



No. 11/ 2026-CBTT-BT

*Tan Dong Hiep, date 16 month 04 year 2026*

**EXTRAORDINARY INFORMATION DISCLOSURE**

**Dear:**

- State Securities Commission of Vietnam
- Hanoi Stock Exchange (HNX)

1. Name of the organization: *NHI HIEP BRICK-TILE CO-OPERATION*

- Ticker symbol: **NHC**
- Address: *No. 34, DT 743 Road, Tan Dong Hiep Ward, Ho Chi Minh City, Vietnam*
- Contact phone number: 0274.3749080      Fax:
- E-mail: [nhihiep.nhc@gmail.com](mailto:nhihiep.nhc@gmail.com)

**2. Contents of information disclosure:**

- Resolution of the Board of Directors of Nhi Hiep Brick-Tile Co-Orporation dated April 16, 2026 on the approval of the amendment to the Company's Charter.

3. *This information was disclosed on the Company's website on April 16, 2026 at the following link: [Gachngoinhihiep.com](http://Gachngoinhihiep.com)*

*We hereby commit that the above disclosed information is true and accurate, and we take full legal responsibility for the content of the disclosed information:*

**Attached documents:**

- Resolution No. 22

**Organization's representative**

Authorized person for information disclosure

Nguyen Thi Thu Phuong



**NHI HIEP**  
BRICO

ctcp gach ngoi - nhi hiep - brick tile joint stock co.

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

No: 22 / NK06/NQ-HĐQT

*Tan Dong Hiep, day 16 month 4 year 2026*

## **RESOLUTION OF THE BOARD OF DIRECTORS**

(On the Approval of the Amendment of the Company's Charter)

### **THE BOARD OF DIRECTORS OF THE COMPANY**

- Pursuant to the Charter on organization and operation of Nhị Hiệp Brick Tile co-operation;
- Pursuant to Resolution of the General Meeting of Shareholders No. 02/NQ-ĐHĐCĐ dated March 20, 2026;
- Pursuant to the Enterprise Registration Certificate (17th amendment) issued by the Department of Finance of Ho Chi Minh City on April 3, 2026;
- Pursuant to the agenda and the minutes of the Board of Directors' meeting dated April 2026.

### **RESOLUTION:**

**Article 1.** The Board of Directors unanimously approved the amendment of the Charter of Nhi Hiep Brick and Tile Joint Stock Company in accordance with Resolution No. 02/NQ-DAGM dated March 20, 2026 of the General Meeting of Shareholders, comprising 21 Sections and 59 Articles.

Content of amendment:

1. Amendment to Clause 3, Article 2 regarding the Company's email address:
  - Previous email address: [nhihiep\\_compay@yahoo.com.vn](mailto:nhihiep_compay@yahoo.com.vn)
  - The email address has been changed to: [nhihiep.nhc@gmail.com](mailto:nhihiep.nhc@gmail.com)
2. To amend and supplement the detailed business lines of the Company as stipulated in Clause 1, Article 4 of the current Charter on organization and operation.
3. Content after amendment and update of business lines is as follows:
  - Road freight transport; Details: Road freight transport and handling
  - Inland waterway freight transport; Details: Riverway transport and cargo handling
  - Loading and unloading of goods (excluding loading and unloading of goods at airports)
  - Real estate business, land use rights belonging to the owner, user or lessee.  
Detail: Buying and selling residential houses and land use rights; Buying and selling non-residential houses and land use rights; Leasing and operating residential houses and land; Leasing and operating non-residential houses and land; Leasing factory premises; Investing in the construction of technical infrastructure; Other real estate business.
  - Other specialized wholesale trade not classified elsewhere; Details: Wholesale of supplies, raw materials, spare parts, and specialized equipment for the industrial sector.
  - Wholesale of solid, liquid, and gaseous fuels and related products; Details: Wholesale of gasoline, diesel, and gas (excluding the establishment of gas stations, gas transfer, bottling, and refilling at the head office location).



- Production of cement, lime, and gypsum; Details: Production of non-fired building materials (not manufactured at the head office; the head office serves only as a sales office).

- Wholesale of machinery, equipment and other machine parts

Detail: Wholesale of industrial machinery and equipment

- Extraction of stone, sand, gravel, and clay;

Detail: Extraction of non-ore materials, kaolin clay

- Manufacturing building materials from clay;

Detail: Manufacturing high-quality building bricks and tiles of all types.

- Wholesale of other building materials and installation equipment;

Detail: Trading in other building materials

- Planting rubber trees;

- Other professions that are not prohibited by law

Details are provided in the attached Charter

**Article 2.** This Resolution was unanimously approved by 5/5 attending members of the Board of Directors and shall take effect from the date of signing. The Board of Directors, the Management and Executive Board, and relevant parties shall be responsible for implementing this Resolution.

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



**PHAM THANH LIEM**

**Recipient address**

- The State Securities Commission
- The Hanoi Stock Exchange
- *Board of Directors/ Director*
- *Board of Supervisors*
- *Save.*



# CHARTER OF

## NHI HIEP BRICK-TILE CO-CORPORATION

*Ho Chi Minh City, April 16, 2026*



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# INTRODUCTION

This charter was adopted according to the Resolution No. 02/NQ-DHĐCĐ26 of the Annual General Meeting of Shareholders, dated March 20, 2026.

This Charter replaces the Charter approved by the General Meeting of Shareholders on September 16, 2025.

## I. TERMS AND DEFINITIONS

### Article 1. Explanation of terms

1. In this charter, the following terms are understood as follows:

a) *Charter capital* is the total 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 authority of the General Meeting of Shareholders;

c) *The Enterprise Law* is Law No. 59/2020/QH14, 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 Business Registration Certificate (Business Registration Certificate and other equivalent documents);

g) *Business executive officer* includes the Director (General Director), Deputy 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 Directors, members of the Board of Directors, Directors (General Directors), and individuals holding other managerial positions as stipulated in the company's charter;

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 a joint-stock 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 period of operation of the Company as stipulated in Article 2 of these Charters and any extension period (if any) approved by the General Meeting of Shareholders of the Company;

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

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

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



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

### **Article 2. Name, form, registered office, branches, representative offices, business locations, and duration of operation of the Company**

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

Company name in Vietnamese: CÔNG TY CỔ PHẦN GẠCH NGÓI NHỊ HIỆP

Company name in English: NHI HIEP BRICK-TILE CO-ORPORATION

Trade name: NHI HIEP BRICK-TILE CO-ORPORATION

Abbreviations: NHC

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

3. Company's registered office:

Head office address: No. 34, DT 743 Road, Tan Dong Hiep Ward, Ho Chi Minh City.

Phone : 02743 3749080

Fax : 02743 3749287

E-mail [nhihiep.nhc@gmail.com](mailto:nhihiep.nhc@gmail.com)

Website : <http://www.gachngoinhihiep.com>

4. The company may establish branches and representative offices in its business area to pursue its operational objectives in accordance with the decisions of the Board of Directors and within the limits permitted by law.

5. Unless the Company ceases operations prematurely in accordance with Clause 2 of Article 54 or extends its operations in accordance with Article 55 of these Charters, its operating period is indefinite from the date of establishment.

### **Article 3. The legal representative of the Company**

The company has a legal representative, including:

#### **1. Company Director (General Director)**

The legal representative of the Company has the authority and obligations to exercise the rights and obligations arising from the Company's transactions, represent the Company as a plaintiff, defendant, or party with related rights and obligations before arbitration panels, courts, and other rights and obligations as stipulated by law.

## **III. COMPANY'S OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS**

### **Article 4. Company's operational objectives**

1. The company's business lines and activities:

- Road freight transport; Details: Road freight transport and handling
- Inland waterway freight transport; Details: Riverway transport and cargo handling
- Loading and unloading of goods (excluding loading and unloading of goods at airports)
- Real estate business, land use rights belonging to the owner, user or lessee.

Detail: Buying and selling residential houses and land use rights; Buying and selling non-residential houses and land use rights; Leasing and operating residential houses and land; Leasing and operating non-residential houses and land; Leasing factory premises; Investing in the construction of technical infrastructure; Other real estate business.

- Other specialized wholesale trade not classified elsewhere; Details: Wholesale of supplies, raw materials, spare parts, and specialized equipment for the industrial sector.



- Wholesale of solid, liquid, and gaseous fuels and related products; Details: Wholesale of gasoline, diesel, and gas (excluding the establishment of gas stations, gas transfer, bottling, and refilling at the head office location).

- Production of cement, lime, and gypsum; Details: Production of non-fired building materials (not manufactured at the head office; the head office serves only as a sales office).

- Wholesale of machinery, equipment and other machine parts

Detail: Wholesale of industrial machinery and equipment

- Extraction of stone, sand, gravel, and clay;

Detail: Extraction of non-ore materials, kaolin clay

- Manufacturing building materials from clay;

Detail: Manufacturing high-quality building bricks and tiles of all types.

- Wholesale of other building materials and installation equipment;

Detail: Trading in other building materials

- Planting rubber trees;

- Other professions that are not prohibited by law

When necessary, the company's General Meeting of Shareholders decides on the conversion or expansion of the company's business lines in accordance with the law.

2. Company's operational objectives: The Company was established to mobilize and utilize capital effectively in its business areas with the goal of maximizing company profits, increasing dividends for shareholders, and accumulating funds for reinvestment to further develop and grow the company.

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

The company is permitted to conduct business activities in the registered business lines specified in this Charter, and has notified changes to the registration content to the business registration authority and published them on the National Business Registration Portal. [In cases where the company engages in conditional investment and business activities, the company must meet all business conditions as prescribed by the Investment Law and relevant specialized laws].

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

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

1. The company's charter capital is VND 30,415,420,000 (Thirty billion four hundred and fifteen million four hundred and twenty thousand VND).

The company's total charter capital is divided into 3,041,542 shares with a par value of 10,000 VND per share.

2. The company may increase its charter capital with the approval of 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 Charter include common shares and preferred shares (if any). 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. The names, addresses, number of shares, and other information about the founding shareholders, as stipulated by the Enterprise Law, are listed in Appendix 01 attached. This appendix is part of these Statutes.

6. Common shares must be offered preferentially to existing shareholders in proportion to their shareholding in the Company, unless the General Meeting of Shareholders decides otherwise. The Company's Board of Directors will decide on the number of shares that shareholders do not



subscribe to. The Board of Directors may distribute those shares to shareholders and others under conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

7. The Company may repurchase shares issued by itself in the manner prescribed in these Charter 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 Stock certificates corresponding to the number and type of shares they own.

2. A stock is a type of security that confirms the legal rights and interests of the owner in a portion of the equity capital of the issuing organization. Share certificates must contain all the information as prescribed in Clause 1, Article 121 of the Enterprise Law.

3. Within 7 days from the date of submitting a complete application for the transfer of share ownership as stipulated by the Company, or within 2 months (or other period as stipulated in the issuance terms) from the date of full payment for the shares as stipulated in the Company's share issuance plan, the shareholder will be issued a share certificate. Shareholders are not required to pay the Company the cost of printing their share certificates.

4. In the event that a share certificate is lost, damaged, or otherwise destroyed, the shareholder will be reissued the certificate by the Company upon the shareholder's request. A shareholder's proposal must include the following:

- 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. Share transfer**

1. All shares are freely transferable unless otherwise provided for by these Charter and by law. Shares listed on the stock exchange are transferred in accordance with the regulations 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 (in the case of business registration)**

1. In the event that a shareholder fails to pay the full amount due for the purchase of shares on time, the Board of Directors 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 Directors 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. The shares that are repossessed are considered to be shares authorized for public offering as stipulated in Clause 3, Article 112 of the Enterprise Law. The Board of Directors may directly or delegate the sale and redistribution of goods under conditions and in a manner that the Board of Directors 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 decided by the Board of Directors, from the date of repurchase until the date of payment, in proportion to the total par value of the registered shares. The Board of Directors has the full authority to decide whether to enforce payment of the full value of the shares at the time of redemption.

6. The recall notice is sent to the holders of the recalled shares before the recall takes place. The recall remains in effect even in the event of an error or negligence in sending the notification.

## **V. ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL OF COMPANY**

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

The Organizational structure, governance, and control of company includes:

1. General Meeting of Shareholders;
2. Board of Directors;
3. Board of Supervisory;
4. General Director (CEO).

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

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

1. Common shareholders have the following rights:

- a) Attend and speak at the General Meeting of Shareholders and exercise voting rights 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;
- d) Review, search, and retrieve information regarding names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information;
- e) 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) Request the Company to repurchase shares in the cases stipulated in Article 132 of the Enterprise Law;
- i) To be treated equally. Each share of the same class gives the shareholder equal rights, obligations, and benefits. In cases where the Company has preferred shares, the rights and obligations associated with those 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 Directors 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 05% or more of the total number of common shares have the following rights:

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

b) Review, search, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Board of Supervisory, contracts, transactions requiring approval from the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets;

c) Request the Board of Supervisory 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 the individual shareholder; name, business registration number or legal document number of the organization, and registered office address of the organization shareholder; the number of shares and the date of registration of shares for each shareholder, the total number of shares of the entire group of shareholders, and the ownership percentage in the total shares of the Company; the issue to be inspected, and the purpose of the inspection;

d) Propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and submitted to the Company no later than [03] 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 issue proposed for inclusion in the meeting agenda;

d) 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 people to the Board of Directors and the Board of Supervisory. Unless the company's charter provides otherwise, the nomination of individuals to the Board of Directors and the Board of Supervisory shall be carried out as follows:

a) Ordinary shareholders forming a group to nominate candidates for the Board of Directors and the Board of Supervisory 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 Directors and the Board of Supervisory, 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 Directors and the Board of Supervisory. If the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates will be nominated by the Board of Directors, the Board of Supervisory, 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. Capital contributed in the form of common shares may not be withdrawn from the Company in any form, except in the case where the shares are repurchased by the Company or another party. If a shareholder withdraws part or all of their contributed share capital in violation of the provisions of this clause, 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 Directors.

5. The Company is responsible for maintaining the confidentiality of information provided in accordance with its Charter and applicable laws; using the provided information only to exercise and protect its legitimate rights and interests; and strictly prohibiting the dissemination, copying, or sending of information provided by the Company to other organizations or individuals.

6. Attend the General Meeting of Shareholders and exercise your 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;

7. Individuals shall be held personally liable for any of the following acts committed 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 is held annually once a year and within four (04) months from the end of the financial year. The Board of Directors may decide to postpone the Annual General Meeting of Shareholders if necessary, but not for more than 06 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 for the General Meeting of Shareholders is determined by where the Chairman attends the meeting, and it must be within the territory of Vietnam.

2. The Board of Directors convenes the annual General Meeting of Shareholders and selects a suitable venue. The annual general meeting of shareholders decides on matters in accordance with the law and the company's charter, particularly approving the audited annual financial statements. In the event that the audit report on the Company's annual financial statements contains material exceptions, adverse audit opinions, or disclaimers, the Company must invite a representative of the approved auditing firm that performed the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and the aforementioned representative of the approved auditing firm is obligated to attend the Company's Annual General Meeting of Shareholders.

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

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The remaining number of members of the Board of Directors and the Board of Supervisory 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 reasons 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 Board of Supervisory;



D. Other cases as prescribed by law and this charter.

4. Convening an extraordinary general meeting of shareholders.

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

b) If the Board of Directors 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 Board of Supervisory shall replace the Board of Directors in convening a General Meeting of Shareholders as prescribed in clause 3, Article 140 of the Enterprise Law;

c) If the Board of Supervisory 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 expenses for convening and conducting the General Meeting of Shareholders will be reimbursed by the Company. This cost excludes 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 responsibilities of the General Meeting of Shareholders**

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

a) Approving 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 Directors and members of the Board of Supervisory;

d) Deciding 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 audited financial statements;

d) Deciding to amend or supplement the company's charter;

e) Approving audited annual financial statements;

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 Directors and members of the Board of Supervisory that cause damage to the Company and its shareholders;

i) Deciding on reorganizing or dissolving the Company;

k) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisory;

l) Approve the Internal Governance Regulations; the Operating Regulations of the Board of Directors and the Board of Supervisory;

m) Approve the list of approved auditing firms; decide which auditing firms are approved to conduct audits of the Company's operations, and dismiss approved auditors when deemed necessary;

n) 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) Report of the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors; [In the case of a company operating under the model prescribed in point b, clause 1, Article 137 of the Enterprise Law, independent members of the Board of Directors are responsible for reporting at the annual General Meeting of Shareholders as prescribed in Article 284 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law];
  - d) Report of the Board of Supervisory on the Company's business results, the performance of the Board of Directors, and the Director (General Director);
  - d) Self-assessment report on the performance of the Board of Supervisory and its members;
  - e) The dividend rate per share for each class;
  - g) Number of members of the Board of Directors and the Board of Supervisory;
  - h) Electing, dismissing, and removing members of the Board of Directors and members of the Board of Supervisory;
  - i) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisory;
  - k) Approve the list of approved auditing firms; decide which auditing firm is approved to conduct audits of the company's operations when deemed necessary;
  - l) Supplementing and amending the company's charter;
  - m) 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;
  - n) Dividing, separating, merging, consolidating or transforming the Company;
  - o) Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
  - p) 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 audited financial statements.
  - q) Decision to repurchase more than 10% of the total number of shares sold of each class;
  - r) 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 audited financial statement;
  - s) Approving transactions as 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;
  - t) Approve the internal regulations on corporate governance, the regulations on the operation of the Board of Directors, and the regulations on the operation of the Board of Supervisory;
  - u) Other matters as prescribed by law and these Statutes.
3. All resolutions and matters on the agenda must be discussed and voted on at the General Meeting of Shareholders.

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

1. Shareholders, or authorized representatives of shareholders 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. The power of attorney document must be prepared in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization,



the number of shares authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party.

Authorized representatives attending the General Meeting of Shareholders must submit a letter of authorization when registering to attend. In the case of sub-authorization, the meeting participant must present the original authorization document from the shareholder, or the authorized representative of the shareholder (if not previously registered with the Company).

3. The vote of an authorized representative attending the meeting within the scope of their authorization remains valid in the following cases, except in the following instance:

- 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.

This clause does not apply if 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.

#### **Article 17. Change of permissions**

1. Changes or cancellations of special rights associated with a preferred stock 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 matters that adversely affect the rights and obligations of shareholders holding preferred shares shall only be adopted if it is approved by preferred shareholders of the same class present at the meeting, holding at least 75% of the total number of preferred shares of that class, or if approved by preferred shareholders of the same class holding at least 75% of the total number of 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) and they hold at least one-third of the par value of the issued shares of that class. If the required number of delegates is not present, the meeting will be rescheduled within the following 30 days, and those holding shares of that class (regardless of the number of people or shares) who are present in person or through authorized representatives will be considered to have met the required number of delegates. At meetings of preferred shareholders as mentioned above, those holding such shares, either in person or through a representative, may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.

3. The procedure for conducting such separate meetings is carried out in accordance with the provisions of Articles 19, 20 and 21 of this charter.

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 remain unchanged when the Company issues additional shares of the same class.

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

1. The Board of Directors convenes annual and extraordinary general meetings of shareholders. The Board of Directors shall convene an extraordinary general meeting of shareholders in accordance with the circumstances 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 participate 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 [10 days] before the date of sending the notice of invitation to the General Meeting of Shareholders. The company must disclose information regarding the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date.

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

3. The notice inviting shareholders to the General Meeting is sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses, and is also published on the Company's website and the website of the State Securities Commission and the stock exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send a notice of meeting to all shareholders on the List of Shareholders entitled to attend the meeting no later than [21 days] before the opening date of the meeting (calculated from the date the notice is duly sent or transmitted). The agenda for the General Meeting of Shareholders, and documents related to the issues to be voted on at the meeting are sent to shareholders and/or posted on the Company's website. In cases where documents are not included with the notice of the General Meeting of Shareholders, the notice 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 Directors and members of the Board of Supervisory;
- c) Voting ballots;
- d) Draft resolutions for each item on the meeting agenda.

4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of these Charters have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be submitted to the Company no later than [03] working days before the opening of the meeting. The proposal must clearly state the name of the shareholder, the number of each type of share held by the shareholder, and the issue proposed for inclusion in the meeting 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 this charter.

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. The General Meeting of Shareholders is conducted when the number of shareholders presents 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 invitation to the second meeting shall be sent within [30 days] from the date of the first scheduled meeting. The second General Meeting of Shareholders is 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 conditions for holding the meeting as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within [20] days from the date of the planned second meeting. The third General Meeting of Shareholders was conducted regardless of the total number of votes cast by the shareholders present.

### **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 with voting rights a voting card, which includes the registration number, the shareholder's full name, the authorized representative's full name, and the shareholder's voting rights. The General Meeting of Shareholders discussed and voted on each item on the agenda. The voting was conducted using votes for, against, and abstentions. At the Meeting, ballots approving the resolution are collected first, followed by ballots rejecting it. Finally, the total number of votes in favor or against is counted to make a decision. The results of the vote count were announced by the Chairman just before the meeting adjourned. The 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 Chairman is not responsible for stopping the meeting to allow late-arriving shareholders to register, and the validity of any previously voted-on items remains unchanged.

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

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

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 Chairman 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 during the opening session. The agenda must clearly and specifically define the time allocated to each item on the meeting agenda.

4. The Chairman 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 General Meeting of Shareholders;

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

c) Facilitate shareholders' attendance (or continued attendance) at the general meeting. The person convening the General Meeting of Shareholders has the full authority to change the aforementioned measures and apply all necessary measures. Measures that can be implemented may include issuing entry passes or using other alternative methods.

5. The General Meeting of Shareholders discussed and voted on each item on the agenda. The voting was conducted using votes for, against, and abstentions. The vote count results were announced by the chairman just before the meeting adjourned.

6. Shareholders or their authorized representatives who arrive after the meeting has commenced are still registered and have the right to participate in voting 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 Chairman 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 Chairman 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 Chairman and conduct the meeting until its conclusion; all resolutions passed 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 by the General Meeting of Shareholders**

1. A resolution 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;
- d) 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. Voting for members of the Board of Directors and the Board of Supervisory must be conducted using the cumulative voting method, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisory, and shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected members of the Board of Directors or Board of Supervisory are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in the company's charter is reached. In the event that two or more candidates receive the same number of votes for the last remaining member of the Board of Directors or the Board of Supervisory, a re-election will be held among the candidates with the equal number of votes, or a selection will be made according to the criteria stipulated in the election regulations or the company's charter.

4. Resolutions passed by 100% of the total voting shares at 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 approve 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 Directors 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 Directors must prepare ballot papers, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions and send them to all shareholders with voting rights no later than [10 days] before the deadline for returning ballot papers. The requirements and procedures for submitting opinion forms and accompanying documents shall be carried out in accordance with the provisions of Clause 3, Article 18 of this charter.

3. The survey 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;

g) Full name and signature of the Chairman of the Board of Directors.

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 letters or opinion polls that have been answered, the signatures of the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder are required. The ballots sent to the Company must be enclosed in sealed envelopes, and no one is allowed to open them before the ballots are counted.

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 forms sent to the Company after the deadline specified in the form, or that have been opened (in the case of mail) or disclosed (in the case of fax or email), are invalid. Unreturned ballots will be considered as non-voting ballots.

5. The Board of Directors counts the votes and prepares a vote count report in the presence of the Board of Supervisory or shareholders who do not hold management positions in the Company. The vote counting record must include the following key information:

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 agree, disagree, and no option for each issue;

d) The issue that was approved and the corresponding percentage of votes in agree;

e) Full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote counting supervisor.

Members of Board of Directors, 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 resolution may be replaced by posting them on the Company's website within 24 hours of the vote count completion.

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

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



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

1. General Meeting of Shareholders must be recorded in minutes and may also be audio-recorded or recorded and stored in other electronic forms. The minutes must be written in Vietnamese, and may also be written in a foreign language, containing 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 Chairman and secretary;
- d) Summarize the proceedings and the opinions expressed at the General Meeting of Shareholders on each item on the agenda;
- e) 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 Chairman and secretary. If the Chairman or secretary refuses to sign the meeting minutes, these minutes shall be valid if signed by all other members of the Board of Directors present at the meeting and contain all the information as stipulated in this clause. The meeting minutes clearly state that the Chairman and secretary refused to sign the minutes.

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

3. Minutes drawn up in both Vietnamese and foreign languages have equal legal validity. In case of discrepancies in content between the minutes in Vietnamese and those in a foreign language, the content in 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 to cancel the Resolution of General Meeting of Shareholders**

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



## **VII. BOARD OF DIRECTORS**

### **Article 25. Nomination and candidacy for members of Board of Directors**

1. Once candidates for the Board of Directors have been identified, the Company must publish information related to these candidates on the Company's website at least 10 days before the opening of the General Meeting of Shareholders so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed 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 Directors. Information regarding the board member candidates that has been released 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);
- d) Interests related to the Company and its related parties;
- e) 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 Directors, other management positions, and any related interests in the candidate of Board of Directors (if any).

2. Shareholders holding 5% or more of the voting shares for a continuous period of at least six (06) months have the right to combine their individual voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% of the total voting shares to less than 20% are entitled to nominate a maximum of one (01) candidate; from 20% to less than 30% are entitled to nominate a maximum of two (02) candidates; from 30% to less than 50% are entitled to nominate a maximum of three (03) candidates; from 50% or more are entitled to nominate a maximum of five (05) candidates.

3. If the number of candidates for the Board of Directors, nominated through candidacy and application, is still insufficient to meet the requirements stipulated in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors 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 Directors. The nomination of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors, as required by law.

4. Members of the Board of Directors 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 members of Board of Directors**

1. The Board of Directors has five members.

2. The term of office for a member of the Board of Directors shall not exceed 5 years and they may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the company's Board of Directors for no more than two consecutive terms. If all members of the Board of Directors complete their terms at the same time, those members will continue to be members of the Board of Directors until new members are elected to replace them and take over the work.

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

The company's board of directors must ensure that at least one-third of the total numbers of Members of Board of Directors are non-executive members. The company minimizes the number



of Members of Board of Directors holding executive positions within the company to ensure the independence of the Board.

The total number of independent members of the Board of Directors must meet the following requirements:

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

b) There must be at least two independent members in the case where the company has between six and eight members on its Board of Directors;

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

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

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

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

#### **Article 27. Powers and responsibilities of the Board of Directors**

1. The Board of Directors 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 Directors are stipulated by law, the company's charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and responsibilities:

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) Deciding 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;

d) Decisions to repurchase shares as stipulated in Clauses 1 and 2 of Article 133 of the Enterprise Law;

e) 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) Approving purchase, sale, loan, lending contracts 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 and contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders as stipulated in point d, clause 2, Article 138, clauses 1 and 3, Article 167 of the Enterprise Law;

i) Electing, dismissing, and removing the Chairman of the Board of Directors; appointing, dismissing, signing contracts with, and terminating contracts with the Director (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;



k) Supervising and directing the Director (General Director) and other managers in the daily operation of the Company's business;

l) 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;

m) 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;

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

o) 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) Deciding on the promulgation of the Board of Directors' operating regulations and internal regulations on corporate governance after approval by the General Meeting of Shareholders; decisions on the promulgation of the Audit Committee's operating regulations under the Board of Directors and regulations on company information disclosure;

s) 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 Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' operations as stipulated 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 Securities Law.

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

1. The company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.

2. Members of Board of Directors receive compensation for their work 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 directors determines the compensation for each member by mutual agreement. The total remuneration and bonuses for the Board of Directors are decided by the General Meeting of Shareholders at its annual meeting.

3. The remuneration of each member of the Board of Directors is included in the Company's business expenses in accordance with the law on corporate income tax, is shown 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 Board of Directors holding executive positions, or Members of Board of Directors working in subcommittees of the Board, or performing duties outside the normal scope of a board member's duties, may receive additional compensation in the form of a lump-sum payment, salary, commission, percentage of profits, or other forms as determined by the Board.

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

6. Members of Board of Directors may have their liability insurance purchased by the Company after obtaining the approval of the General Meeting of Shareholders. This insurance does



not cover the liability of Members of Board of Directors related to violations of the law and the company's Articles of Incorporation.

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

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

2. The Chairman of the Board of Directors cannot also hold the position of Director (General Director).

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

- a) Develop the program and plan of activities for the Board of Directors;
- b) Prepare the agenda, content, and documents for the meeting; convene, preside over, and chair the Board of Directors meeting;
- c) Organizing the adoption of resolutions and decisions by the Board of Directors;
- d) Monitoring the implementation of resolutions and decisions of the Board of Directors;
- (d) Presiding over the General Meeting of Shareholders;
- e) 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 of Directors submits a resignation letter or is dismissed or removed from office, the Board of Directors must elect a replacement within [10 days] from the date of receiving the resignation letter or being dismissed or removed from office.

5. In the event that the Chairman of the Board of Directors is absent or unable 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 Directors [according to the principles stipulated in the company's charter]. In the event that there is no authorized representative or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative measures at a compulsory rehabilitation center or compulsory education facility, has absconded from his/her residence, is restricted or incapacitated, has difficulties in understanding or controlling his/her behavior, or is prohibited by the Court from holding office, practicing a profession, or performing a certain job, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors by a majority vote until a new decision is made by the Board of Directors.

#### **Article 30. The meeting of Board of Directors**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 7 working days from the date of the conclusion of that Board of Directors election. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that more than one member has the highest and equal number of votes or percentage of votes, the members shall vote by majority to select one of them to convene a meeting of the Board of Directors.

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

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

- a) Upon the recommendation of the Board of Supervisory or an independent member of the Board of Directors;
- b) Based on a proposal from the Director (General Director) or at least 05 other managers;
- c) A proposal must be submitted by at least two members of the Board of Directors;

4. The proposals stipulated in Clause 3 of this Article must be in writing, clearly stating the purpose, the issues to be discussed, and the decisions falling within the authority of the Board of Directors.



5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 7 working days from the date of receiving the proposal stipulated in Clause 3 of this Article. If the Board of Directors fails to convene a meeting as requested, the Chairman of the Board of Directors shall be liable for any damages incurred by the Company; the person making the request has the right to replace the Chairman of the Board of Directors in convening the Board of Directors meeting.

6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send the notice of meeting at least [03] working days before the meeting date. The meeting notice must specify the time and place of the meeting, the agenda, and the issues to be discussed and decided. The meeting notice must include the materials to be used at the meeting and the members' voting ballots.

Notices inviting members to the Board of Directors 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 Directors registered with the Company.

7. The Chairman of the Board of Directors or the person convening the meeting sends the notice of meeting and accompanying documents to the members of the Board of Supervisory in the same way as to the members of the Board of Directors.

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

8. A meeting of Board of Directors is considered valid when at least three-quarters 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 [07 days] from the date of the first scheduled meeting. In this case, the meeting proceeds if more than half of the members of Board of Directors are present.

9. A member of the Board of Directors is 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 11 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;

10. If ballots are sent to the meeting by mail, they must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one hour before the meeting begins. The ballot papers may only be opened in the presence of all those attending the meeting.

11. Members must attend all Board of Directors meetings. A member may authorize another person to attend meetings and vote on their behalf if approved by a majority of the Board of Directors.

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

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

1. The board of directors may establish subcommittees to oversee development policy, human resources, compensation, internal auditing, and risk management. The number of members of the subcommittee decided by the Board of Directors shall be at least [03 people] including members of the Board of Directors and external members. The subcommittee's activities must



comply with the regulations of the Board of Directors. A subcommittee resolution is only effective when a majority of the members present and voting on it at the subcommittee meeting are present.

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

### **Article 32. The person in charge of corporate governance**

1. The company's board of directors must appoint at least one person to be in charge of corporate governance to support the company's governance activities. The person in charge of corporate governance may also serve as the company secretary, as stipulated in Clause 5, Article 156 of the Enterprise Law.

2. The person in charge of corporate governance may not simultaneously work for the approved auditing firm that is auditing the Company's financial statements.

3. The person in charge of corporate governance has the following rights and responsibilities:

a) Advising the Board of Directors 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 Directors, the Board of Supervisory, and the General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisory;

c) Providing advice on meeting procedures;

d) Attend meetings;

d) Advising on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;

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

g) Monitor and report to the Board of Directors 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.

## **VIII. DIRECTOR (GENERAL DIRECTOR) AND OTHER EXECUTIVE OFFICERS**

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

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

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

1. The company's management team includes the Director (General Director), Deputy Director (Deputy General Director), and Chief Accountant.

2. Upon the recommendation of the Director (General Director) and with the approval of the Board of Directors, 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 Directors. Business manager have a responsibility to support the company in achieving its operational and organizational goals.



3. The director (general directors) receives a salary and bonuses. The salary and bonuses of the Director (General Director) are determined by the Board of Directors.

4. Executive salaries are included in the Company's business expenses in accordance with corporate income tax regulations, 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 Director (General Director)**

1. The Board of Directors appoints one member of the Board of Directors or hires another person to serve as the Director (General Director).

2. The Director (General Director) is responsible for managing the company's day-to-day business operations; is supervised by the Board of Directors; and is accountable to the Board of Directors and to the law for the exercise of assigned rights and obligations.

3. The term of office for the Director (General Director) shall not exceed 05 years and may be reappointed for an unlimited number of terms. The Director (General Director) must meet the standards and conditions stipulated by law and the company's charter.

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

a) To decide on matters relating to the Company's day-to-day business operations that do not fall within the authority of the Board of Directors;

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

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;

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

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

g) Recruitment of employees;

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

i) Other rights and obligations as prescribed by law, the company's charter, and resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the Director (CEO) when a majority of the Members of Board of Directors with voting rights present at the meeting approve and appoint a new Director (CEO) to replace him/her.

### **IX. BOARD OF SUPERVISORY OR AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS**

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

1. The nomination and election of members of the Board of Supervisory 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 Board of Supervisory nominated through application is insufficient, the incumbent Board of Supervisory may nominate additional candidates or organize nominations in accordance with the company's charter, internal regulations on corporate governance, and the operating regulations of Board of Supervisory. The nomination of additional candidates by the incumbent Board of Supervisory must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisory, as required by law.



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

1. The number of Company Supervisors is [three (03)] people. The term of office of the Supervisor shall not exceed five (05) years and may be re-elected for an unlimited number of terms.

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

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 Board of Supervisory shall be dismissed in the following cases:

a) No longer meets the qualifications and conditions to be a member of the Board of Supervisory as stipulated in Clause 2 of this Article;

b) A resignation letter has been submitted and accepted;

4. Members of the Board of Supervisory may 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 Board of Supervisory as stipulated in the Enterprise Law and the company's charter;

d) Other cases as decided by the General Meeting of Shareholders.

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

1. The Chief of the Board of Supervisory is elected by the Board of Supervisory from among its members; the election, dismissal, and removal are governed by a majority vote. The Board of Supervisory must have more than half of its members residing in Vietnam. The Chief of the Board of Supervisory must have 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 responsibilities of the chief of the Board of Supervisory:

a) Convene a meeting of the Board of Supervisory;

b) Request the Board of Directors, the Director (General Director), and other managers to provide relevant information for reporting to the Board of Supervisory;

c) Prepare and sign the report of Board of Supervisory after consulting with the Board of Directors, for submission to the General Meeting of Shareholders.

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

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

1. Propose and recommend that the General Meeting of Shareholders 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. Accountable to shareholders for their supervisory activities.

3. Monitoring the company's financial situation and ensuring compliance with the law in the operations of Members of Board of Directors, directors (General Directors), and other managers.

4. Ensure coordinated operations with the Board of Directors, the Director (General Director), and shareholders.

5. In the event of discovering any violations of the law or the company's charter by a member of the Board of Directors, the Director (General Director), or other executives of the enterprise, the Board of Supervisory must notify the Board of Directors 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 for the Board of Supervisory and submit them to the General Meeting of Shareholders for approval.

7. Reporting to the General Meeting of Shareholders as stipulated 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. They have the right to access the company's records and documents kept at the head office, branches, and other locations; and the right to visit the workplaces of the company's managers and employees during working hours.

9. They have the right to request the Board of Directors, members of the Board of Directors, the Director (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. Meeting of Board of Supervisory**

1. The Board of Supervisory must meet at least twice a year, with at least two-thirds of its members attending each meeting. The minutes of the Board of Supervisory meeting were prepared in detail and clearly. The person recording the minutes and the members of the Board of Supervisory who attended the meeting must sign the minutes of the meeting. Minutes of Board of Supervisory meetings must be kept to determine the responsibilities of each Board of Supervisory member.

2. The Board of Supervisory has the right to request members of the Board of Directors, the Director (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 Board of Supervisory**

Unless otherwise stipulated in the company's charter, the salaries, remuneration, bonuses, and other benefits of the members of the Board of Supervisory shall be implemented according to the following regulations:

1. Members of the Board of Supervisory 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 Board of Supervisory.

2. Members of the Board of Supervisory are reimbursed for reasonable expenses such as 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 Board of Supervisory as approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.

3. Salaries and operating expenses of the Board of Supervisory are 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.



## **X. RESPONSIBILITIES OF MEMBERS OF BOARD OF DIRECTORS, BOARD OF SUPERVISORY, DIRECTOR (CEO), AND OTHER MANAGERS**

Members of the Board of Directors, Supervisors, Directors (General Directors), and other manager are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, in good faith and with due diligence for the benefit of the Company.

### **Article 42. The responsibility to be honest and avoid conflicts of interest**

1. Members of the Board of Directors, members of the Board of Supervisory, Directors (General Directors), and other managers must disclose their related interests in accordance with the Enterprise Law and relevant legal documents.

2. Members of the Board of Directors, members of the Board of Supervisory, Directors (General Directors), 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 Directors, members of the Board of Supervisory, the Director (General Director), and other managers are obligated to notify the Board of Directors and the Board of Supervisory 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 Directors, the Company must disclose information about these resolutions in accordance with the securities law regulations on information disclosure.

4. Members of Board of Directors are not permitted to vote on transactions that benefit that member or their related parties, as stipulated by the Enterprise Law and the company's charter.

5. Members of the Board of Directors, members of the Board of Supervisory, Directors (General Directors), other managers, and related parties of these entities are prohibited from using or disclosing insider information to others for the purpose of conducting related transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisory, Directors (General Directors), other executives, and individuals or organizations related to these entities shall not be invalidated in the following cases:

a. For contracts with a value less than or equal to [twenty percent (20%)] of the total value of assets recorded in the most recent financial statement, the significant contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, members of the Board of Supervisory, Director (General Director), and other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the members of the Board of Directors who have no vested interest;

b. For contracts of value greater than [twenty percent (20%)] of the total value of assets recorded in the most recent financial statement or transactions resulting in a transaction value arising within 12 months from the date of the first transaction of value of [20%] or more of the total value of assets recorded in the most recent financial statement, the material contents of such contract or transaction as well as the relationship and interests of the members of the Board of Directors, members of the Board of Supervisory, Directors (General Director), and other executives have been disclosed to shareholders without an interest in the matter who have the right to vote on the matter, and those shareholders have approved such contract or transaction;

### **Article 43. Liability for damages and compensation**

1. Members of the Board of Directors, members of the Board of Supervisory, Directors (General Directors), 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 misconduct.

2. The Company shall compensate individuals who have been, are, or may become involved in claims, lawsuits, or prosecutions (including civil, administrative, and non-civil cases initiated by the Company) if such individuals have been or are members of the Board of Directors, members of the Board of Supervisory, Directors (General Directors), other executives, employees, or authorized representatives of the Company who have performed 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 such individuals have violated their responsibilities.

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

## **XI. RIGHT TO INSPECT RECORDS AND ACCOUNTING BOOK OF COMPANY**

### **Article 44. 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 05% or more of the total number of common shares or having the right to review, search, extract minutes and resolutions, decisions of the Board of Directors, interim and annual financial statements, reports of the Board of Supervisory, contracts, transactions requiring approval of the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.

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

3. Members of the Board of Directors, members of the Board of Supervisory, Directors (General Directors), 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 Charter 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 Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisory, 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 articles of incorporation must be published on the company's website.



## **XII. EMPLOYEE AND UNIONS**

### **Article 45. Employee and trade unions**

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

2. The Director (General Director) shall plan for the Board of Directors 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.

## **XIII. PROFIT DISTRIBUTION**

### **Article 46. Profit distribution**

1. The General Meeting of Shareholders decides on the dividend payout rate and the form of annual dividend payment 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 Directors 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 Directors is the body responsible for implementing this decision.

4. In the event that dividends or other payments related to a stock are paid in cash, the Company must pay them in Vietnamese Dong. Payments can be made directly or through banks based on the bank account details provided by the shareholders. If the Company has transferred 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 shares listed/registered for trading on the stock exchange can be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.

5. Based on the Enterprise Law and the Securities Law, the Board of Directors passes 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 cash or stock dividends, notices, or other documents.

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

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

### **Article 47. Bank account**

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 overseas in accordance with 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 48. Fiscal year**

The Company's fiscal year begins on the first day of January each year and ends on December 31 of the same year. The first fiscal year begins on the date of issuance of the Business Registration Certificate and ends on December 31st of the date of issuance of that Business Registration Certificate.



#### **Article 49. Accounting system**

1. The accounting system used by the Company is either the standard corporate accounting system or a specific accounting system issued and approved by the competent authority.
2. The company maintains its accounting records in Vietnamese and keeps accounting records in accordance with accounting laws and related regulations. 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 a company's economic transactions are primarily conducted in a single foreign currency, it may choose that currency as its accounting unit, is legally responsible for that choice, and must notify the relevant tax authority.

### **XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND DISCLOSURE RESPONSIBILITIES**

#### **Article 50. Annual, semi-annual, and quarterly financial statements**

1. The company must prepare annual financial statements, and these annual financial statements must be audited in accordance with legal regulations. The company publishes its audited annual financial statements in accordance with the law on information disclosure in the securities market and submits 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 accurately and objectively reflect the company's operational performance.
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 51. Annual Report**

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

### **XVI. COMPANY AUDIT**

#### **Article 52. Auditor**

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to 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 Directors.
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 General Meeting of Shareholders, receive notices and other information related to the General Meeting of Shareholders, and express their opinions at the meeting on matters related to the audit of the Company's financial statements.

### **7. COMPANY SEAL**

#### **Article 53. Company 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 Directors 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 Directors and the Director (General Director) shall use and manage the seal in accordance with current legal regulations.

## **XVIII. DISSOLVE THE COMPANY**

### **Article 54. Dissolve the company.**

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

- a) The operating period stipulated in the company's charter has expired without a decision to extend it;
- b) In accordance with resolutions and decisions of the General Meeting of Shareholders;
- c) The business registration certificate is revoked, except where the Law on Tax Administration provides otherwise;
- d) Other cases as prescribed by law.

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

### **Article 55. Extension of operation term**

1. The Board of Directors shall convene a General Meeting of Shareholders at least [7 months] before the end of the operating term so that shareholders can vote on the extension of the Company's operating term as proposed by the Board of Directors.

2. The operating period will be extended if the number of shareholders representing 65% or more of the total voting rights of all shareholders present at the General Meeting of Shareholders approves it.

### **Article 56. Liquidation**

1. At least [06 months] before the end of the Company's operating term or after the decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent auditing firm. The liquidation committee is preparing its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to liquidation will 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 Board has acted on behalf of the Company in all matters related to the Company's liquidation before the Courts and administrative bodies.

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;
- d) The remaining amount after all debts from items (a) to (d) above have been paid shall be distributed to the shareholders. Preferred shares are given priority in payment.



## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 57. Internal dispute resolution**

1. In the event of any disputes or claims arising relating to the Company's operations or to the rights and obligations of shareholders as stipulated herein

The company charter, the Enterprise Law, other laws, or administrative regulations stipulate the following:

- a. Shareholders and the Company;
- b. Shareholders, along with the Board of Directors, Board of Supervisory, Director (General Director), or other executives,

The parties involved attempted to resolve the dispute through negotiation and mediation. Except in cases involving disputes concerning the Board of Directors or the Chairman of the Board, the Chairman of the Board shall preside over the dispute resolution process and require each party to present the factual details relevant to the dispute within 15 working days from the date the dispute arises. In the event of a dispute involving the Board of Directors or the Chairman of the Board, either party may request the Board of Supervisory to appoint an independent expert to act as an arbitrator in the dispute resolution process.

2. If no conciliation agreement is reached within six (06) weeks from the start of the conciliation process or if the conciliation decision is not accepted by the parties, either party may bring the dispute to Economic Arbitration or Economic Court.

3. Each party shall bear its own costs related to the negotiation and mediation process. Payment of court costs is made according to the court's judgment.

## **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 these Charters, or where new legal provisions differ from the provisions in these Charters, those provisions shall apply to govern the Company's operations.

## **XXI. EFFECTIVE DATE**

### **Article 59. Effective date**

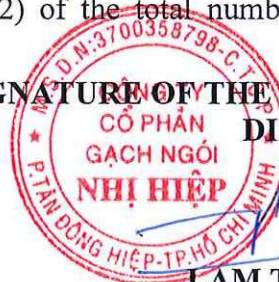
1. This charter, comprising 21 sections and 59 articles, was unanimously approved by the General Meeting of Shareholders of Nhi Hiep Brick-Tile Co-Orporation on March 20, 2026, and they all agreed to the full validity of this charter.

2. The charter is made in five (05) copies, all of which are of equal value 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 Charter of Company is valid when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors.

**SIGNATURE OF THE LEGAL REPRESENTATIVE  
DIRECTOR**



**LAM THANH LAM**



**APPENDIX 01**  
**LIST OF FOUNDING SHAREHOLDERS ACCORDING TO THE INITIAL**  
**BUSINESS REGISTRATION CERTIFICATE**

<b>No.</b>	<b>Full name</b>	<b>Address</b>	<b>Number of shares held</b>	<b>Note</b>
01	Huynh Thanh Son (individual)	Binh Thang, Di An, Binh Duong	472,131 shares 15,234 shares	M&C Company
02	Tran Van Ang	Tan Dong Hiep, Di An, Binh Duong	6 shares	
03	Ho Van Mot	Binh Thang, Di An, Binh Duong	8,705 shares	
04	Mai Van Chanh	Binh Thang, Di An, Binh Duong	53,349 shares	
05	Nguyen Tien Trai	Tan Dong Hiep, Di An, Binh Duong	9,757 shares	