



## General Meeting of Shareholders **A VUONG HYDROPOWER JOINT STOCK COMPANY**



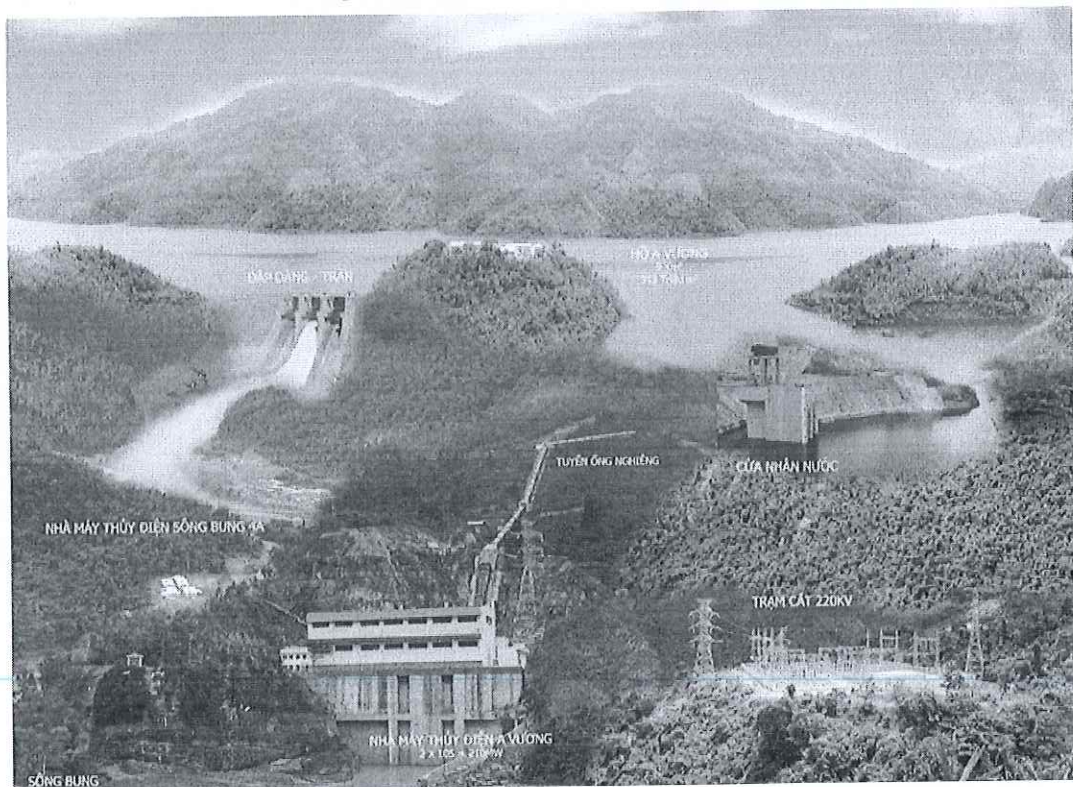
**CÔNG  
TY CP  
THỦY  
ĐIỆN A  
VƯƠNG**

Digitally signed by CÔNG  
TY CP THỦY ĐIỆN A  
VƯƠNG  
DN: C=VN, S=TỈNH  
QUẢNG NAM, CN=  
CÔNG TY CP THỦY  
ĐIỆN A VƯƠNG,  
OID.0.9.2342.19200300.1  
00.1.1=MST:4000478435  
Reason: I am the author  
of this document  
Location:  
Date: 2026.10.13  
15:30:00+0700  
Foxit PDF Reader  
Version: 12.1.1

# CHARTER

## A VUONG HYDROPOWER JOINT STOCK COMPANY

*Issued together with Resolution No. 939/NQ-ĐHĐCĐ dated June 01  
2026 of the 2026 Annual General Meeting of Shareholders  
A Vuong Hydropower Joint Stock Company*



*October, 2026*

## TABLE OF CONTENTS

| Content                                                                                                                                          | Page |
|--------------------------------------------------------------------------------------------------------------------------------------------------|------|
| <b>I. DEFINITIONS OF TERMS IN THE CHARTER</b>                                                                                                    | 6    |
| Article 1. Interpretation of Terms                                                                                                               | 6    |
| <b>II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING TERM AND LEGAL REPRESENTATIVE OF THE COMPANY</b> | 7    |
| Article 2. Name, Form, Head Office, Branches, Representative Offices, Business Locations and Operating Term of the Company                       | 7    |
| Article 3. Legal Representative of the Company                                                                                                   | 8    |
| <b>III. OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF THE COMPANY</b>                                                                             | 8    |
| Article 4. Objectives of the Company's Operations                                                                                                | 8    |
| Article 5. Business Scope and Operations of the Company                                                                                          | 13   |
| <b>IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS</b>                                                                                        | 13   |
| Article 6. Charter Capital, Shares, Founding Shareholders                                                                                        | 13   |
| Article 7. Share Certificates                                                                                                                    | 14   |
| Article 8. Other Securities Certificates                                                                                                         | 14   |
| Article 9. Share Transfer                                                                                                                        | 14   |
| Article 10. Share Redemption                                                                                                                     | 15   |
| <b>V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL</b>                                                                                       | 15   |
| Article 11. Organizational Structure, Governance and Control                                                                                     | 15   |
| <b>VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS</b>                                                                                      | 15   |
| Article 12. Rights of Shareholders                                                                                                               | 15   |
| Article 13. Obligations of Shareholders                                                                                                          | 17   |
| Article 14. General Meeting of Shareholders                                                                                                      | 18   |
| Article 15. Rights and Obligations of the General Meeting of Shareholders                                                                        | 20   |
| Article 16. Authorization to Attend the General Meeting of Shareholders                                                                          | 22   |

| <b>Content</b>                                                                                                                                | <b>Page</b> |
|-----------------------------------------------------------------------------------------------------------------------------------------------|-------------|
| Article 17. Changes to Rights                                                                                                                 | 23          |
| Article 18. Convening, Agenda, and Notice of Meeting of the General Meeting of Shareholders                                                   | 24          |
| Article 19. Conditions for Holding the General Meeting of Shareholders                                                                        | 25          |
| Article 20. Procedures for Holding and Voting at the General Meeting of Shareholders                                                          | 26          |
| Article 21. Conditions for Resolutions of the General Meeting of Shareholders to be Approved                                                  | 28          |
| Article 22. Authority and Procedures for Obtaining Written Shareholder Opinions to Approve Resolutions of the General Meeting of Shareholders | 29          |
| Article 23. Resolutions, Minutes of the General Meeting of Shareholders                                                                       | 31          |
| Article 24. Request for Annulment of Resolutions of the General Meeting of Shareholders                                                       | 32          |
| <b>VII. BOARD OF DIRECTORS</b>                                                                                                                | 32          |
| Article 25. Candidacy and Nomination of Members of the Board of Directors                                                                     | 32          |
| Article 26. Composition and Term of Members of the Board of Directors                                                                         | 33          |
| Article 27. Rights and Obligations of the Board of Directors                                                                                  | 34          |
| Article 28. Remuneration, Bonuses, and Other Benefits of Members of the Board of Directors                                                    | 36          |
| Article 29. Chairman of the Board of Directors                                                                                                | 37          |
| Article 30. Meetings of the Board of Directors                                                                                                | 38          |
| Article 31. Subcommittees of the Board of Directors                                                                                           | 41          |
| Article 32. Corporate Governance Officer                                                                                                      | 42          |
| <b>VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES</b>                                                                                            | 42          |
| Article 33. Management Structure                                                                                                              | 42          |
| Article 34. Company Executives                                                                                                                | 43          |
| Article 35. Appointment, Dismissal, Rights, and Obligations of the General Director                                                           | 43          |
| Article 36. Company Secretary                                                                                                                 | 44          |

| <b>Content</b>                                                                                                                                               | <b>Page</b> |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|
| <b>IX. BOARD OF SUPERVISORS</b>                                                                                                                              | 44          |
| Article 37. Candidacy and Nomination of Members of the Board of Supervisors (Supervisors)                                                                    | 44          |
| Article 38. Composition of the Board of Supervisors                                                                                                          | 45          |
| Article 39. Head of the Board of Supervisors                                                                                                                 | 46          |
| Article 40. Rights and Obligations of the Board of Supervisors                                                                                               | 46          |
| Article 41. Meetings of the Board of Supervisors                                                                                                             | 47          |
| Article 42. Salaries, Remuneration, Bonuses, and Other Benefits of Members of the Board of Supervisors                                                       | 47          |
| <b>X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, GENERAL DIRECTOR, OTHER MANAGERS, AND OTHER EXECUTIVES</b> | 48          |
| Article 43. Duty of Honesty and Avoiding Conflicts of Interest                                                                                               | 48          |
| Article 44. Liability for Damages and Compensation                                                                                                           | 49          |
| <b>XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS</b>                                                                                                        | 49          |
| Article 45. Right to Inspect Books and Records                                                                                                               | 50          |
| <b>XII. EMPLOYEES AND TRADE UNION</b>                                                                                                                        | 50          |
| Article 46. Employees and Trade Union                                                                                                                        | 50          |
| <b>XIII. PROFIT DISTRIBUTION</b>                                                                                                                             | 51          |
| Article 47. Profit Distribution                                                                                                                              | 51          |
| <b>XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM</b>                                                                                                | 51          |
| Article 48. Bank Accounts                                                                                                                                    | 51          |
| Article 49. Fiscal Year                                                                                                                                      | 52          |
| Article 50. Accounting System                                                                                                                                | 52          |
| <b>XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND INFORMATION DISCLOSURE RESPONSIBILITIES</b>                                                                 | 52          |
| Article 51. Annual, Semi-Annual, and Quarterly Financial Statements                                                                                          | 52          |
| Article 52. Annual Report                                                                                                                                    | 52          |
| <b>XVI. COMPANY AUDIT</b>                                                                                                                                    | 53          |

| <b>Content</b>                                          | <b>Page</b> |
|---------------------------------------------------------|-------------|
| Article 53. Audit                                       | 53          |
| <b>XVII. ENTERPRISE SEAL</b>                            | 53          |
| Article 54. Company Seal                                | 53          |
| <b>XVIII. COMPANY DISSOLUTION</b>                       | 53          |
| Article 55. Company Dissolution                         | 53          |
| Article 56. Extension of Operation Period               | 54          |
| Article 57. Liquidation                                 | 54          |
| <b>XIX. INTERNAL DISPUTE RESOLUTION</b>                 | 55          |
| Article 58. Internal Dispute Resolution                 | 55          |
| <b>XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER</b> | 55          |
| Article 59. Company Charter                             | 55          |
| <b>XXI. EFFECTIVE DATE</b>                              | 55          |
| Article 60. Effective Date                              | 56          |



## INTRODUCTION

A Vuong Hydropower Joint Stock Company (hereinafter referred to as the "Company") is a newly established joint stock company. The Charter, the Company's regulations, and the resolutions of the General Meeting of Shareholders and the Board of Directors, which have been validly adopted in accordance with the Law, serve as the legal basis for the Company's business operations.

This Charter is amended and supplemented for the 11th time according to the Resolution of the Annual General Meeting of Shareholders of A Vuong Hydropower Joint Stock Company No.939/NQ-ĐHĐCĐ dated June 01, 2026.

This Charter governs the entire organization and operations of the Company.

The Charter of **A VUONG HYDROPOWER** Joint Stock Company is based on the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019; Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities; Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

## I. DEFINITIONS OF TERMS IN THE CHARTER

### Article 1. Interpretation of Terms

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

a) *Charter capital* is the total par value of shares sold or registered for purchase upon the establishment of a joint stock company and as stipulated in Article 6 of this Charter;

b) *Voting capital* is the share capital by which the owner has the right to vote on issues within the decision-making authority of the General Meeting of Shareholders;

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

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

e) *Vietnam* is the Socialist Republic of Vietnam;



f) *Establishment Date* is the date the Company was first issued the Certificate of Enterprise Registration (Business Registration Certificate and equivalent documents);

g) *Company Executive* is the General Director, Deputy General Directors, Chief Accountant, and other executives appointed by the Board of Directors;

h) *Company Manager* is the company manager, including the Chairman of the Board of Directors, Members of the Board of Directors, General Director, and other individuals holding management titles appointed by the General Meeting of Shareholders or the Board of Directors;

i) *Affiliated persons* are individuals, organizations as stipulated in Clause 46, Article 4 of the Law on Securities;

j) *Shareholder* is an individual, organization owning at least one share of a joint stock company;

k) *Founding shareholder* is a shareholder owning at least one common share and signing in the list of founding shareholders of the joint stock company;

l) *Major shareholders* are shareholders as stipulated in Clause 18, Article 4 of the Law on Securities;

m) *Term of operation* is the period of operation of the Company as stipulated in Article 2 of this Charter and the extension period (If any) approved by the General Meeting of Shareholders of the Company;

n) *The Stock Exchange* is the Vietnam Exchange and subsidiaries.

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

3- Headings (Sections, Articles of this Charter) are used for convenience in understanding the Content and do not affect the Content of this Charter.

## **II- NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY**

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

#### **1. Name of company**

- Company name written in Vietnamese: **CÔNG TY CỔ PHẦN THỦY ĐIỆN A VƯƠNG**

- Name of company in foreign language: **A VUONG HYDROPOWER JOINT STOCK COMPANY**

- Abbreviated Name of company: **AVHPC**

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

### 3. Registered Head Office of the Company:

- Head office address: Dung Village, Thanh My Commune, Da Nang City, Vietnam.

- Telephone: 0236.211103

- Fax: 0236.643885

- E-mail: avc@avuong.com

- Website: avuong.com

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

At the time this Charter is approved, the Company has 01 representative office as follows:

- Name of representative office: Representative Office in Da Nang.

- Address: No. 143 Xo Viet Nghe Tinh Street, Cam Le Ward, Da Nang City.

5. Unless the operation is terminated before the term stipulated in Clause 2, Article 55 or the operation is extended as stipulated in Article 56 of this Charter, the term of operation of the Company is indefinite.

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

1. The Company has 01 (one) legal representative who is the General Director of the Company.

2. In case there is no General Director, then the person assigned the role of Acting General Director or Deputy General Director performing the functions and duties of the General Director is the legal representative of the Company.

3. The rights and obligations of the legal representative shall be performed in accordance with the provisions of law and the Company's Charter.

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

### **Article 4. Company's Operational Objectives**

#### **1- Company's Main Business Lines**

| No. | Business Line Name                                                      | Business Line Code |
|-----|-------------------------------------------------------------------------|--------------------|
| 1   | - Architectural and related technical consulting activities<br>Details: | 7110               |

| No. | Business Line Name                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Business Line Code |
|-----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
|     | + Investment project management services, construction supervision consulting for energy works, hydropower works, electrical systems in civil – industrial works<br>+ Construction supervision consulting for power lines and substations<br>+ Topographical survey, geological survey, hydrogeological survey, current land use mapping, cadastral mapping, deformation monitoring, reservoir sedimentation monitoring, monitoring design consulting (industrial works, power works, telecommunications works, information works, civil construction, infrastructure); Investment project management services, construction supervision consulting for civil and industrial works.<br>+ Fire prevention and fighting supervision consulting.<br>+ Fire prevention and fighting design consulting. |                    |
| 2   | Other telecommunications activities<br>Details: Telecommunications, informatics, information and communication technology services                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 6190               |
| 3   | Advertising<br>Details: Advertising services                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 7310               |
| 4   | Machining; treatment and coating of metals<br>Details: Manufacture of mechanical equipment                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 2592               |
| 5   | Real estate business, land use rights belonging to owners, users or lessees<br>Details: Real estate business, office leasing                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 6810               |
| 6   | Manufacture of other electrical equipment<br>Details: Manufacture of electrical equipment and accessories                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 2790               |
| 7   | Inland aquaculture                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 0322               |
| 8   | Activities of amusement parks and theme parks<br>Details: Ecotourism services                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 9321               |
| 9   | Inland fishing                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 0312               |
| 10  | Other mining and quarrying not elsewhere classified<br>Details: Mineral extraction (excluding prohibited minerals)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 0899               |
| 11  | Wholesale of other construction materials and installation equipment                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 4673               |

| No. | Business Line Name                                                                                                                              | Business Line Code |
|-----|-------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
| 12  | Manufacture of building materials from clay                                                                                                     | 2392               |
| 13  | Manufacture of metal structures                                                                                                                 | 2511               |
| 14  | Manufacture of measuring, testing, navigating and control equipment                                                                             | 2651               |
| 15  | Repair and maintenance of machinery and equipment                                                                                               | 3312               |
| 16  | Installation of other building systems<br>Details:<br>Construction commander for fire prevention and fighting                                   | 4329               |
| 17  | Other road passenger transport                                                                                                                  | 4932               |
| 18  | Repair and maintenance of electrical equipment                                                                                                  | 3314               |
| 19  | Installation of industrial machinery and equipment                                                                                              | 3320               |
| 20  | Installation of electrical systems                                                                                                              | 4321               |
| 21  | Inland waterway passenger transport                                                                                                             | 5021               |
| 22  | Warehousing and storage of goods                                                                                                                | 5210               |
| 23  | Electricity production from renewable energy sources<br><i>Details: Investment, construction, production, and trading of power sources.</i>     | 3512 (main)        |
| 24  | Electricity production from non-renewable energy sources<br><i>Details: Investment, construction, production, and trading of power sources.</i> | 3511               |
| 25  | Rental of motor vehicles                                                                                                                        | 7710               |
| 26  | Electricity transmission and distribution                                                                                                       | 3513               |
| 27  | Wholesale of other machinery, equipment and parts                                                                                               | 4659               |
| 28  | Primary level training                                                                                                                          | 8531               |
| 29  | Hotels and similar accommodation services                                                                                                       | 5510               |
| 30  | Intermediate level training                                                                                                                     | 8532               |
| 31  | Restaurants and mobile food service activities                                                                                                  | 5610               |
| 32  | Construction of waterworks                                                                                                                      | 4291               |

C.T.C.P.\*  
ANG\*

| No. | Business Line Name                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Business Line Code |
|-----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
| 33  | Construction of electrical works                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 4221               |
| 34  | Road freight transport<br>Details: Road freight transport by automobile                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 4933               |
| 35  | Construction of telecommunications and communication works                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 4223               |
| 36  | Cargo handling<br>Details: Craning, handling of goods and equipment of all types                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 5224               |
| 37  | Construction of other civil engineering works<br>Details: Construction and installation of industrial works, civil construction, infrastructure                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 4299               |
| 38  | Scientific research and technological development in the field of natural sciences<br>Details: Research and development of artificial intelligence technology, information and communication technology applied in energy business systems                                                                                                                                                                                                                                                                                                                                                                              | 7211               |
| 39  | Other professional, scientific, and technical activities not elsewhere classified<br>Details: Operation and maintenance management services for power plants and industrial works; electrical and petrochemical testing services serving the power industry and related fields; testing and calibration services for mechanical, electrical, and non-electrical equipment (pressure, temperature, flow, speed, time, gas content, stroke, weight) in power plants, transformer stations, and industrial works/plants; technical safety inspection services for electrical equipment, tools, and electrical safety gear. | 7499               |
| 40  | Construction of residential buildings                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 4101               |
| 41  | Technical testing and analysis                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 7120               |
| 42  | Manufacture of concrete and products from concrete, cement and plaster<br>Details: Manufacture of steel and concrete components                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 2395               |

| No. | Business Line Name                                                                                                               | Business Line Code                                                                              |
|-----|----------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|
| 42  | Forest planting, forest care and forest tree nursery<br>Details: Investment in forest planting, management of protection forests | 0210                                                                                            |
| 44  | Construction of railways                                                                                                         | 4211                                                                                            |
| 45  | Construction of roads<br>Details: Construction, management, and trading of transportation systems                                | 4212                                                                                            |
| 46  | Construction of non-residential buildings                                                                                        | 4102                                                                                            |
| 47  | Installation of water supply, drainage, heating and air-conditioning systems                                                     | 4322                                                                                            |
| 48  | Rental of other machinery, equipment and tangible goods without operator                                                         | 7730                                                                                            |
| 49  | (The Company shall only operate when meeting the conditions as stipulated for conditional business lines)                        | Business lines not matching the code with the Vietnam Standard Industrial Classification System |

## 2. Company's Operational Objectives

a. Focus all resources on effectively operating the A Vuong Hydropower Plant to achieve maximum profit for Shareholders based on ensuring the interests of the ethnic communities in the project-affected area, contributing to the state budget and promoting the national industrialization and modernization cause.

b. Continuously invest in human resource development to ensure that every engineer is a good engineer, every worker is a skilled craftsman, every manager is a good administrator, every member is an expert, and there is no one unemployed within the Company.

c. Develop and aim for effective business lines such as providing investment, construction, consulting, operation management, maintenance, testing, inspection services, etc., for power plants and industrial works, ensuring mutual benefits for investors.

d. Gradually diversify business lines, especially investing in the construction of power projects, real estate, accommodation services, office leasing, etc.

e. Ensure the sustainable development of the environment.

#### **Article 5. Company's Business Scope and Operations**

The Company is permitted to conduct business activities in the lines registered in these Articles of Association, notified for change of registration content with the business registration authority, and published on the National Business Registration Portal. In case the Company conducts business in conditional investment business lines, the Company must fully satisfy the business conditions as stipulated by the Law on Investment and relevant specialized laws.

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

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

1. The Company's Charter capital is VND 750,520,520,000 (Seven hundred fifty billion five hundred twenty million five hundred twenty thousand Vietnamese Dong)

The total Charter capital of the Company is divided into 75,052,052 shares (Seventy-five million fifty-two thousand fifty-two shares) with a par value of VND 10,000/share.

2. The Company may change its Charter capital upon approval by the General Meeting of Shareholders and in compliance with legal regulations.

3. The shares of the Company on the Date of approval of these Articles of Association include common shares and preference shares (if any). The rights and obligations of shareholders holding each type of share are stipulated in Article 12 and Article 13 of these Articles of Association.

4. The Company may issue other types of preference shares after obtaining the approval of the General Meeting of Shareholders and in compliance with legal regulations.

5. The names, addresses, number of shares, and other information about the founding shareholders as stipulated by the Law on Enterprises are listed in the attached appendix. This appendix is an integral part of these Articles of Association.

Common shares must be prioritized for offering to existing shareholders in proportion to their percentage of common share ownership in the Company, unless the General Meeting of Shareholders decides otherwise. The number of shares not fully subscribed by shareholders shall be decided by the Company's Board of Directors. The Board of Directors may distribute such shares to shareholders and others under terms no less favorable than those offered to

existing shareholders, unless the General Meeting of Shareholders approves otherwise or the law on securities provides otherwise.

6. The Company may purchase shares issued by the Company itself in the manner prescribed in this Charter and current law.

7. The Company may issue other types of securities as prescribed by law.

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

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

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

3. Within a period of 02 months from the Date of submitting full documents requesting the transfer of share ownership as stipulated by the Company, or within a period of 02 months from the Date of fully paying for the purchase of shares as stipulated in the Company's share issuance plan (or other period as stipulated in the issuance terms), the holder of the shares shall be issued a share certificate. The share holder shall not have to pay the Company the cost of printing share certificates.

4. In case a share is lost, damaged, or destroyed in any other form, the shareholder shall be reissued the share by the Company upon the request of that shareholder. The shareholder's request must include the following Content:

a) Information about the share that was lost, damaged, or destroyed in any other form;

b) Commitment to be responsible for any disputes arising from the reissuance of the new share.

#### **Article 8. Other Securities Certificates**

Bond certificates or other securities certificates of the Company shall be issued with the signature of the legal representative and the Company's seal.

#### **Article 9. Share Transfer**

1. All shares shall be freely transferable unless this Charter and the law stipulate otherwise; shares registered for trading on The Stock Exchange shall be transferred in accordance with the provisions of the law on securities and the securities market.

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

3. Other share transfers shall be carried out in accordance with current law.

## **Article 10. Revocation of shares**

1. In case a shareholder fails to fully and timely pay the amount payable for the purchase of shares, the Board of Directors shall notify and has the right to request that shareholder to pay the remaining amount and be responsible corresponding to the total par value of the shares registered for purchase for the Company's financial obligations arising from the failure to fully pay.

2. The aforementioned payment notice must clearly state the new payment deadline (at least 07 days from the Date the notice is sent), the payment location, and the notice must clearly state that in case of failure to pay as required, the shares not yet fully paid shall be revoked.

3. The Board of Directors has the right to revoke shares not fully and timely paid in case the requirements in the aforementioned notice are not fulfilled.

4. Revoked shares shall be considered as shares eligible for offering as stipulated in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale or redistribution under the terms and in the manner that the Board of Directors deems appropriate.

5. Shareholders holding revoked shares must relinquish their shareholder status with respect to those shares, but shall remain liable corresponding to the total par value of the shares registered for purchase for the Company's financial obligations arising at the time of revocation according to the Decision of the Board of Directors from the Date of revocation until the Date of payment. The Board of Directors has full authority to decide on the compulsory payment of the full value of the shares at the time of revocation.

6. A notice of revocation shall be sent to the shareholder holding the revoked shares before the time of revocation. The revocation shall remain effective even in case of error or negligence in sending the notice.

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

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

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

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

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

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

1. Common shareholders have the following rights:



a) To attend and speak at the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative or other forms as stipulated by the Company Charter and law. Each common share has one vote;

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

c) To have priority to purchase new shares corresponding to the Percentage of common shares owned by each shareholder in the Company;

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

e) To examine, look up and extract information about names and contact addresses in the list of shareholders with voting rights; to request correction of their inaccurate information;

f) To examine, look up, extract or copy the Company Charter, minutes of the General Meeting of Shareholders and Resolution of the General Meeting of Shareholders;

g) When the Company is dissolved or bankrupt, to receive a portion of the remaining assets corresponding to the Percentage of share ownership in the Company;

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

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

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

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

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

2. Shareholders or groups of shareholders owning 05% or more of the total common shares have the following rights:

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

b) To review, search, and extract minutes and Resolutions, Decisions of the Board of Directors, semi-annual and annual financial statements, reports of the



Board of Supervisors, contracts, transactions requiring approval by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets;

c) To request the Board of Supervisors to inspect specific issues related to the Company's management and operation when deemed necessary. The request must be in writing and must include the following Content: Full name, contact address, nationality, legal document number of the individual shareholder; name, enterprise code or legal document number of the organization, Address of head office for organizational shareholders; number of shares and time of share registration for each shareholder, total number of shares of the entire group of shareholders and Percentage of ownership in the Company's total shares; the issue to be inspected, the purpose of inspection;

d) To propose issues for inclusion in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than 03 working days before the opening Date. The proposal must clearly state the shareholder's name, the number of each type of share held by the shareholder, and the issue proposed for inclusion in the agenda;

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

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

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

b) Based on the number of Members of the Board of Directors and Board of Supervisors, the shareholder or group of shareholders specified in this Clause shall have the right to nominate one or more individuals as candidates for the Board of Directors and Board of Supervisors according to the Decision of the General Meeting of Shareholders. In case the number of candidates nominated by the shareholder or group of shareholders is less than the number of candidates they are entitled to nominate according to the Decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors, Board of Supervisors, and other shareholders.

4. Organizations that are shareholders of the Company: owning less than 15% of the total number of common shares may authorize a maximum of one (01) authorized representative; owning from 15% to less than 30% of the total number of common shares may authorize a maximum of two (02) authorized representatives; owning from 30% to less than 50% of the total number of common shares may authorize a maximum of three (03) authorized representatives; owning from 50% to less than 65% of the total number of

common shares may authorize a maximum of four (04) authorized representatives; owning 65% or more of the total number of common shares may authorize a maximum of seven (07) authorized representatives.

### **Article 13. Obligations of Shareholders**

Common shareholders have the following obligations:

1. Pay in full and on time for the shares committed to be purchased.
2. Not to withdraw capital contributed in the form of common shares from the Company in any form, except when the shares are repurchased by the Company or another person. In case a shareholder withdraws a part or all of the contributed share capital contrary to the provisions of this Clause, that shareholder and related parties in the Company shall be jointly liable for the Company's debts and other property obligations within the scope of the value of the withdrawn shares and any damages incurred.
3. Comply with the Company Charter and the Company's Internal Management Regulations.
4. Comply with the Resolutions, Decisions of the General Meeting of Shareholders, Board of Directors.
5. Keep confidential the information provided by the Company as stipulated in the Company Charter and the law; only use the information provided to exercise and protect their legitimate rights and interests; strictly prohibit disseminating or copying, sending information provided by the Company to other organizations or individuals.
6. Attend the General Meeting of Shareholders and exercise voting/election rights through the following forms:
  - a) Attend and vote/elect directly at the meeting;
  - b) Authorize another individual or organization to attend and vote/elect at the meeting;
  - c) Attend and vote/elect via online conference, electronic voting, or other electronic forms;
  - d) Send voting/election ballots to the meeting via mail, fax, or email.
7. Bear personal responsibility when acting on behalf of the Company in any form to perform any of the following acts:
  - a) Violating the law;
  - b) Conducting business and other transactions for self-interest or to serve the interests of other organizations or individuals;
  - c) Paying undue debts before financial risks to the Company.
8. Fulfill other obligations as stipulated by current law.

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

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall hold an annual meeting once every year and within four (04) months from the date of the end of the fiscal year. Unless otherwise stipulated in the Company Charter, the Board of Directors shall Decision to extend the annual General Meeting of Shareholders in necessary cases, but not exceeding 06 months from the date of the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders shall be determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate location. The annual General Meeting of Shareholders shall Decision on issues as stipulated by law and the Company Charter, especially approving the audited annual financial statement. In case the audited annual financial statement of the Company contains significant exceptions, an adverse audit opinion, or a disclaimer, the Company must invite a representative of the approved audit organization that performed the audit of the Company's financial statement to attend the annual General Meeting of Shareholders, and the representative of the aforementioned approved audit organization is responsible for attending the Company's annual General Meeting of Shareholders.

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

a) The Board of Directors deems it necessary for the interests of the Company;

b) The remaining number of Members of the Board of Directors, Members of the Board of Supervisors is less than the minimum number of members stipulated by law;

c) Upon the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises; the request to convene the General Meeting of Shareholders must be in writing, clearly stating the Reasons and purpose of the meeting, with sufficient signatures of the relevant shareholders or the written request is prepared in multiple copies and collects sufficient signatures of the relevant shareholders;

d) Upon the request of the Board of Supervisors;

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

4. Convening extraordinary General Meeting of Shareholders

The Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of remaining Members of the Board of Directors, Members of the Board of Supervisors is as stipulated in point b, Clause

178  
3 TY  
HÂN  
ĐIỆ  
JN  
TP. Đ

3 of this Article or upon receiving a request stipulated in points c and d, Clause 3 of this Article.

a) The Board of Directors must report the case where an independent Member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect or replace the independent Member of the Board of Directors within 06 months from the Date of receiving the notification from the relevant independent Member of the Board of Directors;

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

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

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

d) Procedures for organizing the General Meeting of Shareholders as stipulated in Clause 5, Article 140 of the Law on Enterprises.

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

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

a) Approving the Company's development orientation;

b) Deciding the type of shares and the total number of shares of each type authorized for offer; deciding the annual dividend rate for each type of shares;

c) Electing, removing, dismissing Members of the Board of Directors, Members of the Board of Supervisors;

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

e) Deciding on amendments and supplements to the Company Charter;



- f) Approving annual financial statements;
  - g) Deciding to repurchase more than 10% of the total number of sold shares of each type;
  - h) Reviewing and handling violations by Members of the Board of Directors, Members of the Board of Supervisors causing damage to the Company and the Company's shareholders;
  - i) Deciding on the reorganization, dissolution of the Company;
  - j) Deciding on the budget or total remuneration, bonuses, and other benefits for the Board of Directors, Board of Supervisors;
  - k) Approving/Amending, supplementing the Internal Governance Regulation; the Operating Regulation of the Board of Directors, Board of Supervisors;
  - l) Approving the list of approved audit firms; deciding on the approved audit firm to perform audits of the Company's operations, dismissing the approved auditor when deemed necessary;
  - m) Other rights and obligations as stipulated by law.
2. The General Meeting of Shareholders shall discuss and approve the following issues:
- a) The Company's annual business plan;
  - b) The audited annual financial statements;
  - c) The report of the Board of Directors on the governance and performance of the Board of Directors and each Member of the Board of Directors;
  - d) The report of the Board of Supervisors on the business results of the Company, the performance of the Board of Directors, and the General Director;
  - e) The self-assessment report on the performance of the Board of Supervisors and the members of the Board of Supervisors;
  - f) The dividend rate for each share of each class;
  - g) The number of Members of the Board of Directors and the Board of Supervisors;
  - h) Electing, dismissing, and removing Members of the Board of Directors and members of the Board of Supervisors;
  - i) Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
  - j) Approving the list of approved audit firms; Decision on the approved audit firm to conduct inspections of the company's activities when deemed necessary;
  - k) Amending and supplementing the company's Charter;



l) The class and number of new shares to be issued for each class of shares and the transfer of shares by founding members within the first 03 years from the Date of establishment;

m) Division, separation, consolidation, merger, or transformation of the Company;

n) Reorganization and dissolution (liquidation) of the Company and appointment of the liquidator;

o) Decision on investment in or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements (unless the company's Charter stipulates a different Percentage or value);

p) Decision on the repurchase of over 10% of the total number of sold shares of each class;

q) The Company entering into contracts or transactions with the subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Company recorded in the most recent financial statements;

r) Approving transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP Date 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

s) Approving the Regulations on Corporate Governance, the Regulations on the Operation of the Board of Directors, and the Regulations on the Operation of the Board of Supervisors;

t) Other issues as stipulated by law and this Charter.

3. All Resolutions and issues included in the meeting agenda must be brought up for discussion and voting at the General Meeting of Shareholders.

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

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

2. The authorization for an individual or organization to represent and attend the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the Content of authorization, the scope of authorization, the term of authorization, and the signatures of the authorizing party and the authorized party.

The authorized person attending the General Meeting of Shareholders must submit the power of attorney upon registration for attendance. In case of sub-authorization, the attendee must also present the original power of attorney from the shareholder or the authorized representative of the organizational shareholder (if not previously registered with the Company).

3. The voting card/ballot paper of the authorized representative attending the meeting within the scope of authorization remains valid when one of the following cases occurs, except where:

- a) The authorizing person has Deceased, has restricted civil capacity, or has lost civil capacity;
- b) The authorizing person has revoked the authorization appointment;
- c) The authorizing person has revoked the authority of the person performing the authorization.

This clause does not apply in case the Company receives notice about one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 17. Change of Rights**

1. The change or cancellation of special rights attached to a class of preference shares takes effect when approved by shareholders representing 65% or more of the total voting shares of all attending shareholders. The General Meeting of Shareholders Resolution regarding the Content that adversely changes the rights and obligations of shareholders holding preference shares shall only be approved if assented to by preference shareholders of the same class attending the meeting holding 75% or more of the total shares of that class or assented to by preference shareholders of the same class holding 75% or more of the total shares of that class in case the Resolution is approved in the form of written opinion.

2. The convening of a meeting of shareholders holding a class of preference shares to approve the aforementioned change of rights is only valid when there are at least 02 shareholders (or their authorized representatives) holding at least 1/3 of the par value of the issued shares of that class. In case the number of representatives is not sufficient as stated above, the meeting shall be reconvened within the next 30 Dates and the holders of shares of that class (regardless of the number of persons and shares) who are present in person or through authorized representatives shall be deemed to constitute the required number of representatives. At the aforementioned meetings of shareholders holding preference shares, the holders of shares of that class who are present in person or through representatives may request a secret ballot. Each share of the same class shall have equal voting rights at the aforementioned meetings.

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

4. Unless otherwise provided by the share issuance terms, the special rights attached to classes of shares with preferential rights regarding some or all issues related to the distribution of the Company's profits or assets shall not be changed when the Company issues additional shares of the same class.

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

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

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

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

b) Prepare the agenda and content of the meeting;

c) Prepare documents for the meeting;

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

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

f) Announce and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend;

g) Other tasks serving the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to the shareholders' contact addresses, and shall also be published on the Company's website and the State Securities Commission of Vietnam, the Stock Exchange where the Company's shares are listed. The convener of the General Meeting of Shareholders must send the notice of meeting to all shareholders in the list of shareholders entitled to attend at least 21 days before the opening date of the meeting (calculated from the date the notice is validly sent or transmitted). The agenda of the General Meeting of Shareholders, documents related to issues to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case documents are not sent together with the notice of the General Meeting of Shareholders, the notice of meeting must clearly state the link to the full meeting documents for shareholders to access, including:

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

4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be sent to the Company no later than 03 working days before the opening date of the meeting. The proposal must clearly state the shareholder's name, the number of each type of shares held by the shareholder, contact address, nationality, Citizen Identity Card number, Identity Card, Passport or other legal personal identification for individual shareholders; name, enterprise code or establishment decision number, address of head office for organizational shareholders; the number and type of shares held by that shareholder, and the issue proposed to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders has the right to refuse proposals stipulated in Clause 4 of this Article if they fall into one of the following cases:

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

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

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

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

2. In case the first meeting does not meet the conditions for conducting the meeting as stipulated in Clause 1 of this Article, the notice of the second meeting shall be sent within 30 days from the date scheduled for the first meeting. The



second General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least 33% of the total voting shares.

3. In case the second meeting does not meet the conditions for conducting the meeting as stipulated in Clause 2 of this Article, the notice of the third meeting must be sent within 20 days from the date scheduled for the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares of the attending shareholders.

4. The General Meeting of Shareholders has the right to change the meeting agenda that has been attached to the notice of meeting as stipulated in Clause 3, Article 18 of this Charter.

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

1. Before the meeting opens, the Company must carry out the shareholder registration procedure and must continue registration until all shareholders entitled to attend the meeting have registered in the following order:

a) Each shareholder, immediately after completing the registration and verification of eligibility, will be issued 01 "Voting Card" and 01 "Voting Ballot".

- The "Voting Card" is used for open voting and the "Voting Ballot" is used for secret voting.

- The Voting Card includes the following information: • Shareholder Code (Delegate Code) • Shareholder Name/Authorized Representative • Number of shares owned/authorized to vote.

- The Voting Ballot includes the following information: • Shareholder Code (Delegate Code) • Shareholder Name/Authorized Representative • Number of shares owned/authorized to vote • Contents for voting • Voting status: approve, disapprove, no opinion.

- Depending on the content and specifics of the General Meeting of Shareholders, the Company will apply the method of using Voting Cards or simultaneously using Voting Cards and Voting Ballots.

b) Shareholders, authorized representatives of organizational shareholders, or authorized persons arriving after the meeting has began are entitled to register immediately and thereafter are entitled to participate and vote/elect at the meeting immediately after registration. The chairperson is not responsible for pausing the meeting to allow late-arriving shareholders to register, and the validity of issues already voted/elected on prior to that shall not change.

2. The election of the chairperson, secretary, Shareholder/Delegate Eligibility Verification Committee, and Vote Counting Committee is stipulated as follows:



a) The Chairman of the Board of Directors shall act as chairperson or authorize another Member of the Board of Directors to act as chairperson of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily Deceased, the remaining Members of the Board of Directors shall elect one person from among them to act as chairperson of the meeting by majority rule. In case a chairperson cannot be elected, the Head of the Board of Supervisors shall preside over the election of the meeting chairperson by the General Meeting of Shareholders from among those present at the meeting, and the person with the highest number of votes shall act as chairperson of the meeting;

b) Except for the case stipulated in point a of this clause, the person who signed the notice convening the General Meeting of Shareholders shall preside over the election of the meeting chairperson by the General Meeting of Shareholders, and the person with the highest number of votes shall act as chairperson of the meeting;

c) The Chairperson shall appoint one or more persons to act as secretaries of the meeting; and the Shareholder/Delegate Eligibility Verification Committee to serve the meeting;

d) The General Meeting of Shareholders shall elect one or more persons to the vote counting committee upon the proposal of the Chairperson of the meeting.

3. The agenda and Content of the meeting must be approved by the General Meeting of Shareholders during the opening session. The agenda must clearly and specifically define the time allocated for each item on the meeting agenda.

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

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

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

c) Facilitating shareholders' attendance (or continued attendance) at the General Meeting. The convener of the General Meeting of Shareholders has full authority to change the aforementioned measures and apply all necessary measures. Applied measures may include issuing entry passes or using other alternative forms.

5. Shareholders or authorized representatives arriving after the meeting has commenced may still register and have the right to participate in voting immediately after registration; in this case, the validity of the issues already voted upon prior to their arrival shall not change.

6. The convener or the Chairperson of the General Meeting of Shareholders has the following rights:

a) To require all attendees to undergo inspection or other lawful and reasonable security measures;

b) To request competent authorities to maintain order at the meeting; to expel from the General Meeting of Shareholders those who fail to comply with the Chairperson's authority, intentionally disrupt order, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements.

7. The Chairperson has the right to postpone a General Meeting of Shareholders for which a sufficient number of attendees have registered for a maximum of not more than 03 working days from the scheduled opening Date of the meeting, and may only postpone the meeting or change the meeting location in the following cases:

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

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

c) There are attendees obstructing or disrupting order, posing a risk that the meeting cannot be conducted fairly and lawfully.

8. In case the Chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 7 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson and preside over the meeting until its conclusion; all Resolutions adopted at that meeting shall be legally effective.

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

#### **Article 21. Conditions for the Resolution of the General Meeting of Shareholders to be adopted**

1. A Resolution regarding the following Content shall be passed if approved by shareholders representing 65% or more of the total voting shares of all attending shareholders, except for the cases specified in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:

a) Types of shares and the total number of shares of each type;

b) Changes in business lines, trades, and sectors;

c) Changes in the Company's management structure;

d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, unless the company's Charter specifies a different Percentage or value;

e) Reorganization, dissolution of the Company;

f) Extension of the Company's operation period;

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

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

#### **Article 22. Authority and procedures for obtaining shareholder opinions in writing to pass Resolutions of the General Meeting of Shareholders**

The authority and procedures for obtaining shareholder opinions in writing to pass Resolutions of the General Meeting of Shareholders shall be carried out according to the following provisions:

1- The Board of Directors has the right to obtain shareholder opinions in writing to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the company.

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

3. The opinion ballot must contain the following main Content:

a) Name, Address of head office, enterprise code;

b) Purpose of obtaining opinions;

c) Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, Address of head office for organizational shareholders; or full name, contact address, nationality, legal document number of the individual for the representative of the organizational shareholder; number of shares of each type and the shareholder's voting shares;

d) Issues on which opinions are needed to pass a Decision;

e) Voting options including approve, disapprove, and no opinion for each issue on which opinions are sought;

f) Deadline for returning the answered opinion ballot to the Company;

g) Full name, signature of the Chairman of the Board of Directors.

4. Shareholders may return the answered opinion ballot to the Company by mail, fax, or email according to the following provisions:

a) In case of sending by mail, the answered opinion ballot must bear the signature of the individual shareholder, the authorized representative or the legal representative of the organizational shareholder. The opinion ballot sent to the Company must be enclosed in a sealed envelope and no one is allowed to open it before the vote counting;

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

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

5. The Board of Directors shall count the votes and prepare a vote counting minute under the witness of the Board of Supervisors or a shareholder who does not hold a management Position in the Company. The vote counting minute must contain the following main Content:

a) Name, Address of head office, enterprise code;

b) Purpose and issues for which opinions are needed to pass the Resolution;

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

d) Total number of votes approve, disapprove, and no opinion for each issue, total number of votes for each candidate (If any);

e) Issues that have been approved and the corresponding Voting rate of approval;

f) Full name, signature of the Chairman of the Board of Directors, vote counter, and vote supervisor.

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

6. The vote counting minute and Resolution must be sent to the shareholders within 15 days from the Date of conclusion of vote counting. Sending the vote counting minute and Resolution may be replaced by posting them on the Company's website within 24 hours from the time of conclusion of vote counting.

7. The answered opinion polls, vote counting minute, Resolution, and related documents sent with the opinion polls must all be kept at the Company's head office.

8. A Resolution in the form of obtaining shareholder opinions in writing is valid if approved by shareholders holding more than 50% of the total voting votes of all shareholders with voting rights and has the same value as a Resolution at a General Meeting of Shareholders.

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

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

- a) Name, Address of head office, company code;
- b) Time and place of the General Meeting of Shareholders;
- c) Meeting agenda and Content of the meeting;
- d) Full name of the chairperson and secretary;
- e) Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
- f) Number of shareholders and total voting votes of attending shareholders, appendix listing registered shareholders, shareholder representatives attending the meeting with corresponding number of shares and votes;
- g) Total voting votes for each voting issue, specifying the voting method, total valid votes, invalid votes, votes approve, votes disapprove, and votes no opinion; corresponding percentage of the total voting votes of attending shareholders;
- h) Summary of votes for each candidate (If any);
- i) Issues approved and the corresponding Percentage of approving votes;
- j) Full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid if signed by all other attending Members of the Board of Directors and contain full Content as stipulated in this clause. The meeting minutes shall clearly state the refusal of the chairperson or secretary to sign the meeting minutes.

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

3. Minutes prepared in Vietnamese and foreign languages shall have equal legal validity. In case of any difference in Content between the minutes in



Vietnamese and a foreign language, the Content in the minutes in Vietnamese shall prevail.

4. Resolutions, minutes of the General Meeting of Shareholders, appendices listing shareholders registered to attend, powers of attorney to attend the meeting, all documents attached to the Minutes (If any), and related documents accompanying the notice of meeting shall be kept at the Company's head office.

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

#### **Article 24. Request for annulment of Resolutions of the General Meeting of Shareholders**

Within 90 Days from the Date of receipt of the Resolution or minutes of the General Meeting of Shareholders or minutes of vote counting results for obtaining opinions of the General Meeting of Shareholders, a shareholder or group of shareholders specified in Clause 2 Article 115 of the Law on Enterprises has the right to request the Court or Arbitration to review and annul the Resolution or a part of the Content of the Resolution of the General Meeting of Shareholders in the following cases:

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

2. The Content of the Resolution violates the law or this Charter.

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

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

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

- a) Full name, Date of birth;
- b) Qualification;
- c) Work history;

d) Other management titles (including Board of Directors titles in other companies);

e) Interests related to the Company and its related parties;

f) Other information (If any) as stipulated in the Company's Charter;

The company shall be responsible for disclosing information about the companies where the candidate holds the Position of Member of the Board of Directors, other management Positions, and related interests of the Board of Directors candidate with the company (If any).

2. A shareholder or a group of shareholders holding 10% or more of the total common shares has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the company's Charter. Shareholders holding common shares have the right to pool their voting rights to nominate candidates for the Board of Directors. A shareholder or a group of shareholders holding from 10% to less than 15% of the total voting shares is entitled to nominate one (01) candidate; from 15% to less than 30% is entitled to nominate a maximum of two (02) candidates; from 30% to less than 50% is entitled to nominate a maximum of three (03) candidates; from 50% to less than 65% is entitled to nominate a maximum of four (04) candidates; from 65% or more is entitled to nominate a maximum of (07) candidates.

3. In case the number of candidates for the Board of Directors nominated and self-nominated is still insufficient according to the provisions of Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the Company's Charter, the Regulations on Corporate Governance and the Regulations on Operation of the Board of Directors. The nomination of additional candidates by the Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect Members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must meet the standards and conditions specified in Clause 1, Clause 2, Article 155 of the Law on Enterprises and the company's Charter.

## **Article 26. Composition and Term of Members of the Board of Directors**

1. The number of Members of the Board of Directors is 07 (seven).

2. The term for a Member of the Board of Directors is 05 (five) years and they may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In case all Members of the Board of Directors simultaneously complete their term, those members shall continue to be

Members of the Board of Directors until new members are elected to replace them and take over the work.

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

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

4. A Member of the Board of Directors shall cease to be a member of the Board of Directors if dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises, in the following cases:

a. Not meeting the standards and conditions specified in Article 155 of the Law on Enterprises or being prohibited by law from being a Member of the Board of Directors;

b. Having submitted a resignation letter and it has been accepted;

c. Suffering from a mental disorder and other Members of the Board of Directors have professional evidence proving that the person no longer has legal capacity;

d. Not attending meetings of the Board of Directors for six (06) consecutive months, except in cases of force majeure;

e. By Decision of the General Meeting of Shareholders;

f. Providing false personal information when submitting it to the Company as a Board of Directors candidate;

5. The appointment of a Member of the Board of Directors must be publicly disclosed in accordance with the law on information disclosure on the securities market.

6. A Member of the Board of Directors is not necessarily required to be a shareholder of the Company.

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

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

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

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

- b) Propose the types of shares and the total number of authorized shares of each type for offering;
- c) Decide on the sale of unsold shares within the limit of authorized shares of each type; decide on raising additional capital through other forms;
- d) Decide on the selling price of shares and bonds of the Company;
- e) Decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprise;
- f) Decide on investment plans and investment projects within the authority and limits prescribed by law;
- g) Decide on market development, marketing, and technology solutions;
- h) Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, except for contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprise;
- i) Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the General Director, Deputy General Director, Chief Accountant, Company Secretary, and other key managers as stipulated in the Company Charter; decide on the salary, remuneration, bonuses, and other benefits of such managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders in other companies, decide on the remuneration and other benefits of such persons;
- J) Decide on personnel issues (planning, appointment, reappointment, dismissal, removal, resignation, transfer, rotation, etc. for Head of Department or equivalent and above);
- k) Supervise and direct the General Director and other managers in the daily business operations of the Company;
- l) Decide on the organizational structure, internal management regulations of the Company, decide on the establishment of Company's subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;
- m) Approve the agenda, Content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or obtain written opinions for the General Meeting of Shareholders to approve a Resolution;
- n) Submit the audited annual financial statement to the General Meeting of Shareholders;
- o) Propose the dividend payout rate; decide on the time limit and procedure for dividend payment or handling accumulated losses arising during business operations;

p) Propose the reorganization, dissolution of the Company; request the bankruptcy of the Company;

q) Decision to issue the Regulations on Operation of the Board of Directors, the Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; decision to issue the Regulations on Operation of the Audit Committee directly under the Board of Directors (If any), the company's Regulations on Information Disclosure;

r) Request the General Director, Deputy General Directors, and other managers in the company to provide information and documents regarding the financial situation and business operations of the Company and of the units within the Company;

s) The requested manager must provide information and documents promptly, fully, and accurately as requested by the Member of the Board of Directors. The order and procedures for requesting and providing information are specifically stipulated in the Regulations on Operation of the Board of Directors;

t) The Board of Directors decides on the recruitment and appointment of management personnel holding the Position of Deputy General Director, Chief Accountant, Head of Department or equivalent at the Company as recommended by the Parent Company or major shareholders.

u) Develop mechanisms and evaluation criteria for the level of task completion of the Board of Directors' members (including independent Board of Directors' members) to have a basis to propose to the General Meeting of Shareholders to decide on the nomination, dismissal, removal, and replacement of Board of Directors' members and independent Board of Directors' members in accordance with the provisions of law".

v) Other rights and obligations in accordance with the provisions of the Law on Enterprises, the Law on Securities, other provisions of law, and the Company Charter.

3. The Board of Directors must report the results of its operations to the General Meeting of Shareholders in accordance with the provisions of Article 280 of Decree No. 155/2020/ND-CP Date 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

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

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

2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to complete the tasks of the Member of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration level for each member based on the principle of consensus. The total amount of



remuneration and bonuses of the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.

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

4. Members of the Board of Directors holding executive positions or Members of the Board of Directors working in sub-committees of the Board of Directors or performing other tasks outside the scope of the ordinary duties of a Member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum fee per instance, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.

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

6. Members of the Board of Directors may be purchased liability insurance by the Company after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover insurance for the responsibilities of the Member of the Board of Directors related to violations of law and the Company Charter.

#### **Article 29. CHAIRMAN OF THE BOARD OF DIRECTORS**

1. The Chairman of the Board of Directors shall be elected, relieved of duty, or dismissed by the Board of Directors from among its members.

2. The Chairman of the Board of Directors shall not concurrently hold the Position of General Director.

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

- a) Prepare the program and operational plan of the Board of Directors;
- b) Prepare the agenda, Content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;
- c) Organize the adoption of Resolutions and Decisions of the Board of Directors;
- d) Supervise the process of organizing the implementation of Resolutions and Decisions of the Board of Directors;
- e) Chair meetings of the General Meeting of Shareholders;
- f) Other rights and obligations as stipulated by the Law on Enterprises and this Charter.



4. In case the Chairman of the Board of Directors submits a resignation letter or is relieved of duty or dismissed, the Board of Directors shall elect a replacement within 10 days from the date of receiving the resignation letter or being relieved of duty or dismissed.

5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another Member of the Board of Directors in writing to perform the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors dies, is missing, is temporarily detained, is serving a prison sentence, is serving an administrative penalty at a compulsory detoxification center, compulsory education center, has fled from his/her place of residence, has his/her civil act capacity restricted or lost, has difficulty in perception or controlling his/her behavior, or is prohibited by the Court from holding a Position, practicing a profession, or performing a certain job, the remaining members shall elect one person from among the members to hold the Position of Chairman of the Board of Directors based on the principle of majority approval of the remaining members until a new Decision of the Board of Directors is issued.

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

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

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

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

a) Upon request from the Board of Supervisors or an independent member of the Board of Directors;

b) Upon request from the General Director or at least 05 other managers;

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

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

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working Days from the Date of receiving the request stipulated in Clause 3 of this Article. In case the meeting of the Board of

Directors is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damages incurred by the Company; the requesting person shall have the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the notice of meeting at least 03 working days before the meeting date. In case of an extraordinary meeting of the Board of Directors to resolve urgent issues at the request of the Chairman of the Board of Directors, the notice of meeting must be sent at least 01 working day before the meeting date.

The notice of meeting must specify the exact time and place of the meeting, the agenda, issues for discussion, and decisions. The notice of meeting must be accompanied by documents to be used at the meeting and the member's ballot paper.

The notice of meeting of the Board of Directors may be sent by invitation letter, Telephone, fax, electronic means, or other methods stipulated by the Company Charter and must ensure delivery to the contact address of each Member of the Board of Directors registered with the Company.

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

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

8. A meeting of the Board of Directors shall be conducted when at least 3/4 of the total members attend. If the meeting convened in accordance with this Clause does not have the required number of attending members, it shall be convened for the second time within 07 days from the date originally scheduled for the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors attend.

- Meetings of the Board of Directors may be held in the form of an online conference (in various ways) among the Board of Directors' members when all or some members are in different locations, provided that each participating member can:

- Hear each other Board of Directors' member participating speak during the meeting.

- Speak simultaneously with all other participating members.

- Discussion among members may be conducted online or by other communication means or a combination of all these methods. A Board of Directors' member participating in such a meeting shall be deemed 'present' at that meeting. The location of a meeting held in this format shall be the location

with the largest number of Board of Directors' members present or the location where the Chairperson of the meeting is present.

Decisions adopted at a meeting held in the online conference format, which is duly organized and conducted, shall be effective immediately upon the conclusion of the meeting but must be confirmed by the signatures in the minutes of all Board of Directors' members attending this meeting.

9. A Member of the Board of Directors shall be deemed to have attended and voted at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote as stipulated in Clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting, or other electronic means;
- d) Sending ballot to the meeting via mail, fax, email;
- e) Sending ballot by other means (as stipulated in the Company Charter).

10. In case of sending ballot papers to the meeting via mail, the ballot paper must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The ballot shall only be opened in the presence of all attendees.

#### 11. Voting

a) Except as provided in point b, Clause 11, Article 30, each member of the Board of Directors or authorized person as stipulated in Clause 8 of this Article, personally present at the meeting of the Board of Directors, shall have one (01) vote;

b) A Member of the Board of Directors shall not vote on contracts, transactions, or proposals in which such member or a person related to such member has an interest, and such interest conflicts or may conflict with the interests of the Company. A member of the Board of Directors shall not be counted towards the minimum Percentage of members present required to hold a meeting of the Board of Directors regarding Decisions on which such member is not entitled to vote;

c) As stipulated in point d, Clause 11, Article 30, when an issue arises at the meeting related to the interest or voting right of a member of the Board of Directors, and such member does not voluntarily relinquish the voting right, the ruling of the chairperson shall be the final Decision, unless the nature or extent of the related member of the Board of Directors' interest has not been fully disclosed;

d) A member of the Board of Directors benefiting from a contract as stipulated in points a and b, Clause 6, Article 43 of this Charter shall be deemed to have a significant interest in that contract;

e) Supervisors are entitled to attend meetings of the Board of Directors, has the right to discuss but is not entitled to vote.

12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been or is intended to be entered into with the Company and knows that they have an interest therein is responsible for disclosing this interest at the first meeting of the Board discussing the execution of such contract or transaction. In case a member of the Board of Directors is unaware that they and related persons have an interest at the time the contract or transaction is signed with the Company, this member of the Board of Directors must disclose the related interests at the first meeting of the Board of Directors held after such member becomes aware that they have or will have an interest in the aforementioned transaction or contract.

13. Members must fully attend meetings of the Board of Directors. A member may authorize another person to attend and vote at the meeting if approved by the majority of the members of the Board of Directors.

14. [Unless the company's Charter stipulates a different higher Percentage], Resolutions and Decisions of the Board of Directors shall be adopted if approved by the majority of members present at the meeting; in case of an equal number of votes, the final Decision shall rest with the side supported by the opinion of the Chairman of the Board Of Directors.

15. The Board of Directors is entitled to solicit written opinions from members of the Board of Directors to adopt a Resolution of the Board of Directors when approving issues within the authority of the Board of Directors as stipulated in Clause 2, Article 27 of this Charter.

A Resolution in the form of written opinions shall be adopted based on the approving opinions of the majority of members of the Board of Directors entitled to vote. This Resolution shall have the same effect and value as a resolution adopted at a meeting.

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

1. The Board of Directors may establish subordinate sub-committees responsible for development policy, personnel, remuneration, internal audit, and risk management. The number of members of a sub-committee shall be decided by the Board of Directors, with a minimum of 03 persons including Members of the Board of Directors and external members. The operations of a sub-committee must comply with the regulations of the Board of Directors. A Resolution of a sub-committee shall only be effective when approved by the majority of members present and voting at the sub-committee meeting.

2. The implementation of decisions of the Board of Directors, or of a sub-committee directly under the Board of Directors, must comply with current legal regulations and the provisions in the Company Charter and the Regulations on Corporate Governance.

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

1. The Board of Directors must appoint at least 01 person in charge of corporate governance to support the corporate governance work at the Company. The person in charge of corporate governance may concurrently serve as the Company Secretary as stipulated in Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must not concurrently work for the approved auditing organization that is auditing the Company's financial statements.

3. The person in charge of corporate governance has the following rights and obligations:

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

b) Prepare meetings of the Board of Directors, Board of Supervisors, and General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;

c) Advise on meeting procedures;

d) Attend meetings;

e) Advise on the procedure for drafting Resolutions of the Board of Directors in accordance with legal provisions;

f) Provide financial information, copies of minutes of Board of Directors meetings, and other information to Members of the Board of Directors and Members of the Board of Supervisors;

g) Monitor and report to the Board of Directors on the Company's information disclosure activities;

h) Serve as the liaison with relevant stakeholders;

i) Maintain information confidentiality in accordance with legal regulations and the Company Charter;

j) Other rights and obligations as stipulated by law and this Charter.

## **VIII. GENERAL DIRECTOR, OTHER MANAGERS, AND OTHER OPERATORS**

### **Article 33. Management Structure**

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company has a General Director, Deputy General Directors, Chief Accountant, other management titles, and other operator titles appointed by the Board of Directors. The appointment, removal, and dismissal



of the aforementioned titles must be approved by a Resolution or Decision of the Board of Directors.

#### **Article 34. Company Operators**

1. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other operators in a number and with standards suitable to the Company's structure and management regulations as stipulated by the Board of Directors. Company operators must be responsible for assisting the Company in achieving the objectives set out in its operations and organization.

2. The General Director shall be paid salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.

3. The salary of operators shall be included in the Company's business expenses in accordance with the law 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 35. Appointment, Dismissal, Rights and Obligations of the General Director**

1. The Board of Directors shall appoint one (01) Member of the Board of Directors or hire another person to be the General Director.

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

3. The term of office of the General Director shall not exceed 05 years and may be re-appointed for an unlimited number of terms. The General Director must satisfy the standards and conditions as stipulated by law and the Company's Articles of Association.

4. The General Director shall have the following rights and obligations:

a) Decide on issues related to the daily business operations of the Company that are not within the authority of the Board of Directors;

b) Organize the implementation of the resolutions and decisions of the Board of Directors;

c) Organize the implementation of the Company's business plan and investment plan;

d) Propose the organizational structure plan and internal management regulations of the Company;

e) Appoint, relieve from duty, dismiss management titles within the Company, except for titles within the authority of the Board of Directors;

f) Decide on salaries and other benefits for employees in the Company, including managers within the appointment authority of the General Director;

g) Recruit labor;

h) Propose plans for dividend payment or handling business losses;

i) Other rights and obligations as stipulated by law, the Company's Articles of Association, and the resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director when a majority of the voting Members of the Board of Directors present at the meeting approve and appoint a new General Director to replace.

### **Article 36. Company Secretary**

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

a) Assist in organizing the convening of meetings of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;

b) Assist Members of the Board of Directors in exercising their assigned rights and obligations;

c) Assist the Board of Directors in applying and implementing corporate governance principles;

d) Assist the Company in building shareholder relations and protecting the lawful rights and interests of shareholders; compliance with obligations regarding information provision, information disclosure, and administrative procedures;

e) Other rights and obligations as stipulated in the Company's Articles of Association and the Company's Internal Regulations.

## **IX. BOARD OF SUPERVISORS**

### **Article 37. Nomination and Election of Members of the Board of Supervisors (Supervisors)**

1. The nomination and election of Members of the Board of Supervisors shall be carried out similarly to the provisions in Clause 1, Article 25 of these Articles of Association. Shareholders holding voting shares have the right to aggregate their voting rights to nominate Supervisors. A shareholder or group of shareholders holding from 10% to less than 30% of the voting shares may nominate one (01) Supervisor; from 30% to less than 50% may nominate up to two (02) Supervisors; from 50% or more may nominate up to the full number of Supervisors.

2. In case the number of candidates for the Board of Supervisors nominated and self-nominated is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the Company Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The incumbent Board of Supervisors' introduction of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

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

1. The number of members of the Company's Board of Supervisors is 05 (five). The term for a member of the Board of Supervisors shall not exceed 05 (five) years and they may be re-elected for an unlimited number of terms. Members of the Board of Supervisors may work on a full-time or part-time basis. The Head of the Board of Supervisors shall consider proposing the working mechanism for the members of the Board of Supervisors for the General Meeting of Shareholders to consider and decide.

2. Members of the Board of Supervisors must meet the standards and conditions stipulated 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 audit firm that audited the company's financial statements for the immediately preceding 03 years.

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

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

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

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

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

78.  
TY  
AN  
IEM  
NC  
DA

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, dismissal, and removal shall be based on the majority principle. More than half of the members of the Board of Supervisors must reside in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the Company's business activities (unless the Company Charter stipulates higher standards).

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

a) Convening meetings of the Board of Supervisors;

b) Requesting the Board of Directors, General Director, and other executives to provide relevant information for reporting to the Board of Supervisors;

c) Preparing and signing the report of the Board of Supervisors after consulting with the Board of Directors to submit to the General Meeting of Shareholders.

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

The Board of Supervisors has the rights and obligations stipulated in Article 170 of the Law on Enterprises and the following rights and obligations:

1. Proposing and recommending to the General Meeting of Shareholders for approval the list of audit firms approved to audit the Company's Financial Statements; deciding on the approved audit firm to conduct checks on the Company's operations, and dismissing the approved auditor when deemed necessary.

2. Responsible to the shareholders for its supervisory activities.

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

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

5. In case of detecting acts violating the law or violating the Company's Charter by members of the Board of Directors, the General Director, other managers, and other executives of the Company, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, request the person committing the violation to cease the violation and implement solutions to remedy the consequences.

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



7. Report to the General Meeting of Shareholders in accordance with the provisions of Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

8. Have the right to access the Company's records and documents stored at the head office, branches, and other locations; have the right to visit the workplaces of the Company's managers and employees during working hours.

9. Have the right to request the Board of Directors, Members of the Board of Directors, the General Director, other managers, and other executives to provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Company.

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

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

1. The Board of Supervisors must meet at least 02 times a year, with the number of attending members being at least 2/3 of the total members of the Board of Supervisors. Minutes of the meetings of the Board of Supervisors must be prepared in detail and clearly. The minute-maker and the attending members of the Board of Supervisors must sign the meeting minutes. The meeting minutes of the Board of Supervisors must be kept to determine the responsibility of each member of the Board of Supervisors.

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

#### **Article 42. Salaries, Remuneration, Bonuses, and Other Benefits of Members of the Board of Supervisors**

The salaries, remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented according to the following provisions:

1. Members of the Board of Supervisors shall be paid salaries, remuneration, bonuses, and other benefits according to the Decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total level of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses for accommodation, travel, and independent consulting services. The total amount of this remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders has a different Decision.

3. Salaries, remuneration, and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance



with the law on corporate income tax, other relevant legal provisions, and must be presented as a separate item in the Company's annual financial statements.

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

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

##### **Article 43. Duty of Honesty and Avoidance of Conflicts of Interest**

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

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, other executives and affiliated persons of these members may only use information obtained by virtue of their Position to serve the interests of the Company.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers and other executives have the obligation to notify in writing the Board of Directors, the Board of Supervisors about transactions between the Company, its Company's subsidiaries, or other companies where the Company holds control over 50% or more of the Charter capital with that person themselves or with affiliated persons of that person in accordance with the provisions of law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these Resolutions in accordance with the provisions of securities law on information disclosure.

4. A member of the Board of Directors may not vote on transactions that bring benefits to that member or affiliated persons of that member in accordance with the provisions of the Law on Enterprises and the Company Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, other executives and affiliated persons of these persons may not use or disclose to others internal information to carry out relevant transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, other executives and individuals, organizations affiliated with these persons are not invalidated in the following cases:

a) For transactions with a value less than 20% of the total asset value recorded in the most recent financial statement, the key terms of the contract or transaction as well as the relationships and interests of the member of the Board of Directors, member of the Board of Supervisors, General Director, other managers and other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the members of the Board of Directors who have no related interests;

b) For transactions with a value of 20% or more, or transactions resulting in transaction value arising within 12 months from the date of the first transaction having a value of 20% or more of the total asset value recorded in the most recent financial statement, the key terms of this transaction as well as the relationships and interests of the member of the Board of Directors, member of the Board of Supervisors, General Director, other managers and other executives have been disclosed to the shareholders and approved by the General Meeting of Shareholders by vote of the shareholders who have no related interests.

c) Contracts, loan transactions, asset sales with a value greater than 10% of the total asset value recorded in the most recent financial statement between the company and a shareholder owning 51% or more of the total voting shares or affiliated persons of that shareholder have been disclosed to the shareholders and approved by the General Meeting of Shareholders by vote of the shareholders who have no related interests.

#### **Article 44. Liability for Damages and Compensation**

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

2. The Company shall indemnify those who have been, are, or may become a party involved in claims, lawsuits, or prosecutions (including civil and administrative issues and not lawsuits initiated by the Company) if such person was or is a member of the Board of Directors, a member of the Board of Supervisors, the General Director, another manager, another executive, an employee, or an authorized representative of the Company who has performed or is performing duties as authorized by the Company, acting honestly and diligently for the benefit of the Company in compliance with the law, and there is no evidence confirming that such person has violated their responsibilities.

3. Indemnifiable costs include judgment costs, fines, actual expenses incurred (including attorney fees) or those deemed reasonable in resolving these issues within the scope permitted by law. The Company may purchase insurance for these individuals to avoid the aforementioned indemnification liabilities.

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

#### **Article 45. Right to Inspect Books and Records**

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

a) Common shareholders have the right to examine, inspect, and extract information regarding names and contact addresses in the list of shareholders entitled to vote; request correction of their inaccurate information; examine, inspect, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and Resolution of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders holding 05% or more of the total common shares or (a smaller Percentage as stipulated in the Company's Charter) have the right to examine, inspect, and extract minutes and Resolutions, Decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets.

2. In case an authorized representative of a shareholder or group of shareholders requests to inspect books and records, such request must be accompanied by the power of attorney from the shareholder or group of shareholders whom that person represents or a notarized copy of such power of attorney.

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

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

5. The Company Charter must be published on the Company's electronic information page. All Shareholders have the right to access and read this Charter at the Company's Office or on the Website of A Vuong Hydropower Joint Stock Company.

## **XII. EMPLOYEES AND TRADE UNIONS**

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

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

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

### **XIII. PROFIT DISTRIBUTION**

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

1. The General Meeting of Shareholders shall decide the dividend payout ratio and the form of annual dividend payout from the Company's retained earnings.

2. The Company shall not pay interest on dividend payments or payments related to a class of shares.

3. The Board of Directors may propose to the General Meeting of Shareholders for approval the payment of all or part of the dividends in shares, and the Board of Directors is the body responsible for implementing this Decision.

4. In case dividends or other amounts related to a class of shares are paid in cash, the Company shall pay in Vietnamese Dong. The payment may be made directly or through banks based on the bank account details provided by the shareholder. If the Company has transferred the amount according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company shall not be responsible for the amount the Company has transferred to this shareholder. The payment of dividends for transactions registered on The Stock Exchange may be carried out through a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Law on Enterprises, the Law on Securities, the Board of Directors shall approve a Resolution, a Decision determining a specific Date to close the list of shareholders. Based on that Date, those registered as shareholders or holders of other securities shall be entitled to receive cash or stock dividends, receive notices, or other documents.

6. Other issues related to profit distribution shall be carried out in accordance with the provisions of law.

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

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

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



2. With the prior approval of the competent authority, if necessary, the Company may open bank accounts abroad in accordance with legal provisions.

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

#### **Article 49. Financial year**

1. The Company's financial year shall commence on Date January 01 every year and end on Date December 31 of the same year.

2. The first financial year shall commence on Date 01/01/2008.

#### **Article 50. Accounting System**

1. The accounting system used by the Company shall be the Company accounting system or a specific accounting system issued and approved by the competent authority.

2. The Company shall prepare accounting books in Vietnamese and retain accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company shall use Vietnamese Dong as the accounting currency unit. In case the Company has economic transactions primarily arising in a foreign currency, it may choose that foreign currency as the accounting currency unit, be responsible for that choice before the law, and notify the direct tax authority.

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

#### **Article 51. Annual, Semi-Annual and Quarterly Financial Reports**

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

2. The annual financial statements must include all reports, appendices, and notes as required by the law on enterprise accounting. The annual financial statements must truthfully and objectively reflect the Company's operational situation.

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

#### **Article 52. Annual Report**



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

## **XVI. COMPANY AUDIT**

### **Article 53. Audit**

1. The General Meeting of Shareholders shall appoint an independent audit firm or approve a list of independent audit firms and authorize the Board of Directors to decide on selecting one of these entities to conduct the audit of the Company's financial statements for the next fiscal year based on the terms and conditions agreed upon with the Board of Directors.

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

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

## **XVII. COMPANY SEAL**

### **Article 54. Company Seal**

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

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

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

## **XVIII. COMPANY DISSOLUTION**

### **Article 55. Company Dissolution**

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

a) The expiration of the operating term stated in the Company's Charter without a Decision to extend;

b) Pursuant to a Resolution, Decision of the General Meeting of Shareholders;

c) The revocation of the Enterprise Registration Certificate, unless otherwise provided by the Law on Tax Administration;

d) Other cases as stipulated by law.

2. The dissolution of the Company before its term expires (including the extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This Decision on dissolution must be notified to or approved by the competent authority (if mandatory) as stipulated.

#### **Article 56. Extension of Operation**

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least 7 months before the expiration of the operating term for shareholders to vote on the extension of the Company's operation upon the proposal of the Board of Directors.

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

#### **Article 57. Liquidation**

1. At least 06 months before the expiration of the Company's operating term or after a Decision on the dissolution of the Company is issued, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members shall be appointed by the General Meeting of Shareholders and 01 member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to liquidation shall be prioritized by the Company for payment before other debts of the Company.

2. The Liquidation Committee is responsible for reporting to the Business Registration Authority on the Date of establishment and the Date of commencement of operation. From that time, the Liquidation Committee shall represent the Company in all issues related to the liquidation of the Company before the Court and administrative agencies.

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

- a) Liquidation costs;
- b) Debts for salaries, severance allowances, social insurance, and other benefits of employees according to the collective labor agreement and signed labor contracts;
- c) Tax debts;

e) Other debts of the Company;

d) The remainder after all debts from items (a) to (d) above have been paid shall be distributed to the shareholders. Preferred shares shall be prioritized for payment.

## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 58. Internal Dispute Resolution**

1. In case of disputes or complaints related to the Company's operation, the rights and obligations of shareholders as stipulated in the Law on Enterprises, the Company's Charter, other legal provisions, or agreements between:

a) Shareholders and the Company;

b) Shareholders and the Board of Directors, Board of Supervisors, General Director, or other executives;

The relevant parties shall attempt to resolve such disputes through negotiation and conciliation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and request each party to present information related to the dispute within 20 working days from the date the dispute arises. In case the dispute relates to the Board of Directors or the Chairman of the Board of Directors, any party may request the Head of the Board of Supervisors to appoint an independent expert to act as a conciliator for the dispute resolution process.

2. If a settlement decision is not reached within 06 weeks from the commencement of the mediation process or if the mediator's decision is not accepted by the parties, a party may submit the dispute to Arbitration or Court.

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

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

### **Article 59. Company Charter**

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

2. In case the law contains provisions related to the Company's operations that are not mentioned in this Charter or in case there are new legal provisions different from the clauses in this Charter, those provisions shall apply to govern the Company's operations.

## **XXI. EFFECTIVE DATE**

#### **Article 60. Effective Date**

1. This Charter consists of 21 sections and 60 Articles, unanimously approved by the General Meeting of Shareholders of A Vuong Hydropower Joint Stock Company on October 12, 2026 in Da Nang city and mutually accepted the full text's effectiveness.

2. The Charter is prepared in 06 copies, all having the same value, and must be kept at the Company's head office.

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

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

**LEGAL REPRESENTATIVE  
GENERAL DIRECTOR**

**Cao Huy Bao**

#### **Article 60. Effective Date**

1. This Charter consists of 21 sections and 60 Articles, unanimously approved by the General Meeting of Shareholders of A Vuong Hydropower Joint Stock Company on October 12, 2026 in Da Nang city and mutually accepted the full text's effectiveness.

2. The Charter is prepared in 06 copies, all having the same value, and must be kept at the Company's head office.

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

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

**LEGAL REPRESENTATIVE  
GENERAL DIRECTOR**

*Signed*

**Cao Huy Bao**

