



VG PIPE®

Công ty cổ phần Ống Thép Việt - Đức VG PIPE

Đăng Cấp Châu Âu | ISO 9001 : 2015 | ISO 14001 : 2015

TRANSLATION

📍 Khu CN Bình Xuyên, Xã Xuân Lãng, Tỉnh Phú Thọ 🌐 vgpipe.com.vn



CHARTER

OF VIETNAM GERMANY STEEL PIPE JOINT STOCK COMPANY

Ticker Symbol: VGS

Amended and Promulgated under Resolution No. 01/2026/NQ-DHDCD-VGP dated April 17th, 2026 of the General Meeting of Shareholders of Vietnam Germany Steel Pipe Joint Stock Company, and Resolution No 16/2026/NQHDQT dated 28/07/2026 of the Board of Directors.

Phu Tho, July 28, 2026



TABLE OF CONTENTS

	PREAMBLE.....	6
CHAPTER I	DEFINITIONS IN THE CHARTER	6
Article 1	Definitions.....	6
CHAPTER II	NAME, FORM, HEAD OFFICE, BRANCHES.....	7
Article 2	Name, form, head office, branches, rep offices.....	7
Article 3	Legal representative of the Company	8
CHAPTER III	OBJECTIVES, BUSINESS SCOPE & OPERATION.....	9
Article 4	Objectives of the Company.....	9
CHAPTER IV	CHARTER CAPITAL & SHARES.....	12
Article 5	Charter capital & Shares.....	12
Article 6	Share Certificates and Shareholder Register	13
Article 7	Transfer of Shares.....	14
CHAPTER V	CORPORATE GOVERNANCE & CONTROL STRUCTURE	15
Article 8	Organizational Structure of Governance and Control	15
CHAPTER VI	SHAREHOLDERS AND THE GMS.....	15
Article 9	Rights of Shareholders.....	16
Article 10	Obligations of Shareholders	18
Article 11	General Meeting of Shareholders	18
Article 12	Powers and Duties of the GMS.....	20
Article 13	Convening, Agenda and Notice of the GMS.....	22
Article 14	Authorization to Attend the GMS.....	23
Article 15	Variation of Rights	24



Article 16	Quorum for the GMS.....	25
Article 17	Procedures for Conducting and Voting at the GMS.....	25
Article 18	Conditions for Adoption of Resolutions of the GMS.....	28
Article 19	Authority, Procedures for Obtaining SH' Written Resolutions	29
Article 20	Resolutions and Minutes of the GMS.....	30
Article 21	Request for Annulment of Resolutions of the GMS	31
Article 22	Effectiveness of Resolutions of the GMS.....	32
CHAPTER VII	BOARD OF DIRECTORS.....	32
Article 23	Nomination and Candidacy for Members of the BOD.....	32
Article 24	Composition and Term of Office of the BOD.....	33
Article 25	Powers and Duties of the Board of Directors	34
Article 26	Remuneration, Bonuses and Other Benefits of the BOD.....	37
Article 27	Chairman of the Board of Directors	37
Article 28	Meetings of the Board of Directors.....	38
Article 29	Rights to Access Information.....	40
Article 30	Person in charge of Corporate Governance.....	41
CHAPTER VIII	GENERAL DIRECTOR AND OTHER MANAGERS.....	41
Article 31	Organization of the Management Structure	41
Article 32	Executive Officers of the Company	42
Article 33	Appointment, Dismissal, Duties & Powers of the G/Director.....	42
Article 34	Company Secretary.....	44
CHAPTER IX	RELATIONSHIP BETWEEN COMPANY AND OTHERS	45
Article 35	Management and Operation through Investment.....	45
Article 36	Capital Invested by the Company in Other Enterprises	45
Article 37	Rights and Obligations of the Company in Managing Investments...	46
CHAPTER X	DUTIES OF THE MEMBERS OF THE BOD.....	47
Article 38	Duty of Care of Members of the BOD.....	47

**VG PIPE®****Công ty cổ phần Ống Thép Việt - Đức VG PIPE**

Đăng Cấp Châu Âu | ISO 9001 : 2015 | ISO 14001 : 2015

TRANSLATIONKhu CN Bình Xuyên, Xã Xuân Lăng, Tỉnh Phú Thọ vgpipe.com.vn

Article 39	Duty of Loyalty and Avoidance of Conflicts of Interest	47
Article 40	Transactions between Parent Company & their Related Persons.....	48
Article 41	Liability for Damages and Indemnification	49
Article 42	Rights to Initiate Legal Action against Members of BOD & GD....	50
CHAPTER XI	SUPERVISORY BOARD.....	50
Article 43	Nomination and Candidacy for Members of SB.....	50
Article 44	Members of Supervisory Board.....	51
Article 45	Responsibilities of Supervisory Board Members.....	52
Article 46	Head of Supervisory Board.....	53
Article 47	Rights & Obligations of the Supervisory Board	53
Article 48	Meetings of the Supervisory Board	54
Article 49	Rights to Access Information.....	54
Article 50	Salaries, Remuneration, Bonuses, and Other Benefits	55
CHAPTER XII	RIGHT TO INSPECT COMPANY BOOKS & RECORDS	55
Article 51	Rights to Inspect Books & Records.....	55
CHAPTER XIII	EMPLOYEES AND TRADE UNION	56
Article 52	Employees and Trade Union.....	56
CHAPTER XIV	PROFIT DISTRIBUTION.....	57
Article 53	Profit Distribution.....	57
Article 54	Other Matters Relating to Profit Distribution.....	58
CHAPTER XV	BANK ACCOUNTS, RESERVE FUNDS.....	58
Article 55	Bank Accounts.....	58
Article 56	Appropriation of Funds	58
Article 57	Financial Year.....	58
Article 58	Accounting System.....	59
CHAPTER XVI	FINANCIAL STATEMENTS, ANNUAL REPORT,	48



VG PIPE®

Công ty cổ phần Ống Thép Việt - Đức VG PIPE

Đăng Cấp Châu Âu | ISO 9001 : 2015 | ISO 14001 : 2015

TRANSLATION

📍 Khu CN Bình Xuyên, Xã Xuân Lãng, Tỉnh Phú Thọ 🌐 vgpipe.com.vn

Article 59	Annual, Semi-Annual, and Quarterly Reports	59
Article 60	Annual Report.....	59
Article 61	Information Disclosure.....	59
CHAPTER XVII	AUDIT OF THE COMPANY.....	60
Article 62	Audit.....	60
CHAPTER XVIII	CORPORATE SEAL.....	60
Article 63	Corporate Seal.....	60
CHAPTER XIX	TERMINATION AND LIQUIDATION.....	61
Article 64	Termination.....	61
Article 65	Extension of Operation.....	61
Article 66	Liquidation.....	61
CHAPTER XX	INTERNAL DISPUTE RESOLUTION.....	62
Article 67	Internal Dispute Resolution.....	62
CHAPTER XXI	AMENDMENTS AND SUPPLEMENTS.....	63
Article 68	Amendments and Supplements to the Charter.....	63
CHAPTER XXII	EFFECTIVE DATE.....	63
Article 69	Effective Date.....	63
	Signature of Chairman of the Board of Directors and General Director.....	64



VG PIPE®

Công ty cổ phần Ống Thép Việt - Đức VG PIPE

Đăng Cấp Châu Âu | ISO 9001 : 2015 | ISO 14001 : 2015

TRANSLATION

📍 Khu CN Bình Xuyên, Xã Xuân Lăng, Tỉnh Phú Thọ 🌐 vgpipe.com.vn

PREAMBLE

This Charter is amended pursuant to Resolution No. 01/2026/NQ-DHDCD-VGP of the General Meeting of Shareholders of Vietnam Germany Steel Pipe Joint Stock Company, adopted at the 2026 Annual General Meeting of Shareholders on April 17, 2026, and Resolution No. 16/2026/NQHDQT adopted by the Board of Directors on 28/07/2026.

Chapter I:

DEFINITIONS IN THE CHARTER

Article 1. Definitions

1.1. In this Charter, the following terms shall be construed as follows:

- a. “Charter Capital” means the total capital contributed by all shareholders and specified in Article 5 of this Charter.
- b. “Law on Enterprises” means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its amendments, supplements, and implementing regulations.
- c. “Law on Securities” means the Law No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its amendments, supplements, and implementing regulations.
- d. “Date of Establishment” means January 31, 2007, being the date on which the Company was first granted its Enterprise Registration Certificate.
- e. “Executive Officers” means the General Director, Deputy General Directors, Chief Accountant, and other managerial positions within the Company as approved by the Board of Directors.
- f. “Managers” means the managers of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other individuals holding managerial titles in accordance with this Charter.
- g. “Related Person(s)” means any individual or organization as defined under the applicable Law on Enterprises and Law on Securities.
- h. “Term of Operation” means the duration of operation of the Company as specified in Article 2 of this Charter and any extension thereof as approved by the General Meeting of Shareholders by resolution.
- i. “Vietnam” means the Socialist Republic of Vietnam.
- j. “Company” or “VG PIPE” means Vietnam Germany Steel Pipe Joint Stock Company.
- k. “Subsidiary” means any company over which VG PIPE exercises control. A Subsidiary may be organized in the form of a joint stock company, a single-member limited liability company, or a multi-member limited liability company.



1. “Affiliate” means any company in which VG PIPE holds shares or capital contributions below the controlling level, and which is bound by rights and obligations with VG PIPE in proportion to the capital contribution or pursuant to an affiliation agreement entered with VG PIPE. An Affiliate may be organized as a joint stock company or a multi-member limited liability company.
- m. “Stock Exchange” means an official marketplace for trading shares, bonds, and other securities on which the Company’s shares are listed.
- n. “GMS” means the General Meeting of Shareholders.
- o. “BOD” means the Board of Directors.
- p. “SB” means the Supervisory Board.
- q. “General Director (GD)” means the General Director of the Company.
- r. “Shareholder” means any individual or organization owning at least one share of the Company.
- s. “Major Shareholder” means a shareholder holding five percent (5%) or more of the voting shares of an issuing organization, as defined in Clause 18, Article 4 of the Law on Securities.
- 1.2. In this Charter, references to any provision or legal document shall include any amendments, supplements, or replacements thereof.
- 1.3. Headings (Chapters and Articles) are included for convenience of reference only and shall not affect the interpretation of this Charter.
- 1.4. Terms or expressions defined in the Law on Enterprises (unless inconsistent with the subject matter or context) shall have the same meanings in this Charter.

Chapter II:

NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES AND TERM OF OPERATION OF THE COMPANY

Article 2. Name, Form, Head Office, Branches, Representative Offices and Term of Operation of the Company

2.1. Company Name:

- Vietnamese name : **CÔNG TY CỔ PHẦN ỐNG THÉP VIỆT – ĐỨC VGPIPE**
- English name : **Vietnam Germany Steel Pipe Joint Stock Company**
- Trading name : **Công ty Cổ phần Ống thép Việt - Đức VG PIPE**
- Abbreviated name : **VGPIPE**



● Company Logo :



2.2. Vietnam Germany Steel Pipe Joint Stock Company is a joint stock company having legal entity status in accordance with the laws of Vietnam.

2.3. Registered head office of the Company:

- Address : Binh Xuyen Industrial Zone, Xuan Lang Commune, Phu Tho Province, Vietnam
- Telephone : 02113.887.863
- Facsimile : 02113.888.562
- E-mail : vgp@thepvietduc.com.vn
- Website : vgpipe.com.vn
- Representative Offices

➤ Hanoi Representative Office:

3rd Floor, SIMCO Building, No. 28 Pham Hung Street, Tu Liem Ward, Hanoi.

➤ Central Region Representative Office:

National Highway 1A, Hoa Xuan Ward, Da Nang City.

➤ Southern Region Representative Office:

Hamlet 3 My Yen, My Yen Commune, Tay Ninh Province

The Company may establish branches and representative offices in its business areas to achieve its operational objectives in accordance with resolutions of the Board of Directors and within the scope permitted by law.

The term of operation of the Company shall be indefinite. The Company may amend its term of operation pursuant to a resolution of the General Meeting of Shareholders.

Article 3. Legal Representative of the Company

3.1. The Company currently has one (01) legal representative.

3.2. The General Director shall act as the legal representative of the Company.

**VG PIPE®****Công ty cổ phần Ống Thép Việt - Đức VG PIPE**

Đăng Cấp Châu Âu | ISO 9001 : 2015 | ISO 14001 : 2015

TRANSLATIONKhu CN Bình Xuyên, Xã Xuân Lăng, Tỉnh Phú Thọ vgpipe.com.vn

- 3.3. The General Director shall have the rights and obligations as prescribed in this Charter.

Chapter III:

OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF THE COMPANY

Article 4. Objectives of the Company

- 4.1. The Company's business lines shall include: Manufacturing, Trading, and Services.
- 4.2. The Company's business sectors shall comprise:

NO.	Business lines	Code
1	Manufacture of iron and steel Including but not limited to: - Manufacture of steel pipes, stainless steel pipes; - Manufacture of steel-related products; - Manufacture of safes, metal cabinets, vaults, steel ladders, and enameled metal products; - Manufacture of structural steel components for construction (including steel bridge girders, beams, bracing bars, towers, and television antenna masts); - Manufacture of steel frames (including buildings and warehouses); - Drawing of iron and steel wire; - Manufacture of wire mesh and metal mesh products; - Manufacture of stainless steel products; - Build and installation of steel structures and precast concrete structures; - Smelting of pig iron and steel.	2431
2	Construction of residential buildings	4101
3	Construction of non-residential buildings	4102
4	Construction of railway works	4211
5	Construction of road works	4212
6	Construction of electrical works Exclusion: - The construction and operation of multi-purpose hydropower projects and nuclear power plants of significant socio-economic importance.	4221
7	Construction of water supply and drainage works	4222

**VG PIPE®****Công ty cổ phần Ống Thép Việt - Đức VG PIPE**

Đăng Cấp Châu Âu | ISO 9001 : 2015 | ISO 14001 : 2015

TRANSLATION

📍 Khu CN Bình Xuyên, Xã Xuân Lãng, Tỉnh Phú Thọ 🌐 vgpipe.com.vn

NO.	Business lines	Code
8	Construction of telecommunications and communication works	4223
9	Construction of hydraulic works Exclusion: - The construction and operation of multi-purpose hydropower projects and nuclear power plants of significant socio-economic importance.	4291
10	Construction of mining works	4292
11	Construction of processing and manufacturing facilities	4293
12	Completion and finishing of construction works	4330
13	Agency, brokerage and auction of goods. Including: - Goods sales agency services - Brokerage services for the purchase and sale of goods.	4610
14	Wholesale of metals and metal ores. Including: - Wholesale of metal ores - Wholesale of iron and steel - Wholesale of other metals Exclusions: - Precious metals, gemstones, and goods included in the list of goods for which foreign investors or foreign-invested economic organizations are not permitted to exercise export, import, or distribution rights.	4672
15	Other passenger transport by road	4932
16	Freight transport by road	4933
17	Cargo handling services Excluding: - Seaport and air cargo handling	5224
18	Direct support services for road transport. Including: - Parking and vehicle custody services, cargo collection, transshipment and warehousing services, road transport rescue services, loading and unloading services; sampling and weighing of goods.	5225

**VG PIPE®****Công ty cổ phần Ống Thép Việt - Đức VG PIPE**

Đăng Cấp Châu Âu | ISO 9001 : 2015 | ISO 14001 : 2015

TRANSLATION

📍 Khu CN Bình Xuyên, Xã Xuân Lãng, Tỉnh Phú Thọ 🌐 vgpipe.com.vn

NO.	Business lines	Code
19	Other support services related to transport, including: Including: - Freight forwarding agency services, brokerage for leasing road transport vehicles.	5229
20	Hotels and similar accommodation services	5510
21	Other short-term accommodation services	5520
22	Restaurants and mobile food service activities	5610
23	Real estate trading and business of land use rights owned, used, or leased by the Company, in accordance with Article 9 of the Law on Real Estate Business 2023. Exclusions: Investment in construction of cemetery and graveyard infrastructure for the purpose of transferring land use rights associated with such infrastructure.	6810
24	Other real estate activities on a fee or contract basis Including: - Consultancy and management of residential housing and residential land use rights; - Consultancy and management of non-residential housing and land use rights; - Other real estate services on a fee or contract basis not elsewhere classified. Exclusions: Real estate auction services and auctions of real estate use rights.	6820
25	Other tourism-related activities	7990
26	Other business support services not elsewhere classified. Including: Import and export of goods traded by the Company in accordance with Article 28 of the Law on Commerce. (The Company shall conduct business in conditional sectors only upon satisfying all conditions as prescribed by applicable laws and regulations).	8299



VG PIPE®

Công ty cổ phần Ống Thép Việt - Đức VG PIPE

Đăng Cấp Châu Âu | ISO 9001 : 2015 | ISO 14001 : 2015

TRANSLATION

📍 Khu CN Bình Xuyên, Xã Xuân Lãng, Tỉnh Phú Thọ 🌐 vgpipe.com.vn

The General Meeting of Shareholders shall, when necessary, decide on any amendment or expansion of the Company's business sectors in compliance with applicable laws and regulations.

4.3. Objectives of Operation:

The objectives of the Company are to maximize profits, accumulate capital for development and investment, contribute to the achievement of the Company's development goals, and fulfill its obligations to the State budget in accordance with law.

Chapter IV:

CHARTER CAPITAL AND SHARES

Article 5. Charter Capital and Shares

5.1. The Charter Capital of the Company is **VND 615,241,550,000** (In words: Six hundred fifteen billion, two hundred forty-one million, five hundred fifty thousand Vietnamese Dong).

The total Charter Capital of the Company is divided into **61,524,155 shares** (In words: Sixty-one million, five hundred twenty-four thousand, one hundred fifty-five shares), with a par value of VND 10,000 per share.

5.2. The Company may adjust its Charter Capital subject to approval by the General Meeting of Shareholders and in compliance with applicable laws.

5.3. As of the date of adoption of this Charter, all shares of the Company are ordinary shares. The rights and obligations attached to shares are provided in Articles 9 and 10 of this Charter.

5.4. In addition to ordinary shares, the Company may issue other classes of preference shares upon approval of the General Meeting of Shareholders at each relevant time and in accordance with applicable laws. Preference shares may be converted into ordinary shares pursuant to a resolution of the General Meeting of Shareholders; however, ordinary shares may not be converted into preference shares.

5.5. The number of shares authorized for offering shall be the total number of shares determined by the General Meeting of Shareholders for capital raising at each relevant time. The Board of Directors shall decide on the timing, method, and offering price of shares. The offering price shall not be lower than the market price at the time of offering or the latest book value of the shares, except in the following cases:

- a. Shares offered to all shareholders in proportion to their existing shareholding ratio;



VG PIPE®

Công ty cổ phần Ống Thép Việt - Đức VG PIPE

Đăng Cấp Châu Âu | ISO 9001 : 2015 | ISO 14001 : 2015

TRANSLATION

📍 Khu CN Bình Xuyên, Xã Xuân Lãng, Tỉnh Phú Thọ 🌐 vgpipe.com.vn

- b. Shares issued to employees under an Employee Stock Ownership Plan (ESOP) approved by the General Meeting of Shareholders;
 - c. Other cases approved by the General Meeting of Shareholders and in accordance with applicable laws.
- 5.6. Unless otherwise resolved by the General Meeting of Shareholders, any newly issued ordinary shares shall be offered first to existing shareholders in proportion to their respective holdings of ordinary shares. The procedures for offering shares to existing shareholders shall comply with securities laws. Shareholders may transfer their pre-emptive rights to subscribe for shares to other persons. Any shares not subscribed for by existing shareholders shall be determined by the Board of Directors. The Board of Directors may allocate or grant options to purchase such shares to shareholders and/or other persons on terms not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or in cases where shares are sold via the Stock Exchange.
- 5.7. The Company may repurchase its own shares in accordance with this Charter and applicable laws.
- 5.8. The Company may issue other types of securities in accordance with applicable laws and upon approval of the General Meeting of Shareholders.

Article 6. Share Certificates and Shareholder Register

- 6.1. Shareholders shall be issued share certificates corresponding to the number and class of shares held.
- 6.2. 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 organization and must contain all contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.

In the event of errors in the form or contents of share certificates issued by the Company, the rights and interests of the holders shall not be affected. The legal representative of the Company shall be liable for any damages arising from such errors.

- 6.3. Where only part of the registered shares stated in a share certificate is transferred, the original certificate shall be cancelled and a new certificate reflecting the remaining shares shall be issued free of charge.
- 6.4. In the event that a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be re-issued a certificate upon request. Such request must include:
- a. Information on the lost, damaged, or destroyed certificate;
 - b. A commitment to assume responsibility for any disputes arising from the re-issuance and to pay all related costs to the Company.



VG PIPE®

Công ty cổ phần Ống Thép Việt - Đức VG PIPE

Đăng Cấp Châu Âu | ISO 9001 : 2015 | ISO 14001 : 2015

TRANSLATION

📍 Khu CN Bình Xuyên, Xã Xuân Lãng, Tỉnh Phú Thọ 🌐 vgpipe.com.vn

- 6.5. All forms of share certificates, bonds, or other securities of the Company (except for offering letters, temporary certificates, and similar documents) shall bear the seal and specimen signature of the legal representative, unless otherwise provided in the issuance terms and conditions.
- 6.6. The shareholder register or the list of securities holders shall be registered and maintained at the Vietnam Securities Depository and Clearing Corporation (VSDC).
- 6.7. In the event of any change to the particulars recorded in the shareholder register, non-depository shareholders shall notify the Company, and depository shareholders shall notify their respective securities companies, in order for the Company to promptly update such particulars in the shareholder register or the list of securities holders maintained at the Vietnam Securities Depository and Clearing Corporation (VSDC).

The Company shall not be liable in cases where a shareholder's information is unavailable, incomplete, or inaccurate for the purpose of communication, delivery of correspondence, or other related documents. In such cases, this shall not affect the procedures for convening the General Meeting of Shareholders, obtaining shareholders' written opinions, delivery of documents to shareholders, or the validity of resolutions adopted by the General Meeting of Shareholders.

Article 7. Transfer of Shares

- 7.1. All shares are freely transferable except as otherwise provided in this Charter or by law. Shares listed on the Hanoi Stock Exchange shall be transferred in accordance with securities laws and regulations.
- 7.2. Shares which have not been fully paid for shall not be transferable and shall not be entitled to any related rights, including the right to receive dividends, the right to receive bonus shares issued from equity capital, the right to subscribe for newly issued shares, and other rights as prescribed by applicable laws.

Any individual or organization acquiring shares in the cases provided for in this Charter shall only become a shareholder of the Company upon full registration of their particulars in the shareholder register.

The Board of Directors shall have the absolute discretion to refuse the registration of any transfer of shares which have not been fully paid for.

In respect of deposited shares, individuals and organizations shall contact the securities company where the shareholder maintains its depository account in order to carry out procedures for inheritance of shares in accordance with applicable laws.

- 7.3. In the event that a shareholder being an individual dies, his/her heir(s) under a will or by operation of law shall become shareholder(s) of the Company. However, this provision shall not release the estate of the deceased shareholder from any liabilities attached to the shares held by such shareholder.



Where shares held by a deceased individual shareholder have no heir, or the heir refuses or is disqualified from inheritance, such shares shall be dealt with in accordance with civil laws.

- 7.4. A transfer of shares shall become effective upon registration of such transfer in the shareholder register or the list of securities holders, or on the date of book-entry posting in the securities depository account at the Vietnam Securities Depository and Clearing Corporation (VSDC).

Only those persons whose names are recorded in the shareholder register or the list of securities holders shall be recognized as lawful shareholders of the Company.

- 7.5. All listed shares shall be transferred in accordance with the laws on securities and the regulations of the Stock Exchange.

Chapter V:

CORPORATE GOVERNANCE AND CONTROL STRUCTURE

Article 8. Organizational Structure of Governance and Control

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

- 8.1. The General Meeting of Shareholders, comprising all shareholders with voting rights, shall be the highest decision-making body of the Company.
- 8.2. The Board of Directors shall be the management body of the Company and shall have full authority, in the name of the Company, to decide and implement all rights and obligations of the Company that do not fall within the authority of the General Meeting of Shareholders and/or to decide on matters as delegated by the General Meeting of Shareholders. The Board of Directors shall be responsible for managing the Company in the best interests of all shareholders.
- 8.3. The Supervisory Board shall supervise the Board of Directors and the General Director in the management and operation of the Company. The Supervisory Board shall be accountable to the General Meeting of Shareholders for the performance of its assigned rights and duties.
- 8.4. The General Director shall be responsible for the day-to-day management and operation of the Company's business activities, under the supervision of the Board of Directors and the Supervisory Board, and shall be accountable to the Board of Directors and to the law for the performance of assigned rights and duties.

Chapter VI:

SHAREHOLDERS AND THE GENERAL MEETING OF



VG PIPE®

Công ty cổ phần Ống Thép Việt - Đức VG PIPE

Đăng Cấp Châu Âu | ISO 9001 : 2015 | ISO 14001 : 2015

TRANSLATION

📍 Khu CN Bình Xuyên, Xã Xuân Lăng, Tỉnh Phú Thọ 🌐 vgpipe.com.vn

SHAREHOLDERS

Article 9. Rights of Shareholders

- 9.1. Shareholders are the owners of the Company and shall have rights and obligations corresponding to the number and class of shares they hold. Shareholders shall be liable for the debts and other financial obligations of the Company only to the extent of the capital they have contributed to the Company.
- 9.2. Ordinary shareholders shall have the following rights:
- a. To attend and speak at meetings of the General Meeting of Shareholders and to exercise voting rights directly or through an authorized representative or other forms as prescribed by this Charter and applicable laws. Each ordinary share shall carry one (1) vote;
 - b. To receive dividends at a rate as decided by the General Meeting of Shareholders;
 - c. To examine, access and extract information relating to names and contact details in the list of shareholders with voting rights, and to request correction of inaccurate information promptly upon any change;
 - d. To freely transfer fully paid shares in accordance with this Charter and applicable laws;
 - e. To be given priority to subscribe for newly issued shares in proportion to their existing shareholding;
 - f. To inspect information relating to shareholders in the list of shareholders eligible to attend the General Meeting of Shareholders and to request correction of inaccurate information;
 - g. To examine, access, extract, or copy the Company's Charter, minutes of meetings of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
 - h. In the event of dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their shareholding after the Company has settled its debts and obligations to creditors and holders of other classes of shares in accordance with law;
 - i. To request the Company to repurchase shares in the cases provided in Clause 1, Article 129 of the Law on Enterprises;
 - j. To be treated equally. Each share of the same class shall confer equal rights, obligations, and benefits on its holder. In the event the Company issues preference shares, the rights and obligations attached thereto must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
 - k. To have access to full periodic and extraordinary information disclosed by the Company in accordance with law;



1. To have their lawful rights and interests protected; to request suspension or cancellation of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;
 - m. Other rights as provided in this Charter and applicable laws.
- 9.3. Shareholders or groups of shareholders holding at least five percent (5%) of the total ordinary shares shall, in addition to the rights set out in Clause 9.2, have the following rights:
- a. To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;
 - b. To propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and submitted to the Company no later than [10] working days prior to the meeting date. The proposal must specify the shareholder's name, the number of each class of shares held, and the matters proposed for inclusion in the agenda;
 - c. To request the Supervisory Board to examine specific issues relating to the management and operation of the Company when deemed necessary. Such request must be made in writing and include the following particulars: Full name, contact address, nationality, and legal identification of individual shareholders; Name, enterprise code or legal identification, and head office address of institutional shareholders; Number of shares held and the registration date of shares of each shareholder, total shares held by the group, and ownership ratio in the Company; Matters to be examined and purpose of such examination.
 - d. Other rights as provided in this Charter and the Law on Enterprises.
- 9.4. Shareholders or groups of shareholders holding at least ten percent (10%) of the total ordinary shares shall, in addition to the rights set out in Clauses 9.2 and 9.3, have the right to nominate candidates to the Board of Directors and the Supervisory Board, as follows:
- a. Ordinary shareholders forming a group for nomination purposes must notify the General Meeting of Shareholders of such grouping prior to the opening of the meeting;
 - b. Based on the number of members of the Board of Directors and the Supervisory Board, such shareholders or shareholder groups shall have the right to nominate one or more candidates as determined by the General Meeting of Shareholders. If the number of candidates nominated is less than the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, or other shareholders;
 - c. To examine and obtain copies or extracts of the list of shareholders entitled to attend and vote at the General Meeting of Shareholders;



- d. Other rights as provided in this Charter and the Law on Enterprises.

Article 10. Obligations of Shareholders

Shareholders shall have the following obligations:

- 10.1. To comply with the Company's Charter and internal governance regulations; and to comply with resolutions of the General Meeting of Shareholders and the Board of Directors.
- 10.2. To fully pay for the shares subscribed for in accordance with applicable regulations.
- 10.3. To provide accurate contact address information upon share registration.
- 10.4. To fulfill other obligations as prescribed by applicable laws.
- 10.5. To bear personal liability when acting in the name of the Company in any form to carry out any of the following acts:
 - a. Violating the law;
 - b. Conducting business or other transactions for personal gain or for the benefit of other organizations or individuals;
 - c. Making payment of debts not yet due where there is a potential financial risk to the Company.
- 10.6. Shareholders shall attend meetings of the General Meeting of Shareholders and exercise their voting rights by one of the following methods:
 - a. Attending and voting in person at the meeting;
 - b. Authorizing an individual or organization to attend and vote on their behalf;
 - c. Attending and voting via online meetings, electronic voting, or other electronic means in accordance with the Company's regulations for each meeting;
 - d. Sending voting ballots to the meeting by post, fax, or email in accordance with the Company's regulations for each meeting.
- 10.7. To maintain confidentiality of information provided by the Company in accordance with this Charter and applicable laws; to use such information solely for the purpose of exercising and protecting their lawful rights and interests; and not to disclose, distribute, copy, or transmit such information to any other organization or individual.
- 10.8. To provide accurate information when subscribing for shares and to promptly notify the Company of any changes to such information.
- 10.9. To perform other obligations as provided in this Charter and the Law on Enterprises.

Article 11. General Meeting of Shareholders

- 11.1. The General Meeting of Shareholders (GMS), comprising all shareholders with voting rights, shall be the highest decision-making body of the Company.



- 11.2. The GMS shall convene an Annual General Meeting once per year within four (04) months from the end of the financial year. The Board of Directors may decide to extend the time for convening the Annual General Meeting where necessary, but such extension shall not exceed six (06) months from the end of the financial year.
- 11.3. In addition to the Annual General Meeting, the GMS may convene extraordinary meetings.
- 11.4. The location of the GMS shall be the place where the chairperson attends the meeting and must be within the territory of Vietnam.
- 11.5. The Board of Directors shall organize the convening of the Annual General Meeting and determine an appropriate venue. The Annual General Meeting shall decide on matters in accordance with applicable laws and this Charter, including, in particular, the approval of annual financial statements and the financial budget for the following financial year. Independent auditors may be invited to attend the meeting to provide advice in relation to the approval of the annual financial statements.
- 11.6. The Board of Directors shall convene an Extraordinary General Meeting in the following cases:
- a. Where deemed necessary for the interests of the Company by the Board of Directors;
 - b. Where the annual balance sheet, quarterly or semi-annual (06-month) financial statements, or audited financial statements indicate that the Charter Capital has been reduced by half (1/2) compared to the beginning of the period;
 - c. Where the number of members of the Board of Directors or the Supervisory Board falls below the minimum required by law or is reduced by one-third (1/3) compared to the number prescribed in this Charter;
 - d. Upon written request from shareholders or groups of shareholders as specified in Clauses 9.3 and 9.4 of Article 9 of this Charter. Such request must clearly state the reasons and purposes of the meeting and be signed by the relevant shareholders (the request may be made in multiple copies to collect sufficient signatures);
 - e. Upon request of the Supervisory Board;
 - f. Other cases as provided by applicable laws and this Charter.
- 11.7. Procedures for Convening an Extraordinary General Meeting
- a. The Board of Directors must convene an Extraordinary General Meeting within thirty (30) days from the date on which: the number of remaining members falls within the case specified in Clause 11.6(c) or a request is received as specified in Clauses 11.6(d) and 11.6(e).
 - b. If the Board of Directors fails to convene the meeting in accordance with point (a) above, within the following thirty (30) days, the Supervisory Board shall replace the



VG PIPE®

Công ty cổ phần Ống Thép Việt - Đức VG PIPE

Đăng Cấp Châu Âu | ISO 9001 : 2015 | ISO 14001 : 2015

TRANSLATION

📍 Khu CN Bình Xuyên, Xã Xuân Lãng, Tỉnh Phú Thọ 🌐 vgpipe.com.vn

Board of Directors in convening the GMS in accordance with Clause 3, Article 140 of the Law on Enterprises.

- c. If the Supervisory Board fails to convene the meeting in accordance with point (b) above, the shareholders or group of shareholders specified in Clause 9.3 shall have the right to request a competent authority to convene the GMS in accordance with the Law on Enterprises.

In such case, the shareholders or shareholder group convening the GMS may request the business registration authority to supervise the procedures for convening, conducting the meeting, and adopting resolutions of the GMS.

All reasonable expenses for convening and conducting the GMS shall be reimbursed by the Company. Such expenses shall not include personal expenses incurred by shareholders attending the meeting, including accommodation and travel expenses.

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

Article 12. Powers and Duties of the General Meeting of Shareholders

12.1. The Annual General Meeting shall have the authority to discuss and approve the following matters:

- a. Audited annual financial statements;
- b. Report of the Supervisory Board on the Company's performance;
- c. Report of the Board of Directors;
- d. Short-term and long-term development plans of the Company;
- e. Other matters within its authority.

12.2. The General Meeting of Shareholders, whether annual or extraordinary, shall adopt resolutions on the following matters:

- a. Approval of the Company's development orientation.
- b. Approval of annual financial statements.
- c. Determination of annual dividends for each class of shares in accordance with the Law on Enterprises and the rights attached to such shares. Such dividends shall not exceed the level proposed by the Board of Directors after consultation with shareholders at the GMS.
- d. Determination of the number of members of the Board of Directors and the Supervisory Board.
- e. Election, removal, dismissal, and replacement of members of the Board of Directors and the Supervisory Board; and approval of the appointment of the General Director by the Board of Directors.



- f. Determination of total remuneration of the Board of Directors and the Supervisory Board and approval of remuneration reports thereof.
 - g. Appointment of the independent auditing firm.
 - h. Amendments and supplements to the Charter; approval of internal governance regulations and operational regulations of the Board of Directors and the Supervisory Board.
 - i. Determination of classes of shares and the number of shares to be issued for each class.
 - j. Division, separation, consolidation, merger, or conversion of the Company.
 - k. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators.
 - l. Examination and handling of violations by the Board of Directors or the Supervisory Board causing damage to the Company and its shareholders.
 - m. Approval of investments or disposals of assets with a value equal to or exceeding fifty percent (50%) of the total assets recorded in the latest consolidated financial statements of the Company.
 - n. Approval of the Company's repurchase of more than ten percent (10%) of any class of issued shares.
 - o. Approval of contracts between the Company (or its branches) and persons specified in Article 162 of the Law on Enterprises where the contract value is equal to or exceeds fifty percent (50%) of the total assets of the Company and its branches as recorded in the latest audited financial statements.
 - p. Other matters as prescribed by law, this Charter, and internal regulations of the Company, except those delegated to other management levels under this Charter and/or the Real Estate Project Investment Delegation Regulations approved by the GMS.
- 12.3. The Company may obtain shareholders' opinions in writing to approve all matters specified in Clauses 12.1 and 12.2 of this Article and other matters within the authority of the GMS, including but not limited to:
- a. Amendments and supplements to the Charter;
 - b. Approval of the Company's development orientation;
 - c. Determination of classes of shares and the total number of shares authorized for offering;
 - d. Election, removal, or dismissal of members of the Board of Directors and the Supervisory Board;
 - e. Approval of annual financial statements;



- f. Reorganization or dissolution of the Company;
 - g. Other matters arising during the course of the Company's operations.
- 12.4. Shareholders shall not be entitled to vote in the following cases:
- a. Approval of contracts as specified in Clause 12.2 of this Article where such shareholder or its related persons is a party to such contract;
 - b. Repurchase of shares held by such shareholder or its related persons, except where such repurchase is conducted proportionally among all shareholders or through order matching or public tender offers on the Stock Exchange.
- 12.5. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

Article 13. Convening, Agenda and Notice of the General Meeting of Shareholders

- 13.1. The Board of Directors shall convene the Annual General Meeting of Shareholders, or the General Meeting of Shareholders shall be convened in the cases specified in Clause 11.6 of Article 11 of this Charter.
- 13.2. The person convening the General Meeting of Shareholders shall perform the following duties:
- a. To prepare the list of shareholders entitled to attend and vote at the meeting. Such list shall be prepared no more than [10] days prior to the date of dispatch of the meeting notice;
 - b. The Company shall disclose information regarding the preparation of the list of shareholders entitled to attend the GMS at least twenty (20) days prior to the record date;
 - c. To prepare the agenda and contents of the meeting;
 - d. To prepare documents for the meeting;
 - e. To prepare draft resolutions corresponding to the proposed agenda;
 - f. To determine the time and venue of the meeting;
 - g. To notify and dispatch the notice of meeting to all shareholders entitled to attend;
 - h. To perform other tasks necessary for the organization of the meeting.
- 13.3. The notice of meeting of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to their registered contact addresses, and shall simultaneously be disclosed on the Company's website, the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading.

The convener must send the notice of meeting to all shareholders in the list of shareholders entitled to attend no later than [21] days prior to the opening date of

**VG PIPE®****Công ty cổ phần Ống Thép Việt - Đức VG PIPE**

Đăng Cấp Châu Âu | ISO 9001 : 2015 | ISO 14001 : 2015

TRANSLATION

Khu CN Bình Xuyên, Xã Xuân Lăng, Tỉnh Phú Thọ | vgpipe.com.vn

the meeting (calculated from the date on which the notice is validly sent or dispatched).

The meeting agenda and documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or published on the Company's website.

Where meeting documents are not enclosed with the notice, the notice must clearly specify the link to access all meeting materials, including:

- a. Agenda and documents to be used at the meeting;
 - b. List and detailed information of candidates in case of election of members of the Board of Directors or the Supervisory Board;
 - c. Voting ballots;
 - d. Draft resolutions for each matter included in the agenda.
- 13.4. Shareholders or groups of shareholders as specified in Clauses 9.3 and 9.4 of Article 9 shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and submitted to the Company at least ten (10) working days prior to the opening date of the meeting. The proposal must include the shareholder's name, number and class of shares held, and the matters proposed to be included in the agenda.
- 13.5. The convener of the General Meeting of Shareholders shall have the right to reject a proposal as specified in Clause 13.4 in the following cases:
- a. The proposal is not submitted in accordance with Clause 13.4;
 - b. At the time of submission, the shareholder or group of shareholders does not hold at least [5%] or [10%] of ordinary shares as required under this Charter;
 - c. The proposed matter does not fall within the authority of the General Meeting of Shareholders;
 - d. Other cases as provided by applicable laws and this Charter.
- 13.6. The convener shall accept and include proposals specified in Clause 13.4 in the proposed agenda and contents of the meeting, unless falling within the rejection cases set out in Clause 13.5. Such proposals shall be officially included in the agenda and meeting contents upon approval by the General Meeting of Shareholders.
- 13.7. Where shareholders representing one hundred percent (100%) of the total voting shares attend the General Meeting of Shareholders in person or through authorized representatives, all resolutions unanimously adopted by the General Meeting of Shareholders shall be valid, even if the convening procedures were not fully complied with or the matters voted on were not included in the agenda.

Article 14. Authorization to Attend the General Meeting of Shareholders

- 14.1. A shareholder or an authorized representative of an institutional shareholder may



VG PIPE®

Công ty cổ phần Ống Thép Việt - Đức VG PIPE

Đăng Cấp Châu Âu | ISO 9001 : 2015 | ISO 14001 : 2015

TRANSLATION

📍 Khu CN Bình Xuyên, Xã Xuân Lăng, Tỉnh Phú Thọ 🌐 vgpipe.com.vn

attend the General Meeting of Shareholders in person, or authorize one or more individuals or organizations to attend on their behalf, or attend the meeting through any of the methods prescribed in Clause 3, Article 144 of the Law on Enterprises.

- 14.2. The authorization of an individual or organization to attend the General Meeting of Shareholders as provided in Clause 14.1 must be made in writing. The power of attorney shall be prepared in accordance with civil laws and must clearly specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the scope and contents of authorization, the duration of authorization, and the signatures of both the authorizing party and the authorized party.

The authorized representative attending the meeting must submit the power of attorney upon registration for attendance. In case of sub-authorization, the attending person must additionally present the original power of attorney from the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).

- 14.3. A shareholder shall be deemed to attend and vote at the General Meeting of Shareholders in the following cases:
- a. Attending and voting in person at the meeting;
 - b. Authorizing another individual or organization to attend and vote on their behalf;
 - c. Attending and voting via online meeting, electronic voting, or other electronic means;
 - d. Submitting voting ballots to the meeting by post, fax, or email.
- 14.4. Except as provided in Clause 13.3 of Article 13, the voting of an authorized representative within the scope of authorization shall remain valid even in any of the following cases:
- a. The authorized person has died, has limited legal capacity, or has lost legal capacity;
 - b. The authorization has been revoked by the authorizing party;
 - c. The authority of the person granting the authorization has been revoked;
 - d. This provision shall not apply if the Company has received notice of any of the above events at least forty-eight (48) hours prior to the opening of the General Meeting of Shareholders or prior to the reconvened meeting.

Article 15. Variation of Rights

- 15.1. Any variation or abrogation of special rights attached to any class of preference shares shall be effective only upon approval by shareholders representing at least sixty-five percent (65%) of the total voting rights of all shareholders attending and voting at the meeting. A resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of holders of a class of preference shares



VG PIPE

Công ty cổ phần Ống Thép Việt - Đức VG PIPE

Đăng Cấp Châu Âu | ISO 9001 : 2015 | ISO 14001 : 2015

TRANSLATION

📍 Khu CN Bình Xuyên, Xã Xuân Lãng, Tỉnh Phú Thọ 🌐 vgpipe.com.vn

shall be adopted only if approved by shareholders holding at least seventy-five percent (75%) of the total number of such class of preference shares attending the meeting, or by shareholders holding at least seventy-five percent (75%) of the total number of such class of preference shares in the case of approval by written resolution.

- 15.2. A meeting for the purposes stated above shall be valid only if attended by at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the total par value of the issued shares of such class. If the quorum is not met, a reconvened meeting shall be held within thirty (30) days thereafter, at which shareholders holding shares of such class, whether present in person or by authorized representative, shall constitute a valid quorum regardless of the number of attendees or shares represented. At such separate meeting, shareholders of that class present in person or by proxy may request a secret ballot, and each share shall carry one (1) vote.
- 15.3. The procedures for conducting such separate meetings shall be similar to those set out in Articles 16, 17, and 19 of this Charter.
- 15.4. Unless otherwise provided in the terms of issuance of shares, the special rights attached to classes of preference shares relating to profit distribution or Company assets shall not be deemed to be varied by the issuance of additional shares of the same class.

Article 16. Quorum for the General Meeting of Shareholders

- 16.1. A General Meeting of Shareholders shall be validly convened when shareholders attending represent more than fifty percent (50%) of the total voting rights.
- 16.2. If the first meeting does not meet the quorum requirement as set out in Clause 1 of this Article, a second meeting shall be convened within [30] days from the scheduled date of the first meeting. The second meeting shall be validly convened when shareholders attending represent at least thirty-three percent (33%) of the total voting rights.
- 16.3. If the second meeting does not meet the quorum requirement as set out in Clause 2 of this Article, a third meeting shall be convened within [20] days from the scheduled date of the second meeting. The third meeting shall be validly convened regardless of the total voting rights represented by the attending shareholders.
- 16.4. Upon proposal of the chairperson, the General Meeting of Shareholders may amend the agenda that was enclosed with the notice of meeting in accordance with Clause 13.3 of Article 13 of this Charter.

Article 17. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders

- 17.1. Prior to the opening of the meeting, the Company shall carry out shareholder registration procedures and continue such registration until all shareholders entitled



to attend have completed registration, in accordance with the following:

- a. Upon registration, each shareholder or authorized representative with voting rights shall be issued a voting card indicating the registration number, full name of the shareholder, full name of the authorized representative (if any), and the number of voting rights attached to such shareholder.
 - b. The General Meeting of Shareholders shall discuss and vote on each matter included in the agenda.
 - c. Voting shall be conducted by way of approval, disapproval, or abstention. At the meeting, votes in favor shall be collected first, followed by votes against, and the total number of votes in favor or against shall then be counted to determine the outcome.
 - d. The results of vote counting shall be announced by the chairperson prior to the closing of the meeting. The General Meeting of Shareholders shall appoint persons responsible for vote counting or supervision thereof upon proposal of the chairperson. The number of members of the vote-counting committee shall be determined by the GMS based on such proposal.
 - e. Shareholders or authorized representatives arriving after the opening of the meeting shall have the right to register immediately and thereafter participate in and vote at the meeting. The chairperson shall not be required to suspend the meeting to allow latecomers to register, and the validity of resolutions adopted prior to their arrival shall remain unaffected.
- 17.2. Upon registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card indicating the registration number, full name of the shareholder, full name of the authorized representative (if any), and the number of voting rights attached to such shareholder. Voting shall commence upon the instruction of the chairperson of the meeting or the head of the vote-counting committee and shall conclude when the last shareholder has cast their vote into the ballot box or after thirty (30) minutes from the commencement of voting, whichever occurs first. Upon completion of voting, the ballot box shall be sealed, and shareholders who have not participated in voting shall be deemed to have abstained. The total number of votes in favor, against, abstentions, and invalid votes for each matter shall be announced by the chairperson immediately after the completion of voting. Members of the vote-counting committee shall be appointed by the chairperson and approved by the General Meeting of Shareholders by way of a show of voting cards. The number of members of the vote-counting committee shall not exceed three (03).
- 17.3. Shareholders or authorized representatives arriving late shall have the right to register immediately and thereafter participate in and vote at the meeting. The chairperson shall not be required to suspend the meeting, and the validity of voting conducted prior to their arrival shall not be affected.



- 17.4. The appointment of the chairperson, secretary, and vote-counting committee shall be conducted as follows:
- The Chairman of the Board of Directors shall act as the chairperson of the General Meeting of Shareholders convened by the Board of Directors or may authorize another member of the Board of Directors to act as chairperson.
 - In the absence or temporary incapacity of the Chairman, the remaining members of the Board of Directors shall elect one among them to act as chairperson on the basis of majority vote.
 - If no chairperson can be elected in accordance with point (b), the Head of the Supervisory Board shall preside over the meeting for the purpose of electing a chairperson from among the attendees, and the person receiving the highest number of votes shall act as chairperson.
 - Except as provided in point (a), the person who signs the notice convening the General Meeting of Shareholders shall preside over the election of the chairperson, and the person receiving the highest number of votes shall act as chairperson.
 - The chairperson shall appoint one or more persons to act as secretary(ies) of the meeting.
 - The General Meeting of Shareholders shall appoint one or more members to the vote-counting committee upon the proposal of the chairperson.
- 17.5. Decisions of the chairperson regarding procedures, order of the meeting, or matters arising outside the agenda shall be final and binding.
- 17.6. The chairperson may adjourn the meeting, even where quorum is satisfied, to another time and/or location without requiring approval of the GMS if:
- The venue is insufficient to accommodate all participants;
 - The conduct of attendees causes or is likely to cause disorder;
 - Adjournment is necessary to ensure that the meeting is conducted validly;
 - In addition, the chairperson may adjourn the General Meeting of Shareholders upon approval or at the request of the General Meeting of Shareholders where the quorum requirements have been satisfied. The period of adjournment shall not exceed three (03) days from the originally scheduled date of the meeting. The reconvened meeting shall only consider matters that could have been validly addressed at the adjourned meeting.
- 17.7. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly specify the timing allocated to each matter.
- 17.8. The chairperson or the secretary may take any actions deemed necessary to ensure that the meeting is conducted in an orderly and lawful manner and reflects the will



of the majority of attendees.

- 17.9. If the chairperson adjourns or suspends the meeting in violation of Clause 17.6, the General Meeting of Shareholders may elect another person among the attendees to act as chairperson until the conclusion of the meeting. All resolutions adopted at such meeting shall remain valid and effective.
- 17.10. Where the Company applies modern technology to organize the General Meeting of Shareholders via online platforms, it shall ensure that shareholders are able to attend and vote through electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises.

Article 18. Conditions for Adoption of Resolutions of the General Meeting of Shareholders

- 18.1. Resolutions on the following matters shall be adopted if approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of all shareholders attending and voting at the meeting, except as otherwise provided in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:
- a. Classes of shares and the total number of shares of each class;
 - b. Changes to business lines and business sectors;
 - c. Changes to the organizational and management structure of the Company;
 - d. Investment projects or disposal of assets with a value equal to or exceeding fifty percent (50%) of the total assets recorded in the latest consolidated financial statements of the Company;
 - e. Reorganization, dissolution, or bankruptcy of the Company.
- 18.2. Resolutions on matters other than those specified in Clause 18.1 shall be adopted if approved by shareholders representing more than fifty percent (50%) of the total voting rights of all shareholders attending and voting at the meeting, except as otherwise provided in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.
- 18.3. The election of members of the Board of Directors and the Supervisory Board shall be conducted using the cumulative voting method, whereby each shareholder shall have a total number of votes equal to the number of shares held multiplied by the number of positions to be elected. Shareholders may allocate all or part of their votes to one or more candidates. Candidates shall be elected in descending order based on the number of votes received, starting from the candidate with the highest number of votes until the required number of members is reached in accordance with this Charter. In the event that two or more candidates receive an equal number of votes for the final position, a re-election shall be conducted among such candidates, or selection shall be made in accordance with the election regulations or this Charter.
- 18.4. Resolutions of the General Meeting of Shareholders approved by one hundred



VG PIPE®

Công ty cổ phần Ống Thép Việt - Đức VG PIPE

Đăng Cấp Châu Âu | ISO 9001 : 2015 | ISO 14001 : 2015

TRANSLATION

📍 Khu CN Bình Xuyên, Xã Xuân Lãng, Tỉnh Phú Thọ 🌐 vgpipe.com.vn

percent (100%) of the total voting shares shall be lawful and effective notwithstanding any non-compliance with procedural requirements for the adoption of such resolutions.

Article 19. Authority and Procedures for Obtaining Shareholders' Written Resolutions

The authority and procedures for obtaining shareholders' opinions in writing to adopt resolutions of the General Meeting of Shareholders shall be as follows:

- 19.1. The Board of Directors shall have the right to obtain shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders at any time if deemed necessary for the interests of the Company;
- 19.2. The Board of Directors shall prepare written ballots, draft resolutions of the General Meeting of Shareholders, and explanatory documents, and shall send them to all shareholders entitled to vote at their registered addresses no later than ten (10) days prior to the deadline for submission of completed ballots. The requirements and methods for dispatch of ballots and accompanying documents shall comply with Clause 13.3 of Article 13 of this Charter.
- 19.3. A written ballot shall contain the following principal information:
 - a. Name, head office address, number and date of issuance of the Enterprise Registration Certificate, and place of registration of the Company;
 - b. Purpose of obtaining shareholders' opinions;
 - c. Full name, permanent address, nationality, and identification details (ID card, passport or other lawful personal identification) of individual shareholders; name, head office address, nationality, establishment decision number or enterprise registration number of institutional shareholders or their authorized representatives; number of shares of each class and corresponding voting rights;
 - d. Matters to be voted on;
 - e. Voting options, including approval, disapproval, and abstention;
 - f. Deadline for submission of completed ballots to the Company;
 - g. Full name and signature of the Chairman of the Board of Directors and the legal representative of the Company.
- 19.4. Shareholders may return completed ballots to the Company in one of the following forms:
 - a. By post: The ballot must be signed by the individual shareholder or by the legal representative or authorized representative of an institutional shareholder. Ballots must be placed in sealed envelopes and must not be opened prior to vote counting.
 - b. By fax or email: Ballots sent via fax or email must be kept confidential until the time of vote counting.

**VG PIPE®****Công ty cổ phần Ống Thép Việt - Đức VG PIPE**

Đăng Cấp Châu Âu | ISO 9001 : 2015 | ISO 14001 : 2015

TRANSLATION

📍 Khu CN Bình Xuyên, Xã Xuân Lãng, Tỉnh Phú Thọ 🌐 vgpipe.com.vn

Ballots received after the prescribed deadline, ballots that have been opened (in case of postal submission), or disclosed (in case of fax/email) prior to vote counting shall be deemed invalid. Ballots not returned shall be deemed non-participation in voting.

- 19.5. The Board of Directors shall organize vote counting and prepare the vote-counting minutes in the presence of the Supervisory Board or shareholders who do not hold management positions. The vote-counting minutes shall include the following principal contents:
- Name and head office address of the Company, enterprise registration details;
 - Purpose and matters subject to voting;
 - Number of shareholders participating and total voting rights, specifying valid and invalid votes, together with a list of participating shareholders;
 - Total votes in favor, against, and abstentions for each matter;
 - Resolutions adopted;
 - Full name and signature of the Chairman of the Board of Directors, the legal representative, and the vote-counting supervisor.
 - Members of the Board of Directors and vote-counting supervisors shall be jointly liable for the accuracy and truthfulness of the vote-counting minutes and for any damages arising from inaccurate or dishonest vote counting.
- 19.6. The vote-counting minutes and resolutions shall be sent to shareholders within fifteen (15) days from the completion of vote counting. Such delivery may be replaced by publication on the Company's website within twenty-four (24) hours from the completion of vote counting.
- 19.7. Completed ballots, vote-counting minutes, the full text of adopted resolutions, and all accompanying documents shall be archived at the Company's head office.
- 19.8. A resolution adopted by written ballot shall be valid if approved by shareholders representing more than fifty percent (50%) of the total voting rights of all shareholders entitled to vote and shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

Article 20. Resolutions and Minutes of the General Meeting of Shareholders

- 20.1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes shall be prepared in Vietnamese and may also be prepared in a foreign language, and shall contain the following principal contents:
- Name, head office address, and enterprise registration number of the Company;
 - Time and venue of the General Meeting of Shareholders;
 - Meeting agenda and contents;



- d. Full name of the chairperson and secretary;
 - e. Summary of the proceedings of the meeting and opinions expressed at the meeting in respect of each agenda item;
 - f. Number of shareholders and total voting rights of shareholders attending the meeting, together with an annex listing registered shareholders and their representatives, including the number of shares held and corresponding voting rights;
 - g. Total number of votes for each matter, clearly specifying the voting method, total number of valid votes, invalid votes, votes in favor, votes against, and abstentions, together with the corresponding percentages of the total voting rights of attending shareholders;
 - h. Matters adopted and the corresponding voting ratios;
 - i. Full names and signatures of the chairperson and the secretary. In the event that the chairperson and/or the secretary refuse to sign the minutes, such minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and containing all required contents as prescribed in this Clause. The minutes must clearly state the refusal of the chairperson and/or secretary to sign.
- 20.2. The minutes of the General Meeting of Shareholders must be completed and approved prior to the closing of the meeting. The chairperson, the secretary, and any other signatories to the minutes shall be jointly liable for the accuracy and truthfulness of the contents thereof.
- 20.3. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In the event of any discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.
- 20.4. Resolutions, minutes of the General Meeting of Shareholders, the annexed list of attending shareholders bearing their signatures, powers of attorney for attendance, all documents attached to the minutes (if any), and materials accompanying the notice of meeting must be disclosed in accordance with laws on information disclosure in the securities market and must be archived at the Company's head office.
- 20.5. Resolutions and minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours from the date of their adoption.

Article 21. Request for Annulment of Resolutions of the General Meeting of Shareholders

Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the vote-counting minutes of written resolutions, a shareholder or group of shareholders as specified in Clause 2, Article 115 of the



Law on Enterprises shall have the right to request a competent court or arbitral tribunal to review and annul, in whole or in part, a resolution of the General Meeting of Shareholders in the following cases:

- 21.1. Where the procedures for convening the meeting or adopting resolutions of the General Meeting of Shareholders are in serious violation of the Law on Enterprises or this Charter, except as provided in Clause 18.4 of this Charter;
- 21.2. Where the contents of the resolution violate applicable laws or this Charter.

Article 22. Effectiveness of Resolutions of the General Meeting of Shareholders

- 22.1. Resolutions of the General Meeting of Shareholders shall take effect from the date of adoption or from the effective date specified therein.
- 22.2. Resolutions of the General Meeting of Shareholders approved by one hundred percent (100%) of the total voting shares shall be lawful and effective notwithstanding any violation of procedures for convening the meeting or adopting such resolutions under the Law on Enterprises and this Charter.
- 22.3. In the event that a shareholder or group of shareholders requests a court or arbitral tribunal to annul a resolution of the General Meeting of Shareholders in accordance with Article 151 of the Law on Enterprises, such resolution shall remain valid and enforceable until a decision of the court or arbitral tribunal annulling such resolution becomes legally effective, unless interim emergency measures are applied by a competent authority in accordance with law.

Chapter VII:

BOARD OF DIRECTORS

Article 23. Nomination and Candidacy for Members of the Board of Directors

- 23.1. Where candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website, in order for shareholders to review such candidates prior to voting.

Candidates for the Board of Directors must provide a written undertaking confirming the truthfulness and accuracy of the disclosed personal information and undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected. Information relating to candidates for the Board of Directors to be disclosed shall include:

- Full name;
- Date of birth;
- Professional qualifications;



VG PIPE®

Công ty cổ phần Ống Thép Việt - Đức VG PIPE

Đăng Cấp Châu Âu | ISO 9001 : 2015 | ISO 14001 : 2015

TRANSLATION

© Khu CN Bình Xuyên, Xã Xuân Lăng, Tỉnh Phú Thọ 🌐 vgpipe.com.vn

Employment history;

Other managerial positions held, including memberships of boards of directors of other companies;

Other information, if any, as required by this Charter.

A public company shall also be responsible for disclosing information on companies in which such candidates hold positions as members of the board of directors or other managerial positions, and any related interests of such candidates in relation to the Company (if any).

- 23.2. Shareholders or groups of shareholders holding voting shares shall have the right to nominate candidates to the Board of Directors in accordance with the following thresholds: shareholders holding from ten percent (10%) to less than twenty percent (20%) may nominate one (01) candidate; from twenty percent (20%) to less than thirty percent (30%) may nominate up to two (02) candidates; from thirty percent (30%) to less than forty percent (40%) may nominate up to three (03) candidates; from forty percent (40%) to less than fifty percent (50%) may nominate up to four (04) candidates; from fifty percent (50%) to less than sixty percent (60%) may nominate up to five (05) candidates; from sixty percent (60%) to less than seventy percent (70%) may nominate up to six (06) candidates; from seventy percent (70%) to eighty percent (80%) may nominate up to seven (07) candidates; and from eighty percent (80%) to less than ninety percent (90%) may nominate up to eight (08) candidates.
- 23.3. In the event that the number of candidates nominated or self-nominated remains insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors may nominate additional candidates or organize nominations in accordance with this Charter, the internal corporate governance regulations, and the operating regulations of the Board of Directors. Any such additional nominations by the incumbent Board of Directors must be clearly disclosed prior to the General Meeting of Shareholders conducting the election of members of the Board of Directors in accordance with applicable laws.
- 23.4. Members of the Board of Directors must satisfy the standards and conditions as prescribed in Clauses 1 and 2 of Article 155 of the Law on Enterprises and this Charter.

Article 24. Composition and Term of Office of the Board of Directors

- 24.1. The Board of Directors shall consist of seven (07) members.
- 24.2. The term of office of a member of the Board of Directors shall not exceed five (05) years. Members may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms. Upon expiry of the term of office, if all members of the Board of Directors concurrently reach the end of their terms, such



members shall continue to serve until new members are elected to replace them and assume their duties.

- 24.3. A member of the Board of Directors shall cease to hold office in cases where he/she is dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
- 24.4. The appointment of members of the Board of Directors must be disclosed in accordance with the laws on securities and the securities market.
- 24.5. The composition of the Board of Directors shall ensure an appropriate balance of members possessing knowledge and experience in the Company's business operations, finance, and law.
- 24.6. Members of the Board of Directors are not required to be shareholders of the Company.

Article 25. Powers and Duties of the Board of Directors

The Board of Directors ("BOD") is the governing body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those falling within the authority of the General Meeting of Shareholders.

- 25.1. The business operations and affairs of the Company shall be managed or directed by the Board of Directors. The Board of Directors shall have full authority to exercise all rights on behalf of the Company, except those reserved to the General Meeting of Shareholders.
- 25.2. The Board of Directors shall supervise the General Director and other managers.

The Board of Directors may delegate its rights and obligations to the Chairman of the Board of Directors, its members, or the General Director.
- 25.3. The powers and duties of the Board of Directors shall be prescribed by law, this Charter, and resolutions of the General Meeting of Shareholders. In particular, the Board of Directors shall have the following powers and duties:
 - a. To decide on strategies, medium-term development plans, and annual business plans of the Company;
 - b. To determine operational objectives based on strategic objectives approved by the General Meeting of Shareholders;
 - c. To decide on the organizational structure of the Company, establishment of subsidiaries, branches, representative offices, and investment in or acquisition of shares in other enterprises;
 - d. To resolve complaints of the Company against managers and appoint representatives to handle legal proceedings against such managers;
 - e. To propose types and total number of shares to be issued;



- f. To propose the issuance of bonds, convertible bonds into shares, and warrants entitling their holders to purchase shares at a predetermined price;
- g. To decide on offering prices of shares and bonds where authorized by the General Meeting of Shareholders;
- h. To decide on share repurchase in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
- i. To appoint, remove, or dismiss the Chairman of the Board of Directors;
- j. To appoint, remove, or dismiss the General Director, managers, or Company representatives where deemed in the best interests of the Company, provided that such removal does not contravene contractual rights (if any);
- k. To appoint or dismiss managers upon proposal of the General Director and determine their remuneration;
- l. To propose annual dividends, determine interim dividends, and organize dividend payments;
- m. To propose restructuring or dissolution of the Company;
- n. To decide on investment projects or disposal of assets with a value of less than fifty percent (50%) of total assets recorded in the latest consolidated financial statements;
- o. To approve contracts and transactions (including purchase, sale, borrowing, lending, pledge, mortgage, guarantee, indemnity and other secured transactions) with a value of thirty-five percent (35%) or more of the total assets recorded in the latest consolidated financial statements, except those falling within the authority of the General Meeting of Shareholders;
- p. To decide on repurchase or recovery of up to ten percent (10%) of each class of shares;
- q. To delegate authority to the Chairman, members of the Board, or the General Director;
- r. To develop internal corporate governance regulations for submission to the General Meeting of Shareholders for approval, ensuring compliance with applicable laws and this Charter;
- s. To approve the agenda and contents of documents for the General Meeting of Shareholders; to convene the General Meeting of Shareholders or to collect shareholders' written opinions for decision-making by the General Meeting of Shareholders;
- t. To submit audited annual financial statements and corporate governance reports to the General Meeting of Shareholders;
- u. To report to the General Meeting of Shareholders on the appointment of the General Director;



- v. To exercise other rights and duties as prescribed by the Law on Enterprises, the Law on Securities, applicable laws, this Charter, resolutions of the General Meeting of Shareholders, and internal regulations, except those falling within the authority of the Chairman of the Board of Directors or the General Director.
- 25.4. Matters Subject to Approval by the Board of Directors:
- a. Establishment of branches or representative offices;
 - b. Establishment of subsidiaries;
 - c. Within the scope prescribed in Clause 2, Article 149 of the Law on Enterprises, and except for cases requiring approval by the General Meeting of Shareholders under Clause 2, Article 135 and Clauses 1 and 3, Article 162 of the Law on Enterprises, the Board of Directors shall, from time to time, decide on the execution, amendment, and termination of major contracts of the Company (including contracts for purchase, sale, mergers, acquisitions, and joint ventures);
 - d. Appointment and dismissal of the Company's authorized commercial representatives and legal counsel;
 - e. Borrowings and provision of guarantees, securities, indemnities, and collateral;
 - f. Investments exceeding ten percent (10%) of the approved annual business plan and budget;
 - g. Acquisition or disposal of shares in other companies (domestic or foreign), except internal restructuring;
 - h. To determine the valuation of non-cash assets contributed to the Company in connection with the issuance of shares or bonds, including gold, land use rights, intellectual property rights, technology, and technical know-how;
 - i. Repurchase or recovery of up to ten percent (10%) of each class of shares;
 - j. To decide on other business matters or transactions which the Board of Directors deems necessary to require its approval within the scope of its authority and responsibilities;
 - k. To determine the price for repurchase or recovery of the Company's shares.
- 25.6. The Board of Directors must report to the General Meeting of Shareholders on its activities, in particular its supervision of the General Director and other managers during the financial year, in accordance with point (c), Clause 3, Article 139 of the Law on Enterprises. In the event that the Board of Directors fails to submit such report to the General Meeting of Shareholders, the Company's annual financial statements shall be deemed invalid and not approved by the Board of Directors.
- 25.7. Unless otherwise provided by law or this Charter, the Board of Directors may delegate authority to subordinate employees and managers to act on behalf of the Company.



Article 26. Remuneration, Bonuses and Other Benefits of the Board of Directors

26.1. Members of the Board of Directors (excluding alternate or authorized replacement representatives) shall be entitled to remuneration for their services in their capacity as members of the Board of Directors. The total remuneration of the Board of Directors shall be determined by the General Meeting of Shareholders.

Such remuneration shall be allocated among the members of the Board of Directors in accordance with an agreement among them or, in the absence of such agreement, on an equal basis.

26.2. The total remuneration paid to members of the Board of Directors must be disclosed in the Company's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.

26.3. Members of the Board of Directors holding executive positions (including the Chairman or Vice Chairman), or serving on committees of the Board, or performing duties beyond the ordinary scope of responsibilities of a Board member, may be entitled to additional remuneration in the form of lump-sum payments per assignment, salary, commissions, profit-based incentives, or other forms as determined by the Board of Directors.

26.5. Remuneration of each member of the Board of Directors shall be recognized as a business expense of the Company in accordance with the laws on corporate income tax.

26.6. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, and other reasonable expenses incurred in the performance of their duties, including expenses arising from attending meetings of the Board of Directors, its committees, or the General Meeting of Shareholders.

Article 27. Chairman of the Board of Directors

27.1. The Board of Directors shall elect from among its members one Chairman and, if deemed necessary, one or more Vice Chairpersons.

27.2. The Chairman of the Board of Directors of a public company must not concurrently hold the position of Director or General Director.

27.3. The Chairman of the Board of Directors shall have the following powers and duties:

- a. To formulate the programs and plans for the activities of the Board of Directors.
- b. To prepare or organize the preparation of the agenda, contents, and materials for meetings; to convene and chair meetings of the Board of Directors.
- c. To organize the adoption of decisions of the Board of Directors.
- d. To supervise the implementation of resolutions of the Board of Directors.
- e. To chair meetings of the General Meeting of Shareholders.



- f. To promulgate internal regulations on organization, management, and operations applicable to Vietnam Germany Steel Pipe Joint Stock Company and its subsidiaries, including but not limited to corporate governance regulations, executive management regulations, labor and remuneration policies, and other internal rules.
 - g. To organize the collection of shareholders' opinions in writing when deemed necessary.
 - h. To sign and issue resolutions of the General Meeting of Shareholders and the Board of Directors.
 - i. To exercise other rights and perform other duties as prescribed by the Law on Enterprises, this Charter, and the Real Estate Project Investment Delegation Regulations.
- 27.4. In the event that the Chairman of the Board of Directors resigns, is dismissed, or is removed, the Board of Directors must elect a replacement within [10] days from the date of receipt of the resignation or the decision on dismissal or removal.
- 27.5. In the absence of the Chairman or where the Chairman is unable to perform his/her duties, the Chairman must authorize in writing another member of the Board of Directors to exercise the rights and perform the duties of the Chairman in accordance with this Charter. If no authorization is made, or in the event that the Chairman dies, is missing, is placed in detention, is serving a prison sentence, is subject to compulsory administrative measures, absconds, has limited or lost legal capacity, has difficulties in cognition or behavioral control, or is prohibited by a court from holding office or practicing a profession, the remaining members of the Board of Directors shall elect one among them to act as Chairman on the basis of majority approval until a new decision is made by the Board of Directors.

Article 28. Meetings of the Board of Directors

- 28.1. Where the Board of Directors elects a Chairman, the first meeting of the Board of Directors for such term, for the purpose of electing the Chairman and adopting other matters within its authority, must be held within seven (07) working days from the date of completion of the election of the Board of Directors for that term. Such meeting shall be convened by the member receiving the highest number of votes. In the event that more than one (01) member receives the same highest number of votes, those members shall elect one among them by majority vote to convene the meeting.
- 28.2. The Board of Directors shall meet at least once every quarter and may convene extraordinary meetings when necessary.
- 28.3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
- a. Upon request of the Supervisory Board or an independent member of the



VG PIPE®

Công ty cổ phần Ống Thép Việt - Đức VG PIPE

Đăng Cấp Châu Âu | ISO 9001 : 2015 | ISO 14001 : 2015

TRANSLATION

📍 Khu CN Bình Xuyên, Xã Xuân Lãng, Tỉnh Phú Thọ 🌐 vgpipe.com.vn

Board of Directors.

- b. Upon request of the Director (General Director) or at least five (05) other managers;
- c. Upon request of at least two (02) members of the Board of Directors.

Requests as specified in this Clause must be made in writing, clearly stating the purpose, matters to be discussed, and decisions to be made within the authority of the Board of Directors.

The Chairman must convene the meeting within seven (07) working days from the date of receipt of such request. If the Chairman fails to convene the meeting as requested, he/she shall be liable for any damage incurred by the Company, and the requesting party shall have the right to convene the meeting in substitution for the Chairman.

- 28.4. The Chairman or the person convening the meeting must send a notice of meeting at least [03] working days prior to the meeting date. The notice must specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided. The notice must be accompanied by relevant documents to be used at the meeting and voting ballots of members.
- 28.5. The notice of meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods as provided in this Charter, provided that such notice is delivered to the registered contact address of each member of the Board of Directors.
- 28.6. The Chairman of the Board of Directors or the person convening the meeting shall send the notice of meeting and accompanying documents to members of the Supervisory Board in the same manner as to members of the Board of Directors.
- 28.7. Members of the Supervisory Board shall have the right to attend meetings of the Board of Directors and to participate in discussions but shall not have voting rights.
- 28.8. A meeting of the Board of Directors shall be validly convened when at least three-quarters (3/4) of the total number of members are present. If a meeting convened in accordance with this Clause fails to meet the quorum requirement, a second meeting shall be convened within [07] days from the scheduled date of the first meeting. In such case, the meeting shall be validly convened if more than one-half of the members of the Board of Directors are present.
- 28.9. A member of the Board of Directors shall be deemed to attend and vote at a meeting in the following cases:
 - a. Attending and voting in person at the meeting;
 - b. Authorizing another person to attend and vote on his/her behalf in accordance with Clause [11] of this Article;



- c. Attending and voting via online meeting, electronic voting, or other electronic means;
 - d. Submitting voting ballots to the meeting by post, fax, or email.
- 28.10. In the case of submission of voting ballots by post, such ballots must be placed in sealed envelopes and delivered to the Chairman of the Board of Directors no later than one (01) hour prior to the opening of the meeting. Such ballots shall be opened only in the presence of all attendees at the meeting.
- 28.11. Members of the Board of Directors are required to attend all meetings of the Board. A member may authorize another person to attend and vote on his/her behalf only with the approval of the majority of the members of the Board of Directors.
- 28.12. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of members attending the meeting. In the event of a tie, the final decision shall follow the vote of the Chairman of the Board of Directors. This rule shall apply only where the number of votes in favor and against are equal. Where the votes in favor and against are equal but there are abstentions from other attending members, this rule shall not apply, and in such case the number of votes in favor shall be deemed insufficient to reach one-half (1/2), and the relevant resolution or decision shall be deemed not adopted.
- 28.13. Meetings of the Board of Directors may be conducted by telephone or other communication means among members located in different places, provided that each participating member is able to hear every other member participating in the meeting and, where desired, may communicate with all other participants simultaneously.
- 28.14. A written resolution of the Board of Directors must be signed:
- a. All members of the Board of Directors who are entitled to vote on such resolution, provided that the number of such members is not less than the minimum number required to constitute a quorum for a meeting of the Board of Directors.
 - b. Such written resolution shall have the same validity and effect as a resolution adopted by the Board of Directors at a duly convened and conducted meeting. A written resolution may be executed in multiple counterparts, each of which shall bear at least one signature of a member of the Board of Directors.

Article 29. Right of Members of the Board of Directors to Access Information

- 29.1. Members of the Board of Directors shall have the right to request the Director, Deputy Director, General Director, Deputy General Director, and other managers of the Company to provide information and documents relating to the financial status, business operations of the Company, and its internal units.
- 29.2. The requested managers must provide such information and documents in a timely, complete, and accurate manner in accordance with the request of the Board member.



VG PIPE®

Công ty cổ phần Ống Thép Việt - Đức VG PIPE

Đăng Cấp Châu Âu | ISO 9001 : 2015 | ISO 14001 : 2015

TRANSLATION

📍 Khu CN Bình Xuyên, Xã Xuân Lãng, Tỉnh Phú Thọ 🌐 vgpipe.com.vn

The procedures for requesting and providing information shall be governed by this Charter.

Article 30. Person in Charge of Corporate Governance

- 30.1. The Board of Directors shall appoint at least one (01) person in charge of corporate governance to support the Company's governance activities. Such person may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.
- 30.2. The person in charge of corporate governance must not concurrently work for an approved audit firm that is auditing the Company's financial statements.
- 30.3. The person in charge of corporate governance shall have the following rights and duties:
- a. To advise the Board of Directors on the organization of the General Meeting of Shareholders in accordance with applicable regulations and on matters relating to the relationship between the Company and its shareholders;
 - b. To prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;
 - c. To advise on procedural matters of meetings;
 - d. To attend meetings;
 - e. To advise on procedures for preparing resolutions of the Board of Directors in compliance with applicable laws;
 - f. To provide financial information, copies of minutes of meetings of the Board of Directors, and other relevant information to members of the Board of Directors and the Supervisory Board;
 - g. To supervise and report to the Board of Directors on the Company's information disclosure activities;
 - h. To act as the primary point of contact with stakeholders;
 - i. To maintain confidentiality of information in accordance with applicable laws and this Charter;
 - j. To perform other rights and duties as prescribed by applicable laws and this Charter.

Chapter VIII:

GENERAL DIRECTOR AND OTHER MANAGERS

Article 31. Organization of the Management Structure



The management system of the Company shall 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 managerial positions appointed by the Board of Directors.

The appointment, dismissal, and removal of the above-mentioned positions must be approved by resolutions or decisions of the Board of Directors.

Article 32. Executive Officers of the Company

- 32.1. Executive officers of the Company shall include the General Director, Deputy General Directors, the Chief Accountant, and other executive officers as provided in this Charter.
- 32.2. Upon the proposal of the General Director and subject to the approval of the Board of Directors, the Company may recruit additional executive officers in such number and with such qualifications as appropriate to the organizational structure and internal management regulations of the Company as prescribed by the Board of Directors. Executive officers shall be responsible for supporting the Company in achieving its operational and organizational objectives.
- 32.3. The General Director shall be entitled to salary and bonuses. The salary and bonuses of the General Director shall be determined by the Board of Directors.
- 32.4. The remuneration of executive officers shall be recorded as business expenses of the Company in accordance with the laws on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 33. Appointment, Dismissal, Duties and Powers of the General Director

- 33.1. The Board of Directors shall appoint one (01) of its members or engage another person to act as the General Director.
- 33.2. The General Director shall be responsible for the day-to-day management of the Company's business operations; shall be subject to the supervision of the Board of Directors; and shall be accountable to the Board of Directors and to the law for the performance of his/her assigned rights and obligations.
- 33.3. The term of office of the General Director shall not exceed five (05) years and may be renewed for an unlimited number of terms. The General Director must satisfy the standards and conditions as prescribed by applicable laws and this Charter.
- 33.4. The General Director shall have the following rights and duties:
 - a. To decide on matters relating to the day-to-day business operations of the Company which do not fall within the authority of the Board of Directors;



- b. To organize the implementation of resolutions and decisions of the Board of Directors;
 - c. To organize the implementation of the Company's business plans and investment strategies;
 - d. To propose plans on the organizational structure and internal management regulations of the Company;
 - e. To appoint, dismiss, and remove managers of the Company, except for those positions falling within the authority of the Board of Directors;
 - f. To determine salaries and other benefits for employees of the Company, including managers under his/her appointment authority;
 - g. To recruit employees;
 - h. To propose plans for dividend distribution or for handling business losses;
 - i. To propose measures to improve the Company's business operations and management.
 - j. To prepare monthly, annual, and long-term budgets and forecasts to serve the Company's business planning.
 - k. To decide on contracts for purchase, sale, lending, pledge, receipt of pledge, mortgage, receipt of mortgage, guarantees, receipt of guarantees, indemnities, and other contracts or transactions of the Company with a value of less than thirty-five percent (35%) of the total assets recorded in the Company's most recent consolidated financial statements, except for those falling within the authority of the General Meeting of Shareholders or the Board of Directors.
 - l. To delegate authority to subordinate levels and other persons to perform certain tasks within his/her assigned functions and duties, and to remain accountable to the law and to the Board of Directors for such delegation.
 - m. To decide on policies regarding rewards, disciplinary measures, employee benefits, and other regimes applicable across the Company.
 - n. To exercise other rights and perform other duties as prescribed by applicable laws, this Charter, resolutions and decisions of the Board of Directors, and the Real Estate Project Investment Delegation Regulations, except for matters falling within the authority of the Chairman of the Board of Directors under such Regulations.
- 33.5. The General Director shall manage the day-to-day operations of the Company in compliance with applicable laws, this Charter, contracts, and resolutions of the Board of Directors. In the event of any violation of this provision causing damage to the Company, the General Director shall be liable before the law and shall compensate the Company for such damage.



- 33.6. The Board of Directors may dismiss the General Director upon approval by a majority of the voting members of the Board of Directors attending the meeting and shall appoint a replacement General Director.

Article 34. Company Secretary

- 34.1. The Board of Directors shall appoint one or more persons as the Company Secretary for such term and under such conditions as determined by the Board of Directors. The Board of Directors may remove the Company Secretary when necessary, provided that such removal is not contrary to applicable labor laws. The Board of Directors may also appoint one or more Assistants to the Company Secretary(ies) from time to time. The roles and duties of the Company Secretary shall include:

- a. To organize meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders at the request of the Chairman of the Board of Directors or the Supervisory Board;
- b. To record minutes of meetings;
- c. To advise on procedural matters of meetings;
- d. To provide financial information, copies of minutes of meetings of the Board of Directors, and other relevant information to members of the Board of Directors and the Supervisory Board.

The Company Secretary shall be responsible for maintaining confidentiality of information in accordance with applicable laws and this Charter.

- 34.2. The Board of Directors shall appoint at least one (01) person as the person in charge of corporate governance for such term and under such conditions as determined by the Board of Directors. Such person may concurrently serve as the Company Secretary. The Board of Directors may remove the person in charge of corporate governance, when necessary, provided that such removal is not contrary to applicable labor laws. The Board of Directors may also appoint assistants to the person in charge of corporate governance from time to time. The roles and duties of the person in charge of corporate governance shall include the duties specified in Clause 34.1 of this Article and the following additional duties:

- a. To advise the Board of Directors on the organization of the General Meeting of Shareholders in accordance with applicable regulations and on matters relating to the relationship between the Company and its shareholders;
- b. To attend meetings;
- c. To advise on procedures for preparing resolutions of the Board of Directors in compliance with applicable laws;
- d. To supervise and report to the Board of Directors on the Company's information disclosure activities.



Chapter IX:

RELATIONSHIP BETWEEN THE COMPANY AND OTHER ENTITIES WITHIN THE GROUP ECOSYSTEM

Article 35. Management and Operation through Investment, Affiliation, Transactions, and Information Exchange

Member companies within Vietnam Germany Steel Pipe Joint Stock Company may adopt the following forms of cooperation and affiliation:

- 35.1. Investment activities, purchase and sale of products and services, as well as technological support and brand development cooperation among member entities.
- 35.2. Agreements on internal credit mechanisms within Vietnam Germany Steel Pipe Joint Stock Company, as well as credit guarantee arrangements in accordance with applicable laws.
- 35.3. Organization of conferences or consultative meetings:
 - a. Between managers and executives of Vietnam Germany Steel Pipe Joint Stock Company and the Boards of Management of member companies, as well as capital representatives in such member companies, for the purpose of orientation, coordination, and alignment of operations.
 - b. Between functional departments of Vietnam Germany Steel Pipe Joint Stock Company and those of member companies for the implementation of professional and technical matters.
- 35.4. Secondment or transfer of employees among member companies within Vietnam Germany Steel Pipe Joint Stock Company to support the Company's overall operations.

Article 36. Capital Invested by the Company in Other Enterprises

The capital invested by the Company in other enterprises shall comprise the following types of capital:

- 36.1. Capital in the form of cash; value of land use rights or land lease rights; and value of tangible and intangible assets owned by Vietnam Germany Steel Pipe Joint Stock Company or contributed and invested by Vietnam Germany Steel Pipe Joint Stock Company in other enterprises.
- 36.2. Capital borrowed by Vietnam Germany Steel Pipe Joint Stock Company for investment purposes;
- 36.3. Profits distributed to Vietnam Germany Steel Pipe Joint Stock Company from its investments or capital contributions in other enterprises, which are reinvested in such enterprises.



36.4. Other forms of capital.

Article 37. Rights and Obligations of the Company in Managing Investments in Other Enterprises

37.1. The Board of Directors, the Chairman of the Board of Directors, and the General Director of Vietnam Germany Steel Pipe Joint Stock Company shall exercise the rights and obligations: as co-owners holding controlling shares or capital contributions in subsidiaries; and as co-owners not holding controlling shares or capital contributions in affiliated companies, in accordance with applicable laws and the Charter of Vietnam Germany Steel Pipe Joint Stock Company.

37.2. The rights and obligations of Vietnam Germany Steel Pipe Joint Stock Company in managing its invested capital in other enterprises, as exercised by the Board of Directors and the Chairman of the Board of Directors, shall include, but not be limited to, the following:

- a. The Board of Directors shall decide on investment and capital contributions; increases or decreases of invested capital; transfer and acquisition of capital contributions in accordance with applicable laws and the charters of enterprises in which Vietnam Germany Steel Pipe Joint Stock Company holds capital.
- b. The Chairman of the Board of Directors shall decide:
 - The appointment, dismissal, and removal of members of the Board of Directors, Supervisory Board members, and executive management of subsidiaries in which Vietnam Germany Steel Pipe Joint Stock Company holds controlling shares or capital contributions; the replacement or dismissal of authorized representatives or capital representatives of Vietnam Germany Steel Pipe Joint Stock Company; and the nomination of representatives for election to the Board of Directors and Supervisory Board in accordance with the charters of such subsidiaries and applicable laws;
 - The determination of salaries, remuneration, rewards, and disciplinary measures applicable to executive management, Supervisory Board members, and capital representatives of Vietnam Germany Steel Pipe Joint Stock Company participating in subsidiaries;
 - The determination of salaries, allowances, bonuses, and other benefits for capital representatives, except where such persons already receive remuneration from enterprises in which Vietnam Germany Steel Pipe Joint Stock Company holds capital in accordance with applicable laws.
 - Other related matters.



Chapter X:

DUTIES AND LIABILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, THE GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS

Article 38. Duty of Care of Members of the Board of Directors, the General Director and Executive Officers

Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executive officers shall perform their duties, including those performed in their capacity as members of committees of the Board of Directors, honestly and with due care, in the best interests of Vietnam Germany Steel Pipe Joint Stock Company.

Article 39. Duty of Loyalty and Avoidance of Conflicts of Interest

- 39.1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers shall disclose their related interests in accordance with the Law on Enterprises and other relevant laws.
- 39.2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons shall only use information obtained by virtue of their positions for the benefit of Vietnam Germany Steel Pipe Joint Stock Company.
- 39.3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers shall notify the Board of Directors and the Supervisory Board in writing of any transactions between Vietnam Germany Steel Pipe Joint Stock Company, its subsidiaries, or other companies in which Vietnam Germany Steel Pipe Joint Stock Company holds more than fifty percent (50%) of the charter capital, and such persons or their related persons in accordance with applicable laws. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, Vietnam Germany Steel Pipe Joint Stock Company must disclose information regarding such resolutions in accordance with the laws on securities disclosure.
- 39.4. Members of the Board of Directors shall not vote on transactions that confer benefits upon themselves or their related persons in accordance with the Law on Enterprises and this Charter.
- 39.5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons shall not use or disclose to others internal information for the purpose of conducting related transactions.
- 39.6. Transactions between Vietnam Germany Steel Pipe Joint Stock Company and one or more members of the Board of Directors, members of the Supervisory Board, the



General Director, other executive officers, and individuals or organizations related to such persons shall not be deemed invalid in the following cases:

- a. For transactions with a value less than or equal to twenty percent (20%) of the total assets recorded in the most recent financial statements, where the material terms of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, and other executive officers, have been disclosed to the Board of Directors and approved by a majority of the members of the Board of Directors who do not have related interests;
- b. For transactions with a value exceeding twenty percent (20%), or transactions which, together with other transactions conducted within a period of twelve (12) months from the date of the first transaction, result in a total transaction value of twenty percent (20%) or more of the total assets recorded in the most recent financial statements, where the material terms of such transactions, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, and other executive officers, have been disclosed to the shareholders and approved by the General Meeting of Shareholders through votes of shareholders who do not have related interests.

Article 40. Transactions between the Parent Company and Related Persons, Shareholders, Managers and Their Related Persons

- 40.1. The Company shall not provide loans or guarantees to individual shareholders or their related persons.
- 40.2. The Company shall not provide loans or guarantees to related persons of organizational shareholders, except where the Company and such organizations are related persons of the shareholder in a parent–subsidiary or affiliated relationship, and such transactions must be approved by the General Meeting of Shareholders or the Board of Directors in accordance with Clauses 3 and 4 of this Article.
- 40.3. The Company may only conduct the following transactions upon approval by the General Meeting of Shareholders:
 - a. In the case of loans or guarantees provided to organizations related to members of the Board of Directors, members of the Supervisory Board, the General Director, or other managers, where the Company has a relationship with such organizations in a parent–subsidiary or affiliated structure, the General Meeting of Shareholders shall approve transactions with a value of thirty-five percent (35%) or more of the total assets recorded in the most recent financial statements of Vietnam Germany Steel Pipe Joint Stock Company.
 - b. Contracts or transactions with a value of thirty-five percent (35%) or more, or transactions which, together with other transactions conducted within a period of twelve (12) months from the date of the first transaction, result in a total transaction



value of thirty-five percent (35%) or more of the total assets recorded in the most recent consolidated financial statements, between Vietnam Germany Steel Pipe Joint Stock Company and the following persons:

- Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons.

- Shareholders and their authorized representatives holding more than ten percent (10%) of the total ordinary shares of Vietnam Germany Steel Pipe Joint Stock Company, and their related persons.

- Enterprises related to the persons specified in Clause 2, Article 164 of the Law on Enterprises.

- c. Loan agreements or asset sale transactions with a value exceeding ten percent (10%) of the total assets recorded in the most recent financial statements between Vietnam Germany Steel Pipe Joint Stock Company and a shareholder holding fifty-one percent (51%) or more of the total voting shares, or such shareholder's related persons.

40.4. The Board of Directors shall approve the following contracts and transactions:

- a. Loans or guarantees as specified in Point a, Clause 3 of this Article which do not fall within the authority of the General Meeting of Shareholders.
- b. Contracts and transactions as specified in Point b, Clause 3 of this Article with a value of less than thirty-five percent (35%) of the total assets recorded in the most recent consolidated financial statements of the Company.
- c. Loan agreements, lending transactions, or asset sale transactions as specified in Point c, Clause 3 of this Article with a value equal to or less than ten percent (10%) of the total assets recorded in the most recent consolidated financial statements of Vietnam Germany Steel Pipe Joint Stock Company.

Article 41. Liability for Damages and Indemnification

41.1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executive officers who breach their obligations of loyalty and due care, or fail to properly perform their duties, shall be liable for any damages arising from such breaches.

41.2. The Company shall indemnify any person who is, was, or may become a party to any claim, lawsuit, or legal proceeding (including civil and administrative proceedings, but excluding cases initiated by the Company), provided that such person is or was a member of the Board of Directors, a member of the Supervisory Board, the General Director, another executive officer, an employee, or an authorized representative of the Company, and has acted honestly and with due care in the best interests of the Company in compliance with applicable laws, and there is no evidence that such person has breached his/her duties.



- 41.3. Indemnifiable expenses shall include court judgments, fines, and actual expenses incurred (including legal fees) in the resolution of such matters to the extent permitted by law. The Company may purchase insurance for such persons to cover the aforementioned liabilities.

Article 42. Right to Initiate Legal Action against Members of the Board of Directors and the General Director

- 42.1. A shareholder or group of shareholders holding at least one percent (1%) of the total number of ordinary shares shall have the right, in their own name or on behalf of the Company, to initiate legal action to establish personal liability or joint liability of members of the Board of Directors and the General Director, in order to require the return of benefits or compensation for damages to the Company or to other persons in the following cases:
- a. Breach of duties of managers of the Company as prescribed in Article 165 of the Law on Enterprises.
 - b. Failure to perform, incomplete performance, untimely performance, or performance in violation of applicable laws, the Charter of the Company, resolutions of the General Meeting of Shareholders, or resolutions of the Board of Directors with respect to assigned rights and obligations.
 - c. Abuse of position or authority, and use of information, trade secrets, business opportunities, or other assets of the Company for personal gain or for the benefit of other organizations or individuals.
- 42.2. The order and procedures for initiating legal action shall be carried out in accordance with the laws on civil procedure. Litigation costs, in cases where a shareholder or group of shareholders initiates legal action on behalf of the Company, shall be borne by the Company, except where the claim is rejected.
- 42.3. Shareholders or groups of shareholders as prescribed in this Article shall have the right to review, access, and extract necessary information in accordance with decisions of the Court or Arbitration Tribunal before or during the course of legal proceedings.

Chapter XI:

SUPERVISORY BOARD

Article 43. Nomination and Candidacy for Members of the Supervisory Board

- 43.1. The nomination and candidacy of members of the Supervisory Board shall be conducted in accordance with the provisions set out in Clauses 1 and 2, Article 23 of this Charter. The nomination and candidacy of members of the Supervisory Board



shall be conducted in accordance with the provisions set out in Clauses 1 and 2, Article 23 of this Charter:

Shareholders or groups of shareholders holding at least ten percent (10%) of the total voting shares may aggregate their voting rights to nominate candidates to the Supervisory Board. A shareholder or group of shareholders holding from ten percent (10%) to less than twenty percent (20%) of the total voting shares shall be entitled to nominate one (01) candidate; from twenty percent (20%) to less than thirty percent (30%) shall be entitled to nominate up to two (02) candidates; from thirty percent (30%) to less than forty percent (40%) shall be entitled to nominate up to three (03) candidates; from forty percent (40%) to less than fifty percent (50%) shall be entitled to nominate up to four (04) candidates; from fifty percent (50%) to less than sixty-five percent (65%) shall be entitled to nominate up to five (05) candidates; and from sixty-five percent (65%) or more shall be entitled to nominate a full number of candidates for the Supervisory Board.

- 43.2. In the event that the number of candidates for the Supervisory Board nominated or self-nominated is insufficient as required, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with this Charter, the internal regulations on corporate governance, and the operating regulations of the Supervisory Board. Any additional candidates nominated by the incumbent Supervisory Board must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Supervisory Board in accordance with applicable laws.

Article 44. Members of the Supervisory Board

- 44.1. The Supervisory Board of the Company shall consist of three (03) members. The term of office of members of the Supervisory Board shall not exceed five (05) years and may be renewed for an unlimited number of terms.
- 44.2. In the event that the term of office of all members of the Supervisory Board expires at the same time and new members have not yet been elected, the outgoing members shall continue to exercise their rights and perform their duties until new members are elected and assume their positions.
- 44.3. Members of the Supervisory Board must satisfy the standards and conditions as prescribed in Article 169 of the Law on Enterprises and must not fall into the following cases:
- a. Working in the accounting or finance department of the Company;
 - b. Being a member or employee of an independent auditing firm that has audited the financial statements of the Company within the preceding three (03) consecutive years.
- 44.4. A member of the Supervisory Board shall be dismissed in the following cases:
- a. No longer meeting the standards and conditions prescribed in Clause 44.3 of this



Article;

- b. Submitting a resignation which is accepted;
- c. Other cases as prescribed in this Charter.

44.5. A member of the Supervisory Board shall be removed from office in the following cases:

- a. Failure to fulfill assigned duties and responsibilities;
- b. Failure to exercise his/her rights and perform his/her obligations for six (06) consecutive months, except in cases of force majeure;
- c. Repeated violations or serious violations of the obligations of a member of the Supervisory Board as prescribed by the Law on Enterprises and this Charter;
- d. Other cases as decided by resolution of the General Meeting of Shareholders.

Article 45. Responsibilities of Supervisory Board Members

- 45.1. To comply with applicable laws, the Charter of the Company, decisions of the owner's representative body, and professional ethics in the performance of the rights and duties of a Supervisory Board member.
- 45.2. To perform assigned rights and duties honestly, with due care, and to the best of their ability in order to protect the interests of the State, the Company, and the lawful interests of relevant parties in the Company.
- 45.3. To remain loyal to the interests of the State and the Company; not to abuse position or authority, or use information, trade secrets, business opportunities, or other assets of the Company for personal gain or for the benefit of other organizations or individuals.
- 45.4. In the event of a breach of the responsibilities prescribed in this Article causing damage to the Company, the Supervisory Board member shall bear personal or joint liability for compensation of such damage; depending on the nature and severity of the violation and the extent of damage, such person may also be subject to disciplinary measures, administrative sanctions, or criminal liability in accordance with applicable laws, and shall return to the Company all income and benefits obtained from such breach.
- 45.5. To promptly report to the owners' representative body and request the relevant Supervisory Board member to cease the violation and remedy its consequences upon discovering that such Supervisory Board member has violated the assigned rights, duties, and responsibilities.
- 45.6. To promptly report to the owner's representative body of the Company, other Supervisory Board members, and relevant individuals, and request such individuals to cease the violation and remedy its consequences in the following cases:
 - a. Discovering that a member of the Members' Council, the Chairman of the



Company, the Director or General Director, or other managers has acted in breach of their rights, duties, and responsibilities or is at risk of committing such breach;

- b. Discovering any act in violation of law, the Charter of the Company, or the internal corporate governance regulations.

45.7. Other responsibilities as prescribed by applicable laws and the Charter of the Company.

Article 46. Head of the Supervisory Board

46.1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, dismissal, and removal shall be decided based on the majority principle.

46.2. More than half of the members of the Supervisory Board must reside in Vietnam.

46.3. The Head of the Supervisory Board must hold at least a university degree in one of the following fields: economics, finance, accounting, auditing, law, business administration, or other disciplines relevant to the business activities of the Company.

46.4. The rights and duties of the Head of the Supervisory Board shall include:

- a. To convene meetings of the Supervisory Board;
- b. To request the Board of Directors, the General Director, and other executive officers to provide relevant information for reporting to the Supervisory Board;
- c. To request the Board of Directors, the General Director, and other executive officers to provide relevant information for reporting to the Supervisory Board.

Article 47. Rights and Obligations of the Supervisory Board

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

47.1. To propose and recommend to the General Meeting of Shareholders for approval the list of approved auditing firms to audit the financial statements of the Company; to decide on the appointment of an approved auditing firm to examine the operations of the Company; and to dismiss such approved auditors when deemed necessary.

47.2. To be accountable to shareholders for its supervisory activities.

47.3. To supervise the financial condition of the Company and the compliance with laws by members of the Board of Directors, the General Director, and other managers in the course of their operations.

47.4. To ensure coordination with the Board of Directors, the General Director, and shareholders.

47.5. Upon discovering any violation of law or the Charter of the Company by members of the Board of Directors, the General Director, or other executive officers, the



Supervisory Board must notify the Board of Directors in writing within forty-eight (48) hours and request the violating person to cease the violation and implement remedial measures.

- 47.6. To develop the operating regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
- 47.7. To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of certain provisions of the Law on Securities.
- 47.8. To have the right to access records and documents of the Company maintained at the head office, branches, and other locations; and to access the workplaces of managers and employees of the Company during working hours.
- 47.9. To request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide full, accurate, and timely information and documents relating to the management, administration, and business operations of the Company.
- 47.10. Other rights and obligations as prescribed by applicable laws and this Charter.

Article 48. Meetings of the Supervisory Board

- 48.1. The Supervisory Board shall meet at least twice per year. The quorum for a meeting shall be at least two-thirds (2/3) of the total number of members of the Supervisory Board. Minutes of meetings of the Supervisory Board must be prepared in a detailed and clear manner. The minute-taker and all members of the Supervisory Board attending the meeting must sign the minutes. Minutes of meetings of the Supervisory Board must be prepared in a detailed and clear manner. The minute-taker and all members of the Supervisory Board attending the meeting must sign the minutes.
- 48.2. The Supervisory Board shall have the right to request members of the Board of Directors, the General Director, and representatives of approved auditing firms to attend meetings and provide explanations on matters requiring clarification.

Article 49. Right of the Supervisory Board to Access Information

Documents and information must be provided to members of the Supervisory Board at the same time and in the same manner as those provided to members of the Board of Directors, including:

- Notices of invitation to meetings, written ballots for collecting opinions of members of the Board of Directors, and accompanying documents;
- Notices of invitation to meetings, written ballots for collecting opinions of members of the Board of Directors, and accompanying documents;



VG PIPE®

Công ty cổ phần Ống Thép Việt - Đức VG PIPE

Đăng Cấp Châu Âu | ISO 9001 : 2015 | ISO 14001 : 2015

TRANSLATION

© Khu CN Bình Xuyên, Xã Xuân Lăng, Tỉnh Phú Thọ 🌐 vgpipe.com.vn

- Reports of the General Director submitted to the Board of Directors or other documents issued by the Company.

Members of the Supervisory Board shall have the right to access records and documents of the Company maintained at the head office, branches, and other locations; and to access the workplaces of managers and employees of the Company during working hours.

Members of the Supervisory Board shall have the right to access records and documents of the Company maintained at the head office, branches, and other locations; and to access the workplaces of managers and employees of the Company during working hours.

Article 50. Salaries, Remuneration, Bonuses, and Other Benefits of Members of the Supervisory Board

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

- 50.1. Members of the Supervisory Board shall be entitled to salaries, remuneration, bonuses, and other benefits as determined by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.
- 50.3. Members of the Supervisory Board shall be reimbursed for accommodation, travel, and reasonable expenses for independent advisory services. The total amount of such remuneration and expenses shall not exceed the annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
- 50.4. Salaries and operating expenses of the Supervisory Board shall be recorded as business expenses of the Company in accordance with the laws on corporate income tax and other relevant laws, and shall be presented as a separate item in the annual financial statements of the Company.

Chapter XII:

RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 51. Right to Inspect Books and Records

- 51.1. Ordinary shareholders shall have the right to inspect books and records as follows:
 - a. Ordinary shareholders shall have the right to examine, access, and extract information relating to names and contact addresses in the list of shareholders entitled to vote; to request correction of inaccurate information relating to themselves; and to examine, access, extract, or copy the Charter of the Company,



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

- b. A shareholder or group of shareholders holding at least five percent (5%) of the total number of ordinary shares, or a smaller percentage as prescribed in this Charter, shall have the right to examine, access, and extract minutes, resolutions, and decisions of the Board of Directors, mid-year and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to trade secrets or business secrets of the Company.

51.2. Members of the Board of Directors, members of the Supervisory Board, the General Director, and managers shall have the right to inspect the shareholders' register, 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.

51.3. The Company shall maintain this Charter and any amendments thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and any other documents as required by law at its head office or another location, provided that shareholders and the business registration authority are notified of the location where such documents are kept.

51.4. In the event that an authorized representative of a shareholder or a group of shareholders requests to inspect books and records, such request must be accompanied by a power of attorney from the shareholder or group of shareholders represented, or a notarized copy thereof.

51.5. The Charter of the Company must be disclosed on the Company's website and to relevant regulatory authorities in accordance with applicable laws.

Chapter XIII:

EMPLOYEES AND TRADE UNION

Article 52. Employees and Trade Union

52.1. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to recruitment, employment, termination of employment, salaries, social insurance, employee benefits, rewards, and disciplinary measures applicable to managers and employees of the Company.

52.2. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to the relationship between the Company and trade unions recognized in accordance with best practices, established standards, and sound management policies, as well as the provisions set out in this Charter, internal



regulations of the Company, and applicable laws.

Chapter XIV:

PROFIT DISTRIBUTION

Article 53. Profit Distribution

- 53.1. Subject to the decision of the General Meeting of Shareholders and in accordance with applicable laws, dividends shall be declared and paid out of the retained earnings of the Company but shall not exceed the level proposed by the Board of Directors after consultation with shareholders at the General Meeting of Shareholders.
- 53.2. In accordance with the Law on Enterprises, the Board of Directors may decide to pay interim dividends if such payment is deemed consistent with the profitability of the Company.
- 53.3. The Company shall not pay interest on any dividend or any amount payable in respect of shares.
- 53.4. The Board of Directors may propose to the General Meeting of Shareholders the payment of dividends, in whole or in part, in the form of specific assets (such as fully paid shares or bonds issued by another company), and the Board of Directors shall implement such resolution.
- 53.5. Where dividends or other amounts payable in respect of shares are paid in cash, the Company shall make payment in Vietnamese Dong and may effect such payment by cheque or by payment order sent by post to the registered address of the entitled shareholder, and any risks arising therefrom shall be borne by such shareholder. In addition, dividend payments or other payments may be made by bank transfer where the Company has sufficient banking details of the shareholder to enable direct transfer to the shareholder's bank account. In the event that the Company has transferred funds in accordance with the banking details provided by the shareholder but the shareholder does not receive such funds, the Company shall not be liable for such amount. Payment of dividends in respect of shares listed on a Stock Exchange may be carried out through a securities company or the Vietnam Securities Depository and Clearing Corporation.
- 53.6. Subject to approval by the General Meeting of Shareholders, the Board of Directors may decide and notify that holders of ordinary shares shall receive dividends in the form of additional ordinary shares in lieu of cash dividends. Such additional shares shall be deemed fully paid, and their value shall be equivalent to the amount of the cash dividend.
- 53.7. In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution determining a record date. Based on such record



VG PIPE®

Công ty cổ phần Ống Thép Việt - Đức VG PIPE

Đăng Cấp Châu Âu | ISO 9001 : 2015 | ISO 14001 : 2015

TRANSLATION

© Khu CN Bình Xuyên, Xã Xuân Lăng, Tỉnh Phú Thọ 🌐 vgpipe.com.vn

date, persons registered as shareholders or holders of other securities shall be entitled to receive cash dividends or share dividends and to receive notices or other documents.

Article 54. Other Matters Relating to Profit Distribution

Other matters relating to profit distribution shall be implemented in accordance with applicable laws.

Chapter XV:

BANK ACCOUNTS, RESERVE FUNDS, FINANCIAL YEAR, AND ACCOUNTING SYSTEM

Article 55. Bank Accounts

- 55.1. The Company shall open accounts at one or more banks in Vietnam or at foreign banks permitted to operate in Vietnam.
- 55.2. Subject to prior approval from competent authorities, where necessary, the Company may open bank accounts abroad in accordance with applicable laws.
- 55.3. The Company shall conduct all payments and accounting transactions through its accounts in Vietnamese Dong or foreign currencies at the banks where the Company maintains accounts, as well as through cash held by the Company.

Article 56. Appropriation of Funds

Annually, the Company may appropriate from its after-tax profits the following funds:

- Financial reserve fund: such appropriation shall not exceed five percent (5%) of the Company's after-tax profits and shall continue to be made until the financial reserve fund reaches ten percent (10%) of the charter capital of the Company;
- Bonus and welfare fund shall not exceeding fifteen percent (15%);
- The Development Investment Fund shall not exceed five percent (5%).

The percentage of appropriations to these funds may be adjusted, or any of the above funds may not be appropriated, upon proposal by the Board of Directors and approval by the General Meeting of Shareholders.

Article 57. Financial Year

The financial year of the Company shall commence on the first (01) day of January and end on the thirty-first (31) day of December of the same year. The first financial year of the Company commenced on the date of issuance of the Enterprise Registration Certificate, being February 1st 2007, and ended on December 31st 2007.



VG PIPE®

Công ty cổ phần Ống Thép Việt - Đức VG PIPE

Đăng Cấp Châu Âu | ISO 9001 : 2015 | ISO 14001 : 2015

TRANSLATION

© Khu CN Bình Xuyên, Xã Xuân Lãng, Tỉnh Phú Thọ vgpipe.com.vn

Article 58. Accounting System

- 58.1. The accounting system of the Company shall be the Vietnamese Accounting Standards (VAS) or any other system approved by the Ministry of Finance.
- 58.2. The Company shall maintain its accounting books in Vietnamese and shall retain accounting records in accordance with the nature of its business activities. Such records must be accurate, up-to-date, systematic, and sufficient to evidence and explain the transactions of the Company.
- 58.3. The Company shall use Vietnamese Dong as the accounting currency.

Chapter XVI:

FINANCIAL STATEMENTS, ANNUAL REPORT, AND INFORMATION DISCLOSURE OBLIGATIONS

Article 59. Annual, Semi-Annual, and Quarterly Reports

- 59.1. The Company shall prepare annual financial statements, which must be audited in accordance with applicable laws. The Company shall disclose its audited annual financial statements in compliance with regulations on information disclosure in the securities market and submit them to competent state authorities.
- 59.2. The annual financial statements must include all reports, appendices, and explanatory notes as required by laws on corporate accounting. Such financial statements must present a true and fair view of the Company's operations.
- 59.3. The Company shall prepare reviewed semi-annual financial statements and quarterly reports in accordance with the regulations of the State Securities Commission of Vietnam and submit them to the State Securities Commission and the Stock Exchange.
- 59.4. Organizations and individuals concerned shall have the right to inspect or obtain copies of the audited annual financial statements, semi-annual reports, and quarterly reports during the Company's working hours at its head office, subject to payment of a reasonable copying fee.

Article 60. Annual Report

The Company shall prepare and disclose its annual report in accordance with the laws on securities and the securities market.

Article 61. Information Disclosure

- 61.1. The Company shall disclose its audited annual financial statements to competent state authorities in accordance with the laws on accounting and other relevant regulations.



61.2. The Company shall disclose the following information on its website:

- a. The Charter of the Company.
- b. Curriculum vitae, educational background, and professional experience of members of the Board of Directors, Supervisory Board members, and the General Director.
- c. Audited annual financial statements, reviewed semi-annual financial statements, and quarterly financial statements.
- d. Annual reports on the performance evaluation of the Board of Directors and the Supervisory Board.
- e. Any changes or developments relating to the Company's operations in accordance with applicable laws and other relevant regulations.

Chapter XVII:

AUDIT OF THE COMPANY

Article 62. Audit

- 62.1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of such firms to audit the financial statements of the Company for the following financial year, based on the terms and conditions agreed with the Board of Directors.
- 62.2. The audit report shall be attached to the annual financial statements of the Company.
- 62.3. The independent auditor auditing the financial statements of the Company shall have the right to attend meetings of the General Meeting of Shareholders, receive notices and other information relating to such meetings, and express opinions at such meetings on matters relating to the audit of the Company's financial statements.

Chapter XVIII:

CORPORATE SEAL

Article 63. Corporate Seal

- 63.1. The corporate seal includes seals engraved by seal-engraving service providers or seals in the form of digital signatures in accordance with the laws on electronic transactions.
- 63.2. The Board of Directors shall decide on the type, quantity, form, and content of the seals of the Company, its branches, and representative offices (if any).



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

Chapter XIX:

TERMINATION AND LIQUIDATION

Article 64. Termination

The Company may be dissolved or its operations terminated in the following cases:

- a. Upon expiry of the Company's operational term, including any extension thereof.
- b. Where the Company is declared bankrupt by a court in accordance with applicable laws.
- c. Early dissolution as decided by the General Meeting of Shareholders.
- d. In the case of early dissolution (including any extended term), such decision shall be made by the General Meeting of Shareholders and implemented by the Board of Directors. Such decision must be notified to or approved by competent authorities (if required) in accordance with applicable laws.
- e. Where the Enterprise Registration Certificate is revoked, except where otherwise provided by the Law on Tax Administration.
- f. Other cases as prescribed by law.

Article 65. Extension of Operation

- 65.1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (07) months prior to the expiry of the Company's operational term so that shareholders may vote on the extension of the Company's operation for an additional period as proposed by the Board of Directors.
- 65.2. The operational term of the Company shall be extended upon approval by shareholders representing at least sixty-five percent (65%) of the total voting rights of shareholders present in person or represented by proxy at the General Meeting of Shareholders.

Article 66. Liquidation

- 66.1. At least six (06) months prior to the expiry of the Company's operational term, or upon the issuance of a decision on the dissolution of the Company, the Board of Directors shall establish a liquidation committee consisting of three (03) members. Two members shall be appointed by the General Meeting of Shareholders, and one member shall be appointed by the Board of Directors from an independent auditing



firm. The liquidation committee shall adopt its own operating regulations. Members of the liquidation committee may be selected from among the employees of the Company or independent experts. All expenses relating to the liquidation shall be given priority for payment before other liabilities of the Company.

- 66.2. The liquidation committee shall be responsible for reporting to the business registration authority the date of its establishment and commencement of operation. From such time, the liquidation committee shall represent the Company in all matters relating to the liquidation process before courts and administrative authorities.
- 66.3. Proceeds from liquidation shall be distributed in the following order of priority:
- Liquidation expenses;
 - Salaries and insurance expenses for employees, severance allowances, and other employee benefits in accordance with collective labor agreements and signed labor contracts;
 - Tax liabilities;
 - Loans (if any);
 - Other liabilities of the Company;
 - The remaining balance after settlement of all liabilities from items (a) to (e) above shall be distributed to shareholders. Preference shares shall be paid prior to ordinary shares.

Chapter XX:

INTERNAL DISPUTE RESOLUTION

Article 67. Internal Dispute Resolution

- 67.1. In the event of any dispute or claim arising in connection with the operations of the Company or the rights of shareholders arising from this Charter or from any rights or obligations prescribed by the Law on Enterprises, other laws, or administrative regulations, between:
- A shareholder and the Company; or
 - A shareholder and the Board of Directors, the Supervisory Board, the General Director, or senior managers. The parties concerned shall endeavor to resolve such dispute through negotiation and conciliation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution process and shall request each party to present the relevant facts of the dispute within ten (10) working days from the date the dispute arises. In the event that the dispute involves the Board of



VG PIPE®

Công ty cổ phần Ống Thép Việt - Đức VG PIPE

Đăng Cấp Châu Âu | ISO 9001 : 2015 | ISO 14001 : 2015

TRANSLATION

📍 Khu CN Bình Xuyên, Xã Xuân Lãng, Tỉnh Phú Thọ 🌐 vgpipe.com.vn

Directors or the Chairman of the Board of Directors, any party may request the Chairman of the Board of Directors to appoint an independent expert to act as an arbitrator for the dispute resolution process.

- 67.2. If no amicable settlement is reached within six (06) weeks from the commencement of the conciliation process, or if the decision of the conciliator is not accepted by the parties, any party may refer the dispute to an economic arbitration body or a competent court.
- 67.3. Each party shall bear its own costs incurred in connection with negotiation and conciliation procedures. Court costs shall be borne by the party as determined by the court.

Chapter XXI:

AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

Article 68. Amendments and Supplements to the Charter

- 68.1. Any amendments or supplements to this Charter must be considered and approved by the General Meeting of Shareholders.
- 68.2. In the event that there are legal provisions relating to the operations of the Company that are not yet stipulated in this Charter, or where new legal provisions differ from the provisions of this Charter, such legal provisions shall automatically apply and govern the operations of the Company.

Chapter XXII:

EFFECTIVE DATE

Article 69. Effectiveness

- 69.1. This Charter consists of twenty-two (22) chapters and sixty-nine (69) articles and was unanimously approved by the General Meeting of Shareholders of Vietnam Germany Steel Pipe Joint Stock Company on April 17th, 2026, and by Resolution No. 16/2026/NQHDQT dated 28/07/2026 of the Board of Directors in Phu Tho, thereby approving the full validity of this Charter.
- 69.2. This Charter is made in two (02) originals of equal legal validity and shall be kept at the head office of the Company. This Charter shall be the sole and official Charter of the Company.
- 69.3. The Chairman of the Board of Directors, the General Director, or a person authorized by the General Director shall have the authority to certify true copies or extracts of this Charter from the original for provision to shareholders, partners, or competent state authorities.



Signature of the Chairman of the Board of Directors and the Legal Representative of the Company.

**LEGAL REPRESENTATIVE OF THE
COMPANY**

GENERAL DIRECTOR



NGUYEN HUU THE

**BOARD OF DIRECTORS ^k
CHAIRMAN OF THE BOARD OF
DIRECTORS**



NGUYEN THI THANH THUY