



# HAGL Agrico

## CHARTER

### HOANG ANH GIA LAI AGRICULTURAL JOINT STOCK COMPANY

M.S.D.

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The Charter of Hoang Anh Gia Lai Agricultural Joint Stock Company (“the Company”) is issued and amended in accordance with the provisions of the law and on the basis of Resolution No. 01/26/NQ-DHĐCĐ/HAGL Agrico dated April 24, 2026 of the 2026 Annual General Meeting of Shareholders.

## **CHAPTER I. DEFINITIONS AND INTERPRETATION**

### **Article 1. Interpretation of Terms**

1. In this Charter, the following terms shall be understood as follows:
  - a. “Charter capital” means the total par value of shares sold as stipulated in Article 5 of this Charter;
  - b. “Enterprise Law” means the Enterprise Law No. 59/2020/QH14, promulgated by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and the Law amending and supplementing a number of articles of the Enterprise Law No. 76/2025/QH15, promulgated by the National Assembly of the Socialist Republic of Vietnam on June 17, 2025.
  - c. “Establishment Date” means the date on which the Company is first granted the Certificate of Enterprise Registration (Business Registration Certificate).
  - d. “Company Executives” means the General Director, Deputy General Directors, Chief Accountant, and other executives as stipulated in the Company’s Charter.
  - e. “Related Party” means the individuals and organizations specified in Clause 23, Article 4 of the Enterprise Law and Clause 46, Article 4 of the Securities Law.
  - f. “Authorized Representative of a Shareholder” means an individual who is authorized in writing by a Shareholder to exercise the Shareholder’s rights in accordance with the law.
  - g. “Authorized Attendee” means a person authorized by a Shareholder (organization or individual) or by the Authorized Representative of a Shareholder that is an organization to attend and vote at the General Meeting of Shareholders.
  - h. “Term of Operation” means the period of the Company’s operation as stipulated in Article 2 of this Charter, including any extension (if any) approved by the Company’s General Meeting of Shareholders through a Resolution.
  - i. “Vietnam” means the Socialist Republic of Vietnam.
  - j. “Securities Law” means the Securities Law No. 54/2019/QH14, promulgated by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019.
  - k. “Stock Exchange” means the Vietnam Stock Exchange and its subsidiaries.
  - l. “Voting Capital” means the share capital, whereby the holder has the right to vote on matters within the authority of the General Meeting of Shareholders.
  - m. “Company Manager” means the company’s management personnel, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other individuals holding management positions as stipulated in the Company’s Charter.
  - n. “In-Person Meeting” means a form of the General Meeting of Shareholders held at a specific location, where Shareholders or their Authorized Representatives attend and vote directly at the meeting venue.
  - o. “Virtual Meeting” means a form of the General Meeting of Shareholders held using electronic means and via the internet or other methods that allow Shareholders at different locations to attend, discuss, and vote by electronic voting or other forms prescribed by the Company. The location where the Chairperson attends shall be the main venue of the meeting.

- p. “Electronic Voting” means the process by which a Shareholder or an Authorized Representative of a Shareholder casts votes through the Company’s electronic voting system or a third-party system designated by the Company.
2. In this Charter, references to any provision or document include any amendments or replacements thereof.
3. The headings (Chapters, Articles of this Charter) are used for convenience only and shall not affect the interpretation of this Charter.
4. Words or terms defined in the Enterprise Law (unless inconsistent with the subject matter or context) shall have the same meanings in this Charter.

### **CHAPTER II. NAME, LEGAL FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES AND DURATION OF OPERATION OF THE COMPANY**

#### **Article 2. Name, Legal Form, Head Office, Branches, Representative Offices and Duration of Operation of the Company**

1. Company Name:
  - Vietnamese Name: Hoang Anh Gia Lai Agricultural Joint Stock Company
  - Abbreviated Name: HAGL AGRICO
2. The Company is a joint stock company with legal entity status in accordance with the current laws of Vietnam.
3. Company Headquarters:
  - Address: 15 Truong Chinh Street, Pleiku Ward, Gia Lai Province, Vietnam
  - Phone: 02696 567 567
  - Website: haagrico.com
4. The Company has one (01) legal representative. The General Director shall be the Company’s legal representative.
5. The Company may establish branches, representative offices, and business locations to carry out the Company’s operational objectives in accordance with the decisions of the Board of Directors and within the scope permitted by law.
6. Unless the Company is terminated prior to its term in accordance with Article 48 of this Charter, the Company’s term of operation shall commence from the Establishment Date and shall be indefinite.

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

#### **Article 3. Objectives Operations of the Company**

1. Company is permitted to operate, including but not limited to, in the following fields:
  - Rubber cultivation;
  - Cultivation of other perennial crops;
  - Afforestation, forest tending and management, and nursery of forestry seedlings; Crop production support services, specifically: production and trading of plant varieties;

- Crop production support services, specifically: production and trading of plant varieties;
- Other business support service activities not elsewhere classified, specifically: trading and consignment of goods;
- Manufacture of fertilizers and nitrogen compounds;
- Wholesale of machinery, equipment and other machine parts, specifically: trading of industrial, mining, forestry and construction machinery and equipment;
- Wholesale of construction materials and installation equipment;
- Wholesale of agricultural and forestry raw materials (excluding wood, bamboo and rattan) and live animals;
- Quarrying of stone, sand, gravel and clay, specifically: stone quarrying;
- Other specialized wholesale not elsewhere classified, specifically: trading and export of legally sourced natural rubber latex and products made from rubber wood, and wholesale of raw rubber;
- Mining of chemical minerals and fertilizer minerals;
- Extraction and collection of peat;
- Iron ore mining;
- Manufacture of precious metals and non-ferrous metals;
- Mining of other non-ferrous metal ores;
- Manufacture of iron, steel and cast iron;
- Cultivation of oil-bearing fruit trees;
- Propagation and care of annual seedlings;
- Wholesale of food products;
- Raising buffaloes and cattle, and production of buffalo and cattle breeds
- Cultivation of annual crops, specifically: grass cultivation;
- Management consulting activities;
- Scientific research and technological development in the field of natural sciences;
- Scientific research and technological development in the field of engineering and technology;
- Scientific research and technological development in the field of medical and pharmaceutical sciences;
- Scientific research and technological development in the field of agricultural sciences;
- General office administrative services;
- Cultivation of fruit trees, specifically: passion fruit, mango, dragon fruit, durian, avocado, etc.;
- Processing and preservation of fruits and vegetables;
- Manufacture of other food products not elsewhere classified, specifically: production and processing of pepper, corn, rice, sweet potato, cassava, mung bean, and soybean;
- Warehousing and storage of goods, specifically: warehousing and storage in bonded warehouses (operations only permitted when all regulatory requirements are met);
- Post-harvest service activities, specifically: preliminary processing of pepper;

- Other manufacturing not elsewhere classified, specifically: production of PP and PE packaging;
  - Manufacture of plastic products, specifically: production of PVC pipes;
  - Freight transport by road;
  - Construction of residential buildings;
  - Construction of non-residential buildings;
  - Wholesale of other household goods;
  - Wholesale of agricultural machinery, equipment and spare parts;
  - Wholesale of metals and metal ores, specifically: trading of iron and steel;
  - And engage in other business lines not prohibited by law and consistent with the Company's orientation and strategic direction.
2. The Company's operational objectives:
- To become an agricultural company with a large land fund, sustainably and diversely developing in Vietnam, Laos, and Cambodia;
  - To become a well-known Vietnamese brand, bringing pride to Vietnam in the Southeast Asia region.

#### **Article 4. Scope of Business and Activities**

1. The Company is authorized to plan and carry out all business activities in accordance with the industries registered on the National Public Information Portal and this Charter, in compliance with applicable laws, and to implement appropriate measures to achieve the Company's objectives.
2. The Company is free to engage in any business lines not prohibited by law and consistent with the Company's interests.

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

#### **Article 5. Charter Capital, Shares, and Founding Shareholders**

1. The Company's charter capital is VND 11,085,538,950,000 (*Eleven thousand eighty-five billion five hundred thirty-eight million nine hundred fifty thousand Vietnamese Dong*).  
The Company's total charter capital is divided into 1,108,553,895 shares with a par value of VND 10,000 per share.
2. The Company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of the law.
3. As of the date of adoption of this Charter, all shares of the Company are common shares. The rights and obligations attached to the shares are set out in Articles 10 and 11 of this Charter.
4. The Company may issue other types of preferred shares after obtaining approval from the General Meeting of Shareholders and in compliance with the provisions of the law.
5. Common shares must be offered preferentially to existing Shareholders in proportion to their respective ownership of common shares in the Company, except where the General Meeting of Shareholders decides otherwise. Any shares not subscribed by Shareholders shall be determined

by the Company's Board of Directors. The Board of Directors may allocate such shares to other parties under terms and conditions it deems appropriate, but the shares may not be sold under more favorable terms than those offered to existing Shareholders, except where the General Meeting of Shareholders decides otherwise or in cases where the shares are sold through the Stock Exchange by auction.

6. The Company may repurchase shares issued by itself (including redeemable preferred shares) in accordance with the methods provided in this Charter and applicable law. Common shares repurchased by the Company shall constitute treasury shares, and the Board of Directors may offer them for sale in a manner consistent with the provisions of this Charter, the Securities Law, and relevant guiding documents.
7. The Company may issue secured and unsecured bonds. Upon approval by the General Meeting of Shareholders, the Company may issue convertible bonds and bonds with warrants. Upon approval by the Board of Directors, the Company may issue other types of bonds
8. The Company may issue other types of securities upon unanimous written approval of the General Meeting of Shareholders and in compliance with the provisions of the law on securities and the securities market.

### **Article 6. Share Certificates**

1. Shareholders of the Company shall be issued share certificates corresponding to the number and type of shares they own.
2. Shares are certificates issued by the Company, book-entry records, or electronic data confirming ownership of one or more shares of the Company. Shares must contain all information as required under Clause 1, Article 121 of the Enterprise Law.
3. Within seven (07) days from the date of submission of a complete application for the transfer of share ownership in accordance with the Company's regulations, or within two (02) months (or longer if provided in the share issuance terms) from the date of full payment for the purchase of shares as stipulated in the Company's share issuance plan, the shareholder shall be issued a Share Certificate. Shareholders are not required to pay the Company for the cost of printing the Share Certificate or any fees related to its issuance.

In the event that a Share Certificate is damaged, altered, lost, stolen, or destroyed, the shareholder may request the issuance of a new Share Certificate, provided that evidence of share ownership is presented, all related costs are paid to the Company, and the shareholder assumes responsibility for any disputes arising from the reissuance of the Share Certificate.

### **Article 7. Other Securities Certificates**

Bond certificates or other securities certificates of the Company (excluding offering letters, temporary certificates, and similar documents) shall be issued with the seal and specimen signature of the Company's legal representative, except where otherwise provided in the terms and conditions of issuance.

### **Article 8. Share Transfer**

1. All shares are freely transferable unless otherwise provided in this Charter or by law. Shares listed 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 carry related rights, including the right to receive dividends, the right to receive shares issued for capital increase

- from the Company's equity, the right to subscribe for newly offered shares, and other rights as provided by law.
3. Share transfers shall be carried out either by contract in the ordinary manner or through transactions on the Securities Market. In the case of a transfer by contract, the transfer documents must be signed by both the transferor and the transferee or their authorized representatives. In the case of a transfer through transactions on the Securities Market, the procedures, formalities, and registration of ownership shall be conducted in accordance with the provisions of the law on Securities.
  4. In the event that a Shareholder who is an individual dies, the heir under the will or according to the law of such Shareholder shall become a Shareholder of the Company. If the deceased individual Shareholder has no heir, the heir refuses to accept the inheritance, or is disqualified from inheritance, the shares shall be handled in accordance with the provisions of civil law.
  5. Shareholders have the right to gift all or part of their shares in the Company to other individuals or organizations, or to use shares to settle debts. In such cases, the recipient of the gift or the party receiving the shares as debt settlement shall become a Shareholder of the Company.
  6. In the event that a Shareholder transfers some of their shares, the old Share Certificates shall be canceled, and the Company shall issue new Share Certificates reflecting the number of shares transferred and the remaining shares.
  7. Individuals or organizations receiving shares under the cases provided in this Article shall become Shareholders of the Company only from the time their information, as specified in Clause 2, Article 122 of the Enterprise Law, is fully recorded in the Shareholders' Register.
  8. The Company shall register changes of Shareholders in the Shareholders' Register upon the request of the relevant Shareholder within 24 hours from the time of receiving such request, in accordance with the provisions of the Company's Charter.

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

### **Article 9. Organizational Structure, Governance and Control**

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

1. General Meeting of Shareholders
2. Board of Directors
3. Supervisory Board
4. General Director

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

### **Article 10. Right of Shareholders**

1. Shareholders are the owners of the Company and have rights and obligations corresponding to the number and type of shares they hold. Shareholders shall be liable for the Company's debts and other financial obligations only to the extent of the capital they have contributed to the Company.
2. Holders of common shares shall have the following rights:

- a. To attend and speak at the meetings of the General Meeting of Shareholders and to exercise voting rights directly at the General Meeting of Shareholders, through an authorized representative, or by other means as provided in the Company's Charter or by law. Each common share carries one vote;
  - b. To receive dividends at the rate determined by the General Meeting of Shareholders;
  - c. To freely transfer fully paid shares in accordance with this Charter and the prevailing law;
  - d. To have the preemptive right to subscribe for newly offered shares in proportion to the common shares they hold;
  - e. To inspect, review, and extract information from the Register of Shareholders with voting rights, and to request corrections of any inaccurate information concerning themselves;
  - f. To inspect, review, extract, or photocopy the Company's Charter, the minutes of the General Meeting of Shareholders, and the resolutions of the General Meeting of Shareholders;
  - g. In the event that the Company is dissolved or goes bankrupt, to receive a portion of the remaining assets corresponding to their shareholding in the Company, after the Company has settled all debts (including obligations to the State, taxes, and fees) and paid other types of shareholders in accordance with the law;
  - h. To require the Company to repurchase their shares in the cases provided for in Clause 1, Article 132 of the Enterprise Law;
  - i. To access information on the list of Shareholders entitled to attend the General Meeting of Shareholders;
  - j. To be treated equally;
  - k. To have full access to regular and extraordinary information disclosed by the Company in accordance with the law;
  - l. To have their legitimate rights and interests protected; and to request the suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the provisions of the Enterprise Law;
  - m. Other rights as provided in this Charter and by law.
3. Shareholder or a group of Shareholders holding 5% or more of the total common shares shall have the following rights:
- a. To request the Board of Directors to convene the General Meeting of Shareholders in accordance with the provisions of Articles 115 and 140 of the Enterprise Law;
  - b. To inspect, review, and extract information from the minutes and resolutions of the Board of Directors, the mid-year and annual financial statements prepared in accordance with the Vietnamese Accounting System, the reports of the Supervisory Board, contracts and transactions requiring Board approval, and other documents, except for documents relating to the Company's trade secrets or business secrets;
  - c. Other rights as provided by law and in this Charter.
4. Shareholder or a group of Shareholders holding 10% or more of the total common shares shall have the right to nominate individuals to the Board of Directors and the Supervisory Board in accordance with this Charter and the applicable law.

**Article 11. Obligations of Shareholders**

Shareholders shall have the following obligations:

1. To comply with the Company's Charter and internal regulations; and to abide by the resolutions of the General Meeting of Shareholders and the Board of Directors.
2. To maintain the confidentiality of information provided by the Company in accordance with the Company's Charter and applicable laws; to use such information solely for the purpose of exercising and protecting their lawful rights and interests; and not to disclose, reproduce, or distribute such information to any organization or individual.
3. To attend meetings of the General Meeting of Shareholders and to exercise voting rights through the following methods:
  - a. To attend and vote in person at the meeting;
  - b. To authorize another person to attend and vote at the meeting on his/her behalf;
  - c. To attend and vote via online meetings, electronic voting, or other electronic means;
  - d. To submit a voting ballot to the meeting via mail, fax, or email;
4. To pay for the subscribed shares in accordance with the regulations.
5. To provide an accurate address when subscribing for shares.
6. To fulfill other obligations in accordance with the provisions of the applicable law.
7. To bear personal liability when acting on behalf of the Company in any form to carry out any of the following acts:
  - a. To violate the law;
  - b. To conduct business and other transactions for personal gain or to benefit another organization or individual;
  - c. To make payments of debts not yet due in a manner that exposes the Company to financial risks.

**Article 12. General Meeting of Shareholders**

1. The General Meeting of Shareholders shall comprise all shareholders entitled to vote and shall be the highest decision-making body of the Company. The annual General Meeting of Shareholders shall be held once (1) a year. In addition to the annual meeting, the General Meeting of Shareholders may convene extraordinary meetings. The annual General Meeting of Shareholders must be held within four (04) months from the end of the financial year. The annual General Meeting of Shareholders shall not be conducted in the form of written opinion collection. The Board of Directors may decide to extend the convening period of the annual General Meeting of Shareholders, but such extension shall not exceed six (06) months from the end of the financial year.
2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The venue of the General Meeting of Shareholders must be located within the territory of Vietnam. In the event that the General Meeting of Shareholders is held simultaneously at multiple locations, the meeting venue shall be deemed to be the location where the Chairperson attends. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company's Charter, in particular, the approval of annual financial statements and the budget for the following financial year. Independent auditors and experts may be invited to attend the General Meeting of Shareholders (both annual and extraordinary) to provide advice on the approval of annual financial statements and other relevant matters.

3. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases:
  - a. When the Board of Directors deems it necessary in the best interests of the Company.
  - b. When the six (06)-month, quarterly, or annual audited financial reports indicate that the Company's equity has been reduced by half (1/2) compared to the beginning of the period.
  - c. When the number of remaining members of the Board of Directors or the Supervisory Board falls below the minimum number of members prescribed in the Company's Charter.
  - d. When shareholders or a group of shareholders as specified in Clause 3, Article 10 of this Charter request the convening of the General Meeting of Shareholders by a written petition.

The request to convene a General Meeting of Shareholders must be made in writing and must include the full name, contact address, nationality, and identification document number for individual shareholders; or the name, registered office address, business registration number or legal document number for organizational shareholders; the number of shares and the time of share subscription for each shareholder, the total number of shares of the shareholder group, and their ownership percentage in the Company's total shares; as well as the basis and reasons for requesting the convening of the General Meeting of Shareholders. The written request must bear the signatures of the relevant shareholders, or be prepared in multiple copies, each of which must bear the signature of at least one relevant shareholder stating the reason for convening the meeting. The request must be accompanied by supporting documents or evidence regarding the reasons for convening the meeting.

- e. The Supervisory Board shall request the convening of a meeting if it has reason to believe that members of the Board of Directors or other executives have seriously violated their obligations under Article 165 of the Enterprise Law, or that the Board of Directors is acting or intends to act beyond its authority;
  - f. Other cases as provided by law and the Company's Charter.
4. Convening an Extraordinary General Meeting of Shareholders
    - a. The Board of Directors shall convene a General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors or Supervisors falls as specified in point b, Clause 3 of this Article, or upon receiving a request as provided in points c and d, Clause 3 of this Article;
    - b. In the event that the Board of Directors fails to convene a General Meeting of Shareholders as stipulated in point a, Clause 4, Article 12 of this Charter, the Supervisory Board shall, within the following thirty (30) days, convene the General Meeting of Shareholders in place of the Board of Directors in accordance with Clause 3, Article 140 of the Enterprise Law;
    - c. In the event that the Supervisory Board fails to convene a General Meeting of Shareholders as stipulated in point b, Clause 4, Article 12 of this Charter, within the following thirty (30) days, the shareholder(s) or group of shareholders as provided in point c, Clause 3, Article 12 of this Charter shall have the right to convene the General Meeting of Shareholders in place of the Board of Directors and the Supervisory Board in accordance with Clause 4, Article 140 of the Enterprise Law.

In such cases, the shareholder(s) or group of shareholders convening the General Meeting of Shareholders shall have the right to request the business registration authority to supervise the procedures for convening, conducting the meeting, and adopting resolutions of the General Meeting of Shareholders. All costs incurred for convening and conducting the General Meeting

of Shareholders shall be reimbursed by the Company. Such costs shall not include expenses incurred by the shareholders in attending the General Meeting of Shareholders, including accommodation and travel expenses.

**Article 13. Rights and Duties of the General Meeting of Shareholders**

1. The annual General Meeting of Shareholders shall have the right to discuss and approve the following matters:
  - a. The audited annual financial statements;
  - b. The report of the Board of Directors;
  - c. The report of the Supervisory Board;
  - d. The Company's short-term and long-term development plans;
2. The annual and extraordinary General Meeting of Shareholders shall approve resolutions on the following matters:
  - a. Approval of the annual financial statements;
  - b. The annual dividend rate for each class of shares in accordance with the Enterprise Law and the rights attached to such class of shares. This dividend rate shall not exceed the rate proposed by the Board of Directors after consulting the shareholders at the General Meeting of Shareholders;
  - c. The number of members of the Board of Directors;
  - d. The selection of an independent auditing firm;
  - e. To elect, dismiss, remove, and replace members of the Board of Directors and the Supervisory Board;
  - f. To approve the budget or the total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
  - g. To amend and supplement the Company's Charter;
  - h. The types and number of new shares to be issued for each class of shares, and the transfer of shares held by founding members during the first three years from the date of incorporation;
  - i. To divide, split, consolidate, merge, or transform the Company;
  - j. To reorganize and dissolve (liquidate) the Company and to appoint a liquidator;
  - k. To inspect and address violations by the Board of Directors or the Supervisory Board that cause damage to the Company and its shareholders;
  - l. To approve investment transactions or the sale of assets with a value equal to or exceeding 50% of the total assets of the Company as recorded in the most recent audited financial statements;
  - m. The Company repurchases more than 10% of the total issued shares of each class;
  - n. The Company enters into contracts with the persons specified in Clause 1, Article 167 of the Enterprise Law, with a value equal to or exceeding 35% of the total assets of the Company as recorded in the most recent financial statements;
  - o. To approve contracts or transactions involving loans or the sale of assets with a value equal to or exceeding 35% of the total assets as shown in the most recent financial statements, between the Company and shareholders holding 51% or more of the total voting shares, or persons related to such shareholders;

- p. To approve the internal governance regulations, the rules of operation of the Board of Directors, and the regulations of the Supervisory Board;
  - q. Matters previously approved in resolutions of the General Meeting of Shareholders that have not yet been implemented shall be reported by the Board of Directors at the next annual General Meeting of Shareholders. In the event of any changes to matters within the decision-making authority of the General Meeting of Shareholders, the Board of Directors shall submit them for approval at the next meeting before implementation;
  - r. Other matters as provided in this Charter and the Company's other regulations.
3. Shareholders shall not participate in voting in the following cases:
- a. To approve contracts referred to in Clause 2, Article 13 of this Charter when the shareholder or a person related to the shareholder is a party to the contract;
  - b. The repurchase of shares from that shareholder or from persons related to that shareholder, except in cases where the repurchase is carried out proportionally among all shareholders, or the repurchase is conducted through matching orders on the Stock Exchange or via a public tender offer in accordance with the law.
4. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

**Article 14. Authorized Representatives**

- 1. Shareholders entitled to attend the General Meeting of Shareholders under the law may either attend in person or authorize individuals or organizations to represent them in attending and voting at the General Meeting of Shareholders. In cases where more than one representative is authorized, the number of shares and voting rights delegated to each representative must be specified.
- 2. The power of attorney must be prepared in accordance with civil law and must specify the name of the authorized individual or organization and the number of shares authorized. The authorized person attending the General Meeting of Shareholders must submit the power of attorney prior to registration for the meeting, before entering the meeting room.
- 3. In cases where a lawyer signs the letter of appointment on behalf of the principal, such appointment shall only be effective if the letter of appointment is presented together with the power of attorney granted to the lawyer, or a valid copy of such power of attorney (if it has not been previously registered with the Company).
- 4. Except as provided in Clause 3, Article 14 of this Charter, the voting ballots of authorized representatives shall remain valid within the scope of their authorization in any of the following cases:
  - a. The principal has died, been legally incapacitated, or lost civil act capacity;
  - b. The principal has revoked the authorization;
  - c. The principal has revoked the authority of the person exercising the authorization.

This provision shall not apply in cases where the Company receives notice of any of the above events before the commencement of the General Meeting of Shareholders or before the meeting is reconvened.

**Article 15. Amendments to Rights**

1. Any amendment or revocation of special rights attached to a class of preferred shares shall take effect when approved by shareholders holding at least 65% of the common shares present at the meeting. A resolution of the General Meeting of Shareholders regarding changes that are disadvantageous to the rights and obligations of holders of preferred shares shall only be approved if shareholders holding the same class of preferred shares representing at least 75% of the total shares of that class present at the meeting consent, or, in the case of a resolution adopted by written consent, if shareholders holding at least 75% of the total shares of that class consent.
2. The meeting of shareholders holding a class of preferred shares to approve the aforementioned amendments to rights shall only be valid if attended by at least two (2) shareholders (or their authorized representatives) holding at least one-third (1/3) of the issued par value of such class of shares. If the required quorum is not met, the meeting shall be reconvened within thirty (30) days, and all holders of such shares present in person or through authorized representatives shall be deemed to constitute a valid quorum, regardless of the number of attendees or shares held. At such meetings of preferred shareholders, those present in person or through representatives may request a secret ballot. Each share of the same class shall carry equal voting rights at the meetings described above.
3. The procedures for conducting such separate meetings shall be carried out in accordance with the provisions of Articles 17 and 19 of this Charter.
4. Unless otherwise provided in the terms of share issuance, the special rights attached to preferred shares with respect to some or all matters concerning the distribution of the Company's profits or assets shall not be altered upon the issuance of additional shares of the same class.

**Article 16. Convening the General Meeting of Shareholders, Meeting Agenda, and Notice of the General Meeting of Shareholders**

1. The Board of Directors shall convene the General Meeting of Shareholders, or the General Meeting of Shareholders shall be convened in the cases specified in Points b and c, Clause 4, Article 12 of this Charter.
2. The person convening the General Meeting of Shareholders must carry out the following tasks:
  - a. Prepare the list of shareholders entitled to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days prior to the date of sending the notice of the General Meeting of Shareholders;
  - b. Prepare the agenda and content of the General Meeting;
  - c. Prepare the documents for the General Meeting;
  - d. Draft the resolutions of the General Meeting of Shareholders in accordance with the proposed content of the meeting;
  - e. Determine the time and venue of the General Meeting;
  - f. Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend;
  - g. Other tasks serving the General Meeting;
3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by the methods prescribed by the Company from time to time (postal mail, electronic mail (email), text message, and/or other communication methods) to ensure delivery to the contact addresses of shareholders

as provided by the Vietnam Securities Depository and Clearing Corporation. The notice of the meeting shall also be published on the Company's website and on the website of the Stock Exchange where the shares are listed, concurrently with the sending to shareholders.

The sending of the Notice of Meeting and meeting materials (including the meeting agenda, documents to be used in the meeting; the list and detailed information of candidates in the case of election of members of the Board of Directors or the Supervisory Board; voting ballots; draft resolutions for each issue in the meeting agenda, etc.) must be delivered to all shareholders listed in the register of shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the opening date of the meeting. The provision of meeting materials together with the Notice of Meeting may be replaced by posting such materials on the Company's website; in such case, the Notice of Meeting must clearly specify the link to all meeting materials so that shareholders can access them.

4. A shareholder or group of shareholders referred to in Clause 3, Article 10 of this Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposals must be made in writing and sent to the Company at least three (03) working days prior to the opening date of the General Meeting of Shareholders. The proposal must include the full name, contact address, nationality, and legal identification number of an individual shareholder; the name, enterprise code or legal identification number, and head office address of an institutional shareholder; the number and class of shares held by such shareholder; and the content of the proposed matters to be included in the meeting agenda.
5. The convener of the General Meeting of Shareholders shall have the right to refuse proposals referred to in Clause 4, Article 16 of this Charter in the following cases:
  - a. The proposal is not submitted within the prescribed time limit, or its content is incomplete or invalid;
  - b. At the time of making the request, the Shareholder or group of Shareholders does not hold at least 5% of the ordinary shares as prescribed in Clause 3, Article 10 of this Charter.
  - c. The proposed matter does not fall within the authority of the General Meeting of Shareholders to discuss and approve;
  - d. Other cases.
6. The convener of the General Meeting of Shareholders must prepare draft resolutions for each item on the meeting agenda.
7. In the event that all shareholders representing 100% of the total voting shares attend the General Meeting of Shareholders in person or through duly authorized representatives, any resolutions unanimously adopted by the General Meeting of Shareholders shall be deemed valid, even if the convening of the meeting does not comply with the prescribed procedures or the matters voted on are not included in the agenda.

#### **Article 17. Conditions for Convening and Conducting the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be conducted when the attending shareholders represent more than fifty percent (50%) of the total voting shares.
2. In the event that the required quorum is not present within thirty (30) minutes from the scheduled opening time of the meeting, the convener shall cancel the meeting. The General Meeting of Shareholders must be reconvened within thirty (30) days from the intended date of the first meeting. The reconvened General Meeting of Shareholders shall be conducted only when the

attending shareholders and their authorised representatives represent at least thirty-three percent (33%) of the total voting shares.

3. In the event that the second meeting cannot be conducted due to the absence of the required quorum within thirty (30) minutes from the scheduled opening time, a third General Meeting of Shareholders may be convened within twenty (20) days from the intended date of the second meeting; in such case, the meeting shall be conducted irrespective of the total number of voting shares represented by the attending shareholders and shall be deemed valid and competent to decide on all matters intended to be approved at the first General Meeting of Shareholders.
4. Only the General Meeting of Shareholders shall have the authority to amend the meeting agenda enclosed with the notice of invitation in accordance with Clause 3, Article 16 of this Charter.

#### **Article 18. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders**

1. Prior to the opening of the meeting, in respect of a physical meeting, the Company must carry out shareholder registration procedures and shall continue such registration until all shareholders entitled to attend the meeting have completed their registration. In respect of an online meeting, shareholders must register for attendance upon successfully logging into the online system.
2. Upon conducting shareholder registration, in respect of a physical meeting, the Company shall issue to each shareholder or authorised representative entitled to vote a voting card stating the registration number, full name of the shareholder, full name of the authorised representative, and the number of votes of such shareholder. The General Meeting of Shareholders shall discuss and vote on each matter included in the agenda. Voting shall be conducted by way of votes in favour, votes against, and abstentions. When conducting voting at the meeting, voting cards indicating approval of a resolution shall be collected first, followed by voting cards indicating opposition, and finally the total number of votes in favour and against shall be counted to determine the outcome. In respect of an online meeting, shareholders or their authorised representatives shall cast their votes through the electronic voting system.

The General Meeting of Shareholders shall appoint persons responsible for vote counting or supervising the vote counting as proposed by the Chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting.

3. Shareholders or authorised representatives of shareholders attending a physical meeting or logging into the online meeting system after the opening of the meeting shall have the right to register immediately and to participate and vote immediately upon registration. The Chairperson shall not be obliged to suspend the meeting to allow late-arriving shareholders to register, and the validity of matters already voted on shall not be affected.
4. The Chairman of the Board of Directors shall act as the Chairperson of the meeting or may authorise another member of the Board of Directors to act as the Chairperson for meetings convened by the Board of Directors. In the event that the Chairman is absent or temporarily unable to perform his/her duties, the remaining members shall elect one of themselves to act as the Chairperson of the meeting in accordance with the principle of majority voting. In the event that no Chairperson can be elected, the Head of the Supervisory Board shall preside over the meeting for the purpose of enabling the General Meeting of Shareholders to elect the Chairperson from among the attendees, and the person receiving the highest number of votes shall act as the Chairperson of the meeting.

In other cases, the person signing the notice convening the General Meeting of Shareholders shall preside over the meeting for the purpose of enabling the General Meeting of Shareholders to elect the Chairperson, and the person receiving the highest number of votes shall be appointed as the Chairperson of the meeting.

5. The Chairperson shall have the authority to decide on the order, procedures, and any matters arising outside the agenda of the General Meeting of Shareholders.
6. The Chairperson shall have the right to adjourn a General Meeting of Shareholders that has met the required quorum, or to change the meeting venue, in the following circumstances:
  - a. The meeting venue does not have sufficient seating capacity to accommodate all attendees comfortably;
  - b. The communication facilities at the meeting venue do not adequately ensure that attending shareholders can participate, discuss, and vote;
  - c. Any attendee obstructs or disrupts the proceedings, posing a risk that the meeting cannot be conducted in a fair and lawful manner.

The adjournment period shall not exceed three (03) days from the originally scheduled commencement date of the meeting.

7. In the event that the Chairperson adjourns or suspends the General Meeting of Shareholders in contravention of Clause 6, Article 18 of this Charter, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson to preside over the meeting until its conclusion, and the validity of the resolutions adopted at such meeting shall remain unaffected.
8. The Chairperson shall have the authority to take such necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda, and in a way that reflects the will of the majority of the attendees.
9. The convener of the General Meeting of Shareholders shall have the right to require shareholders or their authorized representatives attending the meeting to undergo inspection or other lawful and reasonable security measures. In the event that any shareholder or authorized representative fails to comply with such inspection or security measures, the convener, after careful consideration, shall have the right to refuse entry to or expel such shareholder or authorized representative from the meeting.
10. The convener of the General Meeting of Shareholders, after careful consideration, may implement appropriate measures to:
  - a. Arrange seating at the venue of the General Meeting of Shareholders;
  - b. Ensure the safety of all persons present at the meeting venues;
  - c. Facilitate shareholders' attendance (or continued attendance) at the meeting.

The convener of the General Meeting of Shareholders shall have full authority to modify the above measures and to implement any and all necessary measures. Such measures may include the issuance of admission passes or the application of other selection methods.

11. In the event that the General Meeting of Shareholders applies the above measures, the convener, when determining the venue of the meeting, may:
  - a. Announce that the meeting is held at the venue specified in the notice, where the Chairperson of the meeting is present (the "Primary Meeting Venue");

- b. Make arrangements to enable shareholders or their authorized representatives who are unable to attend the meeting in accordance with this Article, or who wish to participate at a location other than the Primary Meeting Venue, to attend the meeting simultaneously;

The notice of the meeting is not required to specify in detail the organizational measures set out in this Article.

12. For the purposes of this Charter (unless the context requires otherwise), all shareholders shall be deemed to be attending the meeting at the Primary Meeting Venue.
13. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically allocate time for each item included therein.

### **Article 19. Adoption of Resolutions of the General Meeting of Shareholders**

1. Resolutions of the General Meeting of Shareholders shall be adopted by way of direct voting at the meeting or by written ballot.
2. Except for the cases specified in Clauses 3, 4, 5, and 6 of this Article or as otherwise provided in this Charter, resolutions of the General Meeting of Shareholders on the following matters shall be adopted when approved by more than 50% of the total voting shares of shareholders with voting rights who attend in person or through authorized representatives at the General Meeting of Shareholders, or by shareholders representing more than 50% of the total voting shares in favor in the case of written ballot:
  - a. Approval of the annual financial statements;
  - b. Short- and long-term development plans of the Company;
  - c. Dismissal, removal, and replacement of members of the Board of Directors and the Supervisory Board, and reporting on the appointment of the Director (General Director) by the Board of Directors.
3. Resolutions of the General Meeting of Shareholders on the following matters shall be adopted when approved by shareholders representing at least 65% of the total voting shares of all attending shareholders in the case of a physical meeting, or by shareholders representing more than 50% of the total voting shares in favor in the case of a written ballot:
  - a. The class of shares and the number of shares to be offered;
  - b. Amendments and supplements to the Charter of the Company;
  - c. Changes to the Company's organizational management structure;
  - d. Investment projects or the sale of assets with a value equal to or exceeding 50% of the total asset value as recorded in the most recent audited financial statements;
  - e. Reorganization or dissolution of the Company.
4. The voting for the election of members of the Board of Directors and the Supervisory Board shall be conducted by the cumulative voting method, whereby each shareholder shall have a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board, and each shareholder shall have the right to allocate all of his/her total votes to one or several candidates; the elected members of the Board of Directors or the Supervisory Board shall be determined based on the number of votes counted from highest to lowest, starting from the candidate with the highest number of votes until the required number of members has been elected; in the event that two

(02) or more candidates receive the same number of votes for the final position to be filled, the General Meeting of Shareholders shall conduct further voting among the candidates with equal votes or decide on the selection in accordance with the criteria set out in the Election Regulations.

5. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares shall be lawful and effective even if the order and procedures for adopting such resolutions are not carried out in accordance with the prescribed regulations.

## **Article 20. Authority and Procedures for Obtaining Shareholders' Written Opinions for the Adoption of Resolutions of the General Meeting of Shareholders**

The authority and procedures for obtaining shareholders' written opinions for the adoption of resolutions of the General Meeting of Shareholders shall be carried out in accordance with the following provisions:

1. The Board of Directors shall have the right to obtain shareholders' written opinions at any time, on any matter within the authority of the General Meeting of Shareholders, in order to adopt resolutions of the General Meeting of Shareholders if it deems such action necessary in the interests of the shareholders.
2. The Board of Directors shall prepare the voting form for obtaining opinions, the draft resolution of the General Meeting of Shareholders, and explanatory documents for such draft resolution; the voting form, together with the draft resolution and explanatory documents, must be sent by a method that ensures delivery to the registered address of each shareholder; the Board of Directors must ensure that such documents are sent and disclosed to shareholders within a reasonable period for consideration and voting, and must be sent at least ten (10) days prior to the deadline for receipt of the voting forms.
3. The voting form for obtaining opinions must contain the following principal contents:
  - a. The name, head office address, and Enterprise Registration Certificate number of the Company;
  - b. The purpose of obtaining opinions;
  - c. Full name, contact address, nationality, and legal identification document number of a shareholder who is an individual; name, enterprise code or legal document number, and head office address of a shareholder that is an organization; or full name, contact address, nationality, and legal identification document number of the representative of a shareholder that is an organization; the number of shares of each class and the number of voting rights of the shareholder;
  - d. The matter on which opinions are sought for the adoption of a resolution;
  - e. Voting options, including approval, disapproval, and no opinion for each matter on which opinions are sought;
  - f. The deadline by which the completed voting form must be returned to the Company;
  - g. Full name and signature of the Chairman of the Board of Directors.
4. The completed voting form must bear the signature of the shareholder if the shareholder is an individual, or the signature of the individual, the legal representative of the authorized organization, or the legal representative of the shareholder if the shareholder is an organization. Shareholders may submit the completed voting form in any of the following forms:
  - d. By mail: The voting form sent to the Company must be enclosed in a sealed envelope, which shall not be opened by anyone prior to the vote counting. Voting forms received by the Company after the deadline specified in the voting form or which have been opened shall be deemed invalid;

- e. By fax or email: The voting form sent to the Company by fax or email must be kept confidential until the time of vote counting;

Voting forms sent to the Company after the deadline specified in the voting form, or which have been opened in the case of postal submission, or disclosed in the case of fax or email submission; voting forms not issued by the Board of Directors, or containing contents other than the matters requested for opinion as stated in the voting form, shall be deemed invalid. Voting forms that are not returned to the Company, or that are returned without any voting opinion, shall be considered as not participating in the voting.

5. The Board of Directors shall organize the vote counting and prepare a vote counting minutes in the presence of the Supervisory Board or shareholders who do not hold management positions in the Company. The vote counting minutes must include the following principal contents:
- The name, head office address, and enterprise code;
  - The purpose and the matters on which opinions are sought for the adoption of a resolution;
  - The number of shareholders with the total number of voting shares participating in the voting, distinguishing between valid votes and invalid votes, together with an appendix listing the shareholders participating in the voting;
  - The total number of votes for approval, disapproval, and no opinion for each matter;
  - The matters that have been approved;
  - The full names and signatures of the Chairman of the Board of Directors, the vote counter(s), and the vote supervising personnel.

Members of the Board of Directors, the vote counter(s), and the vote supervising personnel shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; and shall be jointly liable for any damages arising from resolutions adopted as a result of dishonest or inaccurate vote counting.

6. The vote counting minutes must be published on the Company's website within twenty-four (24) hours from the conclusion of the vote counting.
7. Completed voting forms, vote counting minutes, adopted resolutions, and all related documents enclosed with the voting forms shall be kept and stored at the Company's head office.

A resolution adopted through obtaining shareholders' written opinions must be approved by shareholders representing more than 50% of the total voting shares and shall have the same validity as a resolution adopted at a General Meeting of Shareholders.

### **Article 21. 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 shall be prepared in Vietnamese and may also be prepared in a foreign language, and must include the following principal contents:
- Name, head office address, and enterprise code;
  - The time and venue of the General Meeting of Shareholders;
  - Agenda and contents of the meeting;
  - Full name of the Chairperson and the Secretary;

- e. Summary of the proceedings of the meeting and the comments and opinions expressed at the General Meeting of Shareholders on each item in the meeting agenda;
- f. The number of shareholders and the total number of voting shares of attending shareholders, together with an appendix listing the registered shareholders and shareholder representatives attending the meeting, indicating the corresponding number of shares and voting rights;
- g. The total number of votes for each voting matter, clearly stating the voting method, the total number of valid votes, invalid votes, votes in favor, votes against, and abstentions; and the corresponding percentage of the total voting shares of attending shareholders;
- h. The matters that have been approved and the corresponding approval voting percentages;
- i. Full names and signatures of the Chairperson and the Secretary.

The minutes shall be prepared in both Vietnamese and a foreign language and shall have equal legal validity. In the event of any discrepancy between the Vietnamese and foreign-language versions of the minutes, the Vietnamese version shall prevail.

2. The Chairperson of the General Meeting of Shareholders shall be responsible for organizing the storage of the minutes of the General Meeting of Shareholders. The minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours. The minutes of the General Meeting of Shareholders shall be regarded as conclusive evidence of the proceedings conducted at the General Meeting of Shareholders, unless an objection to the contents of the minutes is raised in accordance with the prescribed procedures within ten (10) days from the date the minutes are sent.
3. The minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting, the adopted resolutions, and all related documents enclosed with the notice of meeting invitation shall be kept and stored at the Company's head office.
4. The minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The Chairperson and the Secretary of the meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

### **Article 22. Request for Annulment of Resolutions of the General Meeting of Shareholders**

1. Within ninety (90) days from the date on which the minutes of the General Meeting of Shareholders or the minutes of the vote counting results for obtaining shareholders' written opinions are posted on the Company's website, a shareholder or group of shareholders as specified in Clause 3, Article 10 of this Charter shall have the right to request a Court or Arbitration to review and annul a resolution or part of a resolution of the General Meeting of Shareholders in the following cases:
  - a. The order and procedures for convening the General Meeting of Shareholders or for obtaining shareholders' written opinions and adopting resolutions of the General Meeting of Shareholders were not carried out in accordance with the provisions of the Law on Enterprises and the Company's Charter, except for the case specified in Clause 5, Article 19 of this Charter;
  - b. The contents of the resolution violate the law or the Company's Charter.
2. In the event that a resolution of the General Meeting of Shareholders is annulled by a decision of a Court or Arbitration, the convener of the annulled General Meeting of Shareholders may consider re-convening the General Meeting of Shareholders within sixty (60) days in accordance with the order and procedures prescribed by the Law on Enterprises and this Charter.

**CHAPTER VII. BOARD OF DIRECTORS****Article 23. Composition and term of office of members of the Board of Directors**

1. The Board of Directors shall consist of at least three (03) members and not more than eleven (11) members. The term of office of a member of the Board of Directors shall not exceed five (05) years, and members may be re-elected for an unlimited number of terms.
2. The number of non-executive members of the Board of Directors shall account for one-third (1/3) of the total number of members of the Board of Directors. The minimum number of non-executive members of the Board of Directors shall be determined by rounding down.
3. Shareholders holding voting shares shall have the right to aggregate their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares shall be entitled to nominate one (01) candidate; from 20% to less than 30% shall be entitled to nominate up to two (02) candidates; from 30% to less than 40% shall be entitled to nominate up to three (03) candidates; from 40% to less than 50% shall be entitled to nominate up to four (04) candidates; from 50% to less than 60% shall be entitled to nominate up to five (05) candidates; from 60% to less than 70% shall be entitled to nominate up to six (06) candidates; from 70% to 80% shall be entitled to nominate up to seven (07) candidates; and from 80% to less than 90% shall be entitled to nominate up to eight (08) candidates.
4. In the event that the number of candidates for the Board of Directors proposed through nomination and self-nomination is still insufficient, the current Board of Directors may nominate additional candidates or organize the nomination process in accordance with the mechanism stipulated by the Company in its Internal Regulations on Corporate Governance. The nomination mechanism or the manner in which the incumbent Board of Directors nominates candidates for the Board of Directors must be clearly disclosed and must be approved by the General Meeting of Shareholders prior to implementation. In the event that all members of the Board of Directors complete their term of office simultaneously, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and assume their duties.
5. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
  - a. He/she no longer meets the standards and conditions as prescribed in Article 155 of this Law;
  - b. Has submitted a resignation letter and such resignation has been accepted;
  - c. Other cases as provided in the Company's Charter.
6. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:
  - a. Failing to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
  - b. Other cases as provided in the Company's Charter.
7. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; and to dismiss or remove members of the Board of Directors other than in the cases specified in Clauses 6 and 7 of this Article.
8. The appointment of members of the Board of Directors must be disclosed in accordance with the provisions of the laws on securities and the securities market.
9. Members of the Board of Directors may not be shareholders of the Company.

**Article 24. Powers and duties of the Board of Directors**

1. The Board of Directors is the governing body of the Company, having full authority on behalf of the Company to decide on and exercise all rights and obligations of the Company that are not within the competence of the General Meeting of Shareholders. The Company's business operations and affairs shall be subject to the supervision and direction of the Board of Directors.
2. The Board of Directors is responsible for supervising the General Director and other executive officers.
3. The Board of Directors has the following powers and duties:
  - a. To decide on the medium-term development strategy, plans, and annual business plans of the Company;
  - b. To determine operational objectives on the basis of the strategic objectives approved by the General Meeting of Shareholders;
  - c. To settle complaints of the Company against its executive officers, as well as to decide on the selection of the Company's representative to handle matters related to legal procedures involving such executive officers;
  - d. To propose types of shares to be issued and the total number of shares to be issued for each type;
  - e. To propose the issuance of convertible bonds and bonds with warrants;
  - f. To decide on the issuance of other types of bonds;
  - g. To determine the offering price of bonds and shares;
  - h. To elect, dismiss, and remove the Chairperson of the Board of Directors; to appoint, dismiss, enter into, and terminate contracts with the General Director and other key managers; to decide on remuneration and other benefits of such managers; to appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders in other companies, and to determine their remuneration and other benefits. Such dismissal shall not be contrary to the employment contract rights of the dismissed or removed persons (if any).
  - i. To decide on the organizational structure of the Company, the internal regulations on corporate governance, and the regulations on the operation of the Board of Directors, after approval by the General Meeting of Shareholders; to decide on the establishment of subsidiaries, branches, and representative offices, and on the contribution of capital to, or purchase of shares in, other enterprises.
  - j. To approve the agenda, contents, and materials for meetings of the General Meeting of Shareholders, and to convene the General Meeting of Shareholders or obtain shareholders' written opinions for adoption of resolutions;
  - k. To supervise and direct the General Director and other executive officers in managing the Company's daily business operations;
  - l. To propose the annual dividend rate; to decide on the timing and procedures for dividend payment or the handling of losses arising during business operations;
  - m. To propose the reorganization, dissolution, or request for bankruptcy of the Company;
  - n. To decide on investment plans and investment projects within its authority and limits as prescribed by law;
  - o. To decide on solutions for market development, marketing, and technology;

- p. To submit the audited annual financial statements and the corporate governance report to the General Meeting of Shareholders;
  - q. To report to the General Meeting of Shareholders on the appointment of the General Director by the Board of Directors;
  - r. To appoint the person in charge of corporate governance;
  - s. Other rights and obligations as prescribed by law and the Company's Charter.
4. The following matters must be approved by the Board of Directors:
- a. The establishment of branches or representative offices of the Company;
  - b. The establishment of subsidiaries of the Company;
  - c. Within the scope prescribed in Clause 2, Article 153 of the Law on Enterprises, and except for cases specified in Point d, Clause 2, Article 138 and Clause 3, Article 167 of the Law on Enterprises which must be approved by the General Meeting of Shareholders, the Board of Directors shall, from time to time, decide on the performance, amendment, and termination of contracts of the Company;
  - d. Contracts and transactions for loans or sale of assets with a value greater than 10% to less than 35% of the total assets recorded in the most recent financial statements between the Company and a shareholder holding 51% or more of the total voting shares, or related persons of such shareholder;
  - e. To appoint and dismiss persons authorized by the Company as commercial representatives and lawyers of the Company;
  - f. Borrowing arrangements and the implementation of mortgages, security interests, guarantees, and indemnities by the Company;
  - g. Investments not included in the business plan and budget exceeding 10% of the annual business plan and budget value;
  - h. The purchase or sale of shares in other companies established in Vietnam or abroad;
  - i. The valuation of non-cash assets contributed to the Company in connection with the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology, and technical know-how;
  - j. The repurchase or redemption of not more than 10% of the total number of shares of each class already issued within a twelve (12)-month period;
  - k. To determine the purchase or redemption price of the Company's shares;
  - l. Business matters or transactions which the Board of Directors determines must be subject to approval within its authority and responsibilities;
  - m. To approve contracts and transactions for purchase, sale, borrowing, lending, and other contracts or transactions with a value of 50% or more of the total assets recorded in the most recent financial statements of the Company, except for contracts and transactions specified in Point 1, Clause 2, Article 13 of this Charter.
5. The Board of Directors shall report to the General Meeting of Shareholders on its activities, in particular on its supervision of the General Director and other executive officers during the fiscal year. In the event that the Board of Directors fails to submit its report to the General Meeting of Shareholders, the Company's annual financial statements shall be deemed invalid and not approved by the Board of Directors.

6. The Board of Directors may authorize subordinate employees and executive officers to act on behalf of the Company in handling matters.
7. Members of the Board of Directors (excluding authorized representatives acting in substitution) are entitled to remuneration for their work as members of the Board of Directors. The total remuneration of the Board of Directors shall be decided by the General Meeting of Shareholders. Such remuneration shall be distributed among Board members in accordance with agreement within the Board of Directors or equally in the absence of agreement or where no agreement can be reached.
8. The total amount paid to each member of the Board of Directors, including remuneration, expenses, commissions, share purchase rights, and other benefits received from the Company, its subsidiaries, affiliates, and other companies in which such Board member represents contributed capital, must be disclosed as a separate item in the Company's annual financial statements. A Board member holding an executive position (including the positions of Chairperson or Vice Chairperson), or a Board member serving on committees of the Board of Directors, or performing other duties that, in the opinion of the Board of Directors, fall outside the scope of a normal Board member's duties, may receive additional remuneration in the form of lump-sum payments per assignment, salary, commission, profit sharing, or other forms as decided by the Board of Directors.
9. Members of the Board of Directors are entitled to reimbursement of all travel, accommodation, meal expenses, and other reasonable costs incurred in the performance of their duties as Board members, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or its committees.
10. The Board of Directors shall adopt resolutions by voting at meetings or by collecting written opinions. Each member of the Board of Directors shall have one (01) vote.
11. In exercising its functions, rights, and obligations, the Board of Directors must comply strictly with the provisions of law, the Company's Charter, and resolutions of the General Meeting of Shareholders. In the event that a resolution adopted by the Board of Directors is contrary to the law or the Company's Charter and causes damage to the Company, the members who voted in favor of such resolution shall be jointly and severally liable for the resolution and shall compensate the Company for damages; members who voted against such resolution shall be exempt from liability. In such case, shareholders holding shares continuously for at least one (01) year shall have the right to request the Board of Directors to suspend the implementation of such resolution.

### **Article 25. Chairperson and Vice Chairperson of the Board of Directors**

1. The Board of Directors shall elect one of its members to act as the Chairperson.
2. The Chairperson of the Board of Directors has the following rights and duties:
  - a. To prepare the work program and operational plan of the Board of Directors;
  - b. To prepare the agenda, contents, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;
  - c. To organize the adoption of resolutions and decisions of the Board of Directors;
  - d. To supervise the implementation process of resolutions and decisions of the Board of Directors;
  - e. To ensure that the Board of Directors discloses periodic information, including audited annual financial statements, annual reports, corporate governance reports, resolutions of the annual

- General Meeting of Shareholders, disclosure of information on the annual General Meeting of Shareholders, and other information as required by law;
- f. To act on behalf of the Board of Directors in supervising and directing the General Director or Chief Executive Officer and other managers in the daily business operations of the Company;
  - g. Where necessary, the Board of Directors may elect a Vice Chairperson of the Board of Directors to assist the Chairperson, to act on behalf of the Chairperson in performing the rights and duties of the Chairperson in case the Chairperson is absent (for more than 03 days at the Company) without authorization or in the event of vacancy of the Chairperson position, and to perform other duties and powers as assigned by the Chairperson, the Board of Directors, and in accordance with the Company's Charter and Internal Regulations.
  - h. To sign resolutions/decisions of the Board of Directors on behalf of the Board of Directors;
  - i. To propose to the Board of Directors the appointment, dismissal, and removal of the General Director and Deputy General Director(s). To sign employment contracts with the General Director and Deputy General Director(s) on behalf of the Board of Directors;
  - j. To chair the General Meeting of Shareholders.
3. Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter. In the event that the Chairperson of the Board of Directors resigns or is dismissed or removed, the Board of Directors shall elect a replacement within ten (10) days from the date of acceptance of the resignation or the dismissal/removal decision.
  4. Where necessary, the Board of Directors may elect a Vice Chairperson of the Board of Directors to assist the Chairperson, to act on behalf of the Chairperson in performing the Chairperson's rights and duties in case the Chairperson is absent without authorization or in the event of vacancy of the Chairperson position, and to perform other duties and powers as assigned by the Chairperson, the Board of Directors, and in accordance with the Company's Charter and Internal Regulations.

**Article 26. Alternate Members of the Board of Directors**

1. A member of the Board of Directors (who is not the duly appointed alternate for that member) may designate another member of the Board of Directors, or a person approved by the Board of Directors who is willing to perform such duties, to act as his/her alternate, and shall have the right to dismiss such alternate.
2. The alternate member of the Board of Directors shall be entitled to receive notices of meetings of the Board of Directors and of committees of the Board of Directors of which the appointing member is a member. The alternate shall have the right to attend and vote at meetings in the absence of the appointing member, and shall be authorized to exercise all functions of the appointing member as a member of the Board of Directors when such member is absent. The alternate shall not be entitled to receive any remuneration from the Company for acting as an alternate member of the Board of Directors. However, the Company is not required to send notices of such meetings to an alternate member who is not present in Vietnam.
3. The alternate member shall cease to hold the position of alternate member of the Board of Directors in the event that the appointing member is no longer a member of the Board of Directors. In the event that a member of the Board of Directors completes his/her term of office but is reappointed, or is deemed to have been reappointed at the same General Meeting of Shareholders at which such member ceased to hold office upon expiry of term, the appointment of an alternate made by such member immediately prior to the expiry of the term shall continue to be effective after such member is reappointed.

4. The appointment or dismissal of an alternate member must be made by the appointing member of the Board of Directors in writing, notified and submitted to the Company, or in such other form as approved by the Board of Directors.
5. Except as otherwise provided in this Charter, an alternate member shall be deemed to be a member of the Board of Directors in all respects and shall bear personal responsibility for his/her own acts and omissions, and shall not be considered a representative or agent acting on behalf of the appointing member of the Board of Directors.

## **Article 27. Meetings of the Board of Directors**

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors' term within seven (07) working days from the date of completion of the election of the Board of Directors for that term. This meeting shall be convened and chaired by the member with the highest number of votes or the highest voting ratio. In the event that more than one (01) member has the same highest number of votes or voting ratio, these members shall elect one (01) person among themselves to convene the Board of Directors meeting on the principle of majority.
2. Regular and extraordinary meetings: The Chairperson of the Board of Directors shall convene regular meetings of the Board of Directors, prepare the agenda, and determine the time and venue of the meeting at least seven (07) working days prior to the scheduled meeting date. The Chairperson may convene a meeting whenever deemed necessary, but meetings shall be held at least once (01) per quarter.

In addition, the Chairperson of the Board of Directors shall have the right to convene extraordinary meetings at any time deemed appropriate when necessary in the interests of the Company.

3. Convening meetings of the Board of Directors upon request: The Chairperson of the Board of Directors must convene a meeting of the Board of Directors without undue delay and without a justified reason, when one of the following persons submits a written request stating the purpose of the meeting and the matters to be discussed:
  - a. The General Director or at least five (05) other executive officers;
  - b. At least two (02) members of the Board of Directors;
  - c. The Supervisory Board;
  - d. Other cases (if any).
4. Meetings of the Board of Directors referred to in Clause 3, Article 27 of this Charter must be held within seven (07) working days from the date of receipt of the request. In the event that the Chairperson of the Board of Directors refuses to convene a meeting as requested, the Chairperson shall be liable for any damages incurred by the Company, and the persons requesting the meeting as specified in Clause 3, Article 27 of this Charter may themselves convene the Board of Directors meeting.
5. In the event of a request by an independent auditor conducting an audit of the Company's financial statements, the Chairperson of the Board of Directors shall convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.
6. Meeting location: Meetings of the Board of Directors shall be held at the Company's head office or at other locations in Vietnam or abroad as decided by the Chairperson of the Board of Directors and agreed upon by the Board of Directors.

7. Notice and agenda of meetings: Notice of a Board of Directors meeting must be sent to members of the Board of Directors at least five (05) working days prior to the meeting. Members of the Board may refuse the meeting invitation in writing, and such refusal may be amended or revoked by written notice of that Board member. The notice of the Board of Directors meeting must be made in Vietnamese and must fully state the agenda, time, location, discussion contents, accompanied by necessary documents relating to the matters to be discussed and voted on at the meeting, as well as voting ballots of members.

The meeting notice may be sent by post, fax, email, or other means, but must ensure delivery to the address of each Board member and Supervisory Board member as registered with the Company.

The Chairperson of the Board of Directors or the convener shall send the meeting notice and accompanying documents to Supervisory Board members in the same manner as for Board members. Supervisory Board members are entitled to attend Board meetings, may participate in discussions, but do not have voting rights.

8. Minimum number of attending members: The first meeting of the Board of Directors shall be conducted and may pass resolutions only when at least three-fourths (3/4) of the total members of the Board of Directors are present in person or through an authorized representative, if approved by a majority of the Board members.

In the event that the required number of attending members is not met, the meeting must be reconvened within seven (07) days from the originally scheduled meeting date. The reconvened meeting shall be conducted if more than one-half (1/2) of the members of the Board of Directors attend the meeting.

9. Voting.

- a. Except as provided in Point b, Clause 9, Article 27 of this Charter, each member of the Board of Directors or an authorized representative present in person at a 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 related person has interests that conflict or may conflict with the interests of the Company. Such member shall not be counted in the minimum attendance quorum required to conduct Board meetings with respect to matters on which the member is not entitled to vote.
- c. In accordance with Point d, Clause 9, Article 27 of this Charter, where an issue arising at a meeting of the Board of Directors relates to the interests of a Board member or the voting rights of a member and such member does not voluntarily abstain from voting, the ruling of the Chairperson on such matter shall be final, except where the nature or scope of the relevant interest has not been fully disclosed.
- d. A member of the Board of Directors who derives benefit from a contract as specified in Points a and b, Clause 5, Article 32 of this Charter shall be deemed to have a material interest in such contract;
- e. Supervisors shall be entitled to attend meetings of the Board of Directors and have the right to discuss but shall not have the right to vote.

10. Disclosure of interests: A member of the Board of Directors who directly or indirectly derives benefits from a contract or transaction that has been or is proposed to be entered into with the Company, and who is aware that he/she has an interest therein, shall be responsible for disclosing the nature and content of such interest at the first meeting of the Board of Directors at which the

proposed contract or transaction is considered. In the event that a member of the Board of Directors is not aware that he/she or a related person has an interest at the time the contract or transaction is entered into with the Company, such member shall disclose the relevant interests at the first meeting of the Board of Directors held after becoming aware that he/she has or will have an interest in such contract or transaction.

11. Majority voting: The Board of Directors shall adopt resolutions at meetings or by written opinion collection, based on the approval of a majority of the Board members present (more than 50%) or those providing written opinions on the matter. In the event that the number of votes in favor and against is equal, the vote of the Chairperson of the Board of Directors shall be the deciding vote; if the Chairperson is not entitled to vote, the vote of the Vice Chairperson of the Board of Directors shall be the deciding vote.
12. Members who do not directly attend the meeting have the right to send their votes to the meeting by post, fax, or email. In the case of sending voting ballots by post, the ballot must be placed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than one (01) hour before the opening of the meeting. The voting ballots shall only be opened in the presence of all attendees at the meeting.
13. Meetings via telephone or other forms: Meetings of the Board of Directors may be conducted in the form of teleconferences or other forms among members of the Board of Directors when all or some members are located in different places, provided that each participating member is able to:
  - a. To hear the statements of the other members of the Board of Directors participating in the meeting;
  - b. To address all other attending members simultaneously.

The exchange between members may be conducted directly via telephone or through other means of communication (including such means being used at the time of adoption of these Charter provisions or thereafter), or through a combination of all such methods. Under this Charter, a member of the Board of Directors participating in such a meeting shall be deemed to be “present” at the meeting. The location of the meeting conducted under this provision shall be the place where the largest group of Board members is assembled, or, if no such group exists, the place where the Chair of the meeting is present.

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

14. Resolutions by written consultation: Where necessary and in the interests of the Company, the Chairman of the Board of Directors shall have the right to seek written opinions for the approval of matters within the decision-making authority of the Board of Directors.
  - a. The Chairman of the Board of Directors shall prepare the written consultation ballot, the draft Resolution of the Board of Directors, and any accompanying documents to the written consultation ballot (if any), and the written consultation ballot and such accompanying documents shall be sent by a secure method to the registered address of each member of the Board of Directors within a reasonable period of time to enable consideration, voting, and return of the written consultation ballot. The written consultation ballot shall include the principal contents on the purpose of the consultation; the matters on which opinions are sought for approval of decisions; the voting options including approval, disapproval, and no opinion for each matter subject to consultation; the deadline for returning the completed written consultation ballot to the Company; and other necessary contents.

- b. The completed written consultation ballot must bear the signature of the member of the Board of Directors whose opinion is sought or of his/her authorised representative. The member of the Board of Directors whose opinion is sought may submit the completed written consultation ballot in the following forms: by post (written consultation ballots sent to the Company must be placed in a sealed envelope and no person shall be entitled to open such envelope before the vote counting; any written consultation ballots received by the Company after the deadline specified in the written consultation ballot or which have been opened shall be invalid); by fax or electronic mail (written consultation ballots sent to the Company by fax or electronic mail must be kept confidential until the time of vote counting). Any written consultation ballot not issued by the Company or containing contents other than the consultation contents stated in the written consultation ballot shall be invalid. Any written consultation ballot which is not returned or which is returned without any voting opinion shall be deemed as non-participation in the voting.
- c. The Chairman of the Board of Directors shall organise the vote counting and prepare the vote counting minutes under the supervision of the Supervisory Board or a shareholder not holding a management position in the Company. The vote counting minutes must include the following principal contents: the purpose and matters on which opinions are sought for the approval of decisions; the total number of votes cast, including a distinction between valid votes and invalid votes; the total number of votes in favour, votes against, and abstentions for each matter; the matters which have been approved; and the signatures of the Chairman of the Board of Directors, the legal representative of the Company, the vote counter, and the vote supervisor. The Chairman of the Board of Directors, the vote counter, and the vote supervisor shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; and shall be jointly liable for any damages arising from resolutions adopted on the basis of untruthful or inaccurate vote counting.
- d. The completed written consultation ballots, vote counting minutes, the full text of the adopted Resolution, and all accompanying documents sent together with the written consultation ballot shall be kept and stored at the head office of the Company;
- e. A Resolution adopted in the form of written consultation shall be passed on the basis of the approval of the majority of members of the Board of Directors entitled to vote. Such Resolution shall have the same effect and validity as a Resolution adopted by members of the Board of Directors at a meeting duly convened and held in accordance with customary practice.
15. Minutes of the Board of Directors meeting: The Chairman of the Board of Directors shall be responsible for sending the minutes of the Board of Directors meeting to the members, and such minutes shall constitute conclusive evidence of the matters conducted at such meetings, unless there is any objection to the contents of the minutes within ten (10) days from the date of dispatch. The minutes of the Board of Directors meeting shall be prepared in Vietnamese and may be prepared in English, and shall include the following principal contents:
- Name, head office address, and enterprise registration number;
  - Time and place of the meeting;
  - Purpose, agenda, and contents of the meeting;
  - Full name of each attending member or authorised representative attending the meeting and the form of attendance; full name of absent members and reasons for absence;
  - Matters discussed and voted on at the meeting;
  - Summary of opinions expressed by each attending member in the order of the meeting's proceedings;



- g. Voting results, clearly stating members voting in favour, against, and abstaining;
- h. Matters approved and the corresponding approval voting ratios;
- i. Full name and signatures of the chairperson of the meeting and the minutes recorder.

In the event that the chairperson or the minutes recorder refuses to sign the minutes of the meeting, but if such minutes are signed by all other members of the Board of Directors attending the meeting and contain full information in accordance with points a, b, c, d, đ, e, g and h of this clause, such minutes shall remain valid.

16. Committees of the Board of Directors: The Board of Directors may establish subordinate committees to be responsible for development policy, personnel, remuneration, internal audit, and risk management. The number of members of each committee shall be determined by the Board of Directors, with a minimum of three (03) members, including members of the Board of Directors and external members. Non-executive members of the Board of Directors shall constitute the majority of each committee, and one of such members shall be appointed as the Head of the Committee in accordance with the decision of the Board of Directors. The operation of the committees shall comply with the regulations of the Board of Directors. Resolutions of the committees shall only be valid when approved by the majority of attending and voting members at the committee meeting.

The implementation of decisions of the Board of Directors or its subordinate committees shall comply with applicable laws and the provisions of the Company Charter, and the Company's Internal Governance Regulations.

17. Legal validity of actions: The implementation of decisions of the Board of Directors, or of any subordinate committee of the Board of Directors, or of any person acting in the capacity of a member of a committee of the Board of Directors, shall comply with applicable laws and the provisions of the Company Charter.

### **CHAPTER VIII. DIRECTOR (GENERAL DIRECTOR), OTHER EXECUTIVE OFFICERS**

#### **Article 28. Organizational structure of the management apparatus**

The management system of the Company shall ensure that the management apparatus is responsible to the Board of Directors and is under the leadership of the Board of Directors. The Company shall have one (01) Director (General Director), Deputy Directors (Deputy General Directors), the Chief Accountant, and other titles as appointed by the Board of Directors. The Director (General Director) and the Deputy Directors (Deputy General Directors) may or may not concurrently be members of the Board of Directors. The appointment, removal, and dismissal of the above positions shall be carried out by a Resolution of the Board of Directors duly adopted in accordance with applicable procedures.

#### **Article 29. Executive Officers of the Company**

- 1. Upon the recommendation of the Director (General Director) and subject to the approval of the Board of Directors, the Company may recruit other executive officers in such number and with such standards as appropriate to the Company's organisational structure as determined by the Board of Directors. Executive officers of the Company shall have the duty of due diligence in assisting the Company to achieve its objectives in business operations and organisation.
- 2. The remuneration, salary, benefits, and other terms and conditions in the employment contract of the Director (General Director) shall be determined by the Board of Directors, and contracts with

other executive officers shall be decided by the Board of Directors after consultation with the Director (General Director).

**Article 30. Appointment, Removal, Duties and Powers of the Director (General Director)**

1. Appointment: The Board of Directors shall appoint one (01) member of the Board or another person as the Director (General Director) and shall enter into a contract specifying the salary, remuneration, benefits, and other terms and conditions related to such employment. Information on the salary, allowances, and benefits of the Director (General Director) must be reported to the Annual General Meeting of Shareholders, presented as a separate item in the annual financial statements, and included in the Company's annual report.
2. Term of office: The term of office of the Director (General Director) shall not exceed five (05) years and may be reappointed. The appointment may be terminated in accordance with the provisions of the employment contract. The Director (General Director) shall not be a person prohibited by law from holding such position and must satisfy all standards and conditions as prescribed by law and the Company Charter.
3. Powers and Duties: The Director (General Director) shall have the following powers and responsibilities:
  - a. To implement the Resolutions of the Board of Directors and the General Meeting of Shareholders, as well as the business plan and investment plan of the Company approved by the Board of Directors and the General Meeting of Shareholders;
  - b. To decide on all matters that do not require a Resolution of the Board of Directors, including signing on behalf of the Company financial and commercial contracts, and organising and managing the Company's day-to-day business operations in accordance with best management practices;
  - c. To propose the number of executive officers and the persons to be employed by the Company for appointment or removal by the Board of Directors in accordance with the internal regulations, and to recommend remuneration, salary, and other benefits for such executive officers for the Board of Directors' decision;
  - d. To consult the Board of Directors in determining the number of employees, salary levels, allowances, benefits, and the appointment, removal, dismissal, and other terms and conditions of their employment contracts;
  - e. By 01 December each year, the Director (General Director) shall submit to the Board of Directors for approval the detailed business plan for the following financial year, based on compliance with the requirements of the budget as well as the five-year financial plan;
  - f. To implement the annual business plan approved by the General Meeting of Shareholders and the Board of Directors;
  - g. To propose measures to improve the Company's operations and management;
  - h. To prepare long-term, annual, and quarterly budgets of the Company (hereinafter referred to as the "budgets") for the purpose of long-term, annual, and quarterly management activities of the Company in accordance with the business plan. The annual budget (including the balance sheet, income statement, and projected cash flow statement) for each financial year shall be submitted to the Board of Directors for approval and shall include the information prescribed in the Company's regulations;

- i. To perform all other activities in accordance with the provisions of this Charter and the Company's regulations, Resolutions of the Board of Directors, the Director (General Director)'s employment contract, and applicable laws;
- j. To propose to the Board of Directors plans for organisational structure and the Company's internal management regulations;
4. Reporting to the Board of Directors and Shareholders: The Director (General Director) shall be responsible to the Board of Directors and the General Meeting of Shareholders for the performance of the assigned duties and powers and shall report to these bodies upon request.
5. Removal and dismissal: The Director (General Director) shall be removed or dismissed in any of the following cases:
  - a. Death, loss of legal capacity, or loss of civil rights;
  - b. Breach of obligations and responsibilities of the Director (General Director) or company manager;
  - c. Submission of a resignation request; where the Director (General Director) wishes to resign, a written notice must be sent to the Board of Directors. Within fifteen (15) days from receipt of such written notice, the Board of Directors shall review and make a decision;
  - d. Pursuant to a decision of the Board of Directors;
  - e. Other cases as provided in this Charter and applicable law.
6. The Board of Directors shall remove or dismiss the Director (General Director) in accordance with the principle of majority voting.

## **CHAPTER IX. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, THE GENERAL DIRECTOR (DIRECTOR), AND OTHER MANAGERSEXECUTIVE OFFICERS**

### **Article 31. Duty of careCare**

Members of the Board of Directors, members of the Supervisory Board, the Director (General Director), and other managers are executive officers shall be responsible for performing their duties, including duties those performed in their capacity as members of sub-committees of the Board of Directors, in a truthful and honest manner and in a way that the manner which they believe is to be in the best interests of the company Company, and with the degree of care that a prudent person would normally ordinarily exercise in a comparable position of similar responsibility and under similar circumstances.

### **Article 32. Person in charge of corporate governancePerson in charge of Corporate Governance of the Company**

Person in charge of corporate governanceCorporate Governance Officer: The Board of Directors of the company Company shall appoint at least one (01) person in charge of corporate governance to support assist in corporate governance matters within the corporate governance work at the enterprise. Company. The person in charge of corporate governance may concurrently serve act as the Company Secretary in accordance with the provisions of Clause 5, Article 156 of the Law on Enterprises. The person in charge of corporate governance shall have the following rights and obligations:

- a. AdviseTo advise the Board of Directors on organizingin organising meetings of the General Meeting of Shareholders in accordance with regulations and relatedin handling matters betweenrelating to the companyCompany and shareholders;
- b. Prepare forTo prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
- c. AdviseTo provide advice on themeeting procedures of meetings;
- d. AttendTo attend meetings;
- e. AdviseTo advise on procedures for preparing resolutionsdrafting Resolutions of the Board of Directors in accordance with the provisions of lawapplicable laws;
- f. ProvideTo 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 Supervisory Board;
- g. SuperviseTo monitor and report to the Board of Directors on the company'sCompany's information disclosure activities;
- h. ActTo act as the focal point of contactcommunication with relevant stakeholders;
- i. Maintain information confidentiality in accordance with the provisions of law and the company's Charter;
- j. Các Other To maintain confidentiality of information in accordance with applicable laws and the Company Charter;
- k. To perform other rights and obligations as providedprescribed by law and the company'sCompany Charter. The person in charge of corporate governance mustshall have legal knowledge of the law and mustshall not concurrently work for thean approved auditing organizationaudit organisation currently performing audits of the company'sauditing the Company's financial statements, and mustshall meet other standards as providedprescribed by law, this Charter, and decisions of the Board of Directors. The Board of Directors may dismiss the person in charge of corporate governance when necessary, provided itthat such dismissal is not contrary to current labor laws.applicable labour laws. The Board of Directors may appoint an Assistantassistant to the person in charge of corporate governance from time to time điểm.

### **Article 33. Duty of loyaltyHonesty and avoidanceAvoidance of conflictsConflicts of interestInterest**

1. Members of the Board of Directors, members of the Supervisory Board, the Director (General Director), other managersexecutive officers, and their related persons ashall not be permitted to use business opportunities that may bring benefits tocould benefit the companyCompany for personal purposes; simultaneously, they must notnor shall they use information obtained by virtue of their positions for personal gain or to servefor the interestsbenefit of any other organizationsorganisation or individualsindividual.
2. Members of the Board of Directors, members of the Supervisory Board, the Director (General Director), and other managers have the obligationexecutive officers shall be obliged to notifydisclose to the Board of Directors of all interests that may give rise to a conflict with the interests of the companyCompany which they may enjoyobtain through economic legal entities, transactions, or other individuals.
3. Unless otherwise decided by the General Meeting of Shareholders, the companyCompany shall not grant provide loans to or guarantees tofor members of the Board of Directors, members of the Supervisory Board, the Director (General Director), other managersexecutive officers, and

personstheir related to the aforementioned memberspersons, or any legal entities in which thesesuch persons have financial interests; except where the companyCompany and the organization related to such memberrelevant organisation are companies within the same group or companies operating asoperate under a group of companiesstructure, including parent—subsidiary companies, or economic groups, andor where specializedspecialised laws provide otherwise as approved, in which case approval shall be granted by the Board of Directors.

4. A contractContracts or transactiontransactions between the companyCompany and one or more members of the Board of Directors, members of the Supervisory Board, the Director (General Director), other managersexecutive officers, and individuals or organizationsorganisations related to these subjectssuch persons shall not be invalidatedrendered invalid in the following cases:
  - a. For contracts with a value of less than 35% of the total asset valueassets recorded in the most recent financial statements, the important contentsmaterial terms of the contract or transaction, as well as the relationships and interests of the enterprise manager, Supervisorrelevant executive officers, Supervisors, or member of the Board of Directorsmembers, have been reported to the Board of Directors. Simultaneously,, and the Board of Directors has authorizedapproved the execution of such contract or transaction in an honest mannergood faith by a majority of votes in favor from vote of members of the Board of Directors who do not have no related interests;
  - b. For contracts with a value of 35% or more of the total asset valueassets recorded in the most recent financial statements, material terms of the important contents of this contract or transaction, as well as the relationshiprelationships and interests of the enterprise manager, Supervisorrelevant executive officers, Supervisors, or member of the Board of Directorsmembers, have been disclosed to Shareholders who do not haveshareholders with no related interests and have the rightwho are entitled to vote on thatsuch matter, and those Shareholderssuch shareholders have voted in favorfavour of thisthe contract or transaction;
  - c. Such contract or transaction is considered fair and reasonable by an independent consulting organization in all aspects related to the Shareholders of the company at the time this transaction or contract is authorized for execution by the Board of Directors or the Shareholders.The contract or transaction has been assessed by an independent advisory organisation as fair and reasonable in all respects relevant to the Company's shareholders at the time such contract or transaction is approved by the Board of Directors or the shareholders.

Members of the Board of Directors, members of the Supervisory Board, the Director (General Director), other managersexecutive officers, and their related persons related to the aforementioned members mustshall not use the company'snon-public information that has not been authorized for disclosureof the Company or reveal itdisclose such information to others to conductfor the purpose of conducting related transactions.

### **Article 34. Liability for damagesDamages and indemnificationCompensation**

1. Liability for damages.: Members of the Board of Directors, members of the Supervisory Board, the Director (General Director), and other managersexecutive officers who violate their breach their duties and obligations of honesty and due care, or fail to fulfillperform their duties with due diligence and professional competence, shall be liable for any damages caused by their violationssuch breach.
2. Indemnification.: The companyCompany shall indemnify persons who werehave been, are, or may become a party involved in complaintsto claims, lawsuits, or prosecutionsproceedings (including civil and , administrative cases, excluding lawsuits, and non-derivative actions where the companyCompany is not the plaintiff)claimant), if such person washas been or is a member

of the Board of Directors, a Supervisor, the Director (General Director), another manager or other executive officers, an employee, or an authorized/authorised representative of the company/Company, or if such person has acted or is acting at the Company's request of/in the company as capacity of a member of the Board of Directors, manager/executive officer, employee, or authorized/authorised representative. This is of the Company, provided that such person has acted honestly, prudently, and diligently, and in the best interests of— or not contrary to/against the best interests of—the company, based on the Company, in compliance with the law, and where there is no evidence confirming that the person violated their responsibilities. such person has breached his/her duties. When performing functions, duties, or authorised tasks authorized by of the company/Company, members of the Board of Directors, members of the Supervisory Board, other manager/executive officers, employees, or authorized/authorised representatives of the company/Company shall be indemnified by the company/Company when becoming/they become a party involved in complaints, lawsuits, or prosecution/to claims, lawsuits, or proceedings (except for lawsuits/cases where the company/Company is the plaintiff/claimant) in the following cases:

- a. Having acted honestly, prudently, and diligently for/in the interests of, and not in conflict with, the interests of the company/Company;
- b. Having complied with the law/applicable laws and where there is/being no evidence confirming a failure to perform their/his/her responsibilities.
3. Indemnification expenses. Indemnification expenses shall include incurred costs (including attorney/legal fees), judgment costs, fines, and payments/amounts actually incurred/paid or reasonably considered reasonable when resolving these cases/as appropriate for the settlement of such matters within the framework/limits permitted by law. The company/Company may purchase insurance for such persons to cover the aforementioned/aforesaid indemnification liabilities.

## **CHAPTER X. SUPERVISORY BOARD**

### **Article 35. Members of the Supervisory Boards/Board**

1. The number of members of the Supervisory Board must be shall consist of from three (03) to five (05) members. The members/Members of the Supervisory Board (Supervisors) must/shall not be persons working in the accounting or finance departments of the company/department of the Company and must/shall not be members or employees of the independent auditing company that has performed the audit of the company's/firm currently auditing the Company's financial statements for the within the preceding three (03) consecutive preceding years..

The Supervisors shall elect one (01) person among them/of their members to be act as the Head of the Supervisory Board based on/in accordance with the principle of majority principle/voting. The Head of the Supervisory Board must possess/hold at least a university degree or higher in one of the majors in/following disciplines: economics, finance, accounting, auditing, law, business administration, or a major related/discipline relevant to the Company's business operations of the enterprise/activities. The Head of the Supervisory Board shall have the following rights and responsibilities:

- a. To convene meetings of the Supervisory Board and to act as/in the capacity of the Head of the Supervisory Board;
- b. To request the Board of Directors, the Director (General Director), and other manager/executive officers to provide relevant information to report/for reporting to the Supervisory Board;

- c. To prepare and sign the reports of the Supervisory Board, after consulting with the Board of Directors, for submission to the General Meeting of Shareholders.
2. Shareholders holding voting shares shall have the right to aggregate their respective voting rights to nominate candidates to the Supervisory Board. A Shareholder or group of Shareholders holding from ten percent (10%) to less than twenty percent (20%) shall be entitled to nominate a maximum of one (01) candidate; from twenty percent (20%) to less than thirty percent (30%), a maximum of two (02) candidates; from thirty percent (30%) to less than forty percent (40%), a maximum of three (03) candidates; from forty percent (40%) to less than fifty percent (50%), a maximum of four (04) candidates; and from fifty percent (50%) to less than sixty percent (60%), a maximum of five (05) candidates.
3. In the event that the number of candidates for the Supervisory Board through nomination nominated and candidacy is still self-nominated remains insufficient as required, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the mechanism provided prescribed by the company in the company's Charter and the Internal Regulations on corporate governance. Corporate Governance. The mechanism for the nomination of candidates by the incumbent Supervisory Board to nominate candidates for the Supervisory Board must be clearly disclosed and approved by the General Meeting of Shareholders before prior to the nomination is conducted process.
4. Members of the Supervisory Board shall be elected by the General Meeting of Shareholders; the term of office of a Supervisor shall not exceed five (05) years and may be re-elected for an unlimited number of terms. Members of the Supervisory Board shall be elected by the General Meeting of Shareholders; the term of office of a Supervisor shall not exceed five (05) years, and they may be re-elected for an unlimited number of terms.

In the event that a Supervisor's term expires at all Supervisors have the same time but a term expiry date and new Supervisor for the next term has Supervisors have not yet been elected, the Supervisor incumbent Supervisors whose term has expired shall continue to exercise their rights and obligations perform their duties until at the new Supervisor is Supervisors are elected and assumes their duties assume their positions.

5. A member of the Supervisory Board shall cease to be a member hold office in the following cases:
  - a. A Supervisor shall be removed from office in the following circumstances:
    - No longer meetings satisfies the criteria standards and conditions to be for being a Supervisor as provided prescribed in Article 169 of the Law on Enterprises;
    - Submitting Submits a resignation letter which is then approved accepted;
    - Other cases as provided prescribed by law and this Charter.
  - b. A Supervisor shall be dismissed in the following circumstances:
    - Failing Failure to fulfill fulfil assigned duties or tasks and responsibilities;
    - Failing Failure to exercise their rights and perform obligations for six (06) consecutive months, except in cases of force majeure;
    - Committing serious Serious breach or repeated violations breaches of the obligations of a Supervisor as provided prescribed by the Law on Enterprises and the company's Company Charter;
    - Pursuant to a decision of the General Meeting of Shareholders;
    - Other cases as provided prescribed by law and this Charter.

**Article 36. The Supervisory Board**

1. The Supervisory Board shall have the rights and obligations as provided/prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:::
  - a. Propose/To propose and recommend to the General Meeting of Shareholders to approve/for approval the selection of an independent auditing organization/organisation to conduct the audit of the company's/the Company's financial statements;
  - b. Be responsible to/To be accountable to the shareholders for its supervisory activities;
  - c. Supervise/To supervise the Company's financial situation of the company/status, the legality of the activities of members of the Board of Directors, the Director (General Director), and other managers, and/as well as the coordination of activities between the Supervisory Board and, the Board of Directors, the Director (General Director), and shareholders;
  - d. In the event of discovering a/detecting any violation of the law or a violation of the company's/breach of the Company Charter by a member/members of the Board of Directors, the Director (General Director), or other enterprise managers, executive officers, to notify the Board of Directors in writing within forty-eight (48) hours, requesting the violator and to request the violating person to cease the violation and provide solutions to remedy the consequence/such violation and take remedial measures;
  - e. Report/To report to the General Meeting of Shareholders in accordance with the Law on Enterprises and ensure the contents comply/compliance with the provisions/requirements of securities law/laws;
  - f. Formulate/To formulate the Operational Regulations/operating regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval;
  - g. Other rights and obligations as provided by the Law on Enterprises, the company's Charter, and resolutions of the General Meeting of Shareholders.
  - h. To perform other rights and obligations as prescribed by the Law on Enterprises, the Company Charter, and resolutions of the General Meeting of Shareholders.
2. Members of the Board of Directors, the Director (General Director), and other enterprise managers must provide fully, accurately, and promptly all information and documents regarding the management, administration, and operations of the company at the request of the Supervisory Board. The person in charge of corporate governance must ensure that all copies of resolutions and minutes of meetings of the General Meeting of Shareholders and the Board of Directors, financial information, and other information and documents provided to the members of the Board of Directors must also be provided to the members of the Supervisory Board at the same time and in the same manner as they are provided to shareholders and members of the Board of Directors.
3. After consulting with the Board of Directors, the Supervisory Board may issue regulations on meetings of the Supervisory Board and the operational methods of the Supervisory Board. The Supervisory Board must meet at least twice (02) per year, and the number of members participating in meetings must be at least 2/3 or more of the total members of the Supervisory Board.
4. The total amount of remuneration, salaries, and other benefits for members of the Supervisory Board shall be decided by the General Meeting of Shareholders. Members of the Supervisory Board shall also be reimbursed for reasonable travel, hotel, and other expenses incurred when

they participate in meetings of the Supervisory Board or perform other activities of the Supervisory Board.

## **CHAPTER XI. RIGHT TO INSPECT BOOKS AND RECORDS OF THE COMPANY**

### **Article 37. Right to inspect books and records**

1. A Shareholder or group of Shareholders owning 05% or more of the total ordinary shares shall have the right, directly or through an authorized representative, to submit a written request to inspect during the company's working hours and at the company's head office the list of Shareholders, minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions required to be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the company, and to photocopy or extract such records. A request for inspection made by an authorized representative of a Shareholder must be accompanied by a power of attorney from the Shareholder whom such person represents or a notarized copy of this power of attorney.
2. Members of the Board of Directors, members of the Supervisory Board, the Director (General Director), and other managers shall have the right to inspect the Register of Shareholders of the company, the list of Shareholders, and other books and records of the company for purposes related to their positions, provided that such information must be kept confidential.
3. The company must archive this Charter and its amendments and supplements, the Enterprise Registration Certificate, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and any other documents in accordance with the provisions of law at its head office or another location, provided that the Shareholders and the business registration authority are notified of the location where these documents are archived.
4. Shareholders shall have the right to be provided with a copy of the company's Charter free of charge. In the event that the company has its own website, this Charter must be disclosed on that website.

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

### **Article 38. Employees and trade union**

The Director (General Director) must prepare plans for the Board of Directors to approve matters relating to recruitment, labor, forced resignation, salaries, social insurance, benefits, rewards, and discipline for managers and employees. The Director (General Director) must prepare plans for the Board of Directors to approve matters relating to the company's relationships with recognized trade unions in accordance with the standards, practices, and best management policies, as well as the practices and policies provided in this Charter, the regulations of the company, and the provisions of prevailing law..

**CHAPTER XIII. PROFIT DISTRIBUTION****Article 39. Profit distribution**

1. The General Meeting of Shareholders shall decide the dividend payout level and the method of annual dividend payment from the retained profits of the company.
2. In accordance with the Law on Enterprises, the Board of Directors may decide on the payment of interim dividends if such payment is deemed consistent with the profitability of the company.
3. The company shall not pay interest on dividend payments or any other payments related to a class of shares.
4. The Board of Directors may recommend the General Meeting of Shareholders to approve the payment of all or part of the dividends in the form of shares, and the Board of Directors shall be the body to implement such decision.
5. In the event that approval is granted by the General Meeting of Shareholders, the Board of Directors may decide and notify that holders of ordinary shares shall receive dividends in ordinary shares instead of cash dividends. These additional shares for dividend payment shall be recorded as fully paid shares on the basis that the value of the dividend shares must be equivalent to the cash dividend amount. In the event that dividends or other monies related to a class of shares are paid in cash, the company must make payment in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by shareholders. In the event that the company has transferred funds in accordance with the bank account details provided by a shareholder but that shareholder does not receive the money, the company shall not be held liable for the funds transferred to such shareholder. The payment of dividends for shares listed/registered for trading on the Stock Exchange may be conducted through securities companies or the Vietnam Securities Depository and Clearing Corporation.
6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors may pass a Resolution determining a specific date to close the list of shareholders. Based on that date, persons registered as Shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distributions, shares, notices, or other documents. This record date may be on the same day or at a time prior to the exercise of such rights. This shall not affect the rights of the two parties in a transaction for the transfer of relevant shares or securities. Other matters related to profit distribution shall be implemented in accordance with the provisions of law.

**CHAPTER XIV. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR AND ACCOUNTING SYSTEM****Article 40. Bank accounts**

1. The company shall open accounts at a Vietnamese bank or at foreign banks permitted to operate in Vietnam.
2. Subject to the prior approval of the competent authority, where necessary, the company may open bank accounts abroad in accordance with the provisions of law.
3. The company shall conduct all payments and accounting transactions through Vietnamese currency or foreign currency accounts at the banks where the company opens its accounts.

**Article 41. Reserve fund to supplement charter capital**

Annually, the company must appropriate an amount from its after-tax profit into a reserve fund to supplement its charter capital in accordance with the provisions of law. This appropriation shall not exceed 5% of the company's after-tax profit and shall be made until the reserve fund is equal to 10% of the company's charter capital.

**Article 42. Fiscal year**

The fiscal year of the company shall begin on the first day of January each year and end on the 31st day of December of the same year. The first fiscal year shall begin from the date of issuance of the Enterprise Registration Certificate (or business license for conditional business lines) and end on the 31st day of December immediately following the date of issuance of such Enterprise Registration Certificate.

**Article 43. Accounting system**

1. The accounting system used by the company is the Vietnamese Accounting Standards (VAS), the corporate accounting regime, or other specific accounting regimes issued by competent authorities and approved by the Ministry of Finance.
2. The company shall maintain accounting books in Vietnamese and/or may additionally maintain them in a foreign language in accordance with the provisions of Law. The company shall keep accounting records according to the types of business activities in which the company engages. 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 currency unit in accounting. In the event that the company's economic transactions arise primarily in a foreign currency, it may select that foreign currency as its accounting currency unit, being responsible for such selection before the law and notifying the direct tax management authority.

**CHAPTER XV. ANNUAL REPORTS, RESPONSIBILITIES FOR DISCLOSURE OF INFORMATION, PUBLIC NOTICES****Article 44. Annual, semi-annual and quarterly financial statements**

1. The company must prepare annual financial statements in accordance with the provisions of law as well as the regulations of the State Securities Commission (in the event that the company is listed on the securities market) and the reports must be audited in accordance with the provisions of Article 45 of this Charter; and within ninety (90) days from the end of each fiscal year, the annual financial statements approved by the General Meeting of Shareholders must be submitted to the competent tax authorities, the State Securities Commission, the Stock Exchange, and the business registration authority.
2. The annual financial statements must include a report on business performance results which truthfully and objectively reflects the profit and loss situation of the company during the fiscal year, and financial statements which truthfully and objectively reflect the situation of the company's operations up to the time of preparing the reports.
3. Cash flow statements and notes to the financial statements. In the event that the company is a parent company, in addition to the separate annual financial statements, there must also be consolidated financial statements on the operations of the company and its subsidiaries at the end of each fiscal year.

4. The company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the regulations of the State Securities Commission and the Stock Exchange, and submit them to the relevant tax authorities and the business registration authority in accordance with the provisions of the Law on Enterprises.
5. The audited annual financial statements (including the auditor's opinion), reviewed semi-annual financial statements, and quarterly financial statements must be disclosed on the website of the company.
6. Interested organizations and individuals shall have the right to inspect or photocopy the audited annual financial statements, reviewed semi-annual, and quarterly reports during the company's working hours at the head office of the company and must pay a reasonable fee for such photocopying.

**Article 45. Annual report**

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

**CHAPTER XVI. AUDITING OF THE COMPANY****Article 46. Auditing**

1. At the Annual General Meeting of Shareholders, an independent auditing company shall be appointed, or a list of independent auditing companies—legally operating in Vietnam and approved by the State Securities Commission to audit listed companies—shall be approved, authorizing the Board of Directors to select one of these entities to conduct the auditing activities of the company for the next fiscal year based on terms and conditions agreed upon with the Board of Directors.
2. The company shall prepare and submit the annual financial statements to the independent auditing company after the end of the fiscal year.
3. The independent auditing company shall examine, certify, and prepare an audit report and submit such report to the Board of Directors within two (02) months from the end of the fiscal year. The staff of the independent auditing company performing the audit for the company must be approved by the State Securities Commission.
4. A copy of the audit report shall be attached to the annual financial statements of the company.
5. The auditor performing the audit of the company shall be permitted to attend all General Meetings of Shareholders and shall be entitled to receive all notices and other information relating to the General Meeting of Shareholders that Shareholders are entitled to receive, and to express opinions at the meeting on matters related to the audit of the company's financial statements.

**CHAPTER XVII. CORPORATE SEAL****Article 47. Corporate Seal**

1. Seals include seals made at seal-engraving establishments or seals in the form of digital signatures in accordance with the provisions of 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 and the branches or representative offices of the company (if any).
3. The Board of Directors and the Director (General Director) shall use, manage, and preserve the seal in accordance with the provisions of the prevailing law.

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

### **Article 48. Termination of operations**

1. The company may be dissolved or terminate its operations in the following cases:
  - a. Upon the expiration of the company's duration of operation, including after any extensions.
  - b. The Court declares the company bankrupt in accordance with the provisions of the prevailing law
  - c. Early dissolution as decided by the General Meeting of Shareholders.
  - d. Revocation of the Enterprise Registration Certificate, unless otherwise provided by the Law on Tax Administration.
  - e. Other cases as provided by law.
2. The early dissolution of the company (including any extended terms) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if mandatory) in accordance with regulations.

### **Article 49. Cases of deadlock between members of the Board of Directors and Shareholders**

Unless otherwise provided in this Charter, Shareholders holding half of the outstanding shares with voting rights in the election of members of the Board of Directors shall have the right to file a complaint to the court to request dissolution based on one or more of the following grounds:

1. The members of the Board of Directors are not in agreement in the management of the company's affairs, leading to a situation where the required number of votes as prescribed for the Board of Directors to operate cannot be obtained.
2. The Shareholders are not in agreement, making it impossible to reach the required number of votes as prescribed to conduct the election of members of the Board of Directors.
3. There is internal disagreement and two (02) or more factions of Shareholders are divided, such that dissolution would be the most beneficial option for all Shareholders.

### **Article 50. Liquidation**

1. At least six (06) months prior to the expiration of the company's duration of operation or following a decision to dissolve the company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its own operational regulations. Members of the Liquidation Committee may be selected from among the company's employees or independent experts. All expenses related to the liquidation shall be prioritized for payment by the company before other debts of the company.
2. The Liquidation Committee is responsible for reporting the date of establishment and the date of commencement of operations to the business registration authority. From that moment, the Liquidation Committee shall represent the company in all matters related to the liquidation of the company before the Court and administrative authorities.

3. Monies collected from the liquidation shall be paid in the following order:
  - a. Liquidation expenses.
  - b. Debts regarding wages, severance allowances, social insurance, and other benefits of employees under the collective labor agreement and signed labor contracts.
  - c. Taxes and other tax-like payables that the company must pay to the State.
  - d. Other debts of the company.
  - e. The remaining balance after paying all debts from items (a) to (d) above shall be distributed to the Shareholders. Preference shares shall be prioritized for payment first.

## **CHAPTER XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 51. Internal dispute resolution**

1. In the event that a dispute or complaint arises relating to the operations of the company or to the rights and obligations of Shareholders as provided in the Charter, the Law on Enterprises, other laws or administrative regulations, between:
  - a. Shareholders and the company;
  - b. Shareholders and the Board of Directors, the Supervisory Board, the Director (General Director) or other managers.

The relevant parties shall endeavor to resolve such dispute through negotiation and conciliation. Except in cases where the dispute involves the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over the dispute resolution and shall require each party to present the practical factors related to the dispute within thirty (30) working days from the date the dispute arises. In the event that the dispute involves the Board of Directors or the Chairperson of the Board of Directors, any party may request the appointment of an independent expert to act as an Arbitrator for the dispute resolution process.

2. In the event that a conciliation decision is not reached within six (06) weeks from the beginning of the conciliation process, or if the decision of the conciliator is not accepted by the parties, any party may refer such dispute to Arbitration or a competent Court.
3. The parties shall bear their own costs related to the negotiation and conciliation procedures. The payment of Court costs shall be implemented in accordance with the judgment of the Court.

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

### **Article 52. Amendments and supplements to the Charter**

1. Any amendment or supplement to this Charter must be considered and decided by the General Meeting of Shareholders. The amended and supplemented Charter must be notified to the competent authorities and disclosed in accordance with the provisions of law.
2. In the event that there are legal provisions related to the company's operations which have not been mentioned in this Charter, or in the event that there are new legal provisions which differ from the terms in this Charter, such legal provisions shall naturally be applied and govern the company's operations.

**CHAPTER XXI. EFFECTIVE DATE****Article 53. Effective Date**

1. This Charter consists of XXI Chapters and 53 Articles, which was unanimously approved by the General Meeting of Shareholders on April 24, 2026, and the full text of this Charter was concurrently approved for effectiveness.
2. This Charter is the unique and official Charter of the company. Copies or extracts of the company's Charter shall be valid when bearing the signature of the Legal Representative of the company or the Chairperson of the Board of Directors.

**LEGAL REPRESENTATIVE****GENERAL DIRECTOR**

(Signed)

**Tran Bao Son**