificate, and place of business registration of the Corporation;
- b. Purpose of opinion collection;
- c. Full name, contact address, nationality, legal identification document number for individual shareholders; name, business registration number or legal identification document number of the organization, head office address for institutional shareholders, or full name, contact address, nationality, legal identification document number of the individual representing the institutional shareholder; number of shares of each type and number of voting shares of the shareholder;
- d. Matter needing opinion collection to pass a decision;
- e. Voting options including in favor, against, and abstaining for each matter of opinion collection;

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f. Deadline for sending the answered opinion collection ballots back to the Corporation;

g. Full name and signature of the Chairperson of the Board of Directors.

4. Shareholders may send answered opinion collection ballots to the Corporation by mail, fax, or email in accordance with the following regulations:

a) In case of sending by mail, the answered opinion collection ballot must have the signature of the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. The opinion collection ballot sent to the Corporation must be in a sealed envelope, and no one has the right to open it before vote counting;

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

c) Opinion collection ballots sent to the Corporation after the deadline specified in the content of the opinion collection ballot or that have been opened in case of sending by mail and disclosed in case of sending by fax or email are invalid. Opinion collection ballots not sent back are considered as ballots not participating in voting.

5. The Board of Directors counts the votes and prepares a vote counting report under the witness of the Board of Supervisors or shareholders not holding management positions in the Corporation. The vote counting report must contain the following main contents:

a. Name, head office address, business registration number;

b. Purpose and matters needing opinion collection to pass a resolution;

c. Number of shareholders with the total number of voting shares that participated in voting, in which valid and invalid voting shares are distinguished, and the method of sending ballots, accompanied by an appendix of the list of shareholders participating in voting;

d. Total number of votes in favor, against, and abstaining for each matter;

e. Matters passed and the corresponding voting percentage for passing;

f. Full name and signature of the Chairperson of the Board of Directors, vote counters, and vote counting supervisors.

Members of the Board of Directors, vote counters, and vote counting supervisors shall be jointly liable for the honesty and accuracy of the vote counting report; jointly liable for damages arising from resolutions passed due to dishonest or inaccurate vote counting;

6. The vote counting report and resolution must be sent to shareholders within 15 days from the date of ending the vote counting. Sending the vote counting report and resolution can be replaced by posting on the Corporation's website within 24 hours from the time of ending the vote counting.

7. Answered opinion collection ballots, vote counting reports, passed resolutions, and related documents sent with the opinion collection ballots must be kept at the Corporation's head office;

8. A resolution passed in the form of collecting written opinions of shareholders if approved by shareholders owning more than 50% of the total votes of all shareholders with voting rights shall have the same value as a resolution passed at the General Meeting of Shareholders.

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

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

- a) Name, head office address, business registration number;
- b) Time and venue of the General Meeting of Shareholders;
- c) Meeting agenda and meeting content;
- d) Full name of the Chairperson and Secretary;
- e) Summary of meeting proceedings and opinions expressed at the General Meeting of Shareholders on each matter on the meeting agenda;
- f) Number of shareholders and total votes of shareholders attending the meeting, appendix of the list of registered shareholders, and representatives of shareholders attending the meeting with corresponding number of shares and number of votes;
- g) Total number of votes for each matter voted on, clearly stating the voting method, total number of valid and invalid votes, votes in favor, against, and abstaining; corresponding percentage of the total votes of shareholders attending and voting at the meeting;
- h) Issues have been approved and the corresponding approval voting rates;
- i) Full name and signature of the chairperson and secretary. In case the chairperson or secretary refuses to sign the meeting minutes, these minutes are valid if signed

by all other members of the Board of Directors attending the meeting and contain all the content as prescribed in this clause. The meeting minutes clearly state the refusal of the chairperson and secretary to sign the meeting 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 others signing the meeting minutes are jointly responsible for the honesty and accuracy of the content of the minutes.

3. Resolutions, minutes of the General Meeting of Shareholders, annexes of the list of shareholders registered to attend the meeting, proxy documents to attend the meeting, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation must be kept at the headquarters of the Corporation.

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

#### **Article 24. Request to annul the Resolution of the General Meeting of Shareholders**

Within 90 (ninety) days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the minutes of the voting results of the General Meeting of Shareholders, shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises have the right to request the Court or Arbitration to consider and annul the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

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

2. The content of the resolution violates the law or the Corporation's Charter.

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

#### **Article 25. Nomination and candidacy of members of the Board of Directors**

1. In case candidates for the Board of Directors have been identified, the Corporation must disclose information related to the candidates at least 10 days before the opening day of the General Meeting of Shareholders on the Corporation's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment to the honesty and accuracy of the personal



information disclosed and must commit to performing their duties honestly, carefully, and in the best interest of the Corporation 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, year of birth;
- b) Professional qualifications;
- c) Work history;
- d) Other management positions (including Board of Directors positions in other companies);
- e) Interests related to the Corporation and related parties of the Corporation;
- f) Other information as prescribed in the Corporation's Charter (if any);
- g) The Corporation is responsible for disclosing information about the companies where the candidate holds the position of a member of the Board of Directors, other management positions, and interests related to the candidate's company (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate candidates for the Board of Directors as prescribed by the Law on Enterprises and the Corporation's Charter.

Shareholders or groups of shareholders holding from 10% to less than 20% of the total shares with voting rights can nominate 01 candidate, from 20% to less than 50% can nominate two candidates; from 50% to less than 65% can nominate three candidates; from 65% of the total shares with voting rights can nominate the full number of candidates.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient according to the provisions of Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors introduces additional candidates or organizes nominations according to the Corporation's Charter, internal regulations on corporate governance, and the Board of Directors' operating regulations. The introduction 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 according to legal regulations.

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

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- a) If not a shareholder, must have professional qualifications, experience, ability to organize, manage the enterprise, and competence in business management or the main industry of the Corporation;
- b) Have good health, good moral character, honesty, integrity, and understanding of the law;
- c) Members of the Board of Directors can only simultaneously be members of the Board of Directors or Members' Council at a maximum of 05 other companies.

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

1. The number of members of the Board of Directors is at least 05 (five) people and at most 11 (eleven) people elected by the General Meeting of Shareholders by cumulative voting.

2. The term of members of the Board of Directors is 05 (five) years; members of the Board of Directors can be re-elected for an unlimited number of terms. In case all members of the Board of Directors end their term simultaneously, those members continue to be members of the Board of Directors until new members are elected to replace and take over the work;

3. Structure of members of the Board of Directors as follows:

The number of non-executive members of the Board of Directors of the Corporation must ensure the following regulations:

- a) Have at least 01 non-executive member in case the company has 03 to 05 members of the Board of Directors;
- b) Have at least 02 non-executive members in case the company has 06 to 08 members of the Board of Directors;
- c) Have at least 03 non-executive members in case the company has 09 to 11 members of the Board of Directors.

4. A member of the Board of Directors loses their membership status in case of dismissal, removal, replacement by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises.

5. The appointment of members of the Board of Directors must be disclosed according to legal regulations on information disclosure in the securities market.



6. Members of the Board of Directors do not necessarily have to be shareholders of the Corporation.

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

1. The Board of Directors is the management body of the Corporation, having full authority on behalf of the Corporation to decide, exercise the rights and obligations of the Corporation, except for the rights and obligations under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are prescribed by law, the Corporation's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

- a. Decide on the strategy, medium-term development plan, and annual business plan of the Corporation;

- b. Propose the type of shares and the total number of shares allowed to be offered for each type;

- c. Decide on the sale of unsold shares within the number of shares allowed to be offered for each type; decide on raising additional capital in other forms;

- d. Decide on the selling price of shares and bonds of the Corporation;

- e. Decide on the repurchase of shares as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

- f. Decide on investment plans and investment projects within the authority and limits prescribed by law;

- g. Decide on market development solutions, marketing, and technology;

- h. Approve contracts for buying, selling, borrowing, lending, and other transactions with a value of 35% or more of the total asset value recorded in the latest financial statements of the Corporation, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clause 1, and Clause 3, Article 167 of the Law on Enterprises;

- i. Within the provisions of Article 153.2 of the Law on Enterprises and except for cases prescribed in Article 167.3 of the Law on Enterprises that must be approved by the General Meeting of Shareholders, the Board of Directors may decide from time to time on the implementation, amendment, and cancellation of major contracts of the Corporation (including contracts for buying, selling, merging, acquiring the Corporation, and joint ventures);



j. Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the General Director and other Business managers as prescribed by the Corporation's Charter; decide on salaries, remuneration, bonuses, and other benefits of those managers; appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders in other companies, decide on remuneration and other benefits of those people;

k. Supervise and direct the General Director and other managers in managing the daily business operations of the Corporation;

l. Decide on the organizational structure, internal management regulations of the Corporation, decide on the establishment of subsidiaries, branches, representative offices, and capital contribution, purchase of shares of other enterprises;

m. Approve the program, content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or collect opinions for the General Meeting of Shareholders to pass resolutions;

n. Submit the audited annual financial statements to the General Meeting of Shareholders;

o. Propose the dividend rate to be paid; decide on the time and procedure for paying dividends or handling losses arising during business operations;

p. Propose the reorganization, dissolution of the Corporation; request the bankruptcy of the Corporation;

q. Appoint and dismiss those authorized by the Corporation as commercial representatives and lawyers of the Corporation;

r. Decide on the issuance of the Board of Directors' operating regulations, internal regulations on corporate governance after being approved by the General Meeting of Shareholders; decide on the issuance of the Corporation's information disclosure regulations;

s. Request the General Director, Deputy General Director, and other managers in the Corporation to provide information and documents on the financial situation, business operations of the Corporation and units within the Corporation. The requested manager must provide timely, complete, and accurate information and documents as requested by the Board of Directors.

t. Borrowing and implementing mortgages, guarantees, sureties, and indemnities of the Corporation;

u. Investments not included in the business plan and budget exceeding 500 billion Vietnamese Dong or investments exceeding 10% of the annual business plan and budget value;

v. Buying or selling shares of other Corporations established in Vietnam or abroad;

w. Valuing assets contributed to the Corporation not in cash related to the issuance of shares or bonds of the Corporation, including gold, land use rights, intellectual property rights, technology, and technological know-how;

x. The Corporation buys or redeems no more than 10% of each type of shares;

y. Organize training and workshops on corporate governance and necessary skills for members of the Board of Directors, General Director (Director), Corporate Governance Officer, and other managers of the company.

aa. The Board of Directors pays dividends to shareholders according to legal regulations after being approved by the annual General Meeting of Shareholders.

ab. Other rights and obligations as prescribed by the Law on Enterprises, Law on Securities, other legal regulations, and the company's Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the activities of the Board of Directors as prescribed in Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of some provisions of the Law on Securities.

4. Unless otherwise provided by law and the Charter, the Board of Directors may authorize subordinates and management staff to represent and handle work on behalf of the Corporation.

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

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

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 needed to complete the tasks of the Board of Directors member and the daily remuneration rate. The Board of Directors estimates the remuneration for each member based on the principle of unanimity. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.

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

4. Members of the Board of Directors holding executive positions (including the position of Chairman or Vice Chairman) or members of the Board of Directors working in subcommittees of the Board of Directors or performing other tasks outside the usual duties of a Board of Directors member may be paid additional remuneration in the form of a lump sum per occasion, salary, commission, profit percentage, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses they have incurred in fulfilling their responsibilities as a member of the Board of Directors, including expenses incurred in attending General Meetings of Shareholders, Board of Directors meetings, or subcommittees of the Board of Directors.

6. Members of the Board of Directors may be insured for liability by the Corporation after obtaining approval from the General Meeting of Shareholders. This insurance does not cover liabilities of Board of Directors members related to violations of the law and the Corporation's Charter.

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

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

2. The Chairman of the Board of Directors shall not concurrently serve as the General Director of the Corporation.

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

- a) Prepare the program and plan of activities of the Board of Directors;
- b) Prepare the program, content, and documents for the meeting; convene, preside over, and chair the Board of Directors meeting;
- c) Organize the approval of resolutions and decisions of the Board of Directors;
- d) Supervise the implementation of resolutions and decisions of the Board of Directors;



- e) Chair the General Meeting of Shareholders;
- f) Other rights and obligations as prescribed by the Law on Enterprises

4. In case the Chairman of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation or dismissal.

5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to perform the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors dies, is missing, is detained, is serving a prison sentence, is undergoing administrative measures at a compulsory detoxification facility, compulsory education facility, escapes from residence, is restricted or loses civil act capacity, has difficulty in cognition, behavior control, is prohibited by the Court from holding positions, practicing or doing certain jobs, the remaining members elect one of the members to hold the position of Chairman of the Board of Directors according to the principle of majority approval of the remaining members until a new decision of the Board of Directors is made.

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

1. The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors within 07 working days from the end 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 voting percentage. In case there are more than one member with the highest number of votes or the highest voting percentage and equal, the members vote by majority principle to select one person among them to convene the Board of Directors meeting.

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

3. The Chairman of the Board of Directors convenes the Board of Directors meeting in the following cases:

- a) At the request of the Board of Supervisors or independent member of the Board of Directors;
- b) At the request of the General Director or at least 05 other managers;
- c) At the request of at least 02 members of the Board of Directors;



d) Other cases deemed necessary

4. The request prescribed in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene the Board of Directors meeting within 07 working days from the date of receiving the request prescribed in Clause 3 of this Article. In case of not convening the Board of Directors meeting as requested, the Chairman of the Board of Directors must be responsible for any damages occurring to the Corporation; the requester has the right to replace the Chairman of the Board of Directors to convene the Board of Directors meeting.

6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send the meeting invitation notice no later than 03 working days before the meeting date. The meeting invitation notice must specify the time and place of the meeting, agenda, issues to be discussed, and decisions. The meeting invitation notice must be accompanied by documents used at the meeting and voting ballots of members.

The meeting invitation notice of the Board of Directors can be sent by invitation letter, phone, fax, electronic means, or other methods as prescribed by the Corporation's Charter and ensure it reaches the contact address of each member of the Board of Directors registered at the Corporation.

7. The Chairman of the Board of Directors or the person convening the meeting sends the meeting invitation notice and accompanying documents to the Board of Supervisors members as for the members of the Board of Directors.

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

8. The Board of Directors meeting is conducted when 3/4 of the total members or more attend the meeting. In case the meeting convened according to the provisions of this clause does not have enough members attending as prescribed, it is convened a second time within 07 days from the intended first meeting date. In this case, the meeting is conducted if more than half of the Board of Directors members attend.

9. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:

a) Attend and vote directly at the meeting;

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- b) Authorize others to attend and vote according to the provisions of Clause 11 of this Article;
- c) Attend and vote via online conference, electronic voting, or other electronic forms;
- d) Send voting ballots to the meeting via mail, fax, email;
- e) Send voting ballots by other means as prescribed by law (if any)

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

11. Members must attend all Board of Directors meetings. Members are authorized to have others attend and vote if approved by the majority of the Board of Directors members.

12. Resolutions and decisions of the Board of Directors are passed if approved by the majority of attending members (more than  $\frac{1}{2}$ ); in case of a tie, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

Members of the Board of Directors are not allowed to vote on contracts, transactions, or proposals in which they or their related persons have interests that conflict or may conflict with the interests of the Corporation. A member of the Board will not be counted in the minimum number of delegates required to be present to hold a Board of Directors meeting on decisions in which they have no voting rights;

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

1. The Board of Directors may establish subcommittees to be in charge of development policies, personnel, remuneration, internal audit, risk management. The number of subcommittee members is decided by the Board of Directors with at least 03 persons, including members of the Board of Directors and external members. Non-executive members of the Board of Directors should make up the majority in the subcommittee, and one of these members is appointed as the Head of the subcommittee as decided by the Board of Directors. The subcommittee's activities must comply with the regulations of the Board of Directors. The subcommittee's resolution is only valid when a majority of members attend and vote at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors or subcommittees under the Board of Directors must comply with current legal regulations and the Corporation's Charter, internal regulations on corporate governance.

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### **Article 32. Corporate Governance Officer**

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

2. The Corporate Governance Officer is not allowed to simultaneously work for the approved auditing organization performing audits of the Corporation's financial statements.

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

- a) Advise the Board of Directors on organizing the General Meeting of Shareholders according to regulations and related work between the Corporation and shareholders;
- b) Prepare meetings of the Board of Directors, Board of Supervisors, and General Meeting of Shareholders as requested by the Board of Directors or Board of Supervisors;
- c) Advise on the procedures of meetings;
- d) Attend meetings;
- e) Advise on the procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;
- f) Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and Board of Supervisors members;
- g) Monitor and report to the Board of Directors on the Corporation's information disclosure activities;
- h) Act as the contact point with related parties;
- i) Maintain confidentiality of information according to legal regulations and the Corporation's Charter;
- j) Other rights and obligations as prescribed by law and the Corporation's Charter.

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

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

The Corporation will establish a management system under which the management apparatus will be responsible and under the leadership of the Board of Directors. The Corporation has a General Director, several Deputy General Directors, an Executive Director, and a Chief Accountant appointed by the Board of Directors. The General Director and Deputy General Directors may simultaneously be members of the Board of Directors and are appointed or dismissed by the Board of Directors through a duly passed resolution.

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

1. At the proposal of the General Director and with the approval of the Board of Directors, the Corporation may employ the necessary or appropriate number and type of managerial personnel according to the Corporation's management structure and practices proposed by the Board of Directors from time to time. Executives of the Corporation must exercise the necessary diligence to ensure that the activities and organization of the Corporation achieve the set objectives.

2. The salary, remuneration, benefits, and other terms in the employment contract for the General Director will be decided by the Board of Directors, and contracts with other executives will be decided by the Board of Directors after consulting the General Director.

3. The salary of executives is included in the business expenses of the Corporation according to the legal regulations on corporate income tax, presented as a separate item in the Corporation's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

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

1. Appointment: The Board of Directors will appoint a member of the Board of Directors or hire another person as the General Director and will sign a contract specifying the salary, remuneration, benefits, and other terms related to the recruitment. Information about the salary, allowances, and benefits of the General Director must be reported at the annual General Meeting of Shareholders and stated in the Corporation's annual report.

2. The General Director is the person who manages the daily business operations of the Corporation; is under the supervision of the Board of Directors; is responsible to the Board of Directors and the law for exercising the assigned rights and obligations.

3. The term of the General Director is not more than 05 (five) years and may be reappointed 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.

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

a. Decide on all matters not under the authority of the Board of Directors, including signing financial and commercial contracts on behalf of the Corporation, organizing and managing daily business operations of the Corporation according to the best management practices;

b. Implement resolutions and decisions of the Board of Directors and resolutions of the General Meeting of Shareholders;

c. Organize the implementation of the business plan and investment plan of the Corporation approved by the Board of Directors and the General Meeting of Shareholders;

d. Propose the organizational structure, internal management regulations of the Corporation;

e. Propose the number and types of management staff that the Corporation needs to hire for the Board of Directors to appoint or dismiss when necessary to apply good management activities and structures proposed by the Board of Directors, and advise the Board of Directors to decide on salaries, remuneration, benefits, and other terms of employment contracts of management staff appointed by the Board of Directors;

f. Appoint, dismiss, remove management positions in the Corporation, except for positions under the authority of the Board of Directors;

g. Consult the Board of Directors to decide on the number of employees, salaries, allowances, benefits, appointments, dismissals, removals of management positions, and other positions not appointed by the Board of Directors and other terms related to their employment contracts;

h. Recruit employees;

i. Propose a plan for dividend payment or handling business losses;

j. On December 31 each year, the General Director must submit to the Board of Directors for approval a detailed business plan for the next financial year based on meeting budget requirements and a 05 (five) year financial plan.

k. Implement the annual business plan approved by the General Meeting of Shareholders and the Board of Directors;

l. Propose measures to improve the activities and management of the Corporation;

m. Prepare long-term, annual, and monthly estimates of the Corporation (hereinafter referred to as estimates) to serve long-term, annual, and monthly management activities of the Corporation according to the business plan. The annual estimate (including the balance sheet, business operation report, and projected cash flow statement) for each financial year must be submitted to the Board of Directors for approval and must include the information prescribed in the Corporation's Charter.

n. Perform all other activities as prescribed by this Charter and the Corporation's regulations, resolutions, decisions of the Board of Directors, the General Director's employment contract, and legal regulations.

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o. Other rights and obligations as prescribed by law, the Corporation's Charter, and resolutions, decisions of the Board of Directors.

5. Report to the Board of Directors and the General Meeting of Shareholders. The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these bodies when requested.

6. Dismissal: The Board of Directors may dismiss the General Director when two-thirds or more of the Board of Directors members vote in favor (in this case, the General Director's vote is not counted) and appoint a new General Director as a replacement. The dismissed General Director has the right to object to this dismissal at the next nearest General Meeting of Shareholders.

#### **Article 36. Secretary of the Corporation**

When deemed necessary, the Chairman of the Board of Directors recruits the Secretary of the Corporation to support the Board of Directors and the Chairman of the Board of Directors in performing duties within their authority as prescribed by law and the Corporation's Charter. The Secretary of the Corporation has the following rights and obligations:

- a) Support in organizing the convening of the General Meeting of Shareholders, Board of Directors meetings; record meeting minutes;
- b) Support members of the Board of Directors in exercising their assigned rights and obligations;
- c) Support the Board of Directors in applying and implementing corporate governance principles;
- d) Support the Corporation in building shareholder relations and protecting the legal rights and interests of shareholders;
- e) Support the Corporation in complying with information provision obligations, information disclosure, and administrative procedures.

### **IX. BOARD OF SUPERVISORS**

#### **Article 37. Nomination and candidacy of Board of Supervisors members**

1. Shareholders or groups of shareholders owning 10% or more of the total common shares have the right to nominate candidates for the Board of Supervisors as prescribed by the Law on Enterprises and the Corporation's Charter.

Shareholders or groups of shareholders holding from 10% to less than 20% of the total shares with voting rights may nominate 01 candidate, from 20% to less than 50% may

nominate two candidates; from 50% to less than 65% may nominate three candidates; from 65% of the total shares with voting rights may nominate the full number of candidates.

2. In case the number of candidates for members of the Board of Supervisors through nomination and candidacy is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations according to the Corporation's Charter, internal regulations on corporate governance, and the Regulations on Operation of the Board of Supervisors. The introduction 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 according to legal regulations.

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

1. The number of members of the Board of Supervisors must be from 03 (three) to 05 (five) members elected by the General Meeting of Shareholders by cumulative voting. The term of members of the Board of Supervisors is not more than 05 (five) years and 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 the following standards:

- a) Not an employee in the accounting, finance department of the Corporation
- b) Not a member or employee of the independent auditing company performing audits of the Corporation's financial statements in the previous 03 consecutive years.
- c) Have professional experience in finance and accounting, understand the business operations of the Corporation;
- d) Have good health, good moral character, honesty, integrity, and understanding of the law;

3. Members of the Board of Supervisors are dismissed in the following cases:

- a) No longer meet the standards and conditions to be a member of the Board of Supervisors as prescribed in Clause 2 of this Article;
- b) Submit a resignation and be accepted;
- c) Other cases as prescribed by law and this Charter

4. Members of the Board of Supervisors are removed in the following cases:

- a) Fail to complete assigned tasks and work;



- b) Fail to exercise their rights and obligations for 06 consecutive months, except for force majeure cases;
- c) Repeatedly violate, seriously violate the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Corporation's Charter;
- d) Other cases according to the resolution of the General Meeting of Shareholders.

#### **Article 39. Head of the Board of Supervisors**

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

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

- a) Convene Board of Supervisors meetings;
- b) Request the Board of Directors, General Director, and other executives to provide related information to report to the Board of Supervisors;
- c) Prepare and sign the Board of Supervisors's report after consulting the Board of Directors to submit to the General Meeting of Shareholders.

#### **Article 40. Rights and obligations of the Board of Supervisors**

The Board of Supervisors will have rights and obligations as prescribed in Article 170 of the Law on Enterprises and this Charter, mainly the following rights and obligations:

- 1. Propose the selection of an independent auditing company, audit fees, and all matters related to the withdrawal or dismissal of the independent auditing company;
- 2. Be responsible to shareholders for their supervisory activities.
- 3. Monitor the financial situation of the Corporation, compliance with the law in the activities of members of the Board of Directors, General Director, and other managers.
- 4. Ensure coordination of activities with the Board of Directors, General Director, and shareholders.
- 5. In case of detecting violations of the law or the Corporation's Charter by members of the Board of Directors, General Director, and other executives of the enterprise,

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the Board of Supervisors must notify the Board of Directors in writing within 48 hours, request the violator to stop the violation and have a solution to remedy the consequences.

6. Develop the operational 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 stipulated in Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Law on Securities.

8. Have the right to access the records and documents of the Corporation kept at the headquarters, branches, and other locations; have the right to visit the workplace of the managers and employees of the Corporation during working hours.

9. Have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide complete, accurate, and timely information and documents regarding the management, administration, and business activities of the Corporation.

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

#### **Article 41. Meeting of the Board of Supervisors**

1. The Board of Supervisors must meet at least 02 times a year, with at least 2/3 of the members of the Board of Supervisors attending. The minutes of the Board of Supervisors meeting must be detailed and clear. The recorder and the members of the Board of Supervisors attending the meeting must sign the meeting minutes. The minutes of the Board of Supervisors meetings must be kept to determine the responsibility of each member of the Board of Supervisors.

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

#### **Article 42. 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 are implemented according to 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 decides the total salary, 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 expenses for meals, accommodation, travel, and the use of independent consulting services. The total remuneration and these expenses do not exceed the annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.

3. Salaries and operating expenses of the Board of Supervisors are accounted for as business expenses of the Corporation according to the provisions of the corporate income tax law, other relevant laws, and must be listed as a separate item in the Corporation's annual financial statements.

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

Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives are responsible for performing their duties, including those as members of the subcommittees of the Board of Directors, honestly and prudently for the benefit of the Corporation.

#### **Article 43. Responsibility for honesty and avoiding conflicts of interest**

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers must disclose related interests as prescribed by the Law on Enterprises and related legal documents.

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and related persons of these members may only use the information obtained thanks to their position to serve the interests of the Corporation.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers are obliged to notify in writing the Board of Directors, the Board of Supervisors about transactions between the Corporation, subsidiaries, other companies controlled by the Corporation with 50% or more of the charter capital with the same subject or with related persons of that subject as prescribed by law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Corporation must disclose information about these resolutions according to the Law on Securities on information disclosure.

4. Members of the Board of Directors are not allowed to vote on transactions that bring benefits to that member or related persons of that member as prescribed by the Law on Enterprises and the Corporation's Charter.



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

6. Transactions between the Corporation and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, and individuals or organizations related to these subjects are not invalid in the following cases:

a) For transactions with a value less than or equal to 20% of the total asset value recorded in the most recent financial statement, the important contents of the contract or transaction as well as the relationships and interests of members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the members of the Board of Directors who do not have related interests;

b) For transactions with a value greater than 20% or transactions leading to a transaction value arising within 12 months from the date of the first transaction with a value of 20% or more of the total asset value recorded in the most recent financial statement, the important contents of this transaction as well as the relationships and interests of members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives have been disclosed to the shareholders and approved by the General Meeting of Shareholders by the vote of shareholders who do not have related interests.

#### **Article 44. Responsibility for damages and compensation**

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives who violate their duties, responsibilities for honesty and prudence, and fail to fulfill their obligations must be responsible for the damages caused by their violations.

2. The Corporation compensates those who have been, are, or may become a related party in complaints, lawsuits, prosecutions (including civil, administrative cases and not lawsuits initiated by the Corporation) if that person has been or is a member of the Board of Directors, a member of the Board of Supervisors, the General Director, other executives, employees, or representatives authorized by the Corporation who have been or are performing tasks on behalf of the Corporation, acting honestly, prudently for the benefit of the Corporation based on compliance with the law and there is no evidence confirming that the person has violated their responsibilities.



3. Compensation costs include judgment costs, fines, actual payments incurred (including attorney fees) when resolving these cases within the framework of the law. The Corporation may purchase insurance for these individuals to avoid the compensation responsibilities mentioned above.

## **XI. RIGHT TO INSPECT THE CORPORATION'S BOOKS AND RECORDS**

### **Article 45. Right to inspect books and records**

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

a) Ordinary shareholders have the right to review, inspect, and extract information about the name and contact address in the list of shareholders with voting rights; request to amend their incorrect information; review, inspect, extract, or copy the Corporation's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 05% or more of the total ordinary shares or have the right to review, inspect, extract minutes and resolutions, decisions of the Board of Directors, mid-year 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 Corporation's trade secrets and business secrets.

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

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives have the right to inspect the Corporation's shareholder register, shareholder list, books, and other records of the Corporation for purposes related to their position provided that this information must be kept confidential.

4. The Corporation must keep this Charter and its amendments, the Certificate of Business Registration, 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 headquarters or another place provided that

shareholders and the Business Registration Authority are informed of the location where these documents are stored.

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

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

### **Article 46. Employees and trade union**

1. The General Director must plan for the Board of Directors to approve issues related to recruitment, employee dismissal, salaries, social insurance, benefits, rewards, and discipline for employees and business executives.

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

## **XIII. PROFIT DISTRIBUTION**

### **Article 47. Profit distribution**

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

2. The Corporation does not pay interest on dividend payments or payments related to a type of share.

3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of the dividend in shares and the Board of Directors is the body implementing this decision.

4. In case dividends or other payments related to a type of share are paid in cash, the Corporation must pay in Vietnamese Dong. The payment can be made directly or through banks based on the bank account details provided by the shareholder. In case the Corporation has transferred the money according to the correct bank details provided by the shareholder and that shareholder does not receive the money, the Corporation is not responsible for the money the Corporation has transferred to this shareholder. The payment of dividends for listed/registered shares on the Stock Exchange can be conducted through securities companies or the Vietnam Securities Depository Center/Vietnam Securities Depository and Clearing Corporation.

5. Based on the Law on Enterprises, the Law on Securities, the Board of Directors passes resolutions, decisions determining a specific date to finalize the list of shareholders.

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Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends in cash or shares, receive notifications, or other documents.

6. Other issues related to profit distribution are implemented according to legal regulations.

#### **XIV. BANK ACCOUNTS, RESERVE FUND, FISCAL YEAR, AND ACCOUNTING REGIME**

##### **Article 48. Bank accounts**

1. The Corporation will open accounts at several Vietnamese banks or at foreign banks permitted to operate in Vietnam.

2. With prior approval from the competent authority, if necessary, the Corporation may open bank accounts abroad according to legal regulations.

3. The Corporation will conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Corporation opens accounts.

##### **Article 49. Reserve fund to supplement charter capital**

Annually, the Corporation must deduct from its after-tax profit an amount into the reserve fund to supplement charter capital according to legal regulations. This deduction must not exceed 5% of the Corporation's after-tax profit and is deducted until the reserve fund equals 10% of the Corporation's charter capital.

##### **Article 50. Fiscal year**

The fiscal year of the Corporation begins on January 01 each year and ends on December 31 of the same year. The first fiscal year begins on the date of issuance of the Enterprise Registration Certificate and ends on December 31 of the year of issuance of that Enterprise Registration Certificate.

##### **Article 51. Accounting regime**

1. The accounting regime used by the Corporation is the enterprise accounting regime or a specific accounting regime issued and approved by the competent authority.

2. The Corporation keeps accounting books in Vietnamese. The Corporation will maintain accounting records according to the type of business activities the Corporation

participates in. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Corporation's transactions.

3. The Corporation uses Vietnamese Dong as the currency unit used in accounting. In case the Corporation has economic transactions mainly in a foreign currency, it can choose that foreign currency as the currency unit in accounting, responsible for that choice before the law and notify the direct tax management agency.

## **XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, INFORMATION DISCLOSURE RESPONSIBILITIES**

### **Article 52. Annual, semi-annual, and quarterly financial statements**

1. The Corporation must prepare annual financial statements and the annual financial statements must be audited according to legal regulations. The Corporation publishes audited annual financial statements according to legal regulations on information disclosure in the securities market and submits them to the competent state agency.

2. The annual financial report must include all reports, appendices, and explanations according to legal regulations on enterprise accounting. The annual financial report must reflect the Corporation's activities truthfully and objectively.

3. The Corporation must prepare and publish reviewed semi-annual financial statements and quarterly financial statements according to legal regulations on information disclosure in the securities market and submit them to the competent state agency.

### **Article 53. Annual report**

The Corporation must prepare and publish the Annual Report according to the regulations of the law on securities and the securities market.

### **Article 54. Information disclosure and public notification**

Annual financial statements and other supplementary documents must be publicly disclosed according to the regulations of the State Securities Commission and submitted to the relevant tax authority and business registration authority according to the provisions of the Law on Enterprises.

## **XVI. AUDIT OF THE CORPORATION**

### **Article 55. Audit**

1. The General Meeting of Shareholders appoints an independent auditing company or approves a list of independent auditing companies and authorizes the Board of Directors to decide to choose one of these units to audit the Corporation's financial statements for the next fiscal year based on the terms and conditions agreed with the Board of Directors.
2. The audit report is attached to the Corporation's annual financial report.
3. The independent auditor conducting the audit of the Corporation's financial statements is entitled to attend the General Meeting of Shareholders and has the right to receive notices and other information related to the General Meeting of Shareholders and to express opinions at the meeting on issues related to the audit of the Corporation's financial statements.

## **XVII. CORPORATE SEAL**

### **Article 56. Corporate seal**

1. The seal includes a seal made at a seal engraving facility or a seal in the form of a digital signature according to the provisions of the law on electronic transactions.
2. The Board of Directors decides the type of seal, quantity, form, and content of the Corporation's seal, branch, representative office (if any).
3. The Board of Directors, the General Director manages, keeps, and uses the seal according to current legal regulations.
4. The enterprise is allowed to use the seal in transactions according to legal regulations.

## **XVIII. DISSOLUTION OF THE CORPORATION**

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

1. The Corporation may be dissolved or cease operations in the following cases:
  - a. End of the operation period recorded in the Corporation's Charter without a decision to extend;
  - b. According to the resolution, decision of the General Meeting of Shareholders;

c. Revocation of the Enterprise Registration Certificate, except in cases where the Tax Management Law provides otherwise;

d. Other cases prescribed by law.

2. The dissolution of the Corporation before the deadline (including the extended period) is decided by the General Meeting of Shareholders, implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) according to regulations.

#### **Article 58. Extension of operation**

1. The Board of Directors convenes a meeting of the General Meeting of Shareholders at least 7 months before the end of the operation period so that shareholders can vote on the extension of the Corporation's operation as proposed by the Board of Directors.

2. The operation period is extended when shareholders representing 65% or more of the total votes of all shareholders attending the General Meeting of Shareholders agree.

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

1. At least 06 months before the end of the Corporation's operation period or after the decision to dissolve the Corporation, 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 company. The Liquidation Committee prepares its operational regulations. Members of the Liquidation Committee can be selected from the Corporation's employees or independent experts. All costs related to liquidation are prioritized for payment by the Corporation before other debts of the Corporation.

2. The Liquidation Committee is responsible for reporting to the Business Registration Authority on the date of establishment and the start date of operation. From that point, the Liquidation Committee represents the Corporation in all matters related to the liquidation of the Corporation before the Court and administrative agencies.

3. Proceeds from the liquidation are paid in the following order:

a) Liquidation costs;

b) Wage debts, severance pay, social insurance, and other benefits of employees according to the collective labor agreement and signed labor contracts;

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- c) Tax debts;
- d) Other debts of the Corporation;
- e) The remaining portion after paying all debts from items (a) to (d) above is distributed to the shareholders. Preferred shares are prioritized for payment first.

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

### **Article 60. Resolution of internal disputes**

1. In case of disputes or complaints related to the Corporation's activities or to the rights of shareholders arising from the Charter or from any rights or obligations prescribed by the Law on Enterprises or other laws or administrative regulations, between:

- a. Shareholders and the Corporation; or
- b. Shareholders and the Board of Directors, Board of Supervisors, General Director, or senior management

The parties involved will try to resolve the dispute through negotiation and mediation. Except in cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors will preside over the dispute resolution and will request each party to present the practical elements related to the dispute within 30 working days from the date the dispute arises. In cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as an arbitrator for the dispute resolution process.

2. In case no mediation decision is reached within 06 (six) weeks from the start of the mediation process or if the mediator's decision is not accepted by the parties, any party may bring the dispute to the Economic Arbitration or Economic Court.

3. The parties will bear their own costs related to the negotiation and mediation procedures. Court costs will be decided by the Court as to which party must bear.

## **XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER**

### **Article 61. Charter of the Corporation**

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



2. In case there are legal provisions related to the Corporation's activities not mentioned in this Charter or in case there are new legal provisions different from the terms in this Charter, those legal provisions will automatically apply and adjust the Corporation's activities.

## **XXI. EFFECTIVE DATE**

### **Article 62. Effective date**

1. This Charter consists of XXI chapters and 62 articles, unanimously approved by the General Meeting of Shareholders of Nha Be Garment Corporation - Joint Stock Company on June 26, 2026, in Ho Chi Minh City and jointly accepted the full effectiveness of this Charter.

2. The Charter is made in 10 copies, with equal value and must be kept at the Corporation's headquarters.

3. This Charter is the only and official one of the Corporation.

4. Copies or extracts of the Corporation's Charter must be signed by the Chairman of the Board of Directors or at least half of the total number of members of the Board of Directors or the signature of the legal representative to be valid.

**Name, signature of the legal representative of the Corporation.**

NHA BE GARMENT CORPORATION - JOINT STOCK COMPANY

LEGAL REPRESENTATIVE

GENERAL DIRECTOR *Haul*



NGUYEN NGOC LAN

MINH C.P.