



# **REGULATIONS**

## **THONG NHAT HA NOI JOINT STOCK COMPANY**

*Ha Noi, March 05, 2026*

# INDEX

<b>CHAPTER I. DEFINITION OF TERMS IN THE STATUTES.....</b>	<b>1</b>
Article 1. Explanation of Terms.....	1
<b>CHAPTER II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY .....</b>	<b>2</b>
Article 2. Name, form, head office, branches, representative offices, business locations and operating period of the Company .....	2
Article 3. Legal Representative of the Company .....	2
<b>CHAPTER III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY .....</b>	<b>2</b>
Article 4. Objectives of the Company's Operations .....	2
Article 5. Scope of Business and Activities of the Company.....	4
<b>CHAPTER IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS .....</b>	<b>5</b>
Article 6. Charter capital, shares, founding shareholders .....	5
Article 7. Stock Certificate .....	5
Article 8. Other securities certificates .....	6
Article 9. Transfer of shares .....	6
Article 10. Reclamation of shares.....	6
<b>CHAPTER V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL .....</b>	<b>6</b>
Article 11. Organizational structure, governance and control .....	6
<b>CHAPTER VI. SHAREHOLDERS AND THE SHAREHOLDER MEETING.....</b>	<b>7</b>
Article 12. Rights of Shareholders .....	7
Article 13. Obligations of Shareholders.....	8
Article 14. General Meeting of Shareholders .....	9
Article 15. Rights and obligations of the General Meeting of Shareholders.....	10
Article 16. Authorization to attend the General Meeting of Shareholders .....	11
In the event that the Company receives notice of any of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened, the provisions of this clause shall not apply.....	12
Article 17. Changes to Rights .....	12
Article 18. Convening the meeting, meeting agenda, and notice of invitation to the General Meeting of Shareholders.....	12
Article 19. Conditions for holding a General Meeting of Shareholders .....	14
Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders..	14
Article 21. Conditions for the adoption of a Resolution of the General Meeting of Shareholders .....	16
Article 22. Authority and procedures for obtaining shareholder opinions in writing to adopt resolutions of the General Meeting of Shareholders. ....	16
Article 23. Resolutions and Minutes of the General Meeting of Shareholders.....	18
Article 24. Request for annulment of a Shareholders' General Meeting Resolution.....	18
<b>CHAPTER VII. BOARD OF MEMBER .....</b>	<b>19</b>
Article 25. Nomination and candidacy of Board of Member members .....	19
Article 26. Composition and term of office of the Board of Member members .....	20

Article 27. Powers and obligations of the Board of Member .....	20
Article 28. Remuneration, bonuses and other benefits of members of the Board of Member .....	21
Article 29. Chairman of the Board of Member .....	22
Article 30. Meetings of the Board of Member .....	23
Article 31. Subcommittees of the Board of Member .....	24
Article 32. Person in charge of corporate governance .....	25
<b>CHAPTER VIII. THE GENERAL MANAGER AND OTHER EXECUTIVES .....</b>	<b>25</b>
Article 33. Organizational structure of the management apparatus .....	25
Article 34. Company Managers .....	25
Article 35. Appointment, dismissal, duties and powers of the General Director .....	26
<b>CHAPTER IX. THE CONTROL COMMITTEE .....</b>	<b>27</b>
Article 36. Nomination and candidacy of members of the Supervision Board (Supervisors) .....	27
Article 37. Composition of the Supervision Board .....	27
Article 38. Head of the Supervision Board .....	28
Article 39. Rights and obligations of the Supervision Board .....	28
Article 40. Meetings of the Supervision Board .....	29
Article 41. Salaries, remuneration, bonuses, and other benefits of members of the Supervision Board .....	29
<b>CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF MEMBER, MEMBERS OF THE SUPERVISION BOARD, THE GENERAL MANAGER, AND OTHER EXECUTIVES.....</b>	<b>29</b>
Article 42. Responsibility for Care .....	29
Article 43. Responsibility for honesty and avoidance of conflicts of interest .....	29
Article 44. Liability for damages and compensation.....	30
<b>CHAPTER XI. RIGHT TO EXAMINE COMPANY RECORDS AND ACCOUNTING.....</b>	<b>30</b>
Article 45. Right to access books and records.....	30
<b>CHAPTER XII. WORKERS AND TRADE UNIONS .....</b>	<b>31</b>
Article 46. Workers and trade unions .....	31
<b>CHAPTER XIII. PROFIT DISTRIBUTION .....</b>	<b>31</b>
Article 47. Profit Distribution .....	31
<b>CHAPTER XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM.....</b>	<b>32</b>
Article 48. Bank Accounts.....	32
Article 49. Fiscal Year .....	32
Article 50. Accounting System .....	32
<b>CHAPTER XV. FINANCIAL REPORTING, ANNUAL REPORTING AND DISCLOSURE RESPONSIBILITIES.....</b>	<b>32</b>
Article 51. Annual, semi-annual and quarterly financial reports.....	32
Article 52. Annual Report .....	33
<b>CHAPTER XVI. COMPANY AUDIT .....</b>	<b>33</b>
Article 53. Auditing .....	33
<b>CHAPTER XVII. THE MARK OF THE ENTERPRISE.....</b>	<b>33</b>
Article 54. Enterprise Seal .....	33
<b>CHAPTER XVIII. DISSOLUTION OF THE COMPANY .....</b>	<b>33</b>



Article 55. Dissolution of a company .....	33
Article 56. Liquidation .....	34
<b>CHAPTER XIX. RESOLVING INTERNAL DISPUTES.....</b>	<b>34</b>
Article 57. Resolution of internal disputes.....	34
<b>CHAPTER XX. SUPPLEMENTS AND AMENDMENTS TO THE STATUTES .....</b>	<b>35</b>
Article 58. Company Charter .....	35
<b>CHAPTER XXI. EFFECTIVE DATE .....</b>	<b>35</b>
Article 59. Effective Date.....	35



## INTRODUCTION

These charters were adopted pursuant to Resolution No. 01/2026/NQ-ĐHĐCĐ of the General Meeting of Shareholders dated February 26, 2026.

## CHAPTER I. DEFINITION OF TERMS IN THE STATUTES

### Article 1. Explanation of Terms

1. In these Regulations, the following terms are understood as follows:

- a) **Charter capital** is the total par value of shares sold or subscribed for when a joint-stock company is established, as stipulated in Article 6 of these Charters ;
- b) **Voting capital** is share capital, whereby the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
- c) **The Enterprise Law** is Law No. 59/2020/QH14 on Enterprises, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d) **The Securities Law** is Law No. 54/2019/QH14 on Securities, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- d) **Vietnam** is the Socialist Republic of Vietnam;
- e) **The date of establishment** is the date on which the Company is first granted its Certificate of Business Registration (Business Registration Certificate and other equivalent documents);
- g) **Business executives** include the General Director, Deputy General Director, Chief Accountant, and other executives as stipulated in the company's charter;
- h) **Business managers** are those who manage the Company, including the Chairman of the Board of Member, members of the Board of Member, the General Director, and individuals holding other managerial positions appointed by the Company's Board of Member;
- i) **Related parties** are individuals and organizations as stipulated in Clause 46, Article 4 of the Securities Law ;
- k) **Shareholders** are individuals or organizations that own at least one share of the Company;
- l) **Founding shareholders** are shareholders who own at least one common share and sign the list of founding shareholders of the joint-stock company;
- m) **Major shareholders** are those defined in Clause 18, Article 4 of the Securities Law ;
- n) **The operating period** is the duration of the Company's operation as stipulated in Article 2 of these Charters ;
- o) **The stock exchange** refers to the Vietnam Stock Exchange and its subsidiaries.
- p) **The company** is Hanoi Thong Nhat Joint Stock Company;

2. In these Statutes, references to one or more other regulations or documents, including amendments, supplements, or replacements, are prohibited;

3. The headings (Sections, Articles of these Regulations) are used for convenience in understanding the content and do not affect the content of these Regulations.

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

### **Article 2. Name, form, head office, branches, representative offices, business locations and operating period of the Company**

#### **1. Company Name:**

- Company name in Vietnamese: **CÔNG TY CỔ PHẦN THÔNG NHẤT HÀ NỘI**
- Company name written in a foreign language: **THONG NHAT HA NOI JOINT STOCK COMPANY**
- Company Name Abbreviation: None

2. The company is a joint-stock company with legal personality in accordance with current Vietnamese law.

#### **3. Registered office of the Company:**

- Head office address: 10B Trang Thi Street, Hoan Kiem Ward, Hanoi City, Vietnam
- Phone: 024 - 38572699
- Fax: 024 - 38572744
- Email: [tnbike@thongnhat.com.vn](mailto:tnbike@thongnhat.com.vn)
- Website: [www.thongnhat.com.vn](http://www.thongnhat.com.vn)

4. The Company may establish branches and representative offices in the business area to carry out the Company's operational objectives in accordance with the decisions of the Board of Member and within the limits permitted by law.

5. Unless the company ceases operations before the deadline stipulated in Clause 2 of Article 55, its operating period is indefinite from the date of establishment.

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

The company has one legal representative, who is the Chairman of the Board of Member .

The rights and obligations of the legal representative are as stipulated in Articles 12 and 13 of the Enterprise Law.

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

### **Article 4. Objectives of the Company's Operations**

#### **1. The company's business lines are:**

<b>No.</b>	<b>Department Name</b>	<b>Industry code</b>
1.	Manufacture of plywood, veneer, particleboard and other thin boards	1621
2.	Manufacture of wooden building materials	1622
3.	Manufacture of other wood products; manufacture of products from bamboo, rattan, straw, and braided materials	1629
4.	Manufacturing products from plastic	2220



No.	Department Name	Industry code
5.	Metal forging, stamping, pressing and rolling; powder metallurgy	2591
6.	Mechanical processing; metal treatment and coating	2592
7.	Manufacture of motors, generators, transformers, electrical distribution and control equipment	2710
8.	Manufacture of cables and optical fiber cables	2731
9.	Manufacturing various types of electrical wiring equipment	2733
10.	Manufacture of household electrical appliances	2750
11.	Manufacture of bearings, gears, gearboxes, control and power transmission components	2814
12.	Manufacture of automobiles and other motor vehicles	2910
13.	Manufacture of bodies for motor vehicles and other motor vehicles, trailers and semi-trailers	2920
14.	Manufacture of parts and accessories for automobiles and other motor vehicles	2930
15.	Motorcycle and scooter manufacturing	3091
16.	Manufacturing bicycles and vehicles for people with disabilities	3092
17.	Manufacturing beds, wardrobes, tables, and chairs	3100
18.	Repair and maintenance of prefabricated metal products	3311
19.	Repair and maintenance of machinery and equipment	3312
20.	Repair and maintenance of electrical equipment	3314
21.	Installation of industrial machinery and equipment	3320
22.	Construction of all types of houses	4100
23.	Construction of public works	4220
24.	Demolition	4311
25.	Site preparation	4312
26.	Electrical system installation	4321
27.	Install water supply and drainage systems, heating and air conditioning	4322
28.	Completion of construction work	4330
29.	Selling spare parts and accessories for automobiles and other motor vehicles	4662
30.	Wholesale of motorcycles, motorbikes, spare parts and accessories for motorcycles and motorbikes	4663
31.	Motorcycle and scooter repair and maintenance	9532
32.	Wholesale of other household goods	4649



No.	Department Name	Industry code
33.	Wholesale of agricultural machinery, equipment and spare parts.	4653
34.	Wholesale of machinery, equipment and other machine parts	4659
35.	Wholesale trade	4690
36.	Retail sale of motor fuel	4730
37.	information and communication technology equipment	4740
38.	Retail sale of household electrical appliances, beds, wardrobes, tables, chairs and similar furniture, lamps and electric lighting fixtures, and other household goods not elsewhere classified	4759
39.	Retail sale of other new goods (excluding automobiles, motorcycles, and their accessories)	4773
40.	Road freight transport	4933
41.	Warehousing and goods storage	5210
42.	Hotels and similar accommodation services	5510
43.	Restaurants and mobile food service	5610
44.	Real estate business, land use rights belonging to the owner, user or lessee	6810
45.	Other remaining business support service activities not classified	8299
46.	Wholesale of metals and metal ores	4672
47.	Agents, brokers, and auctioneers of goods	4610

Company's Operational Objectives: The company was established to mobilize and utilize capital effectively in developing its registered production and business activities, aiming to maximize profits, increase returns for shareholders, create stable jobs for employees, contribute to the state budget, and develop the company.

3. During its operation, the Company may change its business lines in accordance with the law. After approval by the General Meeting of Shareholders, the Company will notify the business registration authority of the change in registration details. The business registration authority will then approve the change and add it to the business registration file, which will be published on the national business registration portal.

4. The company must meet all business conditions when engaging in conditional investment and business activities as prescribed by law and ensure that it maintains those investment and business conditions throughout its operation.

#### **Article 5. Scope of Business and Activities of the Company**

The company is permitted to plan and conduct business activities in the registered business lines specified in this Charter, notify the business registration authority of any changes to the registration details, and publish them on the National Business Registration Portal.

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

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

1. The company's charter capital is VND 237,000,000,000 (Two hundred and thirty-seven billion Vietnamese Dong).

The company's total charter capital is divided into 23,700,000 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 accordance with the provisions of the law.

3. The Company's shares on the date of adoption of these Charters include common shares. The rights and obligations of shareholders holding each type of share are stipulated in Articles 12 and 13 of these Charters .

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

5. Name, address, number of shares, and other information about founding shareholders as stipulated by the Enterprise Law. The company is a privatized enterprise converted from a state-owned enterprise, therefore it does not have founding shareholders.

6. Common shares shall be offered preferentially to existing shareholders in proportion to their shareholding in the Company, unless otherwise decided by the General Meeting of Shareholders. The Board of Member shall decide on the number of shares not subscribed by shareholders. The Board of Member may distribute those shares to shareholders and other parties under conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

7. The Company may purchase shares issued by itself in the manner prescribed in these Articles of Association and applicable law.

8. The company may issue other types of securities as prescribed by law.

### Article 7. Stock Certificate

1. Shareholders of the Company are issued share certificates corresponding to the number and type of shares they own.

2. Shares are securities that confirm the legal rights and interests of the owner in a portion of the share capital of the issuing organization. Shares must contain all the information as prescribed in Clause 1, Article 121 of the Enterprise Law .

3. Within ten (10) days from the date of submitting a complete application for transfer of share ownership as prescribed by the Company, or within two (02) months or other period as prescribed in the issuance terms from the date of full payment of the share purchase price as prescribed in the Company's share issuance plan, the shareholder shall be issued a share certificate. The shareholder shall pay the Company the cost of printing the share certificate as prescribed by the Company.

4. In the event that the share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued a share certificate by the Company upon the shareholder's request (using the form prescribed by the Company). The shareholder's request must include the following information:

- a) Information about shares that have been lost, damaged, or otherwise destroyed;
- b) Commitment to assume responsibility for any disputes arising from the reissuance of new shares.



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

The Company's bond certificates or other securities certificates are issued bearing the signature of the legal representative and the Company's seal.

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

1. All shares are freely transferable unless otherwise provided by these Articles of Association 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 securities market.
2. Unpaid shares are not transferable and do not entitle the holder to related rights such as the right to receive dividends, the right to receive newly issued shares to increase share capital from equity, the right to purchase newly offered shares, and other rights as stipulated by law.

## **Article 10. Reclamation of shares**

1. In the event that a shareholder fails to pay the full amount due for the purchase of shares on time, the Board of Member shall notify and have the right to demand that the shareholder pay the remaining amount and be liable for the Company's financial obligations arising from the failure to pay, corresponding to the total par value of the registered shares.
2. The aforementioned payment notice must clearly state the new payment deadline (at least [07 days] from the date of sending the notice), the payment location, and the notice must clearly state that in case of non-payment as required, the remaining unpaid shares will be forfeited.
3. The Board of Member has the right to reclaim shares that have not been fully and timely paid for if the requirements in the aforementioned notice are not met.
4. Repurchased shares are considered shares authorized for sale as stipulated in Clause 3, Article 112 of the Enterprise Law . The Board of Member may directly or authorize the sale and redistribution of these shares under conditions and in a manner that the Board of Member deems appropriate.
5. Shareholders holding repurchased shares must relinquish their shareholder status with respect to those shares, but remain liable for the Company's financial obligations arising at the time of repurchase, as determined by the Board of Member, from the date of repurchase until the date of payment, in proportion to the total par value of the shares they registered to purchase. The Board of Member has the full right to decide on the enforcement of payment of the full value of the shares at the time of repurchase.
6. The recall notice is sent to the holder of the recalled shares before the recall takes place. The recall remains valid even in the event of errors or negligence in sending the notice.

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

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

The Company's organizational structure for management, administration, and control includes:

1. General Shareholders' Meeting;
2. Board of Member;
3. Supervision Board;
4. General Director.



## CHAPTER VI. SHAREHOLDERS AND THE SHAREHOLDER MEETING

### Article 12. Rights of Shareholders

#### 1. Ordinary shareholders have the following rights:

- a) To attend and speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or other forms as prescribed by the company's charter and the law. Each common share has one voting right;
- b) Receive dividends at the rate decided by the General Meeting of Shareholders;
- c) Priority shall be given to purchasing new shares in proportion to each shareholder's ownership of common shares in the Company;
- d) Freely transfer their shares to others, except as stipulated in Clause 3 of Article 120, Clause 1 of Article 127 of the Enterprise Law and other relevant legal provisions;
- e) Review, search, and retrieve information regarding names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information;
- f) Review, search, extract, or copy the company's charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
- g) When the Company is dissolved or goes bankrupt, receive a portion of the remaining assets in proportion to their shareholding in the Company;
- h) Requiring the Company to repurchase shares in the cases stipulated in Article 132 of the Enterprise Law ;
- i) Equal treatment. Each share of the same class confers equal rights, obligations, and benefits on the shareholder. In the case of preferred shares, the rights and obligations associated with these preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;
- k) To have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;
- l) To have their legitimate rights and interests protected; to request the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Member in accordance with the provisions of the Enterprise Law;
- m) Other rights as prescribed by law and these Statutes.

#### 2. Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the following rights:

- a) Request the Board of Member to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Enterprise Law ;
- b) Review, search, and extract minutes and resolutions, decisions of the Board of Member, semi-annual and annual financial reports, reports of the Supervision Board, contracts, transactions requiring approval from the Board of Member, and other documents, except for documents related to the Company's trade secrets and business secrets;
- c) Request the Supervision Board to examine specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following information: full name, contact address, nationality, and legal document number of individual shareholders; name, business registration number or legal document number of organizational shareholders, and registered office address; number of shares and registration date of each shareholder, total number of shares of the entire group of

shareholders, and ownership percentage in the total shares of the Company; the issue to be examined and the purpose of the examination;

d) Proposals for inclusion in the General Meeting of Shareholders' Meeting agenda. Proposals must be in writing and submitted to the Company no later than 03 (three) working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of share held by the shareholder, and the proposed issue to be included in the meeting agenda;

e) Other rights as prescribed by law and these Statutes.

3. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate individuals to the Board of Member and the Supervision Board. The nomination process for the Board of Member and the Supervision Board is as follows:

a) Ordinary shareholders forming a group to nominate candidates for the Board of Member and the Supervision Board must notify the 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 Member and the Supervision Board, the shareholder or group of shareholders specified in this clause has the right to nominate one or more individuals, as decided by the General Meeting of Shareholders, as candidates for the Board of Member and the Supervision Board. If the number of candidates nominated by the shareholder or group of shareholders is less than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Member, the Supervision Board, and other shareholders.

### **Article 13. Obligations of Shareholders**

Common shareholders have the following obligations:

1. Pay for the shares you committed to purchase in full and on time.

2. Shareholders are not permitted to withdraw contributed capital in the form of common shares from the Company in any form, except in cases where the shares are repurchased by the Company or another party. If a shareholder withdraws part or all of their contributed capital in violation of this provision, that shareholder and any related parties in the Company shall be jointly and severally liable for the Company's debts and other financial obligations to the extent of the value of the withdrawn shares and any resulting damages.

3. Comply with the company's charter and internal management regulations.

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

5. Maintain the confidentiality of information provided by the Company in accordance with the Company Charter and the law; use the provided information only to exercise and protect your legitimate rights and interests; it is strictly prohibited to disseminate, copy, or send information provided by the Company to other organizations or individuals.

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

a) Attend and vote directly at the meeting;

b) Authorize other individuals or organizations to attend and vote at the meeting;

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

d) Send the ballot to the meeting via mail, fax, or email;



e) Submitting voting ballots by other means as prescribed in the company's charter.

7. I will be held personally liable if, in any form, I commit any of the following acts in the name of the Company:

a) Violation of the law;

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

c) Pay off debts that are not yet due in order to mitigate financial risks to the Company.

8. Fulfill other obligations as required by applicable law.

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

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders shall meet annually once a year and within four (04) months from the end of the financial year. The Board of Member shall decide to extend the annual General Meeting of Shareholders if necessary, but not more than six months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders shall be determined by where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Member convenes the Annual General Meeting of Shareholders and selects a suitable venue. The Annual General Meeting of Shareholders decides on matters as prescribed by law and the Company's Articles of Association, particularly approving the audited annual financial statements. If the audited annual financial statements of the Company contain material exceptions, adverse audit opinions, or disclaimers, the Company must invite a representative of the approved auditing firm that audited the Company's financial statements to attend the Annual General Meeting of Shareholders. The representative of the approved auditing firm is obligated to attend the Company's Annual General Meeting of Shareholders.

3. The Board of Member must convene an extraordinary general meeting of shareholders in the following cases:

a) The Board of Member deems it necessary for the benefit of the Company;

b) The remaining number of members of the Board of Member and the Supervision Board is less than the minimum number of members required by law;

c) At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law ; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the request must be made in multiple copies and include sufficient signatures of the relevant shareholders;

d) At the request of the Supervision Board;

e) Other cases as prescribed by law and these Regulations.

4. Convene an extraordinary general meeting of shareholders.

a) The Board of Member must convene a General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Member, independent members of the Board of Member, or members of the Supervision Board is as stipulated in point b, clause 3 of this Article, or upon receiving the request stipulated in points c and d, clause 3 of this Article;

b) If the Board of Member fails to convene a General Meeting of Shareholders as prescribed in point a, clause 4 of this Article, then within the next 30 days, the Supervision Board shall



replace the Board of Member in convening a General Meeting of Shareholders as prescribed in clause 3, Article 140 of the Enterprise Law ;

c) If the Supervision Board fails to convene a 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 has the right to request the Company's representative to convene a General Meeting of Shareholders in accordance with 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 will be reimbursed by the Company. This does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d) Procedures for organizing a General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Enterprise Law .

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

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

- a) Through the company's development strategy;
- b) Deciding on the types of shares and the total number of shares of each type authorized for sale; deciding on the annual dividend rate for each type of share;
- c) Electing, dismissing, and removing members of the Board of Member and members of the Supervision Board;
- d) Decisions to invest in or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
- e) Decisions to amend or supplement the company's charter;
- f) Through annual financial reports;
- g) Decision to repurchase more than 10% of the total number of shares sold of each class;
- h) Review and handle violations by members of the Board of Member and members of the Supervision Board that cause damage to the Company and its shareholders;
- i) Decisions on reorganizing or dissolving the Company;
- j) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Member and the Supervision Board;
- k) Approve the Internal Governance Regulations; the Operating Regulations of the Board of Member and the Supervision Board;
- l) Approve the list of approved auditing firms; decide which auditing firm is approved to conduct an audit of the Company's operations, and dismiss approved auditors when deemed necessary;
- m) Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders discussed and approved the following matters:

- a) The company's annual business plan;
- b) Audited annual financial statements;
- c) Reports from the Board of Member on the governance and performance of the Board of Member and each member of the Board of Member;

- d) Report of the Supervision Board on the Company's business results, the performance of the Board of Member, and the General Director;
- e) Self-assessment report on the performance of the Supervision Board and its members;
- f) The dividend rate per share for each class;
- g) Number of members of the Board of Member and the Supervision Board;
- h) Electing, dismissing, and removing members of the Board of Member and members of the Supervision Board;
- i) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Member and the Supervision Board;
- j) Approve the list of approved auditing firms; decide which auditing firm is approved to conduct audits of the company's operations when deemed necessary;
- k) Supplementing and amending the company's charter;
- l) The type of shares and the number of new shares to be issued for each type of share, and the transfer of shares by founding members within the first three years from the date of establishment;
- m) Dividing, separating, merging, consolidating or transforming the Company;
- n) Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
- o) Decisions to invest in or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
- p) Decision to repurchase more than 10% of the total number of shares sold of each class;
- q ) The company enters into contracts or transactions with entities specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the total value of the company's assets as recorded in the most recent financial statement;
- r) Approve the transactions stipulated in Clause 4, Article 293 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law;
- s) Approve the internal regulations on corporate governance, the regulations on the operation of the Board of Member, and the regulations on the operation of the Supervision Board;
- t) Other matters as prescribed by law and these Statutes.

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

1. Shareholders, or authorized representatives of shareholders that are organizations, may attend meetings in person or authorize one or more other individuals or organizations to attend, or attend through one of the forms stipulated in Clause 3, Article 144 of the Enterprise Law .
2. The authorization of individuals or organizations to represent shareholders at the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be in writing using the Company's form, including the following contents: name of the authorizing shareholder, name of the authorized individual or organization, number of shares authorized, content of authorization, scope of authorization, duration of authorization, signatures of the authorizing party and the authorized party (if the authorizing party or the authorized party is an organization, a seal must be included).

Authorized representatives attending the General Meeting of Shareholders must submit the authorization document when registering to attend. In case of sub-authorization, the



representative must also present the original authorization document from the shareholder or the authorized representative of the shareholder (if not previously registered with the Company).

3. The voting ballot of a person authorized to attend the meeting within the scope of their authorization remains valid in the following cases, except in the following case:

- a) The grantor has died, is restricted in their legal capacity, or has lost their legal capacity;
- b) The person who granted the authorization has revoked the designation;
- c) The grantor has revoked the authority of the grantee.

In the event that the Company receives notice of any of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened, the provisions of this clause shall not apply.

#### **Article 17. Changes to Rights**

1. Changes or cancellations of special rights associated with a class of preferred shares take effect when approved by shareholders representing 65% or more of the total voting rights of all shareholders present at the meeting. A resolution of the General Meeting of Shareholders concerning adverse changes to the rights and obligations of preferred shareholders shall only be adopted if approved by preferred shareholders of the same class present at the meeting who own 75% or more of the total preferred shares of that class, or approved by preferred shareholders of the same class who own 75% or more of the total preferred shares of that class in the case of a resolution adopted by written ballot.

2. The holding of a meeting of shareholders holding a class of preferred shares to approve the aforementioned change of rights is only valid if there are at least two shareholders (or their authorized representatives) holding at least one-third of the par value of the issued shares of that class. If there are not enough representatives as stated above, the meeting shall be rescheduled within the next 30 days, and those shareholders of that class (regardless of the number of people and shares) present in person or through authorized representatives shall be considered to have met the required number of representatives. At the meetings of shareholders holding the aforementioned preferred shares, those shareholders present in person or through their representatives may request a secret ballot. Each share of the same class has equal voting rights at these meetings.

3. The procedures for conducting such separate meetings are carried out in accordance with the provisions of Articles 19, 20 and 21 of these Regulations .

4. Unless otherwise stipulated in the terms of the share issuance, the special rights associated with preferred shares concerning some or all matters relating to the distribution of the Company's profits or assets shall not be altered when the Company issues additional shares of the same class.

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

1. The Board of Member convenes annual and extraordinary general meetings of shareholders. The Board of Member convenes extraordinary general meetings of shareholders in the cases stipulated in Clause 3, Article 14 of these Charters .

2. The person convening 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 shall be prepared no more than ten (10) days before the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must publish information about the



preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the last registration date;

- b) Prepare the program and content for the congress;
- c) Prepare documents for the conference;
- d) Draft resolution of the General Meeting of Shareholders according to the planned agenda of the meeting;
- e) Determine the time and location for holding the congress;
- f) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
- g) Other tasks related to the congress.

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 also be published on the Company's website and the State Securities Commission, and the stock exchange where the Company's shares are listed or registered for trading. The convenor of the General Meeting of Shareholders must send the notice of the meeting to all shareholders on the List of Shareholders entitled to attend the meeting no later than twenty-one (21) days before the opening date of the meeting (calculated from the date the notice is duly sent or transmitted). The agenda of the General Meeting of Shareholders, and documents related to the issues to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case the documents are not sent with the notice of the General Meeting of Shareholders, the notice of the meeting must clearly state the link to all meeting documents so that shareholders can access them, including:

- a) Meeting agenda and materials to be used in the meeting;
- b) A list and detailed information of candidates in the case of electing members of the Board of Member and members of the Supervision Board;
- c) Voting slip;
- d) Draft resolutions for each item on the meeting agenda.

4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be sent to the Company no later than three (03) working days before the opening date of the meeting. Proposals must clearly state the name of the shareholder, the number of each type of shares held by the shareholder, and the proposed issue to be included in the agenda.

5. The person convening the General Meeting of Shareholders has the right to reject the proposal stipulated in Clause 4 of this Article if it falls under one of the following cases:

- a) The petition was submitted in violation of the provisions of Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the common shares as stipulated in Clause 2, Article 12 of these Charters ;
- c) The proposed issue falls outside the scope of authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and these Regulations.

6. The person convening the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 4 of this Article in the proposed agenda and content of the



meeting, except as provided in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

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

1. A General Meeting of Shareholders is convened when the number of shareholders present represents more than 50% of the total voting rights.

2. If the first meeting does not meet the quorum requirements as stipulated in Clause 1 of this Article, a notice of the second meeting shall be sent within thirty (30) days from the date of the first planned meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents 33% or more of the total voting rights.

3. If the second meeting does not meet the quorum requirements as stipulated in Clause 2 of this Article, the notice of the third meeting must be sent within twenty (20) days from the date of the planned second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of votes of the shareholders attending the meeting.

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

1. Before the meeting commences, the Company must conduct shareholder registration and continue the registration process until all shareholders entitled to attend the meeting have registered, following this procedure:

a) When registering shareholders, the Company issues each shareholder or authorized representative a voting card, which includes the registration number, the shareholder's full name, the authorized representative's full name, and the number of votes cast by that shareholder. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by vote in favor, against, or abstention. At the meeting, the voting cards in favor of the resolution are collected first, followed by those against the resolution, and finally, the total number of votes in favor or against is counted to make a decision. The results of the vote count are announced by the Chairman immediately before the meeting adjourns. The General Meeting elects those responsible for counting or supervising the vote count as proposed by the Chairman. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting;

b) Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has commenced have the right to register immediately and subsequently have the right to participate and vote at the meeting immediately after registration. The chairperson is not obligated to stop the meeting to allow late-arriving shareholders to register, and the validity of previously voted-on items remains unchanged.

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

a) The Chairman of the Board of Member shall preside over or authorize another member of the Board of Member to preside over the General Meeting of Shareholders convened by the Board of Member. If the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Member shall elect one of them to preside over the meeting by majority vote. If no one can be elected to preside, the Head of the Supervision Board shall direct the General Meeting of Shareholders to elect a presiding officer from among those present, and the person with the highest number of votes shall preside over the meeting;

b) Except as provided in point a of this clause, the signatory convening the General Meeting of Shareholders shall preside over the meeting so that the General Meeting of Shareholders



can elect the chairman of the meeting, and the person with the highest number of votes shall be the chairman of the meeting;

c) The chairperson appoints one or more people to act as meeting secretaries;

d) The General Meeting of Shareholders shall elect one or more members to the vote counting committee upon the recommendation of the meeting chairman.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically define the time allocated to each item on the agenda.

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

a) Arrange seating at the venue for the Shareholders' General Meeting;

b) Ensure the safety of everyone present at the meeting venues;

c) To facilitate shareholder attendance (or continued attendance) at the general meeting. The person convening the General Meeting of Shareholders has the full right to change the above-mentioned measures and apply all necessary measures. Measures applied may include issuing entry passes or using other selection methods.

5. The General Meeting of Shareholders will discuss and vote on each item on the agenda. Voting will be conducted by vote of approval, disapproval, and abstention. The results of the vote count will be announced by the chairperson immediately before the meeting adjourns.

6. Shareholders or their authorized representatives who arrive after the meeting has commenced may still register and have the right to vote immediately after registration; in this case, the validity of any previously voted-on items remains unchanged.

7. The person convening or presiding over the General Meeting of Shareholders has the following rights:

a) Require all meeting attendees to undergo security checks or other lawful and reasonable security measures;

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

8. The chairperson has the right to postpone a General Meeting of Shareholders that has reached the maximum number of registered attendees for no more than 3 working days from the scheduled opening date, and may only postpone or change the meeting location in the following cases:

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

b) The communication facilities at the meeting venue do not ensure that shareholders attending the meeting can participate in discussions and vote;

c) Some attendees obstruct or disrupt the meeting, potentially preventing it from being conducted fairly and lawfully.

9. If the chairperson postpones or suspends the General Meeting of Shareholders in violation of the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson and conduct the meeting until its conclusion; all resolutions adopted at that meeting shall be effective and enforceable.

10. In cases where the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders can attend and vote by electronic ballot or other electronic means as prescribed in Article 144 of the Enterprise Law and Clause 3, Article 273 of Government Decree No. 155/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law.

#### **Article 21. Conditions for the adoption of a Resolution of the General Meeting of Shareholders**

1. Resolutions on the following matters shall be adopted if approved by shareholders representing 65% or more of the total voting rights of all shareholders present at the meeting, except as provided in Clauses 3, 4 and 6 of Article 148 of the Enterprise Law :

- a) The type of shares and the total number of shares of each type;
- b) Changes in industry, occupation, and business sector;
- c) Changes to the company's organizational and management structure;
- d) Investment projects or asset sales with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
- e) Reorganize or dissolve the Company.

2. Resolutions are adopted when approved by shareholders holding more than 50% of the total voting rights of all shareholders present at the meeting, except as provided in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Enterprise Law .

3. Resolutions passed by 100% of the total voting shares of the General Meeting of Shareholders are legal and effective even if the procedures for convening the meeting and passing the resolution violate the provisions of the Enterprise Law and the company's charter.

#### **Article 22. Authority and procedures for obtaining shareholder opinions in writing to adopt resolutions of the General Meeting of Shareholders.**

The authority and procedures for obtaining shareholder opinions in writing to approve resolutions of the General Meeting of Shareholders are carried out according to the following regulations:

1. The Board of Member has the right to solicit shareholder opinions in writing to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except as provided in Clause 2, Article 147 of the Enterprise Law.

2. The Board of Member must prepare the ballot, the draft resolution of the General Meeting of Shareholders, and the explanatory documents for the draft resolution, and send them to all shareholders with voting rights no later than 10 days before the deadline for returning the ballot. The requirements and methods for sending the ballot and accompanying documents shall be implemented in accordance with Clause 3, Article 18 of these Charters .

3. The feedback form must include the following key information:

- a) Name, address of head office, business registration number;
- b) Purpose of soliciting opinions;
- c) Full name, contact address, nationality, and legal document number of the individual shareholder; name, business registration number or legal document number of the organization, and head office address of the organization shareholder; or full name, contact address, nationality, and legal document number of the representative of the organization shareholder; number of shares of each class and voting rights of the shareholder;



- d) Issues requiring consultation before a decision can be made;
- d ) The voting options include "agree," "disagree," and "no opinion" for each issue being considered;
- e) Deadline for returning the answered feedback forms to the Company;
- f) Full name and signature of the Chairman of the Board of Member.

4. Shareholders may submit their completed opinion ballots to the Company by mail, fax, or email in accordance with the following regulations:

- a) In the case of mail submission: the completed opinion poll form must be signed by the individual shareholder, the authorized representative, or the legal representative of the corporate shareholder. The opinion poll form sent to the Company must be enclosed in a sealed envelope, and no one is allowed to open it before the vote count;
- b) In case of sending by fax or email, the opinion poll forms sent to the Company must be kept confidential until the time of vote counting;
- c) Opinion ballots sent to the Company after the deadline specified in the ballot, or that have been opened in the case of mail submissions or disclosed in the case of fax or email submissions, are invalid. Unsubmitted ballots will be considered as non-voting ballots.

5. The Board of Member shall count the votes and prepare a vote counting report in the presence of the Supervision Board or shareholders who do not hold management positions in the Company. The vote counting report must include the following main contents:

- a) Name, address of head office, business registration number;
- b) The purpose and issues requiring consultation for the resolution to be adopted;
- c) The number of shareholders and the total number of votes cast, distinguishing between valid and invalid votes, and the method of submitting the ballots, along with an appendix listing the shareholders who participated in the vote;
- d) The total number of votes in favor, against, and abstentions for each issue;
- e) The issue was approved and the corresponding percentage of votes in favor;
- f) Full name and signature of the Chairman of the Board of Member, the vote counter, and the vote counting supervisor.

Board members, vote counters, and vote supervisors shall be jointly liable for the integrity and accuracy of the vote count record; and jointly liable for any damages arising from decisions made due to dishonest or inaccurate vote counting.

6. The vote count minutes and resolutions must be sent to shareholders within 15 days of the completion of the vote count. Sending the vote count minutes and resolutions may be replaced by posting them on the Company's website within 24 hours of the completion of the vote count.

7. The completed ballots, vote counting records, adopted resolutions, and related documents accompanying the ballots must all be kept at the Company's head office.

8. A resolution adopted by written shareholder consultation is considered valid if it is approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote, and it has the same validity as a resolution adopted at a General Meeting of Shareholders.

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

1. Shareholders' General Meetings must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be in Vietnamese, and may also be in a foreign language, and must include the following main contents:

- a) Name, address of head office, business registration number;
- b) Time and location of the General Meeting of Shareholders;
- c) Meeting agenda and content;
- d) Full names of the chairperson and secretary;
- e) Summarize the proceedings and the opinions expressed at the General Shareholders' Meeting on each item on the agenda;
- f) The number of shareholders and the total number of voting rights of shareholders attending the meeting, an appendix listing registered shareholders, and shareholder representatives attending the meeting with their corresponding shareholdings and voting rights;
- g) The total number of votes cast for each voting issue, specifying the voting method, the total number of valid, invalid, affirmative, and abstention votes; and the corresponding percentage of the total votes cast by shareholders present at the meeting;
- h) Issues that were approved and the corresponding percentage of votes in favor;
- i) Full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid if signed by all other members of the Board of Member present at the meeting and containing all the information as stipulated in this clause. The meeting minutes shall clearly state the reason why the chairperson or secretary refused to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting concludes. The chairperson and secretary of the meeting, or any other person signing the minutes, shall be jointly responsible for the truthfulness and accuracy of the minutes' contents.

3. Minutes prepared in both Vietnamese and a foreign language (if any) have equal legal validity. In case of discrepancies in content between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.

4. Resolutions, minutes of the General Meeting of Shareholders, appendices listing registered shareholders with their signatures, proxies for attending the meeting, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation notice must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at the Company's head office.

## **Article 24. Request for annulment of a Shareholders' General Meeting Resolution**

Within 90 days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the minutes of the vote count results of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 115 of the Enterprise Law has the right to request the Court or Arbitration to review and annul the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening meetings and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the company's charter, except as stipulated in Clause 3, Article 21 of this Charter .
2. The content of the resolution violates the law or these Statutes .



## CHAPTER VII. BOARD OF MEMBER

### Article 25. Nomination and candidacy of Board of Member members

1. In the event that candidates for the Board of Member have been identified, the Company must publish information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Member must provide a written commitment regarding the truthfulness and accuracy of the published personal information and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Board of Member. Information related to candidates for the Board of Member that is published includes:

- a) Full name, date of birth (day, month, year);
- b) Professional qualifications;
- c) Work experience;
- d) Other managerial positions (including board positions in other companies);
- e) Interests related to the Company and its related parties;
- f) Other information (if any) as stipulated in the company's charter;
- g) Public companies are responsible for disclosing information about the companies in which the candidate holds positions as a member of the Board of Member, other management positions, and any related interests in the candidate's Board of Member (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate or propose candidates for the Board of Member as follows:

- a) Shareholders or groups of shareholders owning from 10% to less than 20% of the total voting shares of the Company may nominate one (01) candidate;
- b) Shareholders or groups of shareholders owning from 20% to less than 30% of the total voting shares of the Company may nominate a maximum of two (02) candidates;
- c) Shareholders or groups of shareholders owning from 30% to less than 40% of the total voting shares of the Company may nominate a maximum of three (03) candidates;
- d) Shareholders or groups of shareholders owning from 40% to less than 50% of the total voting shares of the Company may nominate a maximum of four (04) candidates;
- e) Shareholders or groups of shareholders owning 50% or more of the total voting shares of the Company may nominate a maximum of five (05) candidates;
- f) Shareholders or groups of shareholders owning 60% or more of the total voting shares of the Company may nominate a maximum of six (06) candidates;
- g) Shareholders or groups of shareholders owning 70% or more of the total voting shares of the Company may nominate a maximum of seven (07) candidates;
- h) Shareholders or groups of shareholders owning 80% or more of the total voting shares of the Company may nominate a maximum of eight (08) candidates.

3. If the number of candidates for the Board of Member, through nomination and candidacy, is still insufficient as stipulated in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Member shall nominate additional candidates or organize nominations in accordance

with the company's charter, internal regulations on corporate governance, and the operating regulations of the Board of Member. The incumbent Board of Member' nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Member in accordance with the law.

4. Members of the Board of Member must meet the standards and conditions stipulated in Clauses 1 and 2 of Article 155 of the Enterprise Law and the Company's Charter.

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

1. The Board of Member has five (05) members, including one (01) Chairman and four (04) members.

2. The term of office of a Board of Member member shall not exceed five (05) years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Member of a company for no more than two (02) consecutive terms. In the event that all members of the Board of Member finish their term at the same time, those members shall continue to be members of the Board of Member until new members are elected to replace them and take over the work.

3. The structure of the Board of Member is as follows:

a) The structure of the Company's Board of Member must ensure that at least one-third of the total number of Board members are non-executive members.

b) The total number of independent members of the Board of Member must meet the following requirements:

i) There must be at least one independent member in the case where the company has a Board of Member with 3 to 5 members;

ii) There must be at least two independent members in the case where the company has a Board of Member with 6 to 8 members;

iii) There must be at least 3 independent members in the case where the company has 9 to 11 members on its Board of Member.

4. A member of the Board of Member loses their status as a member of the Board of Member if they are dismissed, removed from office, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Enterprise Law .

5. The appointment of members of the Board of Member must be disclosed in accordance with the legal regulations on information disclosure in the securities market.

6. Members of the Board of Member do not necessarily have to be shareholders of the Company.

#### **Article 27. Powers and obligations of the Board of Member**

1. The Board of Member is the governing body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those rights and obligations that fall under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Member are stipulated by law, the company's charter, and the General Meeting of Shareholders. Specifically, the Board of Member has the following rights and obligations:

a) Deciding on the Company's strategic plan, medium-term development plan, and annual business plan;

b) Propose the types of shares and the total number of shares authorized for sale for each type;

c) Decisions to sell unsold shares within the permitted number of shares for each class; decisions to raise additional capital through other means;



- d) Deciding on the selling price of the Company's shares and bonds;
- e) Decision to repurchase shares as stipulated in Clauses 1 and 2 of Article 133 of the Enterprise Law ;
- f) Deciding on investment options and investment projects within the authority and limits prescribed by law;
- g ) Deciding on solutions for market development, marketing, and technology;
- h) Through purchase, sale, loan, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, except for contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in point d, clause 2, Article 138, and clauses 1 and 3, Article 167 of the Enterprise Law ;
- i) Electing, dismissing, and removing the Chairman of the Board of Member; appointing, dismissing, signing contracts with, and terminating contracts with the General Director and other key managers as stipulated in the company's charter; deciding on the salaries, remuneration, bonuses, and other benefits of those managers; appointing authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies, and deciding on the remuneration and other benefits of those representatives;
- j) Supervising and directing the General Director and other managers in the daily operation of the Company's business;
- k) Deciding on the organizational structure and internal management regulations of the Company, deciding on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;
- l) Reviewing the agenda and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or soliciting opinions for the General Meeting of Shareholders to pass resolutions;
- m) Submit the audited annual financial statements to the General Meeting of Shareholders;
- n) Propose the dividend rate to be paid; decide on the timeframe and procedures for paying dividends or handling losses incurred during business operations;
- p) Propose the reorganization or dissolution of the Company; request the Company's bankruptcy;
- q) Decisions on the promulgation of the Board of Member' operating regulations and internal regulations on corporate governance after approval by the General Meeting of Shareholders; decisions on the promulgation of regulations on company information disclosure;
- r) Other rights and obligations as prescribed by the Enterprise Law, the Securities Law, other legal regulations, and the company's charter.

3. The Board of Member must report to the General Meeting of Shareholders on the results of the Board of Member' activities as prescribed in Article 280 of Government 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 Member**

1. The company has the right to pay remuneration and bonuses to members of the Board of Member based on business results and performance.
2. Members of the Board of Member are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days required to complete the tasks of the Board member and the daily rate. The Board of Member determines the remuneration for each



member by mutual agreement. The total amount of remuneration and bonuses for the Board of Member is decided by the General Meeting of Shareholders at its annual meeting.

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

4. Members of the Board of Member holding executive positions, or members of the Board of Member working in subcommittees of the Board of Member, or performing other duties outside the normal scope of a member's duties, may receive additional compensation in the form of a lump-sum payment, salary, commission, percentage of profits, or other forms as decided by the Board of Member.

5. Members of the Board of Member are entitled to reimbursement for all travel, accommodation, meals, and other reasonable expenses incurred in performing their duties as members of the Board of Member, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Member, or subcommittees of the Board of Member.

6. Members of the Board of Member may be insured by the Company for liability insurance after approval by the General Meeting of Shareholders. This insurance does not cover the liability of Board members related to violations of the law and the Company's Articles of Association.

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

1. The Chairman of the Board is elected, dismissed, or removed from office by the Board of Member from among its members.

2. The Chairman of the Board may not also hold the position of General Director.

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

- a) Develop the program and plan of activities for the Board of Member;
- b) Prepare the agenda, content, and documents for the meeting; convene, preside over, and chair the Board of Member meeting;
- c) Organizing the adoption of resolutions and decisions by the Board of Member;
- d) Monitoring the implementation of resolutions and decisions of the Board of Member;
- e) Presiding over the General Meeting of Shareholders;
- f) Other rights and obligations as stipulated in the Enterprise Law and the company's charter.

4. In the event that the Chairman of the Board submits a resignation letter or is dismissed or removed from office, the Board of Member must elect a replacement within ten (10) days from the date of receiving the resignation letter or being dismissed or removed from office.

5. In the absence of the Chairman of the Board or inability to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Member. If there is no authorized person, or if the Chairman of the Board of Member dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative sanctions at a compulsory rehabilitation center or compulsory education facility, has absconded from his/her residence, is incapacitated or lacks civil capacity, has difficulties in understanding or controlling his/her behavior, or is prohibited by the Court from holding office, practicing a profession, or engaging in a specific job, the remaining members shall elect one of them to hold the position of Chairman of the Board by a majority vote until a new decision is made by the Board of Member.



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

1. The Chairman of the Board shall be elected at the first meeting of the Board of Member within seven (07) working days from the date of the end of the election of that Board of Member. This meeting shall be 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 (01) member has the highest number of votes or the same percentage of votes, the members shall vote by majority to choose one (01) person among them to convene the meeting of the Board of Member.

2. The Board of Member must meet at least once every quarter and may hold extraordinary meetings.

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

a) Upon the recommendation of the Supervision Board or an independent member of the Board of Member;

b) Based on a proposal from the General Director or at least 05 other managers;

c) A proposal must be submitted by at least two members of the Board of Member;

4. Proposals stipulated in Clause 3 of this Article must be in writing, clearly stating the purpose, the issues to be discussed, and the authority of the Board of Member in making decisions.

5. The Chairman of the Board of Member must convene a meeting of the Board of Member within seven (07) working days from the date of receiving the proposal specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Member as requested, the Chairman of the Board of Member shall be responsible for any damages incurred by the Company; the person making the request has the right to replace the Chairman of the Board of Member in convening a meeting of the Board of Member.

6. The Chairman of the Board or the person convening the Board of Member meeting must send a notice of meeting at least three (03) working days before the meeting date. The notice of meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of meeting must be accompanied by the documents to be used at the meeting and the voting ballot of the members.

Notices inviting members to the Board of Member meeting may be sent by invitation, telephone, fax, electronic means, or other methods as stipulated in the company's charter, and must be ensured to reach the contact address of each member of the Board of Member registered with the Company.

In case of emergency, a Board meeting may be held immediately upon the approval and attendance of all (100%) Board members.

7. The Chairman of the Board or the person convening the meeting shall send the notice of meeting and accompanying documents to the members of the Supervision Board in the same manner as to the members of the Board of Member.

Members of the Supervision Board have the right to attend Board of Member meetings; they have the right to participate in discussions but do not have the right to vote.

8. A Board of Member meeting shall be held when at least 3/4 of the total number of members are present. If the meeting convened in accordance with this clause does not have the required number of members present, a second meeting shall be convened within seven (07) days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half (1/2) of the members of the Board of Member are present.

9. A member of the Board of Member shall be deemed to have attended and voted at the meeting in the following circumstances:



- a) Attend and vote directly at the meeting;
- b) Authorize another person to attend the meeting and vote as prescribed in Clause 12 of this Article;
- c) Attend and vote via online conference, electronic voting, or other electronic means;
- d) Send the ballot to the meeting via mail, fax, or email;
- d) Submitting the ballot by other means.

10. In the case of sending ballots to the meeting by mail, the ballots must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Member no later than one hour before the meeting begins. The ballots may only be opened in the presence of all attendees.

11. Board meetings may be held online among members of the Board when all or some members of the Board are located in different places, provided that each participating member is able to:

- a) Listen to each of the other Board members who are participating in the meeting speak;
- b) To address all other attending members simultaneously. Discussions among members may take place in person by telephone or other means of communication, or a combination of these methods. A Board member participating in such a meeting is considered to be "present" at that meeting. The meeting location as stipulated in this regulation is the location where the largest number of Board members are present, or the location where the meeting chair is present.

Decisions made during a formal meeting held and conducted are effective immediately upon the conclusion of the meeting, but must be confirmed by the signatures in the minutes of all Board members present at the meeting.

12. Members must attend all Board of Member meetings. Members may authorize another person to attend meetings and vote on their behalf if approved by a majority of the Board of Member members;

12. Resolutions and decisions of the Board of Member are adopted if approved by a majority of the members present at the meeting; in case of a tie, the final decision rests with the side whose opinion is supported by the Chairman of the Board of Member;

13. Resolutions adopted by written consultation are based on the unanimous agreement of a majority of the Board of Member members with voting rights. These resolutions have the same effect and value as resolutions adopted at a meeting.

The minutes of the Board of Member meeting are prepared in accordance with the provisions of Article 158 of the Enterprise Law.

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

1. The Board of Member may establish a subcommittee to be responsible for development policy, human resources, compensation, internal audit, and risk management. The number of members of the subcommittee shall be decided by the Board of Member and shall be at least three (03) people, including members of the Board of Member and external members. Independent members of the Board of Member/non-executive members of the Board of Member shall constitute a majority in the subcommittee, and one of these members shall be appointed as the Head of the subcommittee by decision of the Board of Member. The activities of the subcommittee must comply with the regulations of the Board of Member. Resolutions of the subcommittee shall only be effective when a majority of members attend and vote to approve them at the subcommittee meeting.

2. The implementation of decisions of the Board of Member, or of subcommittees under the Board of Member, must comply with applicable laws and regulations and the provisions of the company's charter and internal regulations on corporate governance.



### **Article 32. Person in charge of corporate governance**

1. The Company's Board of Member must appoint at least one (01) person in charge of corporate governance to support corporate governance work at the enterprise. The person in charge of corporate governance may also serve as the Company Secretary as prescribed in Clause 5, Article 156 of the Enterprise Law .
2. The person in charge of corporate governance may not simultaneously work for an approved auditing firm that is auditing the Company's financial statements .
3. The person in charge of company administration has the following rights and responsibilities:
  - a) Advising the Board of Member on organizing the General Meeting of Shareholders in accordance with regulations and on related matters between the Company and shareholders;
  - b) Prepare for meetings of the Board of Member, Supervision Board, and General Shareholders' Meeting as requested by the Board of Member or the Supervision Board;
  - c) Providing advice on meeting procedures;
  - d) Attend meetings;
  - e) Advising on procedures for drafting resolutions of the Board of Member in accordance with legal regulations;
  - f) Provide financial information, copies of Board of Member meeting minutes, and other information to members of the Board of Member and members of the Supervision Board;
  - g) Monitor and report to the Board of Member on the Company's information disclosure activities;
  - h) To serve as the point of contact with relevant stakeholders;
  - i) Maintaining confidentiality of information in accordance with legal regulations and the company's charter;
  - k) Other rights and obligations as prescribed by law and the company's charter.

## **CHAPTER VIII. THE GENERAL MANAGER AND OTHER EXECUTIVES**

### **Article 33. Organizational structure of the management apparatus**

1. The Company's management system must ensure that the management team is accountable to the Board of Member and is subject to the supervision and direction of the Board of Member in the Company's daily business operations.
2. The company has a General Director, Deputy General Directors, Chief Accountant, and other management positions appointed by the Board of Member. The appointment, dismissal, and removal of the aforementioned positions must be approved by resolution or decision of the Board of Member.

### **Article 34. Company Managers**

1. The company's executives include the General Director, Deputy General Director, Chief Accountant, and other executives as decided by the Board of Member.
2. Upon the recommendation of the General Director and with the approval of the Board of Member, the Company may recruit other executives in a number and with qualifications appropriate to the Company's structure and management regulations as stipulated by the

Board of Member. These executives are responsible for supporting the Company in achieving its operational and organizational goals.

3. The remuneration, salary, benefits, and other terms of the employment contract for the General Director shall be decided by the Board of Member. Contracts for other executives shall be decided by the Board of Member after consultation with the General Director.

4. Executive salaries are included in the Company's business expenses in accordance with the law on corporate income tax, are presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

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

1. The Board of Member appoints one (01) member of the Board of Member or hires another person to be the General Director; signs a contract which stipulates the remuneration, salary and other benefits.

2. The General Director is responsible for managing the Company's daily business operations in accordance with the law, the Company's Charter, the employment contract signed with the Company, and the resolutions and decisions of the Board of Member. If the General Director acts contrary to the provisions of this clause and causes damage to the Company, the General Director shall be held liable under the law and shall compensate the Company for the damages.

3. The term of office of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The appointment may expire based on the terms of the labor contract. The General Director must not be a person prohibited by law from holding this position and must meet the standards and conditions as prescribed by law and the company's charter.

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

a) To decide on matters relating to the Company's day-to-day business operations that are not within the authority of the Board of Member, including signing financial and commercial contracts on behalf of the Company, and organizing and managing the Company's day-to-day business operations in accordance with best management practices ;

b) To organize the implementation of resolutions and decisions of the Board of Member;

c) To organize the implementation of the Company's business plan and investment plan;

d) Propose organizational structure and internal management regulations for the Company;

e) Appointing, dismissing, and removing management positions within the Company, except for positions under the authority of the Board of Member;

f) Deciding on salaries and other benefits for employees in the Company, including managers appointed by the General Director;

g) Recruitment of employees;

h) Propose a plan for paying dividends or handling business losses;

i) Propose the number and type of business executives that the Company needs to recruit for the Board of Member to appoint or dismiss in accordance with internal regulations, and propose remuneration, salaries, and other benefits for business executives for the Board of Member to decide;

j) On December 31st of each year, submit to the Board of Member for approval the detailed business plan for the following fiscal year, based on meeting the requirements of the relevant budget and financial plan;



k) Prepare the Company's long-term, annual, and quarterly budgets (hereinafter referred to as budgets) to support the Company's long-term, annual, and quarterly management activities in accordance with the business plan;

l) Other rights and obligations as prescribed by law, this Charter, resolutions and decisions of the Board of Member, internal regulations of the Company, and contracts signed with the Company.

5. The General Director is accountable to the Board of Member and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these levels when requested.

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

## **CHAPTER IX. THE CONTROL COMMITTEE**

### **Article 36. Nomination and candidacy of members of the Supervision Board (Supervisors)**

1. The nomination and election of members of the Supervision Board shall be carried out in accordance with the provisions of Clauses 1 and 2 of Article 25 of these Charters .

2. If the number of candidates for the Supervision Board nominated through election and self-nomination is insufficient, the incumbent Supervision Board may nominate additional candidates or organize nominations in accordance with the company's charter, internal regulations on corporate governance, and the Supervision Board's operating regulations. The incumbent Supervision Board's nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervision Board in accordance with the law.

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

1. The number of members of the Company's Supervision Board is three (03) people. The term of office of a member of the Supervision Board is no more than five (05) years and can be re-elected for an unlimited number of terms.

2. Members of the Supervision Board must meet the standards and conditions stipulated in Article 169 of the Enterprise Law and must not fall under the following cases:

- a) Working in the accounting and finance department of the Company;
- b) Being a member or employee of an independent auditing firm that audited the company's financial statements for the three consecutive years preceding the audit.

3. Members of the Supervision Board shall be dismissed in the following cases:

- a) No longer meets the qualifications and conditions to be a member of the Supervision Board as stipulated in Clause 2 of this Article;
- b) A resignation letter has been submitted and accepted;
- c) Other cases as prescribed by law and these Regulations.

4. Members of the Supervision Board shall be dismissed in the following cases:

- a) Failure to complete assigned tasks or duties;
- b) Failing to exercise one's rights and fulfill one's obligations for six consecutive months, except in cases of force majeure;

- c) Repeated and serious violations of the obligations of a member of the Supervision Board as stipulated in the Enterprise Law and the company's charter;
- d) Other cases as decided by the General Meeting of Shareholders.

#### **Article 38. Head of the Supervision Board**

1. The Head of the Supervision Board is elected by the Supervision Board from among its members; the election, dismissal, and removal are based on a majority vote. More than half of the members of the Supervision Board must be residents of Vietnam. The Head of the Supervision Board must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the business operations of the enterprise.
2. Rights and obligations of the Head of the Supervision Board:
  - a) Convene a meeting of the Supervision Board;
  - b) Request the Board of Member, the General Director, and other executives to provide relevant information for reporting to the Supervision Board;
  - c) Prepare and sign the Supervision Board's report after consulting with the Board of Member, for submission to the General Meeting of Shareholders.

#### **Article 39. Rights and obligations of the Supervision Board**

The Supervision Board has the rights and obligations as stipulated in Article 170 of the Enterprise Law and the following rights and obligations:

1. Propose and recommend to the General Meeting of Shareholders to approve the list of auditing firms approved to audit the Company's financial statements; decide on the auditing firm approved to conduct the Company's operational inspection, and dismiss approved auditors when deemed necessary.
2. Be accountable to shareholders for your Supervision activities.
3. Monitoring the company's financial situation and ensuring compliance with the law in the operations of the Board of Member members, the General Director, and other managers.
4. Ensure coordinated activities with the Board of Member, the General Director, and shareholders.
5. In the event of discovering any violations of the law or the company's charter by members of the Board of Member, the General Director, or other executives of the enterprise, the Supervision Board must notify the Board of Member in writing within 48 hours, requesting the person committing the violation to cease the violation and take measures to remedy the consequences.
6. Develop the operating regulations of the Supervision Board and submit them to the General Meeting of Shareholders for approval.
7. Reporting to the General Meeting of Shareholders as prescribed in Article 290 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law.
8. Has the right to access the Company's records and documents kept at the head office, branches, and other locations; has the right to visit the workplaces of the Company's managers and employees during working hours.
9. Has the right to request the Board of Member, members of the Board of Member, the General Director, and other managers to provide complete, accurate, and timely information and documents regarding the management, operation, and business activities of the Company.



10. Other rights and obligations as prescribed by law and these Statutes.

#### **Article 40. Meetings of the Supervision Board**

1. The Supervision Board must meet at least two (02) times a year, with at least 2/3 of the Supervision Board members attending. Minutes of the Supervision Board meetings must be detailed and clear. The person recording the minutes and the Supervision Board members attending the meeting must sign the minutes. Minutes of the Supervision Board meetings must be kept to determine the responsibilities of each Supervision Board member.
2. The Supervision Board has the right to request members of the Board of Member, the General Director, and representatives of approved auditing firms to attend and answer questions requiring clarification.

#### **Article 41. Salaries, remuneration, bonuses, and other benefits of members of the Supervision Board**

1. Members of the Supervision Board are paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervision Board.
2. Members of the Supervision Board shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consulting services. The total amount of these remuneration and expenses shall not exceed the total annual operating budget of the Supervision Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.
3. The salaries and operating expenses of the Supervision Board shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws, and must be presented as a separate item in the Company's annual financial statements.

### **CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF MEMBER, MEMBERS OF THE SUPERVISION BOARD, THE GENERAL MANAGER, AND OTHER EXECUTIVES**

#### **Article 42. Responsibility for Care**

Members of the Board of Member, members of the Supervision Board, the General Director, and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Member, in good faith and with due diligence for the benefit of the Company.

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

1. Members of the Board of Member, members of the Supervision Board, the General Director, and other managers must disclose their related interests in accordance with the Enterprise Law and relevant legal documents.
2. Members of the Board of Member, members of the Supervision Board, the General Director, other managers, and their related parties may only use information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Member, members of the Supervision Board, the General Director, and other managers are obligated to notify the Board of Member and the Supervision Board in writing of transactions between the Company, its subsidiaries, and other companies in which the public company holds a controlling stake of 50% or more of the charter capital, and those entities themselves or their related parties, as stipulated by law. For



the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Member, the Company must disclose information regarding these resolutions in accordance with the securities law on information disclosure.

4. Members of the Board of Member are not permitted to vote on transactions that benefit that member or a related party, as stipulated in the Enterprise Law and the company's charter.

5. Members of the Board of Member, members of the Supervision Board, the General Director, other managers, and related parties of these entities are prohibited from using or disclosing internal information to others for the purpose of conducting related transactions.

6. Transactions between the Company and one or more members of the Board of Member, members of the Supervision Board, the General Director, other executives, and individuals or organizations related to these parties shall not be invalidated in the following cases:

a) For transactions with a value less than or equal to 35% of the total asset value recorded in the most recent financial statement, the significant contents of the contract or transaction, as well as the relationships and interests of the Board of Member members, Supervision Board members, General Director, and other executives, have been reported to the Board of Member and approved by a majority vote of the Board members who have no vested interest;

b) For transactions exceeding 35% or transactions resulting in a transaction value of 35% or more of the total asset value recorded in the most recent financial statement within 12 months from the date of the first transaction, the significant details of the transaction, as well as the relationship and interests of the Board of Member, Supervision Board members, General Director, and other executives, have been disclosed to shareholders and approved by the General Meeting of Shareholders through a vote of shareholders without an vested interest.

#### **Article 44. Liability for damages and compensation**

1. Members of the Board of Member, members of the Supervision Board, the General Director, and other executives who violate their duties and responsibilities of honesty and care, or fail to fulfill their obligations, shall be held liable for any damages caused by their violations.

2. The Company shall compensate individuals who have been, are, or may become involved in claims, lawsuits, or prosecutions (including civil and administrative cases, and not cases in which the Company is the plaintiff) if that person has been or is a member of the Board of Member, a member of the Supervision Board, the General Director, other executives, employees, or authorized representatives of the Company who have been or are performing duties under the Company's authorization, acting honestly and diligently in the Company's best interests in compliance with the law, and there is no evidence to confirm that that person has violated their responsibilities.

3. Compensation costs include judgment fees, fines, and actual payments (including attorney fees) incurred in resolving these cases within the legal framework. The company may purchase insurance for these individuals to avoid the aforementioned compensation liabilities.

### **CHAPTER XI. RIGHT TO EXAMINE COMPANY RECORDS AND ACCOUNTING**

#### **Article 45. Right to access books and records**

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

a) Ordinary shareholders have the right to review, search, and extract information about their name and contact address in the list of shareholders with voting rights; request correction of inaccurate information about themselves; review, search, extract, or copy the company's



charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 5% or more of the total number of common shares, or having the right to review, examine, and extract minutes and resolutions of the Board of Member, interim and annual financial statements, reports of the Supervision Board, contracts, transactions requiring approval from the Board of Member, and other documents, except for documents related to the Company's trade secrets and business secrets.

2. In cases where an authorized representative of a shareholder or group of shareholders requests to search the books and records, they must include the authorization letter from the shareholder or group of shareholders they represent, or a notarized copy of such authorization letter.

3. Members of the Board of Member, members of the Supervision Board, the General Director, and other executives have the right to access the Company's shareholder register, shareholder list, books, and other records for purposes related to their positions, provided that such information is kept confidential.

4. The company must keep these Articles of Association and any amendments to them, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Member, minutes of the General Meeting of Shareholders and the Board of Member, reports of the Board of Member, reports of the Supervision Board, annual financial statements, accounting books and other documents as prescribed by law at its head office or another location provided that the shareholders and the Business Registration Authority are notified of the location where these documents are stored.

5. The company's charter must be published on the company's website.

## **CHAPTER XII. WORKERS AND TRADE UNIONS**

### **Article 46. Workers and trade unions**

1. The General Director must develop a plan for the Board of Member to approve matters related to recruitment, employee termination, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and business executives.

2. The General Director shall develop a plan for the Board of Member to approve matters relating to the Company's relationship 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.

## **CHAPTER XIII. PROFIT DISTRIBUTION**

### **Article 47. Profit Distribution**

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

2. The company does not pay interest on dividend payments or payments related to a particular stock.

3. The Board of Member may propose to the General Meeting of Shareholders the approval of the payment of all or part of the dividend in shares, and the Board of Member is the body responsible for implementing this decision.

4. In cases where dividends or other payments related to a stock are paid in cash, the Company must pay in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by the shareholder. If the Company has transferred the funds according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company shall not be liable for the amount transferred to that shareholder. Dividend payments for listed/registered shares on the stock exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Enterprise Law and the Securities Law, the Board of Member shall pass a resolution or decision to determine a specific date for closing the shareholder list. Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends in cash or shares, and to receive notices or other documents.

6. Other matters related to profit distribution shall be handled in accordance with the law.

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

### **Article 48. Bank Accounts**

1. The company opens accounts at Vietnamese banks or at branches of foreign banks licensed to operate in Vietnam.

2. With prior approval from the competent authority, the Company may, if necessary, open bank accounts abroad in accordance with the provisions of the law.

3. The Company conducts all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company has opened accounts.

### **Article 49. Fiscal Year**

The Company's fiscal year begins on January 1st of each year and ends on December 31st of each year. The first fiscal year (December 2nd, 2005) began on the date of issuance of the Business Registration Certificate and ended on December 31st, 2005.

### **Article 50. Accounting System**

1. The accounting system used by the Company is either the enterprise accounting system or a specific accounting system issued and approved by a competent authority.

2. The company shall maintain accounting records in Vietnamese and keep accounting records in accordance with accounting laws and related legislation. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the company's transactions.

3. The company uses the Vietnamese Dong as its accounting currency. If the company's economic transactions are primarily conducted in a foreign currency, it may choose that foreign currency as its accounting currency, is legally responsible for that choice, and must notify the relevant tax authority.

## **CHAPTER XV. FINANCIAL REPORTING, ANNUAL REPORTING AND DISCLOSURE RESPONSIBILITIES**

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

1. The company must prepare annual financial statements, and these annual financial statements must be audited in accordance with the law. The company must publish the audited



annual financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.

2. Annual financial statements must include all reports, appendices, and explanatory notes as required by law on corporate accounting. Annual financial statements must truthfully and objectively reflect the company's operational situation.

3. The company must prepare and publish audited semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.

#### **Article 52. Annual Report**

The company must prepare and publish an Annual Report in accordance with the laws and regulations on securities and the securities market.

### **CHAPTER XVI. COMPANY AUDIT**

#### **Article 53. Auditing**

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 Member to decide on the selection of one of these firms to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed upon with the Board of Member.

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

3. Independent auditors conducting the audit of the Company's financial statements are entitled to attend Shareholders' General Meetings, receive notices and other information related to the Shareholders' General Meetings, and express their opinions at the meeting on matters related to the audit of the Company's financial statements.

### **CHAPTER XVII. THE MARK OF THE ENTERPRISE**

#### **Article 54. Enterprise Seal**

1. The seal includes seals made at seal-making establishments or seals in the form of digital signatures as prescribed by law on electronic transactions.

2. The Board of Member decides on the type, quantity, form, and content of the seals of the Company, its branches, and representative offices (if any).

3. The Board of Member and the General Director shall use and manage the seal in accordance with current laws and regulations.

### **CHAPTER XVIII. DISSOLUTION OF THE COMPANY**

#### **Article 55. Dissolution of a company**

1. A company may be dissolved in the following circumstances:

- a) In accordance with resolutions and decisions of the General Meeting of Shareholders;
- b) The business registration certificate is revoked, except where the Law on Tax Administration provides otherwise;

c) Other cases as prescribed by law.

2. The premature dissolution of the Company (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Member. This dissolution decision must be notified to or approved by the competent authority (if required) as prescribed by law.

#### **Article 56. Liquidation**

1. At least six months before the end of the Company's operating term or after a decision to dissolve the Company is made, the Board of Member must establish a Liquidation Committee consisting of three members, of which two members are appointed by the General Meeting of Shareholders and one member is appointed by the Board of Member 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. All costs related to liquidation shall be prioritized for payment by the Company before other debts of the Company.

2. The Liquidation Committee is responsible for reporting the date of establishment and the date of commencement of operations to the Business Registration Authority. From that point onwards, the Liquidation Committee acts on behalf of the Company in all matters related to the liquidation of the Company before the Courts and administrative agencies.

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

a) Liquidation costs;

b) Outstanding wages, severance pay, social insurance contributions, and other employee benefits as stipulated in collective bargaining agreements and signed employment contracts;

c) Tax debt;

d) Other liabilities of the Company;

e) The remaining amount after all debts from items (a) to (d) above have been paid shall be distributed to the shareholders. Preferred shares shall be paid first.

### **CHAPTER XIX. RESOLVING INTERNAL DISPUTES**

#### **Article 57. Resolution of internal disputes**

1. In the event of disputes or complaints arising from the Company's operations, the rights and obligations of shareholders as stipulated in the Enterprise Law, the Company Charter, other legal regulations, or agreements between:

a) Shareholders and the Company;

b) Shareholders with the Board of Member, Supervision Board, General Director, or other executives;

The parties involved shall attempt to resolve the dispute through negotiation and mediation. Except in cases involving the Board of Member or the Chairman of the Board, the Chairman of the Board shall preside over the dispute resolution process and require each party to present relevant information within 15 working days of the dispute arising. In cases involving the Board of Member or the Chairman of the Board, either party may request the Supervision Board to appoint an independent expert to mediate the dispute resolution process.

2. If a settlement is not reached within six weeks of the start of the mediation process, or if the mediator's decision is not accepted by the parties, either party may submit the dispute to arbitration or a court.



3. The parties shall bear their own costs related to the negotiation and mediation process. Payment of court costs shall be made according to the court's judgment.

## CHAPTER XX. SUPPLEMENTS AND AMENDMENTS TO THE STATUTES

### Article 58. Company Charter

1. Amendments and additions to these Charters must be considered and decided upon by the General Meeting of Shareholders.
2. In cases where the law provides provisions relating to the Company's operations that are not mentioned in this Charter, or where new legal provisions differ from the provisions in this Charter, those provisions of law shall automatically apply to govern the Company's operations.

## CHAPTER XXI. EFFECTIVE DATE

### Article 59. Effective Date

1. This Charter, comprising 21 Chapters and 59 Articles, was unanimously approved by the General Meeting of Shareholders of Thong Nhat Hanoi Joint Stock Company on February 26, 2026 at the Annual General Meeting of Shareholders in 2026, and the full text of this Charter is hereby accepted and deemed effective.
2. The Charter is drawn up in ten (10) copies, all of which are equally valid and must be kept at the Company's head office.
3. These Bylaws are the sole and official document of the Company.
4. Copies or extracts of the company's charter are valid when signed by the Chairman of the Board of Member or at least one-half (1/2) of the total number of members of the Board of Member.

*Full name and signature of the company's legal representative.*

CHAIRMAN OF THE BOARD 



VU NGOC TU