

**VICEM HOANG MAI CEMENT JOINT STOCK COMPANY**

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**THE CHARTER  
ON ORGANIZATION AND OPERATION  
OF VICEM HOANG MAI CEMENT JOINT STOCK COMPANY  
(Approved by the 2025 Annual General Meeting of Shareholders)**



**Nghe An, April 2025**



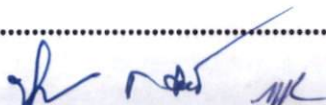
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**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**  
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**THE CHARTER ON ORGANIZATION AND OPERATION OF  
VICEM HOANG MAI CEMENT JOINT STOCK COMPANY**

**INTRODUCTION**

This Charter is approved under the Resolution of the General Meeting of Shareholders No. 02/2025/NQ-ĐHĐCĐ dated April 25<sup>th</sup>, 2025.

**Chapter I**

**DEFINITIONS**

**Article 1. Definitions**

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

a) "Charter capital" means the total face value of shares that have been sold or subscribed upon establishment of the Company as prescribed in Article 6 of this Charter;

b) "Voting capital" means the share capital that bestows upon the holders the right to vote on the issues within the jurisdiction of the General Meeting of Shareholders;

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

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

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

e) "Establishment date" means the day on which the Company's first Certificate of Enterprise Registration (Certificate of Business Registration and equivalent documents) is issued;

g) "Enterprise executives" include the General Director, Deputy General Director, Chief accountant and other executives prescribed by the Company's Charter;

h) "Enterprise managers" means the manager of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director, and Chief Accountant of the Company;

i) "Related persons" are the organizations and individuals defined in Clause 46, Article 4 of the Law on Securities;





k) "The authorized participant" means a person who is legally appointed by the Shareholder (organization or individual) or an authorized representative to participate and vote at the General Meeting of Shareholders;

l) "Authorized representative" means a person authorized by a shareholder that is an organization to exercise his/her shareholder rights in accordance with the law.

m) "Shareholder" means an individual or organization that owns at least one share of the Company;

n) "Founding shareholder" means a shareholder that owns at least one ordinary share and signs their names in the list of founding shareholders of the Company;

o) "Major shareholder" means a shareholder defined in Clause 18, Article 4 of the Law on Securities;

p) "Term of operation" means the term of operation of the Company as prescribed in Article 2 of this Charter and the extension period (if any) approved by the Company's General Meeting of Shareholders;

q) "Stock Exchanges" include Vietnam Exchange and its subsidiary companies.

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

3. The titles (Chapters, Articles of this Charter) are used for convenience in understanding the content and do not affect the content of this Charter.

## **Chapter II**

### **NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY**

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

**1. Name of the Company:**

- Name in Vietnamese: Công ty Cổ phần Xi măng Vicem Hoàng Mai

- Name in English: VICEM HOANG MAI CEMENT JOINT STOCK COMPANY

- Abbreviation name: HOM

2. The Company is a joint stock company, which has status of a juridical person in accordance with current regulations of law of Vietnam.

**3. Headquarters of the Company:**

- Address: Block Tan Tien, Quynh Thien ward, Hoang Mai town, Nghe An Province

- Phone: (84-238) 3866170;

Fax: (84-238) 3866648.

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

- Email: [sales@ximanghoangmai.vn](mailto:sales@ximanghoangmai.vn)



4. The Company may establish branches and representative offices in the business area to carry out the Company's operational objectives in accordance with the decision of the Board of Directors and within the scope of the law. Currently, the Company has the following branches and representative offices:

a) Consumption Enterprise - Branch of Vicem Hoang Mai Cement Joint Stock Company

- Address: Tan Tien Block, Quynh Thien Ward, Hoang Mai Town, Nghe An Province

- Phone: (84-238) 3.664222;

Fax: (84-238)3.63661776.

b) Construction Investment Department - Branch of Vicem Hoang Mai Cement Joint Stock Company

- Address: Tan Tien Block, Quynh Thien Ward, Hoang Mai Town, Nghe An Province

5. In case of any change in the information prescribed in Clauses 1, 2, 3 and Clause 4 of Article 2, this Charter shall be automatically updated.

6. Unless terminated before the deadline as prescribed in Clause 2, Article 54, the term of operation of the Company shall commence from the date of establishment and shall be indefinite.

### **Article 3. The Company's legal representative**

1. The General Director is the Company's legal representative.

2. Rights and obligations of the legal representative:

a) The Company's legal representative is an individual who represents the Company to exercise the rights and obligations arising from the Company's transactions, represents the Company as the petitioner in civil matters, plaintiff, defendant, party with related rights and obligations before the Arbitration, Court and other rights and obligations as prescribed by law.

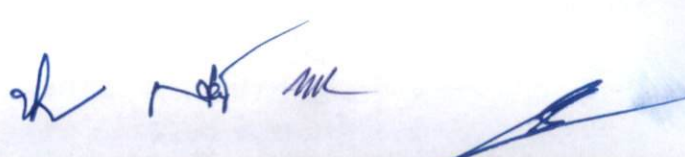
b) The legal representative of the Company has the following responsibilities:

- To exercise the assigned rights and obligations honestly, carefully and in the best manner to ensure the legitimate interests of the Company;

- To be loyal to the interests of the Company; do not use the Company's information, secrets, business opportunities; do not abuse his/her position, title, nor use the Company's assets for personal gain or to serve the interests of other organizations or individuals;

- To promptly, fully and accurately notify the Company about any the enterprises in which he/she or his/her related parties own or have controlling shares or capital contributions in other enterprises;

c) The legal representative of the Company shall be personally responsible for any damage caused to the Company due to violations of obligations as prescribed in this Charter;





3. The legal representative must reside in Vietnam and must provide written authorization to another person to exercise the rights and obligations of the legal representative when leaving Vietnam. In this case, the legal representative remains responsible for the exercise of the authorized rights and obligations.

### Chapter III

## OBJECTIVES, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY

### Article 4. Operational objectives of the Company

1. The Company's business lines include:

No.	Business lines	Business Code
1	Manufacture of cement, lime and plaster Details: Manufacture of cement, Spinning of lime, Manufacture of plaster	2394 (Main)
2	Trading of own or rented property and land use rights	6810
3	Manufacture of other non-metallic mineral products n.e.c.	2399
4	Freight transport by road	4933
5	Short-term accommodation activities	5510
6	Sea and coastal freight water transport	5012
7	Inland freight water transport Details: Inland freight water transport by non-motorized vehicles; Inland freight water transport by power-driven vehicles	5022
8	Wholesale of construction materials and other installation supplies Details: Wholesale of cement; Wholesale of construction materials and other installation equipment	4663
9	Other manufacturing n.e.c. Details: Manufacture of construction materials	3290
10	Wholesale of other machinery and equipment Details: Machinery and equipment for mining, quarrying and construction; Wholesale of machinery, electrical equipment and electric materials (motors, generators, transformers, wires); Wholesale of other machinery and equipment n.e.c.	4659
11	Other specialized construction activities Details: Construction activities specializing in one aspect common to different kind of structures, requiring specialized skill or equipment: construction of foundations, including pile driving; damp proofing and water proofing works; de-humidification of buildings; shaft sinking; erection of non-self-manufactured steel elements; steel bending; bricklaying and stone setting; roof covering for	4390

*th* *mk* *ml* *[Signature]*



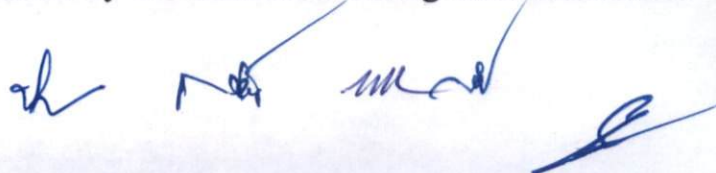
No.	Business lines	Business Code
	residential buildings; scaffolds and work platform erecting and dismantling, excluding renting of scaffolds and work platforms; erection of chimneys and industrial ovens; work with specialist access requirements necessitating climbing skills and the use of related equipment, e.g. working at height on tall structures; subsurface work; construction of outdoor swimming pools; steam cleaning, sand blasting and similar activities for building exteriors; renting of cranes with operator.	
12	Operation of sports facilities	9311
13	Water drainage and wastewater treatment	3700
14	Quarrying of stone, sand, gravel and clay	0810
15	Construction of railways	4211
16	Construction of roads	4212
17	Restaurants and mobile food service activities	5610
18	Construction of residential buildings	4101
19	Construction of non-residential buildings	4102
20	Collection of non-hazardous waste	3811
21	Collection of hazardous waste	3812
22	Treatment and disposal of non-hazardous waste	3821
23	Treatment and disposal of hazardous waste	3822
24	Remediation activities and other waste management services	3900
25	Support activities for other mining and quarrying	0990
26	Reservation service and related activities	7990
27	Construction of other civil engineering projects	4299
28	Cargo handling	5224
29	Warehousing and storage	5210
30	Construction of electrical works	4221
31	Electric power generation	3511

2. The Company's operational objectives are to preserve and develop equity; ensure the rights of shareholders and employees; fulfill tax obligations to the State and develop the Company to become stronger and stronger.

#### **Article 5. Scope of business and operation of the Company**

1. The Company is permitted to plan and conduct all business activities according to the Company's business lines as announced on the National Business Registration Portal and this Charter, in accordance with the provisions of current laws and take appropriate measures to achieve the Company's objectives.

2. The Company may conduct business activities in other industries and professions permitted by law and approved by the General Meeting of Shareholders.





## Chapter IV

### CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

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

1. The Company's Charter capital is VND 747,691,310,000 (in words: seven hundred forty-seven billion six hundred ninety-one million three hundred ten thousand dong)

The total charter capital of the Company is divided into 74,769,131 shares with a par value of VND 10,000/share.

2. The Company's Charter capital may be changed if approved by approved by the General Meeting of Shareholders and in accordance with the provisions of law.

3. The Company's shares on the ratification date of this Charter include ordinary shares. The rights and obligations of shareholders holding each type of these shares are stipulated in Article 12 and Article 13 of this Charter.

4. The Company may issue other preference shares after it is approved by the General Meeting of Shareholders and in accordance with the provisions of law.

5. Ordinary shares must be offered first to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The unsubscribed shares shall be decided by the Board of Directors. The Board of Directors may distribute such shares to shareholders and others on conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase its own shares following the methods as prescribed in this Charter and current laws.

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

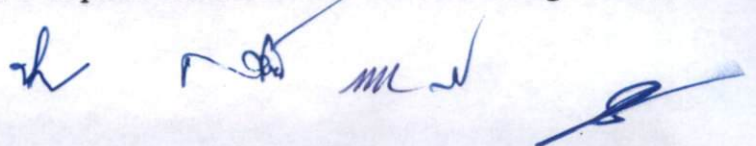
#### Article 7. Share certificates

1. Shareholders of the Company shall be issued with share certificates corresponding to their number of shares and type of shares being owned.

2. The share is a type of securities that confirm the legal rights and interests of the owner to a portion of the issuing organization's equity. A share shall contain all contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within 15 days from the date of submission of the satisfactory application for transfer of ownership of shares as prescribed by the Company, or within 15 days from the day on which the shares are fully paid for as prescribed in the Company's share issuance plan (or another time limit as prescribed by the issuance terms), the owner of the shares shall be issued with the share certificate and is not required to pay the cost of printing the share certificate to the Company.

4. In case the share certificate is lost, damaged or otherwise destroyed, the shareholder shall be reissued with another share certificate by the Company upon the shareholder's request. The shareholder's request must include the following contents:





a) Information about the lost, damaged or otherwise destroyed share certificate;

b) Declaration to take responsibility for disputes arising from the reissuance of the new share certificate.

#### **Article 8. Other securities certificates**

Bond certificates or other securities certificates issued by the Company shall be signed by the legal representative and sealed by the Company.

#### **Article 9. Transfer of shares**

1. All shares may be transferred freely unless otherwise prescribed by this Charter and the law. Shares that are listed and registered on Stock Exchanges may be transferred in accordance with the provisions of law on securities and the stock market.

2. Shares that are not fully paid for must not be transferred and shall not receive relevant rights such as right to receive dividends, right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares and other rights as prescribed by law.

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

1. In case a shareholder fails to pay in full and on time the amount payable to purchase shares, the Board of Directors shall send a notice and have the right to request that shareholder to pay the remaining amount and be responsible for the total par value of the shares registered to purchase for the Company's financial obligations arising from failure to pay in full.

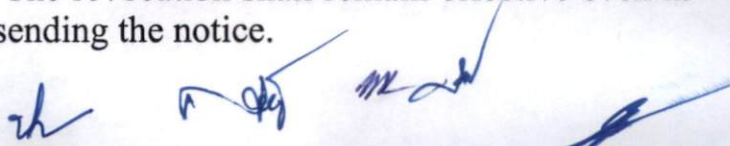
2. The above payment notice must clearly state the new payment period (at least 07 days from the date of sending the notice), payment location and the notice must clearly state that in case of non-payment as required, the unpaid shares will be revoked.

3. The Board of Directors is entitled to revoke shares that are not fully and timely paid in case the requirements in the above notice are not implemented.

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

5. The shareholder holding the revoked shares must give up their shareholder status with respect to those shares, but must still be responsible for the total par value of the shares registered for purchase for the Company's financial obligations arising at the time of revocation according to the decision of the Board of Directors from the date of revocation until the date of payment. The Board of Directors has full authority to decide to enforce payment of the entire value of shares at the time of revocation.

6. The notice of revocation shall be sent to the holder of the shares to be revoked before the time of revocation. The revocation shall remain effective even in the event of any error or negligence in sending the notice.





## Chapter V

### ORGANIZATIONAL STRUCTURE, ADMINISTRATION AND CONTROL

#### Article 11. Organizational structure, administration and control

Organizational structure, administration and control of the Company include:

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

## Chapter VI

### SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

#### Article 12. Rights of shareholders

1. Ordinary shareholders have the right to:
  - a) Participate, comment in the General Meeting of Shareholders; exercise the right to vote directly or through authorized representatives or another method as prescribed by the Company's Charter and the law. Each ordinary share has one vote;
  - b) Receive dividends at the rate decided by the General Meeting of Shareholders;
  - c) Priority when purchasing new shares corresponding to the ratio of ordinary shares owned by each shareholder in the Company;
  - d) Freely transfer his/her shares to others, except for the cases as prescribed in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
  - đ) Access, examine and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information about themselves;
  - e) Access, examine and extract or copy the Company's Charter, minutes of meeting and resolutions of the General Meeting of Shareholders;
  - g) When the Company is dissolved or bankrupt, receive a portion of the remaining assets corresponding to the percentage of shares owned in the Company;
  - h) Request the Company to repurchase shares in the cases as prescribed in Article 132 of the Law on Enterprises;
  - i) Equal treatment. Each share of the same type gives the shareholder equal rights, obligations and interests. In case the Company has preferential shares, the rights and obligations associated with the preferential shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;
  - k) Have full access to periodic and extraordinary information disclosed by the Company as prescribed by law;





l) Have their lawful rights and interests protected; request the suspension, cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;

m) Other rights prescribed by law and this Charter.

2. The shareholder or group of shareholders that owns 5% or more of total ordinary shares has the rights to:

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

b) Access, examine, extract the minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions that must be approved by the Board of Directors and other documents, except for documents related to the Company's trade secrets and business secrets;

c) Request the Board of Supervisors to inspect each specific issues related to the management and operation of the Company where necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders and ownership ratio in the total number of shares of the Company; the issues that need inspecting and purposes of inspection;

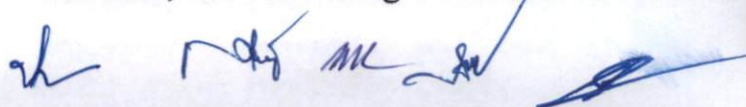
d) Propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least 03 working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issues proposed to be included in the agenda;

đ) Other rights prescribed by law and this Charter.

3. The shareholder or group of shareholders that owns 10% or more of total ordinary shares is entitled to nominate candidates to the Board of Directors and the Board of Supervisors. The nomination of candidates to the Board of Directors and the Board of Supervisors shall be carried out as follows:

a) The group of shareholders that nominate candidates to the Board of Directors and the Board of Supervisors must inform the participating shareholders before the opening of the General Meeting of Shareholders;

b) Depending on the quantity of members of the Board of Directors and the Board of Supervisors, the shareholders or groups of shareholders as prescribed in this Clause has the right to nominate one or some candidates according to the decision of the General Meeting of Shareholders to the Board of Directors and the Board of Supervisors. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall





be nominated by the Board of Directors, the Supervisory Board and other shareholders.

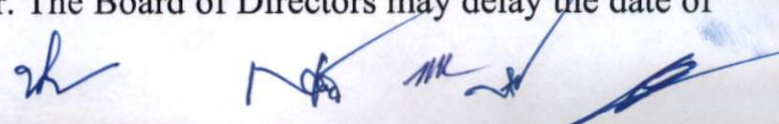
### **Article 13. Obligations of shareholders**

Ordinary shareholders have the obligations to:

1. Pay in full and on time for the number of shares committed to purchase.
2. The capital contributed in the form of ordinary shares shall not be withdrawn from the Company in any form, unless these shares are repurchased by the Company or other persons. In case a shareholder withdraws part or all of the contributed capital in contravention of the provisions of this Clause, that shareholder and the person with related interests in the Company shall be jointly responsible for the debts and other property obligations of the Company within the value of the withdrawn shares and any damages caused.
3. Comply with the Company's Charter and internal regulations on company administration.
4. Comply with Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Protect the information provided by the Company in accordance with the Company's Charter and the law; only use the provided information for exercising and protecting their lawful rights and interests; strictly prohibit the dissemination or copying or sharing of information provided by the Company to other organizations and individuals.
6. Participate in the General Meeting of Shareholders and exercise the right to vote in the following manners:
  - Participate and vote in person at the meeting;
  - b) Authorize other organizations and individuals to participate and vote at the meeting;
  - c) Participate and vote via online conference, cast electronic votes or in other electronic forms;
  - d) Send voting ballots to the meeting via mail, fax, or email;
7. Take personal responsibility when committing any of the following acts in the name of the Company in any shape or form:
  - a) Violations of law;
  - b) Business operations and other transactions for personal gain or serving the interests of other organizations and individuals;
  - c) Paying undue debts while the Company is facing financial risks.
8. Fulfill other obligations prescribed by current regulations of law.

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

1. The General Meeting of Shareholders consists of all voting shareholders and is the highest decision-making body of the Company. The General Meeting of Shareholders shall be conducted annually once a year and within four (04) months from the ending date of the fiscal year. The Board of Directors may delay the date of





conducting the annual General Meeting of Shareholders if necessary but not more than 06 months from the ending date of the fiscal year. Extraordinary General Meeting of Shareholders may be conducted in addition to annual General Meeting of Shareholders. The location of General Meeting of Shareholders is where the chair participates in the meeting and must be within Vietnam's territory.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and choose a suitable location. The annual General Meeting of Shareholders shall decide on matters prescribed by law and the Company's Charter and especially approving the audited annual financial statement. In case the Audit Report of the Company's annual financial statements contains material exceptions, adverse opinions or disclaimer of opinion, the Company must invite a representative of the accredited audit organization that audited the Company's financial statement to participate in the annual General Meeting of Shareholders. The representative of the above accredited audit organization has the responsibility to participate in the annual General Meeting of Shareholders of the Company.

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

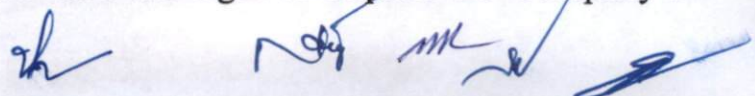
- a) The Board of Directors deems it necessary for the interests of the Company;
- b) The number of remaining members of the Board of Directors and the Board of Supervisors is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises, the request to convene a meeting of the General Meeting of Shareholders must be made in writing, clearly state the reason and purpose of the meeting, and bear the sufficient signatures of relevant shareholders, or the request must be made in multiple copies and must include sufficient signatures of the relevant shareholders;
- d) It is requested by the Board of Supervisors;
- đ) Other cases prescribed by law and this Charter.

#### 4. Convening the extraordinary General Meeting of Shareholders

a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the day on which the number of members of the Board of Directors, independent members of the Board of Directors or remaining members of the Board of Supervisors as prescribed in Point b, Clause 3 of this Article or from the date of receipt of the request prescribed in Point c and Point d, Clause 3 of this Article;

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

c) In case the Board of Supervisors fails to convene the GMS as prescribed in Point b Clause 4 of this Article, the shareholder or group of shareholders mentioned in Point c Clause 3 of this Article shall have the right to request the Company's





representatives to convene the General Meeting of Shareholders in accordance with the Law on Enterprises;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the order and procedures of convening, conducting the meeting and making decisions of the General Meeting of Shareholders. The costs of convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include the costs incurred by the shareholders during their participation in the General Meeting of Shareholders, including accommodation and travel expenses.

d) The General Meeting of Shareholders shall be conducted following the procedures as prescribed in Clause 5 Article 140 of the Law on Enterprises;

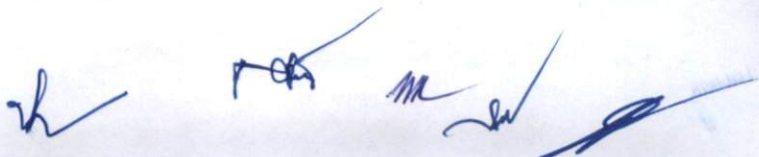
#### **Article 15. Rights and obligations of the General Meeting of Shareholders**

The General Meeting of Shareholders has following rights and obligations:

- a) Approve the Company's development orientations;
- b) Decide the types of shares and the total number of shares of each type that can be offered for sale; decide on the annual dividend rate of each type of shares;
- c) Elect, dismiss and discharge members of the Board of Directors and members of the Board of Supervisors;
- d) Decide investment in or sale of assets that are worth 35% or more of the total asset value recorded in the most recent financial statement of the Company;
- đ) Decision to amend and supplement the Company's Charter;
- e) Approve annual financial statements;
- g) Decide repurchase of over 10% of total sold shares of each type;
- h) Consider taking actions against violations committed by members of the Board of Directors and members of the Board of Supervisors if they cause damage to the Company and its shareholders;
- i) Decide re-organization and dissolution of the Company;
- k) Decide the budget or total remunerations, bonuses and other benefits of the Board of Directors and the Board of Supervisors;
- l) Approve Internal Regulation on Corporate Governance; Regulations on operation of the Board of Directors and the Board of Supervisors;
- m) Approve the list of accredited audit organizations; decide whether to allow accredited audit organizations to inspect the Company's operation; dismiss accredited auditors where necessary;
- n) Other rights and obligations prescribed by law.

2. The General Meeting of Shareholders shall discuss and approve the following issues:

- a) The Company's annual business plan;
- b) The audited annual financial statement;





c) The report of the Board of Directors on administration and performance of the Board of Directors and each of its members.

d) The report of the Board of Supervisors on the Company's business performance, performance of the Board of Directors, the General Director;

đ) The self-assessment report on performance of the Board of Supervisors and its members;

e) Dividend per share of each type;

g) The quantity of members of the Board of Directors and the Board of Supervisors;

h) Election, dismissal and discharge of members of the Board of Directors and members of the Board of Supervisors;

i) Making decision on the budget or total remunerations, bonuses and other benefits of the Board of Directors and the Board of Supervisors;

k) Approval for the list of accredited audit organizations; making decision on the accredited audit organizations to inspect the Company's operation when deemed necessary.

l) Supplement and Amendment of the Company's Charter;

m) Types and quantity of new shares issued for each type of shares and transfer of shares by founders within the first 03 years after the date of establishment;

n) Division, separation, consolidation, merger or conversion of the Company;

o) Re-organization and dissolution (liquidation) of the Company and appointment of the liquidator;

p) Making decision on investment in or sale of assets that are worth 35% or more of the total asset value recorded in the most recent financial statement of the Company;

q) Making decision on repurchase of over 10% of total sold shares of each type;

r) The Company signs contracts and transactions with the entities as prescribed in Clause 1 Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the Company's total asset value recorded in the most recent financial statement;

s) Approval for the transactions as prescribed in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of some articles of the Law on Securities;

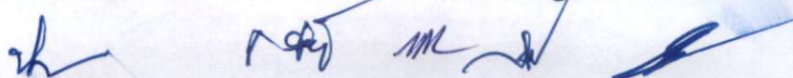
t) Approval for Internal Regulation on Corporate Governance; Regulations on operation of the Board of Directors and the Board of Supervisors;

u) Other issues prescribed by law and this Charter.

3. All resolutions and issues that have been included in the meeting agenda must be discussed and voted on during the General Meeting of Shareholders.

#### **Article 16. Authorizing participation in General Meeting of Shareholders**

1. Shareholders and authorized representatives of shareholders that are organizations may directly participate or authorize one or some other organizations





and individuals to participate in the General Meeting of Shareholders in one of the manners specified in Clause 3 Article 144 of the Law on Enterprises.

2. The authorization for an individual or organization to represent the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made into written documents. The authorization document shall be made in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope of authorization, the duration of authorization, and the signatures of the authorizing party and the authorized party.

The authorized participants shall submit the authorization documents when registering their participation in the meeting. In case an authorized participant authorizes another person to participate in the meeting, the original power of attorney of the shareholder or the authorized representative of the shareholder being an organization must be presented (if it is yet to be registered with the Company).

3. Votes casted the authorized participants within authorization scope shall be effective unless:

a) The authorizing person is dead, has limited civil act capacity or has lost civil act capacity

b) The authorizing person has cancelled the authorization;

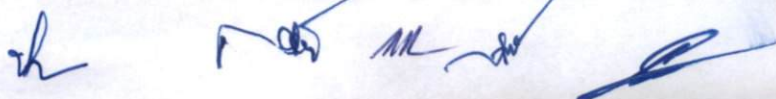
c) The authorizing person has cancelled the authority of the authorized person;

This Clause does not apply in case the Company receives a notification of any of the aforementioned events before the opening hour of the General Meeting of Shareholders or before the General Meeting of Shareholders is re-convened.

### **Article 17. Changes of rights**

1. The change or cancellation of special rights associated with a certain type of preference shares shall be effective when approved by shareholders representing 65% or more of the total number of votes of all shareholders attending the meeting. The General Meeting of Shareholders's resolution that contains adverse changes to the rights and obligations of preference shareholders shall only be approved if it is approved by the number of preference shareholders of the same type participating the meeting owning 75% or more of the total number of preferred shares of that type or approved by the preferred shareholders of the same type owning 75% or more of the total number of preference shares of that type in the case of passing the resolution in the form of obtaining written opinions.

2. The organization of a meeting of shareholders holding a type of preference shares to approve the aforementioned change of rights shall only be valid when there are at least 02 shareholders (or their authorized representatives) and holding at least 1/3 of the par value of the issued shares of that type. In case there are not enough delegates as mentioned above, the meeting will be re-organized within the next 30 days and the holders of shares of that type (regardless of the number of people and shares) present in person or through authorized representatives are considered to have sufficient number of delegates required. At the meetings of shareholders





holding the above-mentioned preferred shares, the holders of shares of that type present in person or through representatives may request a secret ballot. Each share of the same type has equal voting rights in such a meeting.

3. Procedures for conducting such a separate meeting shall be similar to those as prescribed in Articles 19, 20 and 21 of this Charter.

4. Unless otherwise prescribed by shares issuance clauses, special rights associated with preference shares regarding some or all issues relevant to distribution of profit or assets of the Company shall not be changed when the Company issues additional shares of the same type.

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

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

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

a) Prepare a list of shareholders eligible to participate in and vote at the General Meeting of Shareholders. This list shall be prepared within 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must disclose information on the preparation of this list at least 20 days before the deadline for registration;

b) Prepare the meeting agenda and contents;

c) Prepare documents for the meeting;

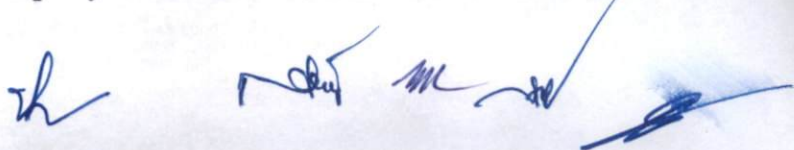
d) Draft the resolution of the General Meeting of Shareholders according to the expected contents of the meeting;

đ) Determine the meeting time and location;

e) Make an announcement and send notice of the General Meeting of Shareholders to all shareholders entitled to participate in the meeting;

g) Perform other tasks serving the meeting.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholder's contact address. Simultaneously, it shall be posted on the websites of the Company, the State Securities Commission's website, and the Stock Exchange where the Company's shares are listed or registered for trading. The person that convenes the General Meeting of Shareholders must send the invitation notice to all shareholders in the list of shareholders entitled to participate in the meeting at least 21 days before the opening date of the meeting (calculated from the date on which the notice is validly sent or delivered). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be sent to the shareholders and/or posted on the Company's website. In case these documents are





not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must contain the URL for these documents, including:

- a) The meeting agenda and documents to be used during the meeting;
- b) The list of and detailed information about all candidates for members of the Board of Directors and members of the Board of Supervisors (in case of election thereof);
- c) Voting ballot;

4. The shareholder or group of shareholders as prescribed in Clause 2 Article 12 of this Charter is entitled to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least 03 working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the quantity of each type of shares of the shareholder and the proposed issues.

5. The person who convenes the General Meeting of Shareholders is entitled to reject the proposal as prescribed in Clause 4 of this Article in any of the following cases:

- a) The proposal is sent against the regulations of Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold 5% or more of total ordinary shares as prescribed in Clause 2, Article 12 of this Charter;
- c) The proposed issue is outside the jurisdiction of the General Meeting of Shareholders;
- d) Other cases prescribed by law and this Charter.

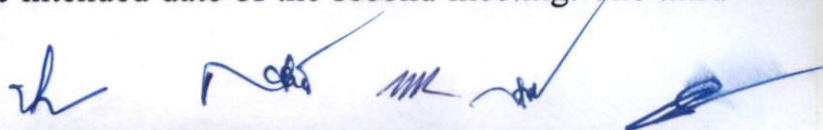
6. The person who convenes the General Meeting of Shareholders must accept and include the proposed issues as prescribed in Clause 4 of this Article to the expected meeting agenda, except for the cases specified in Clause 5 of this Article; the proposed issues shall be officially added to the meeting agenda and content of the meeting if approved by the General Meeting of Shareholders.

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

1. The General Meeting of Shareholders shall be conducted when the number of shareholders participating the meeting represents at least 51% of the total number of shares with voting rights.

2. In case the first meeting does not meet the conditions to be conducted as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders participating in the meeting represents 33% or more of the total number of votes.

3. In case the second meeting does not meet the conditions to be conducted as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the intended date of the second meeting. The third





General Meeting of Shareholders shall be conducted regardless of the total number of votes of the shareholders.

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

1. Before opening the General Meeting of Shareholders, the Company must conduct the procedures for shareholder registration and must conduct the registration until all shareholders that are entitled to participate in the meeting shall be present and registered in the following order:

a) When registering shareholders, the Company shall issue to each voting shareholder or their authorized representative a vote card which has a registration number and full name of the shareholder or the authorized representative, and the number of votes of the shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Votes include agreeing votes, disagreeing votes and abstentions. Agreeing votes shall be collected first, disagreeing votes later. Agreeing votes and disagreeing votes shall be counted. The vote counting result shall be announced by the chair right before the meeting is closed. The General Meeting of Shareholders shall elect vote counters or vote counting supervisors at the request of the chair. The number of members of the vote counting board shall be decided by the General Meeting of Shareholders at the request of the chair;

b) The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register their presence, participate and vote after registration. The chair does not have the responsibility to suspend the meeting to allow shareholders that arrive late to register and the effect of the contents voted on before their presence shall remain unchanged.

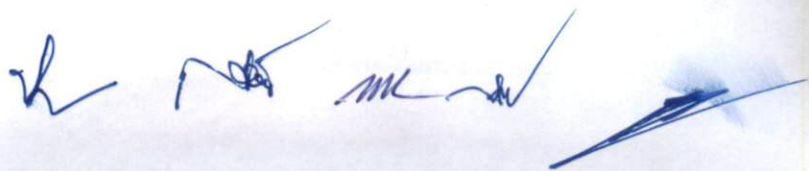
2. The election of the chair, secretary and vote counting board is regulated as follows:

a) The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the General Meeting of Shareholders if it is convened by the Board of Directors. If the Chairman of the Board of Directors is absent or not able to work, other members of the Board of Directors shall elect one of them as the chair under the majority rule. In case a chair cannot be elected, the Head of the Board of Supervisors shall preside over the election of the chair among the participants by the General Meeting of Shareholders, in which case the person who receives the most votes shall chair the meeting;

b) Except for the case specified in Point a of this Clause, the person that signs the documents convening of the General Meeting of Shareholders shall preside over the election of the chair by the General Meeting of Shareholders. The person who receives the most votes shall chair the meeting;

c) The chair shall appoint one or some people as secretaries of the meeting;

d) The General Meeting of Shareholders shall elect one or some persons to the vote counting board at the request of the chair.





3. The meeting agenda and contents shall be approved by the General Meeting of Shareholders during the opening session. The agenda shall specify the time of each issue in the meeting agenda.

4. The chair has the right to implement necessary and reasonable measures for making sure the meeting is kept in order, adheres to the approved agenda and reflects the needs of the majority of participants.

a) Arrange seats at the meeting location of the General Meeting of Shareholders;

b) Ensure safety of the participants;

c) Enable shareholders to participate in (or continue to participate in) the General Meeting of Shareholders. The person who convenes the General Meeting of Shareholders has the full authority to change the aforementioned measures and implement any necessary measures such as issuing entry passes or other methods of selection.

5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Votes include agreeing, disagreeing and abstentions. The vote counting result shall be announced right before the meeting is closed.

6. The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register their presence, participate and vote after registration. The effect of the contents voted on before their presence shall remain unchanged.

7. The person who convenes the General Meeting of Shareholders or the chair has the rights to:

a) Request all participants to undergo inspection or other lawful and reasonable security measures;

b) Request a competent authority to maintain order during the meeting; expel those who refuse to comply with the chair's requests, disrupt the order, obstruct the progress of the meeting or refuse to undergo security measures.

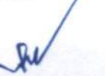
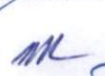
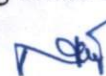
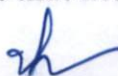
8. The chair is entitled to delay the meeting after an adequate number of participants have registered for up to 03 days from the initial meeting date. The General Meeting of Shareholders may only be delayed or relocated in the following cases:

a) The current location does not have adequate convenient seats for all participants;

b) Communications equipment is not sufficient for discussion and voting by participating shareholders;

c) The meeting is disrupted by one or some participants thus threatening the fairness and legitimacy of the meeting.

9. In case the chair delay or suspend the General Meeting of Shareholders against the regulations of Clause 8 of this Article, the General Meeting of Shareholders shall elect another participant as the chair, who will chair the meeting until the end; all resolutions passed at that meeting shall be effective.





10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that participating shareholders are able to vote electronically in accordance with Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/ND-CP dated December 31, 2020 detailing the implementation of some articles of the Law on Securities.

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

1. The resolution on the following contents shall be passed if it is approved by shareholders representing 65% or more of the total voting shares of all shareholders participating in and voting at the meeting, except for the cases as prescribed in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

- a) Types of shares and quantity of each type;
- b) Change of business lines and business field;
- c) Changes to the Company's organizational structure;
- d) Investment projects or sale of assets that are worth 35% or more of the total assets written the most recent financial statement of the Company.
- đ) Re-organization, dissolution of the Company;

2. Resolutions are passed when approved by shareholders owning more than 50% of the total number of votes of all shareholders participating in and voting at the meeting, except for the cases as prescribed in Clauses 1, 3, 4, 6, Article 148 of the Law on Enterprises.

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

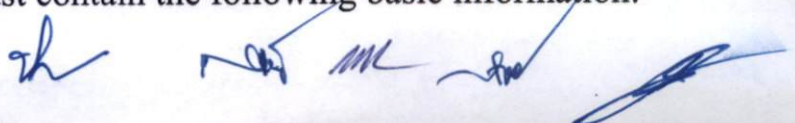
**Article 22. Authority and procedures for collecting shareholders' written opinions to pass Resolutions of the General Meeting of Shareholders**

The authority and procedures for collecting shareholders' written opinions to pass Resolutions of the General Meeting of Shareholders shall be implemented according to the following provisions:

1. The Board of Directors has the right to collect shareholders' written opinions in order to pass resolutions of the General Meeting of Shareholders when it is considered necessary for the Company's interests, except for the case as prescribed in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors must prepare the written opinion form, the draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send them to all shareholders with voting rights at least 10 days before the deadline for returning the written opinion form. The requirements and method of sending the written opinion form and accompanying documents shall be implemented in accordance with Clause 3, Article 18 of this Charter.

3. The written opinion form must contain the following basic information:





- a) Name, headquarters address, enterprise identification number;
- b) Purpose of collection of written opinions;
- c) Full name, contact address, nationality, legal document number of the shareholders being an individual; name, enterprise identification number or legal corporation identification papers number, headquarters address of the shareholder being an organization or full name, contact address, nationality, legal document number of the representative of the shareholder being an organization; number of shares of each type and number of votes of the shareholder;
- d) The issues on which it is necessary to obtain written opinions in order to pass a decision;
- d) Voting options for each issue, including agreeing, disagreeing, and abstention;
- e) The deadline that the completed written opinion form must be returned to the Company;

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

4. Shareholders may send their completed written opinion form to the Company by mail, fax or email as follows:

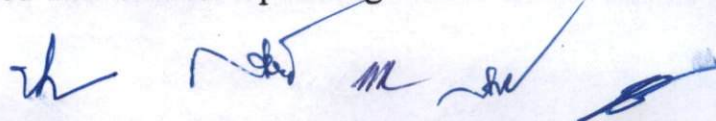
a) The written opinion form that is sent by mail shall bear the signature of the shareholder that is an individual or signature of the authorized representative of the shareholder that is an organization. The written opinion form which is returned to the Company must be put into a sealed envelope, and no one shall be permitted to open it before the vote counting;

b) The written opinion form returned to the Company via fax or email must be kept confidential until vote counting time;

c) The written opinion form that are returned to the Company after the deadline or that are opened in the case of mailing and disclosed in the case of faxing or emailing shall be invalidated. The shareholders that do not submit their written opinion form shall be considered not voting.

5. The Board of Directors shall count the votes and prepare the vote counting records in the presence of the Board of Supervisors or of shareholders who do not hold managerial positions in the Company. The vote counting record must contain the following main information:

- a) Name, headquarters address, enterprise identification number;
- b) Purpose of collection of written opinions and issues on which it is necessary to obtain written opinions in order to pass a resolution;
- c) Number of shareholders with total numbers of votes who have participated in the voting, classifying the votes into valid and invalid and vote sending methods, including an appendix being a list of the shareholders who participated in the voting;
- d) Total number of agreeing votes, disagreeing votes and abstentions on each issue;
- d) The issue which has been passed and the corresponding ratio of votes which has been passed;





e) Full name and signature of the Chairman of the Board of Directors.

Members of the Board of Directors, vote counters and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes and jointly responsible for damage arising from decisions that are passed due to dishonest and inaccurate vote counting.

6. The vote counting minutes and resolutions shall be sent to the shareholders within 15 days from the vote counting completion date, or uploaded to the Company's website within 24 hours after vote counting is completed.

7. Written opinion forms which were returned, the minutes of counting of votes, the full text of the resolution which was passed and related documents shall be retained at the Company's headquarters.

8. A resolution which is passed by the form of collecting written opinions of shareholders shall have the same validity as a resolution passed at the General Shareholder Meeting if approved by shareholders owning more than 50% of the total votes of all shareholders with voting rights.

### **Article 23. Resolutions and minutes of the General Meeting of Shareholders**

1. Minutes of the General Meeting of Shareholders shall be taken in the form of written documents and may also be recorded or stored in other electronic forms. The minutes must be taken in Vietnamese and may also be in foreign languages with the following main contents:

- a) Name, headquarters address, enterprise identification number;
- b) Time and location of the General Meeting of Shareholders;
- c) Agenda and contents of the meeting;
- d) Full names of the chair and secretaries;
- đ) Summary of developments of the meeting and comments made during the meeting on each issue in the meeting agenda;
- e) Number of shareholders and total number of votes of participating shareholder; a list of registered shareholders, shareholders' representatives that participated in the meeting with the total number of their shares and the corresponding total number of votes;
- g) Total number of votes for each issue voted on, specifying the voting method, number of valid votes, invalid votes, agreeing votes, disagreeing votes and abstentions; and the corresponding ratios of total number of votes of participating shareholders;
- h) Passed issues and the corresponding ratios of agreeing votes.
- i) Full name and signatures of the chair and secretaries. In case the chair or a secretary refuses to sign the minutes, the minutes shall be effective if it bears the signatures of all other participating members of the Board of Directors and have adequate information as prescribed in this Clause. The minutes shall specify that the chair or secretary refuses to sign it.





2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chair and secretaries or other persons that sign the minutes shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. Minutes in Vietnamese and foreign languages have equal legal value. In case of any difference in content between the Vietnamese version and the foreign language version, the minutes in Vietnamese shall apply.

4. Resolutions, minutes of the General Meeting of Shareholders, the list of registered participating shareholders bearing their signatures, meeting participation authorization documents, documents enclosed to the minutes (if any) and documents enclosed to the invitations shall be disclosed in accordance with regulations of law on disclosure of information on the securities market and must be retained at the Company's headquarters.

#### **Article 24. Request to cancel a resolution of the General Meeting of Shareholders**

Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of the results of the vote counting to obtain opinions of the General Meeting of Shareholders, the shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises has the right to request the court or arbitral tribunal to consider and cancel the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

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

2. The contents of the resolution violate regulations of law or this Charter.

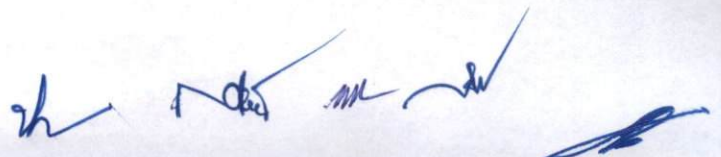
### **Chapter VII**

#### **THE BOARD OF DIRECTORS**

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

1. In case the Board of Directors candidates have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Board of Directors candidates must prepare a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties in an honest and prudent manner for the best interests of the Company if elected as a member of the Board of Directors. Information related to the Board of Directors candidates to be disclosed includes:

- a) Full name, date of birth;
- b) Professional qualifications;





- c) Work experience;
- d) Other managerial positions (including positions in the Board of Directors of other companies);
- đ) Interests relevant to the Company and the Company's related parties;
- e) Public companies must be responsible for disclosing information about companies in which candidates are holding the positions as members of the Board of Directors, other managerial positions and interests related to the company of candidates for the Board of Directors (if any).

2. Shareholders or groups of shareholders owning 10% or more of total common shares have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as required in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the provisions of the Company's Charter, the Internal Regulations on Corporate Governance and Regulations on operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders starts to vote for members of the Board of Directors as prescribed by law.

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

#### **Article 26. Term of office and composition of members of the Board of Directors**

1. The Board of Directors has 05 members.

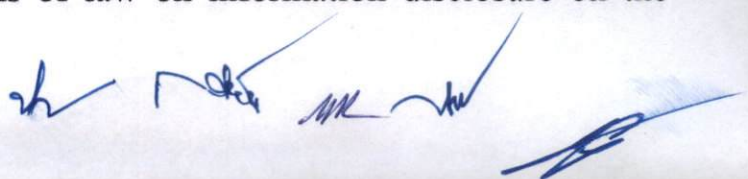
2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In case all members of the Board of Directors end their terms at the same time, such members shall remain members of the Board of Directors until a new member is elected to replace them and take over the work.

3. Composition of the Board of Directors:

At least one third (1/3) of the members of the Board of Directors of the Company shall be non-executive members. The Company must have at least 01 independent member of the Board of Directors.

4. A member of the Board of Directors loses the status of member of the Board of Directors when he/she is replaced, dismissed or discharged by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises.

5. Information about appointment of members of the Board of Directors shall be disclosed in accordance with regulations of law on information disclosure on the securities market.





6. Members of the Board of Directors are not necessarily shareholders of the Company.

**Article 27. Rights and obligations of the Board of Directors**

1. The Board of Directors is a managerial body of the Company and has the full authority to make decisions, exercise rights and obligations of the Company in the name of the Company, except for the rights and obligations within the jurisdiction of the General Meeting of Shareholders.

2. Rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

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

b) Propose the type of shares and the total number of shares of each type that can be offered for sale;

c) Decide to sell unsold shares within the number of shares allowed to be offered for sale of each type; decide to raise additional capital in other forms;

d) Decide on the selling price for shares and bonds of the Company;

đ) Decide to repurchase shares as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

e) Decide investment plans and investment projects within its jurisdictions and limits prescribed by law;

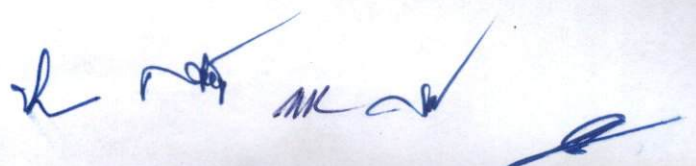
g) Decide solutions for market development, marketing and technology;

h) Approve contracts for purchase, sale, borrowing, lending and other contracts and transactions that are worth 35% or more of the total assets written the Company's most recent financial statement, except for contracts and transactions within the jurisdiction of the General Meeting of Shareholders as prescribed in Point d Clause 2 Article 138, Clause 1 and Clause 3 Article 167 of the Law on Enterprises;

i) Elect, dismiss, discharge the Chairman of the Board of Directors; appoint, dismiss, sign contracts and terminate contracts with General Director, Deputy General Director and Chief Accountant of the Company; decide on salaries, remunerations, bonuses and other benefits of those managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders of other companies; decide on their remunerations and other benefits;

k) Supervise General Director and other managers operating everyday business of the Company;

l) Decide the organizational structure, internal management regulations of the Company, establishment of subsidiary companies, branches, representative offices, capital contribution and purchase of shares of other enterprises;





m) Approve the agenda and content of documents serving the General Meeting of Shareholders; convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass its resolutions;

n) Submit audited annual financial statements to the General Meeting of Shareholders;

o) Propose the dividend rate to be paid; decide the deadlines and procedures for paying dividends or settling losses incurred during business operation;

p) Propose re-organization, dissolution of the Company; request bankruptcy of the Company;

q) Decide to promulgate Regulations on operation of the Board of Director, Internal Regulation on Corporate Governance after being approved by the General Meeting of Shareholders; decide to promulgate Regulations on information disclosure, Regulations on procurement of goods and services, Regulations on financial management, Regulations on management of construction investment projects, Regulations on debt management, Regulations on management and use of the Company's assets;

r) Approve contracts, agreements, and commitments with a term of more than 01 year (except for contracts under construction investment projects that have been agreed/approved by competent authorities; contracts for the purchase and sale of products and services under the State's exclusive management; contracts and transactions within the jurisdiction of the General Meeting of Shareholders as prescribed in Clause 2, Article 138, Clause 1 and Clause 3, Article 167 of the Law on Enterprises;

s) Other rights and obligations prescribed by the Law on Enterprises, the Law on Securities, other regulations of law and the Company's Charter.

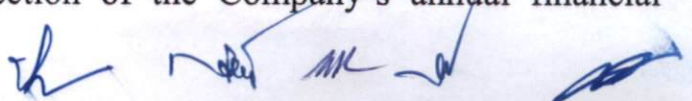
3. The Board of Directors must submit reports to the General Meeting of Shareholders on its performance in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of some articles of the Law on Securities.

### **Article 28. Remunerations, bonuses and other benefits of members of the Board of Directors**

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

2. Members of the Board of Directors are entitled to remunerations and bonuses. Remunerations are calculated according to the number of working days necessary for completion of their tasks and the daily remuneration rate. The Board of Directors shall estimate the remuneration of each member under unanimity rule. The total remunerations and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. Remunerations of each member of the Board of Directors shall be included in the Company's business expenses in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial





statement and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors who are holding the executive positions or working in subcommittees of the Board of Directors or performing tasks other than normal tasks of members of the Board of Directors may be paid an additional remuneration in the form of a lump sum, salary, commission, profit percentage or another form decided by the Board of Directors.

5. Members of the Board of Directors are entitled to be reimbursed for all travel, accommodation, meals and other reasonable expenses that they have incurred during the performance of their responsibilities as members of the Board of Directors, including expenses incurred in participating in meetings of the General Meeting of Shareholders, the Board of Directors or its subcommittees.

6. Members of the Board of Directors may have responsibility insurance purchased by the Company if this is approved by the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of members of the Board of Directors related to violations against the law and the Company's Charter.

#### **Article 29. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected among the members of the Board of Directors by the Board of Directors, and dismissed or discharged by the Board of Directors.

2. The Chairman of the Board of Directors must not concurrently hold the position of General Director.

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

- a) Formulate operating plans and programs of the Board of Directors;
- b) Prepare the agenda and documents for meetings; convene, chair and preside over meetings of the Board of Directors;
- c) Organize for resolutions and decisions of the Board of Directors to be passed;
- d) Supervise the process of implementation of resolutions and decisions of the Board of Directors;
- đ) Chair the General Meeting of Shareholders;
- e) Other rights and obligations prescribed by the Law on Enterprises and the Company's Charter.

4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed or discharged, the Board of Directors shall elect a new Chairman within 10 days from the date of receipt of the resignation or dismissal or discharge.

5. In case the Chairman of the Board of Directors is absent or is unable to perform his duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with the Company's Charter. In case no one is authorized or the Chairman of the Board of Directors is dead, missing, held in police custody, imprisoned, detained in a





mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulty in cognition, controlling his/her behavior, is prohibited by the Court from holding a certain position, practicing a profession or doing certain works, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors under the majority rule until a new decision is issued by the Board of Directors.

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

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the highest percentage of votes and equal, the members shall vote under the majority rule to select one of them to convene the meeting of the Board of Directors.

2. The Board of Directors must have at least 01 meeting per quarter and may have extraordinary meetings.

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

a) The meeting is requested by the Board of Supervisors or independent members of the Board of Directors;

b) The meeting is requested by General Director or at least 05 more managers;

c) The meeting is requested by at least 02 members of the Board of Directors;

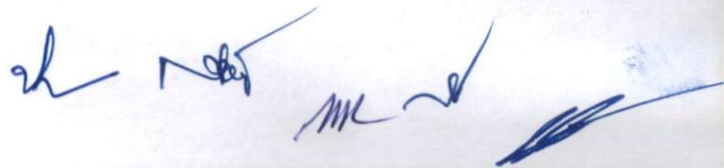
4. The request for meeting mentioned in Clause 3 must be made in writing, specify the purposes, issues to be discussed and decisions within the jurisdiction of the Board of Directors.

5. The Chairman of the Board of Directors shall convene the Board of Directors within 07 working days from the receipt of the request mentioned in Clause 3 of this Article. Otherwise, the Chairman of the Board of Directors shall be responsible for the damage incurred by the Company; the requester is entitled to convene the meeting instead of the Chairman of the Board of Directors.

6. The Chairman of the Board of Directors or the person who convenes the meeting of the Board of Directors shall must invitations at least 03 working days before the meeting date. The meeting invitation must shall specify the meeting time, location, agenda, issues to be discussed and decided. The meeting invitation must be enclosed with documents to be used at the meeting and the members' voting ballots.

The invitations to the meeting of the Board of Directors may be a physical invitation, by phone, fax, email as long as they are delivered to the contact address of each member of the Board of Directors registered at the Company.

7. The Chairman of the Board of Directors or the person who convenes the meeting shall send the same invitations and enclosed documents to members of the Board of Supervisors in the same manner as to the members of the Board of Directors.





Members of the Board of Supervisors have the right to participate in meetings of the Board of Directors; they have the right to discuss but must not vote.

8. The meeting of the Board of Directors shall be opened when it is participated in by three fourths (3/4) of the members. In case the number of participating members is not adequate, the second meeting shall be convened within 07 days from the intended date of the first meeting. The second meeting shall be opened when it is participated in by more than half of the members of the Board of Directors.

9. It is considered that a member of the Board of Directors has participated in and voted at a meeting when he/she:

- a) Participate and vote in person at the meeting;
- b) Authorizes another person to participate in the meeting and vote in accordance with Clause 11 of this Article;
- c) Participate and vote at online meeting; cast electronic votes or in other electronic forms;
- d) Send votes by mail, fax or email;

10. In case the votes are sent to the meeting by mail, they must be put in sealed envelopes and delivered to the Chairman of the Board of Directors at least 01 hour before the opening hour. The votes shall only be opened in the presence of the meeting participants.

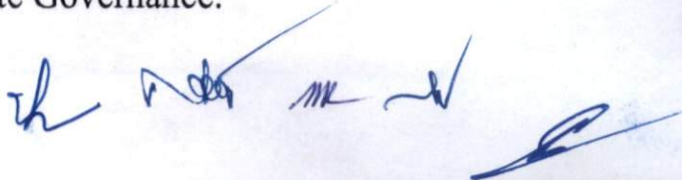
11. The members must participate in all meetings of the Board of Directors. A member may authorize another person to participate in the meeting and vote if it is approved by the majority of the members of the Board of Directors.

12. A resolution or decision of the Board of Directors will be passed if it is approved by the majority of the participating members. In case of a tie, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

### **Article 31. Subcommittees of the Board of Directors**

1. The Board of Directors may establish subcommittees that will take charge of development policies, personnel, salaries and bonuses, internal audit, risk management. The quantity of members of each subcommittee shall be decided by the Board of Directors with at least 03 persons that include members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors shall make up a majority of the subcommittee and one of these member shall be appointed as the chief of the subcommittee under a decision of the Board of Directors. The subcommittees shall operate in accordance with regulations of the Board of Directors. Resolutions of the subcommittee shall only be effective when a majority of members participate in and vote for them at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors or its subcommittees shall be conformable with current regulations of law, the Company's Charter and Internal Regulation on Corporate Governance.





**Article 32. Person in charge of company administration**

1. The Board of Directors of the Company shall appoint at least 01 person in charge of company administration, who will assist in administration works and may concurrently hold the position of the Company's secretary as prescribed in Clause 5 Article 156 of the Law on Enterprises.

2. The person in charge of company administration must not concurrently work for the accredited audit organization that is auditing the Company's financial statements.

3. The person in charge of company administration has the following rights and obligations:

a) Provide consultancy for the Board of Directors in organizing the General Meeting of Shareholders and performance of relevant tasks between the Company and its shareholders;

b) Prepare for meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors;

c) Provide consultancy on meeting procedures;

d) Participate in the meetings;

đ) Provide consultancy on procedures for preparing resolutions of the Board of Directors in accordance with legal provisions;

e) Provide financial information, copies of minutes of meetings of the Board of Directors and other information for members of the Board of Directors and the Supervisors;

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

h) Assist in contact between parties with relevant interests;

i) Keep information confidential in accordance with the provisions of law and the Company's Charter;

k) Other rights and obligations prescribed by law and the Company's Charter.

**Chapter VIII****GENERAL DIRECTOR AND OTHER EXECUTIVES****Article 33. Organization of the management apparatus**

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors, supervised and controlled by the Board of Directors in the Company's everyday business operation. The Company has a General Director, Deputy General Directors, a Chief Accountant and other management positions appointed by the Board of Directors. The appointment and dismissal of the above positions must be approved by resolution or decision of the Board of Directors.



**Article 34. The Company's executives**

1. The Company's executives include the General Director, Deputy General Director, Chief Accountant and other executives as prescribed in the Company's Charter.

2. When requested by General Director and approved by the Board of Directors, the Company may recruit other executives with the quantity and qualifications conformable the organizational structure and management regulations of the Company prescribed by the Board of Directors. The business executive must be responsible for assisting the Company in achieving its organizational and business objectives.

3. General Director shall receive salaries and bonuses, which are decided by the Board of Directors.

4. The salary of the executive shall be included in the Company's business expenses in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement and must be reported to the General Meeting of Shareholders at the annual meeting.

5. The term of appointment of the General Director of the Company shall not exceed 05 years, in accordance with the term of office of the Board of Directors. The term of appointment of the Deputy General Director and Chief Accountant of the Company shall be 05 years. These positions may be reappointed for an unlimited number of terms. The term of office of positions outside the appointment authority of the Board of Directors shall be implemented in accordance with the Company's management regulations.

6. In case Deputy General Director and Chief Accountant of the Company were appointed or reappointed before the issuance of this amended Charter, the appointment or reappointment decisions shall remain effective, and the Board of Directors shall review and adjust the term of office in accordance with the provisions of this Charter.

**Article 35. Appointment, dismissal, duties and powers of the General Director**

1. The Board of Directors shall appoint 01 member of the Board of Directors or hires another person as the General Director.

2. The General Director shall administer the Company' everyday business operation; be supervised by the Board of Directors; is responsible to the Board of Directors and the law for the implementation of assigned rights and obligations.

3. The term of office of the General Director shall be implemented in accordance with the provisions of Clause 5, Article 34 of this Charter. The General Director shall meet the standards and conditions prescribed by law and the Company Charter.

4. The General Director has the following rights and obligations:





a) Decide the issues relevant to the Company's everyday business operation outside the jurisdiction of the Board of Directors;

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

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

d) Propose the organizational structure and internal administration regulations of the Company within the jurisdiction of the Board of Directors;

đ) Decide on contracts for purchase, sale, borrowing, lending and other contracts with a value of less than 35% of the total value of the Company's assets written in the Company's most recent audited financial statements, except for contracts and transactions within the jurisdiction of the General Meeting of Shareholders and the Board of Directors as prescribed in Clause 2, Article 138, Clause 2, Article 153, Clause 1 and Clause 3, Article 167 of the Law on Enterprises";

e) Appoint, dismiss and discharge managerial positions in the Company, except for positions within the jurisdiction of the Board of Directors;

g) Decide the salaries and other benefits of the Company's employees, including the managers appointed by the General Director

h) Recruit employees;

i) Propose dividend payment plan or business loss settlement;

k) Other rights and obligations prescribed by law and the Company's Charter, resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director if it is approved by the majority of members of the Board of Directors who have the right to vote and participate in the meeting, and appoint a new General Director.

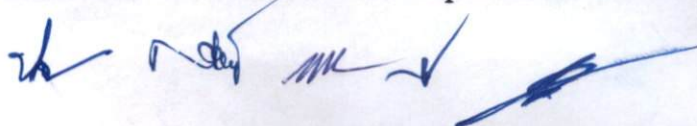
## **Chapter IX**

### **THE BOARD OF SUPERVISORS**

#### **Article 36. Candidacy and nomination of members of the Board of Supervisors (Supervisors)**

1. The nomination and candidacy of members of the Board of Supervisors shall be carried out similarly to the provisions in Clause 1 and Clause 2, Article 25 of this Charter.

2. In case the number of candidates for the Board of Supervisors through nomination and candidacy is not sufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the provisions of the Internal Regulations on Corporate Governance and the operating regulations of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders starts to vote for members of the Board of Supervisors as prescribed by law.





**Article 37. Composition of the Board of Supervisors**

1. The Board of Supervisors of the Company has 03 members. The term of office of members of the Board of Supervisors shall not exceed 05 years and may be reappointed for an unlimited number of terms.

2. Members of the Board of Supervisors shall meet the standards and conditions prescribed in Article 169 of the Law on Enterprises and the Company's Charter and shall not fall into the following cases:

- a) They work in the accounting and finance department of the Company;
- b) They are members or employees of the independent accredited audit organization that audits the Company's financial statements for the previous 03 consecutive years.

3. A member of the Board of Supervisors will be dismissed in the following cases:

- a) He/she no longer fully meets the standards and conditions to be a member of the Board of Supervisors as prescribed in Clause 2 of this Article;
- b) He/she hands in resignation letter which is accepted;
- c) Other cases prescribed by this Charter.

4. A member of the Board of Supervisors will be discharged in the following cases:

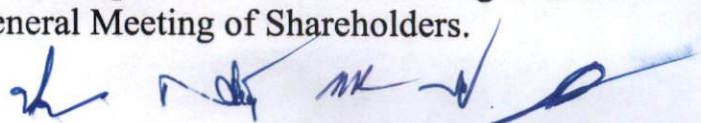
- a) He/she fails to fulfill the assigned tasks and work;
- b) He/she fails to exercise his/her rights and obligations for 06 consecutive months, except in cases of force majeure;
- c) He/she commits multiple or serious violations against obligations of members of the Board of Supervisors prescribed by the Law on Enterprises and the Company's Charter.
- d) Other cases specified in the resolution of the General Meeting of Shareholders.

**Article 38. Head of the Board of Supervisors**

1. Head of the Board of Supervisors shall be elected by the Board of Supervisors among its members under the majority rule. More than half of the members of the Board of Supervisors shall be residents of Vietnam. Head of the Board of Supervisors shall have a bachelor's degree or higher in economics, finance, accounting, audit, law, business administration or another major that is relevant to the enterprise's operation.

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

- a) Convene meetings of the Board of Supervisors;
- b) Request the Board of Directors, General Director and other executives to provide relevant information for reporting to the Board of Supervisors;
- c) Prepare and sign reports of the Board of Supervisors after consulting with the Board of Directors for submission to the General Meeting of Shareholders.





**Article 39. Rights and obligations of the Board of Supervisors**

In addition to the rights and obligations in Article 170 of the Law on Enterprises, the Board of Supervisors also has the following rights and obligations:

1. Propose and request the General Meeting of Shareholders to approve the list of accredited audit organizations, which will audit the Company's financial statements; decide on the accredited audit organization that audits the Company's operation; discharge accredited auditors where necessary.

2. Take responsibility to the shareholders for the supervision tasks performed by the Board of Supervisors.

3. Supervise the Company's finance, lawfulness of operation of members of the Board of Directors, General Director and other managers.

4. Cooperate with the Board of Directors, General Director and shareholders.

5. Send a written notice to the Board of Directors within 48 hours after discovery of violations against the law or the Company's Charter by a member of the Board of Directors, General Director or another executive of the Company, and request the violator to stop committing the violations and take remedial measures.

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

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

8. Have the right to access the Company's records and documents retained at its headquarters, branches and other locations; have the right to visit the workplace of the Company's managers and employees during office hours.

9. Have the right to request the Board of Directors, members of the Board of Directors, the General Director and other managers to provide accurate, adequate and timely information and documents on the management, operation and business activities of the Company.

10. Other rights and obligations prescribed by law and this Charter.

**Article 40. Meeting of the Board of Supervisors**

1. The Board of Supervisors must have at least 02 meetings per year. Each meeting must be participated in by at least two thirds (2/3) of its members. Minutes of these meetings must be detailed and clear. The person taking the minutes and the members of the Board of Supervisors participating in the meeting must sign the minutes of the meeting. All minutes of meetings of the Board of Supervisors must be retained in order to determine the responsibilities of each member of the Board of Supervisors.

2. The Board of Supervisors has the right to request members of the Board of Directors, General Director and representatives of the accredited audit organization to participate in its meetings and clarify raised issues.





**Article 41. Salaries, remunerations, bonuses and other benefits of members of the Board of Supervisors**

The salaries, remunerations, bonuses and other benefits of members of the Board of Supervisors shall comply with the following regulations:

1. Members of the Board of Supervisors shall receive salaries, remunerations, bonuses and other benefits under the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the salaries, remunerations, bonuses, other benefits and annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall be paid for their meals, accommodation, travel, and independent consulting services at reasonable rates. The total remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Board of Supervisors are included in the Company's business expenses in accordance with regulations of law on corporate income tax, other relevant legal provisions and must be recorded as a separate section of the Company's annual financial statements.

**Chapter X****RESPONSIBILITY OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, GENERAL DIRECTOR AND OTHER EXECUTIVES**

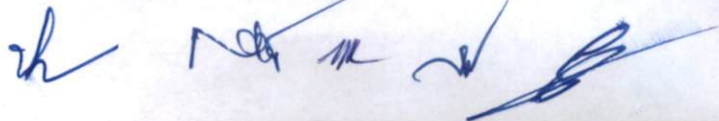
Members of the Board of Directors, members of the Board of Supervisors, General Director, other executives shall be responsible for fulfilling their duties, including those as members of subcommittees of the Board of Directors in a honest and prudent manner to serve the interests of the Company.

**Article 42. Responsibility for honesty and prevention of conflict of interest**

1. Members of the Board of Directors, members of the Board of Supervisors, General Director and other managers shall disclose their relevant interests in accordance with the Law on Enterprises and relevant legislative documents.

2. Members of the Board of Directors, members of the Board of Supervisors, General Director, other managers and their related persons may only use the information obtained from their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Board of Supervisors, General Director and other managers shall send written notices to the Board of Directors and the Board of Supervisors of the transactions between the Company, subsidiary companies, companies over 50% of charter capital of which is held by the Company with them or with their related persons as prescribed by law. The Company shall disclose information about the transactions that are approved by the General Meeting of Shareholders or by the Board of Directors in accordance with regulations of the Law on Securities on information disclosure.





4. Members of the the Board of Directors must not vote on the transactions that bring interests to themselves or their related persons as prescribed by the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, General Director, other managers and their related persons must not use or reveal internal information for carrying out relevant transactions.

6. Transactions between the Company with one or some members of the Board of Directors, members of the Board of Supervisors, General Director, other executives and their related persons shall not be invalidated in the following cases:

a) For transactions with a value of less than or equal to 20% of the total assets value written in the most recent financial statement, important contents of the contracts or transactions as well as relationships and interests of members of the Board of Directors, members of the Board of Supervisors, General Director, other executives have been reported to the Board of Directors and are approved by the majority of the members of the Board of Directors without relevant interests;

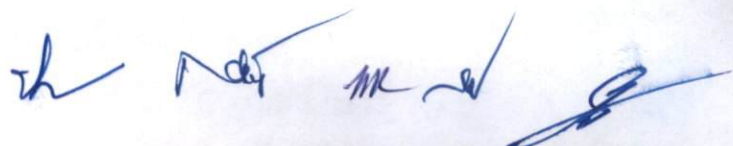
b) For transactions with a value greater than 20% or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 20% or more of the total asset value written in the most recent financial report, the important contents of this transaction as well as the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, General Director, and other executives have been disclosed to shareholders and approved by the General Meeting of Shareholders by votes of shareholders without relevant interests.

#### **Article 43. Responsibility for damage and compensation**

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

2. The Company shall pay compensation for the persons who have been, are or may become a related party in the complaints, lawsuits, charges (including administrative and civil cases other than lawsuits filed by the Company) if they were or are members of the Board of Directors, members of the Board of Supervisors, General Director, other executives, employees or authorized representatives of the Company who performed or are performing their duties as authorized by the Company, act in a lawful, honest and prudent manner for the Company's interests, and there is no evidence that such person has violated his/her responsibilities.

3. Costs of compensation include judgment costs, fines, amounts payable in reality (including lawyer payment) during the settlement of these cases within the framework of the law. The Company may purchase insurance for these people in order to avoid the above compensation liabilities





## **Chapter XI**

### **RIGHTS TO ACCESS THE COMPANY'S DOCUMENTS AND RECORDS**

#### **Article 44. Rights to access the Company's documents and records**

1. Ordinary shareholders have the rights to access the Company's documents and records, specifically as follows:

a) Ordinary shareholders have the right to access, examine and extract information about their names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; examine, access, extract or copy the Company's Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

b) The shareholder or group of shareholders that own 5% or more of ordinary shares have the right to examine, access extract the minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors and other documents, except for documents relevant to trade secrets and business secrets of the Company.

2. In case the authorized representatives of the aforementioned shareholder or group of shareholders request access to documents and records, the request shall be enclosed with a power of attorney (or its notarized copy) issued by the shareholder or group of shareholders.

3. Members of the Board of Directors, members of the Board of Supervisors, General Director and other executives have the right to access the Company's shareholder register, list of shareholders, other documents and records for the purposes that are relevant to their positions, provided this information must be kept confidential.


4. The Company must retain this Charter and amendments to the Charter, the Certificate of Business Registration, regulations and documents proving the ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors and the Board of Supervisors, annual financial statements, accounting records and other documents prescribed by law at its headquarters or another location, provided that the shareholders and business registration authorities are informed of the location where these documents are retained.

5. The Company's Charter must be posted on the Company's website.

## **Chapter XII**

### **EMPLOYEES AND TRADE UNION**

#### **Article 45. Employees and Trade Union**





1. General Director shall formulate a plan for the Board of Directors to approve issues relevant to recruitment, resignation, salaries, social insurance, benefits, rewards and discipline for employees and business executives.

2. General Director shall formulate a plan for the Board of Directors to approve issues relevant to the Company's relationships with trade union organizations according to best standards, practice and management policies, the practice and policies specified in this Charter, the Company's regulations and current laws.

### **Chapter XIII**

#### **PROFIT DISTRIBUTION**

##### **Article 46. Profit distribution**

1. The General Meeting of Shareholders decides on the annual dividend distribution plan and after-tax profit in the following order:

a) Distribute profits to associated capital contributing parties as stipulated in the signed economic contract (if any).

b) Compensate for losses from previous years that are no longer eligible for pre-tax profit deduction as prescribed.

c) Set aside a maximum amount accounting for 30% of profit for the enterprise's development investment fund.

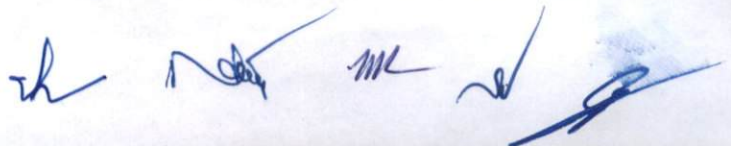
d) Set aside the reward fund, welfare fund for employees in the enterprise, and bonus fund for enterprise managers in accordance with the Government's regulations on labor, salary, remuneration, and bonuses for companies with state-controlled shares and capital contributions.

đ) The remaining profit shall be fully distributed in cash or shares to shareholders and capital contributors. The distribution of dividends in shares shall only be applied and implemented when the Company implements group A projects that have been approved by the competent authorities.

2. The Company shall not pay interest on dividends or the payments relevant to a certain type of shares.

3. The Board of Directors may request the General Meeting of Shareholders to approve the payment of all or part of dividends in shares, and the Board of Directors shall execute this decision.

4. In case the dividends or other amounts are relevant to a type of shares are paid in cash, the Company must pay them in Vietnamese Dong (VND). Payment may be carried out directly or through banks on the basis of detailed information about bank accounts provided by the shareholders. In case the Company has transferred money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount the Company has transferred to this shareholder. Payment of dividends for shares listed/registered for trading at the Stock Exchange can be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.





5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass the resolution or decision which determines a specific date to close the list of shareholders. Based on that date, registered shareholders or holders of other securities are entitled to receive dividends in cash or shares, as well as notice or other documents.

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

## **Chapter XIV**

### **BANK ACCOUNTS, FISCAL YEARS AND ACCOUNTING**

#### **Article 47. Bank accounts**

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

2. Where necessary and if permitted by competent authorities, the Company may open foreign bank accounts in accordance with regulations of law.

3. All payments and accounting transactions of the Company shall be carried out through the Company's VND or foreign currency bank accounts.

#### **Article 48. Fiscal year**

The Company's fiscal year begins on the first day of January every year and ends on the 31st day of December. The first fiscal year begins on the date of issuance of the Business Registration Certificate and ends on the 31st day of December immediately after the date of issuance of the Business Registration Certificate.

#### **Article 49. Accounting regime**

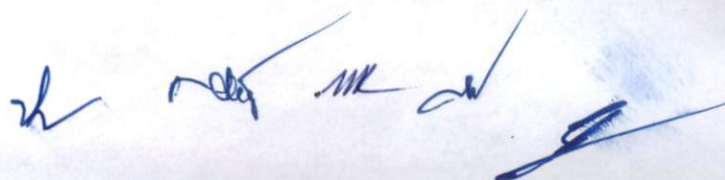
1. The accounting regime used by the Company is the Vietnamese Accounting Standards (VAS), the corporate accounting regime, or other specific accounting regimes issued by a competent authorities and approved by the Ministry of Finance.

2. The Company's accounting records shall be written in Vietnamese and retained in accordance with accounting laws and relevant laws. These records shall be accurate, up to date, systematic, and able to prove and explain the Company's transactions.

3. The Company shall use Vietnamese Dong (VND) as its accounting currency. In case the Company has economic transactions arising mainly in a foreign currency, it may freely choose that foreign currency as its accounting currency, be responsible for that choice before the law and send a notice to the direct tax authority.

## **Chapter XV**

### **FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE**





**Article 50. Annual, semi-annual and quarterly financial statements**

1. The Company must prepare annual financial statements, which have to be audited as prescribed by law. The Company shall disclose the audited annual financial statements in accordance with regulations of law on disclosing information on the securities market and submit them to competent authorities.

2. The annual financial statements must include all contents, appendices and descriptions in accordance with the law on corporate accounting. Annual financial statements must truthfully and objectively reflect the Company's operation.

3. The Company must prepare and disclose examined semi-annual financial statements and quarterly financial statements in accordance with regulations of law on disclosing information on the securities market and submit them to competent authorities.

**Article 51. Annual reports**

The Company shall prepare and publish annual reports in accordance with regulations of law on securities and the securities market.

**Chapter XVI****COMPANY AUDIT****Article 52. Audit**

1. The General Meeting of Shareholders shall appoint an independent audit company or approve a list of independent audit companies and authorize the Board of Directors to select one on the list of independent audit companies, which will audit the Company's financial statements of the next year based on the terms and conditions agreed with the Board of Directors.

2. Audit reports shall be enclosed with the Company's annual financial statements.

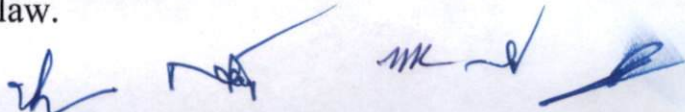
3. Independent auditors that audit the Company's financial statements are entitled to participate in the General Meeting of Shareholders, receive notices and information relevant to the General Meeting of Shareholders, comment at the General Meeting of Shareholders on the issues relevant to the audit of the Company's financial statements.

**Chapter XVII****THE ENTERPRISE'S SEALS****Article 53. The enterprise's seals**

1. Seals include physical seals or digital signatures as prescribed by regulations of law on electronic transactions.

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

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





## Chapter XVIII

### DISSOLUTION OF THE COMPANY

#### Article 54. Dissolution of the Company

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

- a) The term of operation specified in the Company's Charter expires without a decision on extension;
- b) The dissolution is decided under a resolution and decision of the General Meeting of Shareholders;
- c) The Certificate of Enterprise Registration is revoked, unless otherwise prescribed by the Law on Tax Administration;
- d) Other cases prescribed by law.

2. The dissolution of the Company before the deadline (including extensions) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be announced or subject to approval by the competent authorities (if mandatory) as per regulations.

#### Article 55. Extension of operation

1. The Board of Directors shall convene the General Meeting of Shareholders at least 7 months before the expiry of the term of operation for shareholders to vote on extension of the Company's term of operation at the request of the Board of Directors.

2. The term of operation shall be extended when the number of shareholders representing 65% or more of the total votes of all shareholders participating the General Meeting of Shareholders agrees.

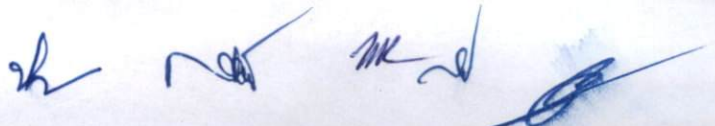
#### Article 56. Liquidation

1. At least 06 months before the expiry of the Company's term of operation or after the decision to dissolve the Company, the Board of Directors must establish a liquidation board, which consists of 03 members, 02 member of whom shall be appointed by the General Meeting of Shareholders and 01 member shall be appointed by the Board of Directors from an independent audit company. The liquidation board shall formulate its own operating regulations. Members of the liquidation board may be selected from the Company's employees or independent experts. Priority shall be given to payment of liquidation costs over other debts of the Company.

2. The liquidation board is responsible for informing the business registration authority of its establishment date and commencement date. From that date, the liquidation board shall perform all liquidation tasks on behalf of the Company in the Court and administrative authorities.

3. Revenues from the liquidation shall be used in the following order:

- a) Liquidation costs;





b) Unpaid salaries, severance pay, social insurance and other benefits of employees according to the Collective Labour Agreement and signed labor contracts.

c) Tax debts;

d) Other debts of the Company;

đ) The remainder after payment of the debts specified in items (a) to (d) shall be divided among the shareholders. Preference shares shall have priority in payment.

## **Chapter XIX**

### **SETTLEMENT OF INTERNAL DISPUTES**

#### **Article 57. Settlement of internal disputes**

1. In case of disputes and complaints arising relevant to the Company's operation, rights and obligations of shareholders prescribed by the Law on Enterprises, the Company's Charter, other legal provisions or agreements between:

a) The shareholders and the Company;

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

The parties shall try to settle these disputes through negotiation and mediation. Except for disputes that involve the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the settlement of disputes and request each party to provide information about their dispute within 30 working days from the occurrence of the dispute. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party is entitled to request to appoint an independent expert as a mediator for the dispute settlement process.

2. In case the dispute cannot be settled through mediation within 06 weeks from the start of the mediation process or the mediator's decision is not accepted by the parties, either party may bring the case to Court.

3. The parties shall pay the cost of negotiation and mediation. Cost of proceedings at court shall be paid under the court's judgment.


## **Chapter XX**

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

#### **Article 58. The Company's Charter**

1. Amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case the law has provisions related to the Company's operations that are not mentioned in this Charter or in case there are new legal provisions that are different from the provisions in this Charter, those provisions shall be applied to regulate the Company's operations.





## Chapter XXI

### EFFECTIVE DATE

#### Article 59. Effective date

1. This Charter, consisting of 21 chapters and 59 articles, was unanimously approved by the General Meeting of Shareholders of Vicem Hoang Mai Cement Joint Stock Company on April 25<sup>th</sup>, 2025 at the Company's Office - Tan Tien Block, Quynh Thien Ward, Hoang Mai Town, Nghe An Province. The entire text of this Charter takes effect immediately upon approval by the General Meeting of Shareholders and replaces the Charter approved in Resolution No. 02/2023/NQ-ĐHĐCĐ dated April 21, 2023 of the 2023 Annual General Meeting of Shareholders.

2. This Charter shall be made into 05 copies with equal value and retained at the Company's headquarters.

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

4. Copies and extracts of this Charter shall be effective when they bear the signature of the Chairman of the Board of Directors or at least half of the members of the Board of Directors./.

  
  
**LEGAL REPRESENTATIVE  
GENERAL DIRECTOR**



  
**Nguyen Dinh Dung**