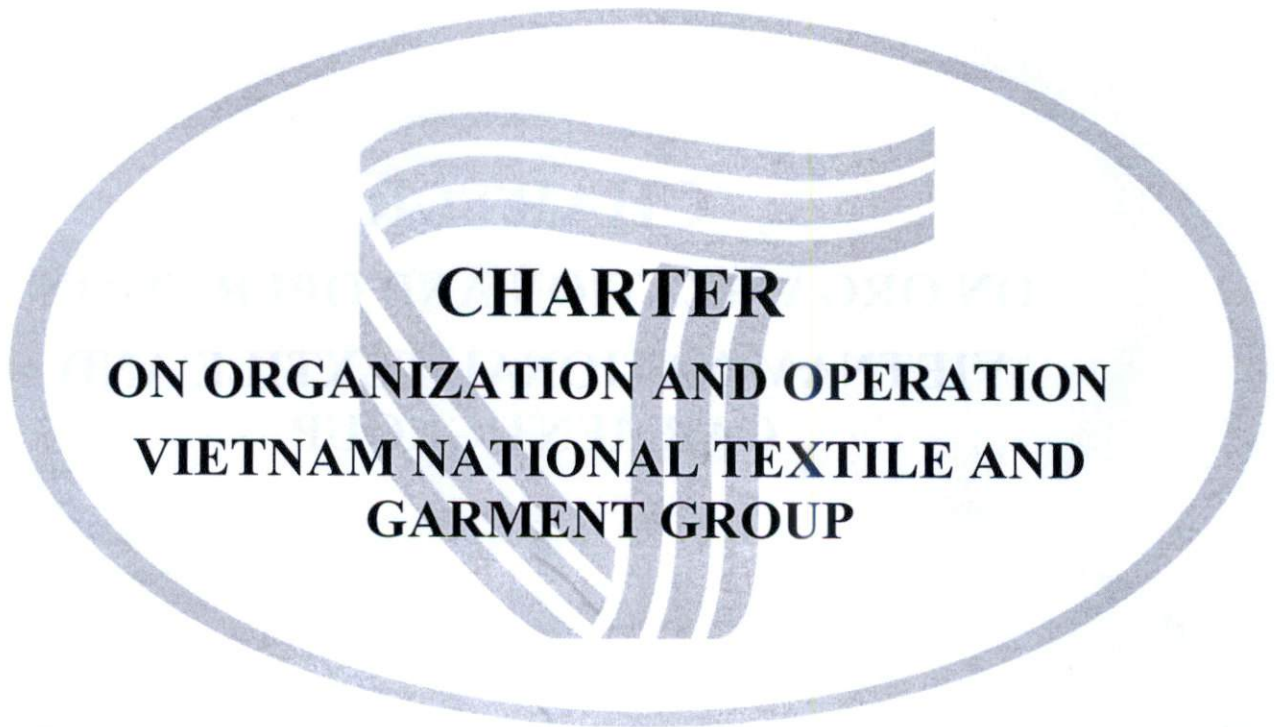


**SOCIALIST REPUBLIC OF VIETNAM**

**Independence – Freedom – Happiness**

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**VINATEX**

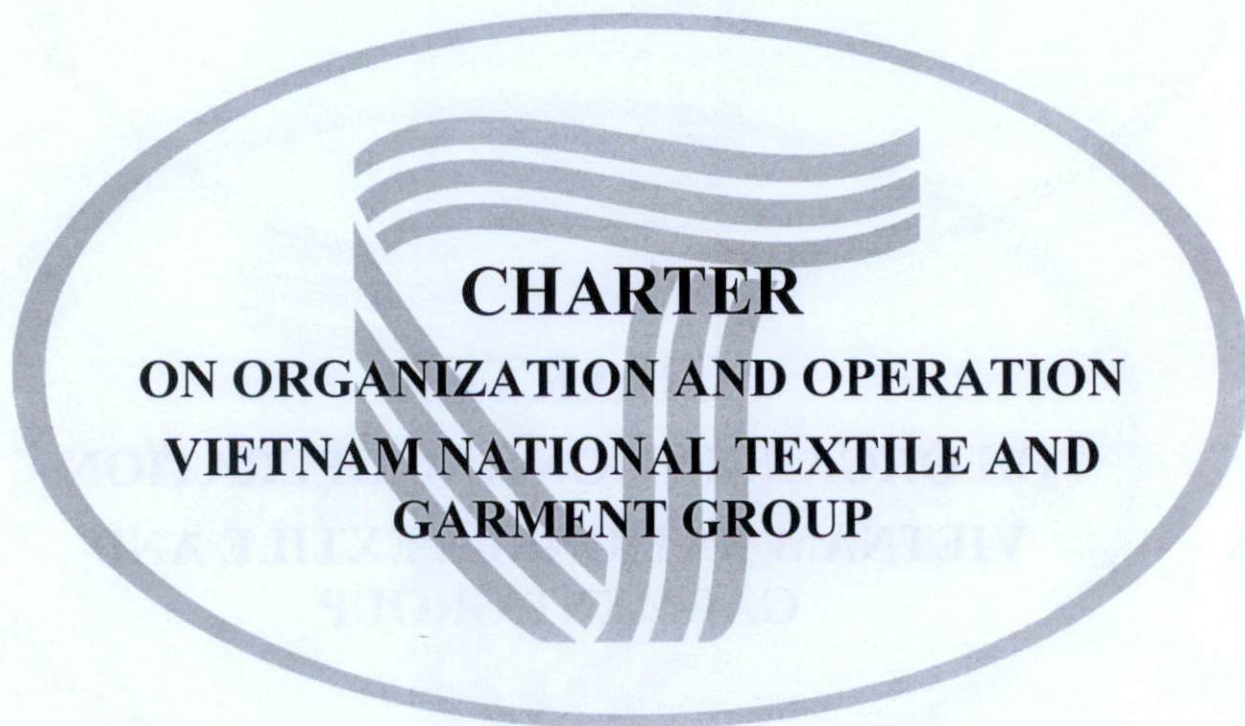
**CHARTER APPROVED BY THE GENERAL MEETING OF  
SHAREHOLDERS OF VINATEX ON 16/6/2025**

*Charter on the Organization and Operation of the Vietnam National  
Textile and Garment Group*

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence – Freedom – Happiness**

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**CHARTER  
ON ORGANIZATION AND OPERATION  
VIETNAM NATIONAL TEXTILE AND  
GARMENT GROUP**

**VINATEX**

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## **PREAMBLE**

### **Pursuant to:**

- The Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its implementing documents;
- The Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its implementing documents.

This Charter on the Organization and Operation of the Vietnam National Textile and Garment Group serves as the legal foundation for all operations of the Group in the form of a joint stock company in accordance with the Law on Enterprises. This Charter, along with the resolutions of the General Meeting of Shareholders, resolutions of the Board of Directors, and other decisions issued by the Group that are lawfully approved, shall constitute binding rules and regulations for the Group's business operations.

This Charter is adopted pursuant to the resolution of the General Meeting of Shareholders dated 16/6/2025 (hereinafter referred to as the "Charter") and is prepared in both Vietnamese and English. In case of any discrepancy between the Vietnamese version and the English version, the Vietnamese version shall prevail.

## **CHAPTER I**

### **DEFINITIONS AND TERMS IN THE CHARTER**

#### **Article 1. Definitions and Terms in the Charter**

1. Unless otherwise provided by the provisions or the context of this Charter, the following terms shall have the meanings as prescribed below:

a) "The Group" or "Vietnam National Textile and Garment Group" as referred to in this Charter means the "VIETNAM NATIONAL TEXTILE AND GARMENT GROUP – PARENT COMPANY," international trade name: VIETNAM NATIONAL TEXTILE AND GARMENT GROUP; abbreviation: VINATEX;

b) "Business Area" means the geographical scope where the Group carries out its production and business activities, including within and outside the territory of Vietnam;

c) "Charter Capital" means the total par value of all types of shares sold as regulated in Article 5 of this Charter;

d) "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and any amended, supplemented or replaced Laws (if any) at relevant times;

e) "Law on Securities" means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and any amended, supplemented or replaced Laws (if any) at relevant times;



f) "Managers" means:

i. Chairman of the Board of Directors, Vice Chairman of the Board of Directors, and members of the Board of Directors;

ii. Enterprise executives, including:

- General Director, Deputy General Director, Executive Director, Chief Accountant;
- Other individuals holding management positions (authorized persons representing VINATEX to sign transactions on behalf of VINATEX) as decided by the Board of Directors from time to time.

g) "Establishment Date" means the date recorded in the initial Enterprise Registration Certificate of the Group operating under the form of a joint stock company;

h) "Law" means all legal normative documents as prescribed in Article 4 of the Law on Promulgation of Legal Documents No. 64/2025/QH13 passed by the National Assembly on February 19, 2025, and any amended, supplemented or replaced laws (if any) at relevant times;

i) "Related Person" means any individual or organization defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;

j) "Shareholder" means an individual or organization owning at least one (01) share of VINATEX;

k) "Operating Term" means the term of operation of VINATEX as prescribed in Article 2 of this Charter and may be changed by a resolution of the General Meeting of Shareholders;

l) "Vietnam" means the Socialist Republic of Vietnam;

m) "Authorized Representative" means a person authorized by a Shareholder who is an organization through written authorization or other lawful forms of authorization to exercise the Shareholder's rights in accordance with the Law;

n) "Authorized Attendee" means a person authorized by a Shareholder (organization or individual) or the Authorized Representative of the Shareholder to attend and vote at the General Meeting of Shareholders;

o) "Branch" means a dependent unit of VINATEX, legally established in Vietnam or abroad, tasked with performing all or part of VINATEX's functions, including authorized representation functions. The business sectors and industries of the Branch must be consistent with those of VINATEX;

p) "Representative Office" means a dependent unit of VINATEX tasked with representing VINATEX's interests and protecting such interests on authorization. The organization and operation of the Representative Office comply with legal regulations;



q) "Subsidiary" of VINATEX means a company falling under one of the following cases:

i. VINATEX owns more than fifty percent (50%) of the charter capital or total common shares of that company;

ii. VINATEX has the direct or indirect right to appoint the majority or all members of the Board of Directors, Director, or General Director of that company;

iii. VINATEX has the right to decide on the amendment and supplementation of its company charter.

r) "Affiliate" means a company in which VINATEX owns shares or capital contributions that do not fall under the cases prescribed in point (q) clause 1 of this Article, and is bound by rights and obligations with VINATEX according to the contributed capital ratio or the association contract signed between that company and VINATEX. An Affiliate may be organized as a Joint Stock Company, a Multi-member Limited Liability Company, or a company operating abroad;

s) "Public Service Unit" means training schools, research institutes, medical centers, museums, and other public service units established and invested by VINATEX with infrastructure, self-financing their operational costs from VINATEX's capital, and operating in accordance with legal regulations;

t) "Internal Governance Regulations of VINATEX" means the internal corporate governance regulations of VINATEX developed by the Board of Directors and submitted to the General Meeting of Shareholders for approval, which regulate the management and administration of VINATEX in compliance with applicable laws at each time;

u) "Major Shareholder" means a Shareholder owning five percent (05%) or more of the total voting shares of VINATEX.

2. The headings (chapters, articles) in this Charter are included for convenience of reference only and shall not affect the nature of the content and structure of the Charter.

3. Terms or expressions defined in the Law on Enterprises or the Law on Securities (if not inconsistent with the subject or context) shall have the same meaning in this Charter.

4. Any provision or document referenced in this Charter shall include any amendments, supplements, or replacements of such provision or document.



## **CHAPTER II**

### **NAME, FORM, HEADQUARTERS, LEGAL REPRESENTATIVE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, AND DURATION OF OPERATIONS OF VINATEX**

**Article 2. Name, form, headquarters, legal representative, branches, representative offices, business locations, and duration of operations of VINATEX**

1. Name and address of the head office

a) Vietnamese name: **Tập đoàn Dệt May Việt Nam;**

b) Type of entity: **Joint Stock Company;**

c) International trading name: **VIETNAM NATIONAL TEXTILE AND  
GARMENT GROUP;**

d) Abbreviation: **VINATEX;**

e) Head office address: No. 25 Ba Trieu Street, Hang Bai Ward, Hoan Kiem District, Hanoi City, Vietnam;

f) Telephone: (84.24) 38257700; Fax: (84.24) 38262269;

g) Website: [www.vinatex.com.vn](http://www.vinatex.com.vn)

2. Vietnam National Textile and Garment Group (VINATEX) has legal status under Vietnamese law from the date of issuance of the Enterprise Registration Certificate; possesses its own seal; is entitled to open bank accounts as prescribed by law; is organized and operates pursuant to the Charter of the Group, in accordance with the Enterprise Law and relevant legal provisions.

3. VINATEX has one (01) legal representative, who is the General Director. The rights and obligations of VINATEX's legal representative shall be governed by the provisions in Article 30 of this Charter.

4. VINATEX may establish Branches, Representative Offices, and Business Locations; may divide, split, merge, consolidate, or convert its subordinate units within the business area to achieve the Group's objectives, in accordance with resolutions of the General Meeting of Shareholders, the Board of Directors, and applicable laws.

5. The duration of operation of VINATEX is indefinite unless otherwise decided by the General Meeting of Shareholders.

## **CHAPTER III**

### **OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF VINATEX**

**Article 3. Objectives and Scope of Business**

1. Objectives:



Develop VINATEX into a leading destination capable of providing comprehensive solutions for sustainable and green fashion to corporate customers within the global supply chain of the textile and garment industry, with a scale leading Vietnam and the region.

## 2. Scope of Business:

No.	Industry Code	Industry Name
1	3290	<p>Other manufacturing not elsewhere classified</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Manufacturing from raw materials, auxiliaries, materials, equipment, spare parts, chemicals, dyes, various types of yarns, fabrics, sewing threads, towels, carpets, jute, silk, silk fabric, technical textiles, non-woven fabrics, interior decoration fabrics;</li> <li>- Production of cotton fiber, synthetic fiber; raw materials, auxiliaries, packaging for production and processing of cotton and synthetic fiber; production of biological products for the cotton and fiber plant industry (such as biological pesticides, inorganic organic fertilizers, foliar fertilizers, growth regulators); processing of agricultural and forestry products;</li> <li>- Manufacturing and installation of mechanical products and industrial machinery and equipment.</li> </ul>
2	4669	<p>Other specialized wholesale trade not elsewhere classified</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Trading raw materials, auxiliaries, materials, equipment, spare parts, chemicals, dyes, various types of yarns, fabrics, woven and knitted garments, sewing threads, towels, carpets, jute, silk, silk fabric, technical textiles, non-woven fabrics, interior decoration fabrics;</li> <li>- Trading cotton fiber, synthetic fiber; raw materials, auxiliaries, packaging for production and processing of cotton and synthetic fiber;</li> <li>- Trading and import-export of food technology products, handicrafts;</li> <li>- Trading and import-export of other consumer goods;</li> </ul>

No.	Industry Code	Industry Name
		<ul style="list-style-type: none"> <li>- Trading and import-export of rubber, scrap, and iron finished products;</li> <li>- Technical services and trading of plant varieties, fertilizers, and other agricultural supplies.</li> </ul>
3	4641	<p>Wholesale of fabrics, garments, and footwear</p> <p>Details:</p> <p>Distribution and wholesale of textile products domestically and internationally.</p>
4	4771	<p>Retail sale of garments, footwear, leather and imitation leather goods in specialized stores</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Distribution and retail sale of textile products domestically and internationally;</li> <li>- Trading of textile products.</li> </ul>
5	8299	<p>Other business support service activities not elsewhere classified</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Import and export of garments (including types of cotton fibers, knitted fabrics, sewing threads, towels, wool, carpets, jute fibers, raw silk); textile and garment machinery and spare parts, accessories, chemicals, dyes; fashion design equipment;</li> <li>- Performing commercial services and industrial-type operations;</li> <li>- Petroleum trading under consignment;</li> <li>- Overseas investment; acting as a representative for foreign companies in Vietnam.</li> </ul>
6	8531	<p>Elementary-level vocational training</p> <p>Details:</p> <p>Providing elementary-level vocational training programs that equip learners with the ability to perform simple tasks of a specific trade. The training duration ranges from 3 months to less than 1 academic year, with a minimum of 300</p>



No.	Industry Code	Industry Name
		actual study hours for learners who meet the educational requirements suitable for the intended trade.
7	8532	<p>Intermediate-level vocational training</p> <p>Details:</p> <p>Providing training, conducting scientific research, and technology transfer; offering vocational training in textile weaving, spinning, dyeing, industrial garment manufacturing, mechanics, maintenance, finance, accounting, information technology, and textile and garment enterprise management.</p>
8	8533	<p>College-level training</p> <p>Details:</p> <p>Providing college-level education to enable learners to perform tasks at intermediate level and handle more complex tasks within their specialization or profession; to be capable of innovation and the application of modern techniques and technologies to their work; and to guide and supervise others in team settings. The duration of college-level training under the academic year-based system ranges from 2 to 3 years depending on the major or profession for learners holding a high school diploma; and from 1 to 2 years depending on the major or profession for learners who already hold an intermediate-level diploma in the same major or profession and have either a high school diploma or have completed and passed the required general education curriculum at high school level.</p>
9	7120	<p>Technical testing and analysis</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Inspection, verification, and quality control of raw materials, auxiliaries, chemicals, dyes, and textile and garment products;</li> <li>- Inspection and testing of cotton seeds and crop varieties used in agricultural and forestry production, including intercropping and crop rotation systems involving cotton (e.g., corn, beans);</li> </ul>

No.	Industry Code	Industry Name
		- Quality testing of cotton and fibers serving business operations and scientific research.
10	7490	<p>Other professional, scientific and technological activities not elsewhere classified</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Consultancy in design and development of investment projects in the textile and environmental sectors;</li> <li>- Supervision, inspection, and evaluation consultancy in the fields of technical production, commerce, and environment; consultancy in design, investment services, and infrastructure business; consultancy and design of technological processes and machinery layout for the civil industry;</li> <li>- Scientific and technological services.</li> </ul>
11	4632	<p>Wholesale of foods</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Trading and import-export of agricultural, forestry, and aquatic products;</li> <li>- Trading and import-export of nutritional beverages.</li> </ul>
12	4511	<p>Wholesale of automobiles and other motor vehicles</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Trading and import-export of automobiles;</li> <li>- Trading and import-export of transportation vehicles.</li> </ul>
13	4541	<p>Retail sale of motorcycles and motorbikes</p> <p>Details:</p> <p>Trading and import-export of motorbikes.</p>
14	4659	<p>Wholesale of other machinery, equipment and spare parts</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Trading and import-export of office equipment, electrical materials, spare parts, machinery, industrial equipment; optical instruments, inspection and measurement systems for laboratory work;</li> </ul>



No.	Industry Code	Industry Name
		- Trading and repairing mechanical products and industrial machinery and equipment.
15	4649	Wholesale of other household goods Details: Trading and import-export of stationery, various cosmetics.
16	4652	Wholesale of electronic equipment and telecommunications components Details: Trading and import-export of audio, lighting, and electronic equipment.
17	4651	Wholesale of computers, peripheral devices, and software Details: Trading and import-export of software and IT equipment.
18	4663	Wholesale of other construction materials and equipment installation Details: Trading and import-export of steel and non-ferrous metals.
19	4773	Retail sale of other new goods in specialized stores Details: Retail trading of consumer products, industrial supplies, and other consumer goods.
20	6810	Real estate business, land use rights owned, used, or leased Details: - Leasing houses for business purposes (kiosks, shopping centers); leasing warehouses; - Investing in and operating infrastructure, industrial zones, and urban areas: real estate business with ownership or leasing rights; business development of houses, industrial zones, urban areas; leasing factories; housing rental services; office leasing; investment in postal and telecommunications business; investment in construction,

No.	Industry Code	Industry Name
		management, and operation of markets, shopping centers, supermarkets.
21	5229	Other transport-related support service activities Details: - Parking lots, vehicle parking services; - Airline ticket agency.
22	1079	Manufacture of other food products not elsewhere classified Details: Processing, manufacturing, and preliminary processing of agricultural, forestry, fishery, and seafood products.
23	8292	Packaging services Details: Packaging of fresh food, processed food, dried food, various types of cakes and jams.
24	4789	Retail sale of other goods by mobile vendors or at markets Details: Mobile sale of goods registered in the business registration license.
25	4321	Installation of electrical systems Details: Construction and installation of residential and industrial electrical systems; installation of refrigeration electrical systems.
26	7410	Specialized design activities Details: - Design, manufacture of equipment, components, and installation of crane systems, lifts, elevators; design serving the industrial sector; - Fashion design related to textiles, apparel, and other fashion goods.



No.	Industry Code	Industry Name
27	4299	Construction of other civil engineering works Details: Construction and installation services for the industrial sector and civil construction.
28	5210	Warehousing and storage of goods Details: Engaging in warehousing and logistics services, including bonded warehouse operations.
29	7912	Tour operation Details: - Tourism services; - Domestic travel and tour operation.
30	5510	Short-term accommodation services Details: Hotel services.
31	5610	Restaurant and mobile catering services Details: - Restaurant services; - Casual dining services.
32	8211	General administrative office services Details: Office services.
33	4933	Road freight transport Details: Transportation services.
34	9000	Creative, artistic, and entertainment activities Details:

No.	Industry Code	Industry Name
		Recreational services: video games, bowling, billiards, table tennis, and other games serving sports activities.
35	6190	Other telecommunications activities Details: Postal and telecommunications agency services.
36	8230	Trade promotion and introduction organizations Details: Organizing trade fairs, exhibitions, and fashion shows both domestically and internationally.
37	7310	Advertising Details: Advertising, billboards, and posters.
38	1811	Printing
39	5819	Other publishing activities Details: Publishing and distributing publications both domestically and internationally.
40	4633	Wholesale of beverages Details: Trading in beer and alcoholic beverages.
41	4634	Wholesale of tobacco products Details: Trading in various types of tobacco products.
42	3600	Water collection, treatment, and supply Details: Environmental treatment.
43	3700	Sewerage and wastewater treatment Details: Environmental treatment.
44	3811	Collection of non-hazardous waste



No.	Industry Code	Industry Name
		Details: Environmental treatment.
45	3821	Treatment and Disposal of Non-Hazardous Waste Details: Environmental treatment.
46	3830	Recycling of scrap materials Details: Environmental treatment.
47	3900	Pollution control and other waste management activities Details: Environmental treatment. (For conditional business sectors, enterprises may only operate when meeting all legal requirements)
48	1311	Manufacture of fibers.
49	1391	Manufacture of knitted, crocheted fabrics, and other non-woven fabrics.
50	1392	Manufacture of finished textile products (except apparel).
51	0116	Cultivation of fiber crops.
52	0129	Cultivation of other perennial crops.
53	0220	Logging and timber harvesting.
54	1410	Manufacture of clothing (except fur apparel) Details: - Manufacture of garments, using any type of material that can be coated, laminated, or vulcanized; - Manufacture of protective workwear; - Manufacture of outerwear made from wool, knitted or non-knitted fabrics, for women, men, and children; - Manufacture of underwear or sleepwear made from wool or knitted fabrics for men, women, or children.
55	7710	Motor vehicle rental Details: - Car rental;

No.	Industry Code	Industry Name
		- Rental of other motor vehicles.
56	7730	Rental of machinery, equipment, and other tangible goods without operator Details: - Rental of office machinery and equipment; - Rental of other machinery, equipment, and tangible goods not elsewhere classified.
57	7740	Rental of non-financial intangible assets
58	1312	Manufacture of woven fabrics
59	1313	Finishing of textiles
60	1393	Manufacture of carpets, blankets, and mattresses
61	1399	Manufacture of other textile products not elsewhere classified Details: - Manufacture of stretchable clothing fabrics; - Manufacture of other textile products.
62	1430	Manufacture of knitted and crocheted apparel
63	3511	Electricity generation Details: Electricity production from solar energy

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

1. VINATEX is permitted to plan and carry out all business activities in accordance with its Enterprise Registration Certificate and this Charter, in compliance with current laws, and to implement appropriate measures to achieve VINATEX's objectives.

2. VINATEX may engage in other business activities not prohibited by law and approved by the General Meeting of Shareholders.



## **CHAPTER IV**

### **CHARTER CAPITAL AND SHARES**

#### **Article 5. Charter Capital and Shares**

1. At the time of adoption of this Charter, the Charter Capital of VINATEX is five trillion (5,000,000,000,000) VND. The Charter Capital is divided into five hundred million (500,000,000) shares, with a par value of ten thousand VND (10,000 VND) per share.

2. All shares of VINATEX at the time of adoption of this Charter are ordinary shares. The rights and obligations of shareholders holding ordinary shares are specified in Articles 11 and 12 of this Charter.

3. VINATEX may change its Charter Capital only with the approval of the General Meeting of Shareholders and in accordance with legal regulations, except as provided in Clauses 7 and 8 of this Article.

4. Upon approval of the General Meeting of Shareholders, VINATEX may issue preference shares in accordance with applicable laws.

5. Newly issued ordinary shares shall be offered first to exist shareholders in proportion to their current shareholding in VINATEX, unless otherwise provided by the General Meeting of Shareholders. VINATEX must notify the shareholders of the offer, clearly stating the number of shares offered and a reasonable subscription period (not less than twenty-one (21) days). Any shares not subscribed for within the notified period shall be under the control of the Board of Directors, who may distribute or gift the purchase rights to such shares to other parties, under terms and conditions deemed appropriate by the Board, provided that the shares are not sold under more favorable conditions than those offered to the shareholders, unless otherwise approved by the General Meeting of Shareholders or as required by securities laws.

6. VINATEX may repurchase its own shares in any manner permitted by law and, where appropriate, within the authority set forth in this Charter and the Law on Enterprises. Any shares repurchased (treasury shares) may be re-offered by the Board of Directors in a manner approved by the General Meeting of Shareholders and in accordance with applicable laws.

7. With the approval of the General Meeting of Shareholders, the Board of Directors may issue convertible bonds and bonds with warrants, allowing the warrant holders to purchase shares in accordance with applicable laws.

8. Charter Capital may be increased without further approval from the General Meeting of Shareholders in the following case:

If the General Meeting of Shareholders has approved a plan for the issuance of convertible bonds and/or bonds with warrants that allow the holders to purchase shares of VINATEX, such approval shall be deemed to include the approval for the corresponding adjustment of Charter Capital at the time when the bondholders exercise



their conversion or subscription rights in accordance with the approved issuance plan. In this case, the Charter Capital of VINATEX shall be automatically increased in proportion to the number of shares converted or subscribed for, without requiring additional approval from the General Meeting of Shareholders. The Board of Directors shall be deemed authorized by the General Meeting of Shareholders to carry out all necessary procedures for the corresponding Charter Capital adjustment.

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

1. A share is a certificate issued by VINATEX, an entry in the shareholder register, or electronic data confirming ownership of one or more shares in VINATEX. Shares must contain the main contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.

2. Preferred shares (if any) issued by VINATEX must contain additional information as stipulated in Articles 116, 117, and 118 of the Law on Enterprises.

3. Except as provided in Clause 7 of this Article, shareholders of VINATEX are entitled to be issued share certificates or confirmations corresponding to the number and type of shares they own within thirty (30) days from the date of fully submitting the application for share transfer as prescribed by VINATEX or the date of full payment for share purchases as specified in VINATEX's share issuance plan. Shareholders shall not be required to pay for the printing of share certificates.

4. In case only a portion of shares in a share certificate is transferred, the old certificate shall be canceled and a new certificate reflecting the remaining shares will be issued free of charge to the shareholder.

5. If a share certificate is lost, destroyed, or otherwise damaged, the shareholder may request VINATEX to reissue the certificate. The shareholder's request must include the following:

- a) Information about the lost, destroyed, or damaged certificate;
- b) A commitment to take responsibility for any disputes arising from the reissuance.

6. Unless otherwise provided by relevant laws, all share, bond, or other security certificates of VINATEX (excluding offering letters, temporary certificates, and similar documents) shall bear the seal and specimen signature of VINATEX's legal representative.

7. Within the framework of applicable laws and the securities market, VINATEX may issue shares in uncertificated form and allow their transfer. The Board of Directors may also, from time to time, enact other rules replacing those specified in this Article regarding share certificates and transfer.



## **Article 7. Share Transfer**

1. All ordinary shares are freely transferable unless otherwise prescribed by law. The transferor remains the owner of the relevant shares until the transferee's name is recorded in VINATEX's shareholder register. Shares registered for trading/listed on the Stock Exchange shall be transferred in accordance with the Law on Securities and the securities market.

2. Unpaid shares cannot be transferred and do not entitle the holder to benefits such as dividends, bonus shares, rights to purchase newly issued shares, or other rights under applicable laws.

3. Transfer of preferred shares (if any) shall be governed by separate provisions applicable to each type of preferred share.

## **Article 8. Inheritance of Shares**

1. VINATEX respects the right to inheritance of shares. Inheritance shall be handled in accordance with the Civil Code and other applicable laws.

2 In the event a shareholder who is a natural person dies, VINATEX recognizes the following individuals as the rightful owners of the deceased's shares:

a) Heirs under a will or under the law;

b) In cases where multiple individuals inherit the shares of the deceased shareholder, they must appoint one (01) person to act as the sole representative owner by means of a notarized power of attorney, and must comply with the provisions of this Charter. VINATEX shall not be responsible for resolving disputes among the heirs..

3. Upon lawful acquisition or inheritance of shares, the heir shall register as the new owner and enjoy all rights and obligations of a shareholder, including liabilities affiliates with the inherited shares.

4. Shares owned by members of the Board of Directors and Supervisors are inheritable in accordance with the provisions of the law and the VINATEX Charter. However, the heir of such shares does not automatically inherit the rights as a member of the Board of Directors or Supervisor.

## **Article 9. Share Recall**

1. If a Shareholder fails to pay in full and on time the amount for purchasing shares as stipulated by the Enterprise Law, the Board of Directors may at any time send a notice to such Shareholder requesting payment of the outstanding amount together with accrued interest (if any) on that amount and any costs incurred due to non-payment to VINATEX.

The payment notice must clearly specify the payment deadline (at least 07 days from the date of sending the notice), the payment location, and must clearly state that if payment is not made as required, the unpaid shares will be subject to repurchase.



2. If the requirements of any such notice are not fulfilled, the Board of Directors may repurchase all shares referred to in that notice at any time before the Shareholder makes full payment of all amounts due, accrued interest, and related costs. This repurchase shall include all declared dividends on the repurchased shares that have not actually been paid up to the date of repurchase. The Board of Directors may accept the delivery of the repurchased shares in accordance with Clause 4 of this Article and other cases provided in this Charter.

3. Shares repurchased are considered shares authorized for offering as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors of VINATEX may directly or by authorization sell or redistribute such shares under conditions and methods deemed appropriate by the Board of Directors.

4. Shareholders holding repurchased or delivered shares shall forfeit their shareholder status for those shares but remain responsible for paying VINATEX all amounts related to such shares that are payable to VINATEX at the time of repurchase or delivery, plus interest at the rate prescribed by the Board of Directors' resolution from the date of repurchase or delivery until payment is made. The Board of Directors has full authority to enforce full payment of the share value at the time of repurchase or delivery and may waive or reduce part or all of such payment. A repurchase notice shall be sent to the holder of the repurchased shares prior to the repurchase date. The repurchase remains effective even in cases of error or negligence in sending the notice.

## **CHAPTER V**

### **ORGANIZATIONAL MANAGEMENT STRUCTURE**

#### **Article 10. Organizational Management Structure**

The organizational management structure of VINATEX includes:

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

## **CHAPTER VI**

### **SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS OF VINATEX**

#### **Article 11. Rights of Shareholders**

1. Shareholders are the owners of VINATEX and shall have the rights and obligations corresponding to the number and types of shares they own. Shareholders



shall only be liable for the debts and other financial obligations of VINATEX within the scope of the shares they own.

2. Holders of ordinary shares shall have the following rights:

a) To attend and speak at General Meetings of Shareholders and exercise the right to vote directly at such meetings or through an authorized representative, or exercise the voting right by sending voting ballots by post, voting at online meetings, electronic voting, or other electronic means. Each ordinary share shall carry one (01) voting right;

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

c) To freely transfer fully paid shares in accordance with Article 7 of this Charter and the prevailing laws;

d) To be given priority in subscribing for new shares offered for sale in proportion to the number of ordinary shares they own;

e) To review, inspect, and extract information regarding the names and contact addresses of shareholders eligible to vote; to request corrections of inaccurate information about themselves;

f) To review, inspect, extract, or copy the Charter, minutes of General Meetings of Shareholders, and resolutions of the General Meeting of Shareholders;

g) In the event of dissolution or bankruptcy of VINATEX, to receive a portion of the remaining assets in proportion to the capital contributed to VINATEX after it has settled all debts (including obligations to the state, taxes, fees) and payments to holders of other classes of shares in accordance with the law;

h) To request VINATEX to repurchase their shares in the cases prescribed in Article 132 of the Law on Enterprises;

i) To be treated equally. Each share of the same type shall confer equal rights, obligations, and interests on the shareholder. If VINATEX issues preferred shares, the rights and obligations attached thereto must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

j) To have access to periodic and ad-hoc information disclosed by VINATEX in accordance with the law;

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

l) Other rights as prescribed in this Charter and by law.

3. A shareholder or group of shareholders holding five (05)% or more of the total ordinary shares shall have the following rights:

a) To request the convening of a General Meeting of Shareholders in the



following cases:

- i. The Board of Directors seriously violates the rights of shareholders, the obligations of managers, or makes decisions beyond its delegated authority;
- ii. Other cases as provided in this Charter.

A request to convene a General Meeting of Shareholders must be made in writing and shall include the full name, contact address, nationality, and legal identification number of the individual shareholder; the name, head office address, enterprise code or legal identification number of the organizational shareholder; the number of shares and date of share registration of each shareholder, the total number of shares of the entire group of shareholders and their ownership percentage in the total shares of VINATEX; and the grounds and reasons for requesting the General Meeting of Shareholders.

Supporting documents and evidence of the Board of Directors' violations or excessive decisions must accompany the request.

b) To review, inspect, and extract minutes and resolutions or decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions requiring approval by the Board of Directors, and other documents except those relating to trade or business secrets of VINATEX;

c) To examine and receive copies or extracts of the list of shareholders eligible to attend and vote at the General Meeting of Shareholders;

d) To request the Board of Supervisors to examine specific matters related to the management and operation of VINATEX when deemed necessary. The request must be made in writing and must include: full name, contact address, nationality, and legal identification of the shareholder in case of an individual; name, head office address, enterprise registration number or legal identification of the shareholder in case of an organization; number of shares and the time of share registration of each shareholder, the total number of shares of the shareholder group, and the ownership ratio in the total shares of VINATEX; the matter to be examined, and the purpose of the examination;

e) To propose matters to be included in the agenda of the General Meeting of Shareholders;

f) Other rights as stipulated in this Charter and the Law.

4. A shareholder or a group of shareholders holding ten (10)% or more of the total number of ordinary shares shall have the right to nominate candidates to the Board of Directors and the Board of Supervisors. The nomination shall be conducted as follows:

a) A shareholder or group of shareholders holding:

i. From ten (10)% to less than twenty (20)% may nominate up to one (01) candidate;



ii. From twenty (20)% to less than thirty (30)% may nominate up to two (02) candidates;

iii. From thirty (30)% to less than forty (40)% may nominate up to three (03) candidates;

iv. From forty (40)% to less than fifty (50)% may nominate up to four (04) candidates;

v. From fifty (50)% to less than sixty (60)% may nominate up to five (05) candidates;

vi. From sixty (60)% to less than seventy (70)% may nominate up to six (06) candidates;

vii. From seventy (70)% to less than eighty (80)% may nominate up to seven (07) candidates;

viii. From eighty (80)% to less than ninety (90)% may nominate up to eight (08) candidates.

b) In the event that the number of candidates nominated by the shareholders or group of shareholders is insufficient for the required number of candidates to be elected to the Board of Directors or the Board of Supervisors, the incumbent Board of Directors and Board of Supervisors may nominate additional candidates, which must be approved by the General Meeting of Shareholders prior to the election.

c) The procedures for the election of members of the Board of Directors and the Board of Supervisors shall be specified in the internal corporate governance regulations of VINATEX and in the election regulations approved at the General Meeting of Shareholders.

## **Article 12. Obligations of Shareholders**

1. Shareholders shall have the following obligations:

a) To comply with this Charter and VINATEX's internal corporate governance regulations; to abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;

b) To attend the General Meeting of Shareholders and exercise the right to vote through one of the following methods:

i. Attending and voting directly at the meeting;

ii. Authorizing another person to attend and vote at the meeting;

iii. Attending and voting via online meeting, electronic voting, or other electronic means;

iv. Sending voting ballots to the meeting by mail, fax, or email.

c) To pay in full for the shares registered for subscription in accordance with



prescribed procedures; to be liable for debts and other property obligations of VINATEX within the amount of capital contributed to VINATEX. Shareholders may not withdraw capital contributed to the form of ordinary shares from VINATEX in any form, except in cases where the shares are repurchased by VINATEX or by another person. In case a shareholder withdraws part or all the share capital in contravention of this provision, such shareholder and any related beneficiary within VINATEX shall be jointly liable for the debts and other property obligations of VINATEX within the value of the withdrawn shares and any resulting damages;

d) To provide accurate addresses when registering to purchase shares and to promptly notify VINATEX of any changes to the registered information;

e) To bear personal liability when acting on behalf of VINATEX in any form to perform any of the following acts;

f) To bear personal liability when acting on behalf of VINATEX in any form to perform any of the following acts:

i. Violation of the law;

ii. Conducting business and other transactions for personal gain or for the benefit of other organizations or individuals;

iii. Making payments of undue debts in the event of potential financial risks to VINATEX;

g) To personally bear the costs when directly or jointly requesting the convening of the General Meeting of Shareholders based on inappropriate reasons or grounds.

h) To maintain the confidentiality of information provided by VINATEX in accordance with this Charter and the law; to use such information solely for the purpose of exercising and protecting their lawful rights and interests; it is strictly prohibited to disseminate, copy, or send such information to other organizations or individuals;

i) To fulfill other obligations as stipulated in this Charter and by law.

2. Major shareholders shall have the following additional obligations:

a) Any organization or individual becoming a major shareholder of VINATEX must report to VINATEX, the State Securities Commission, and the stock exchange where VINATEX's shares are traded/listed within five (05) working days from the date of becoming a major shareholder. Ownership reports of major shareholders shall be made in accordance with the securities law;

- Major shareholders shall not abuse their dominant position to cause harm to the rights and interests of VINATEX or other shareholders;

- Major shareholders shall be obligated to disclose information in accordance with the law.

b) In the event of any change in share ownership crossing the threshold of one



(01)% of the voting shares, major shareholders shall disclose information and report to VINATEX, the State Securities Commission, and the stock exchange where VINATEX's shares are traded/listed within five (05) working days from the date of such change in accordance with the securities law;

c) The provisions under Points (a) and (b) of this Clause shall also apply to Related Persons who own five (05)% or more of VINATEX's voting shares;

d) The provisions under Points (a), (b), and (c) of this Clause shall not apply to persons who do not proactively carry out transactions, in the event that changes in the ownership ratio of voting shares arise from VINATEX repurchasing its own shares or issuing additional shares.

### **Article 13. General Meeting of Shareholders**

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making body of VINATEX. The General Meeting of Shareholders shall convene annually once (01) per year and must be held within four (04) months from the end of the fiscal year; this period may be extended but not exceeding six (06) months from the end of the fiscal year, as decided by the Board of Directors. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders is determined as the place where the chairperson of the meeting attends and must be within the territory of Vietnam.

2. The Board of Directors shall organize and convene the Annual General Meeting of Shareholders and select a suitable meeting location within the territory of Vietnam. The Annual General Meeting of Shareholders shall resolve matters stipulated by the Law and this Charter, specifically approving the annual financial statements and the budget for the subsequent financial year. In cases where the audited annual financial statements of VINATEX contain material exceptions, adverse audit opinions, or disclaimers, VINATEX must invite a representative from the approved independent auditing firm that conducted the audit to attend the Annual General Meeting of Shareholders, and such representative is responsible for attending VINATEX's Annual General Meeting of Shareholders.

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

- a) When the Board of Directors deems it necessary for the interests of VINATEX;
- b) When the number of members of the Board of Directors, Supervisors, or non-executive members of the Board of Directors is less than the number prescribed by law;
- c) Upon a written request from shareholders or groups of shareholders as stipulated in Clause 3, Article 11 of this Charter;
- d) Upon request by the Board of Supervisors if it has grounds to believe that any Manager has seriously violated their duties under Article 165 of the Law on Enterprises



or the Board of Directors is acting or intends to act beyond its authority;

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

4. Responsibility for convening extraordinary meetings of the General Meeting of Shareholders:

a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within thirty (30) days from the date when the number of members of the Board of Directors, Supervisors, or non-executive members falls below the minimum as stipulated at Point (b), Clause 3 of this Article or from the date of receipt of the request as stipulated in Points (c) and (d), Clause 3 of this Article. If the Board of Directors fails to convene the General Meeting of Shareholders as stipulated, the Chairperson, Vice Chairperson, and members of the Board of Directors shall be liable before the law and must compensate VINATEX for any arising damages;

b) If the Board of Directors does not convene the meeting as mentioned above, then within the next thirty (30) days, the Board of Supervisors shall be responsible for convening the meeting in place of the Board of Directors. If the Board of Supervisors fails to convene the meeting, it shall be liable before the law and must compensate VINATEX for any arising damages;

c) If the Board of Supervisors does not convene the meeting, then within the next thirty (30) days, the shareholders or group of shareholders that made the request under Point (c), Clause 3 of this Article shall have the right to convene the General Meeting of Shareholders in place of the Board of Directors and the Board of Supervisors. In such case, the shareholders or group of shareholders convening the General Meeting may request the Business Registration Authority to supervise the meeting's convening and proceedings if deemed necessary;

d) All expenses related to the convening and conducting of the General Meeting of Shareholders shall be borne by VINATEX. These expenses do not include costs incurred by shareholders in attending the meeting, including accommodation and travel expenses;

e) The person convening the General Meeting of Shareholders shall be responsible for carrying out the tasks specified in Clause 2, Article 17 of this Charter.

**Article 14. Rights and Obligations of the General Meeting of Shareholders**

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

a) To approve the development orientation of VINATEX; to change or supplement business lines and sectors; to approve VINATEX's annual business plan;

b) To decide on the types of shares and the total number of shares of each type to be offered for sale; to issue convertible bonds and bonds with warrants that entitle holders to purchase shares at a predetermined price; to determine the annual dividend



rate for each class of shares;

c) To determine the number of members of the Board of Directors and the Board of Supervisors; to elect, dismiss, remove, or replace members of the Board of Directors and Supervisors;

d) To decide on investment in or the sale of assets valued at thirty-five percent (35%) or more of the total asset value of VINATEX recorded in the latest audited separate financial statements;

e) To decide on amendments and supplements to the Charter;

f) To approve the audited annual financial statements;

g) To decide on the repurchase by VINATEX of more than ten percent (10%) of the total number of issued shares of each class;

h) To consider and handle violations by members of the Board of Directors or Supervisors that cause damage to VINATEX and its shareholders;

i) To decide on the reorganization or dissolution of VINATEX;

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

k) To approve the internal governance regulations of VINATEX; regulations on the operations of the Board of Directors and the Board of Supervisors;

l) To approve the list of approved audit firms; to decide on the approved audit firm to audit VINATEX's operations; to dismiss approved auditors when deemed necessary;

m) To approve the report of the Board of Directors on governance and operational performance of the Board of Directors and each of its members; the self-assessment report of the Board of Supervisors and Supervisors; the report of the Board of Supervisors on VINATEX's business results, the performance of the Board of Directors and the General Director;

n) To approve contracts and transactions as stipulated in Clauses 3 and 4, Article 34 of this Charter;

o) Other rights and obligations as stipulated in this Charter, other internal regulations of VINATEX, and relevant laws.

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

3. Shareholders are not entitled to vote on any resolution relating to:

a) Contracts or transactions stipulated in Point (n), Clause 1 of this Article if such shareholders have related interests in the parties involved in such contracts or transactions;



b) The repurchase of shares by VINATEX from such shareholders or any related persons of such shareholders, except where shares are repurchased on a pro rata basis from all shareholders in accordance with Clause 3, Article 133 of the Law on Enterprises.

#### **Article 15. Authorized Representatives and Proxy Attendees**

1. A shareholder that is an organization shall have the right to appoint one or more authorized representatives to exercise its shareholder rights in accordance with the provisions of law. A shareholder that is an organization and owns at least ten percent (10%) of the total ordinary shares may appoint up to five (05) authorized representatives. The appointment, termination, or change of authorized representatives must be notified in writing to VINATEX as soon as practicable. The written notice must include the following key contents:

- a) Name, enterprise code or establishment decision number of the shareholder;
- b) Number of shares, type of shares, and shareholder registration date with VINATEX;
- c) Number, full name, contact address, nationality, and identification details of the authorized representative(s);
- d) Number and percentage of shares represented by each authorized representative;
- e) Term of the authorization (clearly stating the commencement date);
- f) Full name and signatures of the authorized representative(s) and the legal representative of the shareholder.

2. Shareholders shall have the right to attend the General Meeting of Shareholders in accordance with the law, and may either attend in person or authorize a proxy to attend the meeting. The proxy attendee is not required to be a shareholder.

3. The authorization for an individual or organization to attend the General Meeting of Shareholders pursuant to Clause 2 of this Article must be made in writing in accordance with civil law and must specify the name of the authorizing shareholder; the name of the authorized individual or organization; the number and percentage of shares authorized; the content, scope, and term of authorization; and the signatures of the authorizing party and the authorized party. The proxy attendee is not required to be a shareholder. The authorized person/organization must submit the written authorization prior to entering the meeting room.

4. The voting rights exercised by a proxy within the scope of authorization shall remain valid even if the authorizing shareholder:

- a) Dies, is declared legally incapacitated or with limited legal capacity;
- b) Revokes the authorization;



c) Terminates the authority of the authorized person.

However, this Clause shall not apply if VINATEX receives a written notice of any of the aforementioned events no later than forty-eight (48) hours prior to the opening of the General Meeting of Shareholders or before the meeting is reconvened.

5. Any restriction imposed by the shareholder on the authorized representative regarding the exercise of shareholder rights and obligations at the General Meeting of Shareholders shall not be enforceable against third parties.

#### **Article 16. Alteration of Rights**

1. Any alteration or cancellation of special rights attached to a class of preference shares (if any) shall become effective only when approved by shareholders representing at least sixty-five percent (65%) of the total votes cast by all shareholders attending and voting at the meeting. A resolution of the General Meeting of Shareholders regarding content that adversely changes the rights and obligations of shareholders owning preference shares shall only be approved if shareholders owning at least seventy-five percent (75%) of the total outstanding preference shares of that same class attending the meeting approve, or if shareholders owning at least seventy-five percent (75%) of the total outstanding preference shares of that same class approve in the case of a resolution adopted by way of written ballot.

2. A meeting of shareholders holding a class of preferred shares to approve the above alteration shall be valid only if attended by at least two (02) shareholders (or their authorized representatives/proxy attendees) holding at least one-third (1/3) of the par value of the issued shares of that class. If the quorum is not met, the meeting shall be reconvened within thirty (30) subsequent days, and any shareholders holding such shares (regardless of the number of attendees and number of shares held), whether attending in person or via an authorized representative/proxy, shall be deemed to constitute a valid quorum. At such meetings of preferred shareholders, the attendees (in person or by authorized representative/proxy) may request voting by secret ballot. Each share of the same class shall carry equal voting rights at these meetings.

3. The procedures for conducting separate meetings under this Article shall be implemented in accordance with the provisions of Articles 18, 19, 20, 21, 22, and 23 of this Charter.

4. Unless otherwise stipulated in the terms of share issuance, the special rights attached to classes of preferred shares relating to some or all matters concerning the distribution of profits or assets of VINATEX shall not be affected by the issuance of additional shares of the same class.

#### **Article 17. Convening the General Meeting of Shareholders, Agenda and Notice**

1. The General Meeting of Shareholders shall be convened by the Board of Directors, except in the cases stipulated in Points (b) and (c), Clause 4, Article 13 of this



Charter.

2. The person convening the General Meeting of Shareholders shall carry out the following tasks:

a) Prepare the list of Shareholders entitled to attend the meeting (the list must be made no more than ten (10) days prior to the date of the notice of invitation), the meeting agenda, and documents in accordance with the law and VINATEX's regulations. Publish information on the finalization of the list of Shareholders eligible to attend at least twenty (20) days prior to the record date;

b) Prepare the agenda and contents of the meeting;

c) Prepare the meeting documents;

d) Draft resolutions of the General Meeting of Shareholders in accordance with the anticipated contents of the meeting;

e) Determine the time and venue of the meeting;

f) Notify and send invitations to all Shareholders entitled to attend;

g) Perform other tasks serving the meeting.

3. The invitation to the General Meeting of Shareholders shall be sent to all Shareholders in the list of those entitled to attend by post, email, SMS, fax, and/or other communication methods to ensure delivery to the registered contact address of the Shareholders; and shall also be published on VINATEX's website and announced to the State Securities Commission and the Stock Exchange. The convener must send the invitation no later than twenty-one (21) days prior to the date of the General Meeting of Shareholders (calculated from the date the invitation is duly sent, dispatched with paid postage, or placed in a mailbox). The meeting agenda and documents relating to matters to be voted on at the meeting shall be sent to Shareholders and/or published on VINATEX's website. If the documents are not enclosed with the invitation, the invitation must specify the link to access the full set of documents, and VINATEX shall provide the documents upon request. The meeting documents include:

a) Meeting agenda and materials for the meeting;

b) List and detailed information of candidates in case of electing members of the Board of Directors and Supervisors;

c) Voting ballots;

d) Form for appointment of an authorized representative to attend;

e) Draft resolutions for each item on the agenda.

4. Shareholders or groups of Shareholders as stipulated in Clause 3, Article 11 of this Charter shall have the right to propose items to be included in the meeting agenda. The proposal must be made in writing and sent to VINATEX at least five (05) working days prior to the opening date of the General Meeting of Shareholders. The proposal



must include the name of the Shareholder, the number and class of shares held, and the proposed matter to be included in the agenda

5. Should the convener of the General Meeting of Shareholders reject the proposal stipulated in Clause 4 of this Article, they must provide a written response stating the reasons, no later than two (02) business days prior to the opening date of the General Meeting of Shareholders. The convener of the General Meeting of Shareholders may only refuse proposals related to Clause 4 of this Article in the following circumstances:

- a) The proposal is not submitted on time;
- b) At the time of the proposal, the Shareholder or group of Shareholders does not hold at least five percent (5%) of the ordinary shares;
- c) The proposal does not contain sufficient information;
- d) The proposed matter is beyond the decision-making authority of the General Meeting of Shareholders.

6. The convener must accept and include the proposal in the tentative agenda and contents of the meeting, unless one of the exceptions in Clause 5 applies. The proposal shall be officially included in the meeting agenda if it is approved by the General Meeting of Shareholders.

#### **Article 18. Conditions for Conducting the General Meeting of Shareholders**

1. The General Meeting of Shareholders may be conducted when it is attended by Shareholders representing more than fifty percent (50%) of the total voting shares.

2. In case the first meeting fails to meet the quorum as specified in Clause 1 of this Article, a second meeting must be convened within thirty (30) days from the intended date of the first meeting. The second meeting shall be conducted when it is attended by Shareholders representing at least thirty-three percent (33%) of the total voting shares.

3. If the second meeting also fails to meet the quorum as specified in Clause 2 of this Article, a third meeting must be convened within twenty (20) days from the intended date of the second meeting. In this case, the meeting shall be valid regardless of the number of Shareholders and the amount of voting shares represented.

#### **Article 19. Procedures for Conducting and Voting at the General Meeting of Shareholders**

1. Shareholders attending the General Meeting of Shareholders must complete registration before the opening of the meeting.

2. The election of the chairperson, secretary, and vote counting committee shall be carried out as follows:

- a) The Chairperson of the Board of Directors shall preside over the General



Meetings of Shareholders convened by the Board of Directors. In the absence or temporary incapacity of the Chairperson, the Vice Chairperson shall act as chairperson. In case both the Chairperson and the Vice Chairperson are absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one (01) person among them to act as chairperson by majority vote. If no one is elected as chairperson, the Head of the Board of Supervisors shall conduct the meeting to allow the General Meeting of Shareholders to elect a chairperson, and the person receiving the highest number of votes shall act as chairperson;

b) In other cases, the person signing the notice convening the General Meeting of Shareholders shall conduct the meeting to allow the General Meeting of Shareholders to elect a chairperson, and the person receiving the highest number of votes shall act as chairperson;

c) The chairperson shall appoint one or more persons to act as secretary(ies) of the meeting;

d) The General Meeting of Shareholders shall elect one or more persons to the vote counting committee as proposed by the chairperson.

3. The agenda and contents of the meeting must be adopted by the General Meeting of Shareholders at the opening session. The agenda must specify the timing for each item to be discussed.

4. The chairperson has the right to take all 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 majority's will.

5. The General Meeting of Shareholders shall discuss and vote on each item of the agenda. Voting shall be conducted by collecting votes in favor, against, and abstentions. The vote counting results shall be announced by the chairperson before the meeting is closed.

6. Shareholders or authorized representatives arriving after the meeting has commenced may still register and shall be entitled to vote immediately after registration; in such case, the validity of the votes already cast shall remain unaffected.

7. The person convening the General Meeting of Shareholders shall have the following rights:

a) To request all attendees to undergo inspections or other lawful and reasonable security measures;

b) To request competent authorities to maintain order at the meeting and expel any person who fails to comply with the chairperson's authority, intentionally disrupts the meeting, hinders the normal conduct of the meeting, or fails to comply with security inspection requirements.

8. The chairperson has the right to postpone or temporarily suspend the General



Meeting of Shareholders—where a quorum has been established as required—to another time or change the meeting location in the following cases:

- a) The meeting venue does not have adequate seating for all attendees;
- b) The communication facilities at the venue do not allow Shareholders to participate, discuss, and vote;
- c) Có người dự họp cản trở, gây rối trật tự, có nguy cơ làm cho cuộc họp không được tiến hành một cách công bằng và hợp pháp.

The maximum period for postponement or suspension shall not exceed three (03) days from the scheduled opening date of the meeting.

9. If the chairperson postpones or suspends the General Meeting of Shareholders in contravention of Clause 8 of this Article, the General Meeting of Shareholders shall elect another attendee to replace the chairperson and continue to conduct the meeting until it concludes. The election of the substitute chairperson shall follow the procedure prescribed in Clause 2 of this Article. All resolutions passed at such meeting shall remain valid and enforceable.

10. The General Meeting of Shareholders may be held in the form of a physical meeting (either in-person or virtual) or by collecting written opinions from Shareholders. However, the annual General Meeting of Shareholders must not be conducted by way of collecting written opinions.

#### **Article 20. Forms of Resolution Adoption by the General Meeting of Shareholders and Conditions for Resolution Approval**

1. The General Meeting of Shareholders shall adopt decisions within its authority either by voting at the meeting or by collecting written opinions.

2. A resolution on the following matters shall be adopted if it is approved by Shareholders representing at least sixty-five (65)% of the total voting shares of all Shareholders attending and voting at the meeting, unless otherwise provided in Clauses 3, 4, and 5 of this Article or Clause 1, Article 16 of this Charter

- a) Types of shares and the total number of shares of each type;
- b) Changes to business lines, sectors, and industries;
- c) Changes in the organizational management structure of VINATEX;
- d) Investment projects or asset sales with a value equal to or greater than thirty-five (35)% of the total asset value recorded in VINATEX's latest audited separate financial statements;
- e) Reorganization or dissolution of VINATEX.

3. Other resolutions shall be adopted if approved by Shareholders representing more than fifty (50)% of the total voting shares of all Shareholders attending and voting at the meeting, unless otherwise provided in Clause 2, 4, 5 of this Article or Clause 1,



Article 16 of this Charter.

4. The election of members of the Board of Directors and Supervisors shall be conducted by the method of cumulative voting, whereby each Shareholder shall have a total number of voting rights corresponding to the total number of shares they own multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors. Shareholders may allocate all or part of their total votes to one or several candidates. The elected members of the Board of Directors or the Board of Supervisors shall be those with the highest number of votes in descending order until the required number of members stipulated in the Charter of VINATEX is reached. If two (02) or more candidates receive the same number of votes for the final available seat, a re-election shall be conducted among those candidates or selection shall be made based on criteria set out in the election regulations. If the required number of members of the Board of Directors or the Board of Supervisors is not elected, the General Meeting of Shareholders shall proceed with additional elections until the required number is reached.

5. Adoption of resolutions by way of collecting written opinions:

In the case of adopting a resolution by collecting written opinions, the resolution of the General Meeting of Shareholders shall be adopted if approved by Shareholders representing more than fifty (50)% of the total voting shares.

#### **Article 21. Minutes of the General Meeting of Shareholders**

1. The minutes of the General Meeting of Shareholders shall be prepared in both Vietnamese and English, with equal legal validity. In the event of any discrepancies between the Vietnamese and English versions, the Vietnamese version shall prevail. The minutes shall be signed for certification by the chairperson and the secretary of the meeting and shall be archived in accordance with the provisions of the Law on Enterprises and this Charter

If the chairperson or the secretary refuses to sign the minutes, such minutes shall still be valid if signed by all other members of the Board of Directors who attended the meeting and contain all the contents as prescribed in Clause 1, Article 150 of the Law on Enterprises. The minutes must clearly state the refusal of the chairperson and/or secretary to sign the minutes.

2. The minutes of the General Meeting of Shareholders shall be disclosed on the securities market within twenty-four (24) hours from the end of the vote counting.

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

1. Resolutions of the General Meeting of Shareholders shall take effect from the date of their adoption or from the effective date specified in such resolutions.

2. Resolutions adopted by unanimous consent of one hundred (100)% of the total voting shares shall be valid and effective even if the procedures for convening the



meeting and passing such resolutions are not in accordance with the provisions of the Law on Enterprises and this Charter.

If a Shareholder or a group of Shareholders requests the Court or Arbitration to annul a resolution of the General Meeting of Shareholders pursuant to Article 24 of this Charter, such resolution shall remain effective until a valid annulment decision is issued by the Court or Arbitration, unless provisional emergency measures are applied in accordance with the authority of the competent agency.

3. Resolutions of the General Meeting of Shareholders must be notified to all Shareholders entitled to attend the meeting within fifteen (15) days from the date of adoption; such notification may be replaced by publication on VINATEX's official website.

### **Article 23. Collecting Written Opinions from Shareholders to Adopt Resolutions of the General Meeting of Shareholders**

1. All decisions of the General Meeting of Shareholders may be adopted either by voting at the meeting or by collecting written opinions from Shareholders, except for the following matters which must be decided by voting at the meeting of the General Meeting of Shareholders:

a) Election, dismissal, or removal of members of the Board of Directors and Supervisors;

b) Reorganization or dissolution of VINATEX.

2. The Board of Directors has the authority to collect written opinions from Shareholders to adopt a resolution of the General Meeting of Shareholders if deemed necessary for the interests of VINATEX.

3. The Board of Directors shall prepare the opinion forms, the draft resolution of the General Meeting of Shareholders, and the explanatory materials related to the draft resolution. The list of Shareholders entitled to send the opinion forms shall be prepared in accordance with Point (a), Clause 2, Article 17 of this Charter.

The Board of Directors shall send the opinion forms to all Shareholders with voting rights no later than ten (10) days prior to the deadline for returning such forms, by one or more of the following means: postal mail, email, SMS, fax, and/or other communication methods that ensure delivery to the registered address of the Shareholders. The opinion forms, draft resolution, and explanatory materials shall also be published on VINATEX's official website

4. The opinion form must contain the following key information:

a) Name, head office address, and enterprise code of VINATEX;

b) Purpose of collecting opinions;

c) Full name, contact address, nationality, and legal identification of the Shareholder if an individual; name, enterprise code or legal documentation number, and



head office address of the Shareholder if an organization; or the full name, contact address, nationality, and legal identification of the authorized representative of an organizational Shareholder; number of shares held by type and corresponding voting rights

- d) Issues subject to voting;
- e) Voting options, including approval, disapproval, and abstention;
- f) Deadline for submitting the completed opinion form to VINATEX;
- g) Location and method to access the draft resolution and explanatory materials on VINATEX's official website;
- h) Full name and signature of the Chairperson of the Board of Directors.

5. Shareholders may return the completed opinion form to VINATEX using one of the following methods:

- a) By post: The completed form must be signed by the individual Shareholder, or by the legal representative or authorized representative if the Shareholder is an organization. The form must be sealed in an envelope, which must remain unopened until vote counting;
- b) By fax or email: The opinion form sent by fax or email must remain confidential until the time of vote counting.

Forms returned after the deadline indicated on the form, or opened in the case of postal mail, or disclosed in the case of fax or email, shall be considered invalid. Forms not returned shall be deemed as non-participation in the vote.

6. The Board of Directors shall organize the vote counting and prepare the vote counting minutes under the supervision of the Board of Supervisors or Shareholders who do not hold management positions at VINATEX. The minutes must include the following:

- a) Name, head office address, and enterprise code of VINATEX;
- b) Purpose and issues being voted on;
- c) Number of Shareholders and total voting rights who participated in the vote, distinguishing between valid and invalid votes, voting methods, and an appendix listing the participating Shareholders;
- d) Total number of votes for, against, and abstained for each issue;
- e) Issues adopted and the corresponding adoption rates;
- f) Full names and signatures of the Chairperson of the Board of Directors, the vote counting supervisor, and the vote counter.

Members of the Board of Directors, vote counters, and vote counting supervisors shall be jointly responsible for the accuracy and honesty of the vote counting minutes and shall be jointly liable for any damage resulting from resolutions adopted on the basis of dishonest or inaccurate vote counting.



7. The vote counting minutes must be published on VINATEX's official website within twenty-four (24) hours from the conclusion of the vote counting.

8. Completed opinion forms, vote counting minutes, adopted resolutions, and related explanatory documents sent along with the opinion forms must be archived at VINATEX's head office.

9. Resolutions adopted by collecting written opinions from Shareholders shall have the same legal effect as those adopted at the General Meeting of Shareholders.

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

Within ninety (90) days from the date of receipt of a resolution, the minutes of the General Meeting of Shareholders, or the minutes of the vote counting result by written ballot of the General Meeting of Shareholders, the Shareholder or group of Shareholders stipulated in Clause 3, Article 11 of this Charter shall have the right to request a Court or Arbitration (if competent) to consider and annul a resolution or part of a resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting or collecting written opinions of Shareholders and adopting resolutions of the General Meeting of Shareholders were not carried out in accordance with the Law on Enterprises and this Charter, except for the case stipulated in Clause 2, Article 22 of this Charter;

2. The contents of the resolution violate the Law or this Charter.

Within thirty (30) days from the date on which the resolution of the General Meeting of Shareholders is annulled, the person with authority to convene the General Meeting of Shareholders may consider and decide on the re-convening of the General Meeting of Shareholders in accordance with the order and procedures prescribed by the Law on Enterprises and this Charter.

### **CHAPTER VII BOARD OF DIRECTORS OF VINATEX**

#### **Article 25. Qualifications, Composition, and Term of Office**

##### **1. Qualifications of Members of the Board of Directors**

a) Members of the Board of Directors must satisfy the standards and conditions prescribed for members of the Board of Directors under Article 155 of the Law on Enterprises;

b) The Chairperson of the Board of Directors shall not concurrently hold the position of General Director;

c) A member of the Board of Directors of VINATEX may concurrently serve as a member of the board of directors of no more than five (05) other companies.



## 2. Composition and Term of Office

a) The number of members of the Board of Directors shall be no less than five (05) and no more than eleven (11), as specifically determined by the General Meeting of Shareholders for each term;

b) The composition of the Board of Directors must ensure that at least one-third (1/3) of the total number of members are non-executive members;

c) The term of office of the Board of Directors shall be five (05) years. The term of each member of the Board of Directors shall coincide with that of the Board and may be renewed without limitation upon re-election by the General Meeting of Shareholders. If all members of the Board of Directors simultaneously conclude their term, they shall continue to perform their duties as members of the Board until replacements are elected and assume their positions

d) In the event of an additional election or replacement of members due to dismissal or removal, the term of office of such newly elected members shall be the remaining period of the current Board's term.

e) A member of the Board of Directors shall cease to hold office when dismissed, removed, or replaced by the General Meeting of Shareholders under any of the following circumstances:

i. The member no longer meets the qualifications required under Clause 1 of this Article, the Law on Enterprises, or is prohibited by law from serving as a member of the Board of Directors;

ii. The member submits a written resignation to the head office of VINATEX. The Board of Directors shall acknowledge the resignation, disclose information in accordance with the law, and report it to the General Meeting of Shareholders at the nearest meeting. In such case, the resigning member shall not participate in discussions or vote on decisions of the Board from the date of signing the resignation letter;

iii. The member loses or is restricted in civil act capacity or violates the law and is detained or held in custody by competent state authorities;

iv. The member is absent and fails to attend meetings of the Board of Directors for six (06) consecutive months, except in cases of force majeure;

v. Other cases as resolved by the General Meeting of Shareholders.

f) The Board of Directors shall convene a General Meeting of Shareholders to elect additional members within sixty (60) days from the date on which the number of members falls below one-third (1/3) of the number of members as stated in the effective resolution of the General Meeting of Shareholders, except as provided in Point (b), Clause 3, Article 13 of this Charter;

g) The appointment of members of the Board of Directors must be disclosed in accordance with the laws on information disclosure in the securities market.



## **Article 26. Powers and Duties of the Board of Directors**

1. The business operations and affairs of VINATEX shall be subject to the management and direction of the Board of Directors. The Board of Directors shall have full authority to exercise all rights and perform all duties of VINATEX, except for powers and duties vested in the General Meeting of Shareholders

2. The powers and duties of the Board of Directors shall be as prescribed by Law, this Charter, VINATEX's internal regulations, and resolutions of the General Meeting of Shareholders, specifically including the following:

a) To determine the strategy, medium-term development plan, and annual business plan; to decide on increases or decreases in capital contribution to other enterprises;

b) To propose the types of shares and the total number of shares of each type to be offered for sale;

c) To propose the issuance of convertible bonds and bonds with warrants entitling the holder to purchase shares at a predetermined price; for other types of bonds, the Board of Directors is authorized to decide on the issuance, total value, and timing thereof, provided that the General Meeting of Shareholders is notified at the next meeting;

d) To decide on the sale of unsold shares within the scope of shares permitted to be offered; and to decide on other forms of capital mobilization;

e) To determine the offering prices of bonds, shares, and convertible securities;

f) To decide on the repurchase of no more than ten (10)% of total issued shares of each class within twelve (12) months; and to determine the repurchase price in accordance with Clauses 2 and 3, Article 133 of the Law on Enterprises;

g) To approve investment plans and projects with a value of less than thirty-five (35)% of total assets recorded in the latest audited separate financial statements of VINATEX;

h) To approve contracts for purchase, sale, borrowing, and other transactions with a value equal to or exceeding thirty-five (35)% of the total assets stated in the most recent audited separate financial statements of VINATEX, and contracts or transactions under Clauses 3 and 5, Article 34 of this Charter, except those within the competence of the General Meeting of Shareholders as prescribed herein;

i) To decide on market development, marketing, and technology strategies;

j) To elect, dismiss, or remove the Chairperson and Vice Chairperson of the Board of Directors; to appoint, dismiss, remove, or discharge the General Director and other managers pursuant to resolutions of the Board of Directors, unless such matters fall within the competence of the General Meeting of Shareholders; to determine salaries and other benefits for such managers; to designate authorized representatives of capital



contributions or shares in other companies, and to determine remuneration and other benefits for such representatives;

k) To supervise and direct the General Director and other managers in operating VINATEX's daily business; to handle complaints against the executives of VINATEX, and to appoint a representative to handle legal proceedings against such executives, if necessary;

l) To determine the organizational structure; to promulgate VINATEX's internal governance regulations and the operating regulations of the Board of Directors after approval by the General Meeting of Shareholders; and to promulgate the information disclosure regulations and other internal management rules;

m) To decide on the establishment, reorganization, dissolution, or bankruptcy of subsidiaries wholly owned by VINATEX; to decide on the capital contribution, share purchase, equity purchase, or equity transfer in other enterprises; and to decide on the establishment, reorganization, or dissolution of branches, representative offices, and business locations;

n) To approve the agenda and documents for the General Meeting of Shareholders; to convene General Meetings or conduct the collection of shareholders' written opinions for resolutions of the General Meeting of Shareholders;

o) To submit the audited annual financial statements to the General Meeting of Shareholders;

p) To propose the annual dividend to be distributed and to decide on interim dividend distributions; and to determine the timing and procedure for dividend payment or the handling of business losses;

q) To propose the reorganization, dissolution, or bankruptcy of VINATEX;

r) Disclosure of Interests: A member of the Board of Directors who, in any manner, directly or indirectly, benefits from a contract or transaction that has been or is to be entered into with VINATEX must disclose the nature and extent of his/her interest at the meeting of the Board of Directors at which such contract or transaction is first considered, or at the first subsequent meeting after the member becomes aware of the interest;

s) Other powers and duties as prescribed by this Charter and by Law.

3. The Board of Directors must report to the General Meeting of Shareholders on its performance in accordance with Law and this Charter.

4. Unless otherwise prescribed by Law or this Charter, the Board of Directors may delegate authority to Managers to act on behalf of VINATEX.

5. Members of the Board of Directors (excluding alternates or authorized substitutes) shall be entitled to remuneration and bonuses for their services as members of the Board. The total remuneration of the Board shall be determined by the General



Meeting of Shareholders and distributed among the members as agreed by the Board or equally if no agreement is reached.

Remuneration of Board members shall be included in VINATEX's business expenses in accordance with tax laws on corporate income and must be presented as a separate item in VINATEX's annual financial statements and reported to the General Meeting of Shareholders at its annual meeting.

6. Members of the Board of Directors who hold executive positions (including the Chairperson regardless of whether the position involves executive duties); who serve on committees of the Board; or who perform duties deemed by the Board to be beyond the scope of ordinary Board responsibilities, may receive additional remuneration in the form of a lump sum, salary, commission, profit share, or other form of compensation as determined by the Board.

7. Members of the Board of Directors shall be entitled to reimbursement for all reasonable travel, accommodation, and other expenses incurred while fulfilling their duties as Board members, including attending Board meetings, committee meetings, or General Meetings of Shareholders.

8. Members of the Board of Directors and their related people must report to the State Securities Commission and disclose information in accordance with the Law when conducting transactions involving VINATEX shares.

9. VINATEX may purchase liability insurance for members of the Board of Directors with prior approval from the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of Law or this Charter by the members.

10. Committees of the Board of Directors: The Board may establish and delegate authority to committees. A committee may comprise one or more members of the Board and/or people who are not members, as determined by the Board. In exercising its delegated powers, the committee must comply with regulations prescribed by the Board from time to time. Such regulations may allow non-Board members to join the committee and vote as members, provided that:

a) The number of non-Board members must be less than half (1/2) of the total committee membership; and;

b) Resolutions of the committee shall be invalid if the majority of voting members present are not members of the Board of Directors.

#### **Article 27. Chairperson, Vice Chairperson, and Members of the Board of Directors**

1. The Board of Directors shall elect from among its members one (01) Chairperson and one (01) Vice Chairperson.

In addition to the standards and conditions specified in Clause 1, Article 25 of this Charter, the Chairperson of the Board of Directors must also meet the following



standards and conditions: having strategic vision, innovative thinking, and experience in managing large-scale companies.

2. Powers and duties of the Chairperson of the Board of Directors:

- a) Develop programs and plans for the activities of the Board of Directors;
- b) Prepare or organize the preparation of agendas, contents, and materials for meetings; convene, chair, and preside over meetings of the General Meeting of Shareholders and meetings of the Board of Directors
- c) Represent the Board of Directors in signing resolutions and decisions of the Board of Directors;
- d) Monitor and supervise the implementation of resolutions and decisions of the Board of Directors;
- e) Propose to the Board of Directors the appointment, dismissal, removal, or discharge of the General Director; represent the Board of Directors in signing the labor contract with the General Director (if applicable);
- f) The Chairperson of the Board of Directors shall submit to the General Meeting of Shareholders the annual financial statements, the general report on the status of VINATEX, the auditor's report, and the report on the activities of the Board of Directors;
- g) Other powers and duties as prescribed by law and this Charter.

3. If the Chairperson has notified the Board of Directors of his/her absence or must be absent due to force majeure or is incapacitated, the Vice Chairperson shall assume the powers and duties of the Chairperson. If both the Chairperson and the Vice Chairperson are absent or incapacitated, a member of the Board of Directors authorized in writing by the Chairperson shall assume the powers and duties of the Chairperson. If no such authorization exists or the Chairperson is deceased, missing, under detention, serving a prison sentence, undergoing administrative measures at a compulsory detoxification or educational facility, absconding, legally incapacitated, has limited legal capacity, faces cognitive or behavioral impairments, or is prohibited by the Court from holding positions or engaging in certain occupations or jobs, then the remaining members of the Board of Directors shall elect one among them to act as Chairperson based on the majority approval of the remaining members, until a new decision is made by the Board of Directors.

4 In the event that the Chairperson of the Board of Directors resigns, is dismissed, or removed pursuant to a resolution of the Board of Directors for any reason, the Board of Directors shall elect a replacement within ten (10) days from the date it receives the resignation letter or passes the resolution on dismissal or removal.

5. If the Vice Chairperson of the Board of Directors resigns, is dismissed, or removed pursuant to a resolution by the Board of Directors, the Board may decide whether



to elect a replacement. If the Board decides to elect a replacement, such an election shall be conducted within ten (10) days from the date the resignation letter is received or the resolution on dismissal or removal is passed.

#### **Article 28. Forms of Decision-Making by the Board of Directors**

1. The Board of Directors shall pass resolutions by voting at meetings, collecting written opinions, or through other forms in accordance with this Article. Each member of the Board of Directors shall have one (01) vote.

2. Meeting to Elect the Chairperson and Vice Chairperson of the Board of Directors: The first meeting of the Board of Directors to elect the Chairperson, Vice Chairperson, and decide other matters within its authority must be convened within seven (07) working days from the date of conclusion of the election of the Board of Directors for that term. This meeting shall be convened and chaired by the members receiving the highest number of votes. In case more than one (01) member has the highest and equal number of votes, the members shall elect, by majority vote, one of them to convene the meeting of the Board of Directors.

3. Regular Meetings: The Chairperson of the Board of Directors must convene regular meetings of the Board of Directors, prepare the agenda, schedule, and venue of the meeting at least seven (07) days prior to the proposed meeting date. The Chairperson may convene meetings at any time deemed necessary, but at least once every quarter.

4. Extraordinary Meetings: The Chairperson must convene a meeting of the Board of Directors, and must not delay such meeting without just cause, upon a written request stating the purpose and issues to be discussed from one of the following entities:

a) The General Director or at least five (05) other Managers;

b) At least two (02) members of the Board of Directors;

c) The Board of Supervisors;

d) Upon request of the Independent Auditor, the Chairperson must convene a meeting of the Board of Directors to discuss the audit report and the status of VINATEX.

The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of such a request. If the Chairperson fails to convene the meeting as requested, he/she shall be liable for any damage caused to VINATEX. The requested parties mentioned in this Clause shall have the right to convene the meeting in lieu of the Chairperson.

5. Meeting Venue: Meetings of the Board of Directors shall be held at the registered office of VINATEX or at other locations in Vietnam or abroad as proposed by the Chairperson and agreed upon by the Board of Directors.

6. Notice and Meeting Agenda: Meetings must be conducted based on a notice sent to members of the Board of Directors no later than seven (07) days prior to the meeting date. The meeting notice must be in Vietnamese and must include the agenda,



date, time, location of the meeting, and necessary documents regarding matters to be discussed and decided at the meeting, together with voting ballots for members who are unable to attend. The meeting notice shall be sent via post, fax, email and/or other means, ensuring delivery to the address registered with VINATEX by each Board member

7. Minimum Attendance: A meeting of the Board of Directors may only be conducted and resolutions adopted if at least three-fourths (3/4) of the members are present. A Board member is deemed to have attended and voted at the meeting if::

- a) He/she attends and votes in person at the meeting;
- b) He/she authorizes another person to attend and vote, subject to approval by the majority of the Board members;
- c) He/she attends and votes via teleconference, electronic voting, or other electronic forms;
- d) He/she sends a voting ballot to the meeting by post, fax, email, or other means approved by the majority of the Board members.

In case of postal submission, the voting ballot must be sealed in an envelope and delivered to the Chairperson of the Board of Directors at least one (01) hour before the meeting and opened in the presence of all attendees.

If the meeting convened as above fails to meet the required quorum, it shall be reconvened within seven (07) days. The reconvened meeting shall be valid if more than one-half (1/2) of the members of the Board of Directors are present.

#### 8. Voting:

- a) Except as provided in point (b) of this Clause, each Board member or authorized person attending in person at the meeting shall have one (01) vote.
- b) A Board of Directors member or a person authorized by a Board of Directors member attending the meeting shall not vote on contracts, transactions, or proposals in which such member or his/her Related Person has a material interest that conflicts or may conflict with the interest of VINATEX. Such members shall not be counted toward the quorum for passing resolutions concerning such decisions

Any member of the Board of Directors who derives benefits from a contract or transaction under Clause 4, Article 34 of this Charter shall be deemed to have a material interest in such a contract or transaction.

c) Pursuant to point (b) of this Clause, at a meeting of the Board of Directors, if any matter arises concerning a Director's interest or the voting right of any Director that is not resolved by such Director's voluntary abstention from voting, such matter shall be referred to the Chairperson of the meeting. The decision of the Chairperson in relation to all other Directors shall be final and binding, except where the nature or extent of the interested Director's interest has not been properly disclosed.

9. Voting on Decisions: The Board of Directors shall adopt resolutions and make decisions based on the affirmative votes of most of the Directors present, which must be



more than fifty percent (50%). In the event of a tie, the final decision shall be determined in favor of the opinion of the Chairperson of the Board of Directors or the person authorized by the Chairperson to vote at the meeting

10. Disclosure of Interests: A member of the Board of Directors shall be required to disclose the nature and content (including any amendments or supplements) of any contracts or transactions. The approval or disapproval of such contracts or transactions shall be decided by the remaining members through an open voting process.

11. Resolutions and Decisions Adopted by Written Consultations:

Resolutions and decisions of the Board of Directors adopted by written consultation shall be approved based on the affirmative votes of most of the Directors entitled to vote. Such resolutions and decisions shall have the same validity and effect as those passed at a duly convened and held meeting of the Board of Directors

A resolution or decision may be adopted by using multiple counterparts of the same document, provided that each counterpart is signed by one (01) or more Directors.

12. Resolutions and Decisions Adopted by Other Forms:

Resolutions and decisions of the Board of Directors may be adopted by means of members signing their confirmation on a submission by the General Director or the person delegated or authorized by the General Director to present to the Board of Directors. Each Board of Directors member's opinion may be handwritten next to their signature and shall be binding on that Director. Resolutions and decisions of the Board of Directors adopted in accordance with this Clause shall have the same validity and legal effect as those passed through voting at a meeting or by written consultation

13. Minutes of Meetings: The Chairman of the Board of Directors shall be responsible for delivering the minutes of Board meetings to the members, and such minutes shall be deemed valid evidence of the proceedings conducted at such meetings unless objections are raised within ten (10) days from the date of delivery. The minutes shall be prepared in Vietnamese and must be signed by all Directors who attended the meeting, or in separate copies where each copy bears the signature of at least one (01) attending Director.

In case the Chairperson or the minute-taker refuses to sign the meeting minutes, the minutes shall still be valid if signed by all Directors attending the meeting and containing all contents as required by regulations.

## **CHAPTER VIII**

### **GENERAL DIRECTOR, MANAGEMENT STRUCTURE AND THE CORPORATE GOVERNANCE OFFICER OF VINATEX**

#### **Article 29. Management Organization**

The management system of VINATEX must ensure that the management



structure is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the day-to-day business operations of VINATEX.

VINATEX shall have one (01) General Director, a number of Deputy General Directors, a number of Executive Directors, and one (01) Chief Accountant appointed by the Board of Directors upon the recommendation of the General Director (collectively referred to as the Executive Body). The General Director, Deputy General Directors, and Executive Directors may concurrently serve as members of the Board of Directors. The appointment, dismissal, removal from office, and discharge of the above positions must be carried out through legally adopted resolutions of the Board of Directors, whereby:

1. Deputy General Directors and Executive Directors shall assist the General Director in performing one or more tasks as assigned and authorized by the General Director; they shall be responsible to the General Director, the Board of Directors, and the Law for the scope of work assigned or authorized.

2. The Chief Accountant shall assist the General Director in directing and uniformly implementing accounting, finance, and statistical operations; and shall be responsible for managing VINATEX's financial, accounting, and statistical affairs in accordance with the law.

3. Upon the proposal of the General Director and with the approval of the Board of Directors, VINATEX's management system may include a certain number of additional executive positions as deemed necessary and appropriate to VINATEX's organizational structure and management practices, as determined by the Board of Directors from time to time. Executive officers must exercise the necessary diligence to ensure that VINATEX's activities and organization achieve the set objectives.

4. The salary, remuneration, benefits, and other terms of the labor contract for the General Director shall be determined by the Board of Directors; labor contracts for other executive officers shall also be decided by the Board of Directors, with salaries and entitlements proposed by the General Director and approved by the Board of Directors. The remuneration of the General Director and other executive officers must be presented as a separate item in VINATEX's annual financial statements and reported to the General Meeting of Shareholders at the annual meeting.

### **Article 30. Appointment, Removal, Dismissal, Powers and Responsibilities of the General Director**

#### **1. Appointment:**

a) The Board of Directors shall appoint one of its members or hire another individual to serve as the General Director and shall enter into a labor contract in accordance with labor laws;

#### **b) Eligibility criteria for the General Director:**

The General Director must meet the following standards and conditions:



i. Must not fall within the categories specified in Clause 2, Article 17 of the Law on Enterprises;

ii. Must not be a person who has a family relationship with a business manager, a Supervisor of VINATEX; a representative of the State capital or a representative of the capital contributed by another enterprise at VINATEX;

iii. Must possess professional qualifications and experience relevant to the business administration of VINATEX.

## 2. Term of office:

The term of the General Director shall correspond to the term of the Board of Directors and shall not exceed five (05) years. The General Director may be reappointed for an unlimited number of terms. The appointment may cease to be effective pursuant to the provisions of the labor contract entered into with the General Director (if any).

## 3. Powers and Responsibilities:

The General Director shall have the following powers and responsibilities:

a) To decide on all matters not required to be resolved by the Board of Directors, including acting on behalf of VINATEX in signing financial and commercial contracts; organizing and managing the day-to-day business operations of VINATEX in accordance with best management practices;

b) To organize the implementation of resolutions and decisions of the Board of Directors and the General Meeting of Shareholders;

c) To organize the implementation of VINATEX's annual business plan and investment projects;

d) To propose measures to improve VINATEX's management activities; to recommend the organizational structure and internal management regulations of VINATEX;

e) To propose plans on dividend distribution or handling of business losses;

f) To recommend the number of executive positions to be recruited by VINATEX for the Board of Directors to appoint, dismiss, remove from office, or discharge when necessary; to seek opinions of the Board of Directors regarding the salaries, remuneration, benefits, and other terms of the labor contracts of the executive officers; to appoint, dismiss, and remove managers within VINATEX, except for positions under the authority of the Board of Directors or the General Meeting of Shareholders;

g) To decide on salaries and other benefits for employees of VINATEX, including managers whose appointment falls under the authority of the General Director;

h) To prepare the detailed business plan for the next fiscal year in alignment with development requirements and submit it to the Board of Directors for approval;

i) To prepare long-term, annual, and monthly budgets of VINATEX for the



purpose of long-term, annual, and monthly management in line with the business plan;

j) General Director shall act as the legal representative of VINATEX or may authorize another executive officer to carry out recruitment and enter into labor contracts;

k) To manage the daily business activities of VINATEX in accordance with the law, this Charter, VINATEX's internal regulations issued by the Board of Directors, resolutions of the Board of Directors, and the labor contract signed with VINATEX. If the General Director operates in contravention of such regulations and causes damage to VINATEX, he/she shall bear legal liability (if applicable) and be liable for compensation for damages caused to VINATEX;

l) Within the scope of his/her functions and powers, the General Director may authorize individuals and/or organizations to perform tasks relating to his/her powers and responsibilities as necessary from time to time;

m) Other rights and obligations as prescribed by Law, this Charter, and resolutions or decisions of the Board of Directors.

4. As the legal representative of VINATEX, the General Director shall have the following rights and obligations:

a) To represent VINATEX in dealings with and in signing documents and papers relating to the rights and obligations of VINATEX with third parties, including competent state authorities;

b) To represent VINATEX in exercising rights and performing obligations arising from VINATEX's contracts and transactions;

c) To represent VINATEX as a petitioner in civil matters, as a plaintiff, defendant, or a person with related rights and obligations before arbitral tribunals and courts;

d) To exercise other rights and perform other obligations as provided in this Charter and applicable laws.

5. Reporting to the Board of Directors and Shareholders:

The General Director shall be accountable to the Board of Directors and the General Meeting of Shareholders for the exercise of his/her assigned powers and duties, and shall report to these bodies upon request.

6. Dismissal and Removal:

The Board of Directors may dismiss or remove the General Director upon the affirmative vote of the majority of its members (excluding the vote of any Board member concurrently holding the position of General Director) and shall appoint a new General Director as a replacement.

7. The General Director may be relieved from duty by the Board of Directors in



the following circumstances:

- a) Due to staffing requirements, personnel reassignment or rotation within VINATEX;
- b) Due to health conditions that do not permit continuation of work;
- c) Upon submission of a resignation letter;
- d) Upon expiration of the labor contract or retirement in accordance with applicable regulations, and VINATEX does not require a contract renewal.

8. The General Director may be dismissed by the Board of Directors in the following circumstances:

- a) Failure to fulfill assigned duties or violation of VINATEX's internal rules and regulations;
- b) Violation of applicable laws not to the extent of criminal prosecution or requiring termination of the labor contract.

### **Article 31. Person in Charge of Governance of VINATEX**

1. The Board of Directors shall appoint at least one person as the Person in Charge of Governance of VINATEX with a term of office and other terms decided by the Board of Directors to support governance activities at VINATEX. The Person in Charge of Governance may concurrently hold the position of Secretary of VINATEX. The Board of Directors may dismiss or remove the Person in Charge of Governance at any time, provided that such actions comply with current labor laws.

2. The Person in Charge of Governance of VINATEX must have knowledge of the law and shall not simultaneously work for an independent auditing organization conducting the audit of VINATEX's financial statements.

3. The Person in Charge of Governance of VINATEX shall have the following rights and obligations:

- a) Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on matters relating to VINATEX and its shareholders;
- b) Prepare meetings of the Board of Directors, Supervisory Board, and General Meeting of Shareholders as requested by the Board of Directors or Supervisory Board;
- c) Provide advice on meeting procedures;
- d) Attend and take minutes of meetings, ensuring that resolutions and decisions of the Board of Directors and the General Meeting of Shareholders comply with legal regulations;
- e) Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and Supervisors; act as the liaison with related parties;



f) Supervise and report to the Board of Directors on VINATEX's information disclosure activities;

g) Maintain confidentiality of information in accordance with the law and this Charter;

h) Perform other rights and obligations as prescribed by law and the Charter of VINATEX.

4. The Person in Charge of Governance of VINATEX is responsible for maintaining confidentiality of information in accordance with the provisions of law and the Charter of VINATEX.

## **CHAPTER IX THE SUPERVISORY BOARD**

### **Article 32. The Supervisory Board**

1. The Supervisory Board and Supervisors shall have the powers and responsibilities as prescribed in Articles 170 and 173 of the Law on Enterprises and this Charter, mainly including the following duties and authorities:

a) The Supervisory Board supervises the Board of Directors, the General Director, and other executives in the management and operation of VINATEX; supervises the implementation of recommendations and opinions from auditing agencies, inspection authorities with jurisdiction. It is responsible to the General Meeting of Shareholders for the assigned tasks.

b) Examine the rationality, legality, honesty, and prudence in management and operation of business activities, in organizing accounting, statistics, and financial reporting.

c) Evaluate the completeness, legality, and honesty of the annual, semi-annual, and quarterly business reports and financial statements of VINATEX, as well as the management evaluation report of the Board of Directors. Submit the appraisal reports on financial statements, annual business reports, and management evaluation reports of the Board of Directors to the General Meeting of Shareholders at the annual meeting. Review contracts and transactions with Related Parties under the approval authority of the Board of Directors or General Meeting of Shareholders, and provide recommendations on contracts and transactions requiring approval from the Board of Directors or the General Meeting of Shareholders;

d) Examine VINATEX's accounting books and other documents, management and operational activities of VINATEX at any time if deemed necessary or as resolved by the General Meeting of Shareholders or requested by a Shareholder or a group of Shareholders according to Clause 3, Article 11 of this Charter;

e) Upon request from a Shareholder or a group of Shareholders as stipulated in



Clause 3, Article 11 of this Charter, the Supervisory Board shall conduct an inspection within seven (07) working days from the date of receiving the request. Within fifteen (15) days from the completion of the inspection, the Supervisory Board must report and explain the inspected matters to the Board of Directors and the requesting Shareholder(s). The inspection by the Supervisory Board under this clause shall not obstruct the normal activities of the Board of Directors nor disrupt the business operations of VINATEX;

f) Propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure of management, supervision, and operation of VINATEX's business activities;

g) When discovering that any member of the Board of Directors, the General Director, or other executives of VINATEX commits violations of the law or this Charter, the Supervisory Board must notify the Board of Directors in writing within 48 hours, request the violator to cease the violation and propose measures to remedy the consequences;

h) The Supervisory Board has the right to use independent consultants, VINATEX's internal audit department to perform assigned tasks or consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;

i) Review, inspect, and evaluate the effectiveness and efficiency of VINATEX's internal control system, internal audit, risk management, and early warning mechanisms;

j) Have the right to attend and participate in discussions at the General Meeting of Shareholders, Board of Directors meetings, and other meetings of VINATEX.

2. In the accounting and auditing activities of VINATEX, the Supervisory Board shall have the following rights, obligations, and responsibilities:

a) The Supervisory Board has the right to select and propose to the General Meeting of Shareholders to approve an independent audit firm to conduct audits of VINATEX's financial statements;

b) Discuss with the independent auditors the nature and scope of the audit before starting the audit;

c) Discuss difficulties and issues arising from interim or final audit results as well as any matters the independent auditors wish to discuss;

d) Review the management letter from the independent auditors and the responses from VINATEX's management;

e) Perform other rights, obligations, and responsibilities as stipulated in this Charter and Articles 171, 172, and 173 of the Law on Enterprises and other relevant laws;



- f) Be responsible to the Shareholders for its supervisory activities;
- g) Ensure coordination between the Board of Directors, General Director, and Shareholders;
- h) Develop the operating regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval;
- i) Report the activities of the Supervisory Board at the General Meeting as required by law.

3. The Board of Directors, its members, the General Director, and other executives must provide all information and documents related to VINATEX's operations upon the request of the Supervisory Board; and the person in charge of governance at VINATEX must ensure that all copies of financial information and other information provided to members of the Board of Directors, as well as copies of the minutes of the Board meetings, are simultaneously provided to the Supervisory Board members.

4. The Supervisory Board shall consist of from three (03) to five (05) Supervisors, with the exact number for each term decided by the General Meeting of Shareholders. The term of the Supervisory Board is five (05) years; the term of each Supervisor is the same as that of the Supervisory Board and may be re-elected for an unlimited number of terms. In the event that Supervisors' terms end at the same time but new Supervisors have not yet been elected, the outgoing Supervisors shall continue to perform their rights, obligations, and responsibilities until the new Supervisors are elected and assume their duties. Supervisors must meet the standards and conditions stipulated in Article 169 of the Law on Enterprises and must not fall into the following cases:

- a) Working in the accounting or finance department of VINATEX;
- b) Being a member or employee of the independent audit firm that audited VINATEX's financial statements for the previous three (03) consecutive years.

Supervisors may be non-Vietnamese citizens and/or non-residents of Vietnam but must ensure that more than half (1/2) of the Supervisors reside permanently in Vietnam. The Supervisors shall elect one (01) person among themselves to serve as Head of the Supervisory Board by majority vote. The Head of the Supervisory Board must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or other majors related to VINATEX's business activities.

5. The Head of the Supervisory Board has the following rights and obligations:
- a) Convene Supervisory Board meetings and act as chairperson of the meetings;
  - b) Request the Board of Directors, General Director, and other executives to provide relevant information for reporting to the Supervisors;
  - c) Prepare and sign the Supervisory Board's report after consulting with the



Board of Directors for submission to the General Meeting of Shareholders.

6. The total remuneration, salary, bonuses, and other benefits of the Supervisory Board shall be decided by the General Meeting of Shareholders. Supervisors shall also be reimbursed reasonable expenses for meals, accommodation, travel, and other costs incurred when attending Supervisory Board meetings or related to VINATEX's business activities.

The salary and operational expenses of the Supervisory Board shall be included in VINATEX's business expenses in accordance with corporate income tax law, other relevant laws, and must be separately disclosed in VINATEX's annual financial statements.

7. Meetings of the Supervisory Board:

a) The Supervisory Board must convene at least two (02) meetings per year, and at least two-thirds (2/3) of the Supervisors must be present at each meeting. Minutes of the Supervisory Board meetings must be recorded in detail and clarity; the minute taker and all attending Supervisors must sign the meeting minutes. These minutes of the Supervisory Board shall be retained for the purpose of determining the responsibility of each Supervisor.

b) The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of the selected auditing firm to attend and clarify matters when necessary.

8. A Supervisor shall be dismissed or removed in any of the following cases:

a) No longer meeting the qualifications and conditions to be a Supervisor as prescribed by the Law on Enterprises or is prohibited by law from serving as a Supervisor;

b) Voluntarily resigning by submitting a written notice to the head office of VINATEX. The Supervisory Board shall acknowledge the resignation, disclose the information in accordance with legal regulations, and report it to the General Meeting of Shareholders at the nearest session. In this case, the Supervisor is not entitled to discuss or vote on decisions of the Supervisory Board from the date of signing the resignation letter;

c) Losing legal capacity for civil acts, having limited capacity for civil acts, or having cognitive and behavioral control impairments;

d) Failing to complete assigned duties or responsibilities; not performing their rights and obligations for six (06) consecutive months without a force majeure reason; repeated or serious violations of obligations as prescribed in the Law on Enterprises and this Charter;

e) As resolved by the General Meeting of Shareholders.



## **CHAPTER X**

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

#### **Article 33. Duty of Care**

Members of the Board of Directors, Supervisors, the General Director, and other executives shall be responsible for performing their duties, including those undertaken as members of the committees of the Board of Directors, honestly and in a manner they reasonably believe to be in the best interests of VINATEX, and with the level of care that a prudent person in a similar position and under similar circumstances would exercise.

#### **Article 34. Duty of Loyalty and Avoidance of Conflicts of Interest**

1. Members of the Board of Directors, Supervisors, the General Director, and other executives shall not use business opportunities that may benefit VINATEX for personal purposes, nor may they use information obtained through their positions for self-interest or to serve the interests of any other organization or individual.

2. Members of the Board of Directors, Supervisors, the General Director, and other executives are obligated to notify the Board of Directors of any potential conflict of interest they may have through economic entities, transactions, or other individuals. The content of such notification shall include:

a) Full name, head office address, business lines, number and date of the Enterprise Registration Certificate, and place of business registration of the enterprise in which they hold capital contributions or shares; the percentage and date of acquisition of such capital contribution or shareholding;

b) Full name, head office address, business lines, number and date of the Enterprise Registration Certificate, and place of business registration of the enterprise in which their Related Person jointly or solely owns more than ten (10)% of the charter capital.

This declaration must be made within seven (07) working days from the date the relevant interest arises; any amendments or supplements must also be reported to VINATEX within seven (07) working days from the date of such changes.

Such declarations must be reported to the General Meeting of Shareholders at the annual meeting and retained at the head office of VINATEX. Shareholders, authorized representatives of shareholders, members of the Board of Directors, Supervisors, and the General Director have the right to review the contents of these declarations at any time if deemed necessary.

Any member of the Board of Directors, Supervisor, or General Director who performs any activity in their own name or on behalf of another person within the business scope of VINATEX must explain the nature and content of such activity to the



Board of Directors and the Supervisory Board and may only proceed with such activity if approved by a majority of the remaining members of the Board of Directors. If such activity is carried out without disclosure or approval from the Board of Directors, all income generated from such activity shall belong to VINATEX.

3. Provision of Loans or Guarantees:

a) VINATEX shall not provide loans or guarantees to shareholders (individuals or organizations) and to persons related to individual shareholders.

b) VINATEX may only provide loans or guarantees to persons related to organizational shareholders if such related persons are subsidiaries of VINATEX. Approval authority is specified as follows:

i. The General Meeting of Shareholders shall approve transactions with a value equal to or greater than thirty-five (35)% of the total assets recorded in VINATEX's latest audited separate financial statements;

ii. The Board of Directors shall approve transactions with a value of less than thirty-five (35)% of the total assets recorded in VINATEX's latest audited separate financial statements.

c) VINATEX may only provide loans or guarantees to members of the Board of Directors, Supervisors, the General Director, and other managers who are not shareholders, as well as to individuals or organizations related to those persons, if such provision has been approved by the General Meeting of Shareholders;

In cases where loans or guarantees are provided to organizations related to members of the Board of Directors, Supervisors, the General Director, or other managers, and such organizations are subsidiaries of VINATEX, approval must be obtained from the General Meeting of Shareholders or the Board of Directors in accordance with Point b, Clause 3 of this Article.

4. Pursuant to Article 167 of the Law on Enterprises, VINATEX may only enter into the following contracts or transactions (in addition to those specified in Clause 3 of this Article) upon approval by the General Meeting of Shareholders:

a) Contracts or transactions with a value of thirty-five (35)% or more, or transactions that result in the total transaction value within a 12-month period from the date of the first transaction reaching thirty-five (35)% or more of the total assets recorded in VINATEX's latest audited separate financial statements, between VINATEX and any of the following parties:

(i) Members of the Board of Directors, Supervisors, the General Director, other managers, and their related persons;

(ii) Shareholders, or authorized representatives of shareholders, who own more than ten (10)% of VINATEX's total ordinary shares, and their related persons;



(iii) Enterprises in which members of the Board of Directors, Supervisors, the General Director, and other executives hold capital contributions or shares; and enterprises in which related persons of the members of the Board of Directors, Supervisors, the General Director, and other executives jointly or individually own shares or capital contributions representing more than ten (10)% of the charter capital.

b) Loan or asset sale transactions with a value greater than ten (10)% of the total assets recorded in VINATEX's latest audited separate financial statements, between VINATEX and any shareholder holding fifty-one (51)% or more of the total voting shares, or any related person of such shareholder.

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

a) Contracts and transactions specified in Point (a), Clause 4 of this Article that are valued at less than thirty-five (35)% of the total assets recorded in the latest audited separate financial statements of VINATEX;

b) Loan or asset sale transactions specified in Point (b), Clause 4 of this Article that are valued at less than ten (10)% of the total assets recorded in the latest audited separate financial statements of VINATEX.

6. No member of the Board of Directors, Supervisor, General Director, other executives, or their Related Persons shall be permitted to buy, sell, or otherwise transact in VINATEX shares or shares of VINATEX's subsidiaries at any time when they possess information that is certain to affect the share price and is unknown to other shareholders.

7. Regarding liability for compensation in cases where transactions are carried out without the approval of the General Meeting of Shareholders or the Board of Directors: Contracts or transactions shall be rendered null and void and handled in accordance with the provisions of law if they are concluded or executed without obtaining approval as prescribed in Clauses 3, 4, and 5 of this Article. The related members of the Board of Directors, Supervisors, General Director, and other executives shall be liable to compensate for any arising damages and must return to VINATEX any benefits gained from the performance of such contracts or transactions.

### **Article 35. Liability for Damages and Compensation**

#### **1. Liability for Damages:**

Members of the Board of Directors, Supervisors, the General Director, and other executives who breach their duties of honesty and diligence, or fail to fulfill their obligations with due care and professional competence, shall be held liable for any damages arising from their violations.

#### **2. Compensation:**

VINATEX shall indemnify any person who has been, is, or may become a party involved in any complaint, lawsuit, or prosecution (including civil and administrative



proceedings, but excluding cases initiated by VINATEX itself), provided that such person is or was a member of the Board of Directors, a Supervisor, the General Director, another executive, an employee of VINATEX, or an authorized representative of VINATEX, or is or was acting at the request of VINATEX in the capacity of a member of the Board of Directors, a Supervisor, the General Director, another executive, or an employee, on the condition that such person acted honestly, prudently, and diligently, in the interests of or not contrary to the interests of VINATEX, in compliance with the law, and that there is no evidence establishing a breach of duty. Compensable expenses include: actual costs incurred (including attorney's fees), judgment amounts, fines, and other amounts payable that are actually incurred or reasonably deemed appropriate in resolving such matters within the limits permitted by law. VINATEX is entitled to purchase liability insurance for such individuals in order to cover the aforementioned indemnification obligations.

## **CHAPTER XI**

### **RIGHT TO INSPECT VINATEX'S BOOKS AND RECORDS**

#### **Article 36. Right to Inspect Books and Records**

**1. Ordinary shareholders shall have the right to inspect VINATEX's books and records as follows:**

a) Shareholders have the right to review, inspect, and extract information regarding names and contact addresses in the list of shareholders with voting rights; to request correction of their own information; and to review, inspect, extract, or make copies of VINATEX's Charter, minutes of General Meeting of Shareholders (GMS), and resolutions of the GMS;

b) A shareholder or a group of shareholders holding at least five (05)% of the total number of ordinary shares shall have the right to review, inspect, and extract the minutes and resolutions or decisions of the Board of Directors (BOD), semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to BOD approval, and other documents, except for materials relating to VINATEX's trade secrets and business secrets.

In case a representative authorized by the shareholder or group of shareholders requests to inspect the books and records, such request must be accompanied by a power of attorney from the shareholder(s) represented, or a notarized copy thereof.

2. Members of the Board of Directors, Supervisors, the General Director, and other managers shall have the right to examine VINATEX's register of shareholders, list of shareholders, and other books and records of VINATEX for purposes related to their respective duties and responsibilities, provided that such information must be kept confidential.

3. VINATEX shall maintain this Charter and any amendments or supplements thereto, the Enterprise Registration Certificate, internal regulations, documents



evidencing ownership of assets, minutes of the GMS and meetings of the BOD, reports of the Supervisory Board, annual financial statements, accounting records, and other documents in accordance with the law at the head office or another location, provided that shareholders and the Business Registration Authority are notified of the storage location.

4. This Charter shall be published on VINATEX's official website.

## **CHAPTER XII**

### **DISTRIBUTION OF PROFITS**

#### **Article 37. Dividends**

1. The General Meeting of Shareholders shall decide on the annual dividend payment rate and form of payment from VINATEX's retained earnings.

2. In accordance with the Law on Enterprises, the Board of Directors may make interim dividend payments if it deems that such payment is consistent with VINATEX's profitability.

3. Unless otherwise provided by any preferential rights attached to a class of shares or by the terms and conditions of their issuance, dividends (taking into account unpaid shares during the dividend payment period) shall be paid in proportion to the amount actually paid for the shares during the dividend payment period.

4. The Board of Directors may propose and submit to the General Meeting of Shareholders for approval the payment of all or part of dividends in the form of specific assets (which may include cash, fully-paid shares or bonds issued by VINATEX, or other assets legally owned by VINATEX). The Board of Directors shall be the body responsible for executing such resolutions.

5. In cases where dividends or other amounts related to any class of shares are paid in cash, such payments must be made in Vietnamese dong. Payment may be made directly or through banks based on bank account details provided by the shareholders. If VINATEX has transferred funds in accordance with the banking details provided by a shareholder but the shareholder fails to receive the payment, VINATEX shall not be held liable for such amount. Dividend payments for shares listed or registered for trading on a Stock Exchange may be processed through securities companies or the Vietnam Securities Depository and Clearing Corporation.

6. With the approval of shareholders at the General Meeting of Shareholders, the Board of Directors may resolve and notify that holders of ordinary shares shall be entitled to choose to receive dividends in the form of additional ordinary shares instead of cash. Such additional shares shall be considered fully paid-up shares based on the value equivalent to the cash dividend amount calculated as accurately as possible.



7. In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution or decision to determine a specific date for finalizing the list of shareholders. Based on this record date, those registered as shareholders or holders of other securities shall be entitled to receive dividends in cash or shares, notices, or other relevant documents. Other matters related to profit distribution shall be carried out in compliance with the law.

#### **Article 38. Distribution of After-Tax Profits**

Annual (accounting) after-tax profits shall be distributed as follows:

1. Profit sharing with capital-contributing parties in accordance with the signed economic contracts (if any).
2. Offsetting losses carried forward from previous years.
3. The remaining profits (after deducting the losses of previous years as prescribed in Clauses 1 and 2 of this Article) shall be distributed as follows:
  - a) Allocation to the development investment fund;
  - b) Allocation to the reward and welfare fund;
  - c) Allocation for bonuses to the management and executive teams, and to representatives of VINATEX's capital contribution at other enterprises;
  - d) Dividend distribution;
  - e) Allocation to other funds and/or retained earnings carried forward to the following year (if any).

The specific allocation rates shall be decided by the General Meeting of Shareholders based on the proposal of the Board of Directors.

### **CHAPTER XIII**

#### **BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING REGIME**

##### **Article 39. Bank Accounts**

1. VINATEX shall open accounts at one or more Vietnamese banks or at foreign banks legally operating in Vietnam.
2. Subject to prior approval by competent authorities, VINATEX may open bank accounts overseas in accordance with applicable laws, if necessary.
3. VINATEX shall carry out all payments and accounting transactions through VND or foreign currency accounts opened at such banks.

##### **Article 40. Fiscal Year**

The fiscal year of VINATEX shall commence on January 1 and end on December 31 of the same year. The first fiscal year shall commence on the Date of Establishment and end on December 31 of that same year.



#### **Article 41. Accounting Regime**

1. The accounting regime applied by VINATEX shall be the Vietnamese Accounting Standards (VAS) or another accounting regime issued or approved by a competent authority.

2. VINATEX shall maintain accounting books in Vietnamese. VINATEX shall retain accounting records in accordance with the nature of its business activities. Such records must be accurate, up-to-date, systematic, and sufficient to prove and explain VINATEX's transactions.

3. The accounting currency used by VINATEX shall be the Vietnamese Dong (VND).

### **CHAPTER XIV PERIODIC REPORTING, INFORMATION DISCLOSURE RESPONSIBILITY, AND PUBLIC ANNOUNCEMENTS**

#### **Article 42. Annual, Semi-Annual, and Quarterly Financial Statements**

1. VINATEX shall prepare annual financial statements (including separate and consolidated financial statements), which must be audited in accordance with applicable laws. VINATEX shall disclose the audited financial statements in compliance with the laws on information disclosure in the securities market and submit them to competent state authorities.

The annual financial statements must include all reports, appendices, and explanatory notes as required by laws on corporate accounting. These statements must fairly and objectively reflect the operational status of VINATEX.

2. VINATEX shall prepare and disclose reviewed semi-annual financial statements and audited quarterly financial statements (including separate and consolidated financial statements) in accordance with laws on information disclosure in the securities market, and submit them to competent state authorities.

3. The audited financial statements (including the auditor's opinion), the semi-annual (06 months) and quarterly reports of VINATEX must be disclosed on VINATEX's website.

#### **Article 43. Information Disclosure and Public Announcements**

Annual financial statements and other supporting documents must be disclosed to the public in accordance with regulations issued by the State Securities Commission (if applicable) and submitted to competent state authorities.

#### **Article 44. Annual Report**

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



## **CHAPTER XV THE AUDIT OF VINATEX**

### **Article 45. The Audit**

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Supervisory Board to select one of such firms to audit VINATEX's financial statements for the following financial year.
2. Auditors of the independent auditing firm engaged to perform the audit for VINATEX must possess a practicing certificate issued by the Ministry of Finance.
3. VINATEX shall prepare and submit its annual financial statements to the independent auditing firm upon the end of each financial year and shall have such financial statements audited in accordance with the provisions of applicable laws.
4. A copy of the audit report must be attached to each of VINATEX's annual financial statements.
5. The independent auditor conducting the audit of VINATEX's financial statements shall have the right to attend the General Meeting of Shareholders, receive notices and other relevant information relating to such meeting, and express opinions at the meeting on matters concerning the audit of VINATEX's financial statements.

## **CHAPTER XVI THE SEAL OF VINATEX**

### **Article 46. The Seal**

1. The Board of Directors shall decide on the type, quantity, form, and contents of the seal of VINATEX, its branches, and representative offices (if any), in accordance with applicable laws.
2. The General Director shall be responsible for the management and use of the seal of VINATEX in accordance with applicable laws.

## **CHAPTER XVII TERMINATION OF OPERATIONS AND LIQUIDATION**

### **Article 47. Termination of Operations**

1. VINATEX may be dissolved or have its operations terminated in the following cases:
  - a) Pursuant to a resolution or decision of the General Meeting of Shareholders;



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

c) Other cases as prescribed by Law.

2. Any decision to dissolve VINATEX must be approved by the General Meeting of Shareholders and must be notified to or approved by the competent authority of Vietnam, if such notification or approval is required by law.

#### **Article 48. Liquidation**

1. Upon the issuance of a decision to dissolve VINATEX, the Board of Directors shall establish a liquidation committee ("Liquidation Committee") comprising three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders, and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall formulate its own operating regulations. Members of the Liquidation Committee may be selected from among VINATEX's employees or independent experts. All expenses related to the liquidation shall be given priority for payment by VINATEX before settling any other liabilities.

2. The Liquidation Committee shall be responsible for notifying the Business Registration Authority of its establishment date and the commencement date of its operations. From that point onward, the Liquidation Committee shall act on behalf of VINATEX in all matters related to its liquidation before the Court and competent administrative authorities.

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

- a) Liquidation expenses;
- b) Salary debts, severance pay, social insurance, and other benefits of employees under collective labor agreements and signed labor contracts;
- c) Taxes and other state budget obligations payable to the State of Vietnam;
- d) Other debts of VINATEX;
- e) Any remaining amount, after full payment of the debts listed from points (a) to (d), shall be distributed to the shareholders. Preferred shares shall be given priority in payment.

### **CHAPTER XVIII INTERNAL DISPUTE RESOLUTION**

#### **Article 49. Internal Dispute Resolution**

1. In the event of any dispute or complaint arising in connection with VINATEX's operations or with the rights and obligations of Shareholders under this Charter or under any rights or obligations prescribed by the Law on Enterprises or other provisions of Law, between:



a) A Shareholder or Group of Shareholders and VINATEX;

b) A Shareholder or Group of Shareholders and the Board of Directors, the Supervisory Board, the General Director, or other executives,

The relevant parties shall endeavor to resolve such dispute through negotiation and conciliation. Unless the dispute involves the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board shall preside over the resolution process and request each party to submit relevant information concerning the dispute within ten (10) working days from the date the dispute arises. If the dispute involves the Board of Directors or the Chairperson of the Board, any party may request the appointment of an independent expert to act as a mediator in the dispute resolution process.

2. If no settlement is reached within six (06) weeks from the commencement of the conciliation process, or if the mediator's decision is not accepted by the parties, any party may refer the dispute to a competent arbitration center or court for resolution.

3. Each party shall bear its own costs related to the negotiation and conciliation procedures. Arbitration fees shall be borne by the losing party, unless otherwise agreed by the parties; court fees shall be determined by the court.

## **CHAPTER XIX**

### **THE PARTY ORGANIZATION AND SOCIO-POLITICAL ORGANIZATIONS**

#### **Article 50. The Party Organization and Socio-Political Organizations**

1. The Communist Party of Vietnam's organization within VINATEX shall operate in accordance with the Constitution, laws, and the Charter of the Communist Party of Vietnam.

2. The other socio-political organizations within VINATEX shall operate in accordance with the Constitution, Laws, and the Charters of such socio-political organizations.

3. The General Director shall prepare a plan for submission to the Board of Directors for approval on matters relating to VINATEX's relations with trade union organizations, in accordance with best governance standards and practices, the provisions of this Charter, VINATEX's internal regulations, and applicable Laws.

## **CHAPTER XX**

### **RELATIONSHIP WITH SUBSIDIARIES AND AFFILIATES**

#### **Article 51. Capital invested by VINATEX in other enterprises**

Capital invested by VINATEX in other enterprises shall include:



1. Capital in the form of cash, the value of land use rights or leased land, the value of tangible or intangible assets owned by VINATEX which are invested or contributed as capital to other enterprises;

2. Capital mobilized from other sources in accordance with **the provisions** of Law.

## **Article 52. Relationship with Subsidiaries Being Single-Member Limited Liability Companies**

1. Subsidiaries that are single-member limited liability companies (“Single-Member LLCs”) of VINATEX shall be organized and operate in accordance with the Law on Enterprises, the Charter on organization and operation of such Single-Member LLCs, and relevant laws and regulations.

2. VINATEX is the owner of the Single-Member LLCs. The Board of Directors of VINATEX shall act as the owner's representative to exercise the rights and perform the obligations with respect to the Single-Member LLCs.

### **3. VINATEX's Rights:**

Unless otherwise provided in the Charter on organization and operation of the Single-Member LLC, VINATEX shall have the following rights with respect to such company:

a) Decide on the content, amendment, and supplementation of the Charter on organization and operation of the Single-Member LLC;

b) Determine the development strategy and business lines of the Single-Member LLC; the annual business plan shall be decided by the General Director of VINATEX;

c) Approve the financial regulations;

d) Decide on the increase or decrease of charter capital, and the transfer of part or all of the charter capital of the Single-Member LLC to other organizations or individuals;

e) Decide on the establishment of subsidiaries and capital contribution to other companies;

f) Organize the supervision and evaluation of the business activities of the Single-Member LLC;

g) Determine the organizational structure and executive apparatus; appoint, dismiss, remove from office, and decide on the remuneration, salary, bonus, and other benefits for the Chairman of the company, members of the Members' Council, and the Controller of the Single-Member LLC; delegate authority to the Chairman or Members' Council to appoint, dismiss, remove from office, and determine the salary, bonus, and other benefits for the Director or General Director of the Single-Member LLC;

h) Decide on investment projects, asset sales, loan agreements, lending



agreements, and other contracts with a value exceeding 50% of the total asset value recorded in the latest financial statements of the Single-Member LLC;

i) Approve the annual financial statements; decide on the distribution of after-tax profits and other financial obligations of the Single-Member LLC;

j) Decide on the reorganization, dissolution, or request for bankruptcy of the Single-Member LLC; recover the entire value of VINATEX's assets after the dissolution or bankruptcy of the Single-Member LLC;

k) Request the Single-Member LLC to provide reports, documents, and necessary information as required for the preparation of the consolidated financial statements and the general reports of the Group;

l) Approve the salary plan and actual salaries of the Single-Member LLC, including the salary fund for the management board, executives, and employees;

m) Direct the Single-Member LLCs in matters relating to strategic orientation and technology selection; coordinate in scientific research and human resource development; use the VINATEX brand in business; conduct market research and development; and perform other tasks in accordance with the law.

#### 4. Obligations of VINATEX

a) VINATEX is liable for the debts and other property obligations of the Single-Member Limited Liability Company (SMLLC) within the scope of the SMLLC's charter capital;

b) Contributes capital fully and on time as committed; in case of failure to contribute the committed capital fully and on time, VINATEX shall be liable for the debts and property obligations of the SMLLC;

c) Complies with the Charter of the SMLLC;

d) Identifies and separates the assets of VINATEX and those of the SMLLC;

e) Complies with the provisions of law on contracts and other relevant laws in transactions of purchase, sale, lending, borrowing, leasing, subleasing, and other transactions between the SMLLC and VINATEX;

f) Performs other obligations as prescribed by law.

#### 5. Rights and obligations of the SMLLC towards VINATEX

a) Performs all obligations to the owner as prescribed in Clause 3 of this Article regarding the owner's rights;

b) Manages and uses the capital contributed by VINATEX efficiently;

c) Implements the provisions of the Charter and financial regulations approved by VINATEX, and other decisions relating to charter capital, organizational structure and management apparatus, and the use of profit after fulfilling tax and other financial obligations;



d) Decides on investment projects, asset sales, loan agreements, lending agreements, and other contracts with a value up to fifty (50) percent of the total asset value recorded in the latest financial statement of the SMLLC;

e) Provides reports, documents, and other necessary information for the preparation of the consolidated financial statement and aggregated reports for VINATEX's management purposes.

**Article 53. Relationship with Subsidiaries that are Joint Stock Companies or Limited Liability Companies with Two or More Members**

1. VINATEX shall exercise the rights, obligations, and responsibilities of a shareholder, member, joint venture party, or dominant capital contributor in subsidiaries that are Joint Stock Companies or Limited Liability Companies with two or more members in accordance with the law and the charters of such subsidiaries.

2. VINATEX shall directly manage the dominant shares or capital contributions in its subsidiaries through the capital representatives of VINATEX ("Capital Representatives") at those subsidiaries.

3. VINATEX shall have the following rights and obligations:

a) The Board of Directors of VINATEX shall appoint, dismiss, reward, discipline, and determine the remuneration and other benefits of the Capital Representatives of VINATEX at the subsidiaries. The Capital Representatives may directly run for executive management positions in the subsidiaries, in accordance with the current laws and the charter of each subsidiary;

b) Receive dividends and bear risks corresponding to VINATEX's capital contributions in the subsidiaries;

c) Supervise and inspect the use, preservation, and development of the capital contributed to the subsidiaries;

d) Request the subsidiaries to provide reports, documents, and information as required to prepare the consolidated financial statements and aggregated reports of Viantex;

e) VINATEX shall have the right to direct the subsidiaries through the Capital Representatives in accordance with VINATEX's Charter, the subsidiaries' charters, or agreements with the controlled subsidiaries, with respect to the following matters: orientation of industry development and adoption of new technologies; formulation of long-term plans for production, business, investment, trade, and services; coordination in scientific and technological research; orientation for human resources development; research and exploration of domestic and international markets; use of VINATEX's common brand in business activities; and other matters as prescribed by law;

f) Other rights and obligations in accordance with the law and the charter of each subsidiary.



4. Rights and obligations of the subsidiaries that are Joint Stock Companies or Limited Liability Companies with two or more members toward VINATEX:

- a) Fulfill all obligations as prescribed in Clause 3 of this Article regarding the rights of shareholders or members;
- b) Manage and use VINATEX's contributed capital effectively;
- c) Pay dividends to VINATEX in accordance with applicable laws;
- d) Provide reports, documents, and necessary information to prepare the consolidated financial statements and aggregated reports of VINATEX.

#### **Article 54. Relationship with Affiliates**

1. Affiliates are established, organized, and operate in accordance with the legal provisions corresponding to their respective legal forms.

2. VINATEX appoints Capital Representatives to exercise the rights and obligations of shareholders, contributing members, or joint venture partners according to the Charter of the Affiliates and the current legal regulations.

3. In case VINATEX holds a small number of shares or capital contribution in the Affiliates and is unable to appoint a Capital Representative to directly participate in management at the Affiliates Company, VINATEX must organize monitoring of the invested capital, dividends received, and other benefits from the invested capital in the Affiliates; assign personnel to exercise the rights of shareholders or members in accordance with the law and the Charter of the Affiliates.

4. The relationship between VINATEX and Affiliates is reflected through agreements on industry development orientation and technology selection; research and development of new services in permitted fields of operation; collaboration on scientific and technological research and human resource development; use of VINATEX's common brand in business; and other activities.

#### **Article 55. Relationship with Public Service Units**

1. Public Service Units established by VINATEX's investment are converted in organization and operation according to the enterprise mechanism and legal regulations.

2. VINATEX encourages member enterprises of the Group to use research, training, and healthcare services provided by VINATEX's Public Service Units based on contracts.

3. The relationship between VINATEX and its Public Service Units is conducted in accordance with legal provisions.

#### **Article 56. Standards and Conditions of VINATEX's Capital Representative at Other Enterprises**

1. The capital representative of VINATEX at other enterprises must fully meet the following standards and conditions:



a) Have sufficient standards and conditions as prescribed by the Civil Code, the Enterprise Law, and the regulations of VINATEX;

b) Have capacity, professional qualifications, and necessary skills suitable to the enterprise where VINATEX has invested capital;

c) Have good health and ethics;

d) Understand the Law, have awareness of law compliance;

e) Other conditions prescribed by VINATEX and the law at each point in time.

2. The capital representative who participates in candidacy for management and executive positions at enterprises with VINATEX's capital contribution must have sufficient standards and conditions as prescribed by law and the charter of that enterprise.

#### Article 57. Rights and Responsibilities of the Capital Representative of VINATEX at Other Enterprises

##### 1. Rights and responsibilities of the capital representative:

a) The capital representative performing the rights and responsibilities of VINATEX at another enterprise shall comply with the law, perform properly the tasks assigned by VINATEX; promptly report to VINATEX on situations where the enterprise is operating at a loss, unable to ensure solvency, failing to achieve the objectives and tasks assigned by the General Meeting of Shareholders, or in other cases of violations;

b) The capital representative must obtain VINATEX's written opinion before giving opinions, voting, and deciding on important matters at meetings of the General Meeting of Shareholders, meetings of the Board of Directors, or Members' Council.

2. The capital representative shall be entitled to salary, remuneration, bonus, and other benefits (if any) in accordance with the provisions of law and VINATEX's regulations from time to time.

##### 3. Reporting regime of the capital representative:

Based on the financial statements and other reports of the enterprise where the capital representative is assigned, on a quarterly basis and at the end of the fiscal year or extraordinarily upon VINATEX's request, the capital representative must summarize and evaluate the business and financial situation, propose solutions and remedies to improve the efficiency of VINATEX's invested capital at the enterprise, and report to VINATEX.

4. Provisions on the capital representative of VINATEX at other enterprises shall be specified in the regulations on the operating regime of VINATEX's capital representatives from time to time.



### **Article 58. Use of the Group's Brand Name**

The Group shall develop and implement a regulation on brand management of the Group, and provide orientation regarding common elements in the naming of the Group's member enterprises and Affiliates.

Detailed provisions on the use of the brand shall be specified in the Group's brand management regulation or in agreements between the relevant parties.

### **Article 59. Use of Shared Services**

The Group shall develop and implement a regulation on the use of shared services in the areas of training, scientific research, and technology engineering to serve as a basis for the uniform development of member units and to reduce costs and improve business efficiency.

### **Article 60. Management Agreement with Member Units**

1. Depending on specific cases, VINATEX may enter into a management agreement with its member units to:

a) Assist and advise the member unit on matters of technology, engineering, and other strategic issues in business operations;

b) Provide the member unit with the basic management system and key policies such as financial policy, human resource policy, risk management, etc., for uniform application throughout the Group;

c) Support the member unit in using the Group's brand and image in business activities and in developing sub-brands (if any).

2. The specific support contents and management fees shall be mutually agreed upon and stipulated in the contract signed between VINATEX and each member unit.

## **CHAPTER XXI**

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

#### **Article 61. Amendments and Supplements to the Charter**

Any amendment or supplement to this Charter must be considered and decided by the General Meeting of Shareholders. Matters not provided for in this Charter shall be governed by the prevailing laws of Vietnam and relevant international commercial practices.

## **CHAPTER XXII**

### **EFFECTIVE DATE**

#### **Article 62. Effective Date**

1. This Charter comprises 22 Chapters and 62 Articles and shall take effect upon



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its approval by the General Meeting of Shareholders of Vinatex.

2. This Charter may be made in multiple copies of equal legal value, of which at least one (01) copy shall be kept at the headquarters of Vietnam National Textile and Garment Group (Vinatex).

3. This Charter is the sole and official Charter of VINATEX. All previous Charters shall cease to be effective:

a) The Charter on the Organization and Operation of Vinatex approved by the General Meeting of Shareholders on January 8, 2015 (expired as of July 1, 2016);

b) The Charter on the Organization and Operation of Vinatex approved by the General Meeting of Shareholders on June 14, 2016 (expired as of July 1, 2017);

c) The Charter on the Organization and Operation of Vinatex approved by the General Meeting of Shareholders on June 29, 2017 (expired as of July 1, 2018);

d) The Charter on the Organization and Operation of Vinatex approved by the General Meeting of Shareholders on June 28, 2018 (expired as of May 1, 2019);

e) The Charter on the Organization and Operation of Vinatex approved by the General Meeting of Shareholders on April 25, 2019 (expired as of August 18, 2020);

f) The Charter on the Organization and Operation of Vinatex approved by the General Meeting of Shareholders on August 18, 2020 (expired as of June 29, 2021);

g) The Charter on the Organization and Operation of Vinatex approved by the General Meeting of Shareholders on June 21, 2021 (expired as of 16/6/2025).

Any copies or extracts of this Charter shall only be valid when signed by the legal representative or the Chairman of the Board of Directors, or by at least one half (1/2) of the total number of Board members./✓

**LEGAL REPRESENTATIVE  
GENERAL DIRECTOR**



**CAO HUU HIEU**