

CÔNG TY CỔ PHẦN FPT  
FPT CORPORATION

CỘNG HOÀ XÃ HỘI CHỦ NGHĨA VIỆT NAM  
Độc lập - Tự do - Hạnh phúc  
THE SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness

Số: 137/FPT-FMC  
No. 137/FPT-FMC

Hà Nội, ngày 28 tháng 06 năm 2024  
Hanoi, June 28<sup>th</sup> 2024

**CÔNG BỐ THÔNG TIN BẤT THƯỜNG**  
**IRREGULAR INFORMATION DISCLOSURE**

**Kính gửi: Ủy ban Chứng khoán Nhà nước**  
**Sở Giao dịch Chứng khoán thành phố Hồ Chí Minh**  
**To: The State Securities Commission**  
**Hochiminh Stock Exchange**

1. Tên tổ chức/*Name of organization*: Công ty Cổ phần FPT/ *FPT Corporation*
  - Mã chứng khoán/Mã thành viên/ *Stock code/ Broker code*: FPT/ *FPT*
  - Địa chỉ/*Address*: Số 10, phố Phạm Văn Bạch, Phường Dịch Vọng, Quận Cầu Giấy, Thành phố Hà Nội, Việt Nam/ *10 Pham Van Bach Street, Dich Vong Ward, Cau Giay District, Hanoi, Vietnam*
  - Điện thoại liên hệ/*Tel.*: 024. 7300 7300 Fax: 024. 3768 7410
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2. Nội dung thông tin công bố: Điều lệ của Công ty được cập nhật thông tin vốn điều lệ tăng thêm sau đợt phát hành cổ phiếu để tăng vốn từ nguồn vốn chủ sở hữu cho cổ đông hiện hữu.

*Content of disclosures: The Company Charter had an update on the charter capital increase after the issuance of shares to increase charter capital from owners' equity for existing shareholders.*

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 28/06/2024 tại đường dẫn <https://fpt.com.vn/vi/nha-dau-tu/thong-tin-cong-bo/> This information was published on the company's website on 28/06/2024, as in the link <https://fpt.com.vn/en/ir/information-disclosures>



Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/ *We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.*

*Tài liệu đính kèm/Attached documents:* Điều lệ Công ty / *The Company Charter*

**Đại diện tổ chức**  
**Organization representative**  
Chủ tịch HĐQT  
*Chairman*



**Trương Gia Bình**



**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**

**CHARTER  
OF  
FPT CORPORATION**

Hanoi, June 28<sup>th</sup>, 2024



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## **PREAMBLE**

The Charter of FPT Corporation is approved under the valid resolutions of the Company's Annual General Meeting of Shareholders organized on April 05, 2018 and additional amendments and adjustments at the FPT's General Meeting of Shareholders held on April 6, 2023 in Hanoi.

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

#### **Article 1. Interpretation of terms**

1. In the Charter, the following terms shall be construed as follows:
  - a. "Charter Capital" means the amount of capital contributed by all shareholders and stated in Article 5 of the Charter;
  - b. "Law on Enterprises" means the Law on Enterprises No.59/2020/QH14 passed by the National Assembly June 17, 2020;
  - c. "Law on Securities" means the Law on Securities No.54/2019/QH14 passed by the National Assembly on November 26, 2019;
  - d. "Date of Establishment" means the date on which the Company is issued with the initial Business Registration Certificate;
  - e. "Board of Directors" or "BOD" means the Board of Directors of the Company;
  - f. "Executives" are the persons who manage the Company including the Chairman of BOD, BOD members, Chief Executive Officer/CEO, and other senior management positions in the Company approved by the Board of Directors from time to time;
  - g. "Related Person" means any individual or organization stipulated in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;
  - h. "Duration of Operation" means the duration of operation of the Company stated in Article 2 of the Charter and the extended period (if any) passed by the General Meeting of Shareholders by a Resolution;
  - i. "Vietnam" means the Socialist Republic of Vietnam.
2. In the Charter, any reference to one or more other provisions or documents includes amendments or replacements thereof.
3. Headings (chapters and articles of the Charter) are used for convenience only and shall not affect the contents of the Charter.

### **II. NAME, FORM OF ENTERPRISE, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE AND DURATION OF OPERATION OF THE COMPANY**

#### **Article 2. Name, form of enterprise, head office, branch, representative office and duration of operation of the Company**

1. Official name of the Company in Vietnamese is "Công ty Cổ phần FPT". Officially registered name of the Company in English is "FPT Corporation". Abbreviated name is "FPT Corp".
2. The Company is a shareholding company having legal entity status under the applicable laws of Vietnam.
3. Registered head office of the Company:
  - o Address: No.10 Pham Van Bach Street, Dich Vong Ward, Cau Giay District,

Hanoi.

- Telephone: (84-4) 7300 7300
- Fax: (84-4) 3768 7410
- Email: [webmaster@fpt.com.vn](mailto:webmaster@fpt.com.vn)
- Website: <http://www.fpt.com.vn>

○ The above information shall be deemed to be automatically updated in the Charter where there is any change thereof.

4. The Company has two (02) legal representatives. The Chairman of the Board and The Chief Executive Officer are the legal representatives of the Company. The rights and obligations of the legal representatives are specified in the Charter and in the Corporate Governance Regulations of the Company.

5. The Company may establish branches and representative offices in domestic or international regions in order to carry out the operational objectives of the Company in compliance with the decisions of the Board of Directors and to the extent permitted by laws.

6. Except for early termination of operation in accordance with Clause 2, Article 55 or extension of operation in accordance with Article 56 of the Charter, the duration of operation of the Company shall commence from the date of establishment and shall be indefinite.

### **III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATION**

#### **Article 3. Operational objectives of the Company**

1. Unless any changes decided by the General Meeting of Shareholders according to the Charter, business lines of the Company are comprised of:

- Researching, designing, manufacturing and transferring of information technology and application thereof into other technologies;
- Developing computer software;
- Providing internet services and added values on the Internet;
- Training specialized human resources for the ICT industry;
- Selling and purchasing equipment, machines used in sectors such as healthcare, education, science and technology, industry, environment, telecom, consumer goods, automotive and motorcycle industry;
- Investing in technology transfer in sectors such as environment, education and training, healthcare;
- Production, manufacture, and assemble of electric panel cabinets;
- Air ticket agent;
- Buying and selling agent, consignment agent;
- Production, manufacture and assemble of information technology equipment;
- Protocol Internet connection services (IXP);
- Consultancy and commercial advertisement services (excluding design services for construction);



- Production and publication of films and videos;
- Production of radio and television programs;
- Real estate trading, investment, brokerage;
- Lease and rent services in respect of residential houses, offices, workshops, and warehouses;
- Services for campuses, hotels, restaurants. Recreational, entertainment services (in sport industry, not including services for karaoke lounges, nightclubs and bars);
- Real estate consultancy and management services (excluding legal consultancy services);
- Civil, industrial, traffic and irrigation construction;
- Investing, constructing, trading in respect of urban zones, industrial zones and high-tech zones;
- Ground levelling, construction and treatment in building foundations;
- Decorating, installing internal and exterior decoration of civil and industrial construction;
- Installing electrical equipment, water and cables for civil and industrial construction;
- Trading building materials, supplies, equipment and machines used in civil and industrial construction;
- Investing, constructing and trading in respect of public gardens and amusement parks;
- Investment consultancy services (excluding legal consultancy services);
- Importing and exporting products of the Company;
- Selling and purchasing copyrights in respect of radio and television programs;
- Designing, producing advertising and multimedia communications products, advertising videos, video and sound mastering (excluding design services for construction);
- Designing, investing, constructing urban zones, industrial zones, export processing zones, high-tech zones, campuses;
- Educational services in respect of kindergarten, elementary, secondary, high level;
- Technology transfer in healthcare industry;
- Healthcare consultancy service, clinic and healthcare services;

- Other business lines subject to the Company's situations, and the Board of Directors' decision and in accordance with laws;
- Producing electronic products, computers and optical products: Producing electronic components; Producing computers and peripherals of computers; Producing communications equipment; Producing civil electronic products;
- Computer programming, consulting services and other computer-based activities;
- Information technology services: Data processing, leasing and related activities; portals; Other communications services;
- Leasing machinery, equipment (including computers) and other tangible appliances without operators;
- Leasing intangible non-financial assets;
- Educational support services;
- Other educational services.

2. Business objectives of the Company are to strive to be an innovative, prosperous organization, and as guided by scientific and technological innovations, committed to the highest level of customer satisfaction, contributing to national prosperity and empowering its employees with the most favorable work environment possible to reach their full potential in professional careers as well as mental lives.

#### **Article 4. Scope of business and operations**

1. The Company is permitted to formulate plans and carry out all business activities in accordance with the Enterprise Registration Certificate and the Charter as well as in compliance with applicable laws and permitted to take appropriate measures to achieve the objectives of the Company.

2. The Company is free to conduct business in the lines which are not prohibited by laws. It has rights to conduct business and select the form of business organization autonomously; to take the initiative in selecting the business sectors, regions and business formats; and to freely adjust the scope and lines of business.

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

#### **Article 5. Charter Capital, shares and founding shareholders**

1. Charter capital and adjustments of charter capital of the Company shall be approved by the General Meeting of Shareholders from time to time, being recorded in the Business Registration Certificate and announced in accordance with laws. The amended charter capital which has been approved by the General Meeting of Shareholders and fully paid up shall be deemed to be automatically updated in the Charter without necessity to amend the Charter. In case the General Meeting of Shareholders passes a plan for issuance of convertible bonds and/or bonds with call option rights which entitle owners to purchase shares of the Company, the amendment of charter capital shall be deemed to have been approved accordingly and on the time the owners of such bonds exercise the conversion and/or the call option pursuant to the approved issuance plan, the charter capital of the Company shall be increased in proportion to the shares converted or called without necessity to obtain further approvals from the General Meeting of Shareholders. In such a case, the Board of Director

shall be deemed that it has been authorized by the General Meeting of Shareholders to carry out the procedures for and to direct the completion of works or things concerning the amendment of charter capital proportionally, implementation of the approved issuance plan, issuing to the holders of bonds and/or options who exercise their rights the number of new shares in accordance with the approved issuance plan.

2. Details of the Charter Capital since the date of establishment up to date are indicated in Appendix 1. Shares of the Company on the date of approval of the Charter shall comprise ordinary shares and common shares. The rights and obligations attached to each class of shares shall be stipulated in Article 11 of the Charter.

3. The Company may issue new shares to the employees pursuant to the policies approved by the General Meeting of Shareholders. Shares issued to the Company's employees may be common shares, however, the total of which that can be issued in a year shall not exceed 5% of the total shares of the Company after the issuance.

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

5. Ordinary shares shall be given priority to be offered for sale to existing shareholders in proportion to their percentage of ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares for which the shareholders do not register to subscribe shall be decided by the Board of Directors of the Company. The Board of Directors may allocate such shares to entities on such terms and manner as the Board of Directors considers appropriate, but must not sell such shares with conditions not more favorable than the conditions offered to existing shareholders unless otherwise agreed by the General Meeting of Shareholders.

6. The Company may purchase shares issued by it in a manner stipulated in the Charter and applicable laws. Shares redeemed by the Company shall be treasury shares and the Board of Directors may offer them for sale in a manner complying with the Charter and laws.

7. The Company may issue secured bonds and non-secured bonds, and where approved by the General Meeting of Shareholders, may issue convertible bonds and call options, which entitle holders to purchase shares in accordance with the Charter and relevant legal provisions.

8. The Company may issue and offer for sale of shares in form of auction or other forms permitted by laws. The Board of Directors has the right to decide on offer price and discount rate that are most beneficial to shareholders and the Company.

#### **Article 6. Share certificates**

1. The shareholders of the Company shall be issued with a share certificate corresponding to the number of shares and types of shares owned.

2. Stock certificates must be sealed by the Company and signed by the legal representative of the Company (authorized person); or sealed by the organizations authorized with shareholders management and signature of the legal representative (authorized person) of that organization. Stock certificate must specify the number and class of shares held by the shareholders, full name of the holders and other information under the provisions of the Law on Enterprises.

3. In accordance to the Charter, any person whose name are recorded in the shareholders' register in respect of any share of whatever class shall be issued a share certificate on free of charge basis within two months (or a longer time as provided in the issuance terms) after the purchase or taking assignment (in case of assignment).

4. In case of transfer of a certain number of registered shares in a registered share

certificate, the old share certificate shall be discharged and a new share certificate will be issued, on free of charge basis, to record the remaining shares.

5. Where a share certificate is damaged, erased, lost, stolen or destroyed, the owner of such share certificate may request issuance of a new share certificate provided that such owner must provide evidence of ownership of shares and pay any related expenses to the Company.

6. Owners of bearer shares must be responsible to keep the share certificates, and the Company shall not take any responsibility in case such share certificate is lost or used for defrauding purposes.

7. The Company may issue registered shares not in the form of share certificate. The Board of Directors may issue a written decision which provides that registered shares (whether in the form of share certificate or not) may be transferred without a transfer instrument. The Board of Directors may issue written provisions on share certificate and transfer of shares in accordance with the Law on Enterprises, securities laws and the stock exchange, and the Charter.

#### **Article 7. Other securities certificates**

Bond certificates or other securities certificates of the Company (excluding offer letters, temporary certificates and similar documents) shall be issued with the seal and sample signature of the legal representative of the Company, except otherwise stipulated in other issuance terms and conditions.

#### **Article 8. Transfer of shares**

1. All shares shall be freely transferred unless otherwise stipulated by the Charter and laws. Shares listed on the Stock Exchange shall be transferred in accordance with the Law on securities and securities market.

2. Shares which have not yet been paid in full shall not be transferred and entitled to related benefits such as right to receive dividends, right to receive shares issued to increase shareholding capital from equity or right to purchase new shares offered for sale.

#### **Article 9. Revocation of shares**

1. Where a shareholder fails to pay in full and on time the amount payable to purchase shares, the Board of Directors shall provide a notice and has the right to request such shareholder to pay the residual amount together with interest on such amount and expenses arising from failure to pay in full to the Company.

2. The payment notice mentioned above must specify the new time-limit for payment (at least seven (07) days from the date of sending the notice) and place for payment, and the notice must clearly state that the number of shares which have not yet been paid for in full shall be revoked in the case of failure to make payment correctly as requested.

3. The Board of Directors has the right to revoke shares which have not yet been paid for in full and on time in a case where the requirements in the above-mentioned notice have not been fulfilled.

4. Revoked shares shall be deemed to be shares entitled to be offered for sale. The Board of Directors may, by itself or by authorization, sell, re-distribute or resolve such shares to the persons who owned the revoked shares or to other entities on conditions and in the manners the Board of Directors considers appropriate.

5. Shareholders holding revoked shares must waive their shareholding status with respect to such shares, but must still pay all relevant amounts plus interest in proportion (not exceeding 9% per year) at the time of revocation as decided by the Board of Directors from the

date of revocation to the date of payment. The Board of Directors has full powers to decide the enforcement of payment of the total value of shares at the time of revocation.

6. A revocation notice shall be sent to the holders of shares to be revoked prior to the time of revocation. The revocation shall remain valid even if there is any error or negligence during the course of sending the notice.

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

### **Article 10. Organization, governance and control structure**

The organization, governance and control structure of the Company shall comprise of:

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. The Board of Supervisors;
4. The Chief Executive Officer.

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

### **Article 11. Rights of shareholders**

1. Shareholders shall be the owners of the Company and shall have the rights and obligations corresponding to the number and class of shares owned. The shareholders shall only be liable for the debts and other property obligations of the Company to the extent of the amount of capital they have contributed to the Company.
2. A person who holds ordinary shares shall have the following rights:
  - a. To attend and give opinions at the General Meeting of Shareholders and exercise their right to vote directly or via an authorized representative or in another forms permitted by laws or the Company Charter provisions. Each ordinary share has a vote;
  - b. To receive dividends at the rate decided by the General Meeting of Shareholders;
  - c. To assign freely shares which have been paid for in full in accordance with the Charter and applicable laws;
  - d. To be given priority in subscribing for new shares offered for sale in proportion to the number of ordinary shares he/she holds;
  - e. To sight, consult or make an extract of information relating to each shareholder in the list of shareholders who are qualified to attend the General Meeting of Shareholders and to request amendment of incorrect information;
  - f. To consider, search, extract or copy of the Company Charter, the minutes and the resolutions of the General Meeting of Shareholders;
  - g. If the Company is dissolved or is bankrupt, to receive a part of the remaining assets in proportion to the number of shares held in the company after the Company has made payment to its creditors and the shareholders holding other classes of shares of the Company in accordance with laws;
  - h. To request the Company to redeem shares in the cases stipulated in the Law on Enterprises;
  - i. To be treated equally. Each share of the same class gives the owner the same rights,

obligations and interests. In case the Company has types of preference shares, the rights and obligations associated with those types of preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

j. To have full access to periodic and unusual information published by the Company in accordance with the laws;

k. To have their legitimate rights and interests protected; propose to suspend or cancel resolutions and decisions of the General Meeting of Shareholders, the Board of Directors in accordance with the Enterprise Law;

l. Other rights stipulated in the Charter and by laws.

3. Rights of shareholders owning common shares for employees:

a. Shareholders owning common shares (class 1, class 2 or class 3) shall be entitled to interests and have obligations as ordinary shareholders, except for cases provided in Clauses (b) and (c) of Article 3 in the Charter.

b. Shareholders owning common shares (class 1, class 2 or class 3) are not allowed to transfer the shares to other persons within a time limit of 1 year, 2 years or 3 years subject to the employee preference share of class 1, class 2 or class 3 respectively, except for cases the Company redeems the shares in accordance with Clause (c) of Article 3 in the Charter.

c. In case shareholders are no longer employees of the Company, the Company shall have the right to redeem, at the issuance price, all common shares owned by such shareholders as at the time of leaving employment. Where the Company exercises its redemption right, the Board of Directors shall have the right to decide on relevant matters on behalf of the Company. If the shareholders fail to perform the transfer to the Company, the Company will carry out the procedures by itself and notify the shareholders to receive money. At the time of redemption by the Company, such common shares shall be served as treasury shares and the Board of Directors shall have the right to re-allot such shares to the Company's employees with the same incentives, or offer for sale in the market, in accordance with terms, conditions and in the manner that the Board of Directors deems suitable.

4. A shareholder or a group of shareholders holding 5% of the total common shares or more shall have the following rights:

a. To nominate candidates to the Board of Directors and the Board of Supervisors in accordance with Clause 4, Articles 24 and Clause 2, Article 36 of the Charter respectively;

b. To request the Board of Directors for convention of the General Meeting of Shareholders as stipulated in the Law on Enterprises;

c. Examining, looking up, extracting the number of minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions which must be passed by the Board of Directors and other documents, except documents related to confidentially commercial and business information of the Company;

d. To request the Board of Supervisors to inspect each issue relating to the management and administration of the operation of the Company where it is considered necessary. The request must be made in writing and must contain the full name, permanent address, nationality, number of people's identity card, passport or other lawful personal identifications in respect of a shareholder being an individual; and the name, permanent address, nationality, number of establishment decision or number of business registration in respect of a shareholder being an organization; number of shares and date of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total

number of shares of the Company; issues to be inspected and purposes of the inspection; and

e. Other rights stipulated in the Charter.

#### **Article 12. Obligations of shareholders**

A shareholder shall have the following obligations:

1. Not to withdraw the capital contributed by ordinary shares from the Company in any form, except when the shares are repurchased by the Company or by someone else. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this clause, such shareholder and the person with related interests in the Company must be jointly responsible for the debts and obligations. Other assets of the Company within the value of the shares were withdrawn and damages occurred.

2. To comply with the Charter and the regulations of the Company; to observe resolutions of the General Meeting of Shareholders and the Board of Directors.

3. To attend the General Meeting of Shareholders and exercise the voting rights in the following forms:

a. Attending and voting directly at the meeting;

b. Authorizing others to attend and vote at the meeting;

c. Attending and voting through online meetings, electronic voting or other electronic forms;

d. Sending votes to the meeting by mail, fax, or email.

4. To pay in full and on time for the shares undertaken to be subscribed.

5. To provide, update and take responsibility for the accuracy of the address of shareholders as prescribed in Clause 4, Article 122 of the Law on Enterprises

6. To fulfill other obligations in accordance with applicable law.

7. To bear personal liability where it performs one of the following acts in any form in the name of the Company:

a. Breach of the laws;

b. Conducting business and other transactions for the personal benefits of itself or other organizations or individuals;

c. Premature payment of debts where the Company is likely to be in financial danger.

8. Protecting the confidentiality of information provided by the Company in accordance with the Company's charter and the law; only using the provided information to perform and protect their lawful rights and interests; not spreading or sharing information provided by the Company to any other organization or individual.

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

1. The General Meeting of Shareholders is the highest competent authority of the Company. The annual General Meeting of Shareholders shall be organized once (01) per year. The General Meeting of Shareholders must hold an annual meeting within a time-limit of four months (04) from the end of the fiscal year. Where it's not possible to organize in time limit, the Board of Directors shall decide to extend the Annual General Meeting of Shareholders, but not beyond 06 months from the end of the fiscal year.

2. The Board of Directors shall organize the convening of the annual General Meeting of Shareholders and shall choose an appropriate venue. The annual General Meeting of Shareholders shall decide the matters stipulated by laws and by the Company Charter, especially approval of annual financial statements and estimated budget for the next fiscal year. Independent auditors may be invited to attend the General Meeting of Shareholders to provide advice on the approval of annual financial statements. In case an auditor's report on annual financial statements of the Corporation contains significant exceptions, conflicting opinions or refuses, the Company must invite representatives of the approved auditing organizations to audit the Company's financial statements attending the Annual General Meeting of Shareholders and the representatives mentioned above are responsible for attending the Annual General Meeting of Shareholders of the Company.

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

a. The Board of Directors considers that it is necessary to do so in the interests of the Company;

b. The number of remaining members of the Board of Directors and Board of Supervisors is less than the minimum number of members as prescribed by laws;

c. A shareholder or a group of shareholders stipulated in Clause 4, Article 11 of the Charter requests in writing to convene the General Meeting of Shareholders. Such request must clearly state the reason therefor and the purpose of the meeting, and must be signed by all related shareholders, or such request may be made in multiple copies and gathered all the signatures of the related shareholders;

d. At the request of the Board of Supervisors;

e. Other cases as stipulated by laws and the Company Charter.

4. Convening of an extraordinary meeting of the General Meeting of Shareholders

a. The Board of Directors must convene a meeting of the General Meeting of Shareholders within a time-limit of thirty (30) days from the date on which the number of remaining members of the Board of Directors is as stipulated in Point c Clause 3 of Article 13 or from the date of receipt of a request stated in Point d and e, Clause 3 of Article 13;

b. Where the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as stipulated in Point a Clause 4 Article 13, within thirty (30) days thereafter, the Board of Supervisors shall, in place of the Board of Directors, convene a meeting of the General Meeting of Shareholders as stipulated the Law on Enterprises. In this case, the chairman of the Board of Directors and members of the Board of Directors must be responsible for the law and must compensate for any loss to the company because they have not convened the General Meeting of Shareholders as regulated;

c. Where the Board of Supervisors fails to convene a meeting of the General Meeting of Shareholders as stipulated in Clause 4(b) Article 13, then within thirty (30) days thereafter, the requesting shareholder or group of shareholders stipulated in clause 3(d) of this article shall, in place of the Board of Directors and the Board of Supervisors, convene a meeting of the General Meeting of Shareholders as stipulated by the Law on Enterprises. Where the Board of Supervisors does not convene the meeting of the General Meeting of Shareholders as regulated, the Board of Supervisors must be responsible for the laws and must compensate for any loss to the Company.

In this case, shareholder or group of shareholders convening the meeting of General Meeting of Shareholders has the right to request the business registration office to



supervise the procedures to convene, conduct and make decisions of the meeting of the General Meeting of Shareholders.

#### **Article 14. Rights and duties of the General Meeting of Shareholders**

1. The General Meeting of Shareholders has the right to discuss and approve:
  - a. Annual business plan of the Company;
  - b. Annual financial statements;
  - c. Report of the Board of Directors and the results of operations of the Board and each member of the Board of Directors;
  - d. The report of the Board of Supervisors on the business results of the Company, the performance results of the Board and the Chief Executive Officer;
  - e. Self-assessment report of the Board of Supervisors and each Supervisors;
  - f. Level of dividend on each share of each class;
  - g. Development orientations of the Company.
2. The annual and extraordinary General Meeting of Shareholders shall approve the following matters:
  - a. Approval of annual financial statements;
  - b. Rate of dividends paid annually for each class of shares in compliance with the Law on Enterprises and the rights attached to such class of shares. Such rate of dividends must not be higher than the rate proposed by the Board of Directors after consulting the shareholders at the General Meeting of Shareholders;
  - c. Number of members of the Board of Directors and the Board of Supervisors;
  - d. Selection of auditing company;
  - e. Election, dismissal, removal and replacement of members of the Board of Directors and of the Board of Supervisors;
  - f. Total remuneration of the members of the Board of Directors and reports on remuneration of the Board of Directors and Board of Supervisors;
  - g. Amendments and adjustments of the Company Charter;
  - h. Class of shares and number of newly issued shares for each class of shares, and assignment of shares by founding members within the first three years of the Date of Establishment;
  - i. Division, separation, consolidation, merger or conversion of the Company;
  - j. Re-organization and dissolution (liquidation) of the Company and appointment of a liquidator;
  - k. Inspection of and dealing with breaches by the Board of Directors or the Board of Supervisors which cause loss and damage to the Company and its shareholders;
  - l. Decision on transactions of selling assets of the Company or its branches or on purchase transactions with a value of 35% or more of the total assets of the Company and its branches recorded in the most recent audited financial statements;
  - m. The Company re-purchases over 10% of one type of issue shares;
  - n. The Company deals with any person stipulated in Clause 1 Article 167 of the Law on Enterprises 2020 with the value equal to or greater than 35% or transactions,

resulting in the total value of the transactions arising within 12 months from the date of the first transaction with a value of 35% or more of the total assets recorded on the most recent financial statement except for transactions, contracts between the Company and subsidiaries, associates;

o. Accept contracts, transactions that involve borrowing, lending, selling assets that are worth more than 10% of the Company's total assets according to the latest financial statement between the Company and shareholders that hold at least 51% of the total voting shares or their related persons.

p. Approve the Internal Corporate Governance Regulations; Operation regulation of the Board of Directors, Board of Supervisors;

q. Approve the list of approved auditing firms; decide that the auditing company is approved to inspect the Company's operations, dismiss the approved auditor when necessary;

r. Other matters shall be settled under regulations of the Charter and other regulations of the Company.

3. A shareholder shall not be entitled to vote in the following cases:

a. Approval of contracts stipulated in Clause 1 Article 14 of the Charter when such shareholder or a related person of such shareholder is any party to such contract;

b. Redemption of shares by such shareholder or a related person of such shareholder except where such redemption is implemented on the basis of the ratio of ownership of all shareholders or such redemption is implemented via order matching or public offering on the Stock Exchange.

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

#### **Article 15. Authorized representatives**

1. Shareholders entitled to attend the General Meeting of Shareholders in accordance with laws may authorize their representatives to attend. In a case where more than one representative is appointed, then the number of shares and the number of votes authorized to each representative must be specified.

2. The authorization to a representative to attend the General Meeting of Shareholders must be made in writing and must be signed in accordance with the following provision:

a. If an individual shareholder is the principal, the power of attorney must be signed by such shareholder and the person authorized to attend the meeting;

b. If the authorized representative of a shareholding being an organization is the principal, the power of attorney must be signed by the authorized representative, the legal representative of the shareholder and the person authorized to attend the meeting;

c. In other cases, the power of attorney must be signed by the legal representative of the shareholder and of the person authorized to attend the meeting.

The person authorized to attend the General Meeting of Shareholders must submit the written authorization before entering the meeting room.

3. Where a lawyer on behalf of the principal signs a written appointment of a representative, the appointment of such representative in this case shall be deemed to be effective only if such written appointment is presented together with the power of attorney authorizing the lawyer or with a valid copy of such power of attorney (if it was not registered with the Company).

4. Except for the case stipulated in clause 3 of article 15, the voting card of the person authorized to attend the meeting within the scope of authorization shall remain effective in any one of the following cases:

- a. The principal dies, or his capacity for civil acts is lost or restricted;
- b. The principal has rescinded the appointment of authorization;
- c. The principal has rescinded the authority of the person carrying out the authorization.

This clause shall not apply in a case where the Company receives a notice of one of the above cases prior to the time of opening of the General Meeting of Shareholders or prior to the time the meeting is reconvened.

#### **Article 16. Change of rights**

1. The change or cancellation of any special right attached to a class of preference shares shall take effect when approved by a shareholder representing 65% or more of the total number of votes of all attending shareholders. Resolution of the General Meeting of Shareholders on the content that changes the rights and obligations of shareholders who own preferred shares can only be approved if the number of preferred shareholders of the same type attending the meeting is from 75% Preferred shares of that type or more approved or approved by preferred shareholders of the same type owning 75% or more of such preferred shares in case of adoption of a resolution in the form of an opinion poll. The organization of a meeting of the shareholders holding one class of preference shares to approve the above change of rights shall be valid if at least two (2) shareholders (or their authorized representatives) are present and hold at least one-third (1/3) of the par value of the issued shares of such class. Where the number of attendees as required above is insufficient, the meeting shall be re-organized within a period of thirty (30) days after that and the persons holding shares of such class (not depending on the number of attendees and the number of shares) who are present directly or via authorized representatives shall be deemed to constitute the number of attendees as required. At the meeting of the persons holding preference shares mentioned above, the persons holding shares of such class who are present in person or via representatives may request a secret ballot. Each share of the same class shall have the equal voting rights at the meeting mentioned above.

2. The procedures for conducting such a separate meeting shall be conducted in the same way as stipulated in Articles 18 and 20 of the Charter.

3. Unless otherwise stipulated in the terms of issue of shares, special rights attached to various classes of shares with preference rights with respect to 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 17. Convening of the General Meeting of Shareholders, agenda and notice of meeting**

1. The Board of Directors shall convene the General Meeting of Shareholders, or the General Meeting of Shareholders shall be convened in the cases stipulated in Point b or Point c Clause 4 Article 13 of the Charter.

2. The convener of the General Meeting of Shareholders shall carry out the following duties:

- a. Prepare a list of shareholders qualified to attend and vote at the General Meeting of Shareholders no more than 10 days before the date of sending the invitation to the General Meeting of Shareholders;

- b. Deliver information and settle claims relating to the list of shareholders
- c. Set up agenda and contents of the meeting
- d. Prepare documents of the meeting
- e. Draft the resolutions of the General Meeting of Shareholders based on expected contents of the meetings, list and detailed information of candidates in case electing BOD members and the Board of Supervisors members
- f. Determine the time and location for holding the General Meeting of Shareholders
- g. Send the meeting invitation to every shareholder qualified to attend. The shareholder's address is one of the following types: registered address of the head office for the organization; permanent address; workplace address; phone number; electronic mail (email); or another address of an individual that he or she registers with the Company as an address. In case the Company sends the Invitation to the Meeting by sending an electronic email (email), the email address of the shareholder receiving the Invitation is the one stored and provided by the Vietnam Securities Depository Center.
- h. Other supporting tasks.

3. At least twenty one (21) days prior to the opening of the General Meeting of Shareholders, the Company must publish on its website and the State Securities Commission, the Stock Exchange of the General Meeting of Shareholders. The notice of the General Meeting of Shareholders must be sent to all shareholders in the list of shareholders entitled to attend the meeting no later than twenty one (21) days before the opening date. In a case where no document is attached with the notice of the meeting of the General Meeting of Shareholders, the notice inviting to the meeting must specify the website address in order to enable the shareholders to access such documents, including:

- a. Meeting agenda, materials for the meetings.
- b. The list and details of candidates in case of electing members of the Board of Directors and Supervisors.
- c. Voting cards;
- d. Drafted resolutions of the General Meeting of Shareholders with respect to each issue included in the meeting agenda;

4. A shareholder or group of shareholders referred to in Clause 4 Article 11 of the Charter has the right to propose any matter to be included in the agenda of a meeting of the General Meeting of Shareholders. The proposal must be made in writing and must be sent to the Company at least seven (7) business days before the opening day of the General Meeting of Shareholders. The proposal must contain full names of the shareholders, number and class of shares held by them, and the items proposed to be included in the agenda.

5. The convener of the General Meeting of Shareholders has the right to reject any proposal relating to Clause 4 Article 17 in the following cases:

- a. The proposal was sent outside the stipulated time-limit or is incomplete, or not relevant;
- b. At the time of the proposal, the shareholder or group of shareholders does not have at least 5% of the ordinary shares in accordance with Clause 4 Article 11 of the Charter;
- c. The proposed matters do not fall within the authority of the General Meeting of Shareholders for discussion and approval;
- d. Other cases.

6. The Board of Directors must prepare draft resolutions for each matter on the agenda.

7. In a case where all shareholders representing one hundred (100) percent of the voting shares attend the General Meeting of Shareholders directly or via authorized representatives, any decision which is unanimously approved by the General Meeting of Shareholders shall be deemed to be valid even if the General Meeting of Shareholders is not convened in accordance with the sequence and procedures, or the items voted on are not included on the agenda.

**Article 18. Conditions for conducting meeting of the General Meeting of Shareholders**

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

2. When the number of attendees required is insufficient within thirty (30) minutes from the time set to open the meeting, the convener cancels the meeting. The meeting shall be reconvened within a period of thirty (30) days from the scheduled date for holding the first General Meeting of Shareholders. The General Meeting of Shareholders which is convened for a second time shall be conducted when the number of attending shareholders and authorized representatives represent at least 33% of the voting shares.

3. When the second General Meeting of Shareholders cannot take place because the number of attendees required is not present within thirty (30) minutes from the time set to open the meeting, the General Meeting of Shareholders may be convened for a third time within twenty (20) days from the scheduled date for holding the second General Meeting of Shareholders. In such a case, the General Meeting of Shareholders shall be conducted irrespective of the number of attending shareholders or authorized representatives, and shall be deemed valid and shall have the right to make decisions on issues which may have been approved at the first General Meeting of Shareholders.

**Article 19. Procedures for conducting and voting at General Meeting of Shareholders**

1. On the date of holding the General Meeting of Shareholders, the Company shall carry out the procedures for shareholder registration and must conduct the registration until the shareholders entitled to attend the meeting are fully registered.

2. Upon registration of shareholders, the Company shall issue to each shareholder or authorized representative with voting rights a voting card including registration number, full name of shareholder, full name of the authorized representative and the number of votes of such shareholder. When conducting voting at the meeting, the voting cards which agree with a resolution shall be collected first, then the voting cards which do not agree, and finally the overall number of votes which agree or do not agree to make a decision. The total number of votes which agree, do not agree and abstentions or which are invalid in respect of each matter shall be announced by the chairman [of a meeting] immediately after voting on such matter. The General Meeting of Shareholders shall elect the persons who shall be responsible to check the votes or to supervise the checking of votes at the request of the chairman. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders on the basis of a request of the Chairman but must not exceed the number stipulated by applicable law.

3. Shareholders attending the General Meeting of Shareholders who arrive late have the right to register immediately and then have the right to participate and vote at the meeting. The Chairman does not have the responsibility to stop the meeting for latecomers to register and the validity of the voting courses conducted before the attendance of the latecomers will

not be affected.

4. Shareholders are considered to attend and vote at the General Meeting of Shareholders in one of the following cases:

- a) To attend and vote in person at the meeting;
- b) To authorize another person to attend and vote at the meeting;
- c) To attend and vote via online meeting, electronic voting or another electronic forms;
- d) To send to the meeting the voting cards via mail, fax, and electronic mail.

5. The Chairman of the Board of Directors shall preside over the meetings convened by the Board of Director. In a case where the Chairman of the Board of Directors is absent or temporarily incapacitated to work, the remaining members elect one of them to preside the meeting in accordance with the principle of majority; Where none of the members of the Board of Directors is able to preside over the meeting, the head of the Board of Supervisors shall organize the meeting to elect a person to act as a chairman of the meeting and the person with the highest votes shall act as the chairman of the meeting.

In other cases, the signatory of convention for General Meeting shall preside over the meeting to elect the chairman of the meeting and person with the highest votes to preside the meeting.

6. Chairman is the person who has authority to make decision on the order and procedures or on events arising outside the agenda of the General Meeting of Shareholders. Meeting agenda and content must be approved in the opening session of the General Meeting of Shareholders. The agenda must specify the time for each issue on the agenda.

7. The Chairman may adjourn a meeting upon unanimous agreement or request of the General Meeting of Shareholders for which the sufficient number of attendees are present as required.

8. The Chairman or Secretary of the General Meeting of Shareholders may conduct activities required to direct the conduct of the General Meeting of Shareholders in a valid and orderly manner or to enable the meeting to reflect the wishes of the majority of attendees.

9. The Board of Directors may require the shareholders or authorized representatives attending the General Meeting of Shareholders to be checked or subject to security measures which the Board of Directors considers appropriate. Where any shareholder or authorized representative refuses to comply with the inspection regulations or the security measures mentioned above, the Board of Directors may, after careful consideration, may reject or expel such shareholder or representative from the General Meeting of Shareholders.

10. The Board of Directors may, after careful consideration, take the measures which it considers appropriate to:

- a. Arrange seats at the venue of the meeting;
- b. Ensure safety for the persons present at the venue of the meeting;
- c. Facilitate the shareholders to attend (or continue to attend) the meeting.

The Board of Directors has full powers to change the above measures and take all measures if it considers necessary. The measures taken may be the issuance of entry permits or use of other forms of selection.

11. In a case where the Board of Directors takes the above measures, then when determining the venue of the meeting, the Board of Directors may:

a. Notify that the meeting shall be conducted at the venue stated in the notice and the chairman of the meeting shall be present there (“Official Venue of the Meeting”);

b. Implement the arrangement and organization so that the shareholders or authorized representatives who are unable to attend the meeting in accordance with this article or the persons who wish to attend at a venue different from the Official Venue of the Meeting can attend the meeting at the same time;

A notice of holding the meeting shall not be required to state the detailed measures for holding it in accordance with this Article.

12. In the Charter (unless otherwise required), all shareholders shall be deemed to attend the meeting at the Official Venue of the Meeting. If so consented by the Chairman of the Board of Directors, the shareholders can attend the General Meeting of Shareholders via telephone, or other electronic means provided that such shareholder can listen to the other shareholders attending the meeting and the attending shareholders can listen and understand clearly the opinions of such shareholders. This form of attendance is considered physical attendance. In this case, the voting shall be conducted in accordance with means of transmission of information.

13. The Company shall hold the General Meeting of Shareholders at least once per year. The annual General Meeting of Shareholders shall not be held by way of collection of written opinions.

#### **Article 20. Approval of resolutions of the General Meeting of Shareholders**

1. The decision of the General Meeting of Shareholders for the following matters must be adopted by voting at the General Meeting of Shareholders:

- a. Annual business plan of the Company;
- b. The annual financial statements;
- c. Report of the Board of Directors on the results of management and operation of the Board of Directors and each member of the Board of Directors;
- d. Report of the Board of Supervisors on the business results of the Company, the results of operations of the Board of Directors, director or Chief Executive Officer;
- e. Election, demission of member of Board of Director, and Board of Supervisors;
- f. Self-assessment reports on operating results of the Board of Supervisors and of each inspector;
- g. The level of dividend for each share of each type;
- h. Amendments and additions to the charter;
- i. Approval of the development orientation of the Company;
- j. Decision on what kind of shares and the total number of shares of each type to be offered;
- k. Investment decisions or sale of assets with a value equal to or greater than 35% of the total assets recorded in the latest financial statements of the Company;
- l. Reorganization or dissolution of the Company.

2. The resolutions of the General Meeting of Shareholders adopted at the meeting when it satisfies the following conditions:

a. Approved by the number of shareholders representing over 50% of the total votes of the shareholders with voting rights, present in persons or through authorized representatives presence at the General Meeting of Shareholders;

b. For decisions on the categories of shares and the total number of shares of each type to be offered; amendments and adjustments of the Company Charter; reorganization, merger and dissolution of the Company ; investments or sale of assets with a value equal to or greater than 35 % of the total value of assets recorded in the most recent financial statements audited by the Company shall be adopted when at least 65% or more of total votes shareholders with voting rights are present in person or through an authorized representative present at the General Meeting of Shareholders (in the case of direct meetings) or at least 65 % of the total votes of the shareholders' approval voting (for the case of shareholder opinions in writing).

c. Voting to elect members of the Board of Directors and the Board of Supervisors must comply with the cumulative voting methods, whereby each shareholder has the total number of votes corresponding to the total number of shares owned multiplied by the number of members is elected by the Board or the Board of Supervisors and shareholders entitled to devote his total votes for one or several candidates. Elected members of the Board of Directors or Members of Board of Supervisors are determined according to the number of votes counted from high to low, starting candidates with the highest votes until a sufficient number of members specified in the Company charter. Where there are 02 or more candidates reach the same number of votes equal to the last member of the Board of Directors or Board of Supervisors re-elected would be conducted among the candidates with equal votes or selection criteria electoral regulations or the Company charter.

d. A resolution on adverse changes to rights and obligations of preference shareholders may only be ratified if it is voted for by a number of preference shareholders that participate in the meeting and hold at least 75% of the same kind of preference shares. In case of questionnaire survey, it needs to be approved by a number of preference shareholders that holding at least 75% of the same kind of preference shares.

3. Resolutions passed by the General Meeting of Shareholders which is attended by the number of shareholders directly or by authorized persons representing one hundred (100) percent of the total number voting shares shall be lawful and effective even if the order and procedures for convening the meeting and the agenda of the meeting and the procedures for conducting the meeting were not implemented correctly in accordance with regulations.

**Article 21. Authority and procedures for collection of written opinions in order to approve resolutions of the General Meeting of Shareholders**

The authority and procedures for collection of written opinions in order to pass a resolution of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. Except for the content or issues which must be approved by the General Meeting of Shareholders by voting at the General Meeting of Shareholders as stipulated in Clause 1 of Article 14 and Clause 1 of Article 20 of the Charter, the Board of Directors has the right to collect comment in writing from shareholders to adopt a decision of the General Meeting of shareholders at any time if deemed necessary in the interests of the Company.

2. The Board of Directors must prepare written opinion forms, a draft of the resolution of the General Meeting of Shareholders, and other documents explaining the draft resolution. The written opinion form together with the draft resolution and



explanatory documents must be sent by a method which is guaranteed to reach the registered address of each shareholder. The Board of Directors must ensure to send and announce the document to the shareholders within a reasonable period for their review and voting and must send at least fifteen (15) days prior to the expiry date of receipt of written opinion forms.

3. The written opinion form must contain the following basic details:
  - a. Name, head office address, number, date of issuance of the Business Registration Certificate; place of business registration of the Company;
  - b. Purpose of collecting written opinions;
  - c. Full name, permanent address, nationality, and the number of people's identity card, of the passport or other lawful personal identification in respect of a shareholder being an individual; and the name, permanent address, nationality, number of establishment decision or number of business registration of a shareholder or authorized representative in respect of a shareholder being an organization; the number of shares of each class and number of votes of the shareholder;
  - d. Issue on which it is necessary to obtain opinions in order to pass a resolution;
  - e. Voting options, comprising agreed, disagreed and abstention options with respect to each issue on which it is necessary to obtain opinions;
  - f. Time-limit within which the completed written opinion form must be returned to the Company;
  - g. Full name and signature of the Chairman of the Board of Directors and of the legal representative of the Company.
4. Any completed written opinion form must bear the signature of a shareholder being an individual, and of the authorized representative or of the legal representative of a shareholder being an organization.

A written opinion form must be returned to the Company in a sealed envelope and no person shall be permitted to open the envelope prior to the vote counting. Any completed written form received by the Company after the expiry of the time-limit stated in the written opinion form or any form which has been opened shall be invalid.

Shareholders can send fulfilled opinion forms to the Company via one of the forms:

(i) Sending letter: these papers should be in a sealed envelope and no person shall be permitted to open the envelope prior to the vote counting; (ii) Faxing or sending email. In these cases, papers should be confidential until the vote counting.

Any completed written form received by the Company after the expiry of the time-limit stated in the written opinion form or any form which has been opened and be disclosed in case of faxing, and sending email shall be invalid. Any completed written form that is not sent to the Company shall be considered as written form that is not engaging in voting.

5. The Board of Directors shall conduct the vote counting and shall prepare minutes of the vote-counting in the presence of the Board of Supervisors or of a shareholder not holding a management position in the Company. The minutes of vote counting shall contain the following basic details:

- a. Name, head office address, number and date of issuance of the Business Registration Certificate; and place of business registration of the Company;
- b. Purpose of collection of written opinions and issues on which it is necessary to obtain opinions in order to pass a resolution;
- c. Number of shareholders with total numbers of votes having participated in the vote, classifying the votes into valid and invalid and including an appendix being a list of the

shareholders having participated in the vote;

- d. Total number of votes for, against and abstentions on each issue voted on;
- e. Resolutions which have been passed;
- f. Full name and signature of the Chairman of the Board of Directors, of the legal representative of the Company and of the person who supervised the vote counting.

The members of the Board of Directors and the person who supervised the vote counting shall be jointly liable for the truthfulness and accuracy of the minutes of vote counting, and shall be jointly liable for any loss and damage arising from a resolution which is passed due to an untruthful or inaccurate counting of votes.

6. The vote counting minutes or the resolution must be published on the electronic information site of the Company within twenty four (24) hours and must be sent to shareholders within fifteen (15) days from the date of completion of the vote counting.

7. Written opinion forms which were returned, the minutes of vote counting, the full text of the resolution which was passed and any related documents sent with all of the written opinion forms must be archived at the head office of the Company.

8. The decision was adopted in the form of shareholder opinion in writing must be approved by shareholders representing over 50% of the total number of shares with voting rights approved and valid as decisions adopted at General meeting of shareholders, except for cases stipulated in point b) of Clause 2 of Article 20 of the Charter.

#### **Article 22. Meeting minutes of General Meeting of Shareholders**

1. The Meeting minutes of General Meeting of Shareholders must be written and may be recorded or stored in other electronic forms. The minutes must be made in Vietnamese or English and must contain the main content as follows:

- a. Name, address of the Head Office, business code;
- b. Time and venue of the General Meeting of Shareholders;
- c. Content and agenda of the Meeting;
- d. Full name of Chairman and Secretary;
- e. Meeting brief and opinions at the General Meeting of Shareholders on each matter set out in the meeting agenda;

f. The number of shareholders and total number of votes of shareholders attending the meeting, appendix of the registered shareholders list, representatives of shareholders attending the meeting as well as the number of shares and the respective number of votes;

g. The total amount of votes of each voting issue, clearly stating voting options, the number of valid or invalid votes, agreed, disagreed and abstention votes; the proportion of the number of each type of votes to the total number of votes of attending shareholders;

h. Issues which have been passed and the proportion of "for" votes;

i. The signature of chairman and secretary;

The Vietnamese and English versions of meeting minutes have the equal legal validity. In case there are differences between the two versions, the Vietnamese one shall prevail.

2. The Chairman of the General Meeting of Shareholders is responsible for keeping

the General Meeting of Shareholders minutes. Resolutions of the General Meeting of Shareholders, meeting minutes and documents attached to the minutes must be published within twenty four (24) hours after the General Meeting of Shareholders ends or sent to all shareholders within fifteen (15) days after the General Meeting of Shareholders ends. The minutes of the General Meeting of Shareholders is considered as evidence of the work conducted at the General Meeting of Shareholders, unless there is objection on the written record made in accordance with the procedures specified within ten (10) days after sending the minutes. The records, minutes, signature books signed by the shareholders attending the meeting and written authorization form must be kept at the head office of the Company.

#### **Article 23. Demand for cancellation of resolutions of General Meeting of Shareholders**

Within ninety (90) days from the date of receipt of the resolution or the minutes of a meeting of the General Meeting of Shareholders or the minutes of results of counting written opinion forms at the General Meeting of Shareholders, the shareholders, or group of shareholders as provided in Clause 4 Article 11 of the Charter have the right to request a court or an arbitrator to consider and cancel a resolution or a part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meeting and making decisions of the General Meeting of Shareholders do not comply with the provisions of the Law on Enterprise and the Company Charter except for cases prescribed in Clause 3 of Article 20 of the Charter.
2. The content of the resolution violates the laws or the Charter.

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

#### **Article 24. Composition and term of office, self-nomination and nomination of members of Board of Directors**

1. Board of Directors has at least five (05) members and a maximum of seven (07) people. The term of the Board is five (05) years. The term of the Board members does not exceed five (05) years; Board members 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 up to 02 continuous terms. In case all members of the Board of Directors terminate at the same term, such members will continue to be members of the Board of Directors until new members are elected to replace and take over the work.

2. The total number of non-executive Board of Directors members must account for at least one-third (1/3) of the total number of Board of Directors members. The Company must have at least two independent Board of Directors members. The minimum number of non-executive members of the Board of Directors is determined by the method of rounding downwards.

3. In case of pre-determination of candidates, their relating information should be included in documents of a General Meeting of Shareholders and be public at least ten (10) days prior the opening day of the General Meeting of Shareholders on website of the Company so that shareholders can find out about them before voting. Candidates for members of Board of Director shall commit in written form in term of honesty, accuracy, and rationality of revealed personal information and commit to complete tasks honestly if elected as a member of the Board of Directors. Information of candidates for member of the Board of Directors shall include:

- a. Full name, date of birth;
- b. Education;

- c. Professional qualification;
- d. Work experience;
- e. Name of the companies in which the candidate acting BOD member and holding other management positions;
- f. Assessment report on contribution of the candidate to the Company, in case the candidate is the BOD member;
- g. Benefits related to the Company (if applicable);
- h. Full name of shareholders or shareholder group nominating that candidate (if applicable);
- i. Other information (if applicable).

4. The shareholders holding voting have the right to aggregate the number of voting rights of each shareholder to nominate candidates to the Board of Directors. A shareholder or a group of shareholders holding from 5% to less than 10% of the total number of voting shares shall be entitled to nominate one (1) candidate; from 10% to less than 30% to nominate two (2) candidates; from 30% to less than 40% to nominate up to three (3) candidates; from 40% to less than 50% to nominate up to four (4) candidates; from 50% to less than 60% to nominate up to five (5) candidates; from 60% to less than 70% to nominate up to six (6) candidates; from 70% to 80% to nominate up to seven (7) candidates; and from 80% to less than 90% to nominate up to eight (8) candidates.

5. In case of the insufficient number of BOD candidates through nomination and self-nomination, the Board of Directors may nominate more candidates or organize the nomination in accordance with the Charter and Internal Corporate Governance Regulations of the Company. Under such circumstance, the incumbent members of the Board of Directors will be able to nominate additional candidates who meet the qualification applicable for the members of the Board of Directors in accordance with such Regulations, the Charter and relevant laws. The Board of Directors will then proceed to vote on the principle of majority to select eligible candidates for submission to the General Meeting of Shareholders.

#### **Article 25. Membership status of the Board of Directors**

1. BOD members must not be prohibited to be board members by the laws and the Company Charter. Board members may not be the shareholders of the Company.

2. The Chairman of the Board of Directors must not concurrently be the Chief Executive Officer.

3. BOD members must not be concurrently Board members of more than five (05) other companies.

4. BOD members are no longer in membership status of the BOD in the following cases:

- a. The member is no longer eligible to be a member of the Board of Directors in accordance with the provisions of the Law on Enterprises or prohibited by laws from being a member of the Board;
- b. That Member sends a written letter of resignation to the head office of the Company;
- c. That Member has a mental disorder or shows evidence that he / she is lacking behavioral capacity;
- d. That member has not attended the meetings of the Board of Directors continuously

for six (06) months without the approval of the Board of Directors and the Board of Directors decides that the position of such person is vacant;

e. That member is dismissed pursuant to any decision of the General Meeting of Shareholders;

f. That member is in breach of the Code of Ethics in accordance with the Regulations, in violation of the obligations of the board members in accordance with the laws or the Charter and the Regulations, which is deemed serious by the Chairman; or

g. Other cases stipulated by laws, the Company Charter, the Regulations and other regulations of the Company from time to time.

#### **Article 26. Rights and obligations of members of the Board of Directors**

Apart from rights and obligations provided by laws, the Charter and other provisions of the Company's regulations, members of the Board of Directors shall have the following rights and obligations:

1. Subject to the compliance with obligations of information confidentiality and highest benefit protection of the Company and its shareholders, Board members may request for, and the Chief Executive Officer and senior managers have responsibilities to provide, information and documents on the financial situation and business operations of the Company and its subsidiaries.

2. The Board of Directors members shall exercise the rights, obligations and responsibilities in accordance with the Law on Enterprises, the Company Charter, the Corporate Governance Regulations, the provisions of the Regulations. They must implement their duties with integrity and care for the best interests of the shareholders and the Company.

3. BOD members must fully attend all Board meetings and have clear comments on the discussed issues. A board member is allowed to authorize one another to attend the meeting. In case of authorizing another person for attendance, such authorization must be approved by a majority of the Board members. In case of absence, the Board members must notify in writing to the Chairman Office.

4. The Board Members must abide by decisions of the Board of Directors when these decisions have been passed by the Board of Directors on the principle of majority (over 50% of the BOD members attending or more than 50% of the members voting in the form of written comments). Within 7 working days from the date that the Meeting Minutes of the BOD is approved by the majority of the members or from the date that the Minutes of gathering voting opinions in writing of the members of the BOD, the Chairman will act on behalf of the Board to sign the decisions on issues approved by the BOD.

5. Members of the Board may be bought responsibility insurance by the Company. This insurance does not cover insurance for the responsibilities of the BOD in connection with matters that violated the laws and the Company Charter.

## **Article 27. Powers and duties of Board of Directors**

1. Business activities and affairs of the Company must be managed or directed by the Board of Directors. The Board of Directors is the agency with full power to perform all rights in the name of the Company, except for the powers and authority belonged to the General Meeting of Shareholders.
2. The Board of Directors is responsible for supervising the Chief Executive Officer and other managers.
3. The rights and obligations of the Board of Directors are governed by the laws, the Company Charter and the decisions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:
  - a. Decide the strategy, medium-term development plan and annual business plan of the Company on the basis of development orientation approved by the General Meeting of Shareholders;
  - b. Appoint and dismiss the Chief Executive Officer and management staff and determine the payment of such persons;
  - c. Decide on the structure of the Company, internal regulations on corporate governance. Internal Corporate Governance Regulations shall be formulated by the Board of Directors and submitted by the Board of Directors to the General Meeting of Shareholders for approval;
  - d. Settle the Company's complaints against the managers as well as decide on the selection of representatives of the Company to resolve issues related to the legal procedures for such managers;
  - e. Make decisions on selling new shares within the number of shares of each class which may be offered for sale, approved by the General Meeting of Shareholders; to make decisions on raising additional funds in other forms;
  - f. Make decisions on redemption of shares in accordance with the provisions of Clause 1 of Article 133 of the Law on Enterprise;
  - g. Recommend the classes of shares and the total number of shares of each class which may be offered;
  - h. Recommend the issuance of convertible bonds and warrants allow holders to buy shares at a predetermined price;
  - i. Make decisions on the selling prices of bonds, shares and convertible securities in case the General Meeting of Shareholders authorized;
  - j. Make decisions on investment plans and investment projects within the authority and limits stipulated by laws;
  - k. Make decisions on solutions for market expansion, marketing and technology;
  - l. Approve contracts for purchase, sale, borrowing, lending and other contracts valued at 35% or more of the total value of assets recorded in the most recent financial statements of the Company. This provision shall not apply to contracts and transactions stipulated in Clause 2(d) of Article 138, Clauses 1 and 3 of Article 167 of the Law on Enterprise;
  - m. To elect, remove, discharge the Chairman of the Board of Directors; to appoint, remove, sign contracts, terminate contracts with the directors or CEO and other key managers of the Company as stipulated in the Company Charter; to make decisions on salaries and other

benefits of such managers; to appoint authorized representatives to participate in the members' council or the General Meeting of Shareholders of other companies, and to make decisions on the level of remuneration and other benefits of such persons;

n. To appoint, remove, discharge the representatives of the Company. Above removal must not be contrary to the contractual rights of the removed persons (if any);

o. To report to the General Meeting of Shareholders for the appointment of Chief Executive Officer of the Board;

p. To supervise and direct the director or the Chief Executive Officer and other managers in their work of conducting the day-to-day business of the Company;

q. To approve the agenda and contents of documents for the meetings of the General Meeting of Shareholders, to convene meetings of the General Meeting of Shareholders or to obtain written opinions in order for the General Meeting of Shareholders to pass decisions.

r. At the end of the fiscal year, submit reports to the General Meeting of Shareholders in accordance with the law;

s. To recommend the dividend rates to be paid and to make decisions on the time-limit and procedures for payment of dividends or for dealing with losses incurred in the business operations;

t. To recommend the re-organization or dissolution of the Company;

u. u. Other rights and obligations in accordance with the Law on Enterprise and the Company Charter

4. The following matters must be approved by the Board of Directors:

a. Establishment of branches or representative offices of the Company;

b. Establishment of subsidiaries of the Company;

c. Within the scope stipulated in Clause 2 of Article 153 of the Law on Enterprise, and unless otherwise stipulated in Clause 3 of Article 167 of the Law on Enterprise to be approved by the General Meeting of Shareholders, the Board of Directors from time to time make decisions on the implementation, amendment and cancellation of the Company's major contracts (including contracts for purchase, sale, merger, acquisition and joint-venture);

d. Each year, the Board of Directors shall approve the loan limits; the guarantee limits, mortgage limits and compensation limits to ensure business operating of the Company and authorize the Board of Management to conduct transactions in such limits;

e. Investments not included in the business plans and budgets which exceed 10% of the annual business plan and budget;

f. Borrowing and implementation of mortgages, warranties, guarantees and payment of compensation by the Company;

g. Valuation of assets contributed to the Company which are not in cash relating to the issuance of shares or bonds of the Company, comprising gold, land use rights, intellectual property rights, technology and technological know-how;

h. Purchase or recovery by the Company of no more than ten (10) percent of shares of each class;

i. Decision on purchase price or on recovery of shares of the Company;

j. Business issues or transactions which require approval as decided by the Board of

Directors within the scope of its powers and responsibilities.

5. The Board of Directors must make a report to the General Meeting of Shareholders on its activities, in particular the supervision of the Board of Directors in respect of the Chief Executive Officer and other Managers within a fiscal year. If the Board of Directors fails to submit such report to the General Meeting of Shareholders, the annual financial statements of the Company shall be deemed invalid and not to have been approved by the Board of Directors.

6. Unless otherwise stipulated by laws and the Charter, the Board of Directors may authorize members of the Board of Directors and Managers to deal with work on behalf of the Company.

7. Members of the Board of Directors (excluding alternate authorized representatives) shall be entitled to remuneration for their work in their capacity as members of the Board of Directors. The total remuneration for the Board of Directors shall be determined by the General Meeting of Shareholders and shall be distributed to members of the Board of Directors as agreed within the Board of Directors or shall be distributed amongst all members equally if the Board of Directors fails to reach an agreement.

8. The total amount of money paid to each member of the Board of Directors comprising remuneration, expenses, commission, right to purchase shares and other benefits conferred by the Company, its subsidiary companies and associates and other companies in which a member of the Board of Directors is the capital contribution representative must be disclosed in detail in the annual report of the Company.

9. Any member of the Board of Directors who holds a management position or who works in a sub-committee of the Board of Directors or who performs other work which is, in the opinion of the Board of Directors, 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 wage on each occasion, salary, commission, profit percentage or other form as decided by the Board of Directors.

10. Members of the Board of Directors shall be entitled to reimbursement of all travel and accommodation expenses and other reasonable expenses paid by them when performing their responsibilities as a member of the Board of Directors, including expenses arising out of attending meetings of the General Meeting of Shareholders, of the Board of Directors or of sub-committees of the Board of Directors.

#### **Article 28. Chairman of Board of Directors**

1. The Board of Directors must choose from among the members of the Board of Directors to elect a Chairman. The Chairman of the Board of Directors does not concurrently hold the position of Chief Executive Officer of the Company.

2. The Chairman of the Board of Directors shall be responsible to manage all works of the Board of Directors between two meeting sessions; to review and decide on managerial affairs of the Company in accordance with the Charter, internal regulations and applicable law.

3. Where the chairman of the Board of directors resigns or is discharged, the Board shall elect a replacement within ten (10) days of receipt of the resignation or the date of discharge. Where the Chairman of the Board of Directors is absent or is not able to perform his/her duties, he/she shall authorize in writing another member to exercise the rights and perform the obligations of the Chairman of the Board of Directors in accordance with principles stipulated in the Company Charter. Where no person is authorized, the remaining members shall elect one of the temporary members as the Chairman of the Board of Directors in accordance with the principle of majority.



4. The Chairman of the Board of Directors shall have the following duties and powers:
- a. To convene and preside over meetings of the General Meeting of Shareholders and the Board of Directors, including both annual meetings and extraordinary meetings;
  - b. To ensure the Board of Directors sends annual financial reports, operational reports of the Company, audited reports and inspection reports of the Board of Directors to shareholders at the General Meeting of Shareholders;
  - c. To prepare program, operational schedule of the Board of Directors; to organize the preparation of meeting agenda, contents; to convene and preside over meetings of the Board of Directors to discuss and decide on those matters falling within its authority;
  - d. Where it is not necessary to convene an extraordinary meeting of the Board of Directors, to decide to obtain written opinions of members of the Board of Directors on those matters within powers of the Board of Directors as set forth in Article 27 above. To approve the form and contents of voting cards;
  - e. To sign, on behalf of the Board of Directors, resolutions and other documents of the Board of Directors after having obtained approval of a majority of the members of the Board of Directors (which are directly expressed in meeting minutes or resolutions of the meeting or indirectly through obtaining written opinions) on those matters within the authority of the Board of Directors;
  - f. To assign members of the Board of Directors to exercise the duties of corporate management; To monitor, supervise members of the Board of Directors during exercising corporate management duties; To evaluate performance of each member, Committees and councils of the Board of Directors for at least once a year; To confirm with the General Meeting of Shareholders the evaluation results before re-appointment or removal of members of the Board of Directors;
  - g. To monitor, supervise the implementation of resolutions of the Board of Directors and its Committees by the Managers;
  - h. To make decisions on the following matters provided he/she must notify members of the Board of Directors of such decisions in the upcoming meeting:
    - (i) To decide on establishment, change or dissolution of assistant bodies of the Board of Directors; to decide to appoint, remove, replace members of such bodies;
    - (ii) On behalf of the Board of Directors, to sign, amend, supplement or terminate labor contracts with the Managers;
    - (iii) To decide on nomination, authorization, replacement, removal of persons who manage share capital of the Company in other companies as per recommendation of the Committee for Personnel Policy and Planning; to assign tasks to such individuals and to direct them to protect rights and legitimate interest of the Company in respective companies; to implement methods for preservation and increase of capital invested by the Company into the other companies;
    - (iv) To decide on matters relating to companies having share capital of the Company in accordance with authorization of the Board of Directors from time to time; and
    - (v) In respect of projects or package deal of an investment project of the Company which have been approved by the Board of Directors, to decide on tender plan, estimates, bidding documents (including requirements for bids valuation), tender result, contractor approval, cost finalization and other related things; and

- i. Other rights and obligations as provided by laws, the Charter, and regulations of the Company.

#### **Article 29. Meetings of Board of Directors**

1. If the Board of Directors elects the Chairman, the initial meeting of a term of the Board of Directors in order to elect the Chairman and to pass other resolutions within its authority must be conducted within a time-limit of seven (07) working days from the date of completion of the election of the Board of Directors for that term. Such meeting shall be convened by the member who obtains the highest number of votes. If two or more members obtain the same highest number of votes, such members shall elect by a majority vote a person amongst them to convene the meeting.

2. The Chairman of the Board of Directors must convene regular meetings of the Board of Directors, and must prepare the agenda, time and venue of a meeting within at least five (5) days before the proposed date of such meeting. The Chairman may convene a meeting at any time considered necessary, but there must be at least one meeting every quarter.

3. Chairman of the Board shall convene extraordinary meetings when deemed necessary in the interests of the Company. In addition, the Chairman of the Board of Directors shall convene a meeting of the Board and shall not delay without good reason, when one of the following subjects have written proposal to present the purpose of the meeting and the issues to be discussed:

- a. Chief Executive Officer or at least five (05) other management personnel;
- b. At least two (02) executive members of the Board of Directors;
- c. Board of Supervisors or independent members.

4. The Board of Directors meetings referred to in Clause 3 of Article 29 must be carried out within a period of seven (7) working days after the request for the meeting. If the chairman of the Board did not accept the proposal to convene a meeting, the Chairman shall be responsible for the damages occurred to the Company; persons who suggest convening the meeting referred to in Clause 3 of Article 29 may themselves convene a meeting of the Board.

5. Where an independent auditor makes a request, the Chairman of the Board of Directors must convene a meeting of the Board of Directors in order to discuss the audit report and the status of the Company.

6. Meetings of the Board of Directors shall be conducted at the registered address of the Company or at another address in Vietnam or abroad as decided by the Chairman of the Board of Directors and as agreed by the Board of Directors.

7. The notice of a meeting of the Board of Directors must be sent to the members of the Board of Directors at least five (5) days before holding the meeting; the members of the Board of Directors may refuse the notice of invitation in writing and such refusal may take retroactive effect. The notice of the meeting of the Board of Directors must be in writing and in Vietnamese, and must provide complete information about the agenda, time and venue of the meeting, accompanied by necessary documents regarding the matters to be discussed and voted on at the meeting of the Board of Directors and voting cards for the members of the Board of Directors who are unable to attend the meeting.

The notice of invitation shall be sent by post, fax, electronic mail or other method guaranteed to reach the address of each member of the Board of Directors as registered with the Company.

8. The meetings of the Board for the first time can only implement their decisions when at least three quarters (3/4) of the members of the Board of Directors are present in person or through a representative (authorized person).

In case there are insufficient participating members as prescribed, the meeting must be reconvened within seven (07) days since after the first planned meeting. The reconvened meeting can only be conducted if more than one half (1/2) of the members of the Board attend.

9. Voting.

a. Except for Clause 9(b) of Article 29, each member of the Board of Directors or authorized person who is present in his or her capacity as an individual at a meeting of the Board of Directors shall have one vote;

b. A member of the Board of Directors shall not be permitted to vote on any contract, transaction or proposal in which such member or any related person of such member has an interest which conflicts or possibly conflicts with the interests of the Company. A member of the Board of Directors shall not be included in the quorum required to be present to hold a meeting of the Board of Directors regarding resolutions on which such member does not have the right to vote;

c. Pursuant to Clause 9(d) of article 29, when an issue arises at a meeting of the Board of Directors relating to the interests of a member of the Board of Directors or relating to the voting right of a member, which is not resolved by voluntary waiver of the voting right of the relevant member of the Board of Directors, such issue shall be referred to the chairman of the meeting for decision. The decision of the chairman on such issue shall be final, except where the nature or scope of the interest of the relevant member of the Board of Directors has not been fully announced;

d. Any member of the Board of Directors who benefits from any contract stipulated in Articles 39.5(a) and 39.5(b) of this Charter shall be deemed to have a material interest in such contract.

10. Any member of the Board of Directors who directly or indirectly benefits from a contract or transaction signed or intended to be signed with the Company and is aware that he/she has an interest in such contract or transaction is responsible to disclose the nature and content of such interest at the meeting where the Board of Directors considers the signing of such contract or transaction for the first time. Where a member of the Board of Directors is not aware that such member and his/her related person has an interest at the time a contract or transaction is signed with the Company, such member must publicly announce his/her related interests at the first meeting of the Board of Directors to be held after such member becomes aware that he/she has or will have an interest in the relevant contract or transaction.

11. The Board of Directors shall pass decisions and issue resolutions on the basis of the consent of the majority of members of the Board of Directors present (more than fifty (50) percent). Where the number of votes for and against is equal, then the vote of the Chairman of the Board of Directors shall be the deciding vote.

12. A meeting of the Board of Directors may be held by way of a conference call between the members of the Board of Directors when all or a number of members are at different places, provided that each attending member is able to:

a. Listen each other member of the Board of Directors expressing their opinions in the meeting;

b. Express his/her opinions at the same time as other attending members.

The communication between the members may be implemented directly via telephone

or by other means of communication (including the use of such means at the time of approving the Charter or thereafter) or by a combination of such means. The members of the Board of Directors who attend such a meeting shall be deemed physically present at such meeting. The venue of the meeting to be held in accordance with this provision shall be the venue where the group having the largest number of members of the Board of Directors gathers, or shall be the venue where the chairman of the meeting is present if there is no such a group.

Resolutions to be passed at a meeting via telephone which is duly held and conducted shall take effect immediately after the closing of the meeting but must be confirmed by the signatures of all attending members of the Board of Directors in the minutes.

13. A resolution by way of collection of written opinions shall be approved on the basis of the consent of the majority of members of the Board of Directors who have voting rights. Such resolution shall have the same effect and validity as a resolution passed by the members of the Board of Directors at a meeting which is convened and held in accordance with the normal practice.

14. The Chairman of the Board of Directors is responsible to deliver the minutes of a meeting of the Board of Directors to the members, and such minutes shall be authentic evidence of the work carried out at such meeting unless there is an objection of the contents of the minutes provided within a time-limit of ten (10) days from the date of delivery. The minutes of the meeting of the Board of Directors must be prepared in Vietnamese and must bear the signatures of all attending members of the Board of Directors or the minutes shall be made into multiple copies and each copy shall bear the signature of at least one (1) attending member of the Board of Directors.

15. The implementation of the decision of the Board of Directors, of the Committees of the Board of Directors, or of the person eligible as a member of the Committees of the Board of Directors shall be deemed valid even if there may be misconduct in the election and appointment of member of the Board of Directors or the Committees of the Board of Directors.

16. Chairman of Board of Directors or the person convening the meeting send the meeting invitations and accompanying documents to the members of Board of Supervisors just as to the members of the Board of Directors.

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

17. Members shall attend all meetings of the Board of Directors. Members may authorize another person to attend a meeting if approved by a majority of members of Board of Directors.

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

1. The Board of Directors may establish and authorize the Committees from time to time. Currently, these following Committees are established and are operating:

- a. The Personnel and Remuneration Committee;
- b. The Development Policy Committee;

2. Members of a subcommittee may include one or more members of the Board of Directors and one or more other person as so decided by the Board of Directors. During their performance of assigned powers, the subcommittee must abide by decisions of the Board of Directors. Such decisions may be adjusted or allow to admit persons who are not members of the Board of Directors to the above Committees, and allow such persons to vote as members of the Committees, provided that (a) the number of non-member persons is less than half of

members of the Committees, (b) resolutions of the Committees shall only be valid where the majority of members attending and voting at meetings of the Committees are members of the Board of Directors.

3. Specific powers, organization and operation of such subcommittee shall be provided in the regulations provided by the Board of Directors in compliance with the Charter and relevant statutory provisions.

### **Article 31. Persons in charge of corporate governance**

1. The board of directors shall nominate at least one (1) person to be in charge of corporate governance to assist it in corporate governance; His or her term shall be decided by the Board of Directors, and not exceed five (05) years.

2. The person in charge of corporate governance must meet the following criteria:

- a. Be knowledgeable about laws.
- b. Not concurrently work for the independent auditing company performing audits of the Company's financial statements.
- c. Other standards as prescribed by laws, the Charter and decisions of the Board of Directors.

3. The Board of Directors may dismiss the Person in charge of corporate governance when needed but not in contravention of the current labor legislation.

4. A person in charge of corporate governance has the following rights and obligations:

- a. Advising the Board of Directors on the organization of the General Meeting of Shareholders in compliance with regulations and the related work between the Company and shareholders;
- b. Preparing meetings of the Board of Directors, Board of Supervisors and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
- c. Providing advice on the proceedings of meetings;
- d. Participating in meetings;
- e. Providing advice on procedures for formulating resolutions of the Board of Directors in accordance with legal regulations;
- f. Providing financial information, copies of meeting minutes of the Board of Directors and other information for members of the Board of Directors and Supervisors;
- g. Monitoring and reporting to the Board of Directors on information disclosure of the Company;
- h. Ensuring the security of information in accordance with legal regulations and the Company's charter;
- i. Other rights and obligations as prescribed by legal regulations and the Company's charter.

### **VIII. CHIEF EXECUTIVE OFFICER, OTHER MANAGERS AND SECRETARY**

### **Article 32. The organization of the management apparatus**

The Company's management system must assure that the executive body shall be responsible to the Board of Directors and is under the leadership of the Board of Directors. The Company has an executive body including (01) Chief Executive Officer, Deputy Chief Executive Officers, and one Chief Accountant, divisional managers and managers of group functions and other positions as appointed by the Board of Directors. The appointment, removal or dismissal of the Chief Executive Officer must be implemented by a duly approved resolution of the Board of Directors.

### **Article 33. Managers**

1. At the request of the Chief Executive Officer and upon approval of the Board of Directors, the Company is entitled to recruit managers required with in the quantity and with the quality complying with the managerial structure and practice of the Company as proposed by the Board of Directors from time to time. Managers must be diligent as required for the operations and organization of the Company to achieve the stated objectives.

2. Salary, remuneration, benefits and other terms and conditions provided in the employment contracts of the Senior managerial staff are decided by the Board of Directors based on the proposal of the Chairman and the Committee for Personnel Policy and Planning. The contracts of the Managers and other senior managerial staff will be decided by the Chairman after consulting with the Committee for Personnel Policy and Planning and the Chief Executive Officer.

### **Article 34. Appointment, removal, duties and powers of the Chief Executive Officer**

1. The Board of Directors shall appoint a member of the Board of Directors or another person to be the Chief Executive Officer and shall enter into a contract which specifies the salary, remuneration, benefits and other related terms. The information about salary, allowances and benefits of the Chief Executive Officer and managers must be reported at the annual General Meeting of Shareholders and must be stated in the Annual Financial Statements and Annual Reports of the Company.

2. The Chief Executive Officer is the legal representative of the Company who manages all day-to-day business of the Company in accordance with laws, the Company Charter, resolutions and decisions of the Board of Directors, and the directives of the Chairman of the Board of Director.

3. Term of office of the Chief Executive Officer is three (03) years which can be renewed. The appointment may be terminated under the terms and conditions of the labor contract. The Chief Executive Officer must not be a person who is prohibited by laws to hold such position.

4. The Chief Executive Officer has the following powers and duties:

a. To fully implement and comply with resolutions of the Board of Directors and of the General Meeting of Shareholders, business plans and investment plans of the Company approved by the Board of Directors and the General Meeting of Shareholders, to comply with the Charter, the operational regulations of the Company and regulatory provisions;

b. On behalf of the Company, to execute the agreements falling within his/her authority in accordance with the Charter and the Company's regulations, to organize and manage day-to-day business operation of the Company in accordance with best management practices and for the best interest of the Company and the shareholders;

c. To make recommendations on the number and category of managers the Company needs to recruit for appointment or removal by the Board of Directors for the purpose of

conducting good management activities as proposed by the Board of Directors; and to provide advice in order for the Board of Directors to decide salary, remuneration, benefits and other terms of labor contracts of managers;

d. To consult the Board of Directors to make decisions on the number of employees, wage rate, allowances, benefits, appointment and dismissal and other terms relating to their labor contracts;

d. On December 31 in each year or another time subject to the Board of Directors' discretion from time to time, the Chief Executive Officer must submit a detailed business plan for the next fiscal year to the Board of Directors for its approval on the basis of satisfying the requirements of appropriate budget and the five-year financial plan;

e. To propose measures to improve the operation and management of the Company;

g. To prepare long-term, annual and quarterly estimated budgets of the Company (hereinafter referred to as an estimated budget) to service long-term, annual and quarterly management activities of the Company in accordance with business plans. The annual estimated budget (including the proposed balance sheet, report on business results and cash flow report) for each fiscal year must be submitted to the Board of Directors for its approval and must contain information as stipulated in the regulations of the Company;

h. To carry out other activities in accordance with the Charter, the regulations of the Company, resolutions of the Board of Directors, the labor contract of the Chief Executive Officer, and applicable laws.

5. The Chief Executive Officer is responsible to the Board of Directors and the General Meeting of Shareholders for implementation of assigned duties and powers and must report to such authorities if so required. If necessary, the Chairman of the Board of Directors may temporarily suspend the decisions of the Chief Executive Officer to prevent the losses and then must report in writing to the Board of Directors on the same for its official decision of suspension or cancellation of the suspended decision within fifteen (15) days since the date of the temporary suspension;

6. The Board of Directors may remove the Chief Executive Officer upon consent of the majority of the attending members of the Board of Directors with voting rights and appoint a new Chief Executive Officer for replacement.

#### **Article 35. Company Secretary**

The Board of Directors appoints at least one person as Company Secretary to support the Board of Directors and Chairman of the Board of Directors to perform the obligations under their jurisdiction in accordance with laws and the Company Charter. The Company Secretary has the following rights and obligations:

1. Support the organization convening the General Meeting of Shareholders, Board of Directors; record the meeting minutes;

2. Support the Board of Directors members in the implementation of rights and duties assigned to them;

3. Support the Board of Management in the application and implementation of corporate governance principles;

4. Support companies in building relationships and protecting shareholders rights and legitimate interests of shareholders;

5. Support the Company in compliance with the obligation to provide information and publicize the information and administrative procedures;

6. The Company Secretary is responsible for keeping information confidential in accordance with laws and the Company Charter.

## **IX. BOARD OF SUPERVISORS**

### **Article 36. Members of Board of Supervisors**

1. The Board of Supervisors of the Company has 03 members. The members of the Board of Supervisors must not be in the accounting and finance department of the Company, a member or employee of the independent audit firm performing audits of financial statements of the Company for the last 3 years. The members of the Board of Supervisors Company must be trained in one of the majors in economics, finance, accounting, auditing, law, business administration or a specialization in accordance with the business activities of the Company

The members of the Board of Supervisors must not be related to the members of the Board, CEO and other management staff of the Company. The Comptrollers shall elect one of them as head of the Board of Supervisors under majority rule. Board of Supervisors must have more than half of the members permanently residing in Vietnam. The Head of the Board of Supervisors must have a university or higher degree in one of the majors in economics, finance, accounting, auditing, law, business administration or a major related to the business activities of the Company.

Head of Board of Supervisors shall have the following authorities and responsibilities:

- a. Convene meetings of the Board of Supervisors;
- b. Request the BOD, CEO and other management staff to provide related information reported to the Board of Supervisors;
- c. Make and sign the report of the Board of Supervisors after consultation with the Board of Directors to submit to the General Meeting of Shareholders.

2. The shareholders may aggregate the votes of each of them to nominate candidates to the Board of Supervisors. A shareholder or a group of shareholders holding from 5% to less than 10% of the total number of voting shares shall be entitled to nominate one (1) candidate; from ten (10) percent to less than thirty (30) percent to nominate up to two (2) candidates; from thirty (30) percent to less than forty (40) percent to nominate up to three (3) candidates; from forty (40) percent to less than sixty fifty (50) percent to nominate up to four (4) candidates; and from sixty fifty (50) percent to less than sixty (60) percent to nominate up to five (5) candidates.

3. Where the number of candidates for the Board of Supervisors by way of standing for election and nomination is still insufficient as required, the incumbent Board of Supervisors may nominate additional candidates or hold a nomination in accordance with the mechanism stipulated in the internal regulations on corporate governance. The mechanism for nomination of candidates to the Board of Supervisors by the incumbent Board of Supervisors must be clearly announced and must be approved by the General Meeting of Shareholders before commencing the nomination.

4. Members of the Board of Supervisors shall be elected by the General Meeting of Shareholders; the term of office of the Board of Supervisors shall not exceed five (5) years; and members of the Board of Supervisors may be re-appointed with an unlimited number of terms.

5. A Supervisor shall be removed from office in the following cases:
  - a. He or she no longer meets the criteria and eligibility Board of Supervisors as regulated in the Law on Enterprises;
  - b. He or she does not exercise their rights and obligations for six (06) consecutive months except in force majeure circumstances;
  - c. A resignation letter is made and approved;



- d. Other cases as regulated in the Charter and Laws.
- 6. A Supervisor shall be dismissed in the following cases:
  - a. Failure to fulfill assigned duties;
  - b. Serious or repeated violations of the duties of a member of Board of Supervisors as regulated in Laws on Enterprises and the Charter;
  - c. Issuance of a decision of the General Meeting of shareholders on the dismissal of such Supervisor;
  - d. Other cases as regulated in Laws and the Charter.

**Article 37. Board of Supervisors**

1. The Company must have a Board of Supervisors and the Board of Supervisors has the authority and responsibility as stipulated in Article 170 of the Law on Enterprise and the Charter, mainly the authorities and responsibilities of the following:

- a. Propose the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the financial statements of the Company; decide on the approved auditing organization to inspect the operations of the Company, dismiss the approved auditor when necessary;
- b. The Board of Supervisors is responsible to shareholders of the Company for its supervisory activities;
- c. Monitoring the financial situation of the Company, compliance with the law in the activities of members of the Board of Directors, Chief Executive Officer, other managers;
- d. Ensure operational coordination with the Board of Directors, Chief Executive Officer and shareholders.
- e. If the Board of Supervisors discovers any breach of law or of the Company charter by a member of the Board of Directors, the Chief Executive Officer or any other manager, the Board of Supervisors must notify the Board of Directors in writing within forty eight (48) hours, requesting the person committing the breach to cease such breach and take measures to remedy any consequences.
- f. Develop the Operating Regulation of the Board of Supervisors and submit to the General Meeting of Shareholders for approval.
- g. Report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020 / ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.
- h. Have access to the Company's records and documents kept at the head office, branches and other locations; have the right to visit the Company's premises of managers and employees during business hours.
- i. Have the right to request the Board of Directors, members of the Board of Directors, Chief Executive Officer and other managers to fully, accurately and promptly provide information and documents on the management, administration and operation. business of the Company.
- j. Other rights and obligations as regulated by laws and the Charter.

2. Subject to the compliance with the confidentiality duties and best interest of the Company, members of the Board of Directors, the executive Chief Executive Officer and other

managers must provide all information and documents relating to the operations of the Company at the request of the Board of Supervisors. The secretary of the Company must ensure that all copies of financial and other information provided to the members of the Board of Directors and copies of meeting minutes of the Board of Directors are provided to the members of the Board of Supervisors at the same time as they are provided to the Board of Directors.

3. The Board of Supervisors may issue regulations on meetings of the Board of Supervisors and the operational manner of the Board of Supervisors. The Board of Supervisors must meet at least twice each year and the minimum number of members attending the meetings must be two(2).

4. The remuneration of the members of the Board of Supervisors shall be decided by the General Meeting of Shareholders. The members of the Board of Supervisors shall be entitled to reimbursement of travel, hotel and other expenses arising reasonably when they attend the meetings of the Board of Supervisors or carry out other activities of the Board of Supervisors.

#### **X. DUTIES OF MEMBERS OF BOARD OF DIRECTORS, MEMBERS OF BOARD OF SUPERVISORS, CHIEF EXECUTIVE OFFICER AND OTHER MANAGERS**

##### **Article 38. Responsibility to be prudent**

Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer and other Managers are responsible to perform their duties including duties in the capacity as a member of a committee of the Board of Directors in an honest manner in the best interests of the Company and with the degree of prudence which a prudent person must have in order to fill corresponding positions under similar circumstances.

##### **Article 39. Responsibility to be honest and avoidance of conflicts of interest**

1. Members of the Board of Directors, Board of Supervisors, Chief Executive Officer and other managers have to make public their related interests as regulated in Article 164 of the Laws on Enterprises and other Laws;

2. Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer and other managers are not permitted to use business opportunities profitable to the Company for personal purposes; and concurrently are not permitted to use information obtained by virtue of their positions for their personal interests or for the interests of other organizations or individuals.

3. Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer and other managers are obliged to notify in writing to the Board of Directors, the Board of Supervisors about the transactions between the Company, the Company, Subsidiaries and other companies where the Company holds more than 50% or more of the charter capital with that Person or with related persons of that Person in accordance with the provisions of law, except for the cases specified at Point n, Clause 2, Article 14 and Clause 4, Article 39 of the Charter. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on these resolutions in accordance with the securities law on information disclosure.

4. Unless otherwise decided by the General Meeting of Shareholders, the Company must not provide loans or sponsor members of the Board of Directors, the Board of Supervisors, Chief Executive Officer, other managers, individuals and organizations related to the above-mentioned members or corporate entities in which these persons have financial interests; unless organizations and companies related to these persons are subsidiaries and associates of the Company;

5. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, Chief Executive Officer, other executives and individuals, organizations related to these subjects (except transactions at Point n, Clause 2, Article 14 and Clause 4, Article 39 of the Charter) shall not be void in the following cases:

a) For transactions with value less than or equal to 35% of the total value of assets recorded in the most recent financial statements, important contents of the contract or transaction as well as relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the members of the Board of Directors who do not have related benefits;

b) For a transaction with a value greater than 35% or a transaction resulting in transaction value arising within 12 months from the date of carrying out the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statements, important contents of this transaction as well as relationships and interests of members of the Board of Directors, members of the Board of Supervisors, Chief Executive Officer, other executives have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders with no related interests.

#### **Article 40. Responsibilities for loss and compensation**

1. Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer and other managers who breach their obligations and responsibilities for honesty and prudence or fail to fulfill their obligations with due diligence and professional capability must be responsible for any loss and damage caused by their breach.

2. The Company shall pay compensation to any person who has been, is or is likely to become a related party in a claim, suit or legal proceeding (including civil and administrative cases other than those initiated by the Company) if such person was or is a member of the Board of Directors, a manager, an employee or a representative authorized by the Company, or such person acted or is acting at the request of the Company in the capacity as a member of the Board of Directors, a manager, an employee or an authorized representative of the Company, provided that such person acted honestly, prudently and diligently in the best interests or not against the best interests of the Company on the basis of compliance with laws and that there is no evidence that such person committed a breach of his/her responsibilities. When implementing the functions, duties or work authorized by the Company, any member of the Board of Directors or of the Board of Supervisors, manager, employee or authorized representative of the Company shall be entitled to compensation paid by the Company when they become a related party in a claim, suit or legal proceeding (excluding legal actions initiated by the Company) in the following cases:

a. They acted honestly, prudently and diligently in the interests of the Company and without conflict with the interests of the Company;

b. They complied with laws and there is no evidence that they failed to perform their responsibilities.

3. The expenses for compensation shall comprise expenses arising (including legal fees), judgment expenses, fines and payables actually arising or deemed reasonable when dealing with such cases within the framework permitted by laws. The Company may purchase insurance for such persons in order to avoid the above responsibilities for compensation.

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

#### **Article 41. Rights to investigate books and records**

1. A shareholder or group of shareholders as referred to in Article 24.3 and Article 35.2 of the Charter has the right, in person or via an authorized person, to send a written request to inspect the list of shareholders and meeting minutes the General Meeting of Shareholders and to copy or extract such records during business hours at the head office of the Company. A request for inspection made by the authorized representative of a shareholder must be accompanied by a power of attorney of the shareholder represented by such person or a notarized copy of such power of attorney.

2. Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer and other managers have the right to inspect the register of shareholders of the Company, the list of shareholders and other books and records of the Company for the purposes relating to their positions, provided that such information must be kept confidential.

3. The Company must archive the Charter, amendments of and additions to the Charter, the Enterprise Registration Certificate, any regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and of the Board of Directors, meeting minutes the General Meeting of Shareholders and of the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and any other documents in accordance with laws at the head office or another location, provided that the shareholders and the business registration body have been notified of the location where such documents are stored.

4. The Company Charter must be published on the website of the Company.

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

#### **Article 42. Employees and Trade Union**

1. The Chief Executive Officer must prepare a plan in order for the Board of Directors to approve the matters relating to recruitment, dismissal of employees, salary, social insurance, welfare, rewards and discipline applicable to employees and managers.

2. The Chief Executive Officer (Chief Executive Officer) must prepare a plan in order for the Board of Directors to approve the matters relating to the relationship between the Company and Trade Unions in accordance with best management standards, practices and policies, the practices and policies stipulated in the Charter, the regulations of the Company, and applicable law.

### **XIII. PROFIT DISTRIBUTION**

#### **Article 43. Profit Distribution**

1. The General Meeting of Shareholders shall decide the rate of dividends to be paid and the method of annual dividend payment from retained profits of the Company.

2. In accordance with the Law on Enterprises, the Board of Directors may decide to advance mid-term dividends if it considers that such payment conforms to profitability of the Company.

3. The Company shall not pay interest on payments of dividends or on payments relating to any class of shares.

4. The Board of Directors may request the General Meeting of Shareholders to approve payment of all or part of dividends by shares, and the Board of Directors shall be the body implementing such decision.

5. Where the payment of dividends or other payments relating to one class of shares is made in cash, the Company must make such payment in VND. The payment may be made directly or via banks on the basis of the bank details provided by the shareholders. If the Company makes a bank transfer based on the exact banking details provided by a shareholder but such shareholder does not receive money, the Company shall not be liable for the amount which it transferred to the shareholder entitled to such amount. The payment of dividends in respect of shares listed on the Stock Exchange may be made via a securities company or Vietnam Securities Depository.

6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall approve a resolution determining a specific date to close the list of shareholders. Based on such date, any person who has registered as a shareholder or owner of other securities shall be entitled to receipt of dividends, interest, profit distribution, receipt of share certificates, notices or other documents.

7. Other matters relating to profit distribution shall be implemented in accordance with laws.

#### **XIV. RELATIONSHIPS BETWEEN THE COMPANY AND SUBORDINATE UNITS, SUBSIDIARIES AND ASSOCIATES**

##### **Article 44. Management of the Company's capital invested in other enterprises**

Capital in other enterprises invested by the Company shall include:

- a. Capital in cash, value of land use rights or land rent, value of tangible or intangible assets owned by the Company invested or contributed to other enterprises;
- b. Loan capital of the Company for investment; and
- c. Capital mobilized from other legitimate funds as permitted by laws.

##### **Article 45. Rights and obligations of the Company in capital investment management in other enterprises**

In line with the authority provided hereunder, rights and obligations of the Company in relation to the management of capital invested in other enterprises shall be conducted by the Board of Directors and shall include, but not limited to, the following contents:

- a. To prepare and approve plans and strategies for investment in and divestment from other enterprises; to proactively arrange equity for investment in accordance with the investment orientation and strategy of the Company;
- b. To make decision on investment, making capital contribution, monitoring and supervising of investment capital, divestment; increase and decrease in the investment capital and capital contribution in accordance with relevant laws and the Charter of the enterprises invested by the Company;
- c. If applicable, to decide:
  - (i) to appoint, change or dismiss the authorized representative or the representative of the Company's capital contribution; introduce them to nominate to the Board of Directors, the Members' Council, the Board of Management, the Board of Supervisors, in accordance with the Company Charter and relevant laws in Vietnam and abroad;
  - (ii) on rewards, disciplines and responsibility allowances for the representatives of the Company's capital contribution who take roles in the Board of Directors, the Members' Council, the Board of Management, the Board of Supervisors of related

companies; and

- (iii) On salary, bonus and other benefits of the representatives of Company's capital contribution for the tasks performed in relevant companies, except for cases such persons have been entitled to the remunerations from the companies invested by the Company in accordance with the law, unless otherwise decided by the Board of Directors of the Company.
- d. To assign duties to the representatives of the Company's capital contribution in other companies, and to supervise the implementation of such duties and other requests by these representatives, and in particular:
  - (i) To finish the goals and duties assigned by the Company
  - (ii) To periodically or extraordinarily report on financial situation, business outcome and other matters of the related companies;
  - (iii) To report on the critical matters of the related companies in order to seek directive instructions before voting;
  - (iv) To report on the use of shares, capital contribution, market, technical secrets in order to facilitate the development orientation and the goals of the Company; and
  - (v) To carry out other duties or policies so required by the Company from time to time.
- e. To provide the moderation and guidance in order for the Subsidiaries and the dominated companies to be able to closely cooperate in their activities and business operations in consistence with the orientation and strategy of the Company; to establish sustainable, logical and reasonable relationships amongst the members of the Company;
- f. To handle recommendations of the representatives of the Company's capital contribution in other enterprises;
- g. To supervise and monitor the use of the Company's capital contribution in other enterprises and to be responsible for the efficiency of the use of such capital contribution; to apply measures for protection and development of investment capital; to be entitled to dividend and to bear the risks arising from the capital contribution in other enterprises. The Company shall decide to use the gained capital together with distributed dividends in order to facilitate the business goals of the Company in line with the plans and strategy of the Company; and
- h. To monitor and supervise activities of the representatives, to alert mistakes and flaws of the representatives in order to promptly prevent and correct the same;
- i. To carry out other rights and obligations provided by the General Meeting of Shareholders or by laws.

**Article 46. Qualification and conditions applicable to the Representative of the Company's Capital Contribution in other enterprises**

1. The representatives of the Company's capital contribution in other enterprises must fully meet the following qualifications and conditions:
- a. To have professional capacity, knowledge and necessary skills so required by the enterprises invested by the Company;
  - b. To have good health condition and have good ethics;

- c. To have understanding of laws and to consciously abide by the law; and
- d. Other conditions so required by the Company and the law from time to time;

2. The representatives of Company's capital contribution those being the candidates for the management positions in the enterprises invested by the Company must fully have qualifications and conditions provided by laws and such enterprises' Charters.

**Article 47. Rights and obligations of the Representative of the Company's Capital Contribution in other enterprises**

In addition to such rights and obligations provided in the Charter and other relevant legal documents, the representative of the Company's capital contribution in other companies and enterprises shall have the following rights and obligations:

- a. To represent the Company to fully conduct the powers and duties of the Company as a shareholder, capital contributing member, and a joint venture party in the enterprises that the Company has share capital;
- b. To stand for election or nominate the Company's employees for the management system of the enterprises invested by the Company in accordance with such enterprises' charters and the Company's directives;
- c. To periodically report to the Company on the implementation status of the business operation plan, the business outcome of the Subsidiaries and the Associates, and efficiency of the capital contribution owned by the Company; and to extraordinarily report to the Company where there is any material adverse to the business operation of the Subsidiaries, Associates or where there is any high value transaction of the Subsidiaries or Associates which requires the consent of shareholders or members of the management board (in case the Company is able to appoint members of the management board) of such companies;
- d. In case any capital contribution representative does not carry out the mandatory reports, or take advantage on his/her capital contribution representation, or misconduct causing damages to the Company, [such representative] must be liable to compensate for the Company and must bear other legal liabilities in accordance with laws;
- e. To consult with the Board of Directors of the Company prior to voting in general meeting of shareholders or meetings of members' council of the companies invested by the Company with respect to critical matters including (but not limited to) development strategy, long-term and annual business plan, key personnel; amendment or supplement to the Charter; increase or decrease in charter capital; dividend distribution; disposal of assets; capital mobilization with high value required the votes of shareholders or capital contributing members. In case there are several persons jointly representing the Company to sit in management board or members' council of the enterprises invested by the Company, the key person in charge shall conduct a discussion amongst such representatives to reach a joint opinion and seek for opinions with respect to the critical matters of the enterprises invested by the Company before voting; and
- f. To be responsible to the Board of Directors of the Company for the efficiency of the capital contribution of the Company in the enterprises they represent and for other duties assigned by the Board of Directors from time to time.

**XV. BANK ACCOUNTS, RESERVE FUND, FISCAL YEAR AND ACCOUNTING SYSTEM**

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

1. The Company shall open bank accounts at Vietnamese banks or foreign banks authorized to operate in Vietnam.
2. In necessary cases, the Company may open an offshore bank account in accordance with laws with prior approval of the competent bodies.
3. The Company shall make all payments and conduct all accounting transactions via its VND or foreign currency accounts at the banks where it opens such accounts.

#### **Article 49. Fiscal year**

The fiscal year of the Company shall commence from the first day of January and shall end on the last day of December each year.

#### **Article 50. Accounting regime**

1. The accounting regime used by the Company shall be Vietnamese Accounting System (VAS) or another accounting regime approved by the Ministry of Finance and subject to the consent of the Board of Directors.
2. The Company shall prepare accounting books in Vietnamese. The Company shall store the accounting records in accordance with the form of business activities conducted by the Company. Such records must be accurate, updated, systematic and sufficient to prove and explain the transactions of the Company.
3. The Company shall use VND (or freely convertible foreign currency if approved by the competent state agencies) as the currency in accounting.

### **XVI. ANNUAL REPORTS, RESPONSIBILITIES FOR DISCLOSURE OF INFORMATION AND PUBLIC ANNOUNCEMENT**

#### **Article 51. Annual, semi-annual and quarterly financial statements**

1. The Company must prepare annual financial statements and those statements must be audited according to the provisions of laws. The Company publishes its audited annual financial statements in accordance with the law on information disclosure on the stock market and submits it to competent state agencies.
2. Annual financial statements must contain all reports, appendices and explanations according to the provisions of the accounting law. Annual financial statements must truthfully and objectively reflect the operating situation and business performance of the Company.
3. The Company must prepare and publish reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on disclosure of information on the stock market and submit them to competent state agencies.

#### **Article 52. Annual reports**

The Company must prepare and publish its annual reports in accordance with the law on securities and securities market.



## **XVII. AUDITING THE COMPANY**

### **Article 53. Auditing**

1. The annual General Meeting of Shareholders shall appoint an independent auditing company or shall approve the list of independent auditing companies and authorize the Board of Directors to decide to select one of such companies to conduct the auditing of the Company for the next fiscal year on the basis of the terms and conditions as agreed with the Board of Directors. The Company must prepare and send the annual financial statements to the independent auditing company after the end of a fiscal year.

2. Independent auditing Company verify and report on the annual financial statements reflect the Company's revenues and expenses, the audit report and submit that report to the Board of Directors within two (02) months from the end of the fiscal year.

3. A copy of the audit report must be sent with the annual financial statements of the Company.

4. The auditors who audit the Company shall be permitted to attend all meetings of the General Meeting of Shareholders and shall be entitled to receive other notices and information relating to the General Meeting of Shareholders which the shareholders are entitled to receive, and shall be entitled to express their opinions about issues relating to the auditing.

## **XVIII. SEAL**

### **Article 54. Seal**

1. The Company's seal can be physical or digital as prescribed by e-transaction laws.
2. Board of Directors decides on the type, amount, form and content of the seal of the Company, the seals of its branches, representative offices and other units.
3. Board of Directors and CEO use the seal in accordance with current laws.
4. The management and storage of the seals shall comply with the regulations of the Company, branches, representative offices or units that own the seals. The seal shall be used by the Company in transactions as prescribed by laws.

## **XIX. TERMINATION OF OPERATION AND LIQUIDATION**

### **Article 55. Termination of operation**

1. The Company may be dissolved or terminated in the following cases:
  - a. The duration of operation of the Company expires, including the extended terms;
  - b. The Company is declared bankrupt by a Court in accordance with the applicable laws;
  - c. The Company is early dissolved as decided by the General Meeting of Shareholders;
  - d. The Company's business registration certificate is revoked;
  - e. Other cases as stipulated by laws.
2. The early dissolution of the Company (including any extended period) shall be decided by the General Meeting of Shareholders and shall be implemented by the Board of Directors. The decision on dissolution must be notified to or must be approved by (if required) the competent body in accordance with regulations.

#### **Article 56. Extension of duration**

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders within a time-limit of at least seven (7) months prior to expiry of the duration of operation in order to enable the shareholders to vote on the extension of duration of the Company at the request of the Board of Directors.

2. The duration of operation shall be extended when it is approved by sixty five (65) percent or more of the total votes of shareholders with voting rights who are present in person or via their authorized representatives at the General Meeting of Shareholders.

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

1. At least six (6) months prior to expiry of the duration of operation of the Company or after a decision on dissolution of the Company is made, the Board of Directors must establish a liquidation committee consisting of three (3) members, in which two (2) members shall be appointed by the General Meeting of Shareholders and one (1) member shall be appointed by the Board of Directors from an independent auditing company. The liquidation committee shall prepare its operational regulations. The members of the liquidation committee may be selected from the employees of the Company or independent experts. All expenses relating to liquidation shall be paid by the Company in priority to other debts of the Company.

2. The liquidation committee is responsible to report its date of establishment and date of commencement of operation to the business registration authority. From such point of time, the liquidation committee shall represent the Company in all work relating to the liquidation to work with the court and administrative authorities.

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

- a. Expenses for liquidation;
- b. Wages and insurance costs for employees;
- c. Taxes and other items paid to the State;
- d. Loans (if any);
- d. Other indebtedness of the Company;
- e. Residual upon payment of the debts stated in (a) to (d) above shall be distributed to shareholders. The payment of preference shares shall be given priority.

### **XX. INTERNAL DISPUTE RESOLUTION**

#### **Article 58. Internal dispute resolution**

1. Where a dispute or a claim relating to the operation of the Company or to the rights and obligations of shareholders stated in the Company Charter, the Law on Enterprises, other laws or administrative regulations between:

- a. A shareholder and the Company;
- b. A shareholder and the Board of Directors, the Board of Supervisors, the Chief Executive Officer or a senior manager,

The related parties shall attempt to resolve such dispute by way of negotiation and mediation. Except where such dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over resolution of the dispute and shall require each party to present the practical factors relating to the dispute within 10 business days from the date of the dispute arising. If the dispute involves the Board of

Directors or the Chairman of the Board of Directors, any party may require the Board of Supervisors to appoint an independent expert to act as arbitrator during the course of dispute resolution.

2. If a decision on reconciliation is not made within six (6) weeks from the beginning of the mediation process or if the decision of the intermediary is not accepted by the parties, then any party may refer such dispute to the Economic Arbitration or to the Economic Court.

3. The parties shall bear their own costs relating to procedures for negotiation and mediation. The payment of court expenses shall be made in accordance with the judgment of the Court.

## **XXI. PROVISIONS OF TRANSITION, SUPPLEMENT AND AMENDMENT TO THE CHARTER**

### **Article 59. Provisions of transition, supplement and amendment to the Charter**

1. Issues arising from or related to employee preference shares that were issued before the effective date of this amended Charter will be governed by and construed in accordance with the previous Charter and other relevant documents of the Company.

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

3. Where any provision of law relating to the operation of the Company has not been mentioned in the Charter or where any new provision of law is different from the terms of the Charter, such provision of law shall automatically be applied, and shall govern the operation of the Company.

## **XXII. EFFECTIVE DATE**

### **Article 60. Effective date**

1. The Charter includes 22 chapters 60 articles unanimously approved on April 05, 2018 in Hanoi by the General Meeting of Shareholders of FPT Corporation, of which it approved the validity in full text of the Charter; and additional amendments at the General Meeting of Shareholders held on April 6, 2023 in Hanoi.

2. The Charter is made in ten (10) copies, each with the same validity, of which:

a. One (1) copy shall be submitted to the local State Notary Public;

b. Five (5) copies shall be registered with the local authority in accordance with regulations of the People's Committee of the City or Province;

c. Four (4) copies shall be kept at the head office of the Company.

3. The Charter shall be the sole and official Company Charter.

4. Copies or extracts of the Company Charter shall be valid when they bear the signature of the Chairman of the Board of Directors or the signatures of at least half (1/2) of the total number of members of the Board of Directors.

ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN



TRUONG GIA BINH

**APPENDIX 01**  
**DETAILS OF CHARTER CAPITAL OF THE COMPANY**  
**SINCE THE DATE OF INCORPORATION AND SHAREHOLDING PERCENTAGE**  
**OF FOUNDING SHAREHOLDERS AT THE INCORPORATION OF THE**  
**COMPANY**

*(attached to the Company Charter approved on April 06, 2023 by the General Meeting of Shareholders of FPT Corporation and updated according to the Resolution of the Board of Directors No. 02.06-2024/NQ-HDQTFPT dated June 28<sup>th</sup>, 2024)*

**1. Details of the Company's Charter Capital**

No.	Month	Charter Capital (VND)	Number of shares	Notes
1	04/2002	20,000,000,000	2,000,000	Capitalization
2	04/2003	30,000,000,000	3,000,000	Increase in capital due to the business outcome of 2002
3	10/2003	150,000,000,000	15,000,000	Issuance of new shares
4	05/2004	189,752,500,000	18,975,250	Increase in capital due to the business outcome of 2003
5	01/2005	263,252,500,000	26,325,250	Issuance of new shares
6	08/2005	362,084,900,000	36,208,490	Increase in capital due to the business outcome of 2004
7	06/2006	547,292,000,000	54,729,200	Increase in capital due to the business outcome of 2005
8	10/2006	608,102,300,000	60,810,230	Increase in capital due to the sale of shares to the strategic investors in 2006
9	06/2007	912,153,440,000	91,215,344	Increase in capital due to the business outcome of 2006 through the payment of dividends by shares with the ratio of 2:1
10	08/2007	923,525,790,000	92,352,579	Increase in capital by way of issuance of ordinary shares as bonus for employees who had good performance in 2006 and issuance of preference shares for employees
11	06/2008	941,606,160,000	94,160,616	Increase in capital by way of issuance of ordinary shares as bonus for employees who had good performance in 2007 and issuance of preference shares for employees

No.	Month	Charter Capital (VND)	Number of shares	Notes
12	11/2008	1,411,620,740,000	141,162,074	Increase in capital by way of issuance of bonus shares for existing shareholders from the capital surplus fund with the ratio of 2:1
13	07/2009	1,438,319,670,000	143,831,967	Increase in capital by way of issuance of ordinary shares as bonus for employees who had good performance in 2008 and issuance of preference shares for employees
14	05/2010	1,916,659,080,000	191,665,908	Increase in capital due to the business outcome in 2009 and by way of payment of dividends by shares with the ratio of 3:1
15	06/2010	1,934,805,170,000	193,480,517	Increase in capital by way of issuance of ordinary shares as bonus for employees who had good performance in 2009 and issuance of preference shares for employees
16	08/2011	2,133,110,660,000	213,311,066	Increase in capital by way of issuance of shares of FPT Corporation to execute shares swap amongst existing shareholders of FPT Information System Joint Stock Company ("Cong Ty Co Phan He Thong Thong Tin FPT" in Vietnamese), FPT Software Joint Stock Company ("Cong Ty Co Phan Phan Mem FPT" in Vietnamese), and FPT Trading Joint Stock Company ("Cong Ty Co Phan Thuong Mai FPT" in Vietnamese) for the purpose of reorganization of the Group. <sup>1</sup>
17	09/2011	2,160,826,760,000	216,082,676	Increase in capital by way of issuance of ordinary shares as bonus for employees who had good performance in 2010
18	05/2012	2,700,859,340,000	270,085,934	Increase in capital due to the business outcome of 2011 and payment of dividends by shares with the ratio of 4:1
19	06/2012	2,738,488,330,000	273,848,833	Increase in capital by way of issuance of ordinary shares as bonus for employees who had good performance in 2011 and issuance of preference shares for employees

No.	Month	Charter Capital (VND)	Number of shares	Notes
20	06/2013	2,752,017,550,000	275,201,755	Increase in capital by way of issuance of ordinary shares as bonus for employees who had good performance in 2012
21	05/2014	3,439,766,000,000	343,976,600	Increase in capital due to the business outcome of 2013 and payment of dividends by shares
22	04/2015	3,456,959,170,000	345,695,917	Increase in capital by way of issuance of ordinary shares as bonus for employees who had good performance in 2014
23	06/2015	3,975,316,400,000	397,531,640	Increase in capital due to the business outcome of 2014 and payment of dividends by shares with the ratio of 15%
24	04/2016	3,995,184,690,000	399,518,469	Increase in capital by way of issuance of ordinary shares as bonus for employees who had good performance in 2015
25	06/2016	4,594,266,840,000	459,426,684	Increase in capital due to the business outcome of 2015 and payment of dividends by shares with the ratio of 15%
26	04/2017	4,617,230,540,000	461,723,054	Increase in capital by way of issuance of ordinary shares as bonus for employees who had good performance in 2016
27	06/2017	5,309,611,050,000	530,961,105	Increase in capital due to the business outcome of 2016 and payment of dividends by shares with the ratio of 15%
28	04/2018	5,336,156,610,000	533,615,661	Increase in capital by way of issuance of ordinary shares as bonus for employees who had good performance in 2017
29	06/2018	6,136,367,720,000	613,636,772	Increase in capital due to the business outcome of 2017 and payment of dividends by shares with the ratio of 15%
30	04/2019	6,167,039,720,000	616,703,972	Increase in capital by way of issuance of ordinary shares as bonus for employees who had good performance in 2018

No.	Month	Charter Capital (VND)	Number of shares	Notes
31	06/2019	6,783,586,880,000	678,358,688	Increase in capital due to the business outcome of 2018 and payment of dividends by shares with the ratio of 10%
32	04/2020	6,817,504,780,000	681,750,478	Increase in capital by way of issuance of ordinary shares as bonus for employees who had good performance in 2019
33	06/2020	7,839,874,860,000	783,987,486	Increase in capital due to the business outcome of 2019 and payment of dividends by shares with the ratio of 15%
34	04/2021	7,891,972,540,000	789,197,254	Increase in capital by way of Issuance of shares for the employees with notable achievements in 2020 and the senior managers in 2021
35	06/2021	9,075,516,490,000	907,551,649	Increase in capital due to the business outcome of 2020 and payment of dividends by shares with the ratio of 15%
36	05/2022	9,141,959,140,000	914,195,914	Increase in capital by way of Issuance of shares under the employee stock option plan for the employees with notable achievements in 2021 and the senior managers in 2022.
37	07/2022	10,970,265,720,000	1,097,026,572	Increase in capital due to the business outcome of 2021 and payment of dividends by shares with the ratio of 20%.
38	05/2023	11,043,316,220,000	1,104,331,622	Increase in capital by way of Issuance of shares under the employee stock option plan for the employees with outstanding achievements in 2022 and the senior managers in 2023.
39	07/2022	12,699,688,750,000	1,269,968,875	Increase in capital due to the business outcome of 2022 and payment of dividends by shares with the ratio of 15%.
40	6/2024	14,604,480,660,000	1,460,448,066	Increase in capital after share issuance to increase charter capital from owners' equity

## 2. Shareholding of the Founding Shareholders at the Incorporation of the Company

No.	Name	Address	Shares	Face Value (VND)	Shareholding (%)
1	The Ministry of Finance, having its authorized person representing the state owned capital:  <b>Truong Gia Binh</b>	-	102,000	10,200,000,000	51%
2	Le Quang Tien	P11-K2B FPT's Collective Zone, Cong Vi Ward, Ba Dinh District, Hanoi	4,508	450,800,000	2.25%
3	Bui Quang Ngoc	63B, Lang Ha Ward, Ba Dinh District, Hanoi	3,594	359,400,000	1.80%
4	Phan Ngo Tong Hung	No. 10 Dang Tat street, Quan Thanh Ward, Ba Dinh District, Hanoi	2,764	276,400,000	1.38%
5	Hoang Minh Chau	101 Bis Vo Van Tan street, No. 6 Ward, No. 3 District, HCM City	2,757	275,700,000	1.38%
6	Truong Thi Thanh Thanh	150/29-31 Tran Quang Khai street, No. 5 Ward, No. 5 District, HCM City	2,134	213,400,000	1.07%
7	Do Cao Bao	P25-K1, FPT's Collective zone, Cong Vi Ward, Ba Dinh District, Hanoi	2,744	274,400,000	1.37%
8	Nguyen Thanh Nam	48 Lien Tri, Tran Hung Dao Ward, Hoan Kiem District, Hanoi	2,744	274,400,000	1.37%
9	Nguyen Diep Tung	B1, TT Lazer, O Cho Dua Ward, Dong Da District, Hanoi	1,689	168,900,000	0.84%
10	628 other employees	-	75,066	7,506,600,000	37.53%