

**CIC GROUP JOINT STOCK COMPANY**

**CHARTER OF  
ORGANIZATION & OPERATION  
CIC GROUP JOINT STOCK COMPANY  
(Stock symbol: CKG)**

**June 14, 2025**

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## INTRODUCTION

These Charter were adopted by Shareholders of CIC Group under Resolutions No. 01/2025/NQ-ĐHĐCĐ and No. 02/2025/NQ-ĐHĐCĐ dated June 14, 2025 of the Company's General Meeting of Shareholders.

### Chapter 1

#### DEFINITION OF TERMS IN THE CHARTER

##### Article 1. Interpretation of terms

1. In these Charter, the following terms shall be understood as follows:
  - a. "Charter capital" is the total par value of issued shares, fully paid by shareholders, and stipulated in Article 6 of these Charter.0
  - b. "Voting capital" is share capital, whereby the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
  - c. "Law on Enterprises" is Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of The Socialist Republic Of Vietnam on June 17, 2020.
  - d. "Law on Securities" is Law on Securities No. 54/2019/QH14 adopted by the National Assembly of The Socialist Republic Of Vietnam on November 26, 2019.
  - e. "Establishment Date" is the date the Company was first issued the Certificate of Enterprise Registration (Business Registration Certificate and equivalent documents).
  - f. "Enterprise Manager" means the person managing the company, including the Chairman of the Board of Directors, members of the Board of Directors, General Directors, Deputy General Directors, and other management positions in the Company approved and appointed by the Board of Directors in accordance with this Charter.
  - g. "Affiliated persons" are individuals, organizations stipulated in Clause 23, Article 4 of the Law on Enterprises, Clause 46, Article 4 of the Law on Securities.
  - h. A shareholder is an individual or organization owning at least one share of a joint-stock company.
  - i. A founding shareholder is a shareholder owning at least one ordinary share and signing the list of founding shareholders of the joint-stock company.
  - j. "Major shareholders" are shareholders stipulated in Clause 18, Article 4 of the Law on Securities.
  - k. "Term of Operation" is the term of operation of the Company stipulated in Article 2 of these Charter and any extension period (If any) approved by the Company's General Meeting of Shareholders by Resolution.0
  - l. "Vietnam" is The Socialist Republic Of Vietnam.



m. "The Stock Exchange." is the Vietnam Stock Exchange and its Company's subsidiaries.

2. In these Charter, references to one or more provisions or other documents include any amendments or replacement documents.

3. Headings (chapters, articles of these Charter) are used for convenience in understanding the Content and do not affect the Content of these Charter;

4. Words or terms defined in the Law on Enterprises (unless inconsistent with the subject or context) shall have the same meaning in these Charter.

## **Chapter 2**

### **NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY**

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

1. Name of company:

- Vietnamese name:

**Công ty Cổ phần Tập đoàn CIC.**

- English name:

**CIC Group Joint Stock Company.**

- Abbreviated English name:

- **CIC Group.**

- Trading name:

**CIC Group.**

2. The Company is a joint stock company with legal personality in accordance with the current laws of Vietnam.

3. The Company's registered office is: No. 34 Tran Phu Street, Vinh Thanh Ward, Rach Gia City, Kien Giang Province.

- Telephone : 02973 874 660;
- Fax : 02973 866 541;
- E-mail : [cic@cicgroups.com](mailto:cic@cicgroups.com);
- Website : [www.cicgroups.com](http://www.cicgroups.com).

4. The Company may establish branches and representative offices within its business area to implement the Company's operational objectives in accordance with the resolution of the Board of Directors and within the scope permitted by law.

5. Unless the operation is terminated early according to Clause 2 of Article 52 or the operation is extended according to Article 53 of this Charter, the operational term of the Company is 50 years calculated from the establishment date.

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

1. The number of legal representatives of the Company is one (01). The Chairman of the Board of Directors 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 performing the obligations arising from transactions, contracts, issues arising from the relationship between the Company and individuals, organizations, and state management agencies related to the Company's activities; represents the company as an employer in accordance with labor and insurance laws; represents the company as a petitioner for civil matters, plaintiff, defendant.... current law.

3. The Company's legal representative must reside in Vietnam; in case of exiting Vietnam, they must authorize another person in writing to exercise the rights and duties of the Company's legal representative. In this case, the legal representative remains responsible for the exercise of the authorized rights and obligations.

4. If the authorization period expires and the Company's legal representative has not returned to Vietnam and there is no other authorization, the authorized person shall continue to exercise the rights and obligations of the Company's legal representative within the scope of the authorization until the Company's legal representative returns to work at the Company or until the Board of Directors decides to appoint another person as the Company's legal representative.

5. If absent from Vietnam for more than thirty (30) days without authorizing another person to exercise the rights and duties of the Company's legal representative, the Board of Directors shall appoint another person as the Company's legal representative.

6. In some special cases, the competent Court has the right to appoint a legal representative during court proceedings.

## **Chapter 3**

### **OBJECTIVES, BUSINESS SCOPE AND OPERATION**

#### **Article 4. Company's Operational Objectives**

##### **1. Business Lines:**

<b>No.</b>	<b>Name of business line, activity</b>	<b>Code of business line, activity</b>
1.	Wholesale of solid, liquid, gas fuels and related products	4661



	<p>(Not conducting business at the registered address)</p> <p>(Except for the exercise of the rights to export, import, and distribute goods on the list of goods for which foreign investors are not allowed to exercise export, import, and distribution rights, such as: tobacco and cigars, newspapers and magazines, recorded media items, precious metals and gemstones, pharmaceuticals, explosives, crude oil and processed oil, rice, cane sugar, and beet sugar)</p>	
2.	<p>Installation of electrical systems</p> <p>Details: Installation of indoor lighting systems. Installation of fire prevention and fighting systems for construction works; Installation of solar power systems and lighting fixtures.</p>	4321
3.	Other specialized construction activities	4390
4.	Manufacture of concrete and products from concrete, cement and gypsum	2395
5.	Renting and leasing of motor vehicles	7710
6.	<p>Architectural and related technical consulting activities</p> <p>Details: Architectural design of works, planning architecture, landscape and interior architecture design. Structural design of civil and industrial works; Design of bridge, road, and irrigation works; Design of steel structure works; Design of technical infrastructure works; Design of medium and low voltage power lines; Design of fire prevention and fighting systems. Electrical design for works; Design of security systems; Design of communication systems; Construction supervision of bridge, road, transport, civil, and industrial works; Surveying and mapping services; Geological and topographical survey for works; Design document verification; Investment project formulation; Environmental impact assessment report preparation; Construction bidding; Project management and operation. Surveying and preparing compensation and site clearance plans.</p>	7110 (Main)
7.	Wholesale of other construction materials and	4663

	<p>installation equipment</p> <p>Details: Wholesale of construction materials, hardware, water supply equipment, wood, metalware.</p>	
8.	<p>Drainage and wastewater treatment</p> <p>Details: Wastewater treatment.</p>	3700
9.	Other professional, scientific, and technical activities not elsewhere classified	7490
10.	Retail sale of carpets, rugs, blankets, mosquito nets, curtains, wall and floor coverings in specialized stores	4753
11.	<p>Agency, brokerage, and auction of goods</p> <p>(Except for judicial administrative services, including judicial expertise services, bailiff services, asset auction services, notary services, and services provided by asset managers)</p>	4610
12.	Retail sale of beverages in specialized stores	4723
13.	Installation of other building systems	4329
14.	<p>Site preparation</p> <p>Details: Site leveling and filling, constructing internal transport roads within the construction site.</p> <p>(Except for blasting services)</p>	4312
15.	<p>Other support service activities related to transportation</p> <p>Details: Air ticket agency. Other support service activities related to transportation not elsewhere classified.</p>	5229
16.	<p>Other road passenger transport</p> <p>Details: Tourist transport.</p>	4932
17.	<p>Restaurants and mobile food service activities</p> <p>Details: Restaurants, eateries, food stalls.</p>	5610
18.	<p>Short-term accommodation services</p> <p>Details: Hotels, guesthouses, motels, villas or apartments providing short-term accommodation services, boarding houses, rental rooms, and similar accommodation establishments.</p>	5510



19.	<p>Consulting, brokerage, and auction of real estate, auction of land lease right</p> <p>Details: Management and operation of real estate trading floors (services for buying, selling, transferring, leasing, lease-purchasing real estate, brokerage, valuation, consulting, advertising, auction, real estate management). Land and house document services.</p> <p>(Except for judicial administrative services, including judicial expertise services, bailiff services, asset auction services, notary services, and services provided by asset managers)</p>	6820
20.	<p>Specialized design activities</p> <p>Details: Interior and exterior decoration.</p>	7410
21.	<p>Real estate business, land lease right belonging to the owner, user, or lessee.</p> <p>Details: Real estate business. Investment, business, exploitation, and management of markets. House and apartment management activities (apartment building management and operation services).</p> <p>(Except for investment in the construction of cemetery and graveyard infrastructure for the purpose of transferring land use rights associated with such infrastructure)</p>	6810
22.	<p>Retail sale of domestic electrical appliances, beds, wardrobes, tables, chairs and similar furniture, lighting equipment and electric lamps, and other household articles not elsewhere classified in specialized stores.</p> <p>(Except for the exercise of the rights to export, import, and distribute goods on the list of goods for which foreign investors are not allowed to exercise export, import, and distribution rights, such as: tobacco and cigars, newspapers and magazines, recorded media items, precious metals and gemstones, pharmaceuticals, explosives, crude oil and processed oil, rice, cane sugar, and beet sugar)</p>	4759
23.	<p>Wholesale of other household goods.</p> <p>(Except for the exercise of the rights to export, import, and distribute goods on the list of goods for which</p>	4649

	foreign investors are not allowed to exercise export, import, and distribution rights, such as: tobacco and cigars, newspapers and magazines, recorded media items, precious metals and gemstones, pharmaceuticals, explosives, crude oil and processed oil, rice, cane sugar, and beet sugar)	
24.	<p>Technical testing and analysis.</p> <p>Details: Construction work inspection, testing of mechanical strength of concrete and structures. Verification of design documents. Verification of final accounts.</p>	7120
25.	<p>Installation of water supply, drainage, heating systems and air conditioning systems.</p> <p>Details: Installation of water supply, drainage, water pumps, and air conditioning systems.</p>	4322
26.	<p>Organization of trade fairs, shows, and promotion activities.</p> <p>Details: Organization of conferences, seminars, events.</p>	8230
27.	Combined office administrative service activities.	8110
28.	General cleaning of buildings.	8121
29.	Industrial cleaning and cleaning of specialized structures.	8129
30.	Landscape care and maintenance service activities.	8130
31.	Combined office administrative service activities.	8211
32.	<p>Collection of non-hazardous waste.</p> <p>(Except for waste collection services directly from households)</p>	3811
33.	<p>Other business support service activities not elsewhere classified.</p> <p>Details: Import and export of goods traded by the company.</p> <p>(Except for the exercise of the rights to export, import, and distribute goods on the list of goods for which foreign investors are not allowed to exercise export, import, and distribution rights, such as: tobacco and cigars, newspapers</p>	8299



	and magazines, recorded media items, precious metals and gemstones, pharmaceuticals, explosives, crude oil and processed oil, rice, cane sugar, and beet sugar)	
34.	Hospital activities.	8610
35.	General medical, specialized medical, and dental practice activities.	8620
36.	Pre-primary education.	8511
37.	Pre-primary education.	8512
38.	Primary education.	8521
39.	Lower secondary education.	8522
40.	Upper secondary education.	8523
41.	Sports and recreation education.	8551
42.	Cultural education.	8552
43.	Other education not elsewhere classified. Details: Education not definable by level at training centers; Tutoring services; Remedial education; Learning centers offering courses for weak students; Courses on professional criticism and evaluation; Foreign language and conversation skills teaching; Speed reading instruction; Religious education; Schools of Party organizations and mass organizations. Driving instruction for non-professional drivers; Self-defense training; Life skills training; Public speaking skills training; Computer instruction.	8559
44.	Educational support services. Details: Educational consulting, Educational guidance services, Educational testing evaluation services, Educational testing services, Organization of student exchange programs.	8560
45.	Construction of residential buildings.	4101
46.	Construction of non-residential buildings.	4102
47.	Building completion and finishing.	4330
48.	Construction of electricity projects.	4221

49.	Construction of water supply and drainage projects.	4222
50.	Construction of telecommunications and communication projects.	4223
51.	Construction of other utility projects.	4229
52.	<p>Construction of hydraulic projects.</p> <p>Details: Waterways, ports and river structures, tourist ports (docks), sluice gates... Dams and dikes. Waterway dredging activities.</p> <p>(Except for services of establishment, operation, maintenance, and repair of maritime signals; waters, maritime zones, public fairways, and maritime routes; services of surveying waters, maritime zones, public fairways, and maritime routes for the issuance of maritime notices; services of surveying, compiling, and publishing nautical charts of waters, seaports, fairways, and maritime routes; services of compiling and publishing maritime safety documents and publications; services of traffic regulation to ensure maritime safety in waters, maritime zones, and public fairways; and maritime electronic information services)</p>	4291
53.	Construction of mining structures	4292
54.	Construction of processing and manufacturing structures	4293
55.	Construction of other civil engineering structures	4299
56.	<p>Funeral service activities</p> <p>Details: Burial services, cremation, electric cremation, and other related services. Preservation of remains, embalming, and services preparatory to burial, cremation, electric cremation. Funeral home services. Cemetery maintenance. Sale of land for graves or lease of land for burial.</p>	9632
57.	<p>Support service activities directly for water transport</p> <p>Details: Business, operation, and management of seaports, activities of seaports, river ports, tourist ports, buoys, wharves, piers</p>	5222
58.	Water extraction, treatment and supply	3600



59.	Quarrying of stone, sand, gravel, and clay	0810
60.	Electricity generation Details: electricity generation from solar energy	3511
61.	Transmission and distribution of electricity Details: Selling electricity to end users (Except for trading in goods and services on the list of state-monopolized goods and services in the field of commerce, such as: transmission and dispatching of the national power system; construction and operation of multi-purpose hydropower plants and nuclear power plants of special socio-economic importance.)	3512
62.	Wholesale of other machinery, equipment and parts Details: Wholesale of solar power equipment	4659

2. The Company's operational objectives are:

Conduct business effectively, enhance the competitiveness of the enterprise; mobilize capital from individuals and economic organizations for new technology investment and enterprise development; promote the true ownership role of employees and shareholders; ensure the harmonious interests of the State, the enterprise, investors, and employees.

**Article 5. Business scope and operation**

1. The Company is permitted to plan and conduct all business activities according to its registered business lines and sectors as published on the National business registration portal and this Charter, in compliance with current legal regulations, and implement appropriate measures to achieve the Company's objectives.

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

**Chapter 4**

**CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS**

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

1. Charter capital: 1,143,109,600,000 VND (In words: One thousand one hundred forty-three billion one hundred nine million six hundred thousand dong). The total charter capital of the Company is divided into 114,310,960 shares with a par value of 10,000 dong (In words: Ten thousand dong)

2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in compliance with legal regulations.



3. The shares of the Company as of the date of adoption of this Charter are common shares. The rights and obligations of shareholders holding shares are stipulated in Article 12 of this Charter.

4. The Company may issue other types of preferred shares after obtaining approval from the General Meeting of Shareholders and in compliance with legal regulations.

5. The names, addresses, number of shares, and other information about the founder shareholders as stipulated by the Law on Enterprises are listed in the attached Appendix 01. This Appendix is an integral part of this Charter.

6. Common shares must be preferentially offered to existing shareholders in proportion to their Percentage of common share ownership in the Company, unless the General Meeting of Shareholders decides otherwise. The number of shares not subscribed for by shareholders shall be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to other parties under conditions and in a manner that the Board of Directors deems appropriate, but shall not sell such shares under more favorable conditions than those offered to existing shareholders, unless the shares are sold through The stock exchange by auction.

7. The Company may purchase shares issued by the company itself in the manner stipulated in this Charter and current law. Common shares repurchased by the Company may be offered for sale in a manner consistent with the provisions of this Charter and the Law on Securities and related guiding documents.

8. The Company may issue other types of securities upon unanimous written approval by the General Meeting of Shareholders and in compliance with the law on securities and the securities market.

9. The maximum foreign ownership ratio in the Company is 49%.

#### **Article 7. Share Certificates**

1. Shareholders of the Company shall be issued share certificates corresponding to the number and type of shares held.

2. Shares are a type of security confirming the legal rights and interests of the owner towards a portion of the charter capital of the issuing organization. Share certificates must contain all the content as stipulated in Clause 1, Article 121 of the Law on Enterprises.

3. Within fifteen (15) days from the date of submission of a complete application for share ownership transfer as stipulated by the Company, or within two months (or longer as stipulated in the issuance terms) from the date of full payment for the purchase of shares as stipulated in the Company's share issuance plan, the holder of the shares shall be issued a share certificate. The shareholder is not required to pay the company the cost of printing the share certificate.



4. In case a share certificate is damaged, defaced, lost, stolen, or destroyed, the holder of such share may request a new share certificate, provided that they furnish proof of share ownership and pay all related costs to the Company. The shareholder's request must include the following details: (1) Information about the lost, damaged, or otherwise destroyed share certificate; (2) A commitment to be responsible for any disputes arising from the re-issuance of the new share certificate.

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

Bond certificates or other securities certificates issued by the Company shall bear the signature of the legal representative and the Company's seal.

#### **Article 9. Share Transfer**

1. All shares are freely transferable unless otherwise provided by these Articles and the law. Shares listed on The stock exchange shall be transferred in accordance with the provisions of the law on securities and the securities market.

2. Shares that have not been fully paid shall not be transferred and shall not be entitled to related rights such as the right to receive dividends, the right to receive shares issued to increase share capital from owner's equity, the right to purchase newly offered shares, and other rights as stipulated by law.

#### **Article 10. Bonds**

1. The Company decides to conduct private placement of bonds and public offering of bonds in accordance with the law on securities.

2. The Company ensures compliance with Government regulations on bond types, dossiers, sequence, and procedures for issuing and trading privately placed bonds.

### **Chapter 5**

## **ORGANIZATION, GOVERNANCE AND SUPERVISION STRUCTURE**

#### **Article 11. Management, Governance, and Control Structure**

The Company's management, governance, and control structure includes:

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

### **Chapter 6**

## **SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

#### **Article 12. Rights of Shareholders**

1. A shareholder is the owner of the Company, having corresponding rights and obligations according to the number and type of shares they own. A shareholder is

only liable for the debts and other property obligations of the Company within the scope of the capital contributed to the Company.

2. Common shareholders have the following rights:

- a. To attend and speak at General Meetings of Shareholders and exercise voting rights directly or through an authorized representative or in another form prescribed by law. Each common share has one vote (right).
- b. To receive dividends at the rate decided by the General Meeting of Shareholders;
- c. To freely transfer fully paid shares in accordance with the provisions of these Articles and current law;
- d. To be given priority in purchasing new shares in proportion to the Percentage of common shares held by each shareholder in the Company;
- e. To examine, search, and extract information related to shareholders in the list of shareholders eligible to attend and vote at the General Meeting of Shareholders and request correction of their inaccurate information;
- f. To examine, search, extract, or copy the Company's Charter, minutes of General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;
- g. In case the Company is dissolved or bankrupt, to receive a portion of the remaining assets corresponding to the Percentage of share ownership in the Company after the Company has paid its debts (including obligations to the state, taxes, fees) and paid other preferred shareholders in accordance with the provisions of law.
- h. Request the Company to repurchase their shares in cases stipulated by the Law on Enterprises;
- i. To be treated equally. Each share of the same class confers equal rights, obligations, and benefits upon the shareholder holding it. 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 the shareholders;
- j. To have full access to periodic and extraordinary information disclosed by the Company in accordance with legal provisions;
- k. To have their legitimate rights and interests protected; to request the suspension or cancellation of resolutions, Decisions of the General Meeting of Shareholders, the Board of Directors in accordance with the Law on Enterprises and this Charter;
- l. Other rights as stipulated by this Charter and the law.



3. Shareholders or a group of shareholders holding 5% or more of the total ordinary shares have the following rights:

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

b. Nominate Members of the Board of Directors or the Board of Supervisors in accordance with the provisions of Clauses 2, Article 25 and Article 36 of this Charter;

c. Review, look up, and extract minutes and resolutions, Decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Board of Supervisors, contracts, transactions requiring approval by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets;

d. Inspect and receive copies or extracts of the list of shareholders entitled to attend and vote at the General Meeting of Shareholders.

e. Request the Board of Supervisors to examine specific matters related to the management and operation of the Company when deemed necessary. The request must be in writing; must include the full name, permanent address, nationality, ID card number, Passport number, or other legal personal identification for individual shareholders; the name, permanent address, nationality, establishment decision number or enterprise registration number for organizational shareholders; the number of shares and the time of share registration for each shareholder, the total number of shares of the entire group of shareholders and the percentage of ownership in the total shares of the company; the matter to be examined, the purpose of the examination;

f. Propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than 03 working days before the opening date. The proposal must clearly state the shareholder's name, the number of each class of shares held by the shareholder, and the matter proposed for inclusion in the agenda;

g. Other rights as stipulated by the law and this Charter.

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

a. Attending and voting directly at the meeting;

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

c. Attending and voting via online conference, electronic voting, or other electronic forms;

d. Sending voting ballots to the meeting via mail, fax, email, or other means.



**Article 13. Obligations of Shareholders**

Shareholders have the following obligations:

1. Comply with the Company's Charter and internal management regulations; abide by the resolutions of the General Meeting of Shareholders, the Board of Directors.

2. Attend the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative or by remote voting. Shareholders may authorize a Member of the Board of Directors to represent them at the General Meeting of Shareholders.

3. Pay in full and on time the number of shares registered for purchase as stipulated;

Shall not withdraw contributed capital in the form of ordinary shares from the company in any form, except when the shares are repurchased by the company or another person. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this clause, that shareholder and related persons in the company shall be jointly and severally liable for the company's debts and other property obligations within the value of the withdrawn shares and any damages incurred.

4. Provide an accurate address when registering to purchase shares.

5. Keep confidential the information provided by the Company as stipulated in the company's Charter and the law; only use the information provided to exercise and protect their legitimate rights and interests; strictly prohibited from disseminating, copying, or sending information provided by the Company to other organizations or individuals.

6. Fulfill other obligations as stipulated by current law;

7. Be personally responsible when acting on behalf of the Company in any form to perform any of the following acts:

a. Violating the law;

b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;

c. Paying debts that are not yet due in anticipation of potential financial risks to the Company.

**Article 14. General Meeting of Shareholders**

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest authority of the Company. The annual General Meeting of Shareholders is held once (01) each 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 if necessary, but not exceeding 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 location of the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors convenes the annual General Meeting of Shareholders and selects a suitable location. The annual General Meeting of Shareholders decides on matters as stipulated by law and the company's Charter, especially approving the annual financial statements and the budget for the following fiscal year. In case the company's annual financial statement audit report contains material exceptions, adverse or disclaimer opinions, the Company must invite a representative of the approved auditing organization that audited the Company's financial statements to attend the annual General Meeting of Shareholders, and the representative of the aforementioned approved auditing organization is responsible for attending the Company's annual General Meeting of Shareholders to explain related matters.

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. When the number of remaining members of the Board of Directors, Board of Supervisors is less than the number of members stipulated by law;
- c. Shareholders or a group of shareholders specified in Clause 3, Article 12 of this Charter request in writing to convene a General Meeting of Shareholders. The request to convene the General Meeting of Shareholders must clearly state the reasons and purpose of the meeting, be signed by the relevant shareholders or the request document is made in multiple copies, each of which must be signed by at least one relevant shareholder;
- d. The Board of Supervisors shall request the convening of a meeting if the Board of Supervisors has Reasons to believe that the Members of the Board of Directors or senior managers have seriously violated their obligations under Article 165 of the Law on Enterprises or the Board of Directors is acting or intends to act beyond the scope of its authority;
- e. Other cases as prescribed by law.

4. Convening an extraordinary General Meeting of Shareholders.

a. The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the Date the number of remaining Members of the Board of Directors is as stipulated in point b, Clause 3 of this Article or from receiving the request stipulated in points c and d, Clause 3 of this Article;**Error! Reference source not found.**



b. In case the Board of Directors fails to convene the General Meeting of Shareholders as stipulated in point a, Clause 4 of this Article, within the subsequent thirty (30) days, the Board of Supervisors must replace the Board of Directors in convening the General Meeting of Shareholders as stipulated in Clause 3, Article 140 of the Law on Enterprises.

c. In case the Board of Supervisors fails to convene the General Meeting of Shareholders as stipulated in point b, within the subsequent thirty (30) days, the shareholder or group of shareholders making the request stipulated in the above clause shall have the right to request the Company's representative to convene the General Meeting of Shareholders as stipulated by the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the convening and conduct of the meeting if deemed necessary. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d. Procedures for organizing the General Meeting of Shareholders as stipulated in Clause 5, Article 140 of the Law on Enterprises.

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

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

- a. Approving the Company's development orientation;
- b. Decision on the type of shares and the total number of shares of each type authorized for offer; Decision on the annual dividend rate for each type of shares;
- c. Electing, dismissing, and removing Members of the Board of Directors, Members of the Board of Supervisors;
- d. Decision to invest in or sell assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statement;
- e. Decision on amending and supplementing the Company Charter;
- f. Approving the annual financial statement;
- g. Decision on repurchasing over 10% of the total number of sold shares of each type;
- h. Reviewing and handling violations by Members of the Board of Directors, Members of the Board of Supervisors causing damage to the Company and its shareholders;
- i. Decision on reorganizing or dissolving the Company;
- j. Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors, Board of Supervisors;



k. Approving the Internal Governance Regulation; the Operating Regulation of the Board of Directors, Board of Supervisors;

l. Approving the list of approved audit firms; Decision on the approved audit firm to conduct audits of the Company's operations, dismissing the approved auditor when deemed necessary;

m. Other rights and obligations as prescribed by law.

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

a. The Company's annual business plan;

b. Audited annual financial statements;

c. Report of the Board of Directors on the governance and performance results of the Board of Directors and each Member of the Board of Directors; report of the independent Member of the Board of Directors;

d. Report of the Board of Supervisors on the Company's business results, the performance results of the Board of Directors, the General Director;

e. Self-assessment report on the performance results of the Board of Supervisors and Members of the Board of Supervisors;

f. The dividend rate for each share of each class;

g. The number of Members of the Board of Directors, Board of Supervisors;

h. Selection of the audit firm;

i. Election, dismissal, removal of Members of the Board of Directors, Members of the Board of Supervisors;

j. Total remuneration, bonuses, and other benefits for the Board of Directors, Board of Supervisors;

k. Supplementation and amendment of the Company's Charter;

l. The class of shares and the number of new shares to be issued for each class of shares;

m. Division, separation, consolidation, merger, or transformation of the Company;

n. Reorganization and dissolution (liquidation) of the Company and appointment of the liquidator;

o. Decision to invest in or sell assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;

p. Decision on repurchasing over 10% of the total issued shares of each class;

q. The Company enters into contracts and transactions with the subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value of 35% or more of the Company's total asset value recorded in the most recent financial statements;

r. Approval of transactions specified in 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;

s. Approval of the Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, the Operating Regulations of the Board of Supervisors;

t. Other matters as prescribed by law;

3. Shareholders are not allowed to vote in the following cases:

a. Contracts specified in Clause 2 of this Article when that shareholder or an affiliated person of that shareholder is a party to the contract;

b. The repurchase of shares from that shareholder or from an affiliated person of that shareholder, except where the repurchase is conducted proportionally to the ownership percentage of all shareholders, or the repurchase is conducted through order matching transactions on The stock exchange or public tender offer as prescribed by law.

4. All resolutions and matters 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, authorized representatives of institutional shareholders may attend the meeting directly 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 3, Article 144 of the Law on Enterprises.

2. The authorization for individuals or organizations to represent and attend the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be made in writing. The power of attorney must be prepared in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of authorization, the scope of authorization, the term of authorization, and the signatures of the authorizing party and the authorized party.

3. The person authorized to attend the General Meeting of Shareholders must submit the proxy document upon registration for attendance. In case of sub-authorization, the attending person must additionally present the original proxy document of the shareholder or the authorized representative of the organizational shareholder (if not previously registered with the Company).



4. The voting slip of the person authorized to attend the meeting within the scope of authorization shall remain effective upon the occurrence of one of the following events:

- a. The principal has deceased, has restricted civil act capacity, or has lost civil act capacity;
- b. The principal has revoked the authorization appointment;
- c. The principal has revoked the authority of the person performing the authorization.

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

#### **Article 17. Amendment of Rights**

1. The amendment or cancellation of special rights attached to a class of preference shares shall be effective when approved by shareholders representing 65% or more of the total votes of all attending shareholders. A Resolution of the General Meeting of Shareholders regarding the Content that adversely changes the rights and obligations of shareholders holding preference shares shall only be approved if approved by attending shareholders holding 75% or more of the total shares of that class of preference shares or approved by shareholders holding 75% or more of the total shares of that class of preference shares in case of adopting a resolution by written opinion.

2. The holding of a meeting of shareholders holding a class of preference shares to approve the aforementioned change of rights shall only be valid when at least two (02) shareholders (or their authorized representatives) are present and holding at least one-third ( $1/3$ ) of the par value of the issued shares of that class. In case the quorum as above is not met, the meeting shall be reconvened within 30 days thereafter, and the holders of shares of that class (regardless of the number of persons and shares) present in person or by authorized representative shall be deemed to constitute the required quorum. At the aforementioned meeting of shareholders holding preference shares, the holders of shares of that class present in person or by authorized representative may request a secret ballot. Each share of the same class shall have equal voting rights at the aforementioned meetings.

3. The procedure for conducting such separate meetings shall be carried out similarly to the provisions in Articles 19, 20, and 21 of these Charter.

4. Unless the terms of share issuance provide otherwise, the special rights attached to classes of preference shares regarding some or all matters related to the distribution of profits or assets of the Company shall not be altered when the Company issues additional shares of the same class.



**Article 18. Convening, agenda, and notice of invitation for the General Meeting of Shareholders**

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders, or a General Meeting of Shareholders convened in the cases stipulated in Clause 4, Article 14 of these Charter.

2. The convener of the General Meeting of Shareholders shall perform the following duties to organize the General Meeting of Shareholders:

a. Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no earlier than five (05) days before the date of sending the notice of the General Meeting of Shareholders. The Company must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date;

b. Prepare the agenda and content of the meeting;

c. Prepare documents for the meeting;

d. Draft the Resolution of the General Meeting of Shareholders according to the proposed content of the meeting;

e. Determine the time and location for holding the meeting;

f. Announce and send the notice of meeting to each shareholder entitled to attend the meeting;

g. Other tasks serving the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to the shareholder's contact address, and simultaneously published on the Company's website and The State Securities Commission, The stock exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send the notice of meeting to all shareholders on the List of Shareholders entitled to attend the meeting no later than twenty-one (21) days before the opening date of the General Meeting of Shareholders (calculated from the date the notice is validly sent or transmitted). The agenda of the General Meeting of Shareholders, documents related to the matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case the documents are not sent together with the notice of the General Meeting of Shareholders, the notice of meeting must clearly state the link to the full meeting documents for shareholders to access, including:

a. Meeting agenda, documents used at the meeting;

b. List and detailed information of candidates in case of electing Members of the Board of Directors, Members of the Board of Supervisors;

c. Voting ballot;



d. Draft resolution for each matter on the meeting agenda.

4. Shareholders or groups of shareholders referred to in Clause 3, Article 12 of this Charter have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be made 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 Name of the shareholder, permanent address, nationality, and other legal personal identification information for individual shareholders; name, enterprise code or establishment decision number, address of head office for organizational shareholders; the number of each type of shares held by the shareholder and the content of the proposed matter to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders has the right to refuse proposals related to Clause 4 of this Article in the following cases:

a. The proposal is not submitted in accordance with the provisions of Clause 4 of this Article;

b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the common shares as stipulated in Clause 3, Article 12 of this Charter;

c. The proposed matter is not within the decision-making authority of the General Meeting of Shareholders.

d. Other cases as stipulated by law.

6. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and Content of the meeting, except for the cases specified in Clause 5 of this Article; the proposal shall be officially added to the agenda and Content of the meeting if approved by the General Meeting of Shareholders.

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

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

2. If the first meeting does not meet the conditions for conducting the meeting as stipulated in Clause 1 of this Article, the notice of invitation for the second meeting shall be sent within thirty (30) days from the date scheduled for the first General Meeting of Shareholders...

3. If the second convened meeting does not meet the conditions for conducting the meeting as stipulated in Clause 2 of this Article, the notice of invitation for the third meeting shall be sent within twenty (20) days from the date scheduled for the second meeting...



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

1. Before the meeting opens, the Company must carry out the shareholder registration procedure and must continue registration until all shareholders entitled to attend the meeting have registered in the following order:

a. When conducting shareholder registration, the Company shall issue each shareholder or authorized representative with voting rights a voting card/slip, which shall record the registration number, name of the shareholder, name of the authorized representative, and the number of voting shares of that shareholder. The General Meeting shall elect persons responsible for counting votes or supervising vote counting upon the proposal of the Chairperson. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the proposal of the meeting Chairperson.

b. Shareholders or authorized representatives arriving after the meeting has opened shall have the right to register immediately and thereafter shall have the right to participate and vote at the general meeting immediately after registration. The Chairperson is not responsible for stopping the general meeting to allow late-arriving shareholders to register, and the validity of matters already voted upon prior shall not change.

2. The election of the chairperson, secretary, and vote counting committee is stipulated as follows:

a. The Chairman of the Board of Directors shall act as chairperson or authorize another Member of the Board of Directors to act as chairperson for meetings convened by the Board of Directors. In case the Chairman is absent or temporary inability to work, the remaining Members of the Board of Directors shall elect one person from among them to act as chairperson of the meeting based on the majority principle. In case a chairperson cannot be elected, the Head of the Board of Supervisors shall preside to allow the General Meeting of Shareholders to elect the meeting chairperson from among the attendees, and the person with the highest number of votes shall act as the meeting chairperson;

b. Except for the case stipulated in point a of this clause, the person signing the notice to convene the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect the meeting chairperson, and the person with the highest number of votes shall be appointed as the meeting chairperson;

c. The Chairperson shall appoint one or more persons to act as secretary of the meeting;

d. The General Meeting of Shareholders shall elect one or more persons to the vote counting committee upon the proposal of the meeting chairperson.



3. The agenda and Content of the meeting must be approved by the General Meeting of Shareholders during the opening session. The agenda must clearly and specifically define the time for each item in the meeting agenda Content.

4. The chairperson of the general meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in a valid, orderly manner, according to the approved agenda, reflecting the will of the majority of attendees, or to:

- a. Arrange seating at the location of the General Meeting of Shareholders;
- b. Ensure safety for everyone present at the meeting locations;
- c. Facilitate shareholder attendance (or continued attendance) at the general meeting.

The person convening the General Meeting of Shareholders has full authority to change the aforementioned measures and apply all measures if the Board of Directors deems it necessary. Applied measures may include issuing entry passes or using other forms of selection.

5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda Content. Voting shall be conducted by affirmative vote, negative vote, and abstention. The vote counting results shall be announced by the Chairman immediately before the closing of the meeting.

6. The Chairman has the right to postpone a General Meeting of Shareholders that has a sufficient number of registered attendees for a maximum of no more than 03 working days from the scheduled opening Date of the meeting and may only postpone the meeting or change the meeting venue in the following cases:

- a. The meeting venue does not have sufficient convenient seating for all attendees;
- b. Communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;
- c. An attendee obstructs, disrupts order, or poses a risk of preventing the meeting from being conducted in a fair and lawful manner.

7. If the Chairperson postpones or temporarily suspends the General Meeting of Shareholders contrary to the provisions of Clause 6 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson to conduct the meeting until its conclusion; all Resolutions adopted at that meeting shall be effective.

8. The convener of the General Meeting of Shareholders has the right to require shareholders or authorized representatives attending the General Meeting of Shareholders to undergo inspection or other lawful and reasonable security measures. If a shareholder or authorized representative fails to comply with the inspection



regulations or the security measures mentioned above, the convener of the General Meeting of Shareholders, after careful consideration, has the right to request the competent authority to maintain order at the meeting; expel those who do not comply with the Chairperson's authority, intentionally disrupt order, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements from the General Meeting of Shareholders.

9. If the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders can attend and vote by electronic voting or other electronic means as stipulated in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP Date December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

10. Shareholders are considered to have attended and voted at the General Meeting of Shareholders in one of the forms stipulated in Clause 2, Article 13 of this Charter.

11. The Company must hold a General Meeting of Shareholders at least once a year. The annual General Meeting of Shareholders shall not be organized in the form of obtaining opinions in writing.

#### **Article 21. Approval of decisions by the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall approve Decisions within its authority by voting at the meeting or obtaining opinions in writing.

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

- a. Company development orientation;
- b. Share type and total number of shares of each type;
- c. Approval of the annual financial report;
- d. Reorganization, dissolution of the company.

3. Resolutions on the following Content shall be approved if approved by shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the meeting, except for the cases stipulated in Clauses 5 of this Article, Clause 1 of Article 17, and Clause 9 of Article 22 of this Charter:

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



4. Other Resolutions shall be approved when approved by shareholders holding more than 50% of the total voting shares of all shareholders attending and voting at the meeting, except for cases specified in Clauses 3, Clause 5 of this Article and Clause 1 of Article 17.

5. The voting for electing members of the Board of Directors and the Board of Supervisors must be carried out by cumulative voting.... The elected member of the Board of Directors or member of the Board of Supervisors is determined by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the company's Charter is met.

6. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares are legal and effective even if the procedure and process for adopting such resolution violate the provisions of the Law on Enterprises and the company's Charter.

**Article 22. Authority and procedure for obtaining shareholder opinions in writing to adopt a Decision of the General Meeting of Shareholders**

The authority and procedure for obtaining shareholder opinions in writing to adopt a Decision of the General Meeting of Shareholders shall be carried out according to the following provisions:

1. The Board of Directors has the right to obtain shareholder opinions in writing to adopt a Decision of the General Meeting of Shareholders when deemed necessary for the benefit of the Company.

2. The Board of Directors must prepare opinion ballots, draft Resolutions of the General Meeting of Shareholders, and explanatory documents for the draft Resolutions. The Board of Directors must ensure that the documents are sent and disclosed to shareholders within a reasonable time for consideration and voting, and must be sent at least 10 (ten) days before the deadline for receiving opinion ballots. The requirements and method for sending opinion ballots and accompanying documents shall be carried out according to the provisions in Clause 3 of Article 18 of this Charter.

3. The opinion ballot must contain the following main Contents:

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



the representative of organizational shareholders; number of shares of each type and the shareholder's voting shares;

- d. Issue for which opinions are needed to adopt a Decision;
- e. Voting options including agree, disagree, and no opinion for each issue for which opinions are obtained;
- f. Deadline for returning the answered opinion ballot to the Company;
- g. Full name, signature of the Chairman of the Board of Directors;

4. The returned opinion poll must bear the signature of the individual shareholder, or the legal representative or authorized representative of the organizational shareholder.

5. Shareholders may send the returned opinion poll to the company in one of the following forms:

- a. By mail: The opinion poll sent to the Company must be enclosed in a sealed envelope and no one is authorized to open it before the vote counting;
- b. By fax or email: The opinion poll sent to the Company via fax or email must be kept confidential until the time of vote counting.
- c. Opinion polls sent to the company after the deadline specified in the Content of the opinion poll, or which have been opened in case of mail submission and disclosed in case of fax or email submission, are invalid. An opinion poll that is not returned is considered a non-voting poll;

6. The Board of Directors shall count the votes and prepare a vote counting record under the supervision of the Board of Supervisors or a shareholder who does not hold a management Position in the Company. The vote counting record must contain the following main Contents:

- a. Name, Address of head office, enterprise code;
- b. Purpose and issues for which opinions are sought to adopt a Resolution;
- c. Number of shareholders with the total number of voting shares that participated in voting, distinguishing between valid voting shares and invalid voting shares, accompanied by an appendix listing the shareholders participating in voting;
- d. Total number of votes for, against, and abstentions for each issue;
- e. Issues that have been approved and the corresponding Voting rate for approval;
- f. Full name, signature of the Chairman of the Board of Directors, the vote counter, and the vote supervisor.

The Members of the Board of Directors, the vote counter, and the vote supervisor shall be jointly liable for the truthfulness and accuracy of the vote counting



record; jointly liable for damages arising from Decisions approved due to dishonest or inaccurate vote counting;

7. The vote counting record must be sent to the shareholders within fifteen (15) days from the date of completion of vote counting. Sending the vote counting record may be replaced by posting it on the company's website;

8. The returned opinion polls, the vote counting record, the full text of the resolution that has been adopted, and related documents sent with the opinion polls must all be kept at the Company's head office;

9. A Resolution adopted by way of written opinion poll of shareholders must satisfy the conditions for approving a Decision of the General Meeting of Shareholders as stipulated in Article 21 of this Charter and shall have the same value as a resolution adopted at a meeting of the General Meeting of Shareholders.

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

1. A meeting of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may also be prepared in English, and must contain the following main Contents:

- a. Name, address of head office, enterprise code;
- b. Time and place of the General Meeting of Shareholders;
- c. Meeting agenda and content of the meeting;
- d. Full name of the chairperson and secretary;
- e. Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each item on the meeting agenda;
- f. Number of shareholders and total number of voting shares of attending shareholders, appendix listing registered shareholders, shareholder representatives attending the meeting with corresponding number of shares and votes;
- g. Total number of votes for each voting issue, clearly stating the voting method, total valid votes, invalid votes, votes for, votes against, and abstentions; the corresponding percentage on the total votes of attending shareholders;
- h. Issues that have been passed and the corresponding percentage of votes for passing;
- i. Signature of the chairperson and the secretary. If the chairperson or secretary refuses to sign the minutes, these minutes shall be valid if signed by all other Members of the Board of Directors attending the meeting and contain full Content as stipulated in this Clause. The minutes shall clearly state that the chairperson or secretary refused to sign the minutes.



2. Minutes prepared in Vietnamese or English shall have the same legal validity. In case of any difference in the Content between the Vietnamese and English minutes, the Content in the Vietnamese minutes shall prevail.

3. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary or other persons signing the minutes of the meeting shall be jointly and severally liable for the truthfulness and accuracy of the Content of the minutes.

4. The minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours or sent to all shareholders within fifteen (15) days from the Date of the end of the meeting.

5. The Resolution, minutes of the General Meeting of Shareholders, appendix of the list of shareholders registered to attend the meeting with shareholder signatures, power of attorney to attend the meeting, all documents attached to the Minutes (If any) and related documents accompanying the notice of meeting invitation must be disclosed in accordance with the law on information disclosure on the securities market and must be kept at the Company's head office.

#### **Article 24. Request for cancellation of the Decision of the General Meeting of Shareholders**

Within ninety (90) days from the Date of receipt of the minutes of the General Meeting of Shareholders or the minutes of vote counting for obtaining opinions from the General Meeting of Shareholders, a shareholder or group of shareholders specified in Clause 3 Article 12 of this Charter shall have the right to request the Court or Arbitration to review and cancel the resolution or a part of the Content of the Resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedure for convening and making a Decision by the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the company's Charter; except for the case specified in Clause 6 Article 21 of this Charter;

2. The Content of the Resolution violates the law or the company's Charter.

In case a shareholder or group of shareholders requests the Court or Arbitration to cancel the Resolution of the General Meeting of Shareholders in accordance with this Article, that Resolution shall remain effective until the decision of the Court or Arbitration to cancel that Resolution takes effect, unless provisional urgent measures are applied according to the decision of the competent authority. The person who convened the General Meeting of Shareholders meeting with the cancelled Resolution may consider reconvening the General Meeting of Shareholders meeting within 30 days according to the order and procedure specified in the Law on Enterprises and this Charter.



## Chapter 7

### THE BOARD OF DIRECTORS

#### Article 25. Nomination and candidacy for member of the Board of Directors

1. If candidates have been identified in advance, information related to the candidates for the Board of Directors shall be included in the documents for the General Meeting of Shareholders and published at least ten (10) days before the date of the opening of the General Meeting of Shareholders meeting on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness, accuracy, and reasonableness of the personal information disclosed and must commit to performing their duties honestly if elected as a Member of the Board of Directors. Information related to candidates for the Board of Directors published shall include at least the following Content:

- a. Full name, date of birth;
- b. Educational background;
- c. Qualification;
- d. Work history;
- e. Other management positions (including Board of Directors positions in other companies);
- f. Related interests in the Company and its related parties (if any);
- g. Full name of the shareholder or group of shareholders nominating the candidate (if any);
- h. The Company is responsible for disclosing information about the companies where the candidate holds the position of Member of the Board of Directors, other management positions, and related interests of the Board of Directors candidate in the company (if any).
- i. Other information (if any).

2. A shareholder or group of shareholders holding from 5% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% to less than 70% may nominate a maximum of six (06) candidates; from 70% to 80% may nominate a maximum of seven (07) candidates; and from 80% to less than 90% may nominate a maximum of eight (08) candidates.

3. If the number of Board of Directors candidates through nomination and self-nomination is still insufficient, the incumbent Board of Directors may nominate



additional candidates or organize nominations according to the mechanism stipulated by the Company in this Charter and the Regulations on Corporate Governance. The introduction of Board of Directors candidates by the incumbent Board of Directors must be clearly disclosed and approved by the General Meeting of Shareholders before proceeding with nominations in accordance with legal regulations.

4. Members of the Board of Directors must meet the standards and conditions stipulated in Clauses 1 and 2, Article 155 of the Law on Enterprises.

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

1. The Company's Board of Directors shall have nine (09) members. The term of office of a Member of the Board of Directors shall not exceed five (05) years and they may be re-elected for an unlimited number of terms...

2. The composition of the Board of Directors must ensure that at least 1/3 of the total number of Members of the Board of Directors are non-executive members. The Company shall minimize the number of Members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.

3. The composition of the Board of Directors shall include at least three (03) independent members.

4. A Member of the Board of Directors shall cease to be a member of the Board of Directors in cases where they are dismissed/removed from office by the General Meeting of Shareholders, specifically:

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

a.1 Lacking the qualifications to be a Member of the Board of Directors as stipulated by the Law on Enterprises or being prohibited by law from being a Member of the Board of Directors;

a.2 Having submitted a letter of resignation and it has been approved;

b. The General Meeting of Shareholders shall remove a Member of the Board of Directors in the following cases:

b.1 Failing to attend meetings of the Board of Directors for six (06) consecutive months, except in cases of force majeure;

b.2 Suffering from mental disorder and another Member of the Board of Directors having professional evidence proving that the person no longer has personal civil capacity;

b.3 Providing dishonest personal information when submitting to the Company as a candidate for the Board of Directors.



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

a. The number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number stipulated in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the number of members is reduced by more than one-third (1/3);

b. The number of independent members of the Board of Directors decreases, failing to ensure the Percentage as stipulated in this Charter and relevant laws;

c. Except for the cases stipulated in points a and b of this Clause, the General Meeting of Shareholders shall elect a new member to replace the member of the Board of Directors who has been dismissed or removed at the nearest meeting.

6. An independent member of the Board of Directors must notify the Board of Directors about no longer meeting the conditions stipulated in this Charter and shall automatically cease to be an independent member of the Board of Directors from the date the conditions are not met. The Board of Directors must announce the case where an independent member of the Board of Directors no longer meets the conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent member of the Board of Directors within 06 months from the date of receiving the notification from the relevant independent member of the Board of Directors.

7. The appointment of members of the Board of Directors must be disclosed in accordance with the provisions of law on information disclosure on the securities market.

8. A member of the Board of Directors is not necessarily a shareholder of the Company.

9. A member of the Board of Directors has full rights as stipulated by the Securities Law, relevant laws, and this Charter, including the right to be provided with information and documents regarding the financial status, business operations of the company and its units.

10. A member of the Board of Directors has obligations as stipulated in this Charter and the following obligations:

a. To perform their duties honestly and diligently for the highest interests of the shareholders and the company;

b. To fully attend the meetings of the Board of Directors and provide opinions on the matters discussed;



c. To report promptly and fully to the Board of Directors the remuneration received from the Company's subsidiaries, associated companies, and other organizations;

d. To report to the Board of Directors at the nearest meeting transactions between the company, its Company's subsidiaries, companies controlled by the public company holding 50% or more of the Charter capital with members of the Board of Directors and their affiliated persons; transactions between the company and companies where the member of the Board of Directors is a founding member or a business manager within the last 03 years prior to the time of transaction;

e. To carry out information disclosure when conducting transactions in the company's shares in accordance with the provisions of law.

11. Independent members of the Board of Directors of a listed company must prepare a report evaluating the performance of the Board of Directors and report it at the annual General Meeting of Shareholders.

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

1. The business operations and affairs of the Company shall be subject to the management, supervision, and direction of the Board of Directors. The Board of Directors is the company's management body, with full authority to exercise the rights and fulfill the obligations of the Company that do not fall under the authority of the General Meeting of Shareholders.

2. Powers, responsibilities, and obligations of the Board of Directors as stipulated by the Law on Enterprises, the Law on Securities, the Company Charter, internal governance regulations, or as prescribed by the General Meeting of Shareholders, along with the following powers and obligations:

a. Decision on the strategy, medium-term development plan, annual business plan, and annual budget of the company;

b. Determining operational objectives based on the strategic objectives approved by the General Meeting of Shareholders;

c. Electing, dismissing, removing the Chairman Of The Board Of Directors; deciding on the appointment, dismissal, signing contracts, terminating contracts for the General Director and other key managers; deciding on the salary and other benefits of such managers; appointing authorized representatives of the company to participate in the Members' Council/General Meeting of Shareholders, Board of Directors or perform duties at enterprises with company capital, deciding on the remuneration and other benefits of such persons;

d. Reporting to the General Meeting of Shareholders on the Board of Directors' appointment of the General Director;



e. Supervising and directing the Chairman of the Board of Directors, General Director, and enterprise managers in the company's daily business operations;

f. Decision on the organizational structure, internal management regulations of the company; decision on establishing Company's subsidiaries; decision on contributing capital, purchasing shares of other enterprises and amending, terminating related Content within the authority of the Board of Directors.

g. Decision on market development, marketing, and technology solutions;

h. Resolving the Company's complaints against enterprise executives and deciding on the selection of the Company's representative to handle issues related to legal procedures concerning such executives;

i. Approving the agenda and Content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or soliciting opinions for the General Meeting of Shareholders to adopt a decision;

j. Recommending the class of shares and the total number of shares of each class authorized for offering;

k. Decision on selling unsold shares within the scope of the number of shares of each type authorized for offer; deciding to raise additional capital in other forms;

l. Proposing the issuance of convertible bonds and bonds with warrants;

m. Decision on the offering price of shares, bonds, and convertible securities in case authorized by the General Meeting of Shareholders;

n. Submitting the audited annual financial report and the corporate governance report to the General Meeting of Shareholders;

o. Proposing the dividend payout rate; Decision on the time limit and procedures for dividend payment or handling losses incurred during business operations;

p. Recommending the reorganization, dissolution, or request for bankruptcy of the company.

q. Decision on the promulgation of the Regulations on the Operation of the Board of Directors, the Regulations on corporate governance after being approved by the General Meeting of Shareholders; decision on the promulgation of the Regulations on the Operation of committees under the Board of Directors, the Regulations on Information Disclosure of the company.

r. Other rights and obligations as stipulated by law (If any).

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

a. Establishing branches, representative offices or other affiliated units of the Company (including changing the Content of operation,



appointing/changing/terminating the appointment of the head and terminating the operation of branches, representative offices, other affiliated units);

b. Establishing/contributing capital/contributing additional capital to the Company's subsidiaries, affiliated companies and appointing capital representatives (including changing capital representatives, transferring or divesting from these companies);

c. Within the scope stipulated in Clause 2, Article 153 of the Law on Enterprises and except for cases stipulated in Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises which must be approved by the General Meeting of Shareholders, the Board of Directors shall decide on the implementation, amendment, and cancellation of the Company's contracts;

d. Appoint and dismiss persons authorized by the Company as commercial representatives and lawyers of the Company;

e. The borrowing and the execution of the Company's mortgages, securities, guarantees, and indemnities.

f. Approve purchase, sale, borrowing, lending contracts and other contracts with a value greater than or equal to 35% (thirty-five percent) of the total asset value recorded in the company's latest financial statement. This provision does not apply to contracts and transactions stipulated in point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises;

g. Decide on the investment or sale of assets with a value less than 35% (thirty-five percent) of the total asset value recorded in the company's latest financial statement. This provision does not apply to contracts and transactions stipulated in point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises;

h. Investments not included in the business plan and budget exceeding 10% of the value of the annual business plan and budget;

i. The purchase or sale of shares, contributed capital portions in other companies established in Vietnam or abroad;

j. The valuation of assets contributed to the Company not in cash related to the issuance of the Company's shares or bonds, including gold, land lease right, intellectual property rights, technology and technological secrets;

k. The company's purchase or buyback of not exceeding 10% of each class of shares that have been offered for sale within twelve (12) months;

l. Decide the purchase or buyback price of the Company's shares;

m. Business matters or transactions that the Board decides require approval within its scope of authority and responsibility.



4. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' operations as stipulated in Article 280 of Decree No. 155/2020/ND-CP Date December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

5. Unless otherwise provided by law, the Board of Directors may authorize subordinate employees and other managers to represent and handle work on behalf of the Company.

#### **Article 28. Remuneration, bonuses, and other benefits of Members of the Board of Directors**

1. The Company has the right to pay remuneration and bonuses to Members of the Board of Directors according to business results and performance.

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

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

4. Members of the Board of Directors holding executive position, or Members of the Board of Directors working in committees of the Board of Directors, or performing other work which, in the opinion of the Board of Directors, is outside the scope of the ordinary duties of a Member of the Board of Directors, may be paid additional remuneration in the form of a lump sum fee per instance, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to be reimbursed for all travel, accommodation, and living expenses and other reasonable expenses they have incurred while performing their duties as Members of the Board of Directors, including expenses incurred in attending meetings of the Board of Directors, or committees of the Board of Directors or the General Meeting of Shareholders.

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

1. The Chairman of the Board of Directors shall be elected, removed, or dismissed by the Board of Directors from among the Members of the Board of Directors.



2. The Chairman of the Board of Directors has the following rights and duties:
  - a. Prepare the agenda and activity plan of the Board of Directors;
  - b. Prepare the agenda, content, and documents for the meeting; convene and chair meetings of the Board of Directors;
  - c. Organize the adoption of Resolutions of the Board of Directors;
  - d. On behalf of the Board of Directors, sign the Board of Directors' Resolutions and Decisions, sign documents handling work within the authority and duties of the Board of Directors after the Board of Directors' meeting has approved;
  - e. Supervise the process of organizing the implementation of the Board of Directors' resolutions;
  - f. On behalf of the Board of Directors, delegate/assign duties to the members of the Board of Management and other key managers to serve the company's governance and operational activities.
  - g. Preside over the General Meeting of Shareholders;
  - h. Other rights and obligations as stipulated by relevant laws and this Charter.
3. The Chairman of the Board of Directors is responsible for ensuring that the Board of Directors sends the annual financial report, company performance report, audit report, and inspection report of the Board of Directors to the shareholders at the General Meeting of Shareholders;
4. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she shall authorize in writing another member to perform the rights and obligations of the Chairman of the Board of Directors according to the principles stipulated in the company's Charter. In case there is no authorized person or in other cases stipulated in Clause 4, Article 156 of the Law on Enterprises, the remaining members shall elect one person from among the members to temporarily hold the Position of Chairman of the Board of Directors based on the principle of majority approval by the remaining members until a new Decision is made by the Board of Directors.
5. In case the Chairman of the Board of Directors resigns or is dismissed or removed, the Board of Directors must elect a replacement within ten (10) days.
6. When deemed necessary, the Board of Directors decides to appoint a company secretary to assist the Board of Directors and the Chairman of the Board of Directors in performing duties within their authority as stipulated by law and the company's Charter. The company secretary has the following rights and obligations:
  - a. Assist in organizing the convening of meetings of the General Meeting of Shareholders, Board of Directors; record meeting minutes;



- b. Assist Members of the Board of Directors in exercising their assigned rights and obligations;
- c. Assist the Board of Directors in applying and implementing corporate governance principles;
- d. Assist the Company in building shareholder relations and protecting the legal rights and interests of shareholders;
- e. Assist the Company in properly complying with obligations regarding information provision, information disclosure, and administrative procedures;
- f. Other rights and obligations as stipulated in this Charter.

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

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of conclusion of the election of that Board of Directors. This meeting shall be convened and chaired by the Member with the highest number of votes. In case there is more than one Member with the highest and equal number of votes, the elected Members shall, by majority rule, select one among them to convene the meeting of the Board of Directors.

2. The Board of Directors shall meet at least once every quarter and may hold extraordinary meetings in accordance with the order and procedures stipulated in this Charter and the Regulations on Corporate Governance. The meeting agenda and related documents shall be notified to the Members of the Board of Directors at least five (05) days before the expected Date of the meeting.

3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors and shall not delay unless there are legitimate Reasons, when one of the following entities requests in writing, clearly stating the purpose of the meeting and the issues to be discussed:

- a. Board of Supervisors;
- b. General Director or at least five (05) enterprise managers;
- c. Independent Member of the Board of Directors;
- d. At least 02 Members of the Board of Directors;

4. The meetings of the Board of Directors mentioned in Clause 3 of this Article must be held within seven (07) working days from the Date of receipt of the request mentioned in Clause 3 of this Article. In case the Chairman of the Board of Directors does not agree to convene the meeting as requested, the Chairman shall be responsible for any damages incurred by the Company; the persons requesting the meeting mentioned in Clause 3 of this Article may themselves convene the meeting of the Board of Directors.



5. Meetings of the Board of Directors shall be held at the Company's registered address or at other addresses in Vietnam or abroad as decided by the Chairman of the Board of Directors and with the consent of the Board of Directors.

6. The notice of meeting of the Board of Directors must be sent to the Members of the Board of Directors at least five (05) days before the meeting is held; Members of the Board may decline the notice of meeting in writing, and such refusal may have retroactive effect. The notice of meeting of the Board must be in writing in Vietnamese and must fully state the agenda, time, and location of the meeting, accompanied by necessary documents regarding the issues to be discussed and voted on at the Board meeting, and ballot papers for Members of the Board who cannot attend the meeting.

The notice of meeting shall be sent by post, fax, email, or other means, but must ensure delivery to the address of each Member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the convener shall send the notice of meeting and accompanying documents to the Members of the Board of Supervisors in the same manner as for the Members of the Board of Directors.

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

8. Meetings of the Board of Directors may only proceed to vote on Decisions when at least three-quarters (3/4) of the Members of the Board of Directors are present in person or through a representative (authorized person).

If the number of attending Members is insufficient as stipulated, the meeting must be reconvened within seven (07) days from the Date originally scheduled for the first meeting. The reconvened meeting shall proceed if more than half (1/2) of the Members of the Board of Directors attend.

9. Meetings of the Board of Directors may be held in the form of an online conference among the Members of the Board of Directors when all or some Members are in different locations, provided that each attending Member can:

a. Hear each other Member of the Board of Directors participating and speaking in the meeting;

b. Speak to all other attending Members simultaneously. Discussions among Members may be conducted directly via telephone or other communication means, or a combination of these methods. A Member of the Board of Directors participating in such a meeting shall be deemed "present" at that meeting. The location where a meeting is held under this provision shall be the location with the largest number of Members of the Board of Directors present, or the location where the Chairperson of the meeting is present.



Decisions adopted in a meeting via telephone which is duly convened and conducted shall be effective immediately upon the conclusion of the meeting but must be confirmed by the signatures on the minutes of all Members of the Board of Directors who attended this meeting.

10. A Member of the Board of Directors shall be deemed to have attended and voted at the meeting in the following cases:

- a. Attending and voting in person 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 means;
- d. Sending voting ballots to the meeting via mail, fax, or email.

In case of sending voting ballots to the meeting via mail, the voting ballot must be enclosed in a sealed envelope and must be sent to the Chairman of the Board of Directors no later than one (01) hour before the opening. The voting ballot shall only be opened in the presence of all attendees.

11. Voting.

a. Except as stipulated in Point b, Clause 11 of this Article, each Member of the Board of Directors or authorized person personally present at the meeting of the Board of Directors shall have one voting ballot;

b. A Member of the Board of Directors shall not vote on contracts, transactions, or proposals in which that Member or a related person of that Member has an interest, and such interest conflicts or may conflict with the interests of the Company. A Board Member shall not be counted towards the minimum number of representatives required to be present to hold a meeting of the Board of Directors regarding decisions on which that Member is not entitled to vote;

c. As stipulated in Point d, Clause 11 of this Article, when an issue arises in a meeting of the Board of Directors concerning the extent of a Member of the Board of Directors' interest or concerning a Member's voting right, and such issues are not resolved by the voluntary waiver of the voting right by that Member of the Board of Directors, such arising issues shall be referred to the chairperson of the meeting, and the chairperson's ruling concerning all other Members of the Board of Directors shall be final, unless the nature or extent of the interest 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 stipulated in points a and b, Clause 7, Article 40 of this Charter shall be deemed to have a significant interest in that contract.

12. A Member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been or is expected to be entered into with the



Company and knows that they have an interest therein is responsible for disclosing this interest at the first meeting of the Board discussing the execution of this contract or transaction. In case a Member of the Board of Directors does not know that they and related persons have an interest at the time the contract or transaction is entered into 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 becomes aware that they have or will have an interest in the aforementioned transaction or contract.

13. Members must fully attend the meetings of the Board of Directors. A Member may authorize another person to attend and vote at the meeting if approved by the majority of the Members of the Board of Directors.

14. The Board of Directors adopts decisions and issues resolutions/decisions based on the approval of the majority of the Members of the Board of Directors attending the meeting. In case the number of votes for and against are equal, the vote of the Chairman of the Board of Directors shall be the deciding vote.

15. Where necessary, the adoption of Resolutions/Decisions of the Board of Directors on matters within its authority may be carried out in the form of written opinions or direct opinions via free messaging and calling applications operating on mobile and computer platforms such as zalo/viber/telegram... ensuring that all Members of the Board of Directors can conveniently access the Content for opinions and cast their votes. The Content for opinions of the Members of the Board of Directors and their votes on the matter may be sent by post, fax, email or other means. A Resolution in the form of written opinions or other forms according to this Charter is adopted based on the affirmative votes of the majority of the Members of the Board of Directors with voting rights. This Resolution is as effective and valid as a resolution adopted at a meeting. Minutes recording the votes of the Members of the Board of Directors shall be prepared in the form of Board of Directors meeting minutes, ensuring truthfulness and accuracy and for the benefit of the company.

16. Minutes of the Board of Directors meeting must be prepared in detail and clearly, including the full name, signature of the chairperson and the minute-taker. In case the chairperson or the minute-taker refuses to sign the meeting minutes, it shall be carried out in accordance with the provisions of Clause 2, Article 158 of the Law on Enterprises. The content approved by the majority of the attending members in the minutes of the Board of Directors meeting must be formalized into an adopted Resolution. The minutes of the Board of Directors meeting must be retained in accordance with the provisions of law and the company's Charter.

17. The Chairman, the minute taker, and those who signed the minutes (or those who voted to approve the content of the minutes) must be responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.



18. 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 shall be authentic evidence of the work conducted at the meeting unless there is an objection to the content of the minutes within ten (10) days from the date of dispatch.

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

1. The Board of Directors may establish subcommittees to be in charge of development policy, human resources, compensation, and internal audit. The number of members of a subcommittee shall be decided by the Board of Directors, with at least three (03) members including members of the Board of Directors and external members. Independent Members of the Board of Directors/Non-executive Members of the Board of Directors should constitute a majority in the subcommittee, and one of these members shall be appointed as the Head of the Subcommittee by decision of the Board of Directors. The operations of the subcommittee must comply with the regulations of the Board of Directors. A resolution of the subcommittee shall only be effective when a majority of members attend and vote to approve it at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors, or of a subcommittee under the Board of Directors, must comply with current legal regulations and the provisions in the Charter and the Regulations on Corporate Governance.

### **Article 32. Corporate governance officer**

1. The Board of Directors must appoint at least one (01) person to be the Corporate governance officer to support corporate governance activities. The term of office of the Corporate governance officer shall be decided by the Board of Directors, for a maximum of five (05) years. The Corporate governance officer may concurrently act as the Company Secretary as stipulated in Clause 5, Article 156 of the Law on Enterprises.

2. The Corporate governance officer shall not concurrently work for an approved auditing organization that is auditing the Company's financial statements.

3. The Corporate governance officer must meet the following standards.

a. Having knowledge of law;

b. Shall not concurrently work for an independent auditing firm that is auditing the Company's financial statements;

c. Other standards as stipulated by law, this Charter, and decisions of the Board of Directors.

4. The Corporate governance officer has the following rights and obligations:

a. Advise the Board of Directors on organizing the General Meeting of Shareholders as stipulated and on matters related to the Company and shareholders.



- b. Prepare meetings of the Board of Directors, Board of Supervisors, and General Meeting of Shareholders at the request of the Board of Directors or Board of Supervisors.
- c. Advise on meeting procedures.
- d. Attend meetings.
- e. Advise on the procedure for drafting resolutions of the Board of Directors in compliance with legal regulations.
- f. Provide financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and members of the Board of Supervisors.
- g. Supervise and report to the Board of Directors on the company's information disclosure activities.
- h. Serve as the point of contact with stakeholders.
- i. Maintain information confidentiality in accordance with legal regulations and the company's Charter.
- j. Other rights and obligations as stipulated by law and the company's Charter.

## Chapter 8

### GENERAL DIRECTOR AND OTHER EXECUTIVES

#### Article 33. Management apparatus structure

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company has a General Director, Deputy General Directors, and other management titles appointed by the Board of Directors.

#### Article 34. Company Executive

1. Upon the proposal of the General Director and with the approval of the Board of Directors, .....Company Executives include the General Director, Deputy General Directors, Chief Accountant, Chief Financial Officer, and other titles appointed by the Board of Directors.

2. The General Director shall be paid salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.

3. The salary of executives shall be included in the Company's business expenses in accordance with the law on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and shall be reported to the General Meeting of Shareholders at the annual meeting.



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

1. The Board of Directors shall appoint one (01) Member of the Board of Directors or another person as General Director; sign a contract stipulating the salary, remuneration, benefits, and other related terms. Information regarding the salary, allowances, benefits, etc., of the General Director must be reported at the annual General Meeting of Shareholders and included in the Company's annual report.

2. The General Director is the person who manages the Company's daily business; subject to the supervision of the Board of Directors, responsible before the Board of Directors and before the law for the exercise of assigned rights and obligations.

3. The term of office of the General Director shall not exceed five (05) years and may be re-appointed for an unlimited number of terms.

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

a. Decide on the daily business matters of the Company that are not within the authority of the Board of Directors;

b. Organize the implementation of the resolutions, decisions of the Board of Directors;

c. Organize the implementation of the business plan and investment plan of the Company;

f. Develop a plan proposing the number and managers that the Company needs to recruit ...

g. Recruit labor;

h. Appoint, dismiss, remove other management titles in the company, except for titles within the authority of the Board of Directors;

i. Decide on salaries and other benefits for employees in the company, including managers within the appointment authority of the General Director;

j. The General Director is responsible for submitting to the Board of Directors for approval the detailed business plan for the next fiscal year based on meeting the requirements of the appropriate budget as well as the five (05) year financial plan.

k. Prepare the long-term, annual, and quarterly budgets of the Company (hereinafter referred to as the budget) serving the long-term, annual, and quarterly management activities of the Company according to the business plan and submit to the Board of Directors. ...

l. Propose a plan for dividend payment or handling business losses



m. Other rights and obligations as stipulated by law, this Charter, the internal regulations of the Company, the resolutions/decisions of the Board of Directors, and the labor contract signed with the Company.

5. The General Director must manage the daily business operations of the company in accordance with the provisions of law, the company's Charter, the labor contract signed with the company, and the resolutions/decisions of the Board of Directors.

6. In case the General Director's management is contrary to this provision and causes damage to the company, the General Director shall be liable before the law and must compensate the company for the damage.

7. The General Director shall be dismissed/removed from office in the following cases:

- a. Does not meet the standards and conditions to be the General Director as stipulated by the Law on Enterprises and relevant regulations;
- b. Submits a letter of resignation and it is accepted by the Board of Directors;
- c. The Board of Directors may dismiss the General Director when a majority of the voting Members of the Board of Directors attending the meeting approve and appoint a new General Director to replace.

## **Chapter 9**

### **BOARD OF SUPERVISORS**

#### **Article 36. Nomination and candidacy for Members of the Board of Supervisors**

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

2. In case the number of candidates for the Board of Supervisors through nomination and candidacy is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations according to the mechanism stipulated in the company's Charter and the Regulations on Corporate Governance. The mechanism by which the incumbent Board of Supervisors nominates candidates for the Board of Supervisors must be clearly announced and approved by the General Meeting of Shareholders before proceeding with the nomination.

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

1. The Board of Supervisors shall have from 03 to 05 members. The term of office for a Member of the Board of Supervisors shall not exceed five (05) years and they may be re-elected for an unlimited number of terms.

2. Standards and conditions for Members of the Board of Supervisors:



a. Having full civil capacity and not falling under the subjects specified in Clause 2, Article 17 of the Law on Enterprises;

b. Having been trained in one of the specialized fields of economics, finance, accounting, auditing, law, business administration, or a specialized field suitable for the enterprise's business activities;

c. Not being the spouse, birth father, adoptive father, birth mother, adoptive mother, birth child, adopted child, older brother, older sister, younger sibling of a Member of the Board of Directors, Director or General Director, and other managers;

d. Not holding management positions in the company; not necessarily being a shareholder or employee of the company;

3. Members of the Board of Supervisors must meet the standards and conditions stipulated in Clause 2 of this Article and not fall under the following cases:

a. Working in the company's accounting or finance department;

b. Being a member or employee of an independent auditing firm that performed audits of the company's financial statements in the three (03) consecutive years prior.

4. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its Members; the election, removal from office, and dismissal shall follow the majority principle. More than half of the Members of the Board of Supervisors must be permanent residents in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the specialized fields of economics, finance, accounting, auditing, law, business administration, or a specialized field related to the enterprise's business activities. The Head of the Board of Supervisors shall have the following rights and responsibilities:

a. Convene meetings of the Board of Supervisors;

b. Request the Board of Directors, General Director, and other managers to provide relevant information to report to the Board of Supervisors;

c. Prepare and sign the report of the Board of Supervisors after consulting with the Board of Directors to submit to the General Meeting of Shareholders.

5. Members of the Board of Supervisors shall comply with the regulations on their responsibilities as stipulated in Article 173 of the Law on Enterprises.

6. Members of the Board of Supervisors shall be dismissed in the following cases:

a. No longer meeting the standards and conditions to be a member of the Board of Supervisors as stipulated in the Law on Enterprises;

b. Submitting a resignation letter and it being accepted;

c. Other cases as stipulated by law.



7. Members of the Board of Supervisors shall be removed from office in the following cases:

- a. Failure to complete assigned duties and tasks;
- b. Failure to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;
- c. Seriously violating or repeatedly violating the obligations of a member of the Board of Supervisors as stipulated by the Law on Enterprises and the company's Charter;
- d. Pursuant to the decision of the General Meeting of Shareholders;
- e. Other cases as stipulated by law.

### **Article 38. Rights and Obligations of the Board of Supervisors**

1. The Board of Supervisors has the rights and obligations as stipulated in Article 170 of the Law on Enterprises, this Charter, and the following rights and obligations:

- a. Propose and recommend to the General Meeting of Shareholders to approve the list of auditing organizations to audit the company's Financial Statements; decide on the approved auditing organization to conduct inspections of the Company's operations, and dismiss approved auditors when deemed necessary.
- b. Be responsible to shareholders for their supervisory activities;
- c. Supervise the company's financial situation, the legality of the activities of the Members of the Board of Directors, General Director, and other managers, and the coordination of activities between the Board of Supervisors and the Board of Directors, General Director, and shareholders;
- d. In case of detecting acts violating the law or the company's Charter by a Member of the Board of Directors, General Director, and enterprise manager, they must notify the Board of Directors in writing within forty-eight (48) hours, request the person committing the violation to cease the violation and provide solutions to remedy the consequences;
- e. Develop the Regulations on Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.
- f. Report at the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- g. Have the right to access the Company's records and documents stored at the head office, branches, and other locations; have the right to visit the workplaces of the Company's managers and employees during working hours;



h. Have the right to request the Board of Directors, Members of the Board of Directors, General Director, and other managers to provide full, accurate, and timely information and documents regarding the Company's management, operation, and business activities.

i. Other rights and obligations as stipulated by law and this Charter.

2. The Board of Directors, General Director, and other managers must provide full, accurate, and timely information and documents regarding the Company's management, operation, and activities as requested by the Board of Supervisors. The company secretary must ensure that all copies of resolutions, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, financial information, and other information and documents provided to shareholders and Members of the Board of Directors must be provided to the members of the Board of Supervisors at the same time and in the same manner as for shareholders and Members of the Board of Directors.

3. Members of the Board of Supervisors are responsible for complying with legal regulations, the Company's Charter, and professional ethics in performing the assigned rights and obligations.

4. The Board of Supervisors must meet at least two (02) times a year and the meeting shall be conducted when at least two-thirds ( $2/3$ ) of the Members of the Board of Supervisors attend. Minutes of the Board of Supervisors' meeting shall be prepared in detail and clearly. The minute taker and the Members of the Board of Supervisors attending the meeting must sign the meeting minutes. The minutes of the Board of Supervisors' meetings must be kept to determine the responsibility of each Member of the Board of Supervisors. The Board of Supervisors has the right to request Members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend and answer questions that need clarification.

5. Members of the Board of Supervisors shall be reimbursed for reasonable accommodation, travel, and other incurred expenses when they attend meetings of the Board of Supervisors or perform other activities of the Board of Supervisors. The General Meeting of Shareholders decides the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors. The total amount of this remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise. The remuneration and operating expenses of the Board of Supervisors shall be included in the company's business expenses in accordance with the law on corporate income tax, other relevant legal regulations, and must be presented as a separate item in the company's annual financial statements.



**Chapter 10****DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, GENERAL DIRECTOR AND OTHER MANAGERS****Article 39. Duty of Care**

Members of the Board of Directors, Members of the Board of Supervisors, the General Director, and other managers are responsible for performing their duties, including duties as members of sub-committees of the Board of Directors, honestly and carefully for the benefit of the Company.

**Article 40. Duty of honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, Members of the Board of Supervisors, the General Director, and other managers must disclose relevant interests in accordance with Article 159 of the Law on Enterprises and other legal regulations.

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

3. Members of the Board of Directors, Members of the Board of Supervisors, the General Director, and other managers have the obligation to notify in writing the Board of Directors and the Board of Supervisors about transactions between the Company, Company's subsidiaries, other companies where the Public Company holds control over 50% or more of the Charter capital with themselves or with affiliated persons of such persons in accordance with legal regulations. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with securities law on information disclosure.

4. Members of the Board of Directors shall not vote on transactions that bring benefits to that member or affiliated persons of that member in accordance with the Law on Enterprises, the Law on Securities, and the Company's Charter.

5. Members of the Board of Directors, Members of the Board of Supervisors, the General Director, other managers, and affiliated persons of these persons shall not use or disclose to others internal information to conduct related transactions.

6. Unless the General Meeting of Shareholders decides otherwise, the Company shall not grant loans or guarantees to members of the Board of Directors, members of the Board of Supervisors, the General Director, the Chief Accountant, other managers, and affiliated persons of the aforementioned members or legal entities in which these persons have financial interests.



7. Contracts or transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, the Chief Accountant, other managers, or their affiliated persons, or companies, partners, associations, or organizations in which members of the Board of Directors, members of the Board of Supervisors, the General Director, the Chief Accountant, other managers, or their affiliated persons are members, or have related financial interests, shall not be invalidated in the following cases:

a. For contracts/transactions valued at less than 35% of the total asset value recorded in the most recent financial statement, the important content regarding the contract or transaction, as well as the relationships and interests of the Member of the Board of Directors, member of the Board of Supervisors, General Director, and other managers, have been truthfully reported to the Board of Directors and approved by the Board of Directors with a majority of votes from members of the Board who do not have related interests;

b. For contracts/transactions valued of 35% or more, or transactions resulting in a transaction value arising within 12 months from the Date of the first transaction being 35% or more of the total asset value recorded in the most recent financial statement, the important content of such transaction, as well as the relationships and interests of the Member of the Board of Directors, member of the Board of Supervisors, General Director, and other managers that have been disclosed to shareholders and approved by the General Meeting of Shareholders by voting ballots of shareholders with no related interests.

#### **Article 41. Liability for Damages and Compensation**

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, the Chief Accountant, and other managers who violate their duties and responsibilities of honesty and diligence, and fail to fulfill their obligations with due care and professional competence, shall be liable for the damages caused by their violations.

The Company shall indemnify persons who have been, are currently, or may become a party in claims, lawsuits, or prosecutions (including civil, administrative cases, and not cases where the Company is the plaintiff) if such person was or is a member of the Board of Directors, manager, employee, or authorized representative of the Company, or if such person was or is acting at the request of the Company as a member of the Board of Directors, manager, employee, or authorized representative of the Company, provided that such person acted honestly, diligently, and with due care for the benefit or not against the best interests of the Company, in compliance with the law, and there is no evidence confirming that such person violated their responsibilities.

2. Indemnification costs include expenses incurred (including legal fees), judgment costs, fines, and payments actually incurred or considered reasonable when resolving these matters within the scope permitted by law. The Company may



purchase insurance for such persons to avoid the aforementioned indemnification liabilities.

## **Chapter 11**

### **RIGHT TO INSPECT COMPANY BOOKS AND RECORDS**

#### **Article 42. Right to inspect books and records**

1. Common shareholders have the right to inspect books and records, specifically as follows:

a. Common shareholders have the right to review, search, and extract information about the name and contact address in the list of shareholders with voting rights; request correction of their inaccurate information; review, search, extract, or copy the Company Charter, minutes of the General Meeting of Shareholders, and Resolution of the General Meeting of Shareholders;

b. Shareholders or groups of shareholders owning 05% or more of the total common shares or have the right to review, search, and extract the minutes book and Resolutions, Decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets.

2. In case the authorized representative of a shareholder or group of shareholders requests to search books and records, they must attach the power of attorney from the shareholder or group of shareholders they represent or a notarized copy of this power of attorney.

3. Members of the Board of Directors, Members of the Board of Supervisors, General Director, and enterprise managers have the right to search the Company's shareholder register, list of shareholders, and other books and records of the Company for purposes related to their Position, provided that this information is kept confidential.

4. The Company shall retain this Charter and its amendments and supplements, the Enterprise Registration Certificate, regulations, documents proving asset ownership, Resolutions of the General Meeting of Shareholders and the Board of Directors, and minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books, and other documents as required by law at the head office or another location, provided that shareholders and the business registration authority are notified of the location where these documents are stored.

5. The Company Charter must be published on the Company's electronic information page.



## **Chapter 12**

### **EMPLOYEES AND TRADE UNION**

#### **Article 43. Employees and trade union**

1. General Director must establish a plan for the Board of Directors to approve matters related to the recruitment, dismissal, salary, social insurance, welfare, rewards, and discipline of employees and enterprise executives.

2. General Director must establish a plan for the Board of Directors to approve matters related to the Company's relationship with trade union organizations according to best management standards, practices, and policies, and the practices and policies stipulated in this Charter, the Company's regulations, and current legal provisions.

## **Chapter 13**

### **PROFIT DISTRIBUTION**

#### **Article 44. Profit distribution**

1. The General Meeting of Shareholders decides the annual dividend payment rate and form of dividend payment from the Company's retained earnings.

2. The Company does not pay interest on dividend payments or payments related to a class of shares.

3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of the dividends in shares, and the Board of Directors is the body that implements this Decision.

4. In case dividends or other amounts related to a class of shares are paid in cash, the Company must pay in Vietnamese Dong. Payment can be made directly or through banks based on the banking details provided by the shareholder. If the Company has transferred the amount according to the banking details provided by the shareholder but the shareholder does not receive the money, the Company shall not be responsible for the amount the Company transferred to this shareholder. The payment of dividends for shares listed on The Stock Exchange may be carried out through securities companies or the Vietnam Securities Depository/Vietnam Securities Depository and Clearing Corporation.

5. Based on the Law on Enterprises, the Law on Securities, the Board of Directors shall pass a resolution to determine a specific date for closing the shareholder list. Based on that date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends, interest, shares, notices or other documents.

6. Other matters related to profit distribution shall be implemented in accordance with the provisions of law.



**Chapter 14**  
**BANK ACCOUNTS, RESERVE FUNDS,**  
**FISCAL YEAR AND ACCOUNTING SYSTEM**

**Article 45. Bank accounts**

1. The Company shall open accounts at banks in Vietnam or at foreign banks permitted to operate in Vietnam.
2. With the 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 Dong or foreign currency accounts at the banks where the Company opens accounts.

**Article 46. Fiscal year**

The Company's fiscal year shall commence from the first day of January each year and end on the 31st day of December. The first fiscal year shall commence from the date of issue of the Enterprise Registration Certificate and end on the 31st day of December immediately following the date of issue of that Enterprise Registration Certificate.

**Article 47. Accounting system**

1. The accounting system used by the Company shall be the Vietnamese Accounting Standards (VAS) or another accounting system approved by the Ministry of Finance.
2. The Company shall maintain accounting books in Vietnamese and keep accounting records in accordance with the provisions of law on accounting and relevant laws. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.
3. The Company shall use Vietnamese Dong as the accounting currency unit. In case the Company has economic transactions primarily arising in a foreign currency, it may choose that foreign currency as the accounting currency unit, be responsible for that choice before the law, and notify the direct tax authority.

**Chapter 15**  
**ANNUAL REPORT,**  
**INFORMATION DISCLOSURE RESPONSIBILITIES, PUBLIC NOTICES**

**Article 48. Annual, semi-annual, and quarterly reports**

1. The Company must prepare annual financial statements, and the annual financial statements must be audited in accordance with the provisions of law. The Company shall disclose the audited annual financial statements in accordance with the



provisions of law on information disclosure on the securities market and submit them to the competent state authority.

2. The annual financial statements must include all reports, appendices, and notes in accordance with the provisions of law on enterprise accounting. The annual financial statements must truthfully and objectively reflect the Company's operational situation.

3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the provisions of law on information disclosure on the securities market and submit them to the competent state authority.

4. The audited annual financial statements (including the auditor's opinion), reviewed six-month financial statements, and quarterly financial statements must be disclosed on the Company's website.

#### **Article 49. Annual report**

The Company must prepare and disclose the Annual Report in accordance with the provisions of law on securities and the securities market.

### **Chapter 16 AUDITING OF THE COMPANY**

#### **Article 50. Auditing**

1. The Annual General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to decide on selecting one of these firms to conduct the Company's auditing activities for the next fiscal year based on the terms and conditions agreed upon with the Board of Directors.

2. The audit report shall be attached to the Company's annual financial statements.

3. The independent auditor conducting the Company's audit is entitled to attend the General Meeting of Shareholders meetings and is entitled to receive notices and other information related to the General Meeting of Shareholders that shareholders are entitled to receive and is entitled to express opinions at the meeting on matters related to the audit of the Company's financial statements.

### **Chapter 17 COMPANY SEAL**

#### **Article 51. Company Seal**

1. The company seal includes a seal made at a seal engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.



2. The Company shall decide the type, quantity, form, and content of the seals of the company, its branches, representative offices, and other dependent units.

3. The Board of Directors, the Company's legal representative, and the General Director shall manage, use, and keep the company seal. The seals of the company's branches, representative offices, or other units shall be managed and kept in accordance with the regulations issued by the Company. The Company shall use the seal in transactions in accordance with the law.

## **Chapter 18**

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

#### **Article 52. Termination of Operations**

1. The Company may be dissolved or terminate its operations in the following cases:

- a. Upon the expiration of the Company's term of operation, including after extension;
- b. The court declares the Company bankrupt in accordance with current law;
- c. Dissolution before the expiration of the term by Decision of the General Meeting of Shareholders.
- d. Other cases as stipulated by law.

2. The dissolution of the Company before the expiration of the term (including the extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This Decision on dissolution must be notified to or approved by the competent authority (if required) in accordance with regulations.

#### **Article 53. Extension of Operation Term**

1. The Board of Directors shall convene a General Meeting of Shareholders meeting at least six (06) months before the expiration of the term of operation so that shareholders can vote on the extension of the Company's operation term upon the proposal of the Board of Directors.

2. The term of operation shall be extended when 65% or more of the total votes of the voting shareholders present in person or through authorized representatives at the General Meeting of Shareholders approve.

#### **Article 54. Liquidation**

1. At least six months before the expiration of the Company's term of operation or after a Decision on the Company's dissolution is issued, the Board of Directors must establish a Liquidation Committee consisting of 03 members. Two members shall be appointed by the General Meeting of Shareholders and one member shall be appointed by the Board of Directors from an independent auditing firm. 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 costs related to liquidation shall be prioritized by the Company for payment before other debts of the Company.

2. The Liquidation Committee is responsible for reporting to the business registration authority on the date of its establishment and the date of commencement of operations. From that time, the Liquidation Committee shall represent the Company in all matters related to the Company's liquidation before the Court and administrative authorities.

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

- a. Liquidation expenses;
- b. Debts for wages, severance allowances, social insurance, and other benefits of employees according to the collective labor agreement and signed labor contracts;
- c. Tax debts;
- d. Other debts of the Company;
- e. The remaining balance after all debts from items (a) to (d) above have been paid shall be distributed to the shareholders. Preferred shares shall be paid first.

## **Chapter 19**

### **INTERNAL DISPUTE RESOLUTION**

#### **Article 55. Resolution of Internal Disputes.**

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

- a. Shareholders and the Company;
- b. Shareholders and the Board of Directors, Board of Supervisors, General Director, or other managers.

The relevant parties shall endeavor to resolve such dispute through negotiation and conciliation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and shall require each party to present the factual elements related to the dispute within thirty (30) working days from the date the dispute arises. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as a conciliator for the dispute resolution process.

2. In case a conciliation decision is not reached within six (06) weeks from the commencement of the conciliation process or if the conciliator's decision is not accepted by the parties, any party may bring that dispute to the Vietnam International Arbitration Centre – VIAC or a competent Court.



3. The parties shall bear their own costs related to the negotiation and conciliation procedures. The payment of Court costs shall be made according to the Court's judgment.

## Chapter 20

### AMENDMENTS AND ADDITIONS TO THE CHARTER

#### Article 56. Amendments and Additions to the Charter

1. Any amendments or additions to these Charter must be considered and decided upon by the General Meeting of Shareholders.

2. In case there are legal provisions related to the Company's operations that are not mentioned in these Charter, or in case there are new legal provisions that differ from the clauses in these Charter, such provisions shall apply to govern the Company's operations.

## Chapter 21

### EFFECTIVE DATE

#### Article 57. Effective Date

1. These Charter comprise 21 chapters and 57 articles, unanimously approved by the Company's General Meeting of Shareholders, who also agree to the full text of these Charter being effective.

2. The Charter shall be kept at the Company's head office.

3. These Charter are the sole and official Charter of the Company.

4. Copies or extracts of the Company's Charter shall be valid when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total number of Members of the Board of Directors. *Kien*

*Kien Giang, June 14, 2025*

**LEGAL REPRESENTATIVE OF THE COMPANY  
CHAIRMAN OF THE BOARD OF DIRECTORS**



**Tran Tho Thang**



**APPENDIX 01: LIST OF FOUNDING SHAREHOLDERS AND NUMBER OF  
SHARES OWNED AS OF Date 6, May 2025**

No.	Name of founding shareholder	Address	Share type	Number of shares	Par value of shares (VND)	Citizen ID/Business Registration Certificate No.
1	HUD Kien Giang Investment Construction Joint Stock Company	No. 501, Mac Cuu Street, Vinh Quang Ward, Rach Gia City, Kien Giang Province	Ordinary	123	1,230,000	1700104750
2	Hoang Quan Consulting - Trading - Service Real Estate Corporation	No. 286-288 Huynh Van Banh, Ward 11, Phu Nhuan District, Ho Chi Minh City	Ordinary	0	0	0302087938
3	Gia Thien Private Enterprise	No. 1065A, Lam Quang Ky Street, An Hoa Ward, Rach Gia City, Kien Giang Province	Ordinary	0	0	560100749
4	Tran Tho Thang	No. 62A February 3rd Street, Vinh Thanh Van Ward, Rach Gia City, Kien Giang Province (old house number: C12 – Lot A11 Seaview)	Ordinary	10,694,968	106,949,680,000	091065017807