

CÔNG TY CỔ PHẦN SCI  
SCI JOINT STOCK COMPANY

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

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Số: 74./2026/SCI-CBTT  
No.: 74./2026/SCI-CBTT

Hà Nội, ngày 07 tháng 07 năm 2026  
Hanoi, day 07 month 07 year 2026

**CÔNG BỐ THÔNG TIN BẤT THƯỜNG**  
**EXTRAORDINARY INFORMATION DISCLOSURE**

**Kính gửi: Sở Giao dịch Chứng khoán Việt Nam/ Sở Giao dịch Chứng khoán Hà Nội/ Sở**  
**Giao dịch Chứng khoán thành phố Hồ Chí Minh**  
**To: Vietnam Exchange/ Hanoi Stock Exchange/ Hochiminh Stock Exchange**

1. Tên tổ chức/Name of organization: Công ty cổ phần SCI / SCI Joint Stock Company

- Mã chứng khoán/Mã thành viên/ Stock code/ Broker code: S99

- Địa chỉ/Address: Tầng 3, tháp C, tòa nhà Golden Palace, đường Mê Trì, phường Mê Trì, quận Nam Từ Liêm, Tp Hà Nội / 3<sup>rd</sup> Floor, Tower C, Golden Palace Building, Me Tri Road, Me Tri Ward, Nam Tu Liem Distric, Hanoi City.

- Điện thoại liên hệ/Tel.: (+84-24) 3768 4495

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- E-mail: sci@scigroup.vn

2. Nội dung thông tin công bố/Contents of disclosure:

- Nghị quyết số 23/2026/NQ-SCI-HĐQT ngày 07/07/2026 của Hội đồng quản trị về việc sửa đổi Điều lệ, điều chỉnh Giấy chứng nhận đăng ký doanh nghiệp, điều chỉnh thông tin số lượng chứng khoán đăng ký và niêm yết bổ sung cổ phiếu thưởng cho người lao động trong công ty/ Resolution No. 23/2026/NQ-SCI-HDQT dated July 07, 2026 of the Board of Directors on the amendment to the Company Charter, revision of the Enterprise Registration Certificate, adjustment to the registered securities volume, and additional listing of bonus shares issued to employees.

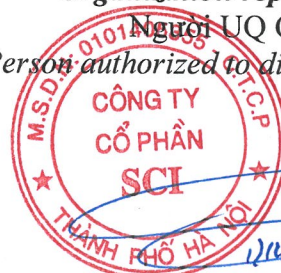
3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 07/07/2026 tại đường dẫn <https://scigroup.vn/quan-he-co-dong#thong-tin-cong-bo>  
/This information was published on the company's website on 07/07/2026 (date), as in the link: <https://scigroup.vn/en/quan-he-co-dong#information-disclosure>

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.

**Tài liệu đính kèm/Attached documents:**

Tài liệu liên quan đến nội dung thông tin công bố/ Documents on disclosed information.

**Đại diện tổ chức**  
**Organization representative**  
Người UQ CBTT  
/ Person authorized to disclose information



*Phan Dương Mạnh*

## RESOLUTION

On the amendment of the Charter, adjustment of the Enterprise Registration Certificate, adjustment of registered securities information and additional listing of bonus shares for employees in the Company

### THE BOARD OF DIRECTORS OF SCI JOINT STOCK COMPANY

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, amended and supplemented by Law No. 03/2022/QH15, Law No. 76/2025/QH15 and guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, amended and supplemented by Law No. 56/2024/QH15 and guiding documents;
- Pursuant to Decree No. 155/2020/ND-CP of the Government dated December 31, 2020, amended and supplemented by Decree No. 245/2025/ND-CP of the Government dated September 11, 2026 and guiding documents;
- Pursuant to the Charter on Organization and Operation of SCI Joint Stock Company;
- Pursuant to the result of written opinions of the members of the Board of Directors of the Company.



## HEREBY RESOLVES

**Article 1.** To approve the amendment of provisions related to charter capital and shares in the Company's Charter and the issuance of the amended Charter upon the completion of the share issuance under the employee stock ownership plan (ESOP) as authorized by the 2026 Annual General Meeting of Shareholders dated April 20, 2026. The specific amendments are as follows:

Amending Clauses 1 and 2, Article 6 of the Company's Charter as follows:

"1. The charter capital of the Company is VND 1,047,189,920,000 (One thousand, forty-seven billion, one hundred and eighty-nine million, nine hundred and twenty thousand dong).

2. The total charter capital of the Company is divided into 104,718,992 shares (One hundred and four million, seven hundred and eighteen thousand, nine hundred and ninety-two shares) with a par value of VND 10,000 (ten thousand)/share."

**Article 2.** To approve the implementation of procedures to adjust the Enterprise Registration Certificate of the Company corresponding to the Charter capital upon the completion of the share issuance under the employee stock ownership plan (ESOP) in the Company, which is VND 1,047,189,920,000 in accordance with the provisions of law.

**Article 3.** To approve the implementation of procedures to adjust the registered securities information with Vietnam Securities Depository and Clearing Corporation (VSDC) for all 630,000 shares issued under the employee stock ownership plan (ESOP) in the Company.

**Article 4.** To approve the implementation of changing the listing registration with the Hanoi Stock Exchange (HNX) for all 630,000 shares issued under the employee stock ownership plan (ESOP) in the Company.

**Article 5: Effectiveness and Implementation:**

This Resolution takes effect from the date of its signing.



The Board of Directors unanimously authorizes the Chairman of the BOD and the General Director to direct and assign relevant departments and individuals to carry out the procedures to adjust the registered securities information and change the listing registration in accordance with relevant laws.

Members of the BOD, the General Director and relevant departments and individuals are responsible for the implementation of this Resolution.

**Recipients:**

- As per Article 5;
- Information Disclosure;
- Filed: BOD.

ON BEHALF OF THE BOARD  
OF DIRECTORS  
CHAIRMAN



NGUYEN CONG HUNG

55 - C.T.C.P  
CÔNG TY  
CỔ PHẦN  
SCI  
THÀNH PHỐ HÀ NỘI



## **SCI JOINT STOCK COMPANY**

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# **CHARTER**

## **SCI JOINT STOCK COMPANY**

**Hanoi, July 2026**

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## PREAMBLE

### CHAPTER I. DEFINITIONS OF TERMS USED IN THE CHARTER

#### Điều 1. Interpretation of terms:

1. In this Charter, the following terms shall be construed as follows:
  - a. *“Charter Capital” means the total par value of the shares contributed by all shareholders and stipulated in Article 6 of this Charter;*
  - b. *“Voting Capital” means share capital by virtue of which the holder is entitled to vote on matters falling within the 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 of the Socialist Republic of Vietnam on 17 June 2020;*
  - d. *“Law on Securities” means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019;*
  - e. *“Vietnam” means the Socialist Republic of Vietnam;*
  - f. *“Establishment Date” means the date on which the Company was first granted the Enterprise Registration Certificate (Business Registration Certificate);*
  - g. *“Executive Officer of the Enterprise” means the General Director, Deputy General Director, Chief Accountant, and other executive officers of the Company approved by the Board of Management;*
  - h. *“Manager of the Enterprise” means a manager of the company, including the Chairperson of the Board of Management, members of the Board of Management, the General Director, and individuals holding other managerial positions as stipulated in the Company’s Charter;*
  - i. *“Related Person” means an individual or organization stipulated in Clause 46, Article 4 of the Law on Securities;*
  - j. *“Shareholder” means an individual or organization owning at least one share of the Company;*
  - k. *“Founding Shareholder” means a shareholder owning at least one ordinary share and signing in the list of founding shareholders of the joint-stock company;*
  - l. *“Major Shareholder” means a shareholder stipulated in Clause 18, Article 4 of the Law on Securities;*
  - m. *“Operating Term” means the operating period of the Company stipulated in Article 2 of this Charter and the extension period (if any) approved by resolution of the General Meeting of Shareholders of the Company;*
  - n. *“Stock Exchange” means the Vietnam Stock Exchange and its subsidiaries.*
2. In this Charter, references to one or more provisions or other documents shall include any amendments or replacement documents thereof.

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

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

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

1. Name of the Company

Vietnamese name : Công ty cổ phần SCI

English name : SCI Joint Stock Company

Trading name : SCI

Logo of the Company :



The Company is a joint-stock company having legal entity status in accordance with the prevailing Law of Vietnam.

2. The registered head office of the Company is:

Address: 3rd Floor, Tower C, Golden Palace Building, Me Tri Street, Tu Liem Ward, Hanoi City, Vietnam.

- Telephone : (+84-24) 3768 4495

- Fax : (+84-24) 3768 4490

- Email : [sci@scigroup.vn](mailto:sci@scigroup.vn)

- Website : [www.scigroup.vn](http://www.scigroup.vn)

3. The Company may establish branches and representative offices within its business territory to carry out the Company's operational objectives in accordance with the decisions of the Board of Directors and within the scope permitted by law.
4. Unless the Company's operations are terminated prior to the expiry date pursuant to Clause 2, Article 54, or extended pursuant to Article 55 of these Charter, the term of operation of the Company shall commence from the date of establishment and shall be indefinite.

### **Điều 3. The Legal Representative of the Company**

1. The Company shall be managed by the Board of Directors and administered by the General Director.
2. The Legal Representative of the Company is the individual who represents the Company in exercising the rights and performing the obligations arising from the Company's transactions, representing the Company in the capacity of plaintiff, defendant, or person with related rights and obligations before the Arbitration, the

Court, and competent State authorities, and who holds other rights and obligations as prescribed by law and these Charter.

3. The Company has 02 (two) Legal Representatives, being the Chairperson of the Board of Directors and the General Director. Depending on the practical operational requirements in each period, the Company may have an additional number of Legal Representatives. The specific number of Legal Representatives shall be decided by the General Meeting of Shareholders.
4. The powers and obligations of each Legal Representative are as follows:
  - a. The first Legal Representative is the Chairperson of the Board of Directors: To decide on the execution and organize the performance of contracts, agreements, and documents within their authority upon approval by the General Meeting of Shareholders pursuant to Article 15 or by the Board of Directors pursuant to Article 27 of these Charter, and to represent the Company before State authorities, other organizations and individuals on all matters relating to the Company's operations in the field of: finance and accounting.
  - b. The second Legal Representative is the General Director: To decide on the execution and organize the performance of contracts, agreements, and documents within their authority or upon approval by the General Meeting of Shareholders pursuant to Article 15 or by the Board of Directors pursuant to Article 27 of these Charter, and to represent the Company before State authorities, other organizations and individuals on all matters relating to the Company's operations in the fields of: investment, business, personnel, labor, and certain other remaining matters.
5. Depending on the actual operations of the Company, the General Meeting of Shareholders shall decide, or authorize the Board of Directors to decide, on the detailed authority and duties of each Legal Representative pursuant to Clause 4 of this Article.
6. Each Legal Representative of the Company shall be personally liable before the Company, the General Meeting of Shareholders, the Board of Directors, and before the law for matters falling within the scope of their authority as prescribed in Article 13 of the Law on Enterprises 2020; these Charter; and the Decisions of the General Meeting of Shareholders and the Board of Directors under Clause 5 of this Article.
7. All Legal Representatives shall be jointly liable for damages caused to the Company in accordance with civil law and other relevant provisions of law, except where the Charter and the provisions of law otherwise provide that a Legal Representative of the Company shall be severally liable only for their own violations and for damages caused to the Company and other related individuals and organizations.
8. The Company must ensure that it always has at least one Legal Representative residing in Vietnam. In the event that one of the two Legal Representatives prescribed in Clause 3 of this Article 3 is absent or unable to perform their duties, that absent Legal Representative shall authorize in writing the remaining Legal Representative or another enterprise manager to exercise their rights, obligations,

and duties within the scope of the Board of Directors' assignment document referred to in Clause 5 of this Article, corresponding to the period of absence or inability to perform their duties. The authorization document must include the full name, number, date of issue, and place of issue of the citizen identity card or passport of the authorizing Legal Representative; the full name, number, date of issue, and place of issue of the citizen identity card or passport of the authorized person; the content of the authorization; the commencement and termination dates of the authorization; the signature of the authorizing Legal Representative; and the signature of the authorized person. In this case, the authorizing Legal Representative shall remain liable before the General Meeting of Shareholders, the Board of Directors, and before the law for matters falling within the scope of their authority as prescribed by law and these Charter.

In the event that the authorization period prescribed in Clause 8 of this Article has expired and the authorizing Legal Representative remains absent, the authorized person shall continue to exercise the rights and obligations of the Legal Representative: (i) until the Company's Legal Representative returns to work at the Company, or (ii) until the Board of Directors decides to appoint another person as the enterprise's Legal Representative. The Board of Directors' decision document in this case shall have the highest legal effect for determining the authority and responsibilities of the Legal Representatives.

9. In the event that all Legal Representatives prescribed in Clause 3 of this Article 3 are simultaneously absent from Vietnam for more than 30 (thirty) days without reporting to the Board of Directors to authorize another person to exercise the rights and obligations of the Company's Legal Representative, or die, go missing, are being prosecuted for criminal liability, are held in custody, are serving a prison sentence, are serving an administrative handling measure at a compulsory detoxification establishment or compulsory educational establishment, have limited or lost civil act capacity, have difficulty in cognition or in controlling their behavior, or are prohibited by the Court from holding office, practicing a profession, or performing certain work, the Board of Directors shall appoint another person as the Legal Representative of the Company.

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

#### **Điều 4. Operational Objectives of the Company**

##### **1. Business Lines of the Company:**

<b>No</b>	<b>Business Line</b>	<b>Industry Code</b>
1	Wholesale of other materials and installation equipment in construction	4663

	Details: Trading in construction materials: Bricks, tiles, stone, sand and gravel, cement, roofing sheets, timber used in construction and other consumption;	
2	Installation of industrial machinery and equipment	3320
3	Installation of other construction systems Details: - Installation of other equipment systems not pertaining to electricity, water irrigation piping systems, heating and air-conditioning systems, or industrial machinery in the construction and civil engineering construction sectors; - Installation of equipment systems in the construction and civil construction sectors, such as: + Elevators, escalators, + Automatic doors of all kinds, + Lighting systems, + Dust extraction systems, + Sound systems, + Equipment systems for entertainment and recreation.	4329
4	Building completion and finishing	4330
5	Other specialized construction activities Details: + Construction of building foundations, including pile driving, + Moisture testing and water testing works, + Damp-proofing of buildings, + Burying of column bases, + Removal of steel sections not self-manufactured, + Steel bending, + Bricklaying and stone laying, + Roofing to cover buildings, + Erection of scaffolding and works to prepare the ground by removing or demolishing construction works, except for the leasing of scaffolding and ground, + Removal of chimneys and industrial boilers, + Works requiring necessary expertise such as climbing skills and the use of related equipment, for example working at high levels on tall structures. - Sub-surface works; - Construction of outdoor swimming pools; - Steam cleaning, sandblasting, and similar activities for building exteriors; - Leasing of cranes with operators.	4390
6	Real estate business, land use rights owned by the owner, user, or leased Details: Investment in construction and trading of housing and offices for lease; Investment in the construction of hydropower plants, operation and management of hydropower plants, and sale of electricity;	6810
7	Activities of head offices Details: Operation and management of hydropower plants	7010
8	Renting of motor vehicles	7710
9	Installation of water supply and drainage systems, heating and air-conditioning systems	4322
10	Renting of machinery, equipment and other tangible goods without operator	7730

	Details: Renting of construction machinery and equipment	
11	Transmission and distribution of electricity Details: Sale of electricity	3512
12	Construction of residential buildings	4101
13	Construction of non-residential buildings	4102
14	Construction of railway works	4211
15	Construction of roadway works	4212
16	Construction of power works	4221
17	Construction of water supply and drainage works	4222
18	Construction of telecommunications and communication works	4223
19	Construction of other public utility works	4229
20	Construction of other civil engineering works Details: Undertaking the construction of civil and industrial works, hydropower construction, postal works, irrigation works, roadway traffic works of all grades, airports, ports, bridges and culverts, urban and industrial-zone technical infrastructure works, power line and transformer station works, foundation leveling and filling, treatment of soft soil foundations, water supply and drainage construction works, fabrication and installation of technological and pressure pipelines, and installation of refrigeration and air-conditioning systems	<b>4299 (Principal )</b>

## 2. Operational objectives of the Company:

To conduct profitable business, to preserve and develop the capital invested in the Company and in other enterprises; to maximize profits, develop production and business activities, deliver optimal benefits to investors, contribute to the State budget through various taxes arising from production and business activities, and at the same time create jobs and generate income for employees.

To maximize the operational efficiency of the entire Company.

To diversify business lines and trades, expand domestic and foreign markets, and enhance the Company's competitiveness in order to build and develop the Company into an entity with strong economic potential.

## Điều 5. Scope of business and operations of the Company

1. The Company is permitted to plan and carry out all business activities in accordance with the business lines of the Company as published on the National Business Registration Portal and this Charter, in conformity with the provisions of the prevailing law, and to implement appropriate measures to achieve the objectives of the Company.

## CHAPTER IV. CHARTER CAPITAL, SHARES

### Điều 6. Charter capital, shares

1. The charter capital of the Company is VND 1,047,189,920,000 (One thousand forty-seven billion, one hundred eighty-nine million, nine hundred twenty thousand dong./.).
2. The total charter capital of the Company is divided into 104,718,992 shares (One hundred four million, seven hundred eighteen thousand, nine hundred ninety-two shares) with a par value of VND 10,000 (ten thousand) per share.
3. The Company may adjust its charter capital by increase or decrease upon approval by the General Meeting of Shareholders in accordance with this Charter and the provisions of law.
4. The shares of the Company as of the date of adoption of this Charter comprise ordinary shares and preference shares (if any). The rights and obligations of shareholders holding shares are stipulated in Article 12 and Article 13 of this Charter.
5. The Company may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.
6. Ordinary shares must first be offered to existing shareholders in proportion to their respective ownership of ordinary shares in the Company, unless the General Meeting of Shareholders decides otherwise. The number of shares that shareholders do not fully register to purchase shall be decided by the Board of Management of the Company. The Board of Management may distribute such shares to persons on such terms and conditions and in such manner as the Board of Management deems appropriate, provided that such shares must not be sold on terms more favorable than those offered to existing shareholders, except where the shares are sold through the Stock Exchange by auction.
7. The Company may purchase shares that it has itself issued in accordance with the methods stipulated in this Charter and applicable law. Shares repurchased by the Company shall be treasury shares, and the Board of Management may offer them for sale in accordance with the methods stipulated in this Charter, the Law on Securities, and relevant guiding documents.
8. The Company may issue other classes of securities upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.
9. The charter capital shall be used for the following business activities:
  - a) Procurement of fixed assets, machinery, and equipment to expand the scale of the Company's operations;
  - b) Development of techniques and professional operations;
  - c) Purchase of shares and bonds, capital contribution, and joint ventures;
  - d) Necessary reserves in movable and immovable property;
  - e) Conducting the business lines registered in the Enterprise Registration Certificate.

- f) The Company shall not use its charter capital to distribute to shareholders in any form (except where the General Meeting of Shareholders adopts a different decision in accordance with the provisions of law).

#### **Điều 7. Share certificates**

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares they own.
2. A share certificate is a type of security certifying the lawful rights and interests of its holder in respect of a portion of the share capital of the issuing entity. A share certificate must contain all the particulars stipulated in Clause 1, Article 121 of the Law on Enterprises.
3. Within thirty (30) days from the date of full submission of the dossier requesting the transfer of ownership of shares in accordance with the Company's regulations (or such other time limit as prescribed by the terms of issuance) from the date of full payment for the shares as stipulated in the Company's share issuance plan, the holder of the shares shall be issued a share certificate. The share holder shall not be required to pay the Company the cost of printing the share certificate.
4. Where a share certificate is damaged, defaced, lost, stolen, or destroyed, the holder of such share certificate may request the issuance of a new share certificate, provided that they furnish evidence of ownership of the shares and pay all related costs to the Company.

#### **Điều 8. Other securities certificates**

Bond certificates or other securities certificates of the Company (except offering letters, temporary certificates, and similar documents) shall be issued bearing the seal and signature of the legal representative of the Company.

#### **Điều 9. Transfer of shares**

##### 1. Offering

The Board of Management shall decide on the time, method, and price of the offering of shares among the shares authorized to be offered. The offering price of shares must not be lower than the market price at the time of offering or the book value of the shares at the most recent point in time, except in the following cases:

- a) Shares offered for the first time to persons who are not founding shareholders;
- b) Shares offered to all shareholders in proportion to their existing shareholding in the Company;
- c) Shares offered to brokers or underwriters. In this case, the specific discount amount or discount rate must be approved by the General Meeting of Shareholders.
- d) After the shares have been sold, the Company shall issue a share certificate to the purchaser. The information about the shareholder recorded in full in the share certificate and in the Company's register of shareholders shall serve as the basis for certifying that shareholder's ownership of shares in the Company.

##### 2. Transfer

All shares may be freely transferred unless otherwise provided by this Charter and the law. Shares listed or registered for trading on the Stock Exchange shall be transferred in accordance with the provisions of the law on securities and the securities market. The transferor of securities shall retain the rights and obligations of a shareholder in the Company until the transferee is recorded in the Company's register of shareholders. The conditions, methods, and procedures for the public offering of shares shall likewise be carried out in accordance with the provisions of the law on securities and the securities market.

Shares that have not been fully paid up may not be transferred and shall not be entitled to the related benefits, such as the right to receive dividends, the right to receive shares issued to increase share capital from owner's equity, the right to purchase newly offered shares, and other benefits as prescribed by law.

3. Inheritance

- a) Where a shareholder who is an individual dies, the heir under a will or by law of that shareholder shall be a shareholder of the Company.
- b) Where the shares of a shareholder who is an individual who has died have no heir, or the heir refuses to accept the inheritance or is disinherited, such shares shall be dealt with in accordance with the provisions of civil law.

**Điều 10. Recovery of shares, repurchase of shares, and conditions for payment and handling of repurchased shares**

1. Recovery of shares:

- a) Where a shareholder fails to pay in full and on time the amount payable for the purchase of shares, the Board of Management shall issue a notice and shall have the right to require that shareholder to pay the outstanding amount together with interest on such amount and any costs arising for the Company as a result of the failure to pay in full, as prescribed.
- b) The aforesaid payment notice must clearly state the new payment deadline (a minimum of seven (07) days from the date the notice is sent), the place of payment, and the notice must clearly state that in the event of failure to pay in accordance with the requirement, the shares not yet fully paid for shall be recovered.
- c) The Board of Directors shall have the right to reclaim shares that have not been fully paid on time in the event that the requirements set out in the aforementioned notice are not fulfilled.
- d) Reclaimed shares shall be deemed shares authorized for offering. The Board of Directors may, directly or through delegation, sell, redistribute or dispose of them to the person who previously held the reclaimed shares or to other parties on such terms and in such manner as the Board of Directors deems appropriate.
- e) A shareholder holding reclaimed shares must relinquish shareholder status with respect to such shares, but shall nonetheless remain liable to pay all related sums plus interest at a rate (not exceeding 13% per annum) at the time of reclamation, as decided by the Board of Directors, from the date of reclamation until the date

of payment. The Board of Directors shall have full authority to decide on the compulsory payment of the entire value of the shares at the time of reclamation.

- f) A notice of reclamation shall be sent to the holder of the reclaimed shares prior to the time of reclamation. The reclamation shall remain effective even in the event of any error or negligence in sending the notice.

## 2. Redemption of shares

- a) Redemption of shares at the request of a shareholder.

- A shareholder who has voted against a resolution on the reorganization of the Company or on changes to the rights and obligations of shareholders shall have the right to request the Company to redeem their shares. The request must be made in writing, clearly stating the name and address of the shareholder, the number of shares of each class, the intended selling price, and the reason for requesting the Company to redeem them. The request must be sent to the Company within ten (10) working days from the date on which the General Meeting of Shareholders passes the resolution on the matters specified in this Clause.
- The Company must redeem the shares at the request of a shareholder as specified in Clause 1 of this Article at the market price or at a price determined in accordance with the applicable principles within ninety (90) days from the date of receipt of the request. Where no agreement on the price can be reached, such shareholder may sell the shares to another person, or the parties may request a professional valuation organization to determine the price. The Company shall recommend at least three professional valuation organizations for the shareholder to select from, and such selection shall be final.

- b) Redemption of shares at the decision of the Company.

The Company shall have the right to redeem no more than 30% of the total number of ordinary shares sold, and part or all of the sold dividend-preference shares, in accordance with the following provisions:

- The Board of Directors shall have the right to decide to redeem no more than 10% of the total number of shares of each class offered in every twelve (12) months. In other cases, the redemption of shares shall be decided by the General Meeting of Shareholders;
- The Board of Directors shall decide the redemption price of the shares. For ordinary shares, the redemption price must not be higher than the market price at the time of redemption. For other classes of shares, unless otherwise agreed with the relevant shareholders, the redemption price must not be lower than the market price;
- The Company may redeem the shares of each shareholder in proportion to their shareholding ratio in the Company. In this case, the Company's decision to redeem shares must be notified, by a method ensuring delivery, to all shareholders within thirty (30) days from the date on which such decision is passed. The notice must state the name and address of the head office of the Company, the total number and class of shares to be redeemed, the redemption price or the principle for

determining the redemption price, the procedures and time limit for payment, and the procedures and time limit for shareholders to offer their shares to the Company;

- A shareholder who agrees to sell back their shares must send an offer of their shares, by a method ensuring delivery to the Company, within thirty (30) days from the date of the notice. The offer must contain the full name, permanent residential address, and number of the Identity Card, passport, or other lawful personal identification of the shareholder who is an individual; the name, address of the head office, and the establishment decision number or business registration number of the shareholder who is an organization; the number of shares owned and the number of shares offered; the method of payment; and the signature of the shareholder or the legal representative of the shareholder. The Company shall only redeem the shares offered within the aforementioned time limit.

3. Conditions for payment and handling of the redeemed shares.

The Company shall only be entitled to pay for the redeemed shares to shareholders as specified in Clause 2 of this Article if, immediately after full payment for the redeemed shares, the Company still ensures full payment of its debts and other property obligations.

- a) Shares redeemed in accordance with Clause 2 of this Article shall be deemed shares recovered and shall belong to the number of shares authorized for offering. The Company must register a reduction of its charter capital corresponding to the total par value of the shares redeemed by the Company within ten (10) days from the date of completion of payment for the redemption of shares, unless the law on securities provides otherwise.
- b) Share certificates confirming ownership of the redeemed shares must be destroyed immediately after the corresponding shares have been fully paid for. The Chairperson of the Board of Directors and the General Director shall be jointly liable for any damage caused to the Company by the failure to destroy, or the delay in destroying, the share certificates.
- c) After full payment for the redeemed shares, if the total value of assets recorded in the Company's accounting books decreases by more than 10%, the Company must notify all creditors within fifteen (15) days from the date of full payment for the redeemed shares.

## **CHAPTER V. ORGANIZATIONAL STRUCTURE AND MANAGEMENT OF THE COMPANY**

### **Điều 11. Organizational structure and management of the Company**

The organizational and management structure of the Company comprises:

1. The General Meeting of Shareholders;
2. The Board of Directors and the Audit Committee under the Board of Directors;
3. The General Director.

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

### **Điều 12. Rights of shareholders**

1. A shareholder is an owner of the Company and has rights and obligations corresponding to the number and class of shares they own. A shareholder shall be liable for the debts and other property obligations of the Company only to the extent of the amount of capital they have contributed to the Company.
2. A holder of ordinary shares has the following rights:
  - a. To attend and speak at meetings of the General Meeting of Shareholders and to exercise the voting right directly at the General Meeting of Shareholders or through an authorized representative, or to attend the meeting in another form as provided in this Charter and the relevant laws. Each ordinary share carries one vote;
  - b. To receive dividends at the rate decided by the General Meeting of Shareholders;
  - c. To freely transfer fully paid shares in accordance with this Charter and the applicable laws;
  - d. To have priority in purchasing newly offered shares in proportion to the ratio of ordinary shares they own;
  - e. To examine, look up, and extract information relating to shareholders in the List of Shareholders eligible to attend the General Meeting of Shareholders, and to request the correction of inaccurate information;
  - f. To examine, look up, extract, or make copies of the Company's Charter, the minute book of meetings of the General Meeting of Shareholders, and the resolutions of the General Meeting of Shareholders;
  - g. In the event that the Company is dissolved or bankrupt, to receive a portion of the remaining assets in proportion to the ratio of shares owned in the Company, after the Company has paid its debts (including debt obligations to the State, taxes, and fees) and made payments to shareholders holding other classes of shares of the Company in accordance with the law;
  - h. To request the Company to redeem their shares in the cases specified in Article 132 of the Law on Enterprises;
  - i. Other rights as provided in this Charter and the laws.
3. A shareholder or group of shareholders owning 5% or more of the ordinary shares has the following rights:
  - a. To request the Board of Directors to convene the General Meeting of Shareholders in accordance with the provisions of Clause 3 of Article 115 and Article 140 of the Law on Enterprises.
  - b. Other rights as provided by law and this Charter.
4. A shareholder or group of shareholders holding 10% or more of the total ordinary shares

- a. Nominate candidates to the Board of Management in accordance with the corresponding provisions of Clause 2, Article 25 of this Charter;
- b. Inspect and obtain a copy or extract of the list of shareholders entitled to attend and vote at the General Meeting of Shareholders;
- c. Other rights as provided by law and this Charter.

### **Điều 13. Obligations of shareholders**

Shareholders have the following obligations:

1. Comply with the Company's Charter and internal regulations of the Company; observe the Resolutions and Decisions of the General Meeting of Shareholders and the Board of Management.
2. Attend the meeting of the General Meeting of Shareholders and exercise the right to vote through the following forms:
  - a. Attend and vote directly at the meeting;
  - b. Authorize another person to attend and vote at the meeting;
  - c. Attend and vote through online meetings, electronic voting, or other electronic forms;
  - d. Send a ballot to the meeting by mail, fax, or email.
  - e. Authorize a member of the Company's Board of Management to act as their representative at the General Meeting of Shareholders.
3. Pay for the shares registered to be purchased in accordance with regulations.
4. Provide an accurate address when registering to purchase shares.
5. Not withdraw the capital contributed in ordinary shares from the Company in any form, except where the shares are repurchased by the Company or another person. In the event that a Shareholder withdraws part or all of the contributed share capital in contravention of the provisions of this clause, that Shareholder and the persons with related interests in the Company shall be jointly liable for the debts and other property obligations of the Company to the extent of the value of the shares withdrawn and the damages incurred.
6. Bear personal liability when, in the name of the Company in any form, committing any of the following acts:
  - a. Violating the law;
  - b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
  - c. Paying debts not yet due in the face of financial risks that may arise for the Company.
7. Fulfill other obligations in accordance with this Charter and current law.

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

1. The General Meeting of Shareholders comprises all shareholders entitled to vote and is the highest decision-making body of the Company. The General Meeting of

Shareholders shall hold an annual meeting once a year and within four (04) months from the end of the fiscal year. Unless the Company's Charter provides otherwise, the Board of Management shall decide to extend the annual General Meeting of Shareholders where necessary, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders shall be determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Management shall convene the annual General Meeting of Shareholders and select a suitable venue. The annual General Meeting of Shareholders shall decide matters as provided by law and the Company's Charter, in particular approving the annual financial statements and the budget for the following fiscal year. Where the audit report on the Company's annual financial statements contains material qualifications, the Company may invite a representative of the independent audit firm to attend the annual General Meeting of Shareholders to explain the relevant matters.
3. The Board of Management must convene an extraordinary General Meeting of Shareholders in the following cases:
  - a. The Board of Management deems it necessary in the interests of the Company;
  - b. When the number of remaining members of the Board of Management is fewer than the minimum number of members required by law;
  - c. At the request of a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; the request to convene the General Meeting of Shareholders shall be made in writing. The request to convene the General Meeting of Shareholders must clearly state the reasons and purposes of the meeting, bear sufficient signatures of the shareholders concerned, or the written request may be made in multiple copies, each of which must bear the signature of at least one shareholder concerned;
  - d. Other cases as provided by law and the Company's Charter.
4. Convening an extraordinary meeting of the General Meeting of Shareholders
  - a. The Board of Management must convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Management and independent members of the Board of Management is as provided in Point c, Clause 3, Article 14, or from the date of receipt of the request specified in Point d, Clause 3, Article 14 of the Company's Charter;
  - b. Where the Board of Management fails to convene a meeting of the General Meeting of Shareholders as provided in Point a, Clause 4 of this Article, then within the following thirty (30) days, the shareholder or group of shareholders making the request specified in Point c, Clause 3 of this Article shall have the right to convene a meeting of the General Meeting of Shareholders in place of the Board

of Management in accordance with Clause 4, Article 140 of the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the meeting of the General Meeting of Shareholders shall have the right to request the business registration authority to supervise the order and procedures for convening, conducting the meeting, and issuing decisions of the General Meeting of Shareholders. All expenses for convening and conducting the meeting of the General Meeting of Shareholders shall be reimbursed by the Company. These expenses shall not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

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

#### **Điều 15. Rights and duties of the General Meeting of Shareholders**

1. The annual General Meeting of Shareholders has the right to discuss and approve the following matters:
  - a. The audited annual financial statements;
  - b. The report of the Board of Management;
  - c. The report of the Audit Committee;
  - d. The short-term and long-term development plans of the Company;
  - e. The Company's annual business plan;
  - f. The dividend rate for each share of each class;
  - g. Other matters within its authority;
2. The annual and extraordinary General Meeting of Shareholders shall pass resolutions by way of direct voting at the General Meeting of Shareholders or in writing on the following matters:
  - a. Approving the annual financial statements;
  - b. The annual dividend payment rate for each class of shares in accordance with the Law on Enterprises and the rights attached to such class of shares. This dividend rate shall not exceed the rate proposed by the Board of Management after having consulted the shareholders at the General Meeting of Shareholders;
  - c. The number of members of the Board of Management;
  - d. Selecting an independent audit firm;
  - e. Electing, releasing from duty, dismissing and replacing members of the Board of Management;
  - f. The total remuneration of the members of the Board of Management and the Report on the remuneration of the Board of Management;
  - g. Supplementing and amending the Company's Charter;
  - h. The class of shares and the number of new shares to be issued for each class of shares;

- i. Dividing, splitting, consolidating, merging or converting the Company;
  - j. Reorganizing and dissolving (liquidating) the Company and appointing the liquidator;
  - k. Examining and handling violations by the Board of Management that cause damage to the Company and the shareholders;
  - l. Deciding on the investment transaction or the sale of assets valued at 35% or more of the total value of the Company's assets recorded in the most recent audited financial statements;
  - m. Deciding on the repurchase of more than 10% of the total number of issued shares of each class;
  - n. The Company entering into contracts or transactions with the entities prescribed in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets recorded in the most recent financial statements;
  - o. Other matters as prescribed by the Law and this Charter.
3. A shareholder may not participate in voting in the following cases:
- a. Approving the contracts prescribed in Clause 2 of this Article where such shareholder or a person related to such shareholder is a party to the contract;
  - b. The repurchase of shares of such shareholder or of a person related to such shareholder, except where the repurchase of shares is carried out proportionately to the ownership ratio of all shareholders, or where the repurchase is carried out through order matching on the Stock Exchange or by public tender offer in accordance with the Law.
4. All resolutions and matters included in the meeting agenda must be brought forward for discussion and voting at the General Meeting of Shareholders.

**Điều 16. Authorized representatives**

- 1. A shareholder, or the authorized representative of a shareholder that is an organization, may directly attend the meeting or authorize one or several other individuals or organizations to attend the meeting, or may attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.
- 2. The authorization of an individual or organization to represent and attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with the civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the term of the authorization, and the signatures of the authorizing party and the authorized party. A person authorized to attend the General Meeting of Shareholders must submit the power of attorney upon registration for the meeting. In the case of sub-

authorization, the meeting attendee must additionally present the original power of attorney of the shareholder or of the authorized representative of the shareholder that is an organization (if not previously registered with the Company).

3. In the case where a lawyer signs the document appointing the representative on behalf of the authorizing person, the appointment of the representative in such case shall only be deemed valid if such document appointing the representative is presented together with the power of attorney granted to the lawyer (if not previously registered with the Company).
4. Except in the case prescribed in Clause 3 of this Article, the ballot of a person authorized to attend the meeting within the scope of the authorization shall remain valid when one of the following cases occurs:
  - a. The authorizing person has died, has had their civil act capacity restricted, or has lost their civil act capacity;
  - b. The authorizing person has revoked the appointment of the authorization;
  - c. The authorizing person has revoked the authority of the person carrying out the authorization.

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

#### **Điều 17. Changing the rights**

1. The alteration or cancellation of the special rights attached to a class of preference shares shall take effect when approved by shareholders holding at least 65% or more of the total votes of the shareholders attending the meeting. A resolution of the General Meeting of Shareholders on a matter that adversely alters the rights and obligations of shareholders holding preference shares shall only be passed if approved by the number of preference shareholders of the same class attending the meeting holding 75% or more of the total number of preference shares of such class, or if approved by preference shareholders of the same class holding 75% or more of the total number of preference shares of such class in the case where the resolution is passed by way of obtaining opinions in writing.
2. The holding of a meeting of shareholders holding a class of preference shares to approve the aforementioned change of rights shall only be valid when there are at least two (02) shareholders (or their authorized representatives) holding at least one third (1/3) of the par value of the issued shares of such class. In the case where there is not a sufficient quorum as stated above, the meeting shall be reconvened within thirty (30) days thereafter, and the holders of shares of such class (regardless of the number of persons and shares) present in person or through authorized representatives shall be deemed to constitute the required quorum. At the meetings of shareholders holding the aforementioned preference shares, the holders of shares of such class present in person or through a representative may request a

secret ballot. Each share of the same class shall have equal voting rights at the aforementioned meetings.

3. The procedures for conducting such separate meetings shall be carried out similarly to the provisions of Article 19 and Article 20 of this Charter.
4. Unless the terms of issuance of the shares provide otherwise, the special rights attached to classes of shares having preferential rights with respect to some or all matters relating to the distribution of the profits or assets of the Company shall not be altered when the Company issues additional shares of the same class.

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

1. The Board of Management shall convene the annual and extraordinary General Meeting of Shareholders. The Board of Management shall convene the extraordinary General Meeting of Shareholders in the cases prescribed in Clause 3, Article 14 of this Charter.
2. The person convening the General Meeting of Shareholders shall perform the following tasks:
  - a. Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no earlier than 10 (ten) days prior to the date of dispatch of the notice of the meeting of the General Meeting of Shareholders. The Company shall disclose information on the preparation of the list of shareholders entitled to attend the meeting of the General Meeting of Shareholders at least 20 days prior to the record date;
  - b. Prepare the agenda and content of the meeting;
  - c. Prepare the documents for the meeting;
  - d. Draft the resolution of the General Meeting of Shareholders in accordance with the anticipated content of the meeting;
  - e. Determine the time and venue for holding the meeting;
  - f. Give notice and dispatch the notice of the meeting of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
  - g. Other tasks in service of the meeting.
3. The notice of the meeting of the General Meeting of Shareholders shall be sent to all shareholders entitled to attend the meeting and, at the same time, disclosed on the media of the State Securities Commission, the Stock Exchange where the Company's shares are listed, and on the Company's website. The notice of the meeting of the General Meeting of Shareholders shall be sent no later than 21 (twenty-one days) prior to the opening date of the meeting of the General Meeting of Shareholders by a method that ensures delivery to the contact address of the Shareholder. The notice of the meeting, the agenda of the meeting of the General Meeting of Shareholders, the documents relating to the matters to be voted on at

the meeting of the General Meeting of Shareholders, and the draft resolution shall be posted on the Company's website. The notice of the meeting shall clearly indicate the link to all meeting documents so that shareholders may access them, including:

- a. The agenda of the meeting and the documents to be used at the meeting;
  - b. The list and detailed information of the candidates in the event of election of members of the Board of Management;
  - c. The voting ballot;
  - d. The draft resolution for each matter on the agenda of the meeting.
4. A shareholder or a group of shareholders as provided for in Clause 3, Article 12 of this Charter shall have the right to propose matters to be included in the agenda of the meeting of the General Meeting of Shareholders. The proposal shall be in writing and shall be sent to the Company at least three (03) working days prior to the opening date of the meeting of the General Meeting of Shareholders. The proposal shall include the full name of the shareholder, permanent residential address, nationality, number of the Citizen Identity Card, People's Identity Card, Passport or other lawful personal identification for a shareholder being an individual; the name, enterprise identification number or establishment decision number, and the address of the head office for a shareholder being an organization; the number and class of shares held by such shareholder, and the content of the proposal to be included in the agenda of the meeting.
5. The person convening the General Meeting of Shareholders shall have the right to reject the proposal provided for in Clause 4 of this Article if it falls under one of the following cases:
- a. The proposal is not sent within the prescribed time limit or is insufficient or has improper content;
  - b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 05% or more of the ordinary shares as provided for in Clause 3, Article 12 of this Charter;
  - c. The matter proposed does not fall within the scope of the decision-making authority of the General Meeting of Shareholders;
  - d. Other cases as provided for by law and this Charter.
6. In the event that the meeting of the General Meeting of Shareholders is held simultaneously at several different venues, the venue of the meeting of the General Meeting of Shareholders shall be determined as the place where the chairperson attends the meeting.

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

1. The meeting of the General Meeting of Shareholders shall be conducted where the number of Shareholders attending the meeting represents more than 50% of the total voting shares of the Company.
2. In the event that the first meeting does not meet the conditions for being conducted as provided for in Clause 1 of this Article, the notice of the second meeting shall be sent within thirty (30) days from the date scheduled for the first meeting. The second meeting of the General Meeting of Shareholders shall be conducted where the number of shareholders attending the meeting represents 33% or more of the total voting shares.
3. In the event that the second meeting does not meet the conditions for being conducted as provided for in Clause 2 of this Article, the notice of the third meeting shall be sent within twenty (20) days from the date scheduled for the second meeting. The third meeting of the General Meeting of Shareholders shall be conducted irrespective of the total voting shares of the shareholders attending the meeting.
4. At the proposal of the Chairperson, the General Meeting of Shareholders shall have the right to amend the agenda of the meeting that was sent together with the notice of the meeting as provided for in Clause 2, Article 18 of this Charter.

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

1. Before the opening of the meeting, the Company shall carry out the shareholder registration procedure and shall continue such registration until all shareholders entitled to attend the meeting who are present have been registered.
2. When carrying out the shareholder registration, the Company shall issue to each shareholder or authorized representative having voting rights a voting card, on which is recorded the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of votes of such shareholder. When voting is conducted at the meeting, the cards in favor of the resolution shall be collected first, the cards against the resolution shall be collected afterwards, and finally the total number of votes in favor or against shall be counted for the decision. The total number of votes in favor, against, abstaining, or invalid for each matter shall be announced by the Chairperson immediately after the voting on such matter has been conducted. The meeting shall elect those responsible for vote counting or supervising the vote counting at the proposal of the Chairperson. The number of members of the vote-counting board shall be decided by the General Meeting of Shareholders on the basis of the proposal of the Chairperson of the meeting.
3. A shareholder or authorized representative arriving after the meeting has opened shall have the right to register immediately and thereafter shall have the right to

participate and vote at the meeting immediately after registration. The Chairperson shall not be responsible for suspending the meeting to allow late-arriving shareholders to register, and the validity of the matters that have been voted on beforehand shall remain unchanged.

4. The Chairperson of the Board of Management shall act as the chairperson of the meetings convened by the Board of Management. In the event that the Chairperson is absent or temporarily incapacitated, the remaining members shall elect one among themselves as the chairperson of the meeting on the principle of majority. In the event that a chairperson cannot be elected, the member of the Board of Management holding the highest position shall preside so that the General Meeting of Shareholders elects the chairperson of the meeting from among those attending the meeting, and the person receiving the highest number of votes shall act as the chairperson of the meeting.

In other cases, the person who signed the convening of the meeting of the General Meeting of Shareholders shall preside so that the General Meeting of Shareholders elects the chairperson of the meeting, and the person receiving the highest number of votes shall be appointed as the chairperson of the meeting.

5. The agenda and content of the meeting shall be approved by the General Meeting of Shareholders at the opening session. The agenda shall clearly and specifically determine the time allotted for each matter in the content of the agenda of the meeting.
6. The chairperson of the meeting may carry out the necessary activities to preside over the meeting of the General Meeting of Shareholders in a valid and orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of the delegates in attendance.
7. The chairperson shall have the right to adjourn the meeting of the General Meeting of Shareholders, once a sufficient number of persons have registered to attend the meeting as prescribed, to another time or to a venue decided by the chairperson, without having to obtain the opinion of the General Meeting of Shareholders, in the following cases:
  - a) The meeting venue does not have sufficient convenient seating for all persons attending the meeting;
  - b) The communication facilities at the meeting venue do not ensure that the attending shareholders can participate, discuss, and vote;
  - c) There is a person attending the meeting who obstructs or causes disorder, posing a risk that the meeting will not be conducted in a fair and lawful manner.

The maximum period of adjournment shall not exceed 03 working days from the date scheduled for the opening of the meeting of the General Meeting of Shareholders.

8. The person convening the General Meeting of Shareholders shall have the right to require shareholders or authorized representatives attending the meeting of the

General Meeting of Shareholders to submit to inspection or other lawful and reasonable security measures. In the event that a shareholder or authorized representative fails to comply with the aforementioned regulations on inspection or security measures, the person convening the General Meeting of Shareholders, after careful consideration, shall have the right to refuse or expel the aforementioned shareholder or representative from the meeting.

9. The person convening the General Meeting of Shareholders, after careful consideration, may take appropriate measures to:
  - a. To arrange seating at the venue of the General Meeting of Shareholders;
  - b. To ensure the safety of all persons present at the meeting venues;
  - c. To facilitate the attendance (or continued attendance) of shareholders at the General Meeting.

The person convening the General Meeting of Shareholders shall have full authority to modify the aforesaid measures and to apply all necessary measures. The measures applied may include the issuance of entry passes or the use of other alternative methods.

10. In the event that the meeting of the General Meeting of Shareholders applies the aforesaid measures, the person convening the General Meeting of Shareholders, when determining the meeting venue, may:
  - a. Give notice that the General Meeting shall be held at the venue stated in the notice and that the chairperson of the General Meeting shall be present thereat (the principal venue of the General Meeting);
  - b. Arrange and organize matters so that shareholders or authorized representatives who are unable to attend the meeting under this Clause, or who wish to participate at a venue other than the principal venue of the General Meeting, may simultaneously attend the General Meeting;

The notice of the convening of the General Meeting need not set out in detail the organizational measures under this Clause.

11. In this Charter (unless the circumstances otherwise require), every shareholder shall be deemed to attend the General Meeting at the principal venue of the General Meeting.
12. Annually, the Company shall convene a meeting of the General Meeting of Shareholders at least one (01) time. The annual General Meeting of Shareholders may not be held in the form of collecting written opinions.
13. The Company may apply modern technology to hold the General Meeting of Shareholders. The relevant contents shall be provided for in the Internal Regulations on Corporate Governance of the Company. In such case, the Company shall be responsible for ensuring that shareholders may attend and vote through online meetings, 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 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

## **Điều 21. Adoption of resolutions of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall adopt all matters within its authority by way of direct voting at the meeting or by collecting written opinions of shareholders.
2. A resolution on the following contents shall be adopted if approved by a number of shareholders representing 65% or more of the total number of votes of all shareholders attending and voting at the meeting, except for the cases prescribed in Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises:
  - a) Classes of shares and total number of shares of each class;
  - b) Changes to business lines and fields of business;
  - c) Changes to the management organizational structure of the Company;
  - d) Investment projects or the sale of assets valued at 35% or more of the total value of assets recorded in the latest financial statements of the Company, unless the Charter of the Company prescribes a different ratio or value;
  - e) Reorganization or dissolution of the Company;
3. Resolutions on other contents, except for the cases prescribed in Clause 2 of this Article and Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises, shall be adopted when approved by a number of shareholders holding more than 50% of the total number of votes of all shareholders attending and voting at the meeting.
4. The voting for the election of members of the Board of Directors shall be conducted by the method of cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors; and each shareholder is entitled to cast all or part of his/her total votes for one or several candidates. The persons elected as members of the Board of Directors shall be determined according to the number of votes counted from highest to lowest, starting from the candidate with the highest number of votes until the number of members prescribed in the Charter of the Company is reached. In the event that two (02) or more candidates obtain the same number of votes for the last member of the Board of Directors, a re-election shall be conducted among the candidates with an equal number of votes, or a selection shall be made according to the criteria prescribed in the election regulations of the Company.
5. Resolutions of the General Meeting of Shareholders adopted by 100% of the total number of voting shares shall be lawful and effective even if the order and procedures for adopting such resolutions were not carried out in accordance with the regulations.
6. In the event that a shareholder or group of shareholders requests a Court or Arbitration to annul a resolution of the General Meeting of Shareholders in accordance with Article 24 of this Charter, such resolution shall remain effective

for implementation until the decision of the Court or Arbitration to annul such resolution takes effect, except where provisional emergency measures are applied under a decision of a competent authority. In the event that a decision of the General Meeting of Shareholders is annulled under a decision of a Court or Arbitration, the person who convened the annulled meeting of the General Meeting of Shareholders may consider re-convening the General Meeting of Shareholders within sixty (60) days in accordance with the order and procedures prescribed in the Law on Enterprises and this Charter.

**Điều 22. Authority and procedures for collecting written opinions of shareholders to adopt decisions of the General Meeting of Shareholders**

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

1. The Board of Directors shall have the right to collect written opinions of shareholders to adopt decisions of the General Meeting of Shareholders when it deems necessary in the interests of the Company.
2. The Board of Directors shall prepare the opinion-collection ballot, the draft resolution of the General Meeting of Shareholders and the documents explaining the draft resolution. The Board of Directors shall ensure that the documents are sent and disclosed to the shareholders within a reasonable period of time for their consideration and voting, and must be sent at least ten (10) days prior to the deadline for receiving the opinion-collection ballots. The requirements and manner of sending the opinion-collection ballots and the accompanying documents shall comply with the provisions of Clause 3, Article 18 of this Charter.
3. The opinion-collection ballot shall contain the following principal contents:
  - a. Name, address of the head office, enterprise identification number;
  - b. Purpose of the opinion collection;
  - c. Full name, permanent residential address, nationality, number of the Citizen Identity Card, People's Identity Card, Passport or other lawful personal identification of a shareholder being an individual; name, enterprise identification number or number of the establishment decision, address of the head office of a shareholder being an organization, or full name, permanent residential address, nationality, number of the Citizen Identity Card, People's Identity Card, Passport or other lawful personal identification of the authorized representative of a shareholder being an organization; the number of shares of each class and the number of votes of the shareholder;
  - d. The matter on which opinions are collected for the adoption of a decision;
  - e. Voting options including approval, disapproval and no opinion with respect to each matter on which opinions are collected;

- f. The time limit within which the answered opinion-collection ballot must be sent back to the Company;
- g. Full name and signature of the Chairperson of the Board of Directors and the legal representative of the Company.
4. The answered opinion-collection ballot must bear the signature of the shareholder being an individual, or of the legal representative of the shareholder being an organization or individual, or of the authorized legal representative of the organization
5. The opinion-collection ballot may be sent back to the Company in the following forms:
  - a) By post: The opinion-collection ballot sent back to the Company must be enclosed in a sealed envelope, and no one shall be entitled to open it prior to the vote count;
  - b) By fax or email: The opinion-collection ballot sent back to the Company by fax or email must be kept confidential until the time of the vote count.

The opinion-collection ballots received by the Company after the time limit specified in the content of the ballot, or which have been opened in the case of sending by post, or which have been disclosed prior to the time of the vote count in the case of sending by fax or email, shall be invalid. An opinion-collection ballot that is not sent back shall be deemed a ballot not participating in the voting.

6. The Board of Directors shall count the votes and prepare the vote-counting minutes under the supervision of a shareholder who is not an executive of the Company. The vote-counting minutes must contain the following principal contents:
  - a. Name, address of the head office, enterprise identification number;
  - b. The purpose and the matters on which opinions are sought for the adoption of the resolution;
  - c. The number of shareholders and the total number of voting shares that participated in the voting, distinguishing between the number of valid votes and the number of invalid votes, and the method of sending the ballots, accompanied by an appendix listing the shareholders who participated in the voting;
  - d. The total number of votes in favour, against, and abstaining with respect to each matter;
  - e. The matters that have been adopted;
  - f. The full name and signature of the Chairperson of the Board of Directors, the legal representative of the Company, and of the vote-counting supervisor and the vote counter.

The members of the Board of Directors, the vote counter, and the vote-counting supervisor shall be jointly liable for the truthfulness and accuracy of the vote-counting minutes; and shall be jointly liable for any damage arising from decisions adopted on the basis of dishonest or inaccurate vote counting.

7. The vote-counting minutes must be sent to the shareholders within fifteen (15) days from the date on which the vote counting concludes, or posted on the Company's website within twenty-four (24) hours from the time the vote counting concludes.
8. The completed ballots on which opinions were given, the vote-counting minutes, the adopted resolution, and the relevant documents sent together with the ballots must all be retained at the head office of the Company.
9. A resolution adopted by way of collecting written opinions of Shareholders shall be valid if it is approved by the number of shareholders holding more than 50% of the total voting shares of all Shareholders entitled to vote, and shall have the same effect as a resolution adopted at a meeting of the General Meeting of Shareholders.

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

1. A meeting of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in another electronic form. The minutes must be prepared in Vietnamese, may additionally be prepared in English, and shall contain the following principal contents:
  - a. Name, address of the head office, enterprise identification number;
  - b. The time and venue of the meeting of the General Meeting of Shareholders;
  - c. The agenda and contents of the meeting;
  - d. The full name of the chairperson and the secretary;
  - e. A summary of the proceedings of the meeting and the opinions expressed at the meeting of the General Meeting of Shareholders on each matter on the agenda;
  - f. The number of shareholders and the total number of voting shares of the shareholders attending the meeting, an appendix listing the registered shareholders and shareholders' representatives attending the meeting with the corresponding number of shares and number of votes;
  - g. The total number of voting shares with respect to each matter put to the vote, clearly stating the method of voting, the total number of valid votes, invalid votes, votes in favour, votes against, and abstentions; and the corresponding ratio to the total number of voting shares of the shareholders attending the meeting;
  - h. The matters that have been adopted and the corresponding ratio of votes by which they were passed;
  - i. The full name and signature of the chairperson and the secretary. In the event that the chairperson or the secretary refuses to sign the meeting minutes, such minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and containing all the contents prescribed in this clause. The meeting minutes shall clearly state the refusal of the chairperson or the secretary to sign the minutes.
2. The minutes of the meeting of the General Meeting of Shareholders must be

completed and adopted before the meeting is concluded.

3. The chairperson and the secretary of the meeting, or other persons signing the meeting minutes, shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.
4. Minutes prepared in Vietnamese and in a foreign language shall have equal legal effect. In the event of any discrepancy in content between the Vietnamese-language minutes and the foreign-language minutes, the content of the Vietnamese-language minutes shall prevail.
5. The minutes of the meeting of the General Meeting of Shareholders must be sent to all shareholders within 15 days from the date on which the meeting concludes; the sending of the vote-counting minutes may be replaced by posting them on the company's website.
6. The minutes of the meeting of the General Meeting of Shareholders, the appendix listing the shareholders registered to attend the meeting together with the shareholders' signatures, the powers of attorney to attend the meeting, and the relevant documents must be retained at the head office of the Company.

#### **Điều 24. Request for Annulment of a Decision of the General Meeting of Shareholders**

Within ninety (90) days from the date of receipt of the minutes of the meeting of the General Meeting of Shareholders or the minutes of the results of counting the written opinions of shareholders, a member of the Board of Directors, the General Director, a shareholder, or a group of shareholders specified in Clause 3, Article 12 of this Charter shall have the right to request a Court or an Arbitration to review and annul a decision of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting or for collecting written opinions of shareholders and for adopting the decision of the General Meeting of Shareholders were not carried out in accordance with the provisions of the Law on Enterprises and this Charter, except for the cases specified in Clause 4, Article 21 of this Charter.
2. The content of the resolution violates the Law or this Charter.

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

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

1. In the event that candidates have been identified in advance, information relating to the candidates for the Board of Directors shall be included in the documents for the meeting of the General Meeting of Shareholders and disclosed at least ten (10) days prior to the opening date of the meeting of the General Meeting of Shareholders on the Company's website, so that shareholders may learn about such candidates before voting. A candidate for the Board of Directors must provide a written undertaking as to the truthfulness, accuracy, and reasonableness of the

personal information disclosed, and must undertake to perform his/her duties honestly if elected as a member of the Board of Directors. The information relating to a candidate for the Board of Directors that is disclosed shall include at least the following contents:

- a. Full name, date of birth;
  - b. Educational qualifications;
  - c. Professional qualifications;
  - d. Work history;
  - e. The companies in which the candidate currently holds the position of member of the Board of Directors and other managerial positions;
  - f. An evaluation report on the candidate's contributions to the Company, in the event that such candidate is currently a member of the Board of Directors of the Company;
  - g. The interests related to the Company;
  - h. The full name of the shareholder or group of shareholders nominating such candidate;
2. Shareholders holding voting shares shall be entitled to aggregate their voting rights to nominate candidates to the Board of Management. A shareholder or group of shareholders holding 10% of the total voting shares shall be entitled to nominate one (01) candidate; more than 10% to less than 30% shall be entitled to nominate up to two (02) candidates; from 30% to less than 40% shall be entitled to nominate up to three (03) candidates; from 40% to less than 50% shall be entitled to nominate up to four (04) candidates; from 50% to less than 60% shall be entitled to nominate up to five (05) candidates; from 60% to less than 70% shall be entitled to nominate up to six (06) candidates; from 70% to 80% shall be entitled to nominate up to seven (07) candidates; and more than 80% shall be entitled to nominate up to eight (08) candidates.
  3. Where the number of candidates to the Board of Management put forward through nomination and self-nomination is still insufficient to meet the required number as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Management may nominate additional candidates or organize the nomination in accordance with the mechanism stipulated by the Company in the Internal Regulations on Corporate Governance. The procedure by which the incumbent Board of Management introduces candidates to the Board of Management must be clearly disclosed and must be approved by the General Meeting of Shareholders prior to conducting the nomination in accordance with the law.

## **Điều 26. Composition and term of office of members of the Board of Management**

1. The number of members of the Board of Management shall be 05 (five). The term of office of the Board of Management shall be five (05) years. The term of office of a member of the Board of Management shall not exceed five (05) years; a

member of the Board of Management may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Management of a company for no more than 02 consecutive terms.

2. The composition of the members of the Board of Management shall be as follows: The total number of independent members of the Board of Management must account for at least one-third (1/3) of the total number of members of the Board of Management. The minimum number of independent members of the Board of Management shall be determined by rounding down.
3. A member of the Board of Management shall cease to hold membership of the Board of Management in the following cases:
  - a. Being ineligible to serve as a member of the Board of Management pursuant to the provisions of the Law on Enterprises or being prohibited by law from serving as a member of the Board of Management;
  - b. Having submitted a letter of resignation;
  - c. Suffering from a mental disorder and other members of the Board of Management have professional evidence demonstrating that such person no longer has legal capacity;
  - d. Failing to attend meetings of the Board of Management continuously for a period of six (06) consecutive months, except in cases of force majeure;
  - e. Pursuant to a resolution of the General Meeting of Shareholders.
  - f. Having provided false personal information when submitting to the Company as a candidate to the Board of Management;
  - g. Other cases as provided for by law and this Charter.
4. The appointment of members of the Board of Management must be disclosed in accordance with the provisions of the law on securities and the securities market.
5. A member of the Board of Management need not necessarily be a shareholder of the Company.
6. Criteria and conditions for an independent member of the Board of Management:
  - a. Is not a person currently working for the company or a subsidiary of the company; is not a person who has previously worked for the company or a subsidiary of the company for at least 03 years immediately preceding;
  - b. Is not a person receiving salary or remuneration from the company, except for the allowances to which a member of the Board of Management is entitled in accordance with regulations;
  - c. Is not a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological sibling (brother or sister) is a major shareholder of the company; or is a manager of the company or a subsidiary of the company;
  - d. Is not a person who directly or indirectly owns at least 1% of the total voting shares of the company;

- e. Is not a person who has previously served as a member of the Board of Management or the Supervisory Board of the company for at least 05 years immediately preceding.
- 7. **An independent member of the Board of Management must notify the Board of Management of the fact that they no longer satisfy the conditions prescribed in Clause 6 of this Article and shall automatically cease to be an independent member of the Board of Management from the date on which they no longer satisfy the conditions. The Board of Management must report the case of an independent member of the Board of Management who no longer satisfies the conditions at the nearest meeting of the General Meeting of Shareholders or convene a meeting of the General Meeting of Shareholders to elect an additional or replacement independent member of the Board of Management within a period of 06 months from the date of receipt of the notice from the relevant independent member of the Board of Management.**

#### **Điều 27. Powers and obligations of the Board of Management**

- 1. The business operations and affairs of the Company shall be subject to the supervision and direction of the Board of Management. The Board of Management is the body vested with full authority to exercise the rights and perform the obligations of the Company that do not fall within the competence of the General Meeting of Shareholders.
- 2. The rights and obligations of the Board of Management are prescribed by law, the Company's Charter, the Company's internal regulations, and resolutions of the General Meeting of Shareholders; specifically, the Board of Management shall have the following powers and obligations:
  - a) To decide on the strategy, the medium-term development plan, and the annual business plan of the Company;
  - b) To determine the operational objectives on the basis of the strategic objectives approved by the General Meeting of Shareholders;
  - c) To appoint and dismiss, sign contracts with, and terminate contracts with the General Director and other executives, and to decide on their remuneration levels;
  - d) To supervise and direct the General Director and other executives;
  - e) To resolve complaints of the Company against the enterprise's executives, as well as to decide on the selection of the Company's representative to resolve matters relating to legal proceedings against such executives;
  - f) To decide on the organizational structure of the Company, the establishment of subsidiaries, the establishment of branches and representative offices, and the contribution of capital to or purchase of shares in other enterprises;
  - g) To propose the reorganization or dissolution of the Company;
  - h) To decide on the internal regulations on corporate governance after they have been

approved and adopted by the General Meeting of Shareholders in order to protect shareholders;

- i) To approve the agenda and the contents of the documents serving the meeting of the General Meeting of Shareholders, to convene the meeting of the General Meeting of Shareholders, or to collect opinions for the General Meeting of Shareholders to adopt resolutions;
- j) To propose the annual dividend level; to decide on the time limit and procedures for the payment of dividends;
- k) To propose the classes of shares to be issued and the total number of shares to be issued for each class;
- l) To propose the issuance of convertible bonds and bonds accompanied by warrants;
- m) To decide on the offering price of shares and bonds in cases authorized by the General Meeting of Shareholders;
- n) To submit the audited annual financial statements and the corporate governance report to the General Meeting of Shareholders;
- o) To report to the General Meeting of Shareholders on the appointment of the General Director by the Board of Management;
- p) Other rights and obligations as prescribed by law and the Company's Charter.

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

- a. The establishment of branches or representative offices of the Company;
- b. The establishment of subsidiaries of the Company;
- c. Within the scope prescribed in Clause 2, Article 153 of the Law on Enterprises and except for the cases prescribed in Clause 2, Article 138 of the Law on Enterprises which must be approved by the General Meeting of Shareholders, the Board of Management shall decide on the performance, amendment and cancellation of the Company's contracts;
- d. The appointment and dismissal of persons authorized by the Company to act as commercial representatives and lawyers of the Company;
- e. The borrowing of debts and the making of mortgages, security, guarantees and indemnities of the Company;
- f. Investments not included in the business plan or investments exceeding 10% of the value of the annual business plan and budget;
- g. The purchase or sale of shares or capital contributions in other companies established in Vietnam or abroad;
- h. The valuation of non-cash assets contributed to the Company in connection with the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and technical know-how;
- i. The redemption or recovery of no more than 10% of the total number of shares of each class offered within twelve (12) months;

- j. Deciding on the purchase or redemption price of the Company's shares;
  - k. Business matters or transactions which the Board decides require approval within the scope of its authority and responsibility.
4. The Board of Management must report to the General Meeting of Shareholders on its activities, specifically the Board of Management's supervision of the General Director and other executives during the financial year. In the event that the Board of Management fails to submit a report to the General Meeting of Shareholders, the Company's annual financial statements shall be deemed invalid and not yet approved by the Board of Management.
  5. Unless otherwise provided by law and the Charter, the Board of Management may authorize subordinate staff and other executives to represent and handle matters on behalf of the Company.

**Điều 28. Remuneration, salaries and other benefits of members of the Board of Management**

1. Members of the Board of Management (excluding authorized representatives) shall receive remuneration for their work in their capacity as members of the Board of Management. The total remuneration for the Board of Management shall be decided by the General Meeting of Shareholders. This remuneration shall be divided among the members of the Board of Management as agreed within the Board of Management, or divided equally in the event that no agreement can be reached.
2. The total amount paid to each member of the Board of Management, including remuneration, expenses, commissions, share purchase options and other benefits received from the Company, its subsidiaries, affiliated companies of the Company and other companies in which the member of the Board of Management is a representative of the capital contribution, must be disclosed in detail in the Company's annual report. The remuneration of members of the Board of Management must be presented as a separate item in the Company's annual Financial Statements.
3. Members of the Board of Management holding executive positions, or members of the Board of Management working on sub-committees of the Board of Management, or performing other work which, in the opinion of the Board of Management, falls outside the scope of the ordinary duties of a member of the Board of Management, may be paid additional remuneration in the form of a lump sum per occasion, salary, commission, percentage of profits or in another form as decided by the Board of Management.
4. Members of the Board of Management shall be entitled to reimbursement of all travel, meal, accommodation and other reasonable expenses which they have incurred in the performance of their responsibilities as members of the Board of Management, including expenses incurred in attending meetings of the General

Meeting of Shareholders, the Board of Management or sub-committees of the Board of Management.

### **Điều 29. Chairperson of the Board of Management**

1. The Chairperson of the Board of Management shall be elected, relieved of duty or dismissed by the Board of Management from among the members of the Board of Management.
2. The Chairperson of the Board of Management shall have the obligation to prepare the agenda and documents, convene and chair meetings of the Board of Management; chair meetings of the General Meeting of Shareholders; and shall have other rights and obligations prescribed in the Law on Enterprises and this Charter.
3. The Chairperson of the Board of Management shall be responsible for ensuring that the Board of Management sends the annual financial statements, the Company's activity report, the audit report and the inspection report of the Board of Management to the shareholders at the meeting of the General Meeting of Shareholders.
4. In the event that the Chairperson of the Board of Management submits a letter of resignation or is relieved of duty or dismissed, the Board of Management must elect a replacement within 10 days from the date of receipt of the letter of resignation or of the relief of duty or dismissal.
5. In the event that the Chairperson of the Board of Management is absent, he/she must authorize another member in writing to exercise the rights and obligations of the Chairperson of the Board of Management in accordance with the principles prescribed in the Charter. In the event that the Chairperson of the Board of Management is unable to perform his/her duties for any reason, the Board of Management may appoint one of its members to perform the duties of the Chairperson of the Board of Management on the principle of a simple majority.

### **Điều 30. Meetings of the Board of Management**

1. The Chairperson of the Board of Management shall be elected at the first meeting of the term of the Board of Management within seven (07) working days from the date of conclusion of the election of the Board of Management for that term. This meeting shall be convened by the member with the highest number of votes or the highest voting ratio. In the event that there is more than one (01) member with the highest number of votes or the highest voting ratio, the members shall vote on the principle of majority to select one of them to convene the meeting of the Board of Management.
2. The Chairperson of the Board of Management must convene periodic and extraordinary meetings of the Board of Management, and prepare the agenda, time and venue of the meeting at least three (03) working days before the meeting date. The Chairperson may convene a meeting when deemed necessary, but must hold at least one (01) meeting each quarter.

3. The Chairperson of the Board of Management must convene a meeting of the Board of Management, without delay unless there is a legitimate reason, when one of the following persons so requests in writing, clearly stating the purpose of the meeting and the matters to be discussed:
  - a. The General Director or at least five (05) other executives;
  - b. An independent member of the Board of Management.
  - c. At least two (02) members of the Board of Management;
  - d. Other cases (if any).
4. The Chairperson of the Board of Management must convene a meeting within seven (07) working days from the date of receipt of the request mentioned in Clause 3 of this Article. In the event that the Chairperson of the Board of Management fails to convene a meeting as requested, the Chairperson of the Board of Management shall be liable for any damage caused to the Company; the persons requesting the holding of the meeting mentioned in Clause 3 of this Article shall have the right to convene a meeting of the Board of Management.
5. In the event that there is a request by the independent audit firm to audit the Company's financial statements, the Chairperson of the Board of Management must convene a meeting of the Board of Management to discuss the audit report and the situation of the Company.
6. Meetings of the Board of Management shall be held at the head office of the Company or at another location in Vietnam or abroad as decided by the Chairperson of the Board of Management and with the consent of the Board of Management.
7. The notice of the meeting of the Board of Management must be sent in advance to the members of the Board of Management at least three (03) working days before the meeting date. A member of the Board of Management may decline the notice of the meeting invitation in writing, and such declination may be changed or cancelled in writing by that member of the Board of Management. The notice of the meeting of the Board of Management must be made in writing in Vietnamese and must fully notify the time and venue of the meeting, the agenda, the contents of the matters to be discussed, accompanied by the necessary documents on the matters to be discussed and voted upon at the meeting and the ballot of the member. The notice of the meeting invitation shall be sent by post, fax, email or other means, but must ensure that it reaches the address of each member of the Board of Management registered at the Company.
8. Meetings of the Board of Management shall be conducted when at least three-quarters (3/4) of the total number of members of the Board of Management are present in person or through a representative (an authorized person) if approved by a majority of the members of the Board of Management.

In the event that there is an insufficient number of members attending the meeting as prescribed, the meeting must be convened for a second time within seven (07) days from the intended date of the first meeting. The meeting convened for the second time shall be conducted if more than one-half (1/2) of the members of the Board of Management attend the meeting.

9. Meetings of the Board of Directors may be held in the form of an online conference among the members of the Board of Directors when all or some members are located at different places, provided that each member attending the meeting is able to:
  - a. Hear every other member of the Board of Directors participating in the meeting who is speaking;
  - b. Speak to all other attending members simultaneously.

Discussions among members may be conducted directly by telephone or by other means of communication, or by a combination of all such methods. A member of the Board of Directors participating in such a meeting shall be deemed to be "present" at that meeting. The venue of a meeting held in accordance with this provision shall be the location where the greatest number of members of the Board of Directors are present, or the location where the Chairperson of the meeting is present.

Resolutions passed at a telephone meeting duly convened and conducted shall take effect immediately upon the conclusion of the meeting but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending such meeting.

10. A member of the Board of Directors may send a voting ballot to the meeting by post, fax, or email. Where a voting ballot is sent to the meeting by post, the ballot must be enclosed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than one (01) hour before the opening of the meeting. Ballots shall be opened only in the presence of all attendees of the meeting.
11. Voting.
  - a. Except as provided in point b, Clause 11 of this Article, each member of the Board of Directors, or the person authorized under Clause 8 of this Article who is directly present in person at the meeting of the Board of Directors, shall have one (01) vote;
  - b. A member of the Board of Directors may not vote on any contract, transaction, or proposal in which such member or a person related to such member has an interest, and such interest conflicts or may conflict with the interests of the Company. Such member of the Board of Directors shall not be counted toward the minimum ratio of members present required to hold a meeting of the Board of Directors in respect of resolutions on which such member has no right to vote;
  - c. In accordance with point d, Clause 11 of Article 30, where an issue arises at a meeting relating to the interest or voting right of a member of the Board of Directors and such member does not voluntarily waive the right to vote, the ruling

of the chairperson shall be the final decision, except where the nature or extent of the interest of the relevant member of the Board of Directors has not been fully disclosed;

- d. A member of the Board of Directors who benefits from a contract provided for in point a and point b, Clause 4 of Article 37 of this Charter shall be deemed to have a material interest in such contract.
12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been concluded, or is intended to be concluded, with the Company, and who is aware of being a person having an interest therein, shall be responsible for disclosing the nature and content of such interest at the first meeting of the Board at which the conclusion of such contract or transaction is discussed. Where a member of the Board of Directors is not aware that such member and related persons have an interest at the time the contract or transaction is concluded with the Company, such member of the Board of Directors shall disclose the relevant interests at the first meeting of the Board of Directors held after such member becomes aware that such member has, or will have, an interest in the aforementioned transaction or contract.
13. The Board of Directors shall pass resolutions and issue decisions on the basis of the approval of a majority of the members of the Board of Directors attending the meeting. In the event that the numbers of votes in favor and against are equal, the vote of the Chairperson of the Board of Directors shall be the deciding vote.
14. A resolution adopted in the form of obtaining written opinions shall be passed on the basis of the affirmative opinions of a majority of the members of the Board of Directors entitled to vote. Such resolution shall have the same effect and validity as a resolution passed at a meeting.
15. The Chairperson of the Board of Directors shall be responsible for delivering the minutes of the meeting of the Board of Directors to the members, and such minutes shall constitute authentic evidence of the work carried out at the meeting, unless an objection to the content of the minutes is raised within ten (10) days from the date of delivery. The minutes of the meeting of the Board of Directors shall be prepared in Vietnamese and may also be prepared in English. The minutes must bear the signatures of the chairperson of the meeting and the person who recorded the minutes.

### **Điều 31. Sub-committees of the Board of Directors**

1. The Board of Directors may establish subordinate sub-committees to take charge of development policy, human resources, remuneration, and internal audit. The number of members of a sub-committee shall be determined by the Board of Directors; each sub-committee shall have at least 01 member of the Board of Directors; the operation of a sub-committee must comply with the regulations of the Board of Directors.

2. The implementation of a decision of the Board of Directors, or of a sub-committee subordinate to the Board of Directors, or of a person holding the status of a member of a sub-committee of the Board of Directors, must be consistent with the applicable provisions of Law and the provisions of the Company's Charter and the Internal Regulations on corporate governance of the Company.

**Điều 32. Person in charge of corporate governance**

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support the effective conduct of corporate governance work. The person in charge of corporate governance may concurrently act as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.
2. The person in charge of corporate governance of the Company may not concurrently work for the approved auditing organization currently performing the audit of the Company's financial statements;
3. The Board of Directors may dismiss the Person in charge of corporate governance when necessary, provided that such dismissal is not contrary to the applicable provisions of labor law. The Board of Directors may appoint an Assistant to the Person in charge of corporate governance from time to time.
4. The person in charge of corporate governance shall have the following rights and obligations:
  - a. To advise the Board of Directors on the organization of meetings of the General Meeting of Shareholders in accordance with regulations and on matters relating to the Company and the shareholders;
  - b. To prepare for meetings of the Board of Directors and the General Meeting of Shareholders at the request of the Board of Directors;
  - c. To advise on the procedures of meetings;
  - d. To attend meetings;
  - e. To advise on the procedures for preparing resolutions of the Board of Directors in accordance with the provisions of Law;
  - f. To provide financial information, copies of the minutes of meetings of the Board of Directors, and other information to members of the Board of Directors;
  - g. To supervise and report to the Board of Directors on the Company's information disclosure activities (if any).
  - h. To maintain confidentiality of information in accordance with the provisions of Law and the Company's Charter;
  - i. Other rights and obligations in accordance with the provisions of Law and the Company's Charter;

## **CHAPTER VIII. GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS**

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

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the day-to-day business operations of the Company. The Company shall have a General Director, Deputy General Directors, a Chief Accountant, and other management titles appointed by the Board of Directors. The appointment, discharge, and dismissal of the aforementioned titles must be approved by a resolution of the Board of Directors.

### **Điều 34. Executive officers of the Company**

1. The executive officers of the Company include the General Director, Deputy General Directors, the Chief Accountant, and other executive officers as provided for in the Company's Charter.
2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executive officers in such number and to such standards as are consistent with the management structure and regulations of the Company prescribed by the Board of Directors. Executive officers shall be responsible for supporting the Company in achieving the objectives set out in its operations and organization.
3. The salary, remuneration, benefits, and other terms of the labor contract for the General Director shall be determined by the Board of Directors, and the contracts with other Executive Officers shall be determined by the Board of Directors after consulting the opinion of the General Director.

### **Điều 35. Appointment, discharge, duties, and powers of the General Director**

1. The Board of Directors shall appoint one member of the Board of Directors or another person to be the General Director; and shall enter into a contract specifying the remuneration, salary and other benefits. The remuneration, salary and other benefits of the General Director shall be reported to the annual General Meeting of Shareholders, presented as a separate item in the annual Financial Statements, and stated in the Company's Annual Report.
2. The term of office of the General Director shall not exceed five (05) years and may be renewed. The appointment may cease to be effective pursuant to the provisions of the labour contract. The General Director must not be a person prohibited by Law from holding this position and must satisfy the standards and conditions prescribed by Law and by the Company's Charter.
3. The General Director shall have the following rights and obligations:
  - a. To implement the resolutions of the Board of Directors and the General Meeting of Shareholders, and the business plan and investment plan of the Company as approved by the Board of Directors and the General Meeting of Shareholders;

- b. To decide on matters that do not require a decision of the Board of Directors, including signing financial and commercial contracts on behalf of the Company, and organizing and managing the day-to-day production and business operations of the Company in accordance with best management practices;
  - c. To make recommendations to the Board of Directors on the organizational structure and internal management regulations of the Company;
  - d. To propose measures to improve the operation and management of the Company;
  - e. To recommend the number of, and the persons for, the enterprise executives that the Company needs to recruit for the Board of Directors to appoint or dismiss in accordance with the internal regulations, and to recommend the remuneration, salary and other benefits for the enterprise executives for the Board of Directors to decide;
  - f. To consult with the Board of Directors in deciding on the number of employees, their appointment, dismissal, salary levels, allowances, benefits, and other terms relating to their labour contracts;
  - g. On 30 November each year, to submit to the Board of Directors for approval a detailed business plan for the following financial year on the basis of meeting the requirements of the corresponding budget as well as the annual financial plan;
  - h. To prepare the long-term, annual and quarterly estimates of the Company (hereinafter referred to as the estimates) serving the long-term, annual and quarterly management operations of the Company in accordance with the business plan. The annual estimate (including the projected balance sheet, income statement and 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 Company's regulations;
  - i. Other rights and obligations as prescribed by Law, this Charter, the internal regulations of the Company, the resolutions of the Board of Directors, and the labour contract signed with the Company.
4. The General Director shall be accountable to the Board of Directors and the General Meeting of Shareholders for the performance of the assigned duties and powers, and shall report to these bodies upon request.
  5. The Board of Directors may dismiss the General Director when a majority of the members of the Board of Directors entitled to vote and present at the meeting so approve, and shall appoint a new General Director to replace him/her.

## **CHAPTER IX. AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS**

### **Điều 36. Nomination and candidacy of members of the Audit Committee**

1. The Chairperson of the Audit Committee and the other members of the Audit Committee shall be nominated by the Board of Directors and must not be executives of the Company.

2. The appointment of the Chairperson of the Audit Committee and the other members of the Audit Committee must be approved by the Board of Directors at a meeting of the Board of Directors.

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

1. The Audit Committee shall consist of 02 members or more. The Chairperson of the Audit Committee must be an independent member of the Board of Directors. The other members of the Audit Committee must be non-executive members of the Board of Directors.
2. Members of the Audit Committee must have knowledge of accounting and auditing, a general understanding of the Law and the operations of the Company, and must not fall within the following cases:
  - a) Working in the accounting or finance department of the Company;
  - b) Being a member or employee of the approved auditing organization that has audited the Company's financial statements within the 03 immediately preceding years.
3. The Chairperson of the Audit Committee must hold a university degree or higher in one of the fields of economics, finance, accounting, auditing, law, or business administration.

### **Điều 38. Rights and obligations of the Audit Committee**

The Audit Committee shall have the rights and obligations prescribed in Article 161 of the Law on Enterprises, the Company's Charter, and the following rights and obligations:

1. To have the right to access documents relating to the operating situation of the Company, and to exchange with other members of the Board of Directors, the General Director, the Chief Accountant and other managers to gather information serving the operations of the Audit Committee.
2. To have the right to request the representative of the approved auditing organization to attend and answer matters relating to the audited financial statements at meetings of the Audit Committee.
3. To use external legal, accounting or other advisory services when necessary.
4. To develop and submit to the Board of Directors risk identification and management policies; and to propose to the Board of Directors solutions for handling risks arising in the operations of the Company.
5. To prepare a written report to the Board of Directors upon discovering that a member of the Board of Directors, the General Director or another manager has failed to fully perform his/her responsibilities as prescribed in the Law on Enterprises and the Company's Charter.
6. To develop the Operating Regulations of the Audit Committee and submit them to the Board of Directors for approval.

### **Điều 39. Meetings of the Audit Committee**

1. The Audit Committee must meet at least 02 times per year. The minutes of the meeting shall be prepared in detail and clearly and must be fully retained. The person recording the minutes and the members of the Audit Committee attending the meeting must sign the minutes of the meeting.

2. The Audit Committee shall adopt decisions by voting at a meeting, by collecting written opinions, or by another form as prescribed in the Company's Charter or the Operating Regulations of the Audit Committee. Each member of the Audit Committee shall have one vote. Except where the Company's Charter or the Operating Regulations of the Audit Committee provide for a different higher ratio, a decision of the Audit Committee shall be adopted if approved by a majority of the members present at the meeting; in the case of a tie vote, the final decision shall rest with the side to which the opinion of the Chairperson of the Audit Committee belongs.

**Điều 40. Report on the activities of the independent member of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders**

1. The independent member of the Board of Directors in the Audit Committee shall be responsible for reporting on activities at the annual General Meeting of Shareholders.
2. The report on the activities of the independent member of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders must contain the following contents:
  - a) The remuneration, operating expenses and other benefits of the Audit Committee and of each member of the Audit Committee as prescribed in the Law on Enterprises and the [Company's Charter];
  - b) A summary of the meetings of the Audit Committee and the conclusions and recommendations of the Audit Committee;
  - c) Results of oversight over the Company's financial statements, operational status and financial position;
  - d) Assessment report on transactions between the Company, its subsidiaries, and other companies over which the Company holds controlling rights of more than 50% of charter capital, with members of the Board of Directors, the General Director, other executives of the enterprise and the related persons of such parties; transactions between the Company and companies in which members of the Board of Directors, the General Director, or other executives of the enterprise are founding members or have been enterprise managers within the 03 years immediately preceding the time of the transaction;
  - đ) Results of the assessment of the Company's internal control and risk management systems;
  - e) Results of oversight over the Board of Directors, the General Director and other executives of the enterprise;
  - g) Results of the assessment of the coordination of activities between the Audit Committee and the Board of Directors, the General Director and the shareholders;
  - h) Other matters.

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

### **Điều 41. Duty of care**

Members of the Board of Directors, the General Director and other executives shall have the responsibility to perform their duties, including duties in the capacity of members of the committees of the Board of Directors, honestly and prudently in the interests of the Company.

### **Điều 42. Duty of loyalty and avoidance of conflicts of interest**

1. Members of the Board of Directors, the General Director and other executives shall disclose related interests in accordance with the provisions of Article 159 of the Law on Enterprises and other provisions of law.
2. Members of the Board of Directors, the General Director and other executives shall not be permitted to use business opportunities that may bring benefits to the Company for personal purposes; and at the same time shall not use information obtained by virtue of their positions for personal gain or to serve the interests of other organizations or individuals.
3. Members of the Board of Directors, the General Director and other executives shall have the obligation to:
  - a) Notify the Board of Directors of all interests that may cause a conflict with the interests of the Company which they may be entitled to through economic legal entities, transactions or other individuals.
  - b) Notify the Board of Directors of transactions between the Company, its subsidiaries, and enterprises over which the Company holds controlling rights of more than 50% of charter capital, with that member or with the related persons of that member in accordance with the provisions of law.
  - c) Notify the Board of Directors of the name, enterprise identification number, address of the head office, and business lines of enterprises in which the related persons of the aforementioned persons jointly own or solely own a portion of the contributed capital or shares exceeding 10% of the charter capital and which have transactions with the Company.
4. Except where the General Meeting of Shareholders decides otherwise, the Company shall not grant loans or provide guarantees to members of the Board of Directors, the General Director, other executives and the individuals and organizations related to the aforementioned members, or to legal entities in which such persons hold financial interests, except where the public company and the organization related to such member are companies within the same group or companies operating under a group-of-companies structure, including parent company – subsidiary company, economic group, and where specialized law provides otherwise.

5. A contract or transaction between the Company and one of the following parties: members of the Board of Directors, the General Director, other Managers and the related persons of these parties; shareholders holding fifty-one percent (51%) or more and the related persons of such shareholder; shareholders, authorized representatives of shareholders holding more than ten percent (10%) of the total ordinary share capital of the Company and their related persons; enterprises related to the parties specified in Clause 2, Article 164 of the Law on Enterprises shall be effective only if approved by the corresponding bodies as follows:
  - a. The General Meeting of Shareholders approves contracts, transactions of borrowing, lending, or sale of assets with a value greater than ten percent (10%) of the total asset value of the Company recorded in the most recent financial statements;
  - b. The General Meeting of Shareholders approves transactions with a value of thirty-five percent (35%) or more of the total asset value recorded in the financial statements of the Company;
  - c. The Board of Directors approves transactions with a value of less than thirty-five percent (35%) of the total asset value recorded in the financial statements of the Company;

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

1. Members of the Board of Directors, the General Director and other executives who breach the obligation and duty of loyalty and care, or fail to fulfill their obligations with diligence and professional competence, shall be liable for the damages caused by their violations.
2. The Company shall compensate persons who have been, are, or may become a party involved in claims, lawsuits or prosecutions (including civil and administrative matters and excluding lawsuits in which the Company is the plaintiff) if such person has been or is a member of the Board of Directors, another executive, an employee, or an authorized representative of the Company, or if such person has acted or is acting at the request of the Company in the capacity of a member of the Board of Directors, another executive, an employee, or an authorized representative of the Company, provided that such person has acted honestly, prudently, and diligently in the interests of, or not against the best interests of, the Company, on the basis of compliance with the law, and there is no evidence confirming that such person has breached their responsibilities.
3. When performing functions, duties or carrying out work under the authorization of the Company, a member of the Board of Directors, another executive, an employee, or an authorized representative of the Company shall be compensated by the Company when becoming a party involved in claims, lawsuits or prosecutions (except lawsuits in which the Company is the plaintiff) in the following cases:

- a. Having acted honestly, prudently, and diligently in the interests of and not in conflict with the interests of the Company;
- b. Having complied with the law and there being no evidence confirming a failure to perform their responsibilities.
4. Compensation expenses shall include the costs incurred (including attorney's fees), the costs of judgments, fines, and amounts payable actually arising or deemed reasonable in resolving such matters within the framework permitted by law. The Company may purchase insurance for such persons in order to avoid the aforementioned compensation liabilities.

## **CHAPTER XI. RIGHT TO INVESTIGATE THE COMPANY'S BOOKS AND RECORDS**

### **Điều 44. Right to investigate books and records**

1. A shareholder or group of shareholders referred to in Clause 2, Article 25 of this Charter shall have the right, directly or through an authorized person, to submit a written request to inspect the list of shareholders, the minutes of meetings of the General Meeting of Shareholders, and to photocopy or make extracts of such records during working hours and at the head office of the Company. A request for inspection made by an authorized representative of a shareholder must be accompanied by the power of attorney of the shareholder whom that person represents or a notarized copy of such power of attorney.
2. Members of the Board of Directors, the General Director and other executives shall have the right to inspect the Company's register of shareholders, the list of shareholders, and other books and records of the Company for purposes related to their positions, provided that such information must be kept confidential.
3. The Company shall retain this Charter and its amendments and supplements to the Charter, the Enterprise Registration Certificate, the regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, the reports of the Board of Directors, the annual financial statements, the accounting books, and documents as prescribed by law, at the head office or another location provided that the shareholders and the Business Registration Authority are notified of the location where these documents are stored.
4. The Company's Charter must be published on the Company's website.

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

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

1. The General Director shall prepare plans for the Board of Directors to approve matters relating to the recruitment of, termination of employment of, wages, social insurance, welfare, rewards and discipline for employees and enterprise executives.

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

### **CHAPTER XIII. DISTRIBUTION OF PROFITS**

#### **Điều 46. Distribution of Profits**

1. The General Meeting of Shareholders shall determine the annual dividend rate and the form of dividend payment from the Company's retained earnings.
2. The Company shall not pay interest on dividends or any payments relating to a class of shares.
3. The Board of Directors may propose to the General Meeting of Shareholders the approval of payment of dividends in whole or in part in the form of shares, and the Board of Directors shall be the body implementing this decision.
4. Where dividends or other amounts relating to a class of shares are paid in cash, the Company shall make payment in Vietnamese dong. Payment may be made directly or through banks on the basis of the detailed bank information provided by the shareholder. Where the Company has made the transfer in accordance with the detailed bank information provided by the shareholder but such shareholder does not receive the money, the Company shall not be liable for the amount transferred by the Company to such shareholder. The payment of dividends for shares listed/registered for trading at the Stock Exchange may be carried out through securities companies or the Vietnam Securities Depository Center.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution determining a specific date to finalize the list of shareholders. Based on such date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distributions, to receive shares, and to receive notices or other documents.
6. Other matters relating to the distribution of profits shall be carried out in accordance with the provisions of the Law.

### **CHAPTER XIV. BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING REGIME**

#### **Điều 47. Bank Accounts**

1. The Company shall open accounts at Vietnamese banks or at foreign banks permitted to operate in Vietnam.
2. Subject to the prior approval of the competent authority, where necessary, the Company may open bank accounts abroad in accordance with the provisions of the Law.

3. The Company shall conduct all payments and accounting transactions through Vietnamese dong or foreign currency accounts at the banks where the Company has opened accounts.

#### **Điều 48. Financial Year**

The financial year of the Company shall commence on the first day of January each year and end on the 31st day of December of the same year.

#### **Điều 49. Accounting Regime**

1. The accounting regime applied by the Company shall be the Vietnamese Accounting Standards (VAS), the enterprise accounting regime, or a specific accounting regime issued by another competent authority and approved by the Ministry of Finance.
2. The Company shall maintain accounting books in Vietnamese and retain accounting records in accordance with the provisions of the Law on Accounting and relevant laws. Such records shall be accurate, up-to-date, systematic, and sufficient to evidence and account for the Company's transactions.
3. The Company shall use Vietnamese dong as the monetary unit in accounting. Where the Company has economic transactions arising mainly in a foreign currency, it may elect that foreign currency as the monetary unit in accounting, shall be liable for such election before the Law, and shall notify the directly managing tax authority.

### **CHAPTER XV. ANNUAL REPORT, FINANCIAL STATEMENTS AND INFORMATION DISCLOSURE RESPONSIBILITY**

#### **Điều 50. Annual, Semi-Annual and Quarterly Financial Statements**

1. The preparation and submission of financial statements by the Company shall comply with the regulations from time to time of the competent tax authority and the business registration authority.
2. The annual financial statements shall include the income statement truthfully and objectively reflecting the profit/loss situation of the Company during the financial year, the balance sheet truthfully and objectively reflecting the Company's operating situation as of the reporting date, the cash flow statement, and the notes to the financial statements.
3. The Company shall prepare reviewed semi-annual reports and quarterly financial statements in accordance with the regulations and submit them to the relevant tax authority and the business registration authority in accordance with the provisions of the Law on Enterprises.
4. Interested organizations and individuals shall be entitled to examine or make copies of the audited annual financial statements, the reviewed semi-annual reports, and the quarterly financial statements during working hours at the head office of the Company, and shall pay a reasonable fee for such copying.

### **Điều 51. Annual Report**

The Company may prepare and disclose the Annual Report in accordance with the provisions of the Law on Securities and the securities market.

## **CHAPTER XVI. AUDIT OF THE COMPANY**

### **Điều 52. Audit**

1. The annual General Meeting of Shareholders shall appoint an independent audit firm or approve a list of independent audit firms and authorize the Board of Directors to decide on the selection of one among these entities to conduct the audit activities of the Company for the following financial year based on the terms and conditions agreed with the Board of Directors. The Company shall prepare and send the annual financial statements to the independent audit firm after the end of the financial year.
2. The independent audit firm shall examine, verify, prepare the audit report, and submit such report to the Board of Directors within two (02) months from the end date of the financial year.
3. A copy of the audit report shall be attached to the Company's annual financial statements.
4. The independent auditor performing the audit of the Company shall be permitted to attend the meetings of the General Meeting of Shareholders and shall be entitled to receive the notices and other information relating to the General Meeting of Shareholders that the shareholders are entitled to receive, and shall be permitted to express opinions at the meeting on matters relating to the audit of the Company's financial statements.

## **CHAPTER XVII. SEAL**

### **Điều 53. Seal**

1. The Board of Directors shall decide on the approval of the official seal of the Company, and the seal shall be engraved in accordance with the provisions of the law and the Company's Charter.
2. The Board of Directors and the General Director shall use and manage the seal in accordance with the provisions of the applicable Law.

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

### **Điều 54. Termination of Operation**

1. The Company may be dissolved in the following cases:
  - a. Expiry of the Company's term of operation, including after any extension thereof;
  - b. Dissolution prior to the term pursuant to a resolution of the General Meeting of Shareholders;
  - c. Revocation of the Enterprise Registration Certificate;
  - d. Other cases as prescribed by law.

2. The dissolution of the Company prior to its term (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution resolution must be notified to, or approved by, the competent authority (where mandatory) in accordance with the applicable regulations.

#### **Điều 55. Extension of operation**

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (07) months prior to the expiry of the term of operation so that shareholders may vote on the extension of the Company's operation upon the proposal of the Board of Directors.
2. The term of operation shall be extended where it is approved by at least 65% of the total votes of the shareholders entitled to vote who are present in person or through an authorised representative attending the meeting of the General Meeting of Shareholders.

#### **Điều 56. Liquidation**

1. At least six (06) months prior to the expiry of the Company's term of operation, or following a resolution to dissolve the Company, the Board of Directors must establish a Liquidation Board comprising three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent audit firm. The Liquidation Board shall prepare its own operating rules. The members of the Liquidation Board may be selected from among the Company's employees or independent experts. All expenses relating to the liquidation shall be paid by the Company in priority to the Company's other debts.
2. The Liquidation Board shall be responsible for reporting to the Business Registration Authority on the date of its establishment and the date of commencement of its operation. From that time, the Liquidation Board shall represent the Company in all matters relating to the liquidation of the Company before the Court and the administrative authorities.
3. The proceeds from the liquidation shall be paid in the following order:
  - a. The liquidation expenses;
  - b. Debts in respect of salaries, severance allowances, social insurance and other benefits of employees under the collective labour agreement and the labour contracts that have been signed;
  - c. Tax debts;
  - d. Other debts of the Company;
  - e. The remainder, after payment of all debts from items (a) to (d) above, shall be distributed to the shareholders. Preference shares shall be given priority in payment.

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

### **Điều 57. Resolution of internal disputes**

1. In the event of any dispute or complaint arising in relation to the operation of the Company, or to the rights and obligations of the shareholders as provided for under the Law on Enterprises, other legal provisions, the Company's Charter, and the regulations, between:
  - a. A shareholder and the Company;
  - b. A shareholder and the Board of Directors, the General Director or another executive officer;

The relevant parties shall endeavour to resolve such dispute through negotiation and conciliation. Except in the case of a dispute involving the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over the resolution of the dispute and shall request each party to present the information relating to the dispute within 15 working days from the date on which the dispute arises. In the case of a dispute involving the Board of Directors or the Chairperson of the Board of Directors, any party may request the Business Registration Authority of the place where the Company has its head office to appoint an independent expert to act as a mediator for the dispute resolution process.

2. Where no conciliation decision is reached within six (06) weeks from the commencement of the conciliation process, or if the decision of the mediator is not accepted by the parties, either party may bring such dispute before the Economic Arbitration or the Economic Court.
3. Each party shall bear its own costs relating to the negotiation and conciliation procedures. The payment of the Court's costs shall be effected in accordance with the judgment of the Court.

## **CHAPTER XX. SUPPLEMENTATION AND AMENDMENT OF THE CHARTER**

### **Điều 58. Supplementation and amendment of the Charter**

1. Any amendment or supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.
2. In the event that there are provisions of law relating to the operation of the Company which have not been addressed in this Charter, or in the event that there are new provisions of law which differ from the provisions of this Charter, such provisions of law shall automatically apply to and govern the operation of the Company.

## **CHAPTER XXI. EFFECTIVE DATE**

### **Điều 59. Effective date**

1. This Charter comprises 21 Chapters and 59 Articles, amended, supplemented and unanimously adopted pursuant to Resolution No. 01/2026/NQ-SCI-ĐHĐCĐ of the

Annual General Meeting of Shareholders 2026 of SCI Joint Stock Company dated 20/04/2026 and Resolution No. 23/2026/NQ-SCI-HĐQT dated 07/07/2026.

2. The Charter is made in two (02) copies of equal validity and is kept at the Company's head office.
3. This Charter is the sole and official Charter of the Company;
4. Copies or extracts of the Company's Charter shall be valid when bearing the signature of the Chairperson of the Board of Directors or of at least one-half (1/2) of the total number of members of the Board of Directors.
5. The Charter takes effect from 07 July 2026.

**THE LEGAL REPRESENTATIVE OF THE COMPANY  
GENERAL DIRECTOR**

**Signed**

**Truong Buu Ngoc**