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No: 18/2026/VLA/TTr-DHĐCĐ

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Hanoi, 16<sup>th</sup> April 2026

**SUBMISSION**

*Abt. Amendment and supplement to the Company Charter and Internal Governance on  
Corporate Governance*

**Respectfully Submit:** *Annual General Meeting of Shareholders 2026  
Van Lang Technology Development and Investment Joint Stock  
Company*

*Pursuant to:*

- Enterprise Law No. 59/2020/QH14 issued on June 17<sup>th</sup>, 2020;
- Securities Law No. 54/2019/QH14 issued on November 26<sup>th</sup>, 2019;;
- Charter of Van Lang Technology Development and Investment Joint Stock Company.

Based on practical requirements in the governance and management of the Company, the Board of Management has reviewed the current Charter of the Company. Following this review, the Board has identified that certain provisions of the Charter need to be amended and supplemented to better align with the Company's governance and operational requirements.

The Board of Management respectfully submits to the General Meeting of Shareholders for consideration and approval of the proposed amendments and supplements to the Charter.

**Attached documents:** Draft of new Charter and new Internal regulations on corporate governance of Van Lang Technology Development and Investment Joint Stock Company.

Respectfully submit to the 2026 Annual General Meeting of Shareholders for consideration and approval./.

**ON BEHALF OF BOAD OF  
DIRECTORS  
CHAIRMAN**



*(signed)*

**Nguyễn Thành Tiến**



**AMENDMENTS AND SUPPLEMENTS TO THE CHARTER**  
(Attached to Proposal No. 18/2026/VLA/TTr-DHĐCĐ dated April 16, 2026)

Current Charter Provisions	Proposed Amendments/Supplements	Explanation
Clause 2, Article 5 regarding the Company's business lines.	To be amended in accordance with Proposal No. 17/2026/VLA/TTr-DHĐCĐ dated April 16, 2026.	To align with the Company's business and operational conditions.
Clause 2, Article 3: <i>"2. The Company has two (02) legal representatives. The General Director and the Chairman of the Board of Directors shall act as the legal representatives of the Company."</i>	Clause 2, Article 3: <i>"2. The Company has one (01) legal representative. The General Director shall act as the legal representative of the Company."</i>	To align with the Company's corporate governance practices.
Clause 3, Article 32: <i>"2. Resolutions of the General Meeting of Shareholders on the following matters must be adopted by voting at the meeting of the General Meeting of Shareholders: a) Amendments and supplements to the Company's Charter; b) Development orientation of the Company; c) Classes of shares and the total number of shares of each class; d) Election, dismissal, and removal of members of the Board of Directors and the Supervisory Board; đ) Decisions on investment or sale of assets with a value of 35% or more of the total assets as recorded in the Company's most recent financial statements; e) Approval of annual financial statements; g) Reorganization or dissolution of the Company."</i>	Clause 3, Article 32: <i>"2. Resolutions of the General Meeting of Shareholders on the following matters must be adopted by voting at the meeting of the General Meeting of Shareholders: a) Development orientation of the Company; b) Classes of shares and the total number of shares of each class; c) Approval of annual financial statements; d) Reorganization or dissolution of the Company."</i>	To align with the Company's business and operational conditions and in compliance with Clause 2, Article 147 of the Law on Enterprises 2020.



**SOCIALIST REPUBLIC OF VIETNAM**

**Independence – Freedom – Happiness**

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**CHARTER  
VAN LANG TECHNOLOGY DEVELOPMENT  
AND INVESTMENT JOINT STOCK COMPANY**

*(Amended and supplemented on April 16, 2026)*

*Hanoi, April 16, 2026*

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## **INTRODUCTION**

Pursuant to the Enterprise Law No. 59/2020/QH14 issued on June 17, 2020, the Securities Law No. 54/2019/QH14 issued on November 26, 2019 and implementing documents;

This Charter was approved by the General Meeting of Shareholders of Van Lang Technology Investment and Development Joint Stock Company at the annual meeting on April 22, 2025, regulating the legal form, organizational structure and governance mechanism, operation and control of the company's business activities in accordance with the provisions of law.

## **CHAPTER I**

### **DEFINITION OF TERMS IN THE CHARTER**

#### **Article 1. Definitions**

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

1. Enterprise Law means Enterprise Law No. 59/2020/QH14 dated June 17, 2020.
2. Securities Law means Securities Law No. 54/2019/QH14 dated November 26, 2019.
3. Charter capital means the total par value of shares sold.
4. Establishment date means the date on which the company is first granted the Certificate of Business Registration;
5. Shareholders are individuals or organizations that own at least one share of the company.
6. Founding shareholders are shareholders who own at least one common share and sign the list of founding shareholders of the company.
7. Major shareholders are shareholders who own 5% (five percent) or more of the company's voting shares.
8. Dividends are net profits paid for each share in cash or other assets.
9. Sold shares are shares that are entitled to be offered for sale and have been fully paid by shareholders to the company.
10. Shares entitled to be offered for sale are the total number of shares of all types that the General Meeting of Shareholders decides to offer for sale to raise capital.
11. Unsold shares are shares that are entitled to be offered for sale and have not been paid for to the company.
12. Company managers are the Chairman of the Board of Directors, members of the Board of Directors, Director, Deputy Director, Chief Accountant of the company, Director of a subsidiary, Head of a branch of the company and other equivalent positions appointed by the Board of Directors (if any).

13. The executive officers of an enterprise are the Director, Deputy Director, Chief Accountant and other executives under the appointment authority of the Board of Directors.

14. Insiders are the Chairman of the Board of Directors, members of the Board of Directors, Directors, Deputy Directors, Chief Accountant and equivalent management positions elected by the General Meeting of Shareholders or appointed by the Board of Directors; members of the Board of Supervisors (Controllers); members of the Internal Audit Board; Company Secretary, person in charge of corporate governance, person authorized to disclose information.

15. Related persons are individuals or organizations that have direct or indirect relations with the company in the following cases:

a) Internal person;

b) Organizations and individuals owning more than 10% of the company's voting shares;

c) Biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, father-in-law, mother-in-law, wife, husband, biological child, adopted child, daughter-in-law, son-in-law, biological brother, biological sister, biological sibling, brother-in-law, brother-in-law, sister-in-law of an insider of the company;

d) Enterprises in which individuals and organizations specified in points a, b, c of this clause own capital to the extent of controlling the decision-making of that enterprise;

đ) And a number of other cases as prescribed by the Law on Enterprises and the Law on Securities.

16. Family relations include: wife, husband, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, father-in-law, mother-in-law, biological child, adopted child, son-in-law, daughter-in-law, brother, sister, younger sibling, brother-in-law, sister-in-law, sister-in-law, brother-in-law of wife, brother-in-law of husband, sister-in-law of wife, sister-in-law of husband.

In this Charter, any reference to any provision or document shall include its amendments, supplements or replacement documents. In the event that there is a conflict between the Charter and current legal documents in the direction of mutual exclusion, the provisions of the legal documents shall be selected to apply.

## **Article 2. Name, headquarters, telephone, fax, email, website, logo, branches, representative offices, and term of operation of the company**

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

- Vietnamese name: CÔNG TY CỔ PHẦN ĐẦU TƯ VÀ PHÁT TRIỂN CÔNG NGHỆ VĂN LANG
- English name: VAN LANG TECHNOLOGY DEVELOPMENT AND INVESTMENT JOINT STOCK COMPANY
- Abbreviation: VLA CO., JSC



- Head office address: No. 81 Tran Hung Dao, Tran Hung Dao ward, Hoan Kiem district, Hanoi city.

Fax:

Website: [www.vla.vn](http://www.vla.vn)

3. Branches and representative offices of the company: The Board of Directors decides on the establishment and dissolution of Branches and Representative Offices of the company.

### Article 3. Legal representative of the company

2. The company has 01 (One) legal representatives.

3. The company must ensure that there is always at least one legal representative residing in Vietnam. When there is only one legal representative residing in Vietnam, this person must, when leaving Vietnam, authorize in writing another individual residing in Vietnam to exercise the rights and obligations of the legal representative. In this case, the legal representative is still responsible for exercising the authorized rights and obligations.

5. Responsibilities of the company's legal representative.

- Perform assigned rights and obligations honestly, carefully and to the best of our ability to ensure the legitimate interests of the company;

- Notify the company promptly, fully and accurately about the enterprises in which you or your related persons own or have shares or capital contributions in accordance with the provisions of the Law on Enterprises.

b) The legal representative of the company is personally responsible for damages to the company caused by violating the responsibilities specified in Point a of this Clause.

#### **Article 4. Company seal**

1. The company seal includes the seal made at the seal engraving facility and the seal in the form of a digital signature.

2. Seal made at the seal engraving facility:

a) Quantity: 01 (one) seal. If necessary, the Board of Directors shall decide to engrave a second seal for use in accordance with the provisions of law.

b) Form: Round, red.

c) Content of the seal: shows the name and enterprise code of the company.

3. Seal in the form of a digital signature:

The Board of Directors shall decide on the content and form of the company's digital signature when used in accordance with the provisions of law on electronic transactions.

4. Management and use of the seal:

The legal representative of the company shall be responsible for managing and using the company's seal in accordance with the provisions of law and the Company Charter.

#### **Article 5. Business objectives and lines of business**

1. Company's operational objectives:

Mobilize and effectively use capital and other resources in production and business activities to bring maximum profits to shareholders, create jobs and income for employees, contribute to the State budget, and develop the company to become stronger and stronger.

2. Company business lines:

No	Business lines	Code
1	Production of other foods not elsewhere classified Details: Production of functional foods.	1079
2	Manufacture of cosmetics, perfumes, soaps, detergents, polishing products and toilet preparations	2023
3	Building houses for living;	4101
4	Building a house not for living;	4102
5	Construction of water supply and drainage works;	4222
6	Construction of other public works;	4229
7	Construction of other civil engineering works;	4299



8	Demolition;	4311
9	Electrical installation;	4321
10	Installation of water supply, drainage, heating and air conditioning systems;	4322
11	Installation of other building systems;	4329
12	Construction completion;	4330
13	Other specialized construction activities;	4390
14	Food Wholesale Details: - Functional Food Wholesale - Vegetable and Fruit Wholesale	4632
15	Hotels and similar accommodation services	5510
16	Restaurants and mobile food services	5610
17	Providing catering services under irregular contracts with customers	5621
18	Beverage service	5630
19	Other software publishing activities; Details: Development and publishing of management software in the fields of accounting, production management, human resource management, distribution, warehousing, publishing management, and supermarket management;	5829
20	Other computer programming activities Details: Building a website system for information, advertising, online sales and internet services;	6219
21	Other information technology and computer service activities Details: Software system maintenance services	6290
22	Other information services not elsewhere classified;	6399

	Details: Consulting, providing electronic technology solutions and market information (except information prohibited by the state)	
23	Financial service support activities not elsewhere classified; Details: Business development, project investment; Investment consulting activities (excluding legal, financial, accounting, auditing, tax and securities consulting); Securities investment.	6619
24	Real estate business, land use rights owned, used or leased;	6810
25	Real estate intermediation services; Details: Real estate brokerage and land use rights brokerage;	6821
26	Other real estate activities on a fee or contract basis; Details: Consultancy services related to the buying, selling, and leasing of real estate;	6829
27	Business management consultancy and other management consultancy activities Details: Business administration;	7020
28	Advertising (Except for prohibited types)	7310
29	Specialized design activities; Details: Graphic design of educational publications;	7410
30	Other professional, scientific and technological activities not elsewhere classified; Details: - Transfer of electronic and information technology, commercial services; - Organizing activities: composing, adapting, converting, researching, translating educational books;	7490
31	Motor vehicle rental;	7710
32	Organizing trade introduction and promotion; Details: Organizing fairs, exhibitions, conferences, seminars;	8230
33	Intermediate training; Details: Vocational training;	8532



34	Other educational support activities	8559
35	<b>Other education not elsewhere classified.</b> Details: - Vocational training in electronics, information technology, foreign languages; training in thinking skills, marketing skills, sales skills, communication skills, leadership skills, financial management skills, time management skills; - Education not specified by level at training centers; - Tutoring services (tutors); - Preparatory education; - Teaching centers with courses for weak students; - Courses on criticism, professional assessment; - Teaching foreign languages and teaching conversation skills; - Teaching speed reading; - Life training; - Training in public speaking skills; - Teaching computers. (Only operate after being licensed by the competent authority)	<b>8559</b> <b>(Chính)</b>
36	Architectural activities and related technical consultancy	7110
37	Landscape service activities	8130

## CHAPTER II

### CHARRET CAPITAL, SHARES, STOCKS, SHAREHOLDERS

#### Article 6. Charter capital

1. The company's charter capital is: VND 39,959,960,000 (Thirty-nine billion, nine hundred and fifty-nine million, nine hundred and sixty thousand dong). - Total

number of shares: 3,995,996 shares (Three million nine hundred and ninety-five thousand, nine hundred and ninety-six shares)

- Par value of shares: VND 10,000/share (Ten thousand VND/share)

- Type of shares:

- + Common shares: 3,995,996 shares (Three million nine hundred and ninety-five thousand, nine hundred and ninety-six shares)

- + Preferred shares: None

- Number of shares, types of shares sold:

- + Common shares: 3,995,996 shares (Three million nine hundred and ninety-six shares)

- + Preferred shares: None

- Number of shares, types of shares expected to be offered: None

2. The Company may increase or decrease its charter capital when approved by the General Meeting of Shareholders in accordance with the provisions of law.

#### **Article 7. Types of shares**

1. On the date of adoption of this Charter, the company has only one type of shares, which is common shares. The owners of common shares are common shareholders.

2. During its operation, the company may issue additional types of preferred shares according to the decision of the General Meeting of Shareholders on the basis of the provisions of law. The owners of preferred shares are preferred shareholders.

3. Preferred shares include the following types: voting preferred shares; dividend preferred shares; redeemable preferred shares; and other preferred shares according to the law on securities and according to the decision of the General Meeting of Shareholders at the time of issuance.

4. Each share of the same type gives the owner of that share equal rights, obligations and benefits.

5. Common shares cannot be converted into preferred shares. Preferred shares can be converted into common shares according to the resolution of the General Meeting of Shareholders.

#### **Article 8. Rights of ordinary shareholders**

1. Ordinary shareholders have the following rights:

- a) To attend and speak at the General Meeting of Shareholders and to exercise the right to vote directly or through an authorized representative or in other forms prescribed by the Company Charter or the law. Each ordinary share has one vote;

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

- c) To have priority in purchasing new shares corresponding to the ratio of ordinary shares owned by each shareholder in the Company;



d) To freely transfer their shares to others, except in cases stipulated in Clause 2, Article 14 of this Charter or the Resolution of the General Meeting of Shareholders at the time of issuing capital-raising shares with other provisions;

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

e) Review, look up, extract or photocopy the Company Charter, minutes of the General Meeting of Shareholders 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 buy back its shares in the cases specified in Article 23 of this Charter;

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

k) Have full access to periodic information and extraordinary information published by the Company in accordance with the provisions of law;

l) Have their legitimate rights and interests protected; request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of law;

m) Other rights as prescribed by law.

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

a) Nominate people to the Board of Directors and the Board of Supervisors. The nomination of people to the Board of Directors and the Board of Supervisors shall be carried out as follows:

- Common shareholders forming a group to nominate people to the Board of Directors and the Board of Supervisors must notify the shareholders attending the meeting of the group meeting before the opening of the General Meeting of Shareholders;

- Based on the number of members of the Board of Directors and the Board of Supervisors to be elected, the shareholder or group of shareholders specified in this clause shall have the right to nominate one or several people according to the provisions of this Charter. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates to be elected, the remaining candidates shall be nominated by the current Board of Directors and the Board of Supervisors.

b) Review, look up, and extract the minutes and resolutions, decisions of the Board of Directors, mid-year and annual financial reports, reports of the Supervisory Board, contracts, transactions that must be approved by the Board of Directors and



other documents, except for documents related to trade secrets and business secrets of the company;

c) Request to convene a meeting of the General Meeting of Shareholders in the cases specified in Clause 3 of this Article;

d) Request the Supervisory Board to inspect each specific issue related to the management and operation of the company when deemed 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 organizational shareholders; number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and ownership ratio in the total number of shares of the company; issues to be inspected, purpose of inspection;

d) Proposing issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be 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, the issues proposed to be included in the agenda;

e) Other rights as prescribed by law.

3. Shareholders or groups of shareholders specified in Clause 2 of this Article have the right to request the convening of a General Meeting of Shareholders in case the Board of Directors seriously violates the rights of shareholders, the obligations of managers or makes decisions beyond its assigned authority. Shareholders or groups of shareholders specified in Clause 2 of this Article have the right to represent the company to convene a General Meeting of Shareholders in case the Board of Directors or the Supervisory Board fails to convene a meeting in accordance with the provisions of Article 140 of the Law on Enterprises

4. The request to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 3 of this Article 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 organizational shareholders; number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders and ownership ratio in the total number of shares of the company, basis and reason for requesting to convene a meeting of the General Meeting of Shareholders. Attached to the request to convene a meeting must be documents and evidence of violations by the Board of Directors, the level of violations or decisions beyond its authority.

5. Other rights as prescribed by law.

#### **Article 9. Preferred shares and rights of preferred stockholders**

1. The Company may issue other types of preferred shares after approval by the General Meeting of Shareholders and in accordance with the provisions of law.



2. The rights and obligations attached to the types of preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders.

3. Shareholders owning voting preferred shares may not transfer such shares to others, except in cases of transfer pursuant to a legally effective judgment or decision of the Court or inheritance.

4. The change or cancellation of special rights attached to a type of preferred shares shall be effective when approved by shareholders representing 65% or more of the total number of votes of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on the content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be passed if it is approved by the number of preferred shareholders of the same type attending the meeting owning 75% or more of the total number of preferred shares of that type or by the number of preferred shareholders of the same type owning 75% or more of the total number of preferred shares of that type in the case of passing the resolution in the form of obtaining written opinions.

5. The organization of a meeting of shareholders holding a type of preferred shares to approve the above-mentioned change of rights is only 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 at the above-mentioned meetings.

6. In case of liquidation of the company, shareholders owning preferred shares shall have priority in payment according to the provisions of law.

#### **Article 10. Shareholder obligations**

1. Pay in full and on time the number of shares committed to be purchased.

2. Do not withdraw the capital contributed in common shares from the company in any form, except in cases where the company or another person buys back the shares. In case a shareholder withdraws part or all of the contributed capital contrary to 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 that occur.

3. Comply with the Company Charter and the internal management regulations of the company.

4. Comply with the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. Keep confidential the information provided by the company in accordance with the provisions of the Company Charter and the law; only use the information



provided to exercise and protect one's legitimate rights and interests; It is strictly forbidden to disseminate or copy or send information provided by the company to other organizations or individuals.

6. Attend the General Meeting of Shareholders and exercise voting rights through the following forms:

- a) Attend and vote directly at the meeting;
- b) Authorize other individuals or organizations to attend and vote at the meeting;
- c) Attend and vote via online conference, electronic voting or other electronic forms;
- d) Send voting ballots to the meeting via mail, fax, or email.

7. Be personally responsible when performing one of the following acts on behalf of the company in any form:

- a) Violating the law;
  - b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals.
  - c) Paying debts that are not due before financial risks for the company.
8. Other obligations as prescribed by law and the Company Charter.

#### **Article 11. Share**

1. A share is a certificate issued by a company, a book entry or electronic data confirming ownership of one or more shares of the company. A share must contain the following main contents:

- a) Name, enterprise code, head office address of the company;
- b) Number of shares and type of shares;
- c) Par value of each share and total par value of shares recorded on the share;
- d) 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;
- đ) Signature of the legal representative of the company;
- e) Registration number in the company's shareholder register and date of issue of the share
- g) Other contents for shares of preferred shares stipulated in the Enterprise Law (if any).

2. Shareholders of the company are issued stock certificates corresponding to the number of shares and type of shares owned. Within 07 days from the date of submission of a complete and valid application for transfer of ownership of shares or within 02 months (or another period specified in the stock issuance plan) from the date of full payment for the purchase of shares of the company, the owner of the number of shares is issued a stock certificate. The owner of the shares does not have to pay the company for the cost of printing the stock certificate.

3. In case of errors in the content and form of shares issued by the company, the rights and interests of the owner of such shares shall not be affected. The legal representative of the company shall be responsible for damages caused by such errors.



4. In case the shares are lost, destroyed or otherwise damaged, the shareholder shall be reissued shares by the company upon the request of that shareholder. The shareholder's request must include the following contents:

a) Information about the shares that have been lost, damaged or otherwise destroyed;

b) Commitment to take responsibility for disputes arising from the re-issuance of new shares

#### **Article 12. Other securities certificates**

Bonds or other securities certificates of the company issued in accordance with the provisions of law at the time of issuance must have the signature of the legal representative and the company seal.

#### **Article 13. Stock certificate**

1. Shareholders of the Company are issued stock certificates corresponding to the number of shares and type of shares owned.

2. Shares are securities confirming the legal rights and interests of the owner to a part of the equity capital of the issuing organization. Shares must have full contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within 15 days from the date of submission of a complete application for transfer of share ownership as prescribed by the Company or within 2 months from the date of full payment for the purchase of shares as prescribed in the Company's share issuance plan (or another period as prescribed in the issuance terms), the owner of the number of shares shall be issued a stock certificate. The owner of shares shall not have to pay the Company for the cost of printing the stock certificate.

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

a) Information about the shares that have been lost, damaged or otherwise destroyed;

b) Commitment to take responsibility for disputes arising from the re-issuance of new shares

#### **Article 14. Share recovery**

1. In case the shareholder fails to pay in full and on time the amount payable to purchase shares, the unpaid shares will be revoked.

2. The number of shares that the shareholder/investor does not register to buy, does not pay for the purchase, and the odd shares will be implemented by the company, according to the decision of the General Meeting of Shareholders or the Board of Directors authorized by the General Meeting of Shareholders, as follows:

a) Destroy the number of shares that the investor does not register to buy, does not pay for the purchase, and the odd shares;

b) Distribute the number of shares that the investor does not register to buy, does not pay for the purchase, and the odd shares to one or several specified investors



(except in the case of offering to existing shareholders corresponding to their ownership ratio in the company) must ensure that the conditions of offering, the conditions on the rights and obligations of the investor are not more favorable than the conditions of offering to existing shareholders, unless otherwise approved by the General Meeting of Shareholders, in accordance with the provisions of the Securities Law.

#### **Article 15. Transfer, inheritance, donation of shares**

1. Shares are freely transferable, except for shares subject to transfer restrictions as prescribed by the Law on Enterprises or by the Resolution of the General Meeting of Shareholders at the time of issuance of capital-raising shares and clearly stated in the shares of the corresponding restricted transfer shares.

2. The transfer is carried out by contract or transaction on the stock market. In case of transfer by contract, the transfer documents must be signed by the transferor and the transferee or their authorized representatives. In case of transaction on the stock market, the transfer procedures are carried out in accordance with the provisions of the law on securities and the stock market.

3. In case an individual shareholder dies, the heir according to the will or law of that shareholder becomes a shareholder of the company.

4. In case a shareholder is an individual who dies without an heir, the heir refuses to receive the inheritance or is deprived of the right to inherit, the number of shares of that shareholder shall be resolved in accordance with the provisions of the civil law.

5. Shareholders have the right to donate part or all of their shares in the company to other individuals or organizations; use shares to pay debts. Individuals and organizations that receive shares or receive debt payment in shares shall become shareholders of the company.

6. Individuals and organizations that receive shares in the cases specified in this Article shall only become shareholders of the company from the time their information specified in Clause 2, Article 17 of this Charter is fully recorded in the shareholder register.

7. The company must register changes in shareholders in the shareholder register at the request of the relevant shareholder within 24 hours from the time of receiving the request as prescribed in the Company Charter.

8. Shares that have not been fully paid for cannot be transferred and cannot enjoy related rights such as the right to receive dividends, the 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 16. Buy stocks, bonds**

Shares and bonds of the company can only be purchased in Vietnamese Dong and must be paid in full at one time.



## **Article 17. Share repurchase at shareholder request**

1. Shareholders who have voted against the resolution on the reorganization of the company or the change of the rights and obligations of shareholders as stipulated in the Company Charter have the right to request the Company to repurchase their shares. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the intended selling price, and the reason for requesting the Company to repurchase. The request must be sent to the Company within 10 days from the date the General Meeting of Shareholders passes the resolution on the matters stipulated in this Clause.

2. The Company must repurchase shares at the request of the shareholder as stipulated in Clause 1 of this Article at the market price or the price calculated according to the principles stipulated in the Company Charter within 90 days from the date of receipt of the request. In case of failure to reach an agreement on the price, the parties may request a valuation organization to determine the price. The Company shall introduce at least 03 valuation organizations for the shareholder to choose from, and that choice shall be the final decision.

## **Article 18. Buy back shares according to company decision**

The Company has the right to repurchase no more than 30% of the total number of common shares sold, part or all of the dividend preference shares sold according to the following provisions:

1. The Board of Directors has the right to decide to repurchase no more than 10% of the total number of shares of each type sold within 12 months. In other cases, the General Meeting of Shareholders shall decide on the repurchase price of shares. For common shares, the repurchase price shall not be higher than the market price at the time of repurchase, except for the case specified in Clause 3 of this Article. For other types of shares, if the Company Charter does not provide or the Company and the relevant shareholders do not have another agreement, the repurchase price shall not be lower than the market price;

3. The company may repurchase shares from each shareholder in proportion to their share ownership ratio in the company in accordance with the following procedures:

a) The company's decision to repurchase shares must be notified by a method that ensures it reaches all shareholders within 30 days from the date the decision is passed. The notification must include the name, head office address of the company, the total number of shares and the type of shares to be repurchased, the repurchase price or the principle of determining the repurchase price, the payment procedures and deadlines, and the procedures and deadlines for shareholders to sell their shares to the company;

b) Shareholders who agree to resell shares must send a written consent to sell their shares by a method that ensures it reaches the company within 30 days from the date of notification. The written consent to sell shares must include the full name, contact address, and legal document number of the individual shareholder; Name, enterprise code or legal document number of the organization, head office address for shareholders who are organizations; number of shares owned and number of shares agreed to be sold; payment method; signature of the shareholder or the shareholder's



legal representative. The company will only buy back shares within the above time limit

#### **Article 19. Terms of payment and handling of repurchased shares**

1. The Company shall only be entitled to pay for the repurchased shares to shareholders in accordance with the provisions of Articles 23 and 24 of this Charter if, immediately after paying for all the repurchased shares, the Company still ensures full payment of all debts and other financial obligations.

2. Repurchased shares shall be considered unsold shares. The Company shall register a reduction in charter capital corresponding to the total par value of the shares repurchased by the Company within 10 days from the date of completion of the payment for the repurchase of shares, unless otherwise provided by the law on securities.

3. Shares confirming ownership of repurchased shares shall be destroyed immediately after the corresponding shares have been fully paid. The Chairman of the Board of Directors and the Director shall be jointly liable for damages caused by failure to destroy or delay in destroying the shares.

4. After the full payment of the repurchased shares, if the total value of assets recorded in the company's accounting books decreases by more than 10%, the company must notify all creditors within 15 days from the date of full payment of the repurchased shares.

5. In case the payment of repurchased shares is contrary to the provisions of Clause 1 of this Article, the shareholders must return to the company the money and other assets received; in case the shareholders cannot return to the company, all members of the Board of Directors must be jointly responsible for the debts and other property obligations of the company within the value of the money and assets paid to the shareholders but not yet returned.

#### **Article 20. Authorized representative of shareholder**

1. The authorized representative of a shareholder must be an individual, authorized in writing to exercise the rights and obligations in the name of that shareholder as prescribed in this Charter.

2. The appointment of an authorized representative shall be carried out in accordance with the following provisions:

a) Shareholders owning less than 10% of the total shares of the company may authorize a maximum of 01 representative.

b) Shareholders owning from 10% to less than 50% of the total shares of the company may authorize a maximum of 02 representatives.

c) Shareholders owning 50% or more of the total shares of the company may authorize a maximum of 03 representatives.



3. In case a shareholder appoints multiple authorized representatives, the number of shares for each representative must be specifically determined. In case the shareholder does not specify the number of shares corresponding to each authorized representative, the number of shares will be divided equally among the number of authorized representatives.

4. The appointment of an authorized representative must be in writing, must be notified to the company and is only effective for the company from the date the company receives the notification. The authorization document must contain the following main contents:

a) Name, shareholder code; Citizen Identification Card number, Identity Card, Passport or other legal personal identification of the individual shareholder, enterprise code of the shareholder being an organization; permanent address/head office of the shareholder;

b) Number of authorized representatives and corresponding shareholding ratio of each authorized representative;

c) Full name, permanent address, nationality, Citizen Identification Card number, Identity Card, Passport or other legal personal identification of each authorized representative;

d) The corresponding authorization period of each authorized representative; clearly stating the date of authorization;

dd) Full name and signature of the shareholder/legal representative of the shareholder and of the authorized representative.

5. The authorized representative must meet the following standards and conditions:

a) Have full civil act capacity;

b) Not be subject to the prohibition of establishing and managing an enterprise;

c) Shareholders who are enterprises in which the State holds more than 50% of the charter capital or total number of voting shares are not allowed to appoint a person with a family relationship of the company manager and of the person with the authority to appoint the company manager as the authorized representative of that shareholder at the company.

## **CHAPTER III**

### **COMPANY MANAGEMENT ORGANIZATION STRUCTURE**

#### **Article 21. Company management structure**

The company's administrative and management apparatus is organized according to the following model:

1. General Meeting of Shareholders;

2. Board of Directors;

3. Board of Supervisors;

4. Director;
5. Departments, functional departments, and affiliated units.

## **Section 1**

### **GENERAL MEETING OF SHAREHOLDERS**

#### **Article 22. Rights and obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the company.
2. The General Meeting of Shareholders has the following rights and obligations:
  - a) Approving the company's development orientation and business plan;
  - b) Deciding on the types of shares and the total number of shares of each type that are allowed to be offered for sale; deciding on the annual dividend rate for each type of shares;
  - c) Electing, dismissing, and removing members of the Board of Directors and Supervisors;
  - d) Deciding on investing or selling assets with a value of 35% or more of the total value of assets recorded in the company's most recent financial statements;
  - dd) Deciding on amending and supplementing the Company Charter;
  - e) Approving the annual financial statements, the Board of Directors' performance reports, and the Company's Supervisory Board's performance reports;
  - g) Deciding on repurchasing more than 10% of the total number of shares sold of each type;
  - h) Review and handle violations by members of the Board of Directors and Supervisors that cause damage to the company and its shareholders;
  - i) Decide on the reorganization and dissolution of the company;
  - k) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and Supervisory Board;
  - l) Approve the internal governance regulations; regulations on the operation of the Board of Directors and Supervisory Board;
  - m) Approve the list of independent auditing companies; decide on independent auditing companies to conduct inspections of the company's operations, dismiss independent auditors when deemed necessary;
  - n) Approve contracts and transactions specified in Clause 3, Article 71 of this Charter;
  - o) Other rights and obligations as prescribed by law.

#### **Article 23. Shareholders' Meeting**

1. The General Meeting of Shareholders shall convene once a year. In addition to the annual meeting, the General Meeting of Shareholders may convene an



extraordinary meeting. The meeting location of the General Meeting of Shareholders shall be determined as the place where the chair attends the meeting and must be within the territory of Vietnam.

2. The General Meeting of Shareholders shall convene annually within 04 months from the end of the fiscal year. Unless otherwise provided in the Company Charter, the Board of Directors shall decide to extend the annual General Meeting of Shareholders if necessary, but not exceeding 06 months from the end of the fiscal year.

3. The annual General Meeting of Shareholders shall discuss and approve the following matters:

- a) The company's annual business plan;
  - b) Annual financial statements;
  - c) Report of the Board of Directors on the management and performance of the Board of Directors and each member of the Board of Directors;
  - d) Report of the Board of Supervisors on the company's business results, the performance of the Board of Directors and the Director;
  - dd) Self-assessment report on the performance of the Board of Supervisors and Supervisors;
  - e) Dividend level for each share of each type;
  - g) Other issues within the authority.
4. All resolutions and issues included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

#### **Article 24. Convene the General Meeting of Shareholders**

1. The Board of Directors shall convene the annual and extraordinary General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases:

- a) The Board of Directors deems it necessary for the benefit of the company;
- b) The number of remaining members of the Board of Directors and the Supervisory Board 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 9 of this Charter;
- d) At the request of the Supervisory Board;
- dd) Other cases as prescribed by law.

2. The Board of Directors shall convene a General Meeting of Shareholders within 30 days from the date of occurrence of the case specified in Point b, Clause 1 of this Article or receipt of a request to convene a meeting as prescribed in Point c and Point d, Clause 1 of this Article. In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed, the Chairman of the Board of Directors and members of the Board of Directors shall compensate for any damage incurred to the company.

3. In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 2 of this Article, within the next 30



days, the Supervisory Board shall replace the Board of Directors in convening a meeting of the General Meeting of Shareholders as prescribed in this Charter. In case the Board of Supervisors fails to convene a meeting of the General Meeting of Shareholders as prescribed, the Supervisory Board shall compensate for any damage incurred to the company.

4. In case the Board of Supervisors fails to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 3 of this Article, the shareholder or group of shareholders as prescribed in Clause 2, Article 9 of this Charter shall have the right to represent the company in convening a meeting of the General Meeting of Shareholders as prescribed in this Charter.

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

- a) Prepare a list of shareholders entitled to attend the meeting;
- b) Provide information and resolve complaints related to the list of shareholders;
- c) Prepare the agenda and content of the meeting;
- d) Prepare documents for the meeting;
- dd) Draft resolutions of the General Meeting of Shareholders according to the expected content of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors and Supervisors;
- e) Determine the time and location of the meeting;
- g) Send meeting invitations to each shareholder entitled to attend the meeting according to the provisions of this Charter;
- h) Other tasks serving the meeting.

6. The costs of convening and conducting the General Meeting of Shareholders as prescribed in Clauses 2, 3 and 4 of this Article shall be reimbursed by the company.

#### **Article 25. List of shareholders entitled to attend the General Meeting of Shareholders**

1. The list of shareholders entitled to attend the General Meeting of Shareholders is prepared based on the company's shareholder register. The list of shareholders entitled to attend the General Meeting of Shareholders is prepared no later than 10 days before the date of sending the invitation to the General Meeting of Shareholders.

2. The list of shareholders entitled to attend the General Meeting of Shareholders must include the 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 organizational shareholders; number of shares of each type, number and date of shareholder registration of each shareholder.

3. Shareholders have the right to check, look up, extract, and copy the names and contact addresses of shareholders in the list of shareholders entitled to attend the General Meeting of Shareholders; request correction of incorrect information or addition of necessary information about themselves in the list of shareholders entitled



to attend the General Meeting of Shareholders. The company manager must promptly provide information in the shareholder register, correct and supplement incorrect information upon request of shareholders; and be responsible for compensating for damages arising from failure to provide or untimely and inaccurate provision of information in the shareholder register upon request. The order and procedures for requesting information in the shareholder register shall comply with the provisions of the Company Charter.

#### **Article 26. Agenda and content of the General Meeting of Shareholders**

1. The person convening the General Meeting of Shareholders must prepare the agenda and content of the meeting.

2. The shareholder or group of shareholders specified in Clause 2, Article 9 of this Charter has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be 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.

3. In case the person convening the General Meeting of Shareholders refuses the proposal specified in Clause 2 of this Article, he/she must reply in writing and state the reasons no later than 02 working days before the opening date of the General Meeting of Shareholders. The person convening the General Meeting of Shareholders may only refuse the proposal if it falls under one of the following cases:

a) The proposal is sent in an incorrect manner as prescribed in Clause 2 of this Article;

b) The proposed issue is not within the decision-making authority of the General Meeting of Shareholders; 4. The person convening the General Meeting of Shareholders must accept and include the proposal specified in Clause 2 of this Article in the proposed agenda and content of the meeting, except for the case specified in Clause 3 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

#### **Article 27. Invitation to General Meeting of Shareholders**

1. The person convening the General Meeting of Shareholders must send a notice of meeting to all shareholders on the list of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting. The notice of meeting must include the name, head office address, enterprise code; name, contact address of the shareholder, time, location of the meeting and other requirements for meeting attendees.

2. The notice of meeting must be accompanied by the following documents:

a) Meeting agenda, documents used in the meeting and draft resolutions for each issue in the meeting agenda;

b) Voting form;

3. In case the company has an electronic information page, sending meeting documents together with the notice of meeting as prescribed in Clause 3 of this Article



can be replaced by posting them on the company's electronic information page. In this case, the notice of meeting must clearly state where and how to download the documents. The company must announce on the company's website and the website of the State Securities Commission and the Stock Exchange about the General Meeting of Shareholders, clearly stating the link to all documents of the General Meeting of Shareholders, including: meeting invitation, meeting agenda, voting ballots, documents used in the meeting and draft resolutions for each issue in the meeting agenda. The documents of the General Meeting of Shareholders must be updated with amendments and supplements (if any);

#### **Article 28. Exercise the right to attend the General Meeting of Shareholders**

1. Shareholders and authorized representatives of shareholders may attend the meeting in person, authorize in writing one or more other individuals or organizations to attend the meeting, or attend the meeting through one of the forms specified in Clause 3 of this Article.

2. Authorization for individuals or organizations to attend the General Meeting of Shareholders must be made in writing. The authorization document shall be made in accordance with the provisions of the civil law and must clearly state the name of the authorized individual or organization and the number of authorized shares. Individuals or organizations authorized to attend the General Meeting of Shareholders must present the authorization document when registering to attend the meeting before entering the meeting room.

3. Shareholders are considered to have attended and voted at the General Meeting of Shareholders in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing other individuals or organizations to attend and vote at the meeting;
- c) Attend and vote via online conference, electronic voting or other electronic forms;
- d) Send voting ballots to the meeting via mail, fax, email.

4. The voting ballot of the person authorized to attend the meeting within the scope of authorization remains valid when one of the following cases occurs, except in the following cases:

- a) The authorized person has died, has limited civil act capacity or has lost civil act capacity;
- b) The authorized person has revoked the authorization appointment;
- c) The authorized person has revoked the authority of the person performing the authorization.

This provision does not apply in the event that the company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened



## **Article 29. Change of rights**

1. The change or cancellation of special rights attached to a type of preferred shares shall be effective when approved by shareholders representing 65% or more of the total number of votes of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on the content of an adverse change in the rights and obligations of shareholders owning preferred shares shall only be approved if it is approved by the number of preferred shareholders of the same type attending the meeting owning 75% or more of the total number of preferred shares of that type or by the number of preferred shareholders of the same type owning 75% or more of the total number of preferred 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 preferred shares to approve the above 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 is not enough quorum as stated above, the meeting shall be re-organized within the next 30 days and the holders of shares of that class (regardless of the number of people and shares) present in person or through authorized representatives shall be considered to have sufficient quorum. At the meetings of shareholders holding preferred shares as stated above, the holders of shares of that class present in person or through representatives may request a secret ballot. Each share of the same class shall have equal voting rights at the above meetings.

3. The procedures for conducting such separate meetings shall be similar to those for ordinary general meetings of shareholders.

4. Unless otherwise provided in the terms of issue of shares, the special rights attached to the classes of shares with preferential rights in respect of some or all matters relating to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

## **Article 30. Conditions for holding a General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents more than 50% of the total number of votes.

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

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



General Meeting of Shareholders shall be held regardless of the total number of votes of the shareholders attending the meeting.

4. Only the General Meeting of Shareholders has the right to decide to change the meeting agenda sent with the meeting invitation as prescribed in Article 32 of this Charter.

#### **Article 31. Procedures for conducting meetings and voting at the General Meeting of Shareholders**

The General Meeting of Shareholders may be held in the form of a face-to-face meeting or an online meeting or a face-to-face meeting combined with an online meeting. Based on specific conditions, the Board of Directors shall decide to select an appropriate meeting format. The meeting and voting procedures at the General Meeting of Shareholders shall be conducted as follows:

1. Before the opening of the meeting, the company shall carry out the shareholder registration procedure and shall carry out the registration until all shareholders entitled to attend the meeting have registered at the meeting in the following order:

a) When registering shareholders, the company shall issue to each shareholder or authorized representative with voting rights a voting card, and the ballot (if any) shall contain the registration number, shareholder name, full name of the authorized representative, information of the shareholder or authorized representative and the number of shares with voting rights of that shareholder. The General Meeting shall elect persons responsible for counting votes or supervising the counting of votes at the request of the Chairman. The number of members of the vote counting committee is decided by the General Meeting of Shareholders upon the proposal of the Chairman of the meeting.

b) Shareholders and authorized representatives of shareholders who arrive after the meeting has opened have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The Chairman is not responsible for stopping the meeting to allow late shareholders to register and the validity of the contents previously voted on remains unchanged.

2. The election of the chairman, secretary and vote counting committee 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 convened by the Board of Directors; in case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting according to the majority principle; in case no one can be elected as the chairman, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect the chairman of the meeting and the person with the highest number of votes shall chair the meeting;

b) Except for the case specified in Point a of this Clause, the person who signs the convening of the General Meeting of Shareholders shall direct the General Meeting



of Shareholders to elect the chairman of the meeting and the person with the highest number of votes shall chair the meeting;

c) The chairman shall appoint one or several persons to be the meeting secretary;

d) The General Meeting of Shareholders shall elect one or several persons to the vote counting committee upon the proposal of the chairman of the meeting;

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must specify the time for each issue in the agenda;

4. The Chairman has the right to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees;

5. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by marking the statuses "agree", "disagree" or "no opinion" for each issue on the voting ballot. When the voting is completed, shareholders and authorized persons attending the meeting put the voting ballots or ballots into a sealed ballot box for the Vote Counting Committee to conduct the vote counting. The vote counting results are announced by the Chairman immediately before the closing of the meeting;

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

a) Request all attendees to be subject to inspection or other legal and reasonable security measures;

b) Request the competent authority to maintain order at the meeting; expel those who do not comply with the chairman's authority, intentionally disrupt the order, prevent the normal progress of the meeting or do not comply with security inspection requirements from the General Meeting of Shareholders;

7. The chair has the right to postpone the General Meeting of Shareholders with a sufficient number of registered attendees for no more than 03 working days from the date of the scheduled opening of the meeting and may only postpone the meeting or change the meeting location in the following cases:

a) The meeting location does not have enough convenient seats for all attendees;

b) The means of communication at the meeting location do not ensure that shareholders attending the meeting can participate, discuss and vote;

c) A meeting participant obstructs or disrupts order, creating a risk of preventing the meeting from being conducted fairly and legally;

8. In case the chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 7 of this Article, the General Meeting of Shareholders shall elect another person from among the meeting participants to replace the chairman to conduct the meeting until its conclusion; all resolutions passed at that meeting shall be effective.

9. In case the company applies modern technology to organize the General Meeting of Shareholders through online meetings, the company shall be responsible for ensuring



that shareholders attend and vote by electronic voting or other electronic forms as prescribed by law.

**Article 32. Form of passing resolutions of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall pass decisions within its competence by voting at the meeting or by obtaining written opinions.

2. Resolutions of the General Meeting of Shareholders on the following issues must be passed by voting at the General Meeting of Shareholders:

- a) Development orientation of the Company;
- b) Types of shares and total number of shares of each type;
- c) Approval of annual financial statements;
- d) Reorganization or dissolution of the Company.

3. The Annual General Meeting of Shareholders shall not be held by obtaining written opinions

**Article 33. Conditions for the resolution of the General Meeting of Shareholders to be passed**

1. Resolutions on the following contents shall be passed if approved by shareholders representing 65% or more of the total number of votes of all shareholders attending the meeting, except for the cases specified in Clauses 3, 4 and 6 of this Article:

- a) Type of shares and total number of shares of each type;
- b) Change of business lines, occupations and fields;
- c) Change of the company's management structure;
- d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the company's most recent financial report;
- d) Reorganization or dissolution of the company;
- e) Changes in the rights and obligations of shareholders.

2. Resolutions are passed when approved by shareholders owning more than 50% of the total number of votes of all shareholders attending the meeting, except for the cases specified in Clauses 1, 3, 4 and 6 of this Article.

3. Voting to elect members of the Board of Directors and the Supervisory Board must be carried out by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors or the Supervisory Board and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Directors or Supervisory Board are determined by the number of votes from high to low, starting from the



candidate with the highest number of votes until the number of members specified in the Company Charter is sufficient. In case there are 02 or more candidates with the same number of votes for the final member of the Board of Directors or the Supervisory Board, a re-election will be conducted among the candidates with the same number of votes or selection will be made according to the criteria specified in the election regulations

4. In case of passing a resolution in the form of obtaining written opinions, the resolution of the General Meeting of Shareholders shall be passed if it is approved by the number of shareholders owning more than 50% of the total number of votes of all shareholders with voting rights.

5. The resolution of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within 15 days from the date of approval; the sending of the resolution may be replaced by posting it on the company's website.

6. The resolution of the General Meeting of Shareholders on the content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be approved if it is approved by the number of preferred shareholders of the same type attending the meeting owning 75% or more of the total number of preferred shares of that type or by the preferred shareholders of the same type owning 75% or more of the total number of preferred shares of that type in the case of passing a resolution in the form of obtaining written opinions

#### **Article 34. Authority and procedures for obtaining written opinions of shareholders to pass resolutions of the General Meeting of Shareholders**

The authority and procedures for obtaining written opinions from shareholders 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 obtain written opinions from shareholders to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the company;

2. The Board of Directors shall prepare the voting ballot, 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 voting ballot, unless the Company Charter stipulates a longer deadline. The preparation of the list of shareholders to send the voting ballot shall be carried out in accordance with the provisions in Clauses 1 and 2, Article 31 of this Charter. The requirements and method of sending the voting ballot and accompanying documents shall be carried out in accordance with the provisions in Article 33 of this Charter;

3. The opinion form must include the following main contents:

- a) Name, head office address, enterprise code;
- b) Purpose of opinion;
- c) Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders or full name, contact address, nationality, legal document number of the individual for the



representative of the organizational shareholder; number of shares of each type and number of votes of the shareholder;

d) Issues to be voted on for approval;

dd) Voting options including approval, disapproval and no opinion;

e) Deadline for sending the completed opinion form to the company;

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

4. Shareholders may send their completed opinion forms to the company by mail, fax or email in accordance with the following provisions:

a) In case of mail, the completed opinion form must be signed by the individual shareholder, the authorized representative or the legal representative of the shareholder being an organization. The opinion form sent to the company must be contained in a sealed envelope and no one is allowed to open it before the vote counting;

b) In case of fax or email, the opinion form sent to the company must be kept confidential until the time of vote counting;

c) Opinion forms sent to the company after the deadline specified in the content of the opinion form or opened in case of mail and disclosed in case of fax or email are invalid. Opinion forms that are not returned are considered as non-voting forms;

5. The Board of Directors shall organize the vote counting and prepare the vote counting minutes under the witness and supervision of the Board of Supervisors or of shareholders who do not hold management positions in the company. The vote counting minutes must include the following main contents:

a) Name, head office address, enterprise code;

b) Purpose and issues requiring opinions to pass the resolution;

c) Number of shareholders with total number of votes participated in the vote, in which the number of valid votes and invalid votes are distinguished and the method of sending the votes, with an appendix of the list of shareholders participating in the vote;

d) Total number of votes in favor, against, and without opinion for each issue;

dd) Issues passed and corresponding percentage of votes passed;

e) Full name, signature of the Chairman of the Board of Directors, the person supervising the vote counting and the person counting the votes.

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 damages arising from decisions passed due to dishonest and inaccurate vote counting;

6. The minutes of the vote counting and the resolution must be sent to the shareholders within 15 days from the date of completion of the vote counting. The sending of the minutes of the vote counting and the resolution can be replaced by posting them on the company's website;

7. The completed ballots, the minutes of the vote counting, the resolutions passed and the relevant documents attached to the ballots are kept at the company's head office;

8. The resolution passed by collecting shareholders' opinions in writing has the same validity as the resolution passed at the General Meeting of Shareholders.



### **Article 35. Minutes and Resolutions of Shareholders' Meeting**

1. Minutes of the General Meeting of Shareholders must be recorded and may be recorded or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese, and may be prepared in a foreign language, and must include the following main contents:

- a) Name, head office address, enterprise code;
- b) Time and location of the General Meeting of Shareholders;
- c) Agenda and content of the meeting;
- d) Full name of the chair and secretary;
- dd) Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the agenda;
- e) Number of shareholders and total number of votes of shareholders attending the meeting, appendix of the list of registered shareholders, representatives of shareholders attending the meeting with the corresponding number of shares and votes;
- g) Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, approving, disapproving and abstaining votes; corresponding percentage of the total number of votes of shareholders attending the meeting;
- h) Issues approved and corresponding percentage of approved votes;
- i) Full name and signature of the chairman and secretary

In case the chairman and secretary refuse to sign the minutes of the meeting, the minutes shall be valid if they are signed by all other members of the Board of Directors attending the meeting and contain all the contents as prescribed in this clause. The minutes of the meeting shall clearly state the refusal of the chairman and secretary to sign the minutes of the meeting.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting.

3. The chairman and secretary of the meeting or other persons signing the minutes of the meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

4. Minutes prepared in Vietnamese and foreign languages shall have the same legal effect. In case there is a difference in content between the minutes in Vietnamese and in foreign languages, the content in the minutes in Vietnamese shall prevail.

5. Minutes of the General Meeting of Shareholders must be sent to all shareholders within 15 days from the end of the meeting; The sending of the vote counting minutes can be replaced by posting them on the company's website. 6. The meeting minutes, the resolutions of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting, the resolutions passed and related documents sent with the meeting invitation must be kept at the company's head office and must be disclosed in accordance with the law on information disclosure on the stock market.



### **Article 36. Request to cancel the 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 for the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 9 of this Charter has the right to request the Court or Arbitration to review and cancel the resolution or part 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 Charter, except for the case specified in Clause 2, Article 43 of this Charter;
2. The content of the resolution violates the law or the Company Charter.

### **Article 37. Validity of resolutions of the General Meeting of Shareholders**

1. A resolution of the General Meeting of Shareholders shall be effective from the date of its adoption or from the effective date stated in such resolution.

2. A resolution of the General Meeting of Shareholders adopted by 100% of the total number of voting shares shall be legal and effective even if the order and procedures for convening the meeting and adopting such resolution violate the provisions of this Law and the Company Charter.

3. In case a shareholder or group of shareholders requests the Court or Arbitration to annul a resolution of the General Meeting of Shareholders as prescribed in Article 42 of this Charter, such resolution shall remain effective until the Court or Arbitration decides to annul such resolution, except in cases where temporary emergency measures are applied according to the decision of a competent authority.

## **Section 2**

### **BOARD OF DIRECTORS**

#### **Article 38. Board of Directors**

1. The Board of Directors is the company's management body, with full authority to decide and exercise the company's rights and obligations on behalf of the company, except for the rights and obligations under the authority of the General Meeting of Shareholders.

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

- a) Decide on the company's strategy, medium-term development plan and annual business plan;
- b) Propose the type of shares and the total number of shares that are allowed to be offered for sale of each type;
- c) Decide on the sale of unsold shares within the number of shares that are allowed to be offered for sale of each type; decide on raising additional capital in other forms;



- d) Decide on the selling price of the company's shares and bonds;
- dd) Decide on the repurchase of shares in accordance with the provisions of Clause 1 and Clause 2, Article 24 of this Charter;
- e) Decide on the company's investment plan and investment projects, except for investment projects under the authority of the General Meeting of Shareholders;
- g) Decide on solutions for market development, marketing and technology; h) Approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of 35% or more of the total asset value recorded in the company's most recent financial report, except for contracts and transactions under the authority of the General Meeting of Shareholders;
- i) Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, remove, sign contracts, terminate contracts with the Director, Deputy Director, Chief Accountant of the company and other equivalent positions; decide on salaries, remuneration, bonuses and other benefits of those appointed or contracted by the Board of Directors; appoint authorized representatives to manage the company's capital contributions in other enterprises and organizations and decide on the remuneration and other benefits of those persons; appoint and remove the company's commercial representative and Lawyer, decide on their remuneration and other benefits;
- k) Supervise and direct the Director and other managers in the daily business operations of the company;
- l) Decide on the organizational structure, internal management regulations of the company, decide on the establishment of subsidiaries, branches, representative offices and capital contribution, purchase of shares of other enterprises;
- m) Approve the agenda and contents of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass decisions;
- n) Submit audited annual financial statements to the General Meeting of Shareholders;
- o) Propose the dividend level to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;
- p) Propose the reorganization or dissolution of the company; request bankruptcy of the company;
- q) Other rights and obligations as prescribed by law and the Company Charter.

3. The Board of Directors shall pass decisions by voting at meetings, by collecting written opinions, or by other means selected by the Board of Directors. Each member of the Board of Directors shall have one vote.

4. In the event that a resolution or decision passed by the Board of Directors is contrary to the provisions of law, a resolution of the General Meeting of Shareholders, or the Company's Charter, causing damage to the Company, the members who agree to pass such resolution or decision shall be jointly and severally liable for such resolution or decision and shall compensate the Company for such damage; members who oppose the passage of the above resolution or decision shall be exempted from



liability. In this case, the Company's shareholders shall have the right to request the Court to suspend or annul the implementation of the above resolution or decision

#### **Article 39. Term and number of members of the Board of Directors**

1. The Board of Directors has from 03 to 05 members. The number of members of the Board of Directors for each term is decided by the General Meeting of Shareholders at the meeting to elect members of the Board of Directors for the corresponding term.

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. The company must have at least 01 independent member of the Board of Directors.

3. In case all members of the Board of Directors end their term at the same time, such members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over the work.

#### **Article 40. Standards and conditions for membership in the Board of Directors**

1. Members of the Board of Directors must meet the following standards and conditions:

- a) Not being a subject that is not entitled to establish and manage an enterprise according to the provisions of the Enterprise Law;
- b) Having an intermediate level or higher, understanding the law;
- c) Having experience in business administration and management;
- d) A member of the Board of Directors of a company can concurrently be a member of the Board of Directors of another company.

2. Principles of nomination and candidacy for the Board of Directors:

a) In case the candidates for the Board of Directors have been identified, the public 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. The candidates for the Board of Directors must have a written commitment to the honesty and accuracy of the published personal information and must commit to performing their duties honestly, carefully and in the best interests of the company if elected as a member of the Board of Directors. Information related to the candidates for the Board of Directors to be disclosed includes:

- Full name, date of birth;
- Professional qualifications;
- Work history;
- Other management positions (including positions on the Board of Directors of other companies);
- Interests related to the company and related parties of the company;
- Other information (if any) as prescribed in the Company Charter.



The company must be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other management positions and the interests related to the company of the candidate for the Board of Directors (if any)

b) Right to nominate candidates:

- Shareholders or groups of shareholders holding from 5% to less than 10% of the total number of voting shares for a continuous period of at least six months may nominate a maximum of 01 candidate;

- Shareholders or groups of shareholders holding from 10% to less than 30% of the total number of voting shares for a continuous period of at least six months may nominate a maximum of 02 candidates;

- Shareholders or groups of shareholders holding from 30% to less than 50% of the total number of voting shares for a continuous period of at least six months may nominate a maximum of 03 candidates;

- Shareholders or groups of shareholders holding from 50% to less than 70% of the total number of voting shares for a continuous period of at least six months may nominate a maximum of 04 candidates.

- Shareholders or groups of shareholders holding 70% or more of the total number of voting shares for a continuous period of at least six months may nominate up to 05 candidates.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough, the incumbent Board of Directors may nominate additional candidates or organize nominations according to another mechanism according to the Election Regulations approved by the General Meeting of Shareholders before conducting the nomination.

4. The election of members of the Board of Directors is carried out according to the cumulative voting method prescribed in this Charter.

#### **Article 41. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors is elected, dismissed, or removed from among the members of the Board of Directors by the Board of Directors. The Board of Directors elects one member of the Board of Directors as Chairman of the Board of Directors based on the principle of a majority vote.

The Chairman of the Board of Directors may not concurrently be the Director of the company.

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

- a) Prepare the program and plan of activities of the Board of Directors;

- b) Prepare the program, content, and documents for meetings; convene, chair, and preside over meetings of the Board of Directors;

- c) Organize the adoption of resolutions and decisions of the Board of Directors;



d) Supervise the implementation of resolutions and decisions of the Board of Directors;

e) Chair the General Meeting of Shareholders;

e) Other rights and obligations as prescribed by law and the Company Charter.

3. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, the Vice Chairman of the Board of Directors shall be the person authorized to exercise the rights and obligations of the Chairman of the Board of Directors, except in cases where the Chairman of the Board of Directors authorizes in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, has fled from his/her place of residence, has limited or lost civil capacity, has difficulty in cognition, controlling his/her behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors according to the principle of majority approval of the remaining members until a new decision of the Board of Directors is made. 4. In case the Chairman of the Board of Directors submits a resignation or is dismissed or removed from office, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation of the Chairman of the Board of Directors or the Chairman of the Board of Directors is dismissed or removed.

5. When deemed necessary, the Board of Directors shall decide to appoint a company secretary to assist the Board of Directors and the Chairman of the Board of Directors in performing their duties within their authority as prescribed by law and the Company Charter.

#### **Article 42. Board of Directors Meeting**

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 by majority to select one of them to convene the meeting of the Board of Directors.

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

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

a) At the request of the Supervisory Board or an independent member of the Board of Directors;

b) At the request of the Director or at least 05 other managers;

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

d) There is a request from the Independent Auditor who is auditing the Company's Financial Statements.



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

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. In case the Board of Directors meeting is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damage caused to the Company; the person making the request has the right to replace the Chairman of the Board of Directors in convening a meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a meeting invitation at least 03 working days before the meeting date. The meeting invitation must specify the time and location of the meeting, the agenda, the issues to be discussed and decided. The meeting invitation must be accompanied by documents used at the meeting and the members' voting ballots.

The meeting invitation of the Board of Directors can be sent by invitation, telephone, fax, electronic means or other means, but must ensure that it reaches the contact address of each member of the Board of Directors registered with the company.

7. The Chairman of the Board of Directors or the person convening the meeting invitation and accompanying documents must be sent to the Supervisors as for the members of the Board of Directors.

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

8. A meeting of the Board of Directors is held when three-quarters or more of the total members attend the meeting. In case the meeting convened in accordance with the provisions of this clause does not have enough members attending the meeting as prescribed, it shall be convened for the second time within 07 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.

9. A member of the Board of Directors is considered to have attended and voted at the meeting in the following cases:

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

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



11. Members must attend all meetings of the Board of Directors. Members may authorize others to attend meetings and vote if approved by a majority of the Board of Directors.

12. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the members attending the meeting; in case of equal votes, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.

13. Resolutions of the Board of Directors adopted by 100% of the total votes of all members of the Board of Directors are legal and effective even if the order and procedures for convening meetings and passing such resolutions are not fully implemented and in accordance with regulations.

#### **Article 43. Minutes of Board of Directors meeting**

1. Minutes of Board of Directors meetings must be recorded and may be recorded, recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and may be prepared in a foreign language, including the following main contents:

- a) Name, head office address, enterprise code;
- b) Time and location of the meeting;
- c) Purpose, agenda and content of the meeting;
- d) Full name of each member attending the meeting or authorized person attending the meeting and method of attending the meeting; full name of members not attending the meeting and reasons;
- dd) Issues discussed and voted on at the meeting;
- e) Summary of opinions expressed by each member attending the meeting in the order of the meeting;
- g) Voting results, clearly stating members who approve, disapprove and have no opinion;
- h) Issues passed and corresponding percentage of votes passed;
- i) Full name and signature of the chairperson and the person recording the minutes, except for the case specified in Clause 2 of this Article.

2. In case the chairperson or the person recording the minutes refuses to sign the meeting minutes, but if all other members of the Board of Directors attending the meeting sign them and the minutes contain all the contents as prescribed in Points a, b, c, d, dd, e, g and h, Clause 1 of this Article, the minutes shall be valid.

3. The chairperson, the person recording the minutes and the signatories shall be responsible for the truthfulness and accuracy of the contents of the Board of Directors' meeting minutes.

4. The Board of Directors' meeting minutes and documents used in the meeting must be kept at the company's head office.

5. Minutes prepared in Vietnamese and in a foreign language shall have the same legal effect. In case there is a difference in content between the minutes in



Vietnamese and in a foreign language, the content in the minutes in Vietnamese shall apply.

#### **Article 44. Right to information of Board members**

1. Members of the Board of Directors have the right to request the Director, Deputy Director, and other managers in the company to provide information and documents on the financial situation and business activities of the company and of the units in the company.

2. The requested manager must promptly, fully, and accurately provide information and documents as requested by the members of the Board of Directors. The order and procedures for requesting and providing information are as follows:

a) Members of the Board of Directors who request information and documents shall send a written request to the requested manager. The written request must include the following information: full name and position of the requester; full name and position of the requested person; information and documents requested; purpose of using the information and documents; time limit for provision.

The written request for information and documents shall be sent directly to the requested manager or sent to the company's head office; The company's secretarial department is responsible for forwarding this document to the requested manager on the same day the document is received.

b) Within no more than 05 working days, the requested manager must provide information and documents as requested by the Board of Directors member; in case of needing to extend the time for providing information and documents, the requested manager must submit a written request for extension of the time for providing to the requesting Board of Directors member at least 01 working day before the end of the provision period, clearly stating the reason for the extension request and attaching documents and evidence proving that the request for extension is well-founded.

#### **Article 45. Dismissal, removal, replacement and addition of members of the Board of Directors**

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

- a) Not meeting the standards and conditions prescribed in this Charter;
- b) Submitting a resignation letter and being accepted;
- c) A member of the Board of Directors is a shareholder, but has subsequently transferred all of his/her shares to another person;
- d) A member of the Board of Directors is an authorized representative of a shareholder but has had his/her authorization revoked or the shareholder represented has transferred all of his/her shares to another person;

Board members in the cases mentioned in this clause are officially dismissed (no longer have the status of Board members) from the time the Board of Directors meets and issues a confirmation document without having to wait for the General Meeting of Shareholders to issue a resolution of dismissal.

2. When a shareholder withdraws the authorization to represent the management of the capital contribution of a member of the Board of Directors, that shareholder may



appoint another authorized representative to replace him; then, the new authorized representative of the shareholder will be recognized as the new member of the Board of Directors replacing the dismissed member of the Board of Directors from the time the Board of Directors meets and issues a confirmation document without having to wait for the General Meeting of Shareholders to pass a resolution. However, this replacement member of the Board of Directors must be approved by the General Meeting of Shareholders at the nearest meeting; if the General Meeting of Shareholders does not approve this replacement member of the Board of Directors, the General Meeting of Shareholders must conduct a supplementary election at this meeting or the nearest subsequent meeting.

Any resolution of the Board of Directors with the voting participation of the replacement Board member shall still be considered legal, if the replacement Board member is not subsequently approved by the General Meeting of Shareholders

In case the Board of Directors leads the company's business operations and makes continuous losses for more than half of its term, all members of that term will be dismissed; the General Meeting of Shareholders will hold a meeting to re-elect all members of the Board of Directors according to general procedures.

4. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

a) Failure to participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;

b) Failure to complete assigned tasks and work;

c) Seriously or repeatedly violating the obligations of a member of the Board of Directors as prescribed in the Company Charter and relevant laws.

d) A member of the Board of Directors who embezzles the company's assets, intentionally violates the provisions of law, the Company Charter causing damage to the company's assets, reputation and brand shall be dismissed immediately from the time the Board of Directors meets and issues a written conclusion after having gathered sufficient evidence to prove the member's wrongdoing without having to wait for the General Meeting of Shareholders to issue a resolution of dismissal, unless the General Meeting of Shareholders decides otherwise.

5. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors, except in the cases specified in Clauses 1, 2, 3, and 4 of this Article.

6. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

a) The number of members of the Board of Directors is reduced by more than one-third compared to the number specified in the Company Charter. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;



b) In other cases, at the nearest meeting, the General Meeting of Shareholders shall elect new members to replace the members of the Board of Directors who have been dismissed or removed.

7. In addition to the cases specified in Clause 1 of this Article, upon request of more than half of the current members of the Board of Directors, the General Meeting of Shareholders may consider and decide to dismiss any member of the Board of Directors when deemed necessary and in the interests of the company.

#### **Article 46. Remuneration, salary, bonus and other benefits of Board of Directors members**

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

2. Board members are entitled to remuneration and bonuses. The remuneration is calculated based on the number of working days required to complete the duties of the Board members and the daily remuneration. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.

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

4. A member of the Board of Directors holding an executive position or a member of the Board of Directors serving on a subcommittee of the Board of Directors or performing other duties beyond the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profits or in other forms as 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 incurred by them in performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors.

#### **Article 47. Subcommittees of the Board of Directors**

The Board of Directors may establish subcommittees to be in charge of one or several areas of work of the Board of Directors. The minimum number of members of a subcommittee is 1 person. The functions, tasks, term of office, and number of members of each subcommittee shall be decided by the Board of Directors upon establishment. The head of each subcommittee must be a member of the Board of Directors, preferably a non-executive member of the Board of Directors or an independent member of the Board of Directors. Resolutions of the subcommittee shall only be effective when a majority of members attend and vote to approve them at the



subcommittee meeting. The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with current legal regulations and regulations in the Company Charter and Internal Regulations on corporate governance.

#### **Article 48. Corporate governance officer**

1. The Board of Directors shall appoint one person in charge of corporate governance. The person in charge of corporate governance may also be the Company Secretary.

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

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

a) Advise the Board of Directors on organizing the General Meeting of Shareholders and resolving other related matters between the company and shareholders;

b) Be in charge of preparing for meetings of the General Meeting of Shareholders, the Board of Directors, and the Supervisory Board at the request of the Board of Directors or the Supervisory Board;

c) Advise on the order and procedures for conducting meetings, issuing resolutions and decisions of the company;

d) Attend meetings of the company;

d) Provide financial information, copies of Board of Directors meeting minutes and other information to members of the Board of Directors and the Supervisory Board;

e) Be in charge of information disclosure, report to the Board of Directors on the company's information disclosure activities;

g) Be the contact point with interested parties;

h) Keep information confidential in accordance with the provisions of law and the Company Charter;

i) Other rights and obligations as prescribed by law.

### **Section 3**

#### **DIRECTOR, COMPANY SECRETARY, OTHER MANAGEMENT STAFF**

##### **Article 49. Director**

1. The Board of Directors appoints a member of the Board of Directors or hires another person to be the Director of the company.

2. The Director is the person who runs the daily business of the company; is supervised by the Board of Directors; is responsible to the Board of Directors and before the law for the implementation of assigned rights and obligations.

The term of office of the Director shall not exceed 05 years and may be reappointed for an unlimited number of terms.



The Director must meet the following conditions and criteria:

- a) Have full civil act capacity and not be a person who is not entitled to establish and manage an enterprise according to the provisions of the Law on Enterprises;
- b) Not be a relative of the company manager, the company's Controller; the representative of state capital, the representative of enterprise capital at the company;
- c) Have professional qualifications and experience in enterprise management and operation, operating in the company's main business fields.

3. The Director has the following rights and obligations:

- a) Decide on matters related to the daily business of the company that are not under the authority of the Board of Directors;
- b) Organize the implementation of resolutions and decisions of the Board of Directors and the General Meeting of Shareholders;
- c) Organize the implementation of the company's business plan and investment plan;
- d) Propose the organizational structure plan and internal management regulations of the company;
- dd) Appoint, dismiss, and remove management positions in the company, except for positions under the authority of the Board of Directors;
- e) Decide on salaries and other benefits for employees in the company, including managers under the appointment authority of the Director;
- g) Recruit employees;
- h) Propose plans to pay dividends or handle business losses;
- i) Propose personnel for the Board of Directors to consider/appoint to hold senior management positions of the company, including: Deputy Director, Chief Accountant of the company, Director of subsidiaries, head of branches, head of representative offices, representative of the company's investment capital management in other enterprises and organizations, and the company's Lawyer.
- k) Other rights and obligations as prescribed by law, the Company Charter and resolutions of the Board of Directors and the General Meeting of Shareholders.



4. The Director must manage the daily business of the company in accordance with the provisions of law, the Company Charter, the labor contract signed with the company and the resolution of the Board of Directors. In case of management contrary to the provisions of this clause causing damage to the company, he shall be responsible before the law and must compensate the company for the damage.

5. The salary, bonus and other benefits of the Director shall be decided by the Board of Directors. The salary and bonus of the Director shall be shown as a separate item in the annual financial report and must be reported to the General Meeting of Shareholders at the annual meeting.

6. The Board of Directors may dismiss the Director when the majority of the members of the Board of Directors with voting rights present at the meeting agree and appoint a new Director to replace him.

#### **Article 50. Vice president**

1. Based on the business requirements of the company, the Board of Directors may appoint one (or several) persons as Deputy Directors of the company. The Deputy Director assists the Director in operating the company in each field of work as assigned and authorized by the Director. The Deputy Director is responsible to the Director, the Board of Directors and before the law for the performance of assigned and authorized tasks.

The Deputy Director is selected and proposed by the Chairman of the Board of Directors for appointment by the Board of Directors after consulting with the Director.

2. The Deputy Director is authorized to sign on behalf of the Director for documents under the authority of the Director within the scope and field of regular work assigned by the Director; and documents in other fields of work if authorized in writing by the Director at the time of signing

#### **Article 51. Chief Accountant**

1. The Chief Accountant is selected and appointed by the Board of Directors.

2. The Chief Accountant has the authority and responsibility as prescribed by the law on Accounting, the Company Charter and internal management regulations issued by the Company.

#### **Article 52. Company Secretary**

When deemed necessary, the Board of Directors may appoint a Company Secretary. Duties and powers of the Company Secretary.

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

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

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

d) Assist the company in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with the obligation to provide information, publicize information and administrative procedures;



dd) Other rights and obligations as prescribed by the Board of Directors of the company.

### **Article 53. Other management staff**

Based on business requirements and the organizational structure of the company's management and operations at each point in time, the Director develops a specific personnel plan to submit to the Board of Directors for approval and decision.

## **Section 4**

### **BOARD OF SUPERVISION**

#### **Article 54. Board of Supervision**

1. The Board of Supervisors of the company has 03 Supervisors. The term of office of a Supervisor shall not exceed 05 years and may be re-elected for an unlimited number of terms.

2. In case the term of office of a Supervisor expires at the same time and the new Supervisor has not been elected, the Supervisor whose term has expired shall continue to exercise his rights and perform his duties until the new Supervisor is elected and takes office.

3. The Board of Supervisors must meet at least twice a year. The Board of Supervisors meeting can only be held when at least 2/3 of the Supervisors are present.

4. The Board of Supervisors has the right to request members of the Board of Directors, the Director, and representatives of the company's financial statement auditing organization to attend and answer questions that need to be clarified.

5. Meetings of the Board of Supervisors must be recorded in minutes and may be recorded, recorded and stored in other electronic forms. Minutes must be made in Vietnamese and may be made in a foreign language, with the following main contents:

- a) Name, head office address, enterprise code;
- b) Purpose, agenda and content of the meeting;
- c) Time and location of the meeting;
- d) Full name of Supervisors attending the meeting; full name of Supervisors not attending the meeting and reasons;
- dd) Issues discussed and voted on at the meeting;
- e) Summary of opinions expressed by each Supervisor attending the meeting in the order of the meeting;
- g) Voting results, clearly stating Supervisors who approve, disapprove and have no opinion;
- h) Issues approved;
- i) Full name and signature of the chairperson, the person taking the minutes and Supervisors attending.

The Chairman, the minute taker and the attending Supervisors shall be responsible for the truthfulness and accuracy of the contents of the minutes of the Supervisory Board meeting.



The minutes of the Supervisory Board meeting and the documents used in the meeting shall be kept at the company's head office.

Minutes prepared in Vietnamese and foreign languages shall have equal validity. In case of differences in the contents of the minutes in Vietnamese and foreign languages, the contents in the minutes in Vietnamese shall prevail.

#### **Article 55. Standards and conditions of Supervisor**

1. Supervisors must meet the following standards and conditions:

a) Not being a subject that is not entitled to establish and manage an enterprise according to the provisions of the Enterprise Law;

b) Being trained in one of the following majors: economics, finance, accounting, auditing, law, business administration or a major that is suitable for the business activities of the enterprise;

c) Not being a family member of a member of the Board of Directors, Director, Deputy Director of the company and other managers of the company;

d) Not being a company manager; not necessarily being a shareholder or employee of the company;

dd) Not working in the accounting or finance department of the company;

e) Not being a member or employee of an independent auditing company that is auditing the company's financial statements or an independent auditing company that has audited the company's financial statements in the previous 3 consecutive years.

2. Principles for nomination and candidacy for the Board of Supervisors:

a) Principles for nomination and candidacy for the Board of Supervisors as prescribed in Point a, Clause 2, Article 40 of this Charter.

b) Right to nominate candidates:

- Shareholders or groups of shareholders holding from 5% to less than 25% of the total number of voting shares for a continuous period of at least six months may nominate a maximum of 01 candidate;

- Shareholders or groups of shareholders holding from 25% to less than 50% of the total number of voting shares for a continuous period of at least six months may nominate a maximum of 02 candidates;

- Shareholders or groups of shareholders holding from 50% or more of the total number of voting shares for a continuous period of at least six months may nominate a maximum of 03 candidates.

3. In case the number of candidates for the Board of Supervisors through nomination and candidacy is still not enough, the incumbent Board of Supervisors may nominate additional candidates or organize nominations according to another mechanism according to the Election Regulations approved by the General Meeting of Shareholders before conducting the nomination.

4. The election of members of the Board of Supervisors is carried out according to the cumulative voting method prescribed in this Charter.



## **Article 56. Head of Supervisory Board**

1. The Head of the Supervisory Board is elected by the Supervisory Board from among the Supervisors; the election, dismissal, and removal are based on the majority principle. The Supervisory Board must have more than half of its Supervisors residing in Vietnam. The Head of the Supervisory Board must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise.

2. The Head of the Supervisory Board has the following rights and obligations:

- a) Prepare the program and plan of activities of the Supervisory Board;
- b) Prepare the program, content, and documents for meetings; convene and chair meetings of the Supervisory Board;
- c) Assign tasks to each Supervisor;
- d) Chair the General Meeting of Shareholders convened by the Supervisory Board;
- e) Sign documents of the Supervisory Board;
- g) Other rights and obligations as prescribed by law and the Company Charter.

3. In case the Head of the Supervisory Board is absent or unable to perform his/her duties, he/she shall authorize in writing another member to exercise the rights and obligations of the Head of the Supervisory Board. In case there is no authorized person, the Supervisor with the highest number of votes among the remaining Supervisors shall hold the position of Head of the Supervisory Board instead.

4. The Head of the Supervisory Board may be dismissed by decision of the Supervisory Board.

## **Article 57. Rights and obligations of the Board of Supervisors**

1. The Board of Supervisors supervises the Board of Directors and the Director in the management and operation of the company.

2. Checks the reasonableness, legality, honesty and level of prudence in the management and operation of business activities; the systematicity, consistency and appropriateness of accounting, statistics and financial reporting.

3. Appraises the completeness, legality and honesty of the company's business situation report, annual and 6-month financial reports, management assessment reports of the Board of Directors and submits the appraisal report at the annual General Meeting of Shareholders. Review contracts and transactions with related parties under the approval authority of the Board of Directors or the General Meeting of Shareholders and makes recommendations on contracts and transactions requiring approval by the Board of Directors or the General Meeting of Shareholders.

4. Review, inspect and evaluate the effectiveness and efficiency of the company's internal control, internal audit, risk management and early warning systems.

5. Review the company's accounting books, accounting records and other documents, the company's management and operation when deemed necessary or according to the resolution of the General Meeting of Shareholders or at the request of



a shareholder or group of shareholders as prescribed in Clause 2, Article 9 of this Charter.

6. Upon request of a shareholder or group of shareholders as prescribed in Clause 2, Article 9 of this Charter, the Supervisory Board shall conduct an inspection within 07 working days from the date of receipt of the request. Within 15 days from the date of completion of the inspection, the Supervisory Board shall report on the issues requested for inspection to the Board of Directors and the requesting shareholder or group of shareholders. The inspection by the Board of Supervisors as prescribed in this Clause shall not hinder the normal operation of the Board of Directors and shall not interrupt the operation of the company's business activities.

7. Propose to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure for management, supervision, and operation of the company's business activities

8. When discovering that a member of the Board of Directors or the Director violates the obligations and responsibilities of a company manager as prescribed by law and the Company Charter, it must immediately notify the Board of Directors in writing, requesting the violator to stop the violation and take measures to remedy the consequences.

9 Attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors and other meetings of the company.

10. Use independent consultants and the company's internal audit department to perform assigned tasks.

11. The Supervisory Board may consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders.

12. Propose and recommend that the General Meeting of Shareholders approve an independent auditing company to audit the company's Financial Statements; Decide on the approved auditing organization to conduct an audit of the company's operations and dismiss the approved auditor when deemed necessary.

13. Be responsible to shareholders for its supervision activities.

14. Monitor the financial situation of the company, compliance with the law in the activities of members of the Board of Directors, Directors, and other managers.

15. Ensure coordination of activities with the Board of Directors, Directors, and shareholders.

16. In case of detecting violations of the law or violations of the Company Charter by members of the Board of Directors, Directors, and other managers of the company, the Supervisory Board must notify the Board of Directors in writing within 48 hours, request the violator to stop the violation and have solutions to remedy the consequences.

17. Develop the Operating Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.

18. Report on the activities of the Supervisory Board at the annual General Meeting of Shareholders as prescribed.



19. Exercise other rights and obligations as prescribed by law, the Company Charter and resolutions of the General Meeting of Shareholders

**Article 58. The Board of Supervisors' right to information**

1. Documents and information must be sent to the Controller at the same time and in the same manner as to the members of the Board of Directors, including:

- a) Meeting invitations, ballots for members of the Board of Directors and accompanying documents;
- b) Resolutions, decisions and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;
- c) Reports of the Director submitted to the Board of Directors or other documents issued by the company.

2. The Controller has the right to access the company's records and documents kept at the head office, branches and other locations; has the right to visit the workplace of the company's managers and employees during working hours.

3. The Board of Directors, members of the Board of Directors, the Director, and other managers must provide complete, accurate, and timely information and documents on the management, operation, and business activities of the company upon request of the Supervisor or the Board of Supervisors. The person in charge of corporate governance must ensure that all copies of resolutions, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, financial information, other information and documents provided to shareholders and members of the Board of Directors must be provided to the Supervisors at the same time and in the same manner as for shareholders and members of the Board of Directors.

4. The order and procedures for requesting and providing information by the Board of Supervisors and the Supervisors are implemented as follows:

- a) The Board of Supervisors shall send a written request to the requested manager. The written request must include the following information: full name and position of the requestor; full name and position of the requested person; information and documents requested; purpose of using the information and documents; and deadline for provision.



The request for information and documents shall be sent directly to the requested manager or to the company's head office; the company's secretarial department shall be responsible for forwarding this document to the requested manager on the same day the document is received.

b) Within no more than 05 working days, the requested manager must provide information and documents as requested by the Supervisory Board; in case of needing to extend the time for providing information and documents, the requested manager must submit a written request for extension of the time for providing to the requesting Supervisory Board at least 01 working day before the end of the provision period, clearly stating the reason for the extension and attaching documents and evidence proving that the request for extension is well-founded.

#### **Article 59. Responsibilities of the Supervisors**

1. Comply with the law, the Company Charter, resolutions of the General Meeting of Shareholders and professional ethics in exercising assigned rights and obligations.

2. Exercise assigned rights and obligations honestly, carefully and to the best of their ability to ensure the maximum legitimate interests of the company.

3. Be loyal to the interests of the company and shareholders; do not abuse position, office and use information, secrets, business opportunities, other assets of the company for personal gain or to serve the interests of other organizations and individuals.

4. Other obligations as prescribed by law.

5. In case of violating the provisions in Clauses 1, 2, 3 and 4 of this Article causing damage to the company or others, the Controller shall be personally or jointly liable for compensating for such damage. Income and other benefits that the Controller obtains due to the violation must be returned to the company.

6. In case a Controller is found to have violated the rights and obligations assigned, he/she must notify the Board of Supervisors in writing; request the violator to stop the violation and remedy the consequences.

#### **Article 60. Salary, remuneration, bonuses and other benefits of the Supervisors**

1. Supervisors are paid salaries, remuneration, bonuses and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total salary, remuneration, bonuses, other benefits and the annual operating budget of the Supervisory Board;

2. Supervisors are paid for meals, accommodation, travel and the cost of using independent consulting services at a reasonable level. The total salary and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders;

3. The salary and operating expenses of the Supervisory Board shall be included in the company's business expenses according to the provisions of the law on corporate income tax and other relevant legal provisions and must be recorded as a separate item in the company's annual financial statements.



## **Article 61. Dismissal, removal of Supervisors**

1. The General Meeting of Shareholders shall dismiss the Supervisor in the following cases:

a) No longer meeting the standards and conditions to be a Supervisor as prescribed in this Charter;

b) Submitting a resignation letter and being approved;

2. The General Meeting of Shareholders shall dismiss the Supervisor in the following cases:

a) Failure to complete assigned tasks and work;

b) Failure to exercise his/her rights and obligations for 06 consecutive months, except in cases of force majeure;

c) Repeatedly or seriously violating the obligations of a Supervisor as prescribed in the Company Charter and relevant laws.

d) Other cases according to the resolution of the General Meeting of Shareholders.

3. The General Meeting of Shareholders may consider and decide to dismiss any Supervisor from the position of Supervisor when deemed necessary and in the interests of the company.

## **Section 5**

### **TRANSPARENCY OF BENEFITS**

## **Article 62. Disclosure of related interests**

The disclosure of the company's interests and related persons shall be carried out in accordance with the following provisions:

1. The company must compile and update the list of related persons of the company as prescribed in Clause 15, Article 1 of this Charter and their corresponding transactions with the company;

2. Members of the Board of Directors, Supervisors, Directors, Chief Accountants and other managers of the company under the appointment authority of the Board of Directors must declare to the company their related interests, including:

a) Name, enterprise code, head office address, business lines and professions of the enterprise in which they own or own capital contributions or shares; the ratio and time of ownership, ownership of such capital contributions or shares;

b) Name, enterprise code, head office address, business lines of the enterprise that related persons (Wife, husband, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, father-in-law, mother-in-law, biological child, adopted child, son-in-law, daughter-in-law, biological brother, biological sister, biological brother-in-law, brother-in-law, sister-in-law) own, jointly own or separately own capital contribution or shares of more than 10% of charter capital;



3. The declaration prescribed in Clause 2 of this Article must be made within 07 working days from the date of arising of related interests; any amendment or supplement must be notified to the company within 07 working days from the date of the corresponding amendment or supplement.

4. The retention, disclosure, review, excerpt and copy of the list of related persons and related interests declared as prescribed in Clauses 1 and 2 of this Article shall be carried out as follows:

a) The company must notify the list of related persons and related interests to the General Meeting of Shareholders at the annual meeting;

b) The list of related persons and related interests shall be kept at the company's head office; if necessary, part or all of the above list may be kept at the company's branches;

c) Shareholders, authorized representatives of shareholders, members of the Board of Directors, Supervisors, Directors and other managers have the right to review, extract and copy part or all of the declared content;

d) The company must create conditions for the persons specified in Point c of this Clause to access, review, extract and copy the list of related persons and related interests in the fastest and most convenient way; they must not be prevented or made difficult for them in exercising this right. The order and procedures for reviewing, extracting and copying the contents of the declaration of related persons and related interests shall be implemented according to the company's regulations.

5. Members of the Board of Directors and Directors, who, on their own behalf or on behalf of others, perform work in any form within the scope of the company's business, must explain the nature and content of that work to the Board of Directors and the Supervisory Board and may only do so with the approval of the majority of the remaining members of the Board of Directors; if they do so without reporting or without the approval of the Board of Directors, all income from that activity shall belong to the company.

#### **Article 63. Duties and responsibilities of company managers**

1. Members of the Board of Directors, Directors, Deputy Directors, Chief Accountants and other managers have the following responsibilities:

a) Exercise assigned rights and obligations in accordance with the provisions of law and the Company Charter, resolutions of the Board of Directors, and the General Meeting of Shareholders;

b) Exercise assigned rights and obligations honestly, carefully and to the best of their ability to ensure the maximum legitimate interests of the company;

c) Be loyal to the interests of the company and shareholders; do not abuse their positions, titles and use information, know-how, business opportunities, and other assets of the company for personal gain or to serve the interests of other organizations and individuals;

d) Promptly, fully and accurately notify the company of the contents specified in Clause 2, Article 68 of this Charter

d) Other responsibilities as prescribed by law.



2. Members of the Board of Directors, Directors, Deputy Directors, Chief Accountants and other managers who violate the provisions of Clause 1 of this Article shall be personally or jointly responsible for compensating for lost benefits, returning benefits received and fully compensating for damages to the company and third parties.

**Article 64. Approve contracts and transactions between the company and related parties**

1. Contracts and transactions between the company and the following entities must be approved by the General Meeting of Shareholders or the Board of Directors:

- a) Shareholders, authorized representatives of shareholders owning more than 10% of the total number of common shares of the company and their related persons;
- b) Members of the Board of Directors, Directors, other managers under the appointment authority of the Board of Directors and their related persons;
- c) Enterprises whose members of the Board of Directors, Controllers, Directors, Chief Accountants and other managers of the company must declare according to the provisions of Clause 2, Article 68 of this Charter.

2. The Board of Directors shall approve contracts and transactions as prescribed in Clause 1 of this Article and with a value of less than 35% of the total value of the enterprise's assets recorded in the most recent financial report or another smaller percentage if the Board of Directors deems it necessary. In this case, the company representative signing the contract or transaction must notify the members of the Board of Directors and the Supervisory Board of the entities related to the contract or transaction and enclose a draft contract or the main content of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receipt of the notification; members of the Board of Directors with interests related to the parties in the contract or transaction shall not have the right to vote.

3. The General Meeting of Shareholders shall approve the following contracts and transactions:

- a) Contracts and transactions other than those specified in Clause 2 of this Article;
- b) Contracts and transactions of borrowing, lending, or selling assets with a value greater than 10% of the total value of the company's assets recorded in the most recent financial report between the company and a shareholder owning 51% or more of the total number of voting shares or a related person of that shareholder.

4. In case of approving a contract or transaction as specified in Clause 3 of this Article, the representative of the company signing the contract or transaction must notify the Board of Directors and the Supervisor of the related parties to that contract or transaction and enclose a draft contract or a notice of the main content of the transaction. The Board of Directors shall submit a draft contract or transaction or explain the main content of the contract or transaction at the General Meeting of Shareholders or obtain written opinions from shareholders. In this case, shareholders with interests related to the parties in the contract or transaction do not have voting



rights; the contract or transaction is approved according to the provisions of Clause 1 and Clause 4, Article 39 of this Charter.

5. Contracts and transactions shall be invalidated by a Court decision and handled in accordance with the provisions of law when they are signed in violation of the provisions of this Article; the person signing the contract or transaction, the shareholder, the member of the Board of Directors or the Director involved must jointly compensate for any damages arising and return to the company the profits gained from the performance of such contract or transaction.

6. The company must publicly disclose relevant contracts and transactions in accordance with the provisions of relevant laws.

#### **Article 65. Right to inspect company books and records**

1. Ordinary shareholders have the right to look up books and records, specifically as follows:

a) Ordinary shareholders have the right to review, look up and extract information about the name and contact address in the list of shareholders with voting rights; request to amend their inaccurate information; review, look up, extract or photocopy the Company Charter, minutes of the General Meeting of Shareholders, resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 05% or more of the total number of ordinary shares have the right to review, look up, extract the minutes and resolutions, decisions of the Board of Directors, mid-year and annual financial reports, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to the company's trade secrets and business secrets.

2. In case an authorized representative of a shareholder or group of shareholders requests to look up books and records, he/she must attach a power of attorney from the shareholder or group of shareholders that he/she represents or a notarized copy of such power of attorney.

3. Members of the Board of Directors, Supervisors, Directors and other executives have the right to check the company's shareholder register, list of shareholders and other books and records of the company for purposes related to their positions, provided that such information is kept confidential.

4. The Company must keep this Charter and any amendments to the Charter, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders, the Board of Directors, minutes of meetings of the General Meeting of Shareholders, the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and other documents as prescribed by law at the Company's head office or another place provided that the shareholders and the Business Registration Authority are notified of the location where these documents are stored.

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



## **CHAPTER IV**

### **LABOR AND TRADE UNIONS**

#### **Article 66. Labor recruitment**

1. The Director has the right to recruit, pay salaries and other social benefits for employees according to the authority specified in this Charter.

2. The Director is responsible for complying with labor laws in the use of labor of the company. The Director has the right to set up the Company's Internal Regulations, and the company's employees must comply with the Company's Internal Regulations. These Internal Regulations must be approved by the Board of Directors before being applied.

3. Every year, the Director must make a plan on issues related to labor recruitment, salaries, allowances, social insurance and other social benefits for managers under his authority and employees for approval by the Board of Directors.

#### **Article 67. Union**

The Company respects the rights and creates favorable conditions for employees to participate in trade union and association activities in accordance with the law. The Company ensures full payment of trade union fees in accordance with the law.

## **CHAPTER V**

### **PROFIT DISTRIBUTION, LOSS HANDLING**

#### **Article 68. Profit Distribution**

Each year, the company's after-tax profit will be distributed as follows:

1. Compensation for previous year's losses.
2. Fund allocation.
3. Dividend payment.

The annual fund allocation and dividend payment shall be decided by the General Meeting of Shareholders.

#### **Article 69. Payment of dividends**

1. Dividends paid for preferred shares are made according to the conditions applicable to each type of preferred shares as stipulated in the Resolution on issuance of preferred shares of the General Meeting of Shareholders.

2. Dividends paid for common shares are determined based on the net profit realized and the dividend payment is deducted from the company's retained earnings. The company may only pay dividends on common shares when all of the following conditions are met:

- a) The company has fulfilled its tax obligations and other financial obligations as prescribed by law;



b) The company has set aside funds and compensated for previous losses as prescribed by law and the Company's Charter;

c) Immediately after paying all dividends, the company still ensures full payment of debts and other financial obligations due.

3. Dividends may be paid in cash, in shares of the company or in other assets. If payment is made in cash, it must be made in Vietnamese Dong and according to payment methods prescribed by law.

4. Dividends must be paid in full within 06 months from the date of closing of the Annual General Meeting of Shareholders. The Board of Directors shall prepare a list of shareholders entitled to receive dividends, determine the dividend amount to be paid for each share, the time limit and form of payment at least 30 days before each dividend payment. Notice of dividend payment shall be sent by a method to ensure that it reaches the shareholders at the registered address in the shareholder register at least 15 days before the dividend payment. The notice must include the following contents:

a) Company name and head office address of the company;

b) Full name, contact address, nationality, legal document number of the individual for individual shareholders;

c) Name, enterprise code or legal document number of the organization, head office address for organizational shareholders;

d) Number of shares of each type of shareholder; dividend rate for each share and total dividend that the shareholder receives;

d) Time and method of dividend payment;

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

5. The Board of Directors shall pass a resolution to determine a specific date for closing the list of shareholders. Based on that date, those who register as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distribution, shares, notices or other documents.

6. In case of paying dividends in shares, the company shall not have to carry out procedures for offering shares as prescribed in the Law on Securities. The company shall register to increase its charter capital corresponding to the total par value of the shares used to pay dividends within 10 days from the date of completion of dividend payment.

#### **Article 70. Hole handling**

Every year, if a loss occurs in business, the company will use the following year's profit to cover the previous year's loss, and allocate the development investment fund to cover the loss. The Board of Directors decides on the specific loss handling measures when a loss occurs and reports to the General Meeting of Shareholders at the nearest meeting.



## **CHAPTER VI**

### **BANK ACCOUNTS, FINANCIAL YEAR, ACCOUNTING REGIME**

#### **Article 71. Bank account**

The company opens an account at a Vietnamese bank or a foreign bank branch licensed to operate in Vietnam to conduct financial transactions through the company's account in accordance with current law.

#### **Article 72. Fiscal year**

The company's fiscal year begins on January 1 and ends on December 31 of each year.

#### **Article 73. Accounting mode**

1. The accounting system used by the company is the Vietnamese Accounting System (VAS) or other accounting systems approved by the Ministry of Finance.

2. The company maintains accounting books in Vietnamese. The company maintains accounting records according to the type of business activities in which the company participates. These records must be accurate, up-to-date, systematic and sufficient to demonstrate and explain the company's transactions.

3. The company uses Vietnamese Dong (or freely convertible foreign currency in case of approval by a competent state agency) as the currency used in accounting.

## **CHAPTER VII**

### **ANNUAL REPORT, INFORMATION DISCLOSURE**

#### **Article 74. Annual report**

1. At the end of the fiscal year, the Board of Directors must submit to the Annual General Meeting of Shareholders the following reports:

- a) Report on the company's business results;
- b) Audited financial statements;
- c) Report on the Board of Directors' assessment of the company's management;
- d) Report on the Board of Directors' assessment of the company's management.

2. The company's annual financial statements must be audited before being submitted to the General Meeting of Shareholders for consideration and approval.

3. The reports specified in Points a, b and c, Clause 1 of this Article must be sent to the Supervisory Board for appraisal no later than 10 days before the opening date of the Annual General Meeting of Shareholders.

4. The Supervisory Board must submit to the Annual General Meeting of Shareholders a Report on the Supervisory Board's assessment of its supervision.

5. The reports specified in Clauses 1, 2 and 3 of this Article, the appraisal report of the Board of Supervisors and the audit report must be kept at the company's head



office at least 15 days before the opening date of the annual General Meeting of Shareholders.

#### **Article 75. Information Disclosure**

The company must properly implement reporting and information disclosure regimes in accordance with the provisions of law on securities and the stock market.

### **CHAPTER VIII**

#### **COMPANY AUDIT**

#### **Article 76. Corporate Auditing**

1. At the annual meeting, upon the proposal of the Board of Supervisors, the General Meeting of Shareholders shall select an independent auditing company or approve a list of independent auditing companies qualified to audit the Company's Financial Statements, and authorize the Board of Directors to decide on one of these units to audit the Company's Financial Statements for the following fiscal year.

2. The audit report is attached to the Company's Annual Financial Statements.

3. The independent auditor who audits the Company's Financial Statements shall attend the General Meeting of Shareholders, receive documents and materials related to the General Meeting of Shareholders, and shall be allowed to express opinions and respond at the meeting on issues related to the audit of the financial statements, in case the audit report of the Company's annual financial statements contains material exceptions.

### **CHAPTER IX**

#### **TERMINATION OF OPERATIONS AND LIQUIDATION**

#### **Article 77. Termination of operations**

The Company shall cease to operate in the following cases:

1. The Company is dissolved;
2. The Company goes bankrupt;
3. Other cases as prescribed by law.

#### **Article 78. Dissolution of the company**

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

- a) By decision of the General Meeting of Shareholders;
- b) The Company no longer has the minimum number of members as prescribed by the Law on Enterprises for a period of 06 consecutive months without completing procedures to convert the type of enterprise;
- c) The Company has its Enterprise Registration Certificate revoked or by decision of the Court.



2. The Company shall only be dissolved when it ensures payment of all debts and other property obligations and is not in the process of dispute resolution at the Court or Arbitration. The relevant manager and the company specified in Point c, Clause 1 of this Article shall be jointly responsible for the debts of the enterprise.

#### **Article 79. Liquidation**

1. Within 06 months from the date of the decision to dissolve the company, the Board of Directors must establish a Liquidation Committee consisting of 05 members, including: 03 members appointed by the General Meeting of Shareholders and 02 members appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the company's employees or independent experts. All costs related to the liquidation will be paid by the company before other debts of the company.

2. The liquidation board is responsible for reporting to the business registration authority in accordance with the provisions of law. The liquidation board represents the company in performing all tasks related to the liquidation of the company.

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

- a) Liquidation costs;
- b) Debts on wages, severance pay, social insurance and other benefits of employees according to the collective labor agreement and signed labor contracts;
- c) Tax debts;
- d) Other debts of the company;
- e) The remaining amount after paying all expenses and debts mentioned in points a, b, c, d of this clause will be divided among shareholders according to the ratio of share ownership. Shareholders owning preferential shares will be given priority in payment.

#### **Article 80. Prohibited activities since the dissolution decision**

1. From the date of the decision to dissolve the enterprise, the company and its managers are strictly prohibited from performing the following activities:

- a) Concealing or dispersing assets;
- b) Giving up or reducing the right to claim debts;
- c) Converting unsecured debts into debts secured by the company's assets;
- d) Signing new contracts, except for cases of implementing the dissolution of the company;
- dd) Pledge, mortgage, donate, or lease assets;
- e) Terminating the performance of effective contracts;
- g) Mobilizing capital in any form.

2. Depending on the nature and severity of the violation, individuals who violate Clause 1 of this Article may be subject to administrative sanctions or criminal prosecution in accordance with the provisions of law; if causing damage, they must compensate.



### **Article 81. Corporate bankruptcy**

Bankruptcy of a company is carried out in accordance with the provisions of the law on bankruptcy.

## **CHAPTER X**

### **INTERNAL DISPUTE RESOLUTION**

#### **Article 82. Internal dispute resolution**

1. In case of any dispute or complaint related to the company's operations or the rights of shareholders arising from the Charter or from any rights or obligations prescribed by the Enterprise Law or other laws or administrative regulations, between:

- a) Shareholders and the company; or
- b) Shareholders and the Board of Directors, the Supervisory Board, the Director or other managers of the company.

The parties concerned shall attempt to resolve such dispute through negotiation and conciliation. Except in case of a dispute related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution of the dispute. In case of a dispute related to the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as an arbitrator for the dispute resolution process.

2. In case the negotiation and conciliation mentioned in Clause 1 of this Article fails, the disputing parties have the right to bring the dispute to the Commercial Arbitration Center or the People's Court of competent authority where the company has its head office for settlement in accordance with the provisions of law.

## **CHAPTER XI**

### **TERMS OF IMPLEMENTATION**

#### **Article 83. Final Terms**

1. This Charter consists of 11 Chapters and 83 Articles, and takes effect from the date of approval by the General Meeting of Shareholders.

2. Any amendments or supplements to this Charter must be approved in writing by the General Meeting of Shareholders.

3. Copies or extracts of the Charter must be signed by the Chairman of the Board of Directors, the Director or the signatures of at least half of the total number of members of the Board of Directors of the company to be valid.





No: 19/2026/VLA/TTr-DHĐCĐ

Hanoi, 16<sup>th</sup> April 2026

## SUBMISION

*Abt. Amendment and supplement to the Company Charter and Internal Governance on Corporate Governance*

**Respectfully Submit:** Annual General Meeting of Shareholders 2026

*Van Lang Technology Development and Investment Joint Stock Company*

*Pursuant to:*

- Enterprise Law No. 59/2020/QH14 issued on June 17<sup>th</sup>, 2020;
- Securities Law No. 54/2019/QH14 issued on November 26<sup>th</sup>, 2019;;
- Charter of Van Lang Van Lang Technology Development and Investment Joint Stock Company

To ensure proactiveness and flexibility in business operations and to promptly meet the Company's development needs in 2026, the Board of Management proposes that the General Meeting of Shareholders approve the authorization to the Board of Management to decide on matters falling under the authority of the General Meeting of Shareholders as follows:

The General Meeting of Shareholders authorizes the Board of Management to amend and supplement the Company's Charter, specifically:

- To amend Clause 2, Article 5 of the Company's Charter (regarding the Company's business lines) in the event that, during 2026, the Company needs to change or supplement its business lines in line with its development orientation and applicable laws.
- The Board of Management shall have full authority to decide on the detailed contents of such amendments and supplements and to carry out all relevant legal procedures for changing the Company's business lines in accordance with current regulations.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Sincerely thank you!

**ON BEHALF OF BOAD OF DIRECTORS**

**CHAIRMAN**

*(signed)*



*Nguyễn Thành Tiến*