

**CÔNG TY CỔ PHẦN  
TẬP ĐOÀN GELEX  
GELEX GROUP  
JOINT STOCK COMPANY**

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

Số/ No.: 100/2025/GELEX-CBTT

Hà Nội, ngày 28 tháng 03 năm 2025  
Hanoi, 28 March, 2025

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

**Kính gửi:** - Ủy ban Chứng khoán Nhà nước;  
- Sở Giao dịch Chứng khoán TP Hồ Chí Minh  
**To:** - State Securities Commission of Vietnam  
- The Hochiminh Stock Exchange

- Tên tổ chức: Công ty Cổ phần Tập đoàn GELEX  
*Name of organization: GELEX Group Joint Stock Company*
  - Mã chứng khoán / Stock code: GEX
  - Địa chỉ: Số 52 phố Lê Đại Hành, phường Lê Đại Hành, quận Hai Bà Trưng, thành phố Hà Nội, Việt Nam  
*Address: No. 52 Le Dai Hanh Street, Le Dai Hanh Ward, Hai Ba Trung District, Hanoi.*
  - Điện thoại liên hệ/Tel.: 024 39726245/6 Fax: 024 39726282
  - E-mail: gelex@gelex.vn

2. Nội dung thông tin công bố/Contents of disclosure:

Công ty Cổ phần Tập đoàn GELEX (GELEX) trân trọng công bố: Điều lệ GELEX sửa đổi, bổ sung theo Nghị quyết Đại hội đồng cổ đông số 02/2025/GELEX/NQ-ĐHĐCĐ, ngày 27/3/2025.

*GELEX Group Joint Stock Company respectfully disclosure information: Charter of GELEX amended, supplemented according to Resolution of the General Meeting of Shareholders No. 02/2025/GELEX/NQ-ĐHĐCĐ, dated March 27, 2025*

- Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 28/03/2025 tại đường dẫn: <https://gelex.vn/doc-cat/tai-lieu-dai-hoi-dong-cd>.

*This information was published on the company's website on 28 March, 2025, as in the link: <https://gelex.vn/en/document-cat/general-meeting-of-shareholders>.*



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.*

**CÔNG TY CỔ PHẦN TẬP ĐOÀN GELEX  
GELEX GROUP JOINT STOCK COMPANY**

**Người ủy quyền công bố thông tin**

***Person authorized to disclose information***



**Nguyễn Thị Phương  
*Nguyen Thi Phuong***



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

-----

**CHARTER**  
**OF**

**GELEX GROUP JOINT STOCK COMPANY**

**(Amended, supplemented according to Resolution of the General Meeting of  
Shareholders No. 02/2025/GELEX/NQ-DHDCD, dated March 27, 2025)**

**Hanoi, March 2025**



## TABLE OF CONTENTS

CHAPTER I. DEFINITIONS .....	5
Article 1. Interpretation .....	5
CHAPTER II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, OPERATION TERM AND LEGAL REPRESENTATIVE OF THE COMPANY .....	6
Article 2. Name, form, headquarters, branches, representative offices and operation term of the Company .....	6
Article 3. Legal representative of the Company .....	7
CHAPTER III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY .....	7
Article 4. Objectives and business lines of the Company .....	7
Article 5. Scope of business and operation of the Company .....	9
CHAPTER IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS .....	10
Article 6. Charter capital, shares, founding shareholders .....	10
Article 7. Share certificates .....	11
Article 8. Other securities.....	12
Article 9. Transfer of shares .....	12
Article 10. Forfeiture of shares .....	13
CHAPTER V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND CONTROL.....	13
Article 11. Organizational structure, management and control .....	13
CHAPTER VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS .....	13
Article 12. Rights of shareholders.....	13
Article 13. Obligations of shareholders.....	15
Article 14. General Meeting of Shareholders .....	16
Article 15. Rights and obligations of the General Meeting of Shareholders .....	18
Article 16. Authorization to attend the General Meeting of Shareholders .....	19
Article 17. Change of rights .....	20
Article 18. Convening, agenda and notice of the General Meeting of Shareholders	

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

.....	21
Article 19. Conditions for holding a General Meeting of Shareholders .....	23
Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders.....	23
Article 21. Conditions for the Resolution of the General Meeting of Shareholders to be passed .....	26
Article 22. Authority and procedures for obtaining written opinions from shareholders to pass decisions of the General Meeting of Shareholders .....	27
Article 23. Minutes of the General Meeting of Shareholders .....	29
Article 24. Request to annul the Resolution of the General Meeting of Shareholders .....	30
Article 25. Candidacy and nomination of members of the Board of Directors .....	31
Article 26. Composition and term of office of members of the Board of Directors .....	32
Article 27. Rights and obligations of the Board of Directors .....	33
Article 28. Remuneration, salary and other benefits of members of the Board of Directors .....	36
Article 29. Chairman of the Board of Directors.....	37
Article 30. Meeting of the Board of Directors .....	38
Article 31. Standing Committee of the Board of Directors .....	42
Article 32. Subcommittees under the Board of Directors .....	43
Article 33. Person in charge of corporate governance .....	44
CHAPTER VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES .....	45
Article 34. Organization of the management apparatus.....	45
Article 35. Corporate Executives .....	45
Article 36. Appointment, dismissal, duties and rights of the General Director.....	45
CHAPTER IX. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, THE GENERAL DIRECTOR AND OTHER EXECUTIVES .....	47
Article 37. Responsibility to be careful.....	47
Article 38. Responsibility to be honest and avoid conflicts of interest.....	47
Article 39. Liability for damages and compensation .....	49
CHAPTER X. RIGHT TO INVESTIGATE COMPANY'S BOOKS AND RECORDS .....	49

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

Article 40. Right to investigate books and records .....	49
CHAPTER XI. EMPLOYEES AND TRADE UNIONS .....	50
Article 41. Employees and Trade Unions .....	50
CHAPTER XII. PROFIT DISTRIBUTION .....	51
Article 42. Profit distribution .....	51
CHAPTER XIII. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME .....	51
Article 43. Bank accounts .....	51
Article 44. Fiscal year .....	52
Article 45. Accounting regime .....	52
CHAPTER XIV. ANNUAL REPORT, FINANCIAL STATEMENTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE .....	52
Article 46. Annual, six-month and quarterly financial statements .....	52
Article 47. Annual report .....	52
CHAPTER XV. AUDITING .....	53
Article 48. Auditing .....	53
CHAPTER XVI. SEAL .....	53
Article 49. Seal .....	53
CHAPTER XVII. TERMINATION OF OPERATIONS AND WINDING UP .....	53
Article 50. Termination of operations .....	53
Article 51. Liquidation .....	54
CHAPTER XVIII. RESOLUTION OF INTERNAL DISPUTES .....	54
Article 52. Resolution of internal disputes .....	54
CHAPTER XIX. RELATIONSHIP BETWEEN THE COMPANY AND SUBSIDIARIES .....	55
Article 53. Relationship between the Company and its subsidiaries .....	55
CHAPTER XX. SUPPLEMENTS AND AMENDMENTS TO THE CHARTER .....	56
Article 54. Company's Charter .....	56
CHAPTER XXI. EFFECTIVE DATE .....	57
Article 55. Effective date .....	57

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

## CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER

### Article 1. Interpretation of term

1. In this Charter, the following terms are construed as follows:
  - (a) “**Charter capital**” means the total par value of shares sold or registered to buy upon the establishment of the enterprise and as stipulated in Article 6 of this Charter;
  - (b) “**Law on Enterprises**” means the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
  - (c) “**Law on Securities**” means the Law on Securities No. 54/2019/QH14 dated November 26, 2019;
  - (d) “**Establishment Date**” means the date on which the Company is granted the Enterprise Registration Certificate (or equivalent documents) for the first time;
  - (e) “**Enterprise Executive**” means the General Director, Deputy General Director, Chief Financial Officer, Chief Accountant;
  - (f) “**Related Persons**” means an individual or organization stipulated in Clause 46, Article 4 of the Law on Securities;
  - (g) “**Independent Member of the Board of Directors**” means a member who meets the standards and conditions stipulated in Clause 2, Article 155 of the Law on Enterprises;
  - (h) “**Operation Term**” means the operation term of the Company specified in Article 2 hereof;
  - (i) “**Company**” or “**GELEX Group**” means GELEX Group Joint Stock Company;
  - (j) “**Subsidiary**” means a company in one of the following cases:
    - (i) GELEX Group owns more than 50% of the charter capital or total ordinary shares of that company; or
    - (ii) GELEX Group has the right to directly or indirectly decide to appoint the majority or all members of the Board of Directors, Director or General Director of that company; or
    - (iii) GELEX Group has the right to decide to amend and supplement the Charter of that company.
  - (k) “**Affiliated Company**” means a company in which (i) GELEX Group directly or indirectly holds 20% or more of the voting rights but is not a subsidiary of GELEX Group or (ii) other cases as prescribed by relevant laws.
  - (l) “**Vietnam**” means the Socialist Republic of Vietnam;

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

- (m) **“Enterprise’s Manager”** means a person who manages the company, including the Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director, Chief Financial Officer, Chief Accountant.
2. In this Charter, references to one or more other regulations or documents shall include any amendments, supplements, or replacements of such documents or regulations.
  3. The titles (Chapters, Articles of this Charter) are used for convenience in understanding the content and do not affect the content of this Charter.
  4. Words or terms defined in the Law on Enterprises and other legal documents shall have the same meaning in this Charter.

**CHAPTER II. NAME, FORM, HEADQUARTERS, BRANCHES,  
REPRESENTATIVE OFFICES, OPERATION TERM AND LEGAL  
REPRESENTATIVE OF THE COMPANY**

**Article 2. Name, form, head office, branches, representative offices and operation term of the Company**

1. Name of the Company  
Name of company in Vietnamese: **Công ty Cổ phần Tập đoàn GELEX**  
Name of company in English: **GELEX Group Joint Stock Company**  
Abbreviated name of company: **GELEX GROUP**
2. GELEX Group Joint Stock Company is a joint stock company with legal entity status in accordance with the applicable laws of Vietnam.
3. The Company's registered head office is:  
Head office address: No. 52 Le Dai Hanh, Le Dai Hanh Ward, Hai Ba Trung District, Hanoi City.  
Phone: 024.39726245 - 024.39726246  
Fax: 024.39 726 282  
E-mail: [gelex@gelex.vn](mailto:gelex@gelex.vn)  
Website: [www.gelex.vn](http://www.gelex.vn)
4. The Company may establish its branches and representative offices in other business locations to implement the Company's operational objectives in accordance with the decision of the Board of Directors and within the scope permitted by the law.
5. Except for early terminated of the operation term in accordance with Article 50 hereof, the Company's operation term is indefinite.

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*



### **Article 3. Legal representative of the Company**

1. The Company has 01 (one) legal representative. The General Director is the legal representative of the Company.
2. The legal representative of the Company is an individual who represents the Company in exercising the rights and obligations arising from the Company's transactions, represents the Company as a person requesting settlement of civil matters, plaintiff, defendant, person with related rights and obligations before the Arbitration, Court and other rights and obligations as prescribed by law.
3. The legal representative of the Company must reside in Vietnam; in case of leaving the country, he/she has to authorize in writing another individual residing in Vietnam to exercise the rights and obligations of the legal representative of the Company.
4. In case the authorization period expires and the legal representative of the Company has not returned to Vietnam and there is no other authorizations, the authorized person shall continue to exercise the rights and obligations of the legal representative of the Company within the scope of authorization until the legal representative of the Company returns to work at the Company or until the Board of Directors decides to appoint another person as the legal representative of the Company.
5. In case the legal representative of the Company is absent from Vietnam for more than 30 days without authorizing another person to exercise the rights and duties of the legal representative of the Company or is dead, missing, facing criminal prosecution, kept in temporary detention, serving a prison sentence, being subject to administrative measures at a compulsory drug rehabilitation facility, compulsory education facility, having limited or lost civil act capacity, having difficulty in cognition, controlling behavior, being prohibited by the Court from holding a position, practicing a profession or doing certain work, the Board of Directors shall appoint another person to be the legal representative of the Company.

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

### **Article 4. Objectives and business lines of the Company**

1. Business lines and operations of the Company
  - (a) Investment, management of investment capital and/or direct production and trading in the following business lines:
    - (i) Manufacturing and trading electrical equipment for industrial, agricultural and residential use;
    - (ii) Designing, manufacturing, trading and repairing various types of single-phase and three-phase electrical measuring devices (for both direct current and alternating current) across low voltage, medium voltage, and high voltage levels up to 220 kV;

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

- (iii) Trading of own or rented property and land use rights (*Excluding investment in construction of cemeteries for transfer of land use right and infrastructure thereon*);
- (iv) Short-term accommodation activities;
- (v) Wholesale of other machinery and equipment  
*(Excluding exercise of rights to export, import, distribute goods on the list of goods to which foreign investors and foreign-invested business organizations do not have the right to export, import or distribute)*;
- (vi) Wholesale of computers, computer peripheral equipment and software  
*(Excluding exercise of rights to export, import, distribute goods on the list of goods to which foreign investors and foreign-invested business organizations do not have the right to export, import or distribute)*;
- (vii) Wholesale of metals and metal ores.  
Details: Wholesale of iron ore and non-ferrous metal ores; Wholesale of iron, steel, and non-ferrous metals in primary forms; Wholesale of semi-finished products made of iron, steel, and non-ferrous metals (*Excluding precious metals*);
- (viii) Other specialized wholesale not elsewhere classified  
Details: Wholesale of industrial chemicals: aniline, printing ink, essential oils, industrial gases, chemical glues, colouring matter, synthetic resin, methanol, paraffin, scents and flavourings, soda, industrial salt, acids and sulphurs etc; wholesale of plastic materials in primary forms; wholesale of rubber; wholesale of textile fibres etc  
*(Excluding exercise of rights to export, import, distribute goods on the list of goods to which foreign investors and foreign-invested business organizations do not have the right to export, import or distribute)*;
- (ix) Wholesale of solid, liquid and gaseous fuels and related products  
*(Excluding crude oil and processed oil)*;
- (x) Wholesale of construction materials, equipment and supplies;
- (xi) Management consultancy activities  
*(Excluding legal advice, finance, tax, securities, as well as conditional business sectors)*;
- (xii) Activities auxiliary to financial service activities not elsewhere classified.  
Details: Investment advisory services.
- (xiii) Advertising  
*(Excluding products, goods, and services prohibited from advertising)*;
- (xiv) Market research and public opinion polling

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

*(Excluding surveying public opinion services (public opinion polling));*

- (xv) Organization of conventions and trade shows;
- (xvi) Combined office administrative services;
- (xvii) Computer consultancy and computer system management;
- (xviii) Other information technology and computer service activities;
- (xix) Other professional, scientific and technical activities not elsewhere classified

*(Excluding activities of independent journalist, Bill settlement and freight rate information, Securities/finance/accounting consultation, legal consultation);*

- (xx) Architectural and engineering activities and related technical consultancy;
- (xxi) Data processing, hosting and related activities;
- (xxii) Renting and leasing of non-financial intangible assets;
- (xxiii) Retail sale of computers, peripheral units, software and telecommunications equipment in specialized stores

*(Excluding exercise of rights to export, import, distribute goods on the list of goods to which foreign investors and foreign-invested business organizations do not have the right to export, import or distribute);*

- (xxiv) Wholesale of computers, computer peripheral equipment and software  
*(Excluding exercise of rights to export, import, distribute goods on the list of goods to which foreign investors and foreign-invested business organizations do not have the right to export, import or distribute);*

- (xxv) Service activities incidental to land transportation.

Details: Operation of parking lots for automobiles, motorcycles and other road vehicles.

- (b) Investing and exercising the rights and obligations of owners, shareholders, capital-contributing memberin subsidiaries, affiliated companies, and other organizations with investment capital from GELEX Group.

## 2. Objectives of the Company

The Company operates with the aim of making profits, creating stable jobs for employees, increasing profits for shareholders, contributing to the State budget and developing the Company to become stronger and more sustainable.

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

1. The Company is allowed to plan and conduct all business activities according to the Company's business lines announced on the National Enterprise Registration Portal and this Charter, in accordance with the provisions of

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

current laws and take appropriate measures to achieve the Company's objectives.

2. The Company may conduct business activities in other industries and professions that are not prohibited by law and approved by the General Meeting of Shareholders.

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

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

1. The charter capital of the Company is **8,594,297,930,000 VND** (*in words: Eight thousand five hundred and ninety-four billion, two hundred and ninety-seven million, nine hundred and thirty thousand Vietnamese Dong*).

The total charter capital of the Company is divided into **859,429,793** shares (*Eight hundred and fifty-nine million, four hundred and twenty-nine thousand, seven hundred and ninety-three shares*) with a par value of 10,000 (Ten thousand) VND/share.

Class of shares: Ordinary shares.

2. The Company can change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.
3. On the date of approval of this Charter, the Company's shares are ordinary shares. The rights and obligations of ordinary shareholders are stipulated in Articles 12 and 13 of this Charter.
4. The Company can issue preferred shares after approval by the General Meeting of Shareholders and in accordance with the provisions of law.
5. The Company has no founding shareholders.
6. Ordinary shares issued by the Company to increase its charter capital must be given priority to be offered for sale to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares that shareholders do not register to buy in full or register but do not pay for the purchase will be decided by the Board of Directors. The Board of Directors may allocate such shares to subjects under such conditions and in such manner as the Board of Directors deems appropriate, but may not sell such shares under conditions more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
7. The Company may redeem shares issued by the Company in the manners prescribed in this Charter and applicable laws.
8. The Company may offer and issue other classes of shares when approved by the General Meeting of Shareholders and in accordance with the provisions of law.

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

9. The Board of Directors shall decide on the time, method and price of selling shares. The selling price of shares must not be lower than the market price at the time of offering or the value recorded in the books of the shares at the most recent time, unless:
  - (a) Shares are offered for the first time to persons who are not founding shareholders;
  - (b) Shares offered to all shareholders in proportion to their existing shares in the Company;
  - (c) Shares offered to officers and employees under the Company's employee stock option plan (ESOP);
  - (d) Shares offered to brokers or guarantors. In this case, the specific discount amount or discount rate must be approved by the General Meeting of Shareholders or the Board of Directors (in case authorized by the General Meeting of Shareholders);
  - (e) Other cases and the discount rate in such cases shall be approved by the Resolution of the General Meeting of Shareholders each time.

#### **Article 7. Share certificates**

1. Shareholders of the Company may be granted share certificates corresponding to the number of shares and classes of shares owned in accordance with the provisions of law and this Charter.
2. Share certificates are certificates issued by the Company, book entries or electronic data confirming the ownership of one or more shares of the Company. Share certificates must have full contents as prescribed in Clause 1, Article 121 of the Law on Enterprises, specifically including the following contents:
  - (a) Name, enterprise code, headquarters address of the Company;
  - (b) Number of shares and class of shares;
  - (c) Par value of each share and total par value of shares stated on the share certificate;
  - (d) Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, headquarters address of organizational shareholders;
  - (e) Signature of the legal representative and seal of the Company;
  - (f) Registration number in the Company's register of shareholders and date of issuance of share certificates;
  - (g) Other contents as prescribed by law for share certificates of preferred shares (if any).
3. Within 03 (three) months from the date of submission of a complete application *In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

for transfer of share ownership as prescribed by the Company or from the date of full payment for the purchase of shares as prescribed in the Company's share certificate issuance plan or other period as prescribed by the issuance terms, the owner of the shares may be issued share certificates. The owner of shares shall not have to pay the Company for the cost of printing share certificates. The provisions of this Clause shall not apply to cases where the Company's shares are listed/registered for trading on a concentrated securities market and the shareholder has registered to deposit the shares owned by him/her in a depository account opened at a depository member legally operating in Vietnam.

4. In case a share certificate is lost, destroyed or damaged, the shareholder shall be reissued a new share certificate by the Company upon the request of that shareholder. The request of the shareholder must include the following contents:
  - (a) Information about the share certificate that has been lost, damaged or destroyed in other forms;
  - (b) Commitment to take responsibility for disputes arising from the reissuance of a new share certificate.

The shareholder shall pay all relevant expenses to the Company.

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

The Company may issue other classes of securities to raise capital in accordance with the provisions of current law and this Charter.

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

1. All fully paid shares are freely transferable unless otherwise provided by this Charter, the resolution of the General Meeting of Shareholders relating to the offering/issuance and the law.
2. Shares shall be transferred in accordance with the provisions of the law on securities and the securities market. The transfer is made by contract in the usual way when permitted by law or through transactions on the stock market. In case of transfer by contract, the transfer documents must be signed by the transferor and the transferee or their authorized representatives. In case of transfer through transactions on the stock market, the procedures and ownership registration shall comply with the provisions of the law on securities.
3. In case a shareholder is an individual who dies, the heir according to the will or according to the law of that shareholder shall be a shareholder of the Company.
4. In case the shares of a shareholder is an individual who dies without an heir, the heir refuses to receive the inheritance or is deprived of the right to inherit, the number of shares shall be resolved in accordance with the provisions of the law on civil matters.

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

5. Shareholders have the right to donate part or all of their shares in the Company to another person; use shares to pay debts. In this case, the person who receives the gift or receives debt payment by shares shall be a shareholder of the Company.
6. The recipient of shares in the cases specified in this Article shall only become a shareholder of the Company from the time their information specified in Clause 2, Article 122 of the Law on Enterprises is fully recorded in the register of shareholders. The provisions of this Clause shall not apply to cases where the Company's shares are listed/registered for trading on a concentrated securities market and the shareholder has registered to deposit the shares he/she owns in a depository account opened at a depository member legally operating in Vietnam.
7. Shares that have not been fully paid for shall not be transferred and shall not enjoy related rights such as the right to receive dividends, the right to receive shares issued to increase share capital from equity capital, the right to purchase newly offered shares and other rights as prescribed by law.

#### **Article 10. Forfeiture of shares**

Not applicable

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

#### **Article 11. Organizational structure, management and control**

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

1. General Meeting of Shareholders.
2. Board of Directors (with Audit Committee under the Board of Directors).
3. General Director.

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

#### **Article 12. Rights of shareholders**

1. Shareholders are owners of the Company, with rights and obligations corresponding to the number of shares and classes of shares they own. Shareholders are only responsible for the debts and other financial obligations of the Company within the scope of the capital contributed to the Company.
2. Ordinary shareholders have the following rights:
  - (a) Attending and speaking at the General Meeting of Shareholders and to exercise the right to vote directly or through an authorized representative or in other

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

forms as prescribed by the Company Charter, the law and in accordance with the Company's implementation conditions. Each ordinary share has one voting right;

- (b) Receiving dividends at the rate decided by the General Meeting of Shareholders;
- (c) Freely transferring their shares to others, unless prescribed in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
- (d) Having priority in purchasing newly offered shares corresponding to the proportion of ordinary shares they own in accordance with the provisions of the Company Charter and relevant legal provisions;
- (e) Reviewing, looking up and extracting information on the name and contact address related to that shareholder in the List of Shareholders with voting rights and request to correct any inaccurate information;
- (f) Reviewing, looking up, extracting or photocopying the Company's Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
- (g) In case the Company is dissolved or bankrupt, receive a portion of the remaining assets corresponding to the percentage of shares owned at the Company after the Company has paid its debts (including debt obligations to the State, taxes, fees) and paid to shareholders holding other classes of preferred shares of the Company in accordance with the provisions of law;
- (h) Requesting the Company to buy back their shares in the cases specified in Article 132 of the Law on Enterprises;
- (i) Being treated equally. Each share of the same class gives the shareholder equal rights, obligations and interests. In case the Company has preferred shares, the rights and obligations attached to the preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- (j) Having full access to periodic information and irregular information published by the Company in accordance with the provisions of law;
- (k) Having their legitimate rights and interests protected; requesting the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Law on Enterprises and this Charter;
- (l) Other rights in accordance with the provisions of law and this Charter.

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

- (a) Requesting the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
- (b) Reviewing, looking up, and extracting the minutes and resolutions, decisions

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*



- of the Board of Directors, semi-annual and annual financial statements, contracts, transactions that must be approved by the Board of Directors, and other documents, except for documents related to trade secrets and business secrets of the Company;
- (c) Requesting the Board of Directors to examine each specific issue related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, Citizen Identity Card number/ID card/Passport/other legal personal identification for individual shareholders; name, enterprise code/establishment decision number/other equivalent documents, head office address for institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders and ownership ratio in the total number of shares of the Company; issues to be inspected, purpose of inspection;
  - (d) Proposing issues to be included in the agenda of the General Meeting of Shareholders in accordance with Clause 4, Article 18 hereof;
  - (e) Other rights as prescribed by law and this Charter.
4. Shareholders or groups of shareholders owning 10% or more of the total number of ordinary shares have the right to nominate people to the Board of Directors in accordance with Clause 2, Article 25 hereof.

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

Ordinary shareholders have the following obligations:

1. Complying with the Company's Charter and internal management regulations of the Company; complying with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
2. Not withdrawing capital contributed in ordinary shares from the Company in any form, unless the Company or another person buys back the shares. In case a shareholder withdraws a part or all of the contributed capital in violation of the provisions of this Clause, that shareholder and the person with related interests in the Company shall be jointly responsible for the debts and other property obligations of the Company within the value of the withdrawn shares and any damages that occur.
3. Keeping confidential the information provided by the Company in accordance with the provisions of the Company's Charter and the law; only using the information provided to exercise and protecting their legitimate rights and interests; It is strictly forbidden to disseminate or copy or send information provided by the Company to other organizations or individuals.
4. Attending the General Meeting of Shareholders and exercising voting rights through the following forms:
  - (a) Attending and voting directly at the meeting;

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

- (b) Authorizing another person to attend and vote at the meeting;
- (c) Attending and voting through online meetings, electronic voting or other electronic forms;
- (d) Sending voting ballots to the meeting via mail, fax, or email.
- 5. Paying in full and on time for the shares registered for purchase as prescribed.
- 6. Providing the correct address when registering to purchase shares.
- 7. Fulfilling other obligations as prescribed by current laws.
- 8. Being personally responsible when performing one of the following acts in the name of the Company in any form:
  - (a) Violation of the law;
  - (b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
  - (c) Paying off debts that are not due before financial risks to the Company.

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

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest authority of the Company. The General Meeting of Shareholders must meet once a year and within four (04) months from the end of the fiscal year. The Board of Directors decides to extend the annual General Meeting of Shareholders, but not more than 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders is determined to be the place where the chair attends the meeting and must be in the territory of Vietnam.
2. The Board of Directors convenes the annual General Meeting of Shareholders and selects a suitable venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company's Charter, especially through the audited annual financial statements. In case the Audit Report of the Company's annual financial statements contains material exceptions, contrary audit opinions or rejections, the Company must invite a representative of the approved auditing organization to audit the Company's financial statements to attend the annual General Meeting of Shareholders and the representative of the above approved auditing organization shall be responsible for attending the annual General Meeting of Shareholders of the Company.
3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
  - (a) The Board of Directors deems it necessary for the benefit of the Company;
  - (b) The number of members of the Board of Directors, independent members of the Board of Directors is less than the minimum number of members prescribed by law or the number of members of the Board of Directors is reduced by more

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*



than one-third (1/3) compared to the number of members prescribed in this Charter;

- (c) At the request of a shareholder or group of shareholders specified in Clause 3, Article 12 hereof, a request to convene a meeting of the General Meeting of Shareholders must be made in writing and must include the full name, contact address, Citizen identity card/ID card/Passport/other legal personal identification for individual shareholders; name, enterprise code number/establishment decision number, head office address for institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders and ownership ratio in the total number of shares of the Company; basis, reason and purpose of the meeting, with sufficient signatures of relevant shareholders or the request document must be made in multiple copies and must include sufficient signatures of relevant shareholders. Attached to the request to convene a meeting must be documents and evidence of the violations of the Board of Directors, the level of violations or decisions exceeding authority;
- (d) Other cases as prescribed by law and this Charter.

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

- (a) The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days after the number of members of the Board of Directors and independent members of the Board of Directors remaining as prescribed in Point b Clause 3 hereof or from the date of receipt of the request prescribed in Point c and Point d Clause 3 hereof. In particular, in the case where the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number of members prescribed in this Charter, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days;
- (b) In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 hereof, within the next thirty (30) days, the shareholder or group of shareholders specified in Point c, Clause 3 hereof shall have the right to represent the Company to convene the General Meeting of Shareholders as prescribed by the Law on Enterprises.  

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Enterprise Registration Authority to supervise the order and procedures for convening, conducting the meeting and making decisions of the General Meeting of Shareholders.
- (c) All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. This expense does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

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

1. The General Meeting of Shareholders shall have the following rights and obligations:
  - (a) Approving the development orientation of the Company; the Company's annual business plan;
  - (b) Approving the Board of Directors' Report on the management and performance of the Board of Directors and each member of the Board of Directors;
  - (c) Approving the Report of the independent member of the Board of Directors at the annual General Meeting of Shareholders as prescribed in Article 284 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;
  - (d) Deciding on the class of shares and the total number of shares of each class that are entitled to be offered for sale; deciding on the annual dividend rate of each class of shares;
  - (e) Deciding on the number of members of the Board of Directors;
  - (f) Electing, dismissing, or removing members of the Board of Directors;
  - (g) Deciding on investment or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;
  - (h) Deciding to amend and supplement the Company's Charter;
  - (i) Approving the annual financial statements;
  - (j) Deciding to repurchase more than 10% of the total number of shares sold of each class;
  - (k) Reviewing and handling violations by members of the Board of Directors causing damage to the Company and its shareholders;
  - (l) Deciding to reorganize, dissolve or bankrupt the Company;
  - (m) Deciding on the budget or total remuneration, bonuses and other benefits for the Board of Directors;
  - (n) Approving the internal governance regulations; the operating regulations of the Board of Directors;
  - (o) Approving the list of approved auditing companies or deciding on an approved auditing company to conduct an audit of the Company's operations, and dismissing an approved auditor when deemed necessary;
  - (p) Approving the Company's signing of contracts and transactions with the subjects specified in Clause 1, Article 167 of the Law on Enterprises and Point b, Clause 4, Article 293 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 (including contracts and transactions granting loans or guarantees permitted to be implemented under the provisions of Article 293 of Decree No. 155/2020/ND-CP) with a transaction value equal to or greater than 35% or a transaction value resulting in a total transaction value arising within

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

100 / 2020 / 21

12 months from the date of the first transaction equal to or greater than 35% of the total value of the Company's assets recorded in the most recent financial statements and loan and lending contracts and transactions (within the scope of such loan contracts and transactions permitted to be implemented under the provisions of Article 293 of Decree No. 155/2020/ND-CP), sale of assets with a value greater than 10% of the total value of the Company's assets recorded in the most recent financial statements between the Company and shareholders owning 51% or more of the total number of voting shares or related persons of such shareholders;

- (q) Other rights and obligations as prescribed by law and the Charter.
2. The annual General Meeting of Shareholders discusses and approves the following issues:
- (a) Company's annual business plan;
  - (b) Annual financial statements;
  - (c) Report of the Board of Directors on the management and performance of the Board of Directors and each member of the Board of Directors;
  - (d) Report of the independent member of the Board of Directors at the annual General Meeting of Shareholders as prescribed in Article 284 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;
  - (e) Dividend level for each share of each class;
  - (f) Other matters within the authority.
3. Shareholders are not allowed to vote in the following cases:
- (a) Approval of contracts specified in Point p Clause 1 hereof when that shareholder or a person related to that shareholder is a party to the contract;
  - (b) The redemption of shares by that shareholder or by a person related to that shareholder, unless the repurchase of shares is made in proportion to the ownership ratio of all shareholders or the repurchase is made through order-matching transactions on the Stock Exchange or public offering in accordance with the provisions of law;
  - (c) Other cases in accordance with the provisions of law.
4. All resolutions and issues included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

#### **Article 16. Authorization to attend the General Meeting of Shareholders**

1. Shareholders or authorized representatives of shareholders being organizations may directly attend the meeting or authorize one or more other individuals or organizations to attend the meeting or attend the meeting through one of the forms specified in Clause 4, Article 13 hereof.
2. The authorization for an individual or organization to represent the General Meeting of Shareholders shall be in writing. *In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

Meeting of Shareholders as prescribed in Clause 1 hereof must be made in writing. The authorization document may be made according to the Company's form or a form in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder; the name of the authorized individual or organization and the number of authorized shares; the content and scope of authorization; the authorization period; the signature of the authorizing party, the authorized party and the seal if the shareholder is an organization (if there is a seal).

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

3. In case of re-authorization, the meeting attendee must present the original or a legal copy of the original authorization document of the shareholder or authorized representative of the shareholder being an organization.
4. The voting ballot of the authorized person attending the meeting within the scope of authorization shall remain valid in the event of one of the following cases:
  - (a) The authorized person has died, has limited civil capacity or has lost civil capacity;
  - (b) The authorized person has revoked the authorization;
  - (c) The authorized person has revoked the authority of the person performing the authorization.

This provision shall not apply in the event that the Company receives notice of one of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

5. The Company is exempted from all legal obligations related to fraud or forgery of the authorization letter (if any). The decisions of the General Meeting of Shareholders that have been passed shall remain valid in the event of fraud or forgery of the authorization letter.

#### **Article 17. Change of rights**

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

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

05/2  
TY  
AN  
DAN  
EX  
-TP

The organization of a meeting of shareholders holding a class of preferred shares to approve the above-mentioned change of rights is only valid when there are at least two (02) shareholders (or their authorized representatives) and holding at least one-third (1/3) of the par value of the issued shares of that class. In case there is not enough quorum as stated above, the meeting shall be re-organized within the next thirty (30) days and the holders of shares of that class (regardless of the number of people and shares) present in person or through authorized representatives shall be considered to have sufficient number of required delegates. At the meetings of shareholders holding the above-mentioned preferred shares, the holders of shares of that class present in person or through representatives may request a secret ballot. Each share of the same class shall have equal voting rights at the above-mentioned meetings.

2. The procedures for conducting such separate meetings shall be similar to those provided for in Articles 18, 19, 20 and 21 hereof.
3. Unless otherwise provided by the terms of issue of shares, the special rights attached to the classes of shares with preferential rights regarding some or all issues related 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 18. Convening, agenda and notice of the General Meeting of Shareholders**

1. The Board of Directors shall convene the annual General Meeting of Shareholders or an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 hereof.
2. The person convening the General Meeting of Shareholders must perform the following tasks:
  - (a) Preparing the List of shareholders entitled to attend the meeting. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days before the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date;
  - (b) Providing information and resolve complaints related to the List of shareholders entitled to attend the meeting;
  - (c) Preparing the agenda and content of the General Meeting;
  - (d) Preparing documents for the General Meeting;
  - (e) Drafting resolutions of the General Meeting of Shareholders according to the expected content of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors;
  - (f) Determining the time and place of the General Meeting;
  - (g) Preparing and sending notices of the General Meeting of Shareholders to all

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

shareholders entitled to attend the meeting;

- (h) Other tasks serving the General Meeting.
3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures that it reaches the shareholders' contact addresses, and shall be published on the Company's website and disclosed in accordance with current Law on Securities. The person convening the General Meeting of Shareholders shall send the notice of invitation to all shareholders on the List of Shareholders entitled to attend the meeting at least twenty-one (21) days before the opening date of the General Meeting of Shareholders (calculated from the date on which the notice is sent or transferred in a valid manner, postage is paid or placed in the mailbox).

The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the General Meeting shall be sent to shareholders and/or posted on the Company's website. In case the documents are not sent with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents for shareholders to access, including:

- (a) Meeting agenda, documents used in the meeting;
  - (b) List and detailed information of candidates in case of election of members of the Board of Directors;
  - (c) Voting ballot;
  - (d) Form of appointment of authorized representative to attend the meeting (if any);
  - (e) Draft resolution for each issue in the meeting agenda.
4. Shareholders or groups of shareholders as prescribed in Clause 3, Article 12 hereof have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The proposal must include the shareholder's full name, contact address, nationality, Citizen Identity Card number, Identity Card, Passport or other legal personal identification, and the shareholder's signature for individual shareholders; name, enterprise code or establishment decision number, head office address, signature of the legal representative and must be stamped for organizational shareholders; the number and class of shares held by the shareholder, and the content of the proposal to be included in the meeting agenda.
5. The person convening the General Meeting of Shareholders has the right to reject the proposal specified in Clause 4 hereof only in the following cases (no later than 02 working days before the opening date of the General Meeting of Shareholders must respond in writing and state the reasons):
- (a) The proposal is not submitted in accordance with the provisions of Clause 4 hereof;
  - (b) At the time of the proposal, the shareholder or group of shareholders does not *In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*



hold 05% or more of ordinary shares as prescribed in Clause 3, Article 12 hereof;

- (c) The proposed issue is not within the scope of decision-making authority of the General Meeting of Shareholders;
  - (d) Other cases as prescribed by law and this Charter.
6. The person convening the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 hereof in the proposed agenda and content of the meeting, except for the case specified in Clause 5 hereof; the proposal is officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.
  7. Unless otherwise provided by law, individuals or organizations that are not shareholders or representatives of shareholders or guests or members of the organizing committee of the General Meeting of Shareholders may only attend the General Meeting with the consent of the person convening the meeting.

#### **Article 19. Conditions for holding a General Meeting of Shareholders**

1. A meeting of General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents more than 50% of the total number of votes.
2. In case the first meeting does not meet the conditions for holding the meeting as prescribed in Clause 1 hereof, the notice of invitation to the second meeting shall be sent within thirty (30) days from the date of the planned holding of the first General Meeting of Shareholders. The second meeting of General Meeting of Shareholders shall only be held when the number of shareholders attending the meeting represents 33% or more of the total number of votes.
3. In case the second General Meeting is not eligible to be held according to Clause 2 hereof, the notice of invitation to the third General Meeting of Shareholders must be sent within twenty (20) days from the date of the planned second General Meeting. In this case, the General Meeting shall be held regardless of the total number of votes of the attending shareholders, shall be considered valid and shall have the right to decide all matters expected to be approved at the first General Meeting of Shareholders.
4. Only the General Meeting of Shareholders shall have the right to change the meeting agenda sent together with the notice of invitation to the meeting according to the provisions of Clause 3, Article 18 hereof.

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

1. Before opening the meeting, the Company must carry out the procedure of registering shareholders to attend the General Meeting of Shareholders.
2. When registering the shareholders, the Company shall issue to each shareholder

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

or authorized representative with voting rights a voting card/ballot, on which is recorded the registration number, full name of the shareholder/authorized representative and the number of votes of that shareholder. Voting shall be conducted by voting in favor, against, and without opinion. At the General Meeting, the number of cards in favor of the resolution shall be collected/raised first, the number of cards in disapproval of the resolution shall be collected/raised next, and the number of cards with no opinion shall be collected/raised last. Finally, the total number of valid or invalid votes, the number of votes in favor, against, and without opinion shall be counted to make a decision. The vote counting results shall be announced by the Chairman/Head of the Ballot Counting Committee before the closing of the meeting. The General Meeting shall elect those responsible for counting or supervising the counting of votes at the request of the Chairman. The number of members of the Ballot Counting Committee shall be decided by the General Meeting of Shareholders based on the request of the Chairman of the meeting.

3. Shareholders, authorized representatives of institutional shareholders or authorized persons who arrive after the meeting has opened have the right to register immediately and then have the right to participate and vote at the General Meeting immediately after registration. The Chairman is not responsible for stopping the General Meeting to allow late shareholders to register and the validity of the contents voted on previously will not change.
4. The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman of the Board of Directors is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting according to the majority principle.

In other cases, the person who signs the convening of the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect a chairman of the meeting and the person with the highest number of votes shall chair the meeting.

5. The Chairman shall appoint one or more persons to act as the meeting secretary.
6. The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and specifically identify the time for each issue in the agenda.
7. The Chairman of the General Meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees.
8. The Chairman is the person who has the right to decide on the order, procedures and events arising outside the agenda of the General Meeting of Shareholders.
9. The Chairman of the General Meeting has the right to postpone a meeting of the General Meeting of Shareholders with a sufficient number of delegates

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

attending as prescribed to another time or to change the meeting location in the following cases:

- (a) The meeting venue does not have enough convenient seats for all attendees;
- (b) The media at the meeting location does not ensure that shareholders attending the meeting can participate, discuss and vote;
- (c) There are attendees who obstruct or disrupt the order, causing a risk that the meeting will not be conducted fairly and legally.

The maximum postponement period shall not exceed 03 working days from the date the meeting is scheduled to open.

10. In case the Chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 9 hereof, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairman to conduct the meeting until its conclusion; all resolutions passed at that meeting shall be effective.
11. The person convening the General Meeting of Shareholders has the right to request shareholders or authorized representatives attending the General Meeting of Shareholders to be subject to inspection or other legal and reasonable security measures. In case any shareholder or authorized representative fails to comply with the above inspection regulations or security measures, the convener of the General Meeting of Shareholders, after careful consideration, has the right to refuse or expel the above shareholder or representative from the General Meeting.
12. The convener of the General Meeting of Shareholders, after careful consideration, may take appropriate measures to:
  - (a) Arranging seating at the venue of the General Meeting of Shareholders;
  - (b) Ensuring safety for everyone present at the meeting venues;
  - (c) Creating conditions for shareholders to attend (or continue to attend) the General Meeting.

The convener of the General Meeting of Shareholders has the full right to change the above measures and apply all necessary measures. The measures applied may be to issue entry tickets or use other forms of selection.

13. In the event that the General Meeting of Shareholders applies the above measures, the person convening the General Meeting of Shareholders, when determining the location of the General Meeting, may:
  - (a) Announcing that the General Meeting will be held at the location stated in the notice and the Chairman of the General Meeting will be present there (“Main Venue of the General Meeting”);
  - (b) Arranging and organizing so that shareholders or authorized representatives who cannot attend the meeting according to this Article or those who wish to attend at a location other than the main location of the General Meeting can simultaneously attend the General Meeting;

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

The notice of holding the General Meeting does not need to specify the organizational measures according to this Article.

14. In this Charter (unless otherwise required by circumstances), all shareholders are deemed to attend the General Meeting at the Main Venue of the General Meeting.
15. Every year, the Company organizes the General Meeting of Shareholders at least one (01) time. The annual General Meeting of Shareholders shall not be organized in the form of collecting shareholders' opinions in writing.
16. The Company is allowed to apply modern technology to organize the General Meeting of Shareholders. Related contents are stipulated in the Internal Regulations on Corporate Governance. In this case, the Company is responsible for ensuring that shareholders attend and vote through online meetings, electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

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

1. Unless specified in Clauses 2, 3 and 4 hereof, the decisions of the General Meeting of Shareholders shall be passed when more than 50% of the total number of votes of the shareholders attending and voting at the meeting approve.
2. The election of members of the Board of Directors must be carried out by the method of cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected of the Board of Directors and that shareholder has the right to accumulate all or part of his/her total votes for one or several candidates. The elected members of the Board of Directors are determined by the number of votes counted from high to low, starting from the candidate with the highest number of votes until the number of members to be elected is sufficient as prescribed in the Company's Charter. In case two (02) or more candidates receive the same number of votes for the final member of the Board of Directors, a re-election will be held among the candidates with equal votes or selection will be made according to the criteria specified in the Election Regulations or the Company's Charter.
3. Decisions of the General Meeting of Shareholders relating to the class of shares and the number of shares offered for sale; reorganization or dissolution of the enterprise; change of business lines, occupations and fields; change of the Company's management structure; investment projects, sale of assets with a value of 35% or more of the Company's total asset value calculated according to the most recent Financial statements shall be approved when 65% or more of the total number of votes of shareholders attending and voting at the General

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

Meeting of Shareholders approve.

4. A resolution of the General Meeting of Shareholders on the content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be passed if it is approved by the number of preferred shareholders of the same class attending the meeting owning 75% or more of the total number of preferred shares of that class or by the number of preferred shareholders of the same class owning 75% or more of the total number of preferred shares of that class in the case of passing the resolution in the form of obtaining written opinions.
5. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of votes are legal and effective even if the order and procedures for passing such resolution are not implemented in accordance with regulations.
6. Resolutions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within 15 days from the date of resolution approval or replaced by posting on the Company's electronic information page.

**Article 22. Authority and procedures for obtaining written opinions from shareholders to pass decisions of the General Meeting of Shareholders**

The authority and procedures for obtaining written opinions from shareholders to pass decisions of the General Meeting of Shareholders shall be implemented according to the following provisions:

1. Unless requiring approval from the General Meeting of Shareholders on the reorganization or dissolution of the Company or the Annual General Meeting of Shareholders must be held in the form of a meeting, the Board of Directors has the right to obtain written opinions from shareholders to pass decisions of the General Meeting of Shareholders on all remaining matters under the authority of the General Meeting of Shareholders at any time when deemed necessary for the benefit of the Company.
2. The Board of Directors must prepare opinion forms, draft resolutions of the General Meeting of Shareholders and documents explaining the draft resolutions. The Board of Directors must ensure that documents are sent and published to shareholders with voting rights within a reasonable time for shareholders to consider voting and must be sent at least ten (10) days before the deadline for receiving the Company's opinion ballot. The requirements and method of sending opinion ballots and accompanying documents shall be implemented in accordance with the provisions of Clause 3, Article 18 hereof.
3. The opinion ballot must contain the following main contents:
  - (a) Name, head office address, enterprise code;
  - (b) Purpose of opinion ballot;
  - (c) Full name, contact address, nationality, Citizen Identity Card number, Identity Card, Passport or other legal personal identification of individual shareholders;

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

Name, enterprise code or establishment decision number, head office address of the shareholder being an organization or full name, contact address, nationality, Citizen Identity Card number, Identity Card, Passport or other legal document number of the individual representing the shareholder being an organization; number of shares of each class and number of votes of the shareholder;

- (d) Issues requiring opinions to pass the decision;
  - (e) Voting options including approval, disapproval and no opinion on each issue for which opinions are sought;
  - (f) Deadline for sending to the Company or the deadline for receiving completed opinion forms;
  - (g) Full name and signature of the Chairman of the Board of Directors.
4. The completed ballot must be signed by the individual shareholder, or the legal representative or authorized representative of the shareholder who is an organization, and stamped with the seal of that organization (if the organization has a seal).
5. The ballot may be sent to the Company in the following forms:
- (a) By mail: The ballot sent to the Company must be contained in a sealed envelope and no one is allowed to open it before the vote count;
  - (b) By fax or email: The ballot sent to the Company by fax or email must be kept confidential until the time of vote count.
6. The ballots received by the Company after the deadline specified in the ballot content or opened in the case of mail or disclosed before the time of vote count in the case of fax or email are invalid. The ballots that are not returned are considered to be non-voting ballots.
7. The Board of Directors shall organize the vote counting and prepare the vote counting minutes under the witness and supervision of the person in charge of Company governance or the Chairman of the Audit Committee or of a shareholder who is not a person holding a management position in the company. The vote counting minutes must contain the following main contents:
- (a) Name, head office address, enterprise code;
  - (b) Purpose and issues requiring opinions to pass the resolution;
  - (c) Number of shareholders with total number of votes participated in the vote, in which the number of valid votes and invalid votes are distinguished and the method of sending the votes, with an appendix of the list of shareholders participating in the vote;
  - (d) Total number of votes in favor, against, and without opinion on each issue;
  - (e) Issues that have been passed and the corresponding percentage of votes passed;
  - (f) Full name and signature of the Chairman of the Board of Directors, the person
- In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

counting the votes and the person supervising the vote counting.

The members of the Board of Directors, the vote counters and the vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; and shall be jointly responsible for any damages arising from decisions passed due to dishonest or inaccurate vote counting.

8. The vote counting minutes and the Resolution of the General Meeting of Shareholders must be sent to the shareholders within fifteen (15) days from the date of completion of the vote counting. The sending of the vote counting minutes and the Resolution of the General Meeting of Shareholders may be replaced by posting them on the Company's website within twenty-four (24) hours from the date of completion of the vote counting.
9. The returned ballots, the vote counting minutes, the passed resolutions and relevant documents attached to the ballots must all be kept at the Company's head office.
10. A resolution passed by way of obtaining written opinions of shareholders must be approved by shareholders representing more than 50% of the total number of votes and has the same value as a resolution passed at a meeting of the General Meeting of Shareholders.

#### **Article 23. Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and stored in another electronic form. The minutes must be prepared in Vietnamese, and may be prepared in a foreign language and must include the following main contents:
  - (a) Name, head office address, enterprise code;
  - (b) Time and location of the General Meeting of Shareholders;
  - (c) Meeting agenda and content;
  - (d) Full name of the chair and secretary;
  - (e) Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
  - (f) Number of shareholders and total number of votes of shareholders attending the meeting, appendix of the list of shareholders and shareholders' representatives attending the meeting with the number of shares and corresponding number of votes;
  - (g) Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, approving, disapproving and abstaining votes; corresponding ratio of total number of votes of shareholders attending the meeting;
  - (h) Issues approved and the corresponding percentage of votes approved;
  - (i) Full name and signature of the chairman and secretary. In case the chairman

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

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

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

2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairman and secretary of the meeting or other persons signing the minutes shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
3. The minutes of the General Meeting of Shareholders and the documents attached to the Minutes (if any) must be published on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the end of the meeting.
4. The minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting, the resolutions passed, the authorization letter to attend the meeting, all documents attached to the Minutes (if any) and related documents attached to the meeting invitation must be kept at the Company's head office.

#### **Article 24. Request to annul the Resolution of the General Meeting of Shareholders**

Within ninety (90) days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of the results of the vote counting to collect shareholders' opinions in writing, the shareholder or group of shareholders specified in Clause 3, Article 12 hereof has the right to request the Court or Arbitration to consider and annul the resolution or part of the resolution content of the General Meeting of Shareholders in the following cases:

1. Order and procedures for convening meetings or collecting shareholders' opinions in writing and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except for the case specified in Clause 5, Article 21 hereof.
2. Content of the resolution violates the law or this Charter.

In case the resolution of the General Meeting of Shareholders is annulled by a decision of the Court or Arbitration, the person convening the annulled General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders within 60 days in accordance with the procedures prescribed in the Law on Enterprises and this Charter.

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*



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

## CHAPTER VII. BOARD OF DIRECTORS

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

1. In case the candidates have been determined in advance, information related to the candidates for the Board of Directors shall be included in the documents of the General Meeting of Shareholders and announced at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment to the honesty, accuracy and reasonableness of the published personal information and must commit to performing their duties honestly, carefully and for the best interests of the Company if elected as a member of the Board of Directors. Information related to the candidates for the Board of Directors to be announced includes:
  - (a) Full name, date of birth;
  - (b) Professional qualifications;
  - (c) Work history;
  - (d) Other management positions (including positions on the Board of Directors of other companies);
  - (e) Interests related to the Company and related parties of the Company;
  - (f) The Company must be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other management positions and interests related to the Company of the candidate for the Board of Directors (if any).
2. Shareholders holding ordinary shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors, specifically as follows:
  - (a) Shareholders or groups of shareholders holding 10% of the total number of voting shares may nominate one (01) candidate;
  - (b) Shareholders or groups of shareholders holding more than 10% to less than 30% of the total number of voting shares may nominate a maximum of two (02) candidates;
  - (c) Shareholders or groups of shareholders holding from 30% to less than 40% of total voting shares may nominate up to three (03) candidates;
  - (d) A shareholder or group of shareholders holding from 40% to less than 50% of the total number of voting shares may nominate up to four (04) candidates;

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

- (e) A shareholder or group of shareholders holding from 50% or more of the total number of voting shares may nominate up to five (05) candidates or may nominate up to a maximum number of candidates equal to the number of members of the Board of Directors to be elected.
3. In case the total number of candidates for the Board of Directors through nomination and candidacy is still not sufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations according to the mechanism prescribed by the Company in the Company's Internal Regulations on Corporate Governance. The nomination of candidates for the Board of Directors by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.

**Article 26. Composition and term of office of members of the Board of Directors**

1. The number of members of the Board of Directors is from five (05) to nine (09) people. The number of members of the Board of Directors at each period is proposed by the Board of Directors and the Board of Directors is organized to implement the nomination and candidacy procedures according to the proposed number. The term of office of a member of the Board of Directors is not more than five (05) years (specifically according to the resolution of the General Meeting of Shareholders) and can be re-elected for an unlimited number of terms. An individual can only be elected as an independent member of the Board of Directors at the Company for no more than 02 consecutive terms. In case all members of the Board of Directors end their terms at the same time, those members will continue to be members of the Board of Directors until a new member is elected to replace and take over the work. In case any member of the Board of Directors ends his/her term, that member shall continue to be a member of the Board of Directors until a new member is elected to replace him/her and take over the work at the General Meeting of Shareholders or the most recent written opinion of shareholders.
2. The structure of the Board of Directors is as follows:  
The structure of the Board of Directors of the Company must ensure that at least one-third (1/3) of the total number of members of the Board of Directors are non-executive members, and must ensure that there is a minimum number of independent members of the Board of Directors as prescribed in Clause 3 and Clause 4, Article 276 of Decree No. 155/2020/ND-CP and there is an Audit Committee under the Board of Directors. The organizational structure, functions and tasks of the Audit Committee are specified in the operating regulations of the Audit Committee issued by the Board of Directors from time to time.
3. A member of the Board of Directors shall no longer be a member of the Board of Directors in the event that he/she is dismissed, removed or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises. In the event that a member of the Board of Directors submits a

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

resignation, the resignation of the member of the Board of Directors must be approved by the General Meeting of Shareholders. During the period when the resignation has not been approved by the General Meeting of Shareholders, this member must still comply with the responsibilities and obligations of a member of the Board of Directors.

4. The appointment of a member of the Board of Directors must be disclosed in accordance with the provisions of the law on securities and the securities market.
5. Standards and conditions of a member of the Board of Directors:
  - (a) Not being subject to the prohibition of enterprise management in accordance with the provisions of Clause 2, Article 17 of the Law on Enterprises;
  - (b) Having professional qualifications and experience in business administration or the business lines of the Company. A member of the Board of Directors may not be a shareholder of the Company;
  - (c) In the case of an independent member of the Board of Directors, in addition to the above criteria, he/she must meet the criteria prescribed in Article 1.1.g hereof;
  - (d) A member of the Board of Directors of the Company may concurrently be a member of the Board of Directors of a maximum of 05 other companies.
  - (e) Other criteria as prescribed by law.

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

1. The Board of Directors is the management body of the Company, with full authority to decide and exercise the rights and obligations of the Company on behalf of the Company, except for the rights and obligations under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are prescribed by law, the Company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:
  - (a) Deciding on the Company's strategy, medium-term development plan and annual business plan;
  - (b) Determining operational objectives based on the strategic objectives approved by the General Meeting of Shareholders;
  - (c) Electing, dismissing and removing the Chairman of the Board of Directors; appointing and dismissing, signing contracts, terminating the contracts with the General Director, Deputy General Director, Chief Accountant, Chief Financial Officer, Director or Head of a branch or representative office of the Company and deciding on their salaries and other benefits; appointing authorized representatives to participate in the Board of Members or General Meeting of Shareholders at other companies, decide on the remuneration and other benefits of those people;

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

- (d) Supervising and directing the General Director and other executives in the daily business operations of the Company;
- (e) Resolving complaints of the Company against business executives;
- (f) Deciding on the organizational chart of the Company, the establishment/dissolution of subsidiaries, branches, representative offices and capital contribution, purchase/sale of shares, capital contributions of other enterprises; issuing necessary documents to manage investment capital, managing representatives of the Company's capital contributions at subsidiaries and other enterprises;
- (g) Deciding to appoint/resign/terminate the representative to manage the Company's capital contribution in other enterprises, deciding on the salary and other benefits of these people;
- (h) Proposing the reorganization or dissolution, requesting bankruptcy of the Company;
- (i) Developing and submitting internal regulations on corporate governance to the General Meeting of Shareholders for approval to protect shareholders;
- (j) Approving the agenda and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to approve decisions;
- (k) Proposing the annual dividend level; deciding on the time limit and procedures for paying dividends or deciding on handling losses arising during the business process;
- (l) Proposing the classes of shares to be issued and the total number of shares that are allowed to be offered for each class;
- (m) Deciding on the sale of unsold shares within the number of shares that are allowed to be offered for each class; deciding on raising additional capital in other forms;
- (n) Deciding to repurchase shares in accordance with Clause 1, Article 133 of the Law on Enterprises;
- (o) Proposing the issuance of convertible bonds and bonds with warrants; deciding on the plan to issue non-convertible bonds and bonds without warrants;
- (p) Deciding on the offering price of the Company's shares and bonds;
- (q) Submitting the Company's audited annual financial statements to the General Meeting of Shareholders;
- (r) Approving the contracts for purchase, sale, borrowing, lending and other contracts with a value equal to or greater than 10% of the total value of assets recorded in the Company's most recent financial statements. This provision does not apply to contracts and transactions under the authority of the General Meeting of Shareholders under this Charter and the Law on Enterprises;
- (s) Deciding on investment or sale of assets with a value of less than 35% of the total value of assets recorded in the Company's most recent financial

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

statements;

- (t) Deciding on solutions for market development, marketing and technology;
- (u) Exercising the rights and obligations of the owner of shares and capital contributions in enterprises with shares and capital contributions of the Company in accordance with the provisions of law;
- (v) Reporting to the General Meeting of Shareholders at the nearest annual meeting on the contents approved in the previous General Meeting of Shareholders' Resolutions that have not been implemented. In case of any changes in the contents within the decision-making authority of the General Meeting of Shareholders, the Board of Directors must submit them to the General Meeting of Shareholders at the nearest meeting for approval before implementation.
- (w) Other contents/issues that the Board of Directors decides must have the approval of the Board of Directors (except for cases under the authority of the General Meeting of Shareholders), including those matters that have been delegated to the General Director for decision according to the provisions of this Charter. These contents are specifically stated in the internal regulations issued by the Board of Directors according to the management needs of each period.
- (x) Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.

3. The following issues must be approved by the Board of Directors:

- (a) Establishment/termination of operations of branches or representative offices of the Company;
- (b) Establishment/dissolution of subsidiaries of the Company;
- (c) Investments not included in the business plan and budget or investments exceeding 10% of the value of the annual business plan and budget.
- (d) Valuation of assets contributed to the Company not in cash during the Company's share issuance, including gold, land use rights, intellectual property rights, technology and technological know-how;
- (e) Repurchase or withdrawal of no more than 10% of the total number of shares of each class offered for sale within twelve (12) months;
- (f) Decision on the price of repurchase or withdrawal of shares of the Company;
- (g) Business issues or transactions that the Board of Directors decides require approval within the scope of its authority and responsibility.

4. Unless otherwise provided by law and the Charter, the Board of Directors is authorized/decentralized/assigned to the Chairman of the Board of Directors, the Standing Committee of Board of Directors, agencies under the Board of Directors, and the General Director to perform part of the duties and rights of the Board of Directors as prescribed in this Article.

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

5. The Board of Directors must report to the General Meeting of Shareholders on its activities in accordance with Article 280 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.

6. Rights and obligations of independent members of the Board of Directors:

In addition to the general powers and obligations of members of the Board of Directors, independent members of the Board of Directors appointed as members of the Audit Committee have the responsibilities and powers of members of the Audit Committee as prescribed in the Internal Governance Regulations and the Operating Regulations of the Audit Committee.

Independent members of the Board of Directors in the Audit Committee are responsible for reporting on their activities at the annual General Meeting of Shareholders. An independent member of the Board of Directors must notify the Board of Directors of the fact that he/she no longer meets the standards and conditions stipulated in this Charter and the Law on Enterprises and is automatically no longer an independent member of the Board of Directors from the date of non-fulfillment of the standards and conditions. The Board of Directors must notify the case where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders or obtain written opinions from shareholders to elect additional or replace independent members of the Board of Directors in accordance with the provisions of this Charter.

#### **Article 28. Remuneration, salary and other benefits of members of the Board of Directors**

1. Members of the Board of Directors (excluding authorized representatives) shall receive remuneration for their work as members of the Board of Directors. The total remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders. This remuneration is distributed to the members of the Board of Directors as agreed upon by the Board of Directors.

2. Members of the Board of Directors must promptly and fully report to the Board of Directors on the remuneration they receive from subsidiaries, affiliates and other organizations in which they represent the Company's capital contribution.

3. The remuneration of each member of the Board of Directors must be shown as a separate item in the Company's Annual Financial statements.

4. Members of the Board of Directors holding executive positions or members of the Board of Directors working in subcommittees of the Board of Directors or performing other tasks that, according to the Board of Directors, are outside the scope of the normal duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profits or in other forms as decided by the Board of Directors.

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

5. Members of the Board of Directors are entitled to be reimbursed for all travel, accommodation, meals and other reasonable expenses incurred by them in performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors.

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

1. The Board of Directors must select from among the members of the Board of Directors to elect the Chairman of the Board of Directors and may have one or more Vice Chairmen of the Board of Directors. The Chairman of the Board of Directors shall not concurrently be the General Director, unless otherwise provided by law.
2. The Chairman of the Board of Directors shall have the following rights and obligations:
  - (a) Preparing the agenda and plan of activities of the Board of Directors;
  - (b) Preparing the agenda, content and documents for meetings, convening and chairing meetings of the Board of Directors;
  - (c) Organizing the adoption of resolutions of the Board of Directors; supervising the implementation of resolutions of the Board of Directors;
  - (d) Chairing the General Meeting of Shareholders in accordance with the provisions of law;
  - (e) Other rights and obligations stipulated in the Law on Enterprises and this Charter.

In case of being authorized by the Chairman of the Board of Directors, the Vice Chairman of the Board of Directors or a member of the Board of Directors shall have the same rights and obligations as the Chairman of the Board of Directors, but only in case the Chairman of the Board of Directors has notified the Board of Directors that he/she is absent or must be absent due to force majeure or is unable to perform his/her duties. In the above case, if the Chairman of the Board of Directors fails to appoint a Vice Chairman of the Board of Directors or a member of the Board of Directors to do so, the members of the Board of Directors shall appoint a Vice Chairman of the Board of Directors to temporarily exercise the rights and obligations of the Chairman of the Board of Directors. In case both the Chairman of the Board of Directors and the Vice Chairmen of the Board of Directors are absent or temporarily unable to perform their duties for any reason, the Board of Directors may appoint another person among them to perform the duties of the Chairman of the Board of Directors based on the majority principle.

3. The Chairman of the Board of Directors may be removed or dismissed by decision of the Board of Directors. In case the Chairman of the Board of Directors resigns or is removed or dismissed, the Board of Directors must elect

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

a replacement within ten (10) days from the date of receipt of the resignation or removal or dismissal.

4. In cases where it is deemed necessary and does not violate the prohibitions of law, the Chairman of the Board of Directors is authorized by duty or regularly authorized, decentralizing to the Vice Chairmen of the Board of Directors or members of the Board of Directors to sign documents and papers on behalf of the Chairman of the Board of Directors and to exercise the rights, responsibilities and duties of the Chairman of the Board of Directors. The Vice Chairmen of the Board of Directors and authorized members of the Board of Directors shall be responsible to the Chairman of the Board of Directors for the performance of the authorized tasks.

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

1. Meeting to elect the Chairman of the Board of Directors

In case the Board of Directors elects the Chairman of the Board of Directors, the Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors' term within seven (07) working days from the date of completion of the election of the Board of Directors for that term. This meeting is convened by the member with the highest number of votes or the highest percentage of votes. In case there is more than one (01) member with the highest number of votes or the highest percentage of votes, the members shall vote by majority to select one (01) of them to convene a meeting of the Board of Directors.

2. The Chairman of the Board of Directors must convene regular and extraordinary meetings of the Board of Directors. The Chairman of the Board of Directors may convene meetings when deemed necessary, but must meet at least once (01) each quarter.

3. Extraordinary meetings

The Chairman of the Board of Directors must convene a meeting of the Board of Directors, without delay without justifiable reasons, when one of the following subjects requests in writing, stating the purpose of the meeting, the issues to be discussed and the decision within the authority of the Board of Directors:

- (a) General Director or at least five (05) other executives;
- (b) Independent members of the Board of Directors;
- (c) At least two (02) members of the Board of Directors;
- (d) Other cases (if any).

4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of the request stated in Clause 3 hereof. In case the meeting is not convened as requested, the Chairman of the Board of Directors shall be responsible for any

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*



damage caused to the Company; the persons requesting the meeting as stated in Clause 3, Article 30 hereof shall have the right to replace the Chairman of the Board of Directors in convening a meeting of the Board of Directors.

5. In case of request from an independent auditing company to audit the Company's financial statements, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.

6. Meeting venue

The meeting of the Board of Directors shall be held at the Company's head office or at another location in Vietnam or abroad as decided by the Chairman of the Board of Directors and agreed by the Board of Directors.

7. Meeting invitation

The notice of the Board of Directors' meeting must be sent to the members of the Board of Directors at least three (03) working days before the meeting date. In case of emergency, the notice of the Board of Directors' meeting must be sent to the members of the Board of Directors at least one day in advance. The notice of the Board of Directors' meeting must be in writing in Vietnamese and must fully notify the time, venue of the meeting, agenda, content of the issues discussed, accompanied by necessary documents on the issues discussed and voted at the meeting and the members' voting ballots.

The meeting invitation is sent by one of the following methods: letter, fax, email or other means, but must ensure that it reaches the contact address of each member of the Board of Directors registered with the Company.

8. Conditions for holding meetings

Meetings of the Board of Directors shall be held when at least three-quarters (3/4) of the total number of members of the Board of Directors are present in person or through a representative (authorized person) if approved by a majority of the members of the Board of Directors.

In case the number of members attending the meeting is not sufficient as prescribed, the meeting must be convened for the second time within seven (07) days from the date of the first scheduled meeting. The second meeting shall be convened if more than half (1/2) of the members of the Board of Directors attend the meeting.

9. Meeting in the form of online conference

Meetings of the Board of Directors may be held in the form of online conference between members of the Board of Directors when all or some members are in different locations, provided that each member participating in the meeting can:

- (a) Listening to each other member of the Board of Directors speaking at the meeting;
- (b) Speaking to all other members attending simultaneously.

Discussions between members may be conducted directly by telephone or by

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

other means of communication or a combination of these methods. A member of the Board of Directors participating in such a meeting shall be considered "present" at that meeting. The meeting venue held in accordance with this provision shall be the location where the majority of the members of the Board of Directors are present, or the venue where the Chairman of the meeting is present.

Decisions adopted in a meeting via online conference shall be properly organized and conducted and shall take effect immediately upon the end of the meeting. Minutes of this meeting shall be drawn up in accordance with the contents specified in Clause 15 hereof.

10. Voting form

A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:

- (a) Attending and voting directly at the meeting;
- (b) Authorizing another person to attend the meeting if approved by the majority of the members of the Board of Directors;
- (c) Attending and voting via online conference or other similar form;
- (d) Sending a ballot to the meeting via mail, fax, or email. In case of sending a ballot to the meeting via mail, the ballot must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least one (01) hour before the opening. The ballot shall only be opened in the presence of all attendees.

11. Voting

- (a) Unless provided in Point b of this Clause, each member of the Board of Directors or authorized person present in person as an individual at the meeting of the Board of Directors shall have one (01) vote;
- (b) A member of the Board of Directors shall not vote on contracts, transactions or proposals in which the member or a person related to the member has an interest and such interest conflicts or may conflict with the interests of the Company. A member of the Board of Directors shall not be counted in the minimum number of members present to be able to hold a meeting of the Board of Directors on decisions on which the member does not have the right to vote;
- (c) Pursuant to Point d of this Clause, when a matter arises at a meeting relating to the interests or voting rights of a member of the Board of Directors and such member does not voluntarily waive his/her voting rights, the decision of the chairperson shall be final, except in cases where the nature or scope of the interests of the relevant member of the Board of Directors has not been fully disclosed;
- (d) A member of the Board of Directors who benefits from a contract specified in Point a and Point b Clause 5 Article 38 hereof shall be deemed to have a

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

11/2014 M-Z < 1/2/11

significant interest in that contract;

12. Disclosure of Interests

A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows that he or she is an interested party in it is responsible for disclosing this interest at the first meeting of the Board of Directors discussing the signing of this contract or transaction. In case a member of the Board of Directors does not know that he or she or a related person has an interest at the time the contract or transaction is signed with the Company, this member of the Board of Directors must disclose the related interests at the first meeting of the Board of Directors held after this member knows that he or she has an interest or will have an interest in the above transaction or contract.

13. Majority voting principle

The Board of Directors adopts the decisions and issues resolutions based on the approval of the majority of the members of the Board of Directors attending the meeting or authorized to attend the meeting (over 50%). In case the number of votes for and against are equal, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

14. Resolution passed by written opinion

A resolution passed by written opinion is passed on the basis of the approval of the majority of the members of the Board of Directors with voting rights. This resolution has the same effect and value as the resolution passed at the meeting.

15. Minutes of the Board of Directors meeting

The Chairman of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members and such minutes are authentic evidence of the work carried out at the meeting unless there is an objection to the content of the minutes within ten (10) days from the date of sending. The minutes of the Board of Directors meeting are prepared in Vietnamese and can be prepared in a foreign language and must have the following main contents:

- (a) Name, head office address, enterprise code;
- (b) Purpose, agenda and content of the meeting;
- (c) Time and location of the meeting;
- (d) Full name of each member attending the meeting or authorized person attending the meeting and method of attending the meeting; full name of members not attending the meeting and reasons;
- (e) Issues discussed and voted on at the meeting;
- (f) Summary of opinions expressed by each member attending the meeting in the order of the meeting;
- (g) Voting results, clearly stating members who approve, disapprove and have no opinion;

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

- (h) Issues passed and corresponding percentage of votes passed;
- (i) Full name and signature of the following persons:
  - (i) Signed by all members of the Board of Directors attending the meeting and the person recording the minutes; or
  - (ii) The minutes are made in multiple copies and each copy is signed by at least 01 member of the Board of Directors attending the meeting; or
  - (iii) Signed by the chair and the person recording the minutes, unless the chair and the person recording the minutes refuse to sign the minutes of the meeting, but if all other members of the Board of Directors attending and agreeing to approve the minutes of the meeting are signed and have full content as prescribed in points a, b, c, d, e, f, g and h, Clause 15 hereof, the minutes shall be valid. The minutes of the meeting clearly state that the chair and the person recording the minutes of the meeting refuse to sign the minutes of the meeting. The person signing the minutes of the meeting shall be jointly responsible for the accuracy and truthfulness of the content of the minutes of the Board of Directors meeting. The Chairman and the person taking the minutes shall be personally responsible for any damage caused to the Company due to their refusal to sign the meeting minutes in accordance with the provisions of the Law on Enterprises, this Charter and relevant laws.

### **Article 31. Standing Committee of the Board of Directors**

1. The Standing Committee of the Board of Directors is the permanent body of the Board of Directors, consisting of one or several members of the Board of Directors, elected by the Board of Directors if deemed necessary to represent the Board of Directors in resolving and deciding on a number of issues within the functions and duties of the Board of Directors between two meetings and/or handling work and transactions according to the detailed delegation of authority of the Board of Directors from time to time. The Board of Directors shall appoint one of the Standing Committee members of the Board of Directors as the Standing Executive of the Board of Directors.
2. The Standing Committee of the Board of Directors shall work collectively and be personally responsible. The Standing Committee of Board of Directors decides on matters within its authority according to the following principles:
  - (a) Decisions of the Standing Committee of Board of Directors are adopted in the following ways:
    - (i) Members discuss democratically at in-person meetings; or
    - (ii) Remotely collecting opinions in writing (sending letters/documents to collect opinions by post or directly, or via the Company's email system); or
    - (iii) Meetings are organized by telephone with recording; or

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

- (iv) Other forms of meetings in accordance with legal regulations; or
- (v) A combination of the above methods.

The principles of organizing in-person meetings, meetings via online conferences or remotely collecting opinions in writing by the Standing Committee of Board of Directors are applied similarly to the case of Board meetings as prescribed in this Charter.

- (b) Each member has one vote. The Standing Committee of Board of Directors decides by majority vote. In case the number of votes is equal, the party with the unanimous vote of the Standing Committee Executive/member authorized by the Standing Committee Executive to chair the meeting is the decision that is passed.
  - (c) The decision of the Standing Committee of Board of Directors passed in the form of remote consultation in writing/email/online conference is as valid as the decision passed directly at the Standing Committee meeting, provided that such meetings or consultations are conducted in accordance with the order and procedures prescribed in the Company's internal regulations and relevant legal regulations.
3. Duties and rights of the Standing Committee of Board of Directors:
- (a) The Standing Committee of Board of Directors is authorized to regularly monitor the Company's operations on behalf of the Board of Directors, and to decide on issues within the assigned/decentralized/authorized authority in the Company's management and administration activities between two meetings of the Board of Directors;
  - (b) Within the scope of its duties and rights, the Standing Committee of Board of Directors is authorized to make decisions and then report to the Board of Directors on the situation and results of the implementation of resolutions/decisions of the Standing Committee of Board of Directors at regular meetings of the Board of Directors;
  - (c) The Standing Committee member assigned to be in charge of each field of work is responsible for collecting information from specialized units to report or report with specialized units at meetings for the Standing Committee of Board of Directors/Board of Directors to make decisions;
  - (d) Other duties and rights as prescribed by the Board of Directors from time to time.

### **Article 32. Subcommittees under the Board of Directors**

1. The Board of Directors may establish its subcommittees to be in charge of development policies, personnel, remuneration, internal audit and other areas in accordance with the requirements of the Board of Directors from time to time. The number of members of the subcommittee shall be decided by the Board of Directors. In case the Board of Directors decides to establish personnel subcommittees and remuneration subcommittees, the Board of Directors shall

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

appoint one independent member of the Board of Directors to be the head of these subcommittees. In case no subcommittee is established, the Board of Directors may appoint an independent member of the Board of Directors to be in charge of personnel and/or remuneration issues according to the management needs of each period.

2. Members of the subcommittee may include one or more members of the Board of Directors and one or more external members as decided by the Board of Directors. In the process of exercising the delegated powers, the subcommittees must comply with the regulations set forth by the Board of Directors. These regulations may regulate or permit the admission of additional persons who are not members of the Board of Directors to the above sub-committees and allow such persons to vote as members of the sub-committee, but the number of external members should be less than half of the total number of members of the sub-committee.
3. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, or of persons with the status of members of sub-committees of the Board of Directors must comply with current legal provisions and the provisions of the Company's Charter.

### **Article 33. Person in charge of Company governance**

1. The Board of Directors shall appoint at least one (01) person to act as the Person in charge of Company governance to support the effective conduct of Company governance activities.
2. The Person in charge of Company governance must meet the following standards:
  - (a) Having knowledge of the law;
  - (b) Not concurrently working for an independent auditing company that is auditing the Company's financial statements;
  - (c) Other standards as prescribed by law, this Charter and the decision of the Board of Directors.
3. The Board of Directors may dismiss the Person in charge of Company governance when necessary but not contrary to current labor laws.
4. The Person in charge of Company governance has the following rights and obligations:
  - (a) Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;
  - (b) Preparing meetings of the Board of Directors and the General Meeting of Shareholders at the request of the Board of Directors;
  - (c) Advising on meeting procedures;
  - (d) Attending meetings;

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

- (e) Advising on procedures for preparing resolutions of the Board of Directors in accordance with the provisions of law;
- (f) Providing financial information, copies of Board of Directors meeting minutes and other information to members of the Board of Directors;
- (g) Monitoring and reporting to the Board of Directors on the Company's information disclosure activities.
- (h) Keeping information confidential in accordance with the provisions of law and the Company's Charter;
- (i) Other rights and obligations in accordance with the provisions of law and the Company's Charter.

## **CHAPTER VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES**

### **Article 34. Organization of the management apparatus**

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors. The Company has a General Director, Deputy General Directors (if necessary), Chief Accountant, and executives of specialized departments and divisions (according to management and operation needs). The appointment, dismissal, and removal of the General Director, Deputy General Director, Chief Accountant, and Financial Director must be approved by resolution of the Board of Directors.

### **Article 35. Corporate Executives**

1. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with the number and standards in accordance with the Company's management structure and regulations as prescribed by the Board of Directors. Corporate executives must be responsible for diligently supporting the Company to achieve the set goals in operation and organization.
2. Remuneration, salary, benefits and other terms in the labor contract for the General Director shall be decided by the Board of Directors (or the level assigned/authorized/delegated by the Board of Directors).

### **Article 36. Appointment, dismissal, duties and rights of the General Director**

1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person to be the General Director; sign a contract specifying remuneration, salary and other benefits. The General Director's salary must be reported at the Annual General Meeting of Shareholders and shown as a separate item in the Company's Annual Financial statements.
2. The term of office of the General Director shall not exceed five (05) years and

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

may be reappointed. The appointment may expire based on the provisions of the labor contract. The General Director must not be a person prohibited by law from holding this position and must meet the standards and conditions prescribed by law and the Company's Charter.

3. The General Director has the following rights and obligations:
  - (a) Implementing the resolutions of the Board of Directors and the General Meeting of Shareholders, the business plan and the investment plan of the Company approved by the Board of Directors and the General Meeting of Shareholders;
  - (b) Deciding on matters related to daily business operations that are not under the authority of the Board of Directors; deciding on transactions/contracts that are not under the authority of the General Meeting of Shareholders or the Board of Directors; deciding on transactions/contracts assigned/authorized/delegated by the General Meeting of Shareholders, the Board of Directors; organizing and operating the Company's daily business activities according to best management practices;
  - (c) Making recommendations to the Board of Directors on the Company's organizational chart and internal management regulations;
  - (d) Proposing measures to improve the Company's operational and management efficiency;
  - (e) Proposing the number and business executives that the Company needs to recruit for the Board of Directors to appoint or dismiss according to internal regulations and recommend remuneration, salary and other benefits for business executives for the Board of Directors to decide;
  - (f) Appointing, dismissing, and removing personnel positions in the Company according to the Company's internal regulations, except for positions under the authority of the Board of Directors;
  - (g) In the fourth quarter of each year, submit to the Board of Directors for consideration a detailed business plan for the following fiscal year on the basis of meeting the requirements of the appropriate budget as well as the five (05) year financial plan;
  - (h) Proposing a plan to pay dividends or handle business losses;
  - (i) Recruiting employees, deciding on salaries and other benefits for employees in the company, including business executives under the appointment authority of the General Director;
  - (j) Other rights and obligations as prescribed by law, this Charter, the Company's internal regulations, resolutions of the Board of Directors, and labor contracts signed with the Company.
4. The General Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and rights and must report to these levels when requested.

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*



5. The Board of Directors may dismiss the General Director when the majority of the members of the Board of Directors with voting rights present at the meeting agree or the majority of the members of the Board of Directors with voting rights agree if they obtain written opinions and appoint a new General Director to replace him. In case the General Director is also a member of the Board of Directors, the General Director shall not have the right to vote as prescribed in this Clause.

## **CHAPTER IX. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, THE GENERAL DIRECTOR AND OTHER EXECUTIVES**

### **Article 37. Responsibility to be careful**

Members of the Board of Directors, the General Director and other executives shall be responsible for performing their duties, including those as members of subcommittees of the Board of Directors, honestly and carefully for the best interests of the Company.

### **Article 38. Responsibility to be honest and avoid conflicts of interest**

1. Members of the Board of Directors, the General Director and other managers shall publicly disclose relevant interests in accordance with the provisions of Article 164 of the Law on Enterprises and other legal provisions.
2. Members of the Board of Directors, the General Director and other managers and their related persons shall only use information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Directors, the General Director and other managers shall be obliged to notify the Board of Directors of transactions between the Company, its subsidiaries, other companies in which the Company controls 50% or more of the charter capital with that entity itself or with related persons of that entity in accordance with the provisions of law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the Law on Securities on information disclosure.
4. The granting of loans or guarantees to shareholders, members of the Board of Directors, the General Director, other executives and individuals and organizations related to the above-mentioned subjects shall comply with the provisions of Article 293 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.
5. Contracts and transactions must be approved by the General Meeting of Shareholders or the Board of Directors

- (a) Contracts and transactions between the Company and the following subjects must be approved by the General Meeting of Shareholders or the Board of

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

Directors:

- (i) Shareholders, authorized representatives of shareholders owning more than 10% of the total number of ordinary shares of the Company and their related persons;
  - (ii) Members of the Board of Directors, the General Director, other executives and their related persons;
  - (iii) Enterprises whose members of the Board of Directors, the General Director and other executives of the Company must declare in accordance with the provisions of Clause 2, Article 164 of the Law on Enterprises.
- (b) The Board of Directors approves contracts and transactions in accordance with the provisions of Point a of this Clause and with a value of less than 35% of the total value of the enterprise's assets recorded in the most recent financial statements. In this case, the representative of the Company signing the contract or transaction must notify the members of the Board of Directors of the entities related to such contract or transaction; and at the same time, send along a draft contract or main content of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receipt of the notice; members with related interests shall not have the right to vote.
- (c) The General Meeting of Shareholders approves the following contracts and transactions:
- (i) Contracts and transactions as prescribed in Point a of this Clause with a value of 35% or more or leading to the total transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total value of the Company's assets recorded in the most recent financial statements;
  - (ii) Contracts and transactions of borrowing, lending (if permitted under the regulations on public company governance), selling assets with a value greater than 10% of the total value of the Company's assets recorded in the most recent financial statements between the Company and shareholders owning 51% or more of the total number of voting shares or related persons of such shareholders.

In case of approving a contract or transaction as prescribed in items (i) and (ii) of point c above, the representative of the company signing the contract or transaction must notify the Board of Directors of the relevant parties to that contract or transaction and send along a draft contract or a notice of the main content of the transaction. The Board of Directors shall submit a draft contract or transaction or explain the main content of the contract or transaction at the General Meeting of Shareholders or obtain written opinions from shareholders. In this case, shareholders with interests related to the parties to the contract or transaction shall not have the right to vote. Contracts and transactions shall be approved as prescribed in Article 21 and Clause 10, Article 22 hereof.

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

- (d) Contracts and transactions are invalidated by a Court decision and handled in accordance with the provisions of law when signed or performed without approval as prescribed in Point b and Point c of this Clause, causing damage to the Company, the person signing the contract, shareholders, members of the Board of Directors or the General Director concerned must jointly compensate for the damage arising, and return to the Company the benefits gained from the performance of such contracts and transactions.
6. Members of the Board of Directors, the General Director, other executives and organizations and individuals related to the above members are not allowed to use information that has not been permitted to be published by the Company or disclose it to others to carry out related transactions.

### **Article 39. Liability for damages and compensation**

1. Members of the Board of Directors, the General Director and other executives who violate their obligations and responsibilities of honesty and prudence, and fail to fulfill their obligations, shall be responsible for the damages caused by their violations.
2. The Company shall indemnify those who have been, are or may become a party to any claim, lawsuit or prosecution (including civil and administrative cases and not lawsuits initiated by the Company) if such person has been or is a member of the Board of Directors, General Director, other executive officers, employees or representatives authorized by the Company, has been or is performing duties authorized by the Company, acted honestly, prudently, for the benefit of the Company, on the basis of compliance with the law and there is no evidence confirming that such person has violated his/her responsibilities.
3. Compensation costs include judgment costs, fines, and actual payments (including attorney fees) when resolving these cases within the framework permitted by law. The Company may purchase insurance for these persons to avoid the above compensation responsibilities.

## **CHAPTER X. RIGHT TO INVESTIGATE COMPANY'S BOOKS AND RECORDS**

### **Article 40. Right to investigate books and records**

1. Ordinary shareholders have the right to directly or through an authorized person to submit a written request to inspect information related to that shareholder in the list of shareholders with voting rights, the minutes of the General Meeting of Shareholders and to photocopy or extract these documents during working hours and at the head office of the Company. The request for inspection by the authorized representative of the shareholder must be accompanied by the original power of attorney of the shareholder that person represents or a notarized copy of this power of attorney.
2. Members of the Board of Directors, the General Director and other executives

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

11/21/2024 10:57:11 AM

have the right to inspect the Company's register of shareholders, the list of shareholders and other books and records of the Company for purposes related to their positions, provided that such information must be kept confidential.

3. The Company must keep this Charter and any amendments to the Charter, the Enterprise Registration Certificate, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, annual financial statements, accounting books and other important documents as prescribed by law at its head office.
4. The Company Charter must be published on the Company's website.
5. The disclosure of the Company's interests and related persons shall be carried out in accordance with the provisions of Article 164 of the Law on Enterprises.

The Company shall create conditions for shareholders, authorized representatives of shareholders, members of the Board of Directors, the General Director and other executives to access, review, extract and copy the list of related persons and related interests in the fastest and most convenient manner. When there is a need to review, extract, or copy the content of the declaration of related persons and related interests, shareholders and authorized representatives of shareholders must send a written request to the Company during working hours. The request must clearly state the name of the shareholder, the number of each class of shares of the shareholder, the information to be reviewed/extracted/copied, and the reason for the request. The Company has the right not to provide personal information (such as Citizen Identity Card, Identity Card, Military Identification Card, Valid Passport, contact address, permanent address, telephone number, fax number, email, securities trading account number, securities depository account number, bank account number, etc.) to ensure the confidentiality of personal information of the declarant and related persons of the declarant.

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

### **Article 41. Employees and Trade Union**

1. Where necessary, the General Director shall plan for the Board of Directors to approve matters relating to recruitment, dismissal, wages, social insurance, benefits, rewards and discipline for employees and Enterprise executives.
2. Where necessary, the General Director shall plan for the Board of Directors to approve matters relating to the Company's relations with trade unions in accordance with best management standards, practices and policies, practices and policies stipulated in this Charter, the Company's regulations and current legal regulations.

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

11/11/2024 11:11

## CHAPTER XII. PROFIT DISTRIBUTION

### Article 42. Profit distribution

1. The General Meeting of Shareholders shall decide on the level of dividend payment and the form of annual dividend payment from the Company's retained profits.
2. The Board of Directors may decide to make a mid-term dividend advance if it deems that such advance is consistent with the Company's profitability and in accordance with relevant laws.
3. The Company shall not pay interest on the dividend payment or the payment related to a class of share.
4. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of the dividend in cash, in shares of the Company or in other assets in accordance with the provisions of law. The Board of Directors shall be the agency implementing this decision.
5. In case dividends or other amounts related to a class of shares are paid in cash, the Company must pay in Vietnamese Dong. Payments may be made directly or through banks based on the bank account details provided by the shareholder. In case the Company has transferred money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company shall not be responsible for the amount the Company has transferred to this shareholder. Dividend payments may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.
6. In case of approval by the General Meeting of Shareholders and in accordance with the provisions of law, the Board of Directors may decide and notify that the holders of ordinary shares shall receive dividends in ordinary shares instead of cash dividends. These additional shares for dividend payment are recorded as fully paid shares on the basis that the value of the dividend shares must be equivalent to the cash amount of the dividend.
7. Other issues related to profit distribution are implemented in accordance with the provisions of law.

## CHAPTER XIII. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME

### Article 43. Bank accounts

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

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

opens accounts.

**Article 44. Fiscal year**

The Company's fiscal year begins on the first day of January each year and ends on the 31<sup>st</sup> day of December of the same year. The first fiscal year begins on the date of issuance of the Certificate of Enterprise Registration and ends on the 31<sup>st</sup> day of December of the same year.

**Article 45. Accounting regime**

1. The accounting regime used by the Company is the Vietnamese Accounting Standards System (VAS), the enterprise accounting regime or other accounting regimes approved by competent authorities.
2. The Company shall prepare accounting books in Vietnamese and keep accounting records in accordance with the provisions of law on accounting and related laws. These records must be accurate, up-to-date, systematic and sufficient to demonstrate and explain the Company's transactions.
3. The Company shall use the Vietnamese Dong as the accounting currency.

**CHAPTER XIV. ANNUAL REPORT, FINANCIAL STATEMENTS AND  
RESPONSIBILITY FOR INFORMATION DISCLOSURE**

**Article 46. Annual, six-month and quarterly financial statements**

1. The Company must prepare an annual financial statements in accordance with the provisions of law and the report must be audited in accordance with the provisions of Article 48 hereof.
2. The Company must prepare a six-month financial statements and a quarterly financial statements in accordance with the Law on Enterprises and current legal provisions.
3. The audited annual financial statements (including the auditor's opinion), the reviewed six-month financial statements and the quarterly financial statements must be published on the Company's website, disclosed and submitted to the competent state agency in accordance with the provisions of law.

**Article 47. Annual report**

The Company must prepare and publish an annual report in accordance with the provisions of law on securities and the securities market

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

15  
1  
17  
C  
J  
14

## CHAPTER XV. AUDITING

### Article 48. Auditing

1. The General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to decide on one of these units to audit the Company's financial statements for the following fiscal year. The Company shall prepare and submit its annual financial statements to the independent auditing company after the end of the fiscal year.
2. The independent auditing company shall examine, confirm, prepare an audit report and submit it to the Board of Directors.
3. A copy of the audit report shall be attached to the Company's annual financial statements.
4. The independent auditor performing the audit of the Company is allowed to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders that the shareholders are entitled to receive and to express opinions at the General Meeting on issues related to the audit of the Company's financial statements.

## CHAPTER XVI. SEAL

### Article 49. Seal

1. The Board of Directors decides to approve the official seal (seal sample) of the Company and the seal is engraved in accordance with the provisions of law and the Company's Charter.
2. The Board of Directors and the General Director use and manage the seal in accordance with the provisions of current law.

## CHAPTER XVII. TERMINATION OF OPERATIONS AND WINDING UP

### Article 50. Termination of operations

1. The Company may be terminated in the following cases:
  - (a) Dissolution by decision of the General Meeting of Shareholders;
  - (b) The Court declares the Company bankrupt in accordance with current law;
  - (c) The Certificate of Enterprise Registration is revoked;
  - (d) Other cases as prescribed by law.
2. The winding up of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

### **Article 51. Liquidation**

1. After the decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee consisting of three (03) members, of which two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its operating regulations. The members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be paid by the Company prior to other debts of the Company.
2. The Liquidation Committee shall be responsible for reporting to the Enterprise Registration Authority on the date of establishment and the date of commencement of operation. From that time on, the Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.
3. The proceeds from the liquidation shall be paid in the following order:
  - (a) Liquidation expenses;
  - (b) Debts of wages, severance pay, social insurance and other benefits of employees under the collective labor agreement and signed labor contracts;
  - (c) Tax debts;
  - (d) Other debts of the Company;
  - (e) The remaining amount after paying all debts from Point (a) to Point (d) above shall be distributed to shareholders. Preferred shares shall be paid first in accordance with the provisions of law.

## **CHAPTER XVIII. RESOLUTION OF INTERNAL DISPUTES**

### **Article 52. Resolution of internal disputes**

1. In case of disputes or complaints related to the Company's operations, the rights and obligations of shareholders as prescribed in the Law on Enterprises, other legal provisions, the Company's Charter and other regulations of the Company, occurring between:
  - (a) Shareholders and the Company;
  - (b) Shareholders with the Board of Directors, General Director or other executive officers;

The parties concerned shall attempt to resolve such dispute through negotiation and conciliation. Except in the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution of the dispute and shall request each party to present information relating to the dispute within 90 working days from the date the dispute arises. In the case of a dispute involving the Board of

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*



Directors or the Chairman of the Board of Directors, any party may request the Audit Committee to appoint an independent expert to act as a mediator for the dispute resolution process.

2. In the event that a conciliation decision is not reached within six (06) weeks from the start of the conciliation process or if the decision of the conciliator is not accepted by the parties, a party may refer the dispute to Arbitration or a competent People's Court.
3. The parties shall bear all costs related to the negotiation and conciliation procedures. Payment of court costs shall be made in accordance with the judgment of the Court.

## **CHAPTER XIX. RELATIONSHIP BETWEEN THE COMPANY AND SUBSIDIARIES**

### **Article 53. Relationship between the Company and its subsidiaries**

1. The Company and its subsidiaries have their own charters of organization and operation, approved in accordance with the order and procedures of relevant laws, conduct independent business activities, and are responsible before the law and their shareholders/owners;
2. The Company will support its subsidiaries by identifying and providing general development orientations and strategies on the basis of promoting the strengths of the subsidiaries. Cooperation and trade and investment support activities between the Company and its subsidiaries are determined on the basis of commercial conditions for the best interests of both parties and in accordance with the provisions of law.
3. The Company shall appoint and delegate the authority to the authorized capital representative(s) of the Company to manage the Company's shares/capital contributions at the subsidiary and to manage the use of the Company's capital at the subsidiary in accordance with the Company's internal regulations within the scope of the subsidiary's Charter and the law.
4. The rights and obligations of the authorized representative(s) of the Company at the subsidiary are determined in accordance with the provisions of law and the regulations and rules issued by the Company's Board of Directors (or the authorized/delegated level) from time to time. The authorized representative(s) of the Company shall be responsible for complying with the above-mentioned regulations and rules, the subsidiary's Charter and relevant legal provisions.
5. The Company shall not directly decide or directly participate in the management of the subsidiary. This provision does not exclude the rights of the authorized representative(s) of the Company to perform management and operational roles at the subsidiary.
6. The Company exercises its rights at the subsidiary through its representative who is a member of the Board of Directors/General Director or through the exercise of shareholders' voting rights at the subsidiary's General Meeting of

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

Shareholders (in the form of a meeting or by obtaining written opinions).

7. The Company has the right to manage, inspect and supervise the use of the Company's capital at the subsidiary and has the right (but not the obligation) to support the subsidiary in one, several or all aspects of the subsidiary's administrative and management activities with the aim of improving operational efficiency and/or promoting the growth of production, business and investment of the subsidiary.
8. The Company has the right (but not the obligation) to send inspection teams and participate in inspection teams on the management and use of the Company's capital contribution at the subsidiary. The scope of inspection includes: inspecting the management and use of the Company's capital contribution at the subsidiary; inspect the implementation and deployment of the Company's instructions on issues that the capital representative has reported/asked for opinions; inspect the performance of other tasks and obligations of the representative according to the Company's Charter, the Charter of the subsidiary, the Company's internal regulations on the management of the capital representative; inspect business activities if necessary or according to the approval/agreement between the Company and the subsidiary, on the basis of compliance with current laws. In addition, the Company exercises the right to request/require the Audit Committee/Board of Supervisors at the subsidiary to inspect each specific issue related to the management and operation of the subsidiary in its role as a controlling shareholder. Inspection activities are conducted periodically or suddenly and irregularly when necessary. The capital representative is responsible for coordinating and creating the most favorable conditions for the Company to conduct and carry out inspection activities according to the provisions of this Clause.
9. The Company is allowed to conduct internal audits for all aspects of the Subsidiary's operations to assist the Subsidiary in promptly detecting, overcoming and preventing risks that may arise. Implementation measures may include: sending an independent working group or coordinating with the Audit Committee/Board of Supervisors/Internal Audit Department of the Subsidiary to conduct audits; organizing training sessions to improve the quality of internal audits at the Subsidiary; other measures in accordance with international practices and standards.
10. The Company and its Subsidiaries have other rights and obligations as prescribed in this Charter, the Charter of the Company and relevant provisions of the Law on Enterprises, the Investment Law and other relevant provisions of law.

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

### **Article 54. Company's Charter**

1. Amendments and supplements to this Charter must be considered and decided

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*

by the General Meeting of Shareholders.

2. In case there are provisions of law related to the Company's operations that have not been mentioned in this Charter or in case there are new provisions of law that are different from the provisions in this Charter or there are provisions in this Charter that are contrary to current relevant legal provisions, then the provisions of such law shall naturally be applied and regulate the Company's operations.

## **CHAPTER XXI. EFFECTIVE DATE**

### **Article 55. Effective date**

1. This Charter, consisting of 21 Chapters and 55 Articles, shall take effect from the date the General Meeting of Shareholders of GELEX Group Joint Stock Company unanimously approves the amendments and supplements, and accepts the full text of this Charter on March 27, 2025.
2. This Charter is made in 02 copies, with equal validity.
3. This Charter is the sole and official copy of the Company.
4. Copies or extracts of the Company Charter shall be valid when signed by the legal representative of the Company or a person authorized by the legal representative.

Full name and signature of the legal representative of the Company./.

**LEGAL REPRESENTATIVE OF THE  
COMPANY**

*(signed)*

**NGUYEN VAN TUAN**

*In the event of any conflict, inconsistency, or discrepancy between the English and the Vietnamese version, the Vietnamese version shall prevail.*