

**PROPOSAL**

**Re: Approval of amendments and supplements to the Company Charter**

**To: The General Meeting of Shareholders**

Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and effective from January 1, 2021 (hereinafter referred to as Law No. 59);

Pursuant to the Law on Management and Investment of State Capital in Enterprises No. 68/2025/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on June 14, 2025 and effective from August 1, 2025 (hereinafter referred to as Law No. 68);

Pursuant to Decree No. 245/2025/ND-CP dated September 11, 2025 of the Government on amending and supplementing a number of articles 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 (hereinafter referred to as Decree No. 245);

Pursuant to the amended Company Charter of Ho Chi Minh City Public Lighting Joint Stock Company approved by the General Meeting of Shareholders on May 28, 2024;

Pursuant to Proposal No. 02/TTr-DHDCD dated November 5, 2025 on submitting the approval of amendments and supplements to the Business Line;

Law No. 68 and Decree No. 245 introduce regulations and amendments that render certain provisions in the current Charter non-compliant. In addition, practical issues arising during the Company's operations necessitate clarification of several provisions to address bottlenecks in business administration, together with the Company's need to amend its business lines as set out in Proposal No. 02/TTr-DHDCD dated November 5, 2025. Accordingly, it is necessary to amend and supplement the Company Charter (details provided in the attached Appendix).

Ho Chi Minh City Public Lighting Joint Stock Company has drafted the amended and supplemented the Company Charter. We respectfully submit this to the General Meeting of Shareholders for consideration and approval.

**Recipients:**

- As above;
- Archived:

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**



**Tran Van Hung**

## APPENDIX

(Attached to Proposal No. 03/TTr-DHDCD dated November 5, 2025)

No.	Current provision	Proposed amendments and supplements	Interpretation
1	<b>Clause 3, Article 2 – Name, form, head office, branches, representative offices, business locations and term of operation of the Company</b> 3. Registered office: - Address: 121 Chau Van Liem Street, Ward 14, District 5, Ho Chi Minh City	<b>Clause 3, Article 2 – Name, form, head office, branches, representative offices, business locations and term of operation of the Company</b> 3. Registered office: - Address: 121 Chau Van Liem Street, <b>Cho Lon Ward</b> , District 5, Ho Chi Minh City	To adjust in accordance with the new administrative boundary/ward arrangement
2	<b>Clause 1, Article 4 - Company's business lines:</b>	To be updated in accordance with industry code and business lines in Proposal No. 02/TTr-DHDCD dated November 5, 2025 and the Certificate of Confirmation of changes to registered business lines issued by the Department of Finance	To align with the updated industry codes and business lines
3	<b>Clause 8, Article 13 - Obligations of Shareholders</b> 8. In the event shareholders change personal information such as: ID card number, citizen identification number, contact address....: - For non-deposited shareholders: shareholders shall promptly contact the Company for instructions on procedures of adjusting and updating information changes. - For deposited shareholders: shareholders shall promptly update information changes on the securities depository system. The Company is not responsible for fulfilling the rights of a shareholder if the shareholder fails to notify the Company of changes to their ID card or citizen identification number, or if the shareholder cannot be contacted due to a failure to notify the Company of a change in contact address.	<b>Clause 8, Article 13 - Obligations of Shareholders</b> 8. In the event shareholders change personal information such as: ID card number, <b>citizen identification number</b> , contact address, etc: - For non-deposited shareholders: shareholders shall promptly contact the Company for instructions on procedures of adjusting and updating information changes. - For deposited shareholders: shareholders shall promptly update information changes on the securities depository system. The Company shall not be liable for any failure to fulfill the rights and benefits of a shareholder if such failure results from the shareholder's omission to notify the Company of changes to their ID card or <b>citizen identification number</b> , or from the inability to contact the shareholder due to <b>an inaccurate contact address</b> or the shareholder's	To be in line with new regulations on the transition from ID card to citizen identification number, etc and actual circumstances of inaccurate shareholder contact information.



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		failure to notify the Company of a change in their contact address.	
4	<p><b>Point r, Clause 2, Article 15 - Rights and obligations of the General Meeting of Shareholders</b></p> <p>2. The General Meeting of Shareholders discusses and approves the following:</p> <p>r) The Company's entering into contracts and transactions with entities specified in Clause 1, Article 167 of the Law on Enterprises, with <b>a value equal to or greater than 35% of the Company's total assets</b>, based on the most recent financial statement;</p>	To remain unchanged	<p>Due to the lack of a consistent provision regarding the authority for approving related-party transactions under Point r, Clause 2, Article 15 and Clause 11, Article 43 of the Company Charter.</p> <p>→ Proposed amendment:</p> <ul style="list-style-type: none"> <li>- Retain the authority to approve transactions of the General Meeting of Shareholders under Point r, Clause 2, Article 15.</li> </ul>
	<p><b>Clause 11, Article 43 - Responsibility of honesty and avoidance of conflicts of interest</b></p> <p>11. Transactions between the Company and one or more members of the Board of Directors, the Supervisory Board, the General Director, Deputy General Directors, the Chief Accountant and their related persons and entities shall not be voided in the following cases:</p> <p>a) For transactions <b>with a value of less than or equal to 35% of the total asset value</b> recorded in the most recent financial statements, provided that the material terms of the contract or transaction, as well as the relationships and interests of the relevant members of the Board of Directors, the Supervisory Board, the General Director, Deputy General Directors and the Chief Accountant, have been reported to the Board of Directors and <b>approved</b> by a majority vote of the disinterested members of the Board of Directors;</p>	<p><b>Clause 11, Article 43 - Responsibility of honesty and avoidance of conflicts of interest</b></p> <p>11. Transactions between the Company and one or more members of the Board of Directors, the Supervisory Board, the General Director, Deputy General Directors, the Chief Accountant and their related persons and entities shall not be voided in the following cases:</p> <p>a) For transactions <b>with a value of less than or equal to 35% of the total asset value</b> recorded in the most recent financial statements, provided that the material terms of the contract or transaction, as well as the relationships and interests of the relevant members of the Board of Directors, the Supervisory Board, the General Director, Deputy General Directors and the Chief Accountant, have been reported to the Board of Directors and <b>approved</b> by a majority vote of the disinterested members of the Board of Directors;</p>	<ul style="list-style-type: none"> <li>- Adjust the authority of the Board of Directors under Point a, Clause 11, Article 43.</li> <li>- Adjust the authority of the General Meeting of Shareholders under Point b, Clause 11, Article 43.</li> </ul>



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	b) For transactions with a value <b>greater than 35%</b> of the total asset value, or any transaction resulting in the aggregate value of transactions within twelve (12) month period from the date of the first transaction to reach or exceed 35% of the total asset value as recorded in the most recent financial statements, provided that the material terms of the contract or transaction, as well as the relationships and interests of the relevant members of the Board of Directors, the Supervisory Board, the General Director, Deputy General Directors and the Chief Accountant, have been disclosed to shareholders and <b>approved</b> by the General Meeting of Shareholders through the votes of disinterested shareholders.	b) For transactions with a value <b>equal to or greater than 35%</b> of the total asset value, or any transaction resulting in the aggregate value of transactions within twelve (12) month period from the date of the first transaction to reach or exceed 35% of the total asset value as recorded in the most recent financial statements, provided that the material terms of the contract or transaction, as well as the relationships and interests of the relevant members of the Board of Directors, the Supervisory Board, the General Director, Deputy General Directors and the Chief Accountant, have been disclosed to shareholders and <b>approved by the General Meeting of Shareholders</b> through the votes of disinterested shareholders.	
5	<p><b>Article 24. Request for annulment of Resolutions of the General Meeting of Shareholders</b></p> <p>Within ninety (90) days from the date of receipt of the General Meeting of Shareholders' resolution or minutes, or the General Meeting of Shareholders' vote count minutes, a shareholder or group of shareholders, as defined in Clause 2, Article 115 of the Law on Enterprises, shall have the right to request a court or arbitration to review and annul the General Meeting of Shareholders' resolution or part thereof in the following cases:</p> <p>1. The order and procedures for convening and decision-making of the General Meeting of Shareholders seriously violate the Law on Enterprises and the Company Charter, except as provided in Clause 6, Article 21 herein.</p>	<p><b>Article 24. Request for annulment of Resolutions of the General Meeting of Shareholders</b></p> <p>Within ninety (90) days from the date of receipt of the General Meeting of Shareholders' resolution or minutes, or the General Meeting of Shareholders' vote count minutes, a shareholder or group of shareholders, as defined in Clause 2, Article 115 of the Law on Enterprises, shall have the right to request a court or arbitration to review and annul the General Meeting of Shareholders' resolution or part thereof in the following cases:</p> <p>1. The order and procedures for convening and decision-making of the General Meeting of Shareholders seriously violate the Law on Enterprises and the Company Charter, except as provided in Clause 6, Article 21 herein.</p> <p><b>2. In case a shareholder or group of shareholders requests the court or an arbitral</b></p>	<p><i>To supplement the contents in accordance with Clause 3, Article 152 of the Law on Enterprises No. 59/2020/QH14.</i></p> <p><b>Article 152. Effect of the resolution of the GMS</b></p> <p>3. In case a shareholder or group of shareholders requests the court or an arbitral tribunal to consider invalidating the resolution as prescribed in Article 151 of this Law, the resolution shall remain effective until the effective date of the decision on invalidation of such resolution, except for the cases in which temporary emergency measures are implemented under a decision of a competent authority.</p>



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	2. The contents of the resolution contravene the law or this Charter.	tribunal to consider invalidating the resolution as prescribed in this Article, the resolution shall remain effective until the effective date of the decision on invalidation of such resolution, except for the cases in which temporary emergency measures are implemented under a decision of a competent authority 3. The contents of the resolution contravene the law or this Charter.	
6	<b>Point d &amp; g, Clause 1, Article 25 - Nomination and self-nomination of members of the Board of Directors</b> 1. Where candidates for the Board of Directors have been selected, the Company must disclose information on such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review the candidates before voting. Candidates for the Board of Directors must provide a written commitment on the truthfulness and accuracy of their disclosed personal information, and must also commit to perform their duties with integrity, prudence, and in the best interests of the Company if elected as members of the Board of Directors. Disclosed information on candidates for the Board of Directors shall include: a) Full name, and date of birth; b) Qualifications; c) Work experience; d) Other managerial positions held (including positions on the <b>Board of Directors</b> of other companies);	d) Other managerial positions held (including positions on the Board of Directors and <b>Members' Council</b> of other companies);	To ensure compliance with <b>Decree 245/2025/ND-CP dated September 11, 2025 amending a number of articles of Decree 155/2020/ND-CP dated December 31, 2020:</b> <b>78. Amendments and supplements to Clause 3, Article 275 are as follows:</b> "3. A member of the Board of Directors of a public company may concurrently serve as a member of the Board of Directors or Members' Council of no more than 05 other companies.

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	<p>dd) Interests related to the Company and its related parties;  e) Full name(s) of the shareholder(s) or group of shareholders nominating them (if applicable);  g) The Company must also disclose information regarding companies in which the candidate currently serves as a <b>member of the Board of Directors</b>, General Director, Deputy General Director, or Chief Accountant, and any other interests related to such companies (if applicable).</p> <p><b>Point c, Clause 4, Article 25 - Nomination and self-nomination of members of the Board of Directors</b>  4. Members of the Board of Directors must meet the following standards and conditions:  c) A member of the Board of Directors of one Company may concurrently serve as a member of the Board of Directors of no more than five (05) other companies;</p>	<p>g) The Company must also disclose information regarding companies in which the candidate currently serves as a member of the Board of Directors and <b>member of the Members' Council</b>, General Director, Deputy General Director, or Chief Accountant, and any other interests related to such companies (if applicable).</p> <p>c) A member of the Board of Directors of a public Company may concurrently serve as a member of the Board of Directors <b>or the Members' Council</b> of no more than 05 other companies;</p>	
7	<p><b>Clause 3, Article 26 - Composition and office term of members of the Board of Directors</b>  3. The composition of the Board of Directors shall be as follows:  At least one-third of the total number of members of the Board of Directors must be 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.</p>	<p>3. The composition of the Board of Directors shall be as follows:  The composition of the Board of Directors must ensure that there is at least 01 non-executive member.</p>	<p>To amend in accordance with <b>Clause 79. Amendments and supplements to Clause 2, Article 276 of Decree 245/2025/ND-CP dated September 11, 2025 are as follows:</b>  "2. The number of non-executive BOD members of a public Company must ensure the following provisions:  <b>a) There must be at least 01 non-executive member if the</b></p>



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			<p><b>Company's Board of Directors consists of 03 - 05 members;</b>  b) There must be at least 02 non-executive members if the Company's Board of Directors consists of 06 - 08 members;  c) There must be at least 03 non-executive members if the Company's Board of Directors consists of 09 - 11 members.”.</p>
8	<p><b>Article 27. Authority and obligations of the Board of Directors</b>  1. The Board of Directors is the managing body of the Company, vested with full authority to act in the name of the Company to decide and exercise the rights and fulfill the obligations of the Company, except for those reserved for the authority of the General Meeting of Shareholders.  2. As prescribed by law, the Company Charter, and the General Meeting of Shareholders, the rights and obligations of the Board of Directors include:</p> <p>a) Decide on the Company’s strategy, medium-term development plan, and annual business plan;  b) Propose types of shares and the authorized shares of each type;</p>	<p><b>Article 27. Authority and obligations of the Board of Directors</b>  1. The Board of Directors is the managing body of the Company, vested with full authority to act in the name of the Company to decide and exercise the rights and fulfill the obligations of the Company, except for those reserved for the authority of the General Meeting of Shareholders.  2. As prescribed by law, the Company Charter, and the General Meeting of Shareholders, the rights and obligations of the Board of Directors include:  <b>a) Be accountable to shareholders for the Company's operations;</b>  <b>b) Treat all shareholders equally and respect the interests of all Company's stakeholders;</b>  <b>c) Ensure that the Company's operations comply with the law, the Charter and the Company’s internal regulations;</b>  d) Decide on the Company’s strategy, medium-term development plan, and annual business plan;  dd) Propose types of shares and the authorized shares of each type;</p>	<p>To amend Article 27 on the basis of:  <b><i>1. Incorporation of the detailed contents of Article 278 of Decree No. 155/2020/ND-CP dated December 31, 2020 into the Company Charter:</i></b>  <b>Article 278. Responsibilities and obligations of the Board of Directors</b>  The Board of Directors must fully comply with the responsibilities and obligations as prescribed by the Law on Enterprises and the Company Charter. In addition, the Board of Directors has the following duties and obligations:  1. Be accountable to shareholders for the Company's operations.  2. Treat all shareholders equally and respect the interests of all Company's stakeholders.  3. Ensure that the Company's operations comply with the law, the</p>

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	<p>c) Decide on the sale of unsold shares within the number of authorized shares of each type, and decide on raising additional funding in other forms;</p> <p>d) Decide on the sale price of the Company's shares and bonds;</p> <p>dd) Decide on the share buyback in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;</p> <p>e) Decide on investment plans and projects within its authority and limits as prescribed by law;</p> <p>g) Decide on market development, marketing, and technology solutions;</p> <p>h) Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions valued at 35% or more of the total assets recorded in the Company's most recent financial statements, except for contracts and transactions under the authority of the General Meeting of Shareholders in accordance with Point d, Clause 1, Article 15 herein, and Clauses 1 and 3, Article 167 of the Law on Enterprises;</p>	<p>e) Decide on the sale of unsold shares within the number of authorized shares of each type, and decide on raising additional funding in other forms;</p> <p>g) Decide on the sale price of the Company's shares and bonds;</p> <p>h) Decide on the share buyback in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;</p> <p>i) Decide on investment plans and projects within its authority and limits as prescribed by law;</p> <p>k) Decide on market development, marketing, and technology solutions;</p> <p>l) Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions valued at 35% or more of the total assets recorded in the Company's most recent financial statements, except for contracts and transactions under the authority of the General Meeting of Shareholders in accordance with Point d, Clause 1 <b>and Point r Clause 2</b>, Article 15 herein, and Clauses 1 and 3, Article 167 of the Law on Enterprises;</p> <p><b>For contracts related to the Company's business operations in its capacity as a contractor, including: (1) Contracts for the delivery of public services on maintaining urban lighting systems; on management and maintenance of road traffic infrastructure (traffic signal systems, cameras, electronic traffic information display); (2) Contracts for construction/installation of projects/works/bidding packages, etc with a value equal to or greater than 35% of the total asset as recorded in the Company's latest</b></p>	<p>Charter and the Company's internal regulations.</p> <p>4. Develop the Operation Regulation of the Board of Directors for submission to the General Meeting of Shareholders for approval and publish it on the Company's website. The Minister of Finance has provided a sample of the Operation Regulation of the Board of Directors for public companies to refer to in formulating their own.</p> <p>5. Supervise and prevent conflicts of interest among members of the Board of Directors and Supervisory Board, General Director (Director) and other managers, including misuse of Company assets and abuse of related party transactions;</p> <p>6. Formulate the Regulation on Internal Corporate Governance for submission to the General Meeting of Shareholders for approval in accordance with the provisions of Article 270 of this Decree.</p> <p>7. Appoint the Corporate Governance Officer.</p> <p>8. Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, General</p>



No.	Current provision	Proposed amendments and supplements	Interpretation
	<p>i) Elect, dismiss, or remove the Chairperson of the Board of Directors; appoint, dismiss, enter into, or terminate contracts with the General Director, Deputy General Directors, and Chief Accountant; decide on their salaries, remuneration, bonuses, and other benefits; designate authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies and decide on their remuneration and other benefits;</p> <p>k) Supervise and direct the General Director, Deputy General Directors, and Chief Accountant in the administration of the Company's day-to-day business operations;</p> <p>l) Decide on the Company's organization and internal management regulations; decide on the establishment of subsidiaries, branches, representative offices, and the contribution of capital to or purchase of shares in other companies;</p> <p>m) Approve the General Meeting of Shareholders agendas and documents, convene the General Meeting of Shareholders, or collect ballots to adopt resolutions of the General Meeting of Shareholders;</p>	<p><b>financial statements. The Board of Directors shall annually review and approve the policy of authorizing the General Director to proactively sign contracts within the Board of Directors' approval authority. Upon the completion of the contract signing procedures with the Employer, the General Director shall report the implementation results to the Board of Directors.</b></p> <p>m) Elect, dismiss, or remove the Chairperson of the Board of Directors; appoint, dismiss, enter into, or terminate contracts with the General Director, Deputy General Directors, and Chief Accountant; decide on their salaries, remuneration, bonuses, and other benefits; designate authorized representatives to participate in the Members' Council or the General Meeting of Shareholders of other companies and decide on their remuneration and other benefits;</p> <p>n) Supervise and direct the General Director, Deputy General Directors, and Chief Accountant in the administration of the Company's day-to-day business operations;</p> <p>o) Decide on the Company's organization and internal management regulations; decide on the establishment of subsidiaries, branches, representative offices, and the contribution of capital to or purchase of shares in other companies;</p> <p>p) Approve the General Meeting of Shareholders agendas and documents, convene the General Meeting of Shareholders, or collect ballots to adopt resolutions of the General Meeting of Shareholders;</p>	<p>Director (Director) and other managers of the Company;</p> <p>9. Report on the activities of the Board of Directors at the General Meeting of Shareholders as prescribed in Article 280 of this Decree.</p> <p><b>2. Adjustment of Article 278 pursuant to Decree No. 245/2025/ND-CP dated September 11, 2025 amending a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020:</b></p> <p><b>81. Amendments and supplements to a number of clauses of Article 278 are as follows:</b></p> <p>a) Amendment and supplement to Clause 8 of Article 278 as follows: "8. Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, General Director (Director) and other managers of the Company;</p> <p>b) Addition of Clause 10 after Clause 9, Article 278 as follows: "10. Make dividend payments to shareholders in accordance with the law upon the approval of the Annual General Meeting of Shareholders."</p> <p><b>3. Addition of detailed provisions to Point h, Clause 2, Article 27</b></p>



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	<p>n) Submit audited annual financial statements to the General Meeting of Shareholders;</p> <p>o) Propose the dividend rates to be paid; decide on the timing and procedures for dividend payments or handling losses incurred in the course of business;</p> <p>p) Propose the Company's restructuring, dissolution, or request for bankruptcy;</p> <p>q) Issue the Company's Operation Regulations of the Board of Directors and Regulations on Internal Corporate Governance after they have been approved by the General Meeting of Shareholders; issue the Operation Regulations of the Audit Committee under the Board of Directors and the Regulations on Disclosure;</p> <p>r) Exercise other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, and other provisions of the law.</p>	<p>q) Submit audited annual financial statements to the General Meeting of Shareholders;</p> <p>r) Propose the dividend rate to be paid; decide on the timeline and procedures for dividend payment or for addressing losses incurred in the course of business; <b>Implement the payment of dividends to shareholders in accordance with the law, following approval by the Annual General Meeting of Shareholders.</b></p> <p>s) Propose the Company's restructuring, dissolution, or request for bankruptcy;</p> <p>t) <b>Develop the Operational Regulation of the Board of Directors and the Regulation on Internal Corporate Governance, and to submit them to the General Meeting of Shareholders for approval;</b> Issue these regulations following such approval; Issue the Operational Regulation of the Audit Committee (a committee under the Board of Directors) and the Regulation on Information Disclosure; <b>Publish all of these regulations on the Company's official website.</b></p> <p>u) <b>Supervise and prevent conflicts of interest among members of the Board of Directors and Supervisory Board, General Director and other managers, including misuse of Company assets and abuse of related party transactions;</b></p> <p>v) <b>Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, General Director and other managers of the Company;</b></p> <p>3. Exercise other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, and other provisions of the law.</p>	<p><i>regarding contracts and other transactions with a value equal to or greater than 35% of total asset value under the authority of the Board of Directors:</i></p> <p>According to the actual situation, the contracts signed by the Company as a contractor such as (1) Contracts for the delivery of public services on maintaining urban lighting systems; on management and maintenance of road traffic infrastructure (traffic signal systems, cameras, electronic traffic information display); (2) Contracts for construction/ installation of projects/ works/ bidding packages, etc are mostly organized according to the contractor selection method of the Law on Bidding. As for the contracts for the delivery of public services with an implementation term of 3 years, the total contract value may be greater than 35% of the total asset value recorded in the Company's Financial Statements (according to the data of the 2025 Semi-Annual Financial Statements, the total asset value is 559 billion VND, making 35% equivalent to 195 billion VND). The timeframe for contractor selection - from bid participation, contract negotiation,</p>



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	<p>3. The Board of Directors must report to the General Meeting of Shareholders on the results of its activities in accordance with Article 280 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities.</p>	<p>4. The Board of Directors must report to the General Meeting of Shareholders on the results of its activities in accordance with Article 280 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities.</p>	<p>bid award, to contract signing - is often shortened by the Employer. In particular, the stages of negotiation, bid award and contract signing frequently take place within a very short timeframe of only one to two days. On this basis, submission for approval from the Board of Directors would not meet the requirements of contract signing progress, thereby causing the Company to lose business opportunities.</p> <p>→ Recommendation: In order not to lose the Company's business opportunities, and to facilitate as well as empower the General Director to sign contracts in the Company's business operation, it is proposed to supplement the content of Point h under the authority of the Board of Directors. This additional content serves as a basis for the Board of Directors to annually, based on the annual business plan, hold a meeting and approve the principle of authorizing the General Director to sign contracts related to the Company's business operation. Accordingly, the General Director is responsible for reporting the results upon the completion of the contract signing.</p>

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9	<p><b>Point b, Clause 1, Article 49 - Profit distribution</b></p> <p><b>Article 49. Profit distribution</b></p> <p>1. The General Meeting of Shareholders shall decide on the rate of dividend payments and the mean of annual dividend payments based on the actual net profit achieved and the Company's retained earnings. The Company may only pay dividends when the following conditions are met:</p> <p>a) The Company has fulfilled its tax obligations and other financial obligations in accordance with the law (including profit distribution to joint venture partners in accordance with signed economic contracts (if applicable));</p> <p>b) Appropriations to company funds and offsetting of prior losses have been made in accordance with the law. The specific provisions are as follows:</p> <ul style="list-style-type: none"> <li>- Allocation up to 30% for the enterprise development investment fund.</li> <li>- Allocation for employee reward funds, employee welfare funds, and <u>management incentive funds</u> in accordance with the Government's regulations on labor, salaries, remuneration, and bonuses for companies with state-controlled shares and capital contributions.</li> </ul>	<p><b>Article 49. Profit distribution</b></p> <p>1. The General Meeting of Shareholders shall decide on the rate of dividend payments and the mean of annual dividend payments based on the actual net profit achieved and the Company's retained earnings. The Company may only pay dividends when the following conditions are met:</p> <p>a) The Company has fulfilled its tax obligations and other financial obligations in accordance with the law (including profit distribution to joint venture partners in accordance with signed economic contracts (if applicable));</p> <p><b>b) Offsetting losses from previous years have exceeded the deductible period against pre-tax profit as prescribed by the Law on Corporate Income Tax (if any)</b></p> <p><b>c) After handling the following costs, including: Costs of mineral surveys and exploration for investment purposes which were not eligible for project implementation, as prescribed by the Government; Write-offs from failed investments in projects or in specialized, high-risk investments, as prescribed by the Government; Costs of performing state-mandated political tasks assigned by competent authorities, as prescribed by the Government; the remaining after-tax profit shall be appropriated to the Enterprise Development Investment Fund, the Reward Fund, the Welfare Fund, and other funds in accordance with current state regulations.</b></p>	<p>To amend according to Point e, Clause 2, Article 27 of Law 68/2025/QH25 dated June 14, 2025:</p> <p><b>Article 27. Management of state capital at enterprises in which the State holds more than 50% to less than 100% of charter capital</b></p> <p>e) Decision on the distribution of after-tax profits to set up funds as prescribed in Article 25 of this Law. The portion of profits and cash dividends corresponding to the proportion of shares or capital contribution held by the State at the enterprise shall be remitted to the State budget. The payment of stock dividends and the use of after-tax profits corresponding to the State's ownership proportion at the enterprise to supplement State capital at the enterprise shall be implemented in accordance with the Government's regulations.</p> <p>→ <b>Article 25. Distribution of Profit After Tax</b></p> <p>1. After-tax profit, after profit sharing to capital-contributing members under business cooperation contracts (if any) and after offsetting losses from previous years have exceeded the deductible period against pre-tax profit as prescribed by the Law on</p>



No.	Current provision	Proposed amendments and supplements	Interpretation
	<p>c) The remaining profit is paid as dividends to shareholders according to the following principles:</p> <ul style="list-style-type: none"> <li>- Harmony between shareholders' interests and the General Meeting of Shareholders' approved dividend distribution plan is ensured;</li> <li>- After paying all dividends, the Company still has the ability to complete full payment of debts and other financial obligations due.</li> </ul>	<p>c) The remaining profit is paid as dividends to shareholders according to the following principles:</p> <ul style="list-style-type: none"> <li>- Ensure harmony between shareholders' interests and the General Meeting of Shareholders' approved dividend distribution plan;</li> <li>- After paying all dividends, the Company still has the ability to complete full payment of debts and other financial obligations due.</li> </ul>	<p>Corporate Income Tax (if any), shall be used to handle the following costs:</p> <ul style="list-style-type: none"> <li>a) Costs to be handled from after-tax profit sources as prescribed by relevant laws;</li> <li>b) Costs of mineral surveys and exploration for investment purposes which were not eligible for project implementation, as prescribed by the Government; write-offs from failed investments in projects or in specialized, high-risk investments, as prescribed by the Government;</li> <li>c) Costs of performing state-mandated political tasks assigned by competent authorities, as prescribed by the Government.</li> </ul> <p>2. The remaining after-tax profit, after handling the contents specified in Clause 1 of this Article, shall be distributed according to the following principles:</p> <ul style="list-style-type: none"> <li>a) Appropriate no greater than 50% for the Development Investment Fund for the purposes of investment in expansion of the enterprise's business, and supplementation of charter capital.</li> </ul> <p>For credit institutions, appropriate no greater than 50% for the Reserve Fund for supplementation of charter capital and the Development Investment</p>

No.	Current provision	Proposed amendments and supplements	Interpretation
			<p>Fund in accordance with the provisions of the Law on Credit Institutions;</p> <p>b) Appropriate no greater than <b>03 months of actual salary</b> to establish a Reward Fund and Welfare Fund based on the results of enterprise assessment and classification.</p> <p>For enterprises directly serving national defense and security, where there are insufficient sources from after-tax profit, the State shall provide support so that appropriations for the Reward Fund and Welfare Fund are made up to a maximum of 02 months of actual salary based on the results of enterprise assessment and ranking;</p> <p>c) Set aside to set up funds as prescribed by relevant laws;</p> <p>d) The enterprise shall remit the remaining profit to the State budget, except where it is used to supplement charter capital or invest in projects as prescribed by the Government.</p> <p>3. The Government shall detail this Article.</p>



**HO CHI MINH CITY PUBLIC LIGHTING JOINT STOCK COMPANY**



**SAPULICO**

# **COMPANY CHARTER**

**(Amended and Supplemented)**

**Approved by the General Meeting of Shareholders  
on November 5, 2025**

***(Draft)***

***Ho Chi Minh City, November, 2025***

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## **PREAMBLE**

This Charter is approved in accordance with Resolution No. 02/NQ-DHDCD dated November 27, 2025 of the General Meeting of Shareholders and Decision No. .../QD-HDQT dated ... 2025 of the Board of Directors of Ho Chi Minh City Public Lighting Joint Stock Company.

### **I. DEFINITION OF TERMS**

#### **Article 1. Definition of terms**

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

- a) *Charter capital* refers to the total par value of shares sold or registered to be purchased upon establishment of the joint stock company and as prescribed in Article 6 of this Charter;
- b) *Voting capital* refers to equity capital, under which the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
- c) *Law on Enterprises* refers to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d) *Law on Securities* refers to Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- dd) *Vietnam* refers to the Socialist Republic of Vietnam;
- e) *Date of establishment* refers to the date on which the Company is first granted the Certificate of Business Registration and equivalent documents;
- g) *Executive Management* refers to General Director, Deputy General Director and Chief Accountant;
- h) *Management* refers to company managers, including the Chairperson of the Board of Directors, members of the Board of Directors, Head of the Supervisory Board, members of the Supervisory Board, General Director, Deputy General Director and Chief Accountant;
- i) *Related person* refers to an individual or organization specified in Clause 46, Article 4 of the Law on Securities;
- k) *Shareholder* refers to an individual or organization that owns at least one share of a joint stock company;
- l) *Founding shareholder* refers to a shareholder who owns at least one common share and signs the list of founding shareholders of a joint stock company;
- m) *Major shareholder* refers to a shareholder specified in Clause 18, Article 4 of the Law on Securities;
- n) *Term of operation* refers to the term of operation of the Company as stipulated in Article 2 of this Charter;

o) *Stock exchange* refers to the Vietnam Stock Exchange and its subsidiaries.

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

3. Headings (Sections and Articles of this Charter) are provided for reference only and do not affect the content of this Charter.

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

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

1. Company Name:

- Company name written in Vietnamese: **CÔNG TY CỔ PHẦN CHIẾU SÁNG CÔNG CỘNG THÀNH PHỐ HỒ CHÍ MINH**

- Company name written in foreign language: **HO CHI MINH CITY PUBLIC LIGHTING JOINT STOCK COMPANY**

- Abbreviation: **SAPULICO**

2. The Company is a joint stock company with legal status in accordance with applicable laws of Vietnam.

3. Registered office:

- **Head office address: 121 Chau Van Liem, Cho Lon Ward, Ho Chi Minh City**

- Telephone: **+84-28-38 536 883**

- Fax: **+84-28-38 592 896**

- Email: **cscctphcm@chieusang.com**

- Website: **[www.chieusang.com](http://www.chieusang.com) - [www.sapulico.com](http://www.sapulico.com)**

4. The Company may establish branches and representative offices in its business locations to carry out its operational objectives, in accordance with decisions of the Board of Directors and as permitted by law.

5. Unless terminated before the term specified in Article 57, the Company's term of operation is indefinite from the date of establishment.

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

The Company has one (01) legal representative, who is the General Director of the Company.



In the event that the legal representative is absent from Vietnam for more than thirty (30) days without authorizing another person to exercise the rights and obligations of the legal representative, or in cases where the legal representative has died, gone missing, been under criminal investigation, in temporary detention, serving prison sentence, is subject to compulsory administrative measures at a compulsory rehabilitation center or compulsory education institution, is restricted or incapacitated in civil act, has difficulties in cognition or behavior control, or has been prohibited by the Court from holding certain positions, practicing certain professions, or performing certain work, the Board of Directors shall appoint another person to become the legal representative of the Company. (Pursuant to Clause 5, Article 12 of the Law on Enterprises).

The legal representative of an enterprise is an individual who represents the enterprise in exercising rights and obligations of the enterprise's transactions, represents the enterprise as the petitioner in civil matters, as the plaintiff, defendant, or person with related rights and obligations before Arbitration or Court, and in other rights and obligations as prescribed by law. (Pursuant to Clause 1, Article 12 of the Law on Enterprises).

The responsibilities of the legal representative of an enterprise are stipulated in Article 13 of the Law on Enterprises.

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

#### **Article 4. Operational objectives of the Company**

##### **1. Company's business lines:**

<b>No.</b>	<b>Industry name</b>	<b>Industry code</b>
<b>1</b>	<b>Architecture and related technical consulting</b> Details: Other business operations: Design of electrical systems for residential, commercial, and industrial buildings. Construction supervision for residential, commercial, and industrial buildings (electrical installation and equipment). Provision of consulting services in surveys, project development, cost estimation, tender document preparation, and construction project management for public lighting, traffic signals, CCTV cameras, electronic traffic information displays, image transmitters , programmable logic controller (PLC), automated control systems for toll stations and parking lots, and electrical systems for civil works and industrial facilities. - Design of public lighting, traffic signals, electronic traffic information displays, and CCTV cameras. - Design of lighting and signal control systems for traffic works; - Design of power transmission lines and substations up to 35kV - Construction planning; Geological and topographic survey of construction works; - Design (architecture, structural, electrical, mechanical & electrical, water supply & drainage) for civil works and industrial facilities, Power transmission lines and substations, Technical infrastructure, Transportation, Agriculture and rural Development; - Design appraisal for public lightings, traffic signals, electronic traffic information display, and CCTV cameras; - Appraisal of fire prevention and fighting designs;	<b>7110</b>

No.	Industry name	Industry code
	<ul style="list-style-type: none"> <li>- Appraisal of energy industry designs;</li> <li>- Supervision of Civil and Industrial works, Power transmission lines and Substations, Technical infrastructure, Transportation, Agriculture and Rural Development;</li> <li>- Supervision of public lightings, traffic signals, electronic traffic information display, and CCTV cameras;</li> <li>- Supervision of fire prevention and fighting works;</li> <li>- Supervision of energy industry works;</li> <li>- Supervision of equipment installation at construction sites;</li> <li>- Management of construction investment project</li> <li>- Construction consulting and construction design consulting;</li> <li>- Construction project management consulting;</li> <li>- Fire prevention and fighting design;</li> <li>- Industrial energy design;</li> <li>- Appraisal of designs (architecture, structural, electrical, mechanical &amp; electrical, water supply &amp; drainage) for Civil and Industrial works, Power transmission lines and Substations, Technical infrastructure, Transportation, Agriculture and Rural Development;</li> </ul>	
2	<p>Electrical system installation</p> <p>Details: Other business operations: Construction and installation of public lighting, traffic signals, CCTV cameras, electronic traffic information display, image transmitters, programmable logic controller (PLC), automated control systems for toll stations and parking lots, and electrical systems for residential, commercial, and industrial buildings.</p> <p>Installation of electrical systems for residential buildings and civil engineering works:</p> <ul style="list-style-type: none"> <li>- Electrical systems, wiring and electrical equipment</li> <li>- Telecommunications wiring</li> <li>- Computer network and cable television wiring, including fibre optic</li> <li>- Lighting systems</li> <li>- Fire alarm, and fire prevention and fighting system</li> <li>- Burglar alarm systems</li> <li>- Street lights and signals.</li> </ul>	4321
3	<p>Lighting equipment manufacture</p> <p>Details: Other business operations: traffic signals and mechanical products (excluding machining and recycling of electroplating waste at the head office).</p> <ul style="list-style-type: none"> <li>- Manufacture and assembly of lighting equipment (not conducted at the headquarter)</li> </ul>	2740
4	<p>Other construction system installation</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Installation of underground works for public lighting, traffic signals, CCTV cameras, electronic traffic information displays, programmable logic controllers (PLC), fiber optic cables, digital image transmitters to control centers, and advertising media installation services.</li> </ul> <p>Other construction system installation</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Construction and installation of civil and industrial electrical works (low voltage, medium voltage below 35kV)</li> </ul>	4329



No.	Industry name	Industry code
	<ul style="list-style-type: none"> <li>- Installation of fire prevention and fighting systems; Installation of equipment into construction works</li> <li>- Construction and installation of elevator and escalator systems</li> <li>- Construction and installation of lightning protection wire systems</li> <li>- Construction and installation of sound systems</li> <li>- Construction and installation of soundproofing and insulation systems</li> </ul>	
5	<p>Construction of electrical works (Construction of utility projects)</p> <p>Details: Construction of public works, Construction of power transmission and distribution lines and electrical substations; Construction of public, residential, and industrial lighting works; Construction of energy industry works; Construction of works for installing traffic signals, electronic traffic information display, CCTV cameras; Construction of technical infrastructure works; and Construction of control center.</p> <p>Construction of power plants (The enterprise does not provide goods or services under State monopoly and does not conduct commercial activities as prescribed by Decree No. 94/2017/ND-CP on State-monopolized goods and services)</p>	4221
6	<p>Construction of water supply and drainage works (Construction of utility projects)</p> <p>Details: Construction of public works; Construction of agriculture and rural development works;</p>	4222
7	Construction of telecommunication and communication works	4223
8	<p>Construction of utility projects</p> <p>Details: - Construction of control centers;</p> <p>- Management and operation, servicing and maintenance of control centers.</p>	4229
9	<p>Construction of water works</p> <p>(Excluding the construction and operation of multi-purpose hydropower and nuclear power plants of special socio-economic importance)</p>	4291
10	Construction of mining works	4292
11	Construction of manufacturing works	4293
12	<p>Construction of other civil engineering works</p> <p>Details: Construction and installation of residential, industrial, and urban lighting works; Construction and installation of residential, industrial, and urban works;</p> <p>Construction of technical infrastructure works</p>	4299
13	Construction of railway works	4211
14	<p>Construction of road works</p> <p>Details: Construction of transportation works</p>	4212
15	Manufacture of other electric and electronic wires and cables	2732
16	Manufacture of wiring devices	2733
17	<p>Manufacture of metal components</p> <p>Details: Power poles and steel structures for lighting, power supply, and traffic signals</p>	2511
18	<p>Machining; treatment and coating of metals</p> <p>Details: On-site mechanical processing</p>	2592
19	Manufacture of other fabricated metal products n.e.c.	2599

No.	Industry name	Industry code
	Details: Manufacture of various types of metal poles and columns; manufacture of steel mesh fences (not conducted at the headquarter)	
20	Cargo handling (excluding air cargo handling)	5224
21	Warehousing and storage (excluding warehouse business operations)	5210
22	Service activities incidental to land transportation (excluding liquefied gas transportation)	5225
23	Other support activities for transportation (excluding liquefied gas transportation and activities related to air transport) (excluding services for the establishment, operation, and maintenance of maritime aids to navigation, public water areas, fairways, and shipping lanes; services for surveying public water areas, fairways, and shipping lanes for the purpose of publishing Notices to Mariners; services for surveying, creating, and publishing nautical charts for water areas, seaports, fairways, and shipping lanes; creating and publishing maritime safety documents and publications; services for regulating maritime safety in public water areas and fairways; maritime electronic information services; inspection (examination, testing) and certification services for transportation vehicles (including their systems, assemblies, equipment, and components); inspection and certification services for technical safety and environmental protection for specialized vehicles and equipment, containers, and packaging for dangerous goods used in transport; inspection and certification services for technical safety and environmental protection for offshore oil and gas exploration, exploitation, and transportation vehicles and equipment; technical inspection services for occupational safety for machinery and equipment subject to strict occupational safety requirements installed on transportation vehicles and on offshore oil and gas exploration, exploitation, and transportation vehicles and equipment; registry and inspection services for fishing vessels; maritime pilotage services; and services related to air transport business and general aviation activities)	5229
24	Wholesale of other construction materials and installation equipment Details: Wholesale of construction materials; wholesale of water and electrical supplies; wholesale of aluminum, glass, and other construction materials and installation equipment	4673
25	Wholesale of electronic and telecommunications equipment and components (Excluding the exercise of export, import, and distribution rights for goods on the List of Goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export, import, and distribution rights: tobacco and cigars, books, newspapers, and magazines, pre-recorded items, precious metals and gemstones; pharmaceuticals, explosives, crude oil and processed oil, rice, cane sugar, and beet sugar)	4652
26	Wholesale of other machinery, equipment and spare parts Details: - Production and trading of electrical equipment and materials for industrial and civil electricity; Production and trading of equipment and materials for public, industrial and civil lighting.	4659



No.	Industry name	Industry code
	<p>- Trading of mechanical equipment for the electricity and construction sectors, and for the water sector. Wholesale of industrial machinery, equipment and spare parts. Wholesale of electrical machinery, equipment and materials (generators, electric motors, electric wires, and circuit equipment)</p> <p>(Excluding the exercise of export, import, and distribution rights for goods on the List of Goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export, import, and distribution rights: tobacco and cigars, books, newspapers, and magazines, pre-recorded items, precious metals and gemstones; pharmaceuticals, explosives, crude oil and processed oil, rice, cane sugar, and beet sugar)</p>	
27	<p>Wholesale of other household goods</p> <p>Details: Trading of electrical equipment and lighting equipment. Wholesale of automobiles and motor vehicles. Wholesale of other household goods (except sporting guns, rudimentary weapons, and pharmaceuticals)</p> <p>Wholesale of interior decoration items (except pharmaceuticals)</p> <p>(Excluding the exercise of export, import, and distribution rights for goods on the List of Goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export, import, and distribution rights: tobacco and cigars, books, newspapers, and magazines, pre-recorded items, precious metals and gemstones; pharmaceuticals, explosives, crude oil and processed oil, rice, cane sugar, and beet sugar)</p>	4649
28	<p>Retail sale of hardware, paints, glass and other construction installation equipment in construction</p> <p>Details: Retail of cement, bricks, tiles, stones, sand, gravel and construction materials</p>	4752
29	<p>Freight transport by road</p> <p>Details: Freight transport by automobile (except liquefied gas transportation)</p>	4933
30	<p>Manufacture of communication equipment</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Manufacture of data transmission equipment and telephones used to transmit electronic signals via wire or wireless such as radios, radio stations, and wireless communication equipment</li> <li>- Manufacture of data transmission equipment such as gateways and transmission devices</li> <li>- Manufacture of transmitting and receiving antennas</li> <li>- Manufacture of wireless cable equipment</li> <li>- Manufacture of modems and transmission equipment</li> </ul>	2630
31	<p>Manufacture of consumer electronics</p> <p>Details: Manufacture and assembly of electrical equipment (not conducted at the head office)</p>	2640
32	<p>Manufacture of metal-forming machinery and machine tools</p> <p>Details: Manufacture and assembly of mechanical equipment serving the electricity, construction, and water industries (not conducted at the head office)</p>	2822

No.	Industry name	Industry code
33	Demolition (excluding blasting and demolition of used sea vessels)	4311
34	Site preparation (excluding blasting services)	4312
35	Building completion and finishing	4330
36	Installation of plumbing, heating, and air-conditioning systems: Details: Solar energy collection systems not using electricity (except mechanical processing, waste recycling, electroplating at the headquarter, and excluding installation of refrigeration equipment such as freezers, cold storages, ice machines, air-conditioners, and water chillers using R22 refrigerant in seafood processing)	4322
37	Other specialized construction activities Details: Specialized construction activities	4390
38	Specialized design activities Details: Interior and exterior decoration, Interior and exterior design	7410
39	Renting and leasing of motor vehicles Details: Rental of automobiles, cranes, crane-mounted trucks, cargo transport vehicles, aerial work platforms, various lift trucks, and mobile lighting equipment	7710
40	Renting and leasing of other machinery, equipment and tangible goods without operators	7730
41	Installation of industrial machinery and equipment	3320
42	Repair and maintenance of electronic and optical equipment	3313
43	<b>Repair and maintenance of electrical equipment</b> - Repair and maintenance of power and distribution transformers. - Repair and maintenance of electric motors, generators and motor generator sets, - Repair and maintenance of switchgear and switchboard apparatus. - Repair and maintenance of relays and industrial controls. - Management and operation, servicing and maintenance of electrical lighting systems, traffic signals, CCTV cameras, electronic traffic information displays, programmable logic controllers (PLC), fiber optic cables, and digital image transmitters to control centers, Management of operation, servicing and maintenance of control centers (public utility services). - Repair and maintenance of current-carrying wiring devices and non current-carrying wiring devices for wiring electrical circuits.	<b>3314 (Main)</b>
44	Construction of residential buildings	4101
45	Construction of non-residential buildings	4102
46	Electric power generation from non-renewable energy sources (Excluding transmission, dispatch of the national power system, and construction and operation of multi-purpose hydropower plants and nuclear power plants)	3511
47	Electric power generation from renewable energy sources (Excluding transmission, dispatch of the national power system, and construction and operation of multi-purpose hydropower plants and nuclear power plants)	3512



No.	Industry name	Industry code
48	Electricity transmission and distribution (Excluding transmission, dispatch of the national power system, and construction and operation of multi-purpose hydropower plants and nuclear power plants)	3513
49	Landscape care and maintenance services	8130
50	Manufacture of other electrical equipment	2790
51	The enterprise must comply with all applicable legal regulations on land use, construction, fire prevention and fighting, environmental protection, other provisions of law related to its operations and business conditions for conditional business lines.	The industry code does not correspond to the Vietnam Standard Industrial Classification

***(The official scope of business shall be based on the Certificate of Business Lines Registration issued by the Department of Finance)***

2. Operational objectives of the Company: The Company has built and maintained its brand, while also expanding and developing across its advantageous business sectors. This approach establishes a stable, long-term, and solid foundation for development, maximizing profits, ensuring lawful rights and interests of shareholders, and fulfilling obligations to the State.

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

The Company is authorized to conduct business activities in the industries specified in this Charter, which have been duly registered, reported for changes in registration with the business registration authority, and published on the National Business Registration Portal.

### **IV. CHARTER CAPITAL AND SHARES**

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

1. The Company's charter capital is VND **284,000,000,000** (In words: Two hundred and eighty four billion Vietnamese Dong).

The total charter capital of the Company is divided into **28,400,000** shares with a par value of VND **10,000** per share.

2. The Company may change its charter capital when approved by the General Meeting of Shareholders and in compliance with the law.

3. The Company's shares on the effective date of this Charter include common shares and preferred shares (if any). The rights and obligations of shareholders holding each type of shares are specified in Articles 12 and 13 of this Charter.

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

5. The Company has no founding shareholders.

Common shares shall be offered with priority to existing shareholders in proportion to their shareholdings, unless otherwise determined by the General Meeting of Shareholders. Any

unsubscribed shares shall be at the discretion of the Company's Board of Directors. The Board of Directors may distribute such shares to shareholders and others on conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase its own issued shares in the manner prescribed in this Charter and applicable laws.

7. The Company may issue other types of securities in accordance with the provisions of the law.

### **Article 7. Share Certificate**

1. The Company's shareholders shall be issued a share certificate in accordance with the number and type of shares they hold.

2. Share is a certificate issued by a joint stock company, a book entry or electronic data that confirms the lawful ownership and interest of the holder in a portion of that company's share capital. A share must contain all the information as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within thirty (30) days from the date a complete application for share ownership transfer is submitted in accordance with the Company's regulations, or within thirty (30) days from the date of full payment for the shares as stipulated in the Company's share issuance plan (or such other period as specified in the terms of issuance), the holder of the shares shall be issued with a share certificate. Shareholders shall not have to pay the Company the cost of printing share certificates.

4. In case a share certificate is lost, damaged or otherwise destroyed, the Company shall reissue the certificate to the shareholder upon their request. The shareholder's request shall include the following details:

- a) Information on the share certificate that has been lost, damaged or otherwise destroyed;
- b) A commitment to be liable for any disputes arising from the re-issuance of a new share certificate.

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

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

### **Article 9. Share transfer**

1. All shares shall be freely transferable unless otherwise provided by this Charter and the law. Shares listed and registered for trading on the Stock Exchange are transferred in accordance with the provisions of the law on securities and the stock market.

2. Unpaid shares shall not be transferred and be entitled to related rights such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the pre-emptive right to subscribe for new shares and other rights as prescribed by law.



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

1. In the event a shareholder fails to pay in full and on time the amount payable to purchase shares, the Board of Directors shall notify and have the right to request that shareholder to pay the outstanding amount and be liable for the Company's financial obligations arising from such failure to make full payment, in proportion to the total par value of the shares subscribed for.
2. The above payment notice shall clearly state the new payment deadline (at least seven (07) days from the date of the notice), the payment location, and clearly state that in case of non-payment as required, the unpaid shares will be forfeited.
3. The Board of Directors shall have the right to forfeit shares that have not been fully and timely paid for, in the event that the requirements in the above notice are not fulfilled.
4. Forfeited shares shall be considered as shares eligible for offering as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may, directly or by delegation, sell or redistribute them under such conditions and in such manner as the Board of Directors deems appropriate.
5. Shareholders holding forfeited shares shall forfeit their shareholder status with respect to those shares, but shall remain liable for the Company's financial obligations arising at the time of forfeiture, as determined by the Board of Directors, in proportion to the total par value of the shares subscribed for, from the date of forfeiture until payment is made. The Board of Directors shall have the sole discretion to enforce payment of the full value of the shares at the time of forfeiture.
6. A notice of forfeiture shall be sent to the holders of the forfeited shares prior to the time of forfeiture. The forfeiture remains valid even in the event of any errors or negligence in sending the notice.
7. Repurchasing shares of employees in the Company who are in breach of long-term employment commitment:

Employees in the Company are entitled to purchase preferred shares and shall commit to long-term employment according to Point d, Clause 2, Article 48 of Decree No. 59/2011/ND-CP dated July 18, 2011 of the Government.

In the event that a shareholder who is an employee of the Company terminates their labor contract before the committed employment term, they shall be required to sell all the acquired shares to the Company at a price close to the market price but not exceeding the purchase price at the time of equitization.

## **V. ORGANIZATIONAL, GOVERNANCE AND SUPERVISORY STRUCTURE**

### **Article 11. Organizational, governance and supervisory structure**

The Company's organizational, management, governance and supervisory structure includes:

1. The General Meeting of Shareholders.
2. Board of Directors.

3. Supervisory Board.

4. General Director.

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

### **Article 12. Shareholder rights**

1. Shareholders are owners of the Company, with rights and obligations corresponding to the number and type of shares they hold. Shareholders are only responsible for the Company's debts and other liabilities to the extent of the capital they contributed to the Company.

2. Common shareholders have the following rights:

a) Attend and speak at the General Meeting of Shareholders and exercise the right to vote directly, through an authorized representative, or by other means as prescribed by law. Each common share has one voting right;

b) Receive dividends at the rate determined by the General Meeting of Shareholders;

c) Have a pre-emptive right to purchase new shares in proportion to their common shares in the Company;

d) Freely transfer their shares to others, except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;

dd) Review, look up and extract information on names and contact addresses in the list of shareholders with voting rights; request correction of incorrect information;

e) Review, look up, extract or copy the Company Charter, minutes of the General Meeting of Shareholders and its Resolutions;

g) Upon the dissolution or bankruptcy of the Company, receive a portion of the remaining assets corresponding to the shareholding in the Company, after the Company has settled all debts (including obligations to the State, taxes, and fees) and paid to shareholders holding other types of shares in accordance with the provisions of law;

h) Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;

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

k) Have full access to periodic and ad-hoc information disclosed by the Company in accordance with the provisions of law;

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

m) Other rights in accordance with legal regulations.

3. Shareholders or groups of shareholders holding 5% or more of total common shares have the following rights:

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

b) Review, look up, and extract the minutes and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements of the Supervisory Board, contracts and transactions that require BOD approval and other documents, except for those related to the Company's trade secrets and business secrets;

c) Request the Supervisory Board to inspect each specific issue related to the management and operation of the Company when deemed necessary. Requests shall be made in writing and shall include the following details: Full name, contact address, nationality, legal identification number for individual shareholders; name, enterprise registration number or legal identification number, head office address for corporate shareholders; number of shares and date of share registration of each shareholder, total number of shares of the group of shareholders and ownership ratio in the Company's total shares; issues to be inspected, purpose of inspection;

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

dd) Other rights in accordance with legal regulations.

4. Shareholders or groups of shareholders holding 10% or more of total common shares have the right to nominate candidates to the Board of Directors and Supervisory Board. The nomination of candidates for the Board of Directors and the Supervisory Board shall be carried out as follows:

a) Common shareholders forming a group to nominate candidates for the Board of Directors and the Supervisory Board shall notify other attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this clause shall have the right to nominate one or more persons, as decided by the General Meeting of Shareholder, to be candidates for the Board of Directors and the Supervisory Board. In the event that the number of candidates nominated by the shareholder or group of shareholders is fewer than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.



5. The authorized representative of the Company's corporate shareholders shall be an individual authorized in writing to exercise the rights and obligations on behalf of that shareholder as prescribed by the Law on Enterprises:

a) An organization that is a shareholder of a joint stock company holding at least 10% of the total common shares may authorize up to 04 representatives;

b) If a corporate shareholder authorizes multiple representatives, it must specify the capital contribution and the number of shares of each authorized representative. In the event the Company's shareholder fails to specify the capital contribution and number of shares for each authorized representative, the capital contribution and number of shares shall be divided equally among all authorized representatives;

c) The written appointment of an authorized representative must be notified to the company and is only effective for the Company from the date the Company receives the document. The written appointment of an authorized representative must include the following main details:

- Name, enterprise registration number, head office address of owner, members, shareholders;
- Number of authorized representatives and respective share ownership ratio and capital contribution of each authorized representative;
- Full name, contact address, nationality, legal identification number of each authorized representative;
- The corresponding duration of authorization for each authorized representative, which must specify the effective start date of the representation;
- Full name and signature of the legal representative of the corporate shareholder and of the authorized representative.

d) Requirements for an authorized representative:

- Not be a subject specified in Clause 2, Article 17 of the Law on Enterprises;
- A shareholder that is a state-owned enterprise as prescribed in Point b, Clause 1, Article 88 of the Law on Enterprises is not allowed to appoint a person with family relations to the company's manager or to a person who has the authority to appoint the company's manager to be a representative at another company.

### **Article 13. Shareholder obligations**

Common shareholders shall have the following obligations:

1. Pay in full and on time for the number of subscribed shares. Provide complete and accurate information when registering to purchase shares.

2. Not to withdraw capital contributed in common shares from the Company in any form, except in the case of shares being repurchased by the Company or another person. In the event a shareholder withdraws part or all of the contributed capital, which is contrary to the provisions

of this clause, such shareholder and any related interested persons in the Company shall be jointly liable for the debts and other liabilities of the Company to the extent of the value of the withdrawn shares and any damages incurred.

3. Comply with the Company Charter and Regulations on Internal Corporate Governance.

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

5. Keep the information provided by the Company confidential according to the provisions of the Company Charter and the law; use the provided information solely to exercise and protect one's lawful rights and interests; it is strictly prohibited to disseminate or copy or send information provided by the Company to other organizations and individuals.

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

- a) Attending and voting in person at the meeting;
- b) Authorizing other individuals and organizations to attend and vote at the meeting;
- c) Attending and voting via online conference, electronic voting, or other electronic means;
- d) Submitting a ballot to the meeting via post, fax, or email;

7. Take personal responsibility when acting on behalf of the Company for any of the following acts:

- a) Violating the law;
- b) Conducting business and other transactions for personal gain or for the interests of other organizations or individuals;
- c) Paying off debts that are not yet due in anticipation of financial risks to the Company.

8. In the event shareholders change personal information such as: ID card number, **citizen identification number**, contact address....:

- For non-deposited shareholders: shareholders shall promptly contact the Company for instructions on procedures of adjusting and updating information changes.
- For deposited shareholders: shareholders shall promptly update information changes on the securities depository system.

The Company shall not be liable for any failure to fulfill the rights and benefits of a shareholder if such failure results from the shareholder's omission to notify the Company of changes to their ID card or **citizen identification number**, or from the inability to contact the shareholder due to an **inaccurate contact address** or the shareholder's failure to notify the Company of a change in their contact address.

9. Fulfill other obligations as prescribed by applicable laws.

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

1. The General Meeting of Shareholders, composed of all shareholders with voting rights, serves as the highest decision-making body of the Company. The General Meeting of Shareholders shall be held annually once a year and within four (04) months from the end of the fiscal year. The Board of Directors may, if necessary, decide to extend the time of the annual General Meeting of Shareholders, but not for more than six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may be held extraordinarily. The location of the General Meeting of Shareholders is determined to be the place where the chairperson attends the meeting and it must be within the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select a suitable location. The annual general meeting of shareholders shall decide on matters as prescribed by law and the Company Charter, especially through the audited annual financial statements. In the event that the Company's annual financial statements audit report contains material exceptions, an adverse opinion, or a disclaimer of opinion, the Company must invite a representative from the approved auditing firm that audited the Company's financial statements to attend the annual General Meeting of Shareholders. Such representative shall be responsible for attending the Company's annual General Meeting of Shareholders.

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) In the event that the remaining number of members of the Board of Directors or the Supervisory Board is less than the minimum number required by law, or when the number of members is reduced by more than one-third (1/3) compared to the number stipulated in the Company Charter.
- c) At the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders or the request must be made into multiple copies and include sufficient signatures of the relevant shareholders;
- d) At the request of the Supervisory Board;
- dd) 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 six (60) days from the date the number of members is reduced by more than one-third (1/3) compared to the number prescribed in the Company Charter; and within thirty (30) days from the date when the remaining number of members of the Board of Directors or the Supervisory Board is less than



the minimum number required by law or upon receiving a request as stipulated in Points c and d, Clause 3 of this Article;

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

c) In the event the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders specified in Point c, Clause 3 of this Article shall have the right to convene in accordance with the provisions of 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 procedures for convening, conducting the meeting and making decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. This cost shall 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 are prescribed 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 holds the following rights and obligations:

a) Approve the Company's development direction;

b) Determine the types of shares and the authorized shares of each type; determine the annual dividend rate for each type of shares;

c) Elect, dismiss, and remove members of the Board of Directors and the Supervisory Board;

d) Decide to invest or sell assets with a value of 35% or more of the Company's total assets, based on the most recent financial statement;

dd) Decide to amend and supplement the Company Charter;

e) Approve annual financial statements;

g) Decide to repurchase more than 10% of the issued shares of each type;

h) Review and handle violations by members of the Board of Directors and the Supervisory Board that result in losses for the Company and its shareholders;

i) Decide on the restructuring or dissolution of the Company;

- k) Decide on the budgets or total remuneration, bonuses, and other benefits for the Board of Directors and Supervisory Board;
- l) Approve the Regulations on Internal Corporate Governance; Operation Regulations of the Board of Directors and the Supervisory Board;
- m) Approve the list of approved auditing firms; decide on the approved auditing firm to conduct audits of the Company's operations, and remove approved auditors as needed;
- n) Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders discusses and approves the following:

- a) The Company's annual business plan;
- b) The audited annual financial statement;
- c) Report of the Board of Directors on the governance and performance of the Board and each member of the Board;
- d) Report of the Supervisory Board on the Company's business performance, and the performance of the Board of Directors and General Director;
- dd) Self-assessment report on the performance of the Supervisory Board and members of the Board;
- e) Dividend rate for each type of shares;
- g) Number of members of the Board of Directors and Supervisory Board;
- h) Decision on electing, dismissing, and removing members of the Board of Directors and the Supervisory Board;
- i) Decision on the budgets or total remuneration, bonuses, and other benefits for the Board of Directors and Supervisory Board;
- k) The list of approved auditing firms; decision on the approved auditing firm to conduct audits of the Company's operations as needed;
- l) Amendment and supplement of the Company Charter;
- m) Type of shares and number of newly issued shares for each type;
- n) Split-up, separation, consolidation, merger or conversion of the Company;
- o) Restructuring or dissolution (liquidation) of the Company and appointment of a liquidator;
- p) Decision to invest or sell assets with a value of 35% or more of the Company's total assets, based on the most recent financial statement;

- q) Decision to repurchase more than 10% of the issued shares of each type;
- r) The company's entering into contracts and transactions with entities specified in Clause 1, Article 167 of the Law on Enterprises, with a value equal to or greater than 35% of the Company's total assets, based on the most recent financial statement;
- s) Approval of transactions specified in Clause 4, Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020, regulating the detailed implementation of the Law on Securities;
- t) Approval of the Regulations on Internal Corporate Governance; Operation Regulations of the Board of Directors and the Operation Regulations of the Supervisory Board;
- u) Other issues as prescribed by law.

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

#### **Article 16. Proxy for the General Meeting of Shareholders**

1. Shareholders, or proxy holders of corporate shareholders, may attend the meeting in person or appoint one or more individuals or organizations to attend on their behalf. Or else, they may attend the meeting via one of the methods specified in Clause 3, Article 144 of the Law on Enterprises.

2. The proxy appointment form must be completed in accordance with civil law regulations and should clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares being authorized, the scope of authorization, the authorization period, the signature of the authorizing party (if an individual), and the signature of the legal representative (if an organization), as well as the signature of the authorized party.

The proxy for the General Meeting of Shareholders must submit the proxy appointment form upon registration for the meeting. If an individual is a sub-proxy, they must also provide the original proxy appointment form from the shareholder, or from the proxy holder of the corporate shareholder (if not previously registered with the Company).

3. A proxy's ballot remains valid even if any of the following events occur, unless:

- a) The proxy giver has passed away, has had their capacity for civil acts restricted, or has lost their capacity for civil acts.
- b) The proxy giver has revoked the proxy designation;
- c) The proxy giver has revoked the authority of the proxy holder.

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



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

1. The change or removal of special rights associated with a type of preferred shares shall take effect upon approval by shareholders holding at least 65% of the total ballots of all shareholders attending the meeting. A General Meeting of Shareholders' resolution that unfavorably changes the rights and obligations of holders of preferred shares shall only be passed if it is approved by the shareholders of that same type attending the meeting and holding at least 75% of the total preferred shares of that type, otherwise, in the case of a resolution passed by written ballot, if it is approved by the shareholders of that same type holding at least 75% of the total preferred shares of that type.
2. A meeting of shareholders holding a specific type of preferred shares convened to approve the above change of rights shall only be valid if at least two (02) shareholders (or their proxy holders) are present, holding at least one-third ( $1/3$ ) of the par value of the issued shares of that type. In the event that the quorum is not met, the meeting will be reconvened within the next thirty (30) days. At the reconvened meeting, all holders of that type of shares (regardless of the number of holders or shares) present in person or by proxy shall be considered to have met the quorum. At meetings of the shareholders holding the above-mentioned preferred shares, those present in person or by proxy may request a secret ballot. Each share of the same type shall have equal voting rights at such meetings.
3. The procedure for holding such separate meetings is governed by the same provisions in Articles 19, 20 and 21 of this Charter.
4. Unless otherwise provided in the terms of issuance of shares, the special rights associated with any type of shares with preferential rights in respect of some or all matters relating to the distribution of the Company's profits or assets shall not be altered by the Company's issuance of new shares of the same type.

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

1. The Board of Directors is responsible for convening annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of these Charter.
2. The convener of the General Meeting of Shareholders must perform the following tasks:
  - a) Prepare a 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 must be prepared no more than ten (10) days before the date the meeting notice is sent. The Company must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the final registration date;
  - b) Prepare the meeting agenda and content;
  - c) Prepare the meeting documents;
  - d) Prepare a draft resolution for the General Meeting of Shareholders, as outlined in the meeting agenda;

dd) Determine the time and venue for the meeting;

e) Announce and send out the meeting notice of the General Meeting of Shareholders to all shareholders entitled to attend;

g) Handle other tasks for the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses, and shall be published on the Company's website, and the websites of the State Securities Commission and the stock exchange where the Company's shares are listed or registered for trading. For shareholders who are also Company employees, the meeting notice can be placed in a sealed envelope and delivered to each employee at their workplace.

The convener of the General Meeting of Shareholders must send the meeting notice to all shareholders on the List of shareholders entitled to attend the meeting at least twenty-one (21) days before the opening date of the meeting (from the date the notice is validly sent or delivered). The agenda of the General Meeting of Shareholders and 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 cases where documents are not attached to the notice of the General Meeting of Shareholders, the meeting notice must clearly state the link to all meeting documents for shareholders to access, including:

a) The agenda and documents to be used in the meeting;

b) The list and detailed information of candidates in the event of an election for members of the Board of Directors and members of the Supervisory Board;

c) The voting ballot;

d) The draft resolution for each matter on the agenda.

4. A shareholder or group of shareholders as specified in Clause 3, Article 12 of this Charter has the right to propose a matter 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 three (03) business days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each type of shares held by the shareholder, and the proposed matter to be included in the agenda.

5. The convener of the General Meeting of Shareholders has the right to reject the proposal specified in Clause 4 of this Article if any of the following apply:

a) The proposal is not submitted as specified in 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 total common shares as specified in Clause 3, Article 12 of this Charter;

c) The proposed matter is not within the authority of the General Meeting of Shareholders to decide;

d) Other cases as prescribed 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 in the case specified in Clause 5 of this Article. The proposal will be officially included in the agenda and content if approved by the General Meeting of Shareholders.

#### **Article 19. Quorum for the General Meeting of Shareholders**

1. The General Meeting of Shareholders can be conducted if the attending shareholders hold more than 50% of the total voting ballots.

2. If the first meeting fails to meet the quorum as specified in Clause 1 of this Article, a notice for a second meeting will be sent within thirty (30) days from the intended date of the first meeting. The second General Meeting of Shareholders can be conducted if the attending shareholders hold at least 33% of the total voting ballots.

3. If the second meeting fails to meet the quorum as specified in Clause 2 of this Article, a notice for a third meeting will be sent within twenty (20) days from the intended date of the second meeting. The third General Meeting of Shareholders is conducted regardless of the total number of voting ballots of the attending shareholders.

#### **Article 20. Meeting and voting procedures at the General Meeting of Shareholders**

1. Before the meeting is officially opened, the Company must carry out the registration procedure for shareholders. This process must continue until all shareholders entitled to attend have registered in the following order:

a) During the registration process, the Company shall issue each shareholder or their proxy holder with voting rights a voting card. This card must include the registration number, the full name of the shareholder or their proxy holder, and the number of ballots the shareholder holds. The General Meeting of Shareholders shall proceed with discussions and voting on each matter on the agenda. Voting will be conducted by casting votes for “Aye,” “Nay,” or “Abstain.” At the Meeting, Aye votes will be collected first, followed by Nay votes. The total number of Aye and Nay votes will then be counted to determine the final decision. The vote counting results will be announced by the Chairperson just before the closing of the meeting. The Meeting elects the individuals responsible for counting or overseeing the votes, as proposed by the Chairperson. The number of members on the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the Chairperson;

b) Any shareholder, proxy holder of a corporate shareholder, or proxy holder who arrives after the meeting has commenced is entitled to register immediately. Following registration, they shall have the right to attend and vote in the meeting. The Chairperson is not obligated to halt the meeting to allow for late registration, and the validity of any resolutions previously voted on will not be affected.

2. The procedure for electing the chairperson, secretary, and the vote counting committee is as follows:



- a) The Chairperson of the Board of Directors shall act as the chairperson, or may authorize another Board member to do so for the General Meeting of Shareholders convened by the Board of Directors. If the Chairperson is absent or unable to perform their duties, the remaining Board members shall elect one among them to chair the meeting by majority rule. If a chairperson cannot be elected this way, the Head of the Supervisory Board shall take charge temporarily to elect a chairperson among the attendees of the General Meeting of Shareholders, and the person with the highest number of votes will become the chairperson of the meeting;
  - b) Unless otherwise specified in point a of this Clause, the person who signed the meeting notice of the General Meeting of Shareholders shall take charge to elect a chairperson among the shareholders, and the person with the highest number of votes will become the Chairperson of the meeting;
  - c) The chairperson shall appoint one or more individuals to be the secretary (or secretaries) of the meeting;
  - d) The General Meeting of Shareholders shall elect one or more individuals to the vote counting committee as proposed by the Chairperson.
3. The meeting agenda and content must be approved by the General Meeting of Shareholders during the opening session. The agenda must clearly specify the time allotted for each item.
4. The Chairperson is entitled to take all necessary and reasonable actions to ensure the orderly conduct of the General Meeting of Shareholders, following the approved agenda, and reflecting the will of the majority of attendees. The chairperson can:
- a) Arrange seating at the venue of the General Meeting of Shareholders;
  - b) Guarantee the safety of attendees at the meeting venues;
  - c) Facilitate the attendance of shareholders (or their continued attendance) at the meeting. The convener of the General Meeting of Shareholders has full authority to change the above measures and to implement any necessary actions. Such measures may include issuing entry passes or using other forms of selection.
5. The General Meeting of Shareholders shall proceed with discussions and voting on each matter on the agenda. Voting will be conducted by casting votes for “Aye,” “Nay,” or “Abstain.” The vote counting results will be announced by the chairperson just before the closing of the meeting.
6. Shareholders or proxy holders arriving after the meeting has commenced are still permitted to register and vote immediately upon registration. In this case, the validity of any resolutions previously voted on will not be affected.
7. The convener or Chairperson of a General Meeting of Shareholders has the following rights:
- a) Require all meeting attendees to undergo security checks or other reasonable and lawful security measures;

b) Request competent authorities to maintain order at the meeting; and to remove anyone who disobeys the chairperson's authority, intentionally disrupts the meeting, obstructs its regular conduct, or fails to comply with security requirements;

c) The Chairperson has the right to make decisions on meeting procedures, as well as on any matters arising outside the agenda, provided these decisions are approved by the General Meeting of Shareholders.

8. The Chairperson has the right to postpone the General Meeting of Shareholders that has a sufficient number of registered attendees for a maximum of three (03) business days from the scheduled opening date. The meeting may be postponed or its venue changed only in the following cases:

a) The venue does not have enough convenient seating for all attendees;

b) The venue lacks adequate facilities to allow shareholders to participate, discuss, and vote;

c) An attendee is causing an obstruction or disruption, thereby jeopardizing the fair and lawful conduct of the meeting.

9. If the Chairperson's postponement or suspension of the General Meeting of Shareholders violates Clause 8 of this Article, another person shall be elected among the attendees to be a replacement chairperson to conduct the meeting until its conclusion; all resolutions approved at that meeting shall be effective.

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

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

1. Resolutions on the following matters shall be passed if approved by a **number** of shareholders holding 65% or more of the total ballots of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4, and 5 of this Article:

a) Type of shares and total shares of each type;

b) Changes to business lines, industries, and fields;

c) Changes in the Company's organizational structure;

d) Investment projects or asset sales with a value of 35% or more of the Company's total assets, based on the most recent financial statement;

d) Restructuring or dissolution of the Company.

2. Resolutions shall be passed if approved by a number of shareholders holding 50% or more of the total ballots of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 1, 3, 4, and 5 of this Article.

3. The election of members for the Board of Directors and the Supervisory Board must be conducted by cumulative voting. Under this method, each shareholder is allocated a total number of ballots equal to their total shares owned multiplied by the number of members to be elected for either the Board of Directors or the Supervisory Board. A shareholder may then cast all or a portion of their total ballots for one or more candidates. The elected members for the Board of Directors or the Supervisory Board are determined by the number of votes received, from highest to lowest, starting with the candidate who has the highest number of votes until all required positions as set out in the Charter are filled. In case two (02) or more candidates receive the same number of votes for the final position on the Board of Directors or the Supervisory Board, a re-election will be held among the candidates with an equal number of votes, or a selection will be made based on the criteria specified in the election rules.

4. If a resolution is to be passed by written ballot, the procedures outlined in Clause 8, Article 22 of this Charter shall apply.

5. A General Meeting of Shareholders' resolution that unfavorably changes the rights and obligations of holders of preferred shares shall only be passed if it is approved by the shareholders of that same type attending the meeting and holding at least 75% of the total preferred shares of that type, otherwise, in the case of a resolution passed by written ballot, if it is approved by the shareholders of that same type holding at least 75% of the total preferred shares of that type.

6. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are lawful and effective, even if the procedures for convening and passing such resolutions violate the provisions of the Law on Enterprises and this Charter.

## **Article 22. Authority and procedures for adopting Resolutions of the General Meeting of Shareholders by shareholders' written ballot**

The authority and procedures for adopting Resolutions of the General Meeting of Shareholders by shareholders' written ballot shall be as follows:

1. The Board of Directors has the authority to collect shareholders' written ballots to adopt the General Meeting of Shareholders' Resolutions when deemed necessary for the benefit of the Company, except as provided in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors must prepare ballots, draft the General Meeting of Shareholders' resolutions, and explanatory documents for the draft General Meeting of Shareholders' resolutions, and send them to all voting shareholders no later than ten (10) days prior to the deadline for submitting the completed ballots. The requirements and method of sending the ballots and its attachments shall comply with Clause 3, Article 18 herein.

3. The ballot must have the following key information:

a) Business name, registered office address, and business registration number;



- b) Purpose of the ballot;
- c) Full name, contact address, nationality, and ID number (or equivalent) of the individual shareholder; or name, business registration number or formation document number, and registered office address of the corporate shareholder; or full name, contact address, nationality, and ID number (or equivalent) of the individual representing the corporate shareholder; the number of shares by type and total voting power;
- d) Matters requiring votes for decision-making;
- dd) Voting options, including “Aye,” “Nay,” and “Abstain” for each matter;
- e) Deadline for submitting the completed ballot to the Company;
- g) Full name and signature of the Chairperson of the Board of Directors.

4. Shareholders may submit completed ballots to the Company by mail, fax, or email as follows:

- a) In the case of submission by mail, the ballot must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the corporate shareholder. The ballot must be enclosed in a sealed envelope and must not be opened before counting;
- b) In the case of submission by fax or email, the ballot must remain confidential until the time of counting;
- c) Ballots submitted to the Company after the specified deadline indicated in the ballot, or opened (in the case of mail), or disclosed (in the case of fax or email), shall be deemed invalid. Ballots not submitted shall be considered as abstentions.

5. The Board of Directors shall count votes and prepare the vote count minutes in the presence of the Supervisory Board or shareholders who do not hold a managerial position in the Company. The vote count minutes must include the following key information:

- a) Business name, registered office address, and business registration number;
- b) Purpose of the ballot and matters requiring votes for resolution adoption;
- c) Number of shareholders and total voting power exercised, distinguishing between valid and invalid ballots and indicating the method of submission, together with an appendix of the list of participating shareholders;
- d) Total number of votes “Aye,” “Nay,” and “Abstain” for each matter;
- dd) Matters adopted and the corresponding percentage of votes in favor;
- e) Full names and signatures of the Chairperson of the Board of Directors, the ballot counter, and the ballot supervisor.

Members of the Board of Directors, ballot counters, and ballot supervisors shall be jointly liable for the accuracy and truthfulness of the vote counting minutes, and for any damage arising from resolutions improperly adopted due to such inaccuracies and untruthfulness.

6. The vote count minutes and the adopted resolutions must be delivered to shareholders within 15 days following the conclusion of vote counting. This may be substituted with publishing such documents on the Company's website within 24 hours of the conclusion of vote counting.

7. The completed ballots, vote count minutes, adopted resolutions, and attachments to the ballots must be kept at the Company's registered office.

8. A resolution shall be deemed adopted by shareholders' written ballot if it is voted "Aye" by shareholders holding more than 50% of the total voting power of all voting shareholders (except for resolutions adopted by written ballot under Clause 5, Article 21 herein), and shall have the same validity as resolutions adopted at a General Meeting of Shareholders.

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

1. The General Meeting of Shareholders must be recorded in minutes and may also be audio recorded or otherwise recorded and stored in electronic form. The minutes shall be prepared in Vietnamese and may also be prepared in another language, and must contain the following key information:

- a) Business name, registered office address, and business registration number;
- b) Time and venue of the General Meeting of Shareholders;
- c) Meeting agenda and contents;
- d) Full name of the meeting chairperson and secretary;
- dd) A summary of the meeting proceedings and statements at the General Meeting of Shareholders on each matter in the agenda;
- e) The number of shareholders and attending shareholders' total voting power, together with the appendix containing the registration list of attending shareholders and representatives with their corresponding number of shares and voting power;
- g) The total voting power exercised on each matter put to vote with the voting method and total number of valid, invalid, "Aye," "Nay," and "Abstain" votes, and their corresponding percentages out of the total voting power;
- h) Matters adopted and the corresponding percentage of votes in favor;
- i) Full names and signatures of the meeting chairperson and secretary. In the event that the chairperson and secretary refuse to sign the minutes, the minutes shall remain valid if signed by all other attending members of the Board of Directors and contain all information as required in this Clause. The minutes shall clearly state the chairperson's and secretary's refusal to sign.

2. The General Meeting of Shareholders' minutes must be completed and approved before the close of the meeting. The meeting chairperson and secretary or any other person signing such minutes shall be jointly liable for the truthfulness and accuracy of the information in the minutes.
3. The minutes prepared in Vietnamese or another language shall have equal legal effect. In the event of any discrepancy, the Vietnamese version shall prevail.
4. The General Meeting of Shareholders' resolutions and minutes, appendix containing the registration list of attending shareholders with their signatures, proxy appointment forms for attendance, all documents attached to the minutes (if any), and relevant materials enclosed with the meeting notice must be disclosed in accordance with the laws on disclosure for the securities market and retained at the Company's registered office.

#### **Article 24. Request for annulment of Resolutions of the General Meeting of Shareholders**

Within ninety (90) days from the date of receipt of the General Meeting of Shareholders' resolution or minutes, or the General Meeting of Shareholders' vote count minutes, a shareholder or group of shareholders, as defined in Clause 2, Article 115 of the Law on Enterprises, shall have the right to request a court or arbitration to review and annul the General Meeting of Shareholders' resolution or part thereof in the following cases:

1. The order and procedures for convening and decision-making of the General Meeting of Shareholders seriously violate the Law on Enterprises and the Company Charter, except as provided in Clause 6, Article 21 herein.
2. In case a shareholder or group of shareholders requests the court or an arbitral tribunal to consider invalidating the resolution as prescribed in this Article, the resolution shall remain effective until the effective date of the decision on invalidation of such resolution, except for the cases in which temporary emergency measures are implemented under a decision of a competent authority
3. The contents of the resolution contravene the law or this Charter.

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

#### **Article 25. Nomination and self-nomination of members of the Board of Directors**

1. Where candidates for the Board of Directors have been selected, the Company must disclose information on such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review the candidates before voting. Candidates for the Board of Directors must provide a written commitment on the truthfulness and accuracy of their disclosed personal information, and must also commit to perform their duties with integrity, prudence, and in the best interests of the Company if elected as members of the Board of Directors. Disclosed information on candidates for the Board of Directors shall include:

- a) Full name, and date of birth;
- b) Qualifications;
- c) Work experience;

d) Other managerial positions held (including positions on the Board of Directors, **Members' Council** of other companies);

dd) Interests related to the Company and its related parties;

e) Full name(s) of the shareholder(s) or group of shareholders nominating them (if applicable);

g) The Company must also disclose information regarding companies in which the candidate currently serves as a member of the Board of Directors, **member of the Members' Council**, General Director, Deputy General Director, or Chief Accountant, and any other interests related to such companies (if applicable).

2. Shareholders or groups of shareholders holding 10% or more of the total number of common shares, or otherwise lower as prescribed in the Company's Charter, shall have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.

Shareholders or groups of shareholders holding from 10% to under 20% may nominate a maximum of one (01) candidate; from 20% to under 30% a maximum of two (02) candidates; from 30% to under 40% a maximum of three (03) candidates; from 40% to under 50% a maximum of four (04) candidates; from 50% to under 60% a maximum of five (05) candidates; from 60% to under 70% a maximum of six (06) candidates; and from 70% to under 90% a maximum of seven (07) candidates.

3. If the number of candidates nominated and standing for election to the Board of Directors remains insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the Company Charter, the Regulation on Internal Corporate Governance, and the Operation Regulation of the Board of Directors. Any additional candidates introduced by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the laws.

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

a) Not fall within the categories specified in Clause 2, Article 17 of the Law on Enterprises;

b) Possess professional qualifications and experience in business administration or in the Company's field or lines of business, and are not required to be shareholders of the Company;

**c) A member of the Board of Directors of a public company may concurrently serve as a member of the Board of Directors or the Members' Council of no more than 05 other companies;**

d) A member of the Board of Directors must not be a family member of the General Director, Deputy General Director, or Chief Accountant of the Company; or of any manager or person authorized to appoint managers for the parent company.

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

1. The Board of Directors shall consist of five (05) members.



2. The office term of members of the Board of Directors shall not exceed five (05) years, and such members may be re-elected for an unlimited number of terms. In the event that all members of the Board of Directors simultaneously complete their term of office, they shall continue to serve as members of the Board of Directors until new members are elected to replace them and assume their duties.

3. The composition of the Board of Directors shall be as follows:

**The composition of the Board of Directors must ensure that there is at least 01 non-executive member.**

4. A member of the Board of Directors shall cease to hold office if dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

5. The appointment of members of the Board of Directors must be disclosed in accordance with the laws on disclosure for the securities market.

6. A member of the Board of Directors is not required to be a shareholder of the Company.

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

1. The Board of Directors is the managing body of the Company, vested with full authority to act in the name of the Company to decide and exercise the rights and fulfill the obligations of the Company, except for those reserved for the authority of the General Meeting of Shareholders.

2. As prescribed by law, the Company Charter, and the General Meeting of Shareholders, the rights and obligations of the Board of Directors include:

**a) Be accountable to shareholders for the Company's operations;**

**b) Treat all shareholders equally and respect the interests of all Company's stakeholders;**

**c) Ensure that the Company's operations comply with the law, the Charter and the Company's internal regulations;**

**d) Decide on the Company's strategy, medium-term development plan, and annual business plan;**

**dd) Propose types of shares and the authorized shares of each type;**

**e) Decide on the sale of unsold shares within the number of authorized shares of each type, and decide on raising additional funding in other forms;**

**g) Decide on the sale price of the Company's shares and bonds;**

**h) Decide on the share buyback in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;**

**i) Decide on investment plans and projects within its authority and limits as prescribed by law;**

k) Decide on market development, marketing, and technology solutions;

l) Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions valued at 35% or more of the total assets recorded in the Company's most recent financial statements, except for contracts and transactions under the authority of the General Meeting of Shareholders in accordance with Point d, Clause 1 and Point r, Clause 2, Article 15 herein, and Clauses 1 and 3, Article 167 of the Law on Enterprises;

For contracts related to the Company's business operations in its capacity as a contractor, including: (1) Contracts for the delivery of public services on maintaining urban lighting systems; on management and maintenance of road traffic infrastructure (traffic signal systems, cameras, electronic traffic information display); (2) Contracts for construction/installation of projects/works/bidding packages, etc with a value equal to or greater than 35% of the total asset as recorded in the Company's latest financial statements. The Board of Directors shall annually review and approve the policy of authorizing the General Director to proactively sign contracts within the Board of Directors' approval authority. Upon the completion of the contract signing procedures with the Employer, the General Director shall report the implementation results to the Board of Directors.

m) Elect, dismiss, or remove the Chairperson of the Board of Directors; appoint, dismiss, enter into, or terminate contracts with the General Director, Deputy General Directors, and Chief Accountant; decide on their salaries, remuneration, bonuses, and other benefits; designate authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies and decide on their remuneration and other benefits;

n) Supervise and direct the General Director, Deputy General Directors, and Chief Accountant in the administration of the Company's day-to-day business operations;

o) Decide on the Company's organization and internal management regulations; decide on the establishment of subsidiaries, branches, representative offices, and the contribution of capital to or purchase of shares in other companies;

p) Approve General Meeting of Shareholders agendas and documents, convene the General Meeting of Shareholders, or collect ballots to adopt resolutions of the General Meeting of Shareholders;

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

r) Propose the dividend rate to be paid; decide on the timeline and procedures for dividend payment or for addressing losses incurred in the course of business; Implement the payment of dividends to shareholders in accordance with the law, following approval by the Annual General Meeting of Shareholders.

s) Propose the Company's restructuring, dissolution, or request for bankruptcy;

t) Develop the Operational Regulation of the Board of Directors and the Regulation on Internal Corporate Governance, and to submit them to the General Meeting of Shareholders for approval; Issue these regulations following such approval; Issue the Operational Regulation of the Audit

Committee (a committee under the Board of Directors) and the Regulation on Information Disclosure; **Publish all of these regulations on the Company's official website.**

**u) Supervise and prevent conflicts of interest among members of the Board of Directors and Supervisory Board, General Director and other managers, including misuse of Company assets and abuse of related party transactions;**

**v) Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, General Director and other managers of the Company;**

**3.** Exercise other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, and other provisions of the law.

**4.** The Board of Directors must report to the General Meeting of Shareholders on the results of its activities in accordance with Article 280 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities.

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

1. The Company is entitled to pay remuneration and bonuses to members of the Board of Directors based on the Company's business performance and results.

2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of workdays required to fulfill their duties and the daily remuneration rate. The Board of Directors shall propose the remuneration for each member based on unanimous decisions. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the Annual General Meeting of Shareholders.

3. The remuneration of each member of the Board of Directors shall be recorded as a business expense of the Company as prescribed by law on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the Annual General Meeting of Shareholders.

4. A member of the Board of Directors who concurrently holds an executive position, is a member of committees of the Board of Directors, or performs duties outside the ordinary scope of a Board member may be paid additional remuneration in the form of salary, commission, share of profit, case-by-case lump-sum payment, or as otherwise decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, meals, and other reasonable expenses incurred in the performance of their Board member's duties, including those arising from coming to meetings of the General Meeting of Shareholders, the Board of Directors, or the Board of Directors' committees.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval of the General Meeting of Shareholders. Such insurance does not cover liabilities arising from violations of law or the Company Charter.

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

1. The Board of Directors shall elect, dismiss, or remove the Chairperson from among its members.
2. The Chairperson may not concurrently hold the position of the General Director.
3. The Chairperson shall have the following rights and obligations:
  - a) Prepare the Board of Directors' agendas and plans;
  - b) Prepare meeting agendas, contents, and materials; convene, preside over, and chair meetings of the Board of Directors;
  - c) Organize the adoption of resolutions and decisions of the Board of Directors;
  - d) Supervise the implementation of resolutions and decisions of the Board of Directors;
  - dd) Preside over the General Meeting of Shareholders;
  - e) Exercise other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.
4. If the Chairperson resigns, is dismissed, or removed, the Board of Directors must elect a replacement within ten (10) days from the date of resignation, dismissal, or removal.
5. If the Chairperson is absent or unable to perform his/her duties, he/she must delegate in writing another Board member residing in Vietnam to assume his/her rights and obligations and shall still remain responsible for the performance of such delegated rights and obligations. If no delegation is made, or if the Chairperson dies, goes missing, is temporarily detained, is serving a prison sentence, is subject to compulsory administrative measures at a rehabilitation or educational institution, absconds, is legally incapacitated or has diminished capacity, experiences difficulty in cognition or self-control, or is prohibited by a court from holding a position, practicing a profession, or performing certain work, the remaining Board members shall elect one among themselves as Chairperson by majority rule until a new decision is issued by the Board of Directors.

If the delegation term specified in Clause 5 of this Article expires and the Chairperson has not returned to Vietnam and no further delegation has been made, the delegated person shall continue to assume the rights and obligations of the Chairperson until the Chairperson resumes work at the Company or until the Board of Directors elects another person as Chairperson.

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

1. The Chairperson of the Board of Directors is elected at the first meeting of the Board of Directors within seven (07) business days from the closing date of the election of that Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that more than one member has the same highest number of votes or the highest percentage of votes, the members shall elect by majority rule to select one (01) among them to convene the meeting of the Board of Directors.



2. The Board of Directors shall meet at least once (01) per quarter and may hold extraordinary meetings.

3. The Chairperson of the Board of Directors convenes a meeting of the Board of Directors in the following cases:

- a) Upon the request of the Supervisory Board;
- b) Upon the request of the General Director or at least five (05) other managers;
- c) Upon the request of at least two (02) members of the Board of Directors;

4. The request as specified in Clause 3 of this Article shall be made in writing, clearly stating the purpose and matters to be discussed and decided upon that fall within the authority of the Board of Directors.

5. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors within seven (07) business days from the date of receipt of the request specified in Clause 3 of this Article. In case of failing to convene a meeting as requested, the Chairperson shall be liable for any damages incurred by the Company; the requester(s) shall have the right to convene a meeting of the Board of Directors in place of the Chairperson.

6. The Chairperson of the Board of Directors or the convener shall send a meeting notice at least seven (07) business days prior to the meeting date. The meeting notice shall specify the meeting's time, venue, agenda, and matters to be discussed and decided on. The notice shall be accompanied by documents to be used at the meeting and members' ballots.

The notice of a Board of Directors meeting may be sent by written invitation, telephone, fax, or electronic means, ensuring it reaches the mailing address registered with the Company of each member.

7. The Chairperson of the Board of Directors or the convener shall send the meeting invitation and accompanying documents to the members of the Supervisory Board in the same manner as to the members of the Board of Directors.

Members of the Board of Supervisors have the right to attend meetings of the Board of Directors and have the right to participate in discussions but not to vote.

8. A meeting of the Board of Directors is conducted when at least 3/4 of the total members are in attendance. In case the meeting convened under this provision does not have a sufficient number of attending members as required, a second meeting shall be convened within seven (07) days from the intended date of the first meeting. In this case, the meeting is conducted if more than half of the members of the Board of Directors are in attendance.

9. A member of the Board of Directors is 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 and vote at the meeting in accordance with Clause 12 of this Article;

c) Attending and voting via online conference, electronic voting, or other electronic means;

d) Submitting a ballot to the meeting via post, fax, or email;

10. In the case of submitting a ballot by post, the ballot shall be placed in a sealed envelope and delivered to the Chairperson of the Board of Directors at least 01 hour before the meeting commences. The ballot shall only be opened in the presence of all attendees.

11. A meeting of the Board of Directors may be held by in the form of an online conference among its members when all or multiple members are in different locations, provided that each member attending the meeting is able to:

a) Hear every other attending member speak during the meeting;

b) Speak to all other attending members simultaneously;

Discussion among members may be conducted directly via telephone or other means of communication or a combination thereof. A member of the Board of Directors attending such a meeting is deemed to be “present” at that meeting. The venue of a meeting held under this provision shall be the location where the majority of the board members are present, or the location where the Meeting Chairperson is present.

Decisions adopted during a validly organized and conducted teleconference meeting shall take effect immediately upon the conclusion of the meeting, but must be confirmed by the signatures of all attending members of the Board of Directors in the meeting minutes.

12. Members shall attend all meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by a majority of the members.

13. Resolutions and decisions of the Board of Directors shall be adopted by a majority vote of the attending members; in the event of a tie, the final decision shall be determined by the vote of the Chairperson of the Board of Directors.

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

1. The Board of Directors may establish committees to be responsible for development policies, human resources, remuneration and bonuses, internal audit, and risk management. The number of members of the committee is decided by the Board of Directors, with a minimum of three (03) persons, including members of the Board of Directors and external members. Non-executive Board members shall constitute the majority in the committee, and one of them shall be appointed as Head of the committee by decision of the Board of Directors. The activities of the subcommittee shall comply with the regulations of the Board of Directors. A resolution of a subcommittee is effective only if adopted by a majority of the members attending and voting at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors or of committees under the Board of Directors shall comply with applicable legal regulations and provisions of the Company Charter and Regulation on Internal Corporate Governance.

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

1. The Company's Board of Directors shall appoint at least 01 corporate governance officer to support its corporate governance. The corporate governance officer may concurrently serve as the Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

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

3. The corporate governance officer has the following authorities and obligations:

a) Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on matters related to the Company and its shareholders;

b) Prepare for meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;

c) Advise on meeting procedures;

d) Attend meetings;

dd) Advise on procedures for drafting resolutions of the Board of Directors in compliance with the law;

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

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

h) Act as the contact point with stakeholders;

i) Maintain the confidentiality of information in accordance with the law and the Company Charter;

k) Assume other authorities and obligations as prescribed by law.

## **VIII. GENERAL DIRECTOR AND OTHER EXECUTIVE MANAGEMENT**

### **Article 33. Organizational structure**

The Company's organizational structure shall ensure that the management is accountable 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 a Chief Accountant appointed by the Board of Directors. The appointment, dismissal and removal of the aforementioned positions shall be approved by resolution or decision of the Board of Directors.

### **Article 34. Executive Management**

1. The Executive Management includes the General Director, Deputy General Directors and the Chief Accountant.
2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit executive management with a number and qualifications suitable to the Company's structure and internal management regulations as stipulated by the Board of Directors. The executive management is responsible for assisting the Company in achieving its operational and organizational objectives.
3. The General Director is entitled to a salary and bonuses. The salary and bonuses of the General Director are determined by the Board of Directors.
4. The salaries of the executive management shall be recorded as a business expense of the Company in accordance with the Law on Corporate Income Tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual general meeting.

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

1. The Board of Directors appoints one (01) of its members or hires another person to be the General Director.
2. The General Director is the person who manages the daily business operations of the Company; operates under the supervision of the Board of Directors; and is accountable to the Board of Directors and before the law for the exercise of their assigned authorities and obligations.
3. The term of office of the General Director shall not exceed five (05) years and may be renewed for an unlimited number of terms. The Board of Directors may, where necessary, decide to extend the General Director's term of office. The General Director shall meet the criteria and conditions prescribed by law and the Company Charter.
4. The General Director has the following authorities and obligations:
  - a) Decide on matters related to the Company's daily business operations that do not fall under the authority of the Board of Directors;
  - b) Organize the implementation of the resolutions and decisions of the Board of Directors;
  - c) Organize the implementation of the Company's business and investment plans;
  - d) Propose the organizational structure plan and internal management regulations of the Company;
  - dd) Appoint, dismiss, and remove management positions within the Company, except for positions under the authority of the Board of Directors;

- e) Decide on salaries and other benefits for employees in the Company, including managers appointed under the authority of the General Director;
- g) Recruit employees;
- h) Propose plans for dividend payments or for handling business losses;
- i) Assume other authorities and obligations as prescribed by law, the Company Charter and the Board of Directors' resolutions and decisions.

5. The Board of Directors may dismiss the General Director and appoint a new replacement if a majority of the attending Board members with voting rights approve.

### **Article 36. Company Secretary**

The Board of Directors may appoint a Company Secretary when it deems necessary. The Company Secretary has the following authorities and obligations:

- a) Assist in organizing and convening meetings of the General Meeting of Shareholders and the Board of Directors; take minutes of meetings;
- b) Assist members of the Board of Directors in performing their assigned authorities and obligations;
- c) Assist the Board of Directors in applying and implementing corporate governance principles;
- d) Assist the company in building shareholder relations and protecting the legitimate rights and interests of shareholders; ensure compliance with obligations for information provision, public disclosure, and administrative procedures.

## **IX. SUPERVISORY BOARD**

### **Article 37. Self-nomination and nomination of members of the Supervisory Board**

1. The self-nomination and nomination of members of the Supervisory Board shall be conducted in the same manner as stipulated in Clause 1 and Clause 2, Article 25 of this Charter.
2. In the event that the number of candidates from nominations and self-nominations is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with this Charter, the Regulations on Internal Corporate Governance, and the Operation Regulations of the Supervisory Board. The nomination of additional candidates by the incumbent Supervisory Board shall be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Supervisory Board as prescribed by law.

### **Article 38. Composition of the Supervisory Board**

1. The Supervisory Board consists of three (03) persons. The term of office for a member shall not exceed five (05) years, and they may be re-elected for an unlimited number of terms.
2. Members of the Supervisory Board shall meet the criteria and conditions prescribed in Article 169 of the Law on Enterprises as follows:



- a) Not fall within the categories specified in Clause 2, Article 17 of the Law on Enterprises;
- b) Possess an educational background in one of the following majors: economics, finance, accounting, auditing, law, business administration, or other majors relevant to the Company's business operations;
- c) Not be a family relative of a member of the Board of Directors, the General Director, a Deputy General Director, or the Chief Accountant;
- d) Not be an executive of the Company; it is not required for a member to be a shareholder or an employee of the Company;
- dd) Meet other criteria and conditions as prescribed by relevant laws and the Company Charter.

A member of the Supervisory Board shall not be a person who:

- a) Works in the accounting or finance department of the Company;
- b) Is a member or employee of the independent auditing firm that has audited the Company's financial statements within the preceding three (03) consecutive years;
- c) Is a family relative of a manager of the Company and its parent company; or a representative of the capital ownership of an enterprise or the state at the Company or its parent company.

3. A member of the Supervisory Board shall be dismissed in the following cases:

- a) No longer meets the criteria and conditions for being a member of the Supervisory Board as prescribed in Clause 2 of this Article;
- b) Submits a letter of resignation which is approved;

4. A member of the Supervisory Board shall be removed from office in the following cases:

- a) Fails to complete their assigned duties and tasks;
- b) Fails to exercise their authorities and obligations for six (06) consecutive months, except in cases of force majeure;
- c) Commits repeated or serious violations of their obligations as a member of the Supervisory Board as prescribed by the Law on Enterprises and the Company Charter;
- d) In other cases in accordance with a resolution of the General Meeting of Shareholders.

### **Article 39. Head of the Supervisory Board**

1. The Supervisory Board elects the Head of the Supervisory Board from among its members; the election, dismissal, and removal are decided by a majority vote. More than half of the members of the Supervisory Board shall be permanent residents of Vietnam. The Head of the Supervisory Board shall hold a university degree or higher in one of the following majors:

economics, finance, accounting, auditing, law, business administration or another major relevant to the Company's business operations.

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

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

#### **Article 40. Authorities and obligations of the Supervisory Board**

The Supervisory Board has the authorities and obligations as prescribed in Article 170 of the Law on Enterprises and the following authorities and obligations:

- 1. Propose and recommend the General Meeting of Shareholders to approve the list of approved auditing firms for the Company's Financial Statements; select an approved auditing firm to conduct company operational reviews, and dismiss an approved auditor when deemed necessary.
- 2. Be accountable to shareholders for its supervisory operations.
- 3. Supervise the Company's financial situation along with the legal compliance of the members of the Board of Directors, the General Director, Deputy General Directors and the Chief Accountant in their operations.
- 4. Ensure coordination with the Board of Directors, the General Director and shareholders.
- 5. In the event of detecting a violation of the law or the Company Charter by a member of the Board of Directors, the General Director, Deputy General Directors, and the Chief Accountant, the Supervisory Board shall notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and implement remedial measures.
- 6. Develop the Operation Regulation of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
- 7. 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.
- 8. Have the authority to access the Company's records and documents archived at the head office, branches, and other locations; have the right to access the workplaces of managers and employees of the Company during business hours.
- 9. Have the authority to request the Board of Directors, its members, the General Director, Deputy General Directors and the Chief Accountant to provide complete, accurate and timely information and documents on the Company's business management, administration and operations.

10. Assume other authorities and obligations as prescribed by law.

#### **Article 41. Meetings of the Supervisory Board**

1. The Supervisory Board shall meet at least twice (02) a year, with the attendance of at least 2/3 of its members. The minutes of Supervisory Board meetings must be recorded in a clear and detailed manner. The person in charge of taking meeting minutes and all attending members of the Supervisory Board must sign the meeting minutes. The minutes of Supervisory Board meetings must be archived to determine the accountability of each member.

2. The Supervisory Board has the authority to request members of the Board of Directors, the General Director, and representatives of the approved audit firm to attend meetings and respond to matters requiring clarification.

#### **Article 42. Salary, remuneration, bonuses and other benefits of members of the Supervisory Board**

The salary, remuneration, bonuses, and other benefits of members of the Supervisory Board are governed by the following provisions:

1. Members of the Supervisory Board shall receive salaries, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total salary, remuneration, bonuses, other benefits and annual operating budget of the Supervisory Board.

2. Members of the Supervisory Board shall be reimbursed for reasonable accommodation, travel, and meal expenses, and reasonable costs of using independent consulting services. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided.

3. The salaries and operating expenses of the Supervisory Board are recorded as a business expense of the Company in accordance with the Law on Corporate Income Tax and other relevant laws, and shall be presented as a separate item in the Company's annual financial statements.

#### **X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD, THE GENERAL DIRECTOR AND OTHER EXECUTIVE MANAGEMENT**

Members of the Board of Directors, the Supervisory Board, the General Director, Deputy General Directors, and the Chief Accountant are responsible for performing their tasks, including their roles as members of committees of the Board of Directors, in good faith, with due care, and in the best interests of the Company.

#### **Article 43. Responsibility of honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors and the Chief Accountant shall disclose their related interests in accordance with the Law on Enterprises and other relevant laws.

2. The Company shall compile and update the list of related persons of the Company as prescribed in Clause 23, Article 4 of the Law on Enterprises and their corresponding transactions with the Company;

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors and the Chief Accountant of the Company shall declare their related interests with the Company, including:

a) The name, enterprise identification number, head office address, business lines of any enterprise in which they own capital contributions or shares; and the ownership percentage and the time of such ownership;

b) The name, enterprise identification number, head office address, business lines of any enterprise whose related persons jointly own or severally own a capital contribution or shares exceeding 10% of the charter capital.

4. The declaration stipulated in Clause 3 of this Article must be made within seven (07) business days from the date such related interest arises; any amendments or supplements to the declaration shall be notified to the Company within seven (07) business days from the date of the corresponding change;

5. Any members of the Board of Directors and the General Director, either personally or on behalf of others, to conduct any business that falls within the scope of the Company's business operations shall explain the nature and details of such business to the Board of Directors and the Supervisory Board and may only proceed with the approval of a majority of the remaining members of the Board of Directors; if such business is conducted without declaration or without the approval of the Board of Directors, all income derived from such activities shall belong to the Company.

6. Members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors, and the Chief Accountant are obliged to inform the Board of Directors of any conflict of interest with the interests of the Company, which arise from the interest they may receive through other economic entities, transactions, or other individuals.

7. Members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors, the Chief Accountant and their related persons shall only use information obtained by virtue of their positions for the benefit of the Company.

8. Members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors and the Chief Accountant are obliged to notify the Board of Directors and the Supervisory Board in writing of any transaction between themselves, or their related persons, and the Company, its subsidiaries, or other companies in which the Company holds a controlling interest of more than 50% of the charter capital in accordance with the provisions of law. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company shall disclose information about the resolutions thereof in accordance with the disclosure provisions of the Law on Securities.

9. A member of the Board of Directors shall not vote on any transaction that benefits that member or their related persons, as stipulated by the Law on Enterprises and the Company Charter.

10. Members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors, the Chief Accountant and their related persons shall not use or disclose internal information to others to carry out related transactions.

11. Transactions between the Company and one or more members of the Board of Directors, the Supervisory Board, the General Director, Deputy General Directors, the Chief Accountant and their related persons and entities shall not be voided in the following cases:

a) For transactions with a value of **less than 35% of the total** asset value recorded in the most recent financial statements, provided that the material terms of the contract or transaction, as well as the relationships and interests of the relevant members of the Board of Directors, the Supervisory Board, the General Director, Deputy General Directors and the Chief Accountant, have been reported to the Board of Directors and approved by a majority vote of the disinterested members of the Board of Directors;

b) For transactions with a value of **equal to or** greater than 35% of the total asset value, or any transaction resulting in the aggregate value of transactions within twelve (12) month period from the date of the first transaction to reach or exceed 35% of the total asset value as recorded in the most recent financial statements, provided that the material terms of the contract or transaction, as well as the relationships and interests of the relevant members of the Board of Directors, the Supervisory Board, the General Director, Deputy General Directors and the Chief Accountant, have been disclosed to shareholders and **approved by the General Meeting of Shareholders** through the votes of disinterested shareholders.

#### **Article 44. Responsibilities of the Executive Management**

1. Members of the Board of Directors, the General Director, Deputy General Directors and the Chief Accountant have the following responsibilities:

a) Exercise assigned authorities and obligations in accordance with the Law on Enterprises, other relevant laws, the Company Charter, and the resolutions of the General Meeting of Shareholders;

b) Exercise assigned authorities and obligations with integrity, prudence and in the best manner to best protect the legitimate interests of the Company;

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

d) Provide timely, complete, and accurate notification to the Company of the matters specified in Clause 2, Article 164 of the Law on Enterprises;

dd) Assume other responsibilities as prescribed by the Law on Enterprises and the Company Charter.

2. Any member of the Board of Directors, the General Director, a Deputy General Director, and the Chief Accountant who violates the provisions of Clause 1 of this Article shall be held personally or jointly liable to compensate for lost benefits, return any benefits received, and indemnify the Company and any third parties for all resulting damages.



## **Article 45. Approval of contracts and transactions between the Company and related persons**

1. The General Meeting of Shareholders or the Board of Directors shall approve the contract or transaction between the Company and the following related persons:

- a) Shareholders or authorized representatives of corporate shareholders holding more than 10% of the total common shares of the Company and their related persons;
- b) Members of the Board of Directors, the General Director, and their related persons;
- c) Enterprises whose members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors and the Chief Accountant of the Company must declare in accordance with the provisions of Clause 2, Article 164 of the Law on Enterprises.

2. The Board of Directors shall approve contracts and transactions prescribed in Clause 1 of this Article and those with a value of less than 35% of the enterprise's total asset value as recorded in the most recent Financial Statements, or with a smaller percentage or value in accordance with the Company Charter. In such case, the company representative signing the contract or transaction shall notify the members of the Board of Directors and the Supervisory Board of the related parties to such contracts or transactions and send the draft contract or the main transaction terms as an attachment. The Board of Directors shall decide on the approval of the contract or transaction within 15 days since the receipt of the notice unless the Company Charter stipulates another approval deadline; members of the Board of Directors who share related interests to the parties involved in the contract or transaction shall not have voting rights.

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

- a) Contracts and transactions other than those specified in Clause 2 of this Article;
- b) Loan, sale and purchase contracts and transactions involving assets with a value greater than 10% of the enterprise's total asset value as recorded in the most recent Financial Statements between the Company and shareholders owning 51% or more of the total voting shares or related persons of such shareholders.

4. In case of approving contracts or transactions prescribed in Clause 3 of this Article, the company representative signing the contract or transaction shall notify the Board of Directors and the Supervisory Board of the related parties to such contract or transaction and send the draft contract or a notification of the main transaction terms as an attachment. The Board of Directors shall present the draft contracts and transactions or explain the main terms of the contracts and transactions at the General Meeting of Shareholders or obtain shareholders' approval via written ballot. In such case, the shareholders who share related interests to the parties in the contract or transaction shall not have the right to vote; the contract or transaction shall be approved in accordance with the provisions of Clause 1 and Clause 4, Article 148 of the Law on Enterprises unless otherwise stated in the Company Charter.

5. Contracts and transactions shall be invalidated according to the Court's judgment and handled in accordance with the law if they violate of the provisions of this Article; the person signing the

contract or transaction, together with the shareholder, members of the Board of Directors or the General Director involved shall be jointly liable to compensate for any resulting damages and return any profits they gained from such contract or transaction to the Company.

6. The Company shall publicly disclose relevant contracts and transactions in accordance with relevant laws.

#### **Article 46. Liability for damages and indemnification**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors, and the Chief Accountant who violate their duties and obligations of integrity and prudence, or fail to fulfill their obligations shall be held responsible for damages caused by their act of violation.

2. The Company shall indemnify individuals who have been, are or may become a related party to any claim, lawsuit or prosecution (including civil and administrative cases and those not initiated by the Company) if such individual has been or is a member of the Board of Directors, member of the Supervisory Board, the General Director, a Deputy General Director, and the Chief Accountant, or an employee or a representative authorized by the Company who has been or is performing his/her duties as authorized by the Company, acting with integrity and prudence for the benefit of the Company on the basis of compliance with the law and there is no evidence confirming that such individual has breached his/her responsibilities.

3. Indemnification includes judgment costs, fines, and actual payments (including attorneys' fees) incurred in resolving such cases, to the extent permitted by law. The Company may purchase insurance for such individuals to avoid the above mentioned indemnification liabilities.

### **XI. RIGHT TO ACCESS COMPANY'S BOOKS AND RECORDS**

#### **Article 47. Right to access books and records**

1. Common shareholders have the right to access books and records as follows:

a) Common shareholders have the right to review, look up, and obtain certified extracts of names and contact addresses from the list of voting shareholders; request correction of their inaccurate information; review, look up, and obtain certified extracts or photocopies the Company Charter and Minutes and Resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 05% or more of the total common shares or a smaller percentage as prescribed in the Company Charter have the right to review, look up, and obtain certified extracts of the Minutes, Resolutions, and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, and transactions that must be approved by the Board of Directors and other documents, except for documents related to trade and business secrets of the Company.

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

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors, and the Chief Accountant have the right to access the Company's

shareholder register, list of shareholders, books, and other records for purposes related to their duties and authorities, provided that these information shall be kept confidential.

4. The Company shall archive this Charter together with its amendments and supplements, the Business Registration Certificate, regulations, documents of title, resolutions of the General Meeting of Shareholders and the Board of Directors, meeting minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors and the Supervisory Board, annual financial statements, books of account, and other documents legally required at the head office or at another location, provided that the shareholders and the Business Registration Authority are notified of such location.

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

## **XII. EMPLOYEES AND UNIONS**

### **Article 48. Employees and unions**

1. The General Director shall arrange for the Board of Directors to approve matters related to recruitment, labor contract termination, salary, social insurance, welfare, rewards, and discipline measures for employees and executive management.

2. The General Director shall arrange for the Board of Directors to approve matters related to the Company's relations with trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations, and applicable laws.

## **XIII. PROFIT DISTRIBUTION**

### **Article 49. Profit distribution**

1. The General Meeting of Shareholders shall decide on the rate of dividend payments and the mean of annual dividend payments based on the actual net profit achieved and the Company's retained earnings. The Company may only pay dividends when the following conditions are met:

a) The Company has fulfilled its tax obligations and other financial obligations in accordance with the law (including profit distribution to joint venture partners in accordance with signed economic contracts (if applicable));

b) Offsetting losses from previous years have exceeded the deductible period against pre-tax profit as prescribed by the Law on Corporate Income Tax (if any)

c) After handling the following costs, including: Costs of mineral surveys and exploration for investment purposes which were not eligible for project implementation, as prescribed by the Government; write-offs from failed investments in projects or in specialized, high-risk investments, as prescribed by the Government; costs of performing state-mandated political tasks assigned by competent authorities, as prescribed by the Government; the remaining after-tax profit shall be appropriated to the Enterprise Development Investment Fund, the Reward Fund, the Welfare Fund, and other funds in accordance with current state regulations.

d) The remaining profit is paid as dividends to shareholders according to the following principles:

- Ensure harmony between shareholders' interests and the General Meeting of Shareholders' approved dividend distribution plan;

- After paying all dividends, the Company still has the ability to complete full payment of debts and other financial obligations due.

2. The Company does not pay interest on dividends or payments relating to a type of shares.

3. In accordance with the Law on Enterprises, the Board of Directors may decide to pay interim dividends in advance if such payment is considered to be consistent with the Company's profitability.

4. The Board of Directors may propose to the General Meeting of Shareholders to approve full or partial payment of dividends in shares and the Board of Directors shall be the implementing body.

5. In case dividends or other amounts related to a type of shares are paid in cash, the Company shall pay in Vietnamese Dong. Payments can be made either directly or through bank transfer based on the bank account details provided by the shareholders. The Company shall not be held responsible if a shareholder fails to receive a payment that was correctly transferred to their provided bank account details. Dividend payments for listed/registered-for-trading shares on the Stock Exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.

6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision to determine the record date. On such date, the persons registered as shareholders or holders of other securities are entitled to receive dividends in cash or shares, along with notices or other documents.

7. Other issues related to profit distribution shall be carried out in accordance with the law.

#### **XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM**

##### **Article 50. Bank accounts**

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

2. Subject to the prior approval of competent authorities, if necessary, the Company may open a bank account abroad in accordance with the law.

3. The Company shall conduct all payments and accounting transactions through Vietnamese Dong (VND) or foreign currency accounts at banks where the Company opens such accounts.

##### **Article 51. Fiscal year**

The Company's fiscal year begins on January 1 of each year and ends on December 31 of the calendar year. The first fiscal year begins on the date of issuance of the Business Registration Certificate and ends on December 31, 2016.

## **Article 52. Accounting system**

1. The accounting system used by the Company is the corporate accounting system or a specific accounting system issued and approved by a competent authority.
2. The Company shall prepare books of accounts in Vietnamese and archive accounting records in accordance with accounting laws and relevant laws. These records shall be accurate, up-to-date, systematic, and complete to demonstrate and explain the Company's transactions.
3. The accounting currency of the company is Vietnamese Dong (VND). In case the Company has economic operations mainly in a foreign currency, it may choose that currency as the accounting currency and be held responsible for that choice before the law and shall notify its direct tax authority.

## **XV. FINANCIAL STATEMENT, ANNUAL REPORT, AND INFORMATION DISCLOSURE RESPONSIBILITIES**

### **Article 53. Annual, semi-annual, and quarterly financial statements**

1. The Company shall prepare annual financial statements that shall be audited in accordance with the law. The Company shall disclose its audited annual financial statements in accordance with the laws on information disclosure for the securities market and submit them to competent state authorities.
2. The annual financial statements shall include full reports, appendices, and notes in accordance with the law on corporate accounting. The annual financial statements shall reflect the Company's operations in a truthful and objective manner.
3. The Company shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure for the securities market and submit them to competent state authorities.

### **Article 54. Annual report**

The Company shall prepare and disclose its Annual Reports in accordance with the law on securities and the securities market.

## **XVI. COMPANY AUDIT**

### **Article 55. Audit**

1. The 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 choose one from the list to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed with the Board of Directors.
2. The audit report shall be attached to the Company's annual financial statements.
3. The independent auditor performing the audit of the Company's financial statements shall be entitled to attend the General Meeting of Shareholders, receive notices and other information related to the General Meeting of Shareholders, and voice their opinions at the General Meeting of Shareholders on issues related to the audit of the Company's financial statements.



## **XVII. CORPORATE SEALS**

### **Article 56. Corporate seals**

1. Corporate seals include physical seals made at seal engraving facilities or seals in the form of digital signatures in accordance with the law on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form and content of the seals of the Company, as well as those of its branches and representative offices (if any).
3. The Board of Directors and General Director shall use and manage the seal in accordance with applicable laws.

## **XVIII. COMPANY DISSOLUTION**

### **Article 57. Company dissolution**

1. The Company may be dissolved in the following cases:
  - a) Based on the resolutions and decisions of the General Meeting of Shareholders;
  - b) The Business Registration Certificate is revoked, except in cases where the Law on Tax Administration provides otherwise;
  - c) Other cases as prescribed by law.
2. The dissolution of the Company before the deadline (including the extended deadline) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision shall be notified or approved by competent authorities (if required) as prescribed by law.

### **Article 58. Liquidation**

1. After the decision to dissolve the Company is made, the Board of Directors shall establish a Liquidation Committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. The Company shall prioritize paying all liquidation costs before the Company's other debts.
2. The Liquidation Committee is responsible for reporting its date of establishment and date of commencement to the Business Registration Authority. From such date, the Liquidation Committee shall represent the Company in all operations relating to the liquidation of the Company before the Court and administrative authorities.
3. Proceeds from liquidation shall be distributed in the following order:
  - a) Liquidation costs;
  - b) Debts of salaries, severance pay, social insurance and other employees benefits in accordance with the collective labor agreement and signed labor contracts;

c) Tax debt;

d) Other debts of the Company;

dd) The remainder after paying all debts from items (a) to (d) above shall be distributed to the shareholders. Preferred shares shall be prioritized for payment.

## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 59. Internal dispute resolution**

1. In cases where disputes or complaints related to Company's operations arise, the rights and obligations of shareholders in accordance with the Law on Enterprises, the Company Charter, other legal provisions or agreements between:

a) Shareholders with the Company;

b) Shareholders with the Board of Directors, Supervisory Board, General Director, Deputy General Directors and Chief Accountant;

The involved parties shall attempt to resolve such dispute through negotiation and mediation. In cases where the dispute does not involve the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over the dispute resolution and request each party to present information related to the dispute within thirty (30) business days from the date of the dispute. In cases where the dispute involves the Board of Directors or the Chairperson of the Board of Directors, any party may request to appoint an independent expert as a mediator for the dispute resolution process.

2. In case no mediation decision is reached within six (06) weeks from the start of the mediation process or if the mediator's decision is not accepted by the parties, a party may bring the dispute to Arbitration or to Court.

3. The parties shall bear their own costs from negotiation and mediation procedures. Payment of court fees shall be made in accordance with the judgment of the Court.

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

### **Article 60. Company Charter**

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

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

## **XXI. EFFECTIVE DATE**

### **Article 61. Effective date**

1. This Charter consists of 21 sections, 61 articles unanimously approved by the General Meeting of Shareholders of Ho Chi Minh City Public Lighting Joint Stock Company on ... 2025 at the 2025 Extraordinary General Meeting of Shareholders.

2. This Charter shall replace the Charter approved by the 2024 Annual General Meeting of Shareholders on May 28, 2024 **which took effect from ....**
3. The Charter is made into ten (10) copies of equal value and shall be kept at the Company's head office.
4. This Charter is the sole and official charter of the Company.
5. Copies or certified extracts of the Company Charter shall be seen as valid when signed by the Chairperson of the Board of Directors or at least by half of the total members of the Board of Directors.

**LEGAL REPRESENTATIVE  
GENERAL DIRECTOR**

**HUYNH TRI DUNG**