

No: 80./CBTT-DMND

Ninh Binh, April 22<sup>th</sup>, 2026

### DISCLOSURE OF INFORMATION

**To: - State Securities Commission  
- Hanoi Stock Exchange**

1. Organization name : Nam Dinh Textile Garment Joint Stock Corporation

- Stock code: NDT

- Address: 43 To Hieu, Nam Dinh ward, Ninh Binh province.

- Contact phone number: 022803849586

- E-mail: Natexco.nd@gmail.com

- Type of Information Disclosure: ☒ 24 h ☐ Extraordinary ☐ Periodic

2. Information disclosure content:

- Charter of Nam Dinh Textile Garment Joint Stock Corporation

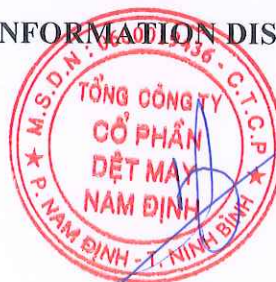
3. This information was published on the company's website on April 22<sup>th</sup>, 2026 at the link: Natexco.com.vn

We hereby commit that the information published above is true and bear full legal responsibility for the content of the published information.

***Attached documents:***

- Charter

**AUTHORIZED PERSON  
INFORMATION DISCLOSURE**



**Doan Van Dung**

**NAM DINH TEXTILE GARMENT JOINT STOCK CORPORATION**



## **CHARTER**

**NAM DINH TEXTILE GARMENT  
JOINT STOCK CORPORATION**

**Ninh Binh, April, 2026**



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## INTRODUCTION

This Charter was adopted pursuant to Resolution No. 01/NQ-ĐHĐCĐ-DMNĐ dated April 22, 2026 at the Annual General Meeting of Shareholders 2026 of Nam Dinh Textile Garment Joint Stock Corporation.

This Charter is prepared in both Vietnamese and English with equal legal validity. In the event of any discrepancies between the Vietnamese and English versions, the Vietnamese version shall prevail.

### I. DEFINITIONS OF TERMS IN THE CHARTER

#### Article 1. Interpretation of terms

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

- a) *The Corporation* means Nam Dinh Textile Garment Joint Stock Corporation;
- b) *Charter capital* means the total par value of shares that have been sold or registered for purchase upon the establishment of the Corporation and as stipulated in Article 6 of this Charter;
- c) *Voting capital* means the share capital that entitles its holders to vote on matters within the authority of the General Meeting of Shareholders;
- d) *Enterprise Law* refers to Law No. 59/2020/QH14 on Enterprises passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- e) *Securities Law* refers to Law No. 54/2019/QH14 on Securities passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- f) *Viet Nam* refers to the Socialist Republic of Vietnam;
- g) *Date of establishment* means the date on which the Corporation was granted the Enterprise Registration Certificate (Business Registration Certificate or equivalent documents) for the first time;
- h) *Executive officers* include the General Director, Deputy General Directors, Managing Directors, Chief Accountant, and other executives as specified in this Charter;
- i) *Managers* of the Corporation include the Chairperson of the Board of Directors, members of the Board of Directors, the General Director, Deputy General Directors, Managing Directors, and the Chief Accountant appointed or approved by the Board of Directors to serve as management personnel of the Corporation;
- k) *Related persons* are individuals or organizations defined in Clause 46, Article 4 of the Securities Law;
- l) *Shareholder* means any individual or organization owning at least one share in the Corporation;
- m) *Founding shareholder* is a shareholder who owns at least one ordinary share and has signed the list of founding shareholders of the Corporation;
- n) *Major shareholder* is a shareholder as defined in Clause 18, Article 4 of the Securities Law;
- o) *Operating term* means the period during which the Corporation operates as provided in Article 2 of this Charter and any extension thereof (if applicable) as approved by the General Meeting of Shareholders;



p) *Stock exchange* means the Vietnam Stock Exchange and its subsidiaries.

q) *The beneficial owner of the Corporation* is an individual who satisfies one of the following conditions:

- An individual who directly holds 25% (twenty-five percent) or more of the total voting shares;

- An individual who indirectly holds, through another organization, 25% (twenty-five percent) or more of the total voting shares;

- An individual who has the power to control the adoption of at least one of the following matters: appointment, dismissal, or removal of the majority or all of the members of the Board of Directors, the Chairperson of the Board of Directors, the legal representative, or the Managing Director; amendments or supplements to the Charter; changes to the organizational structure; reorganization or dissolution of the Corporation.

2. In this Charter, references to one or more legal provisions or documents include any amendments, supplements, or replacements thereof.

3. The headings (Sections, Articles of this Charter) are provided for the sake of convenience and do not affect the content of this Charter.

## **II. NAME, TYPE, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, DURATION OF OPERATION AND LEGAL REPRESENTATIVE OF THE CORPORATION**

### **Article 2. Name, type, head office, branches, representative offices, business locations, and duration of operation of the Corporation**

1. Name of the Corporation:

- Vietnamese name: Tổng công ty Cổ phần Dệt May Nam Định

- English name: NAM DINH TEXTILE GARMENT JOINT STOCK CORPORATION

- Abbreviated name: NATEXCO

2. The Corporation is a joint stock company with legal entity status in accordance with the current laws of Vietnam.

3. Registered head office of the Corporation:

- Address: 43 To Hieu Street, Nam Dinh Ward, Ninh Binh Province, Vietnam

- Telephone: 0228 3849749/ 3849342/ 3849586

- Fax: 0228 3849750

- Website: [www.Natexco.com.vn](http://www.Natexco.com.vn)

- Email: [Natexco.nd@gmail.com](mailto:Natexco.nd@gmail.com)

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

5. Unless otherwise terminated earlier under Clause 2, Article 62 or extended under Article 63 of this Charter, the operating duration of the Corporation is indefinite..



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

The Corporation shall have one (01) legal representative, who is the General Director.

The rights and obligations of the legal representative of the Corporation shall comply with the provisions of Article 34 of this Charter and relevant laws.

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

#### **Article 4. Objectives of the Corporation's operations**

##### **1. Lines of business of the Corporation:**

<b>No</b>	<b>Industry Name</b>	<b>Industry Code</b>
1	Yarn production Details: Production of various types of yarns and threads	1311 (Main)
2	Weaving fabric production	1312
3	Finishing textile products Details: Printing, dyeing, washing, starching, waterproofing, shrinkage prevention	1313
4	Knitted fabric, crocheted fabric, and other nonwoven fabric production	1391
5	Ready-made garment production (excluding clothing) Details: Production of various types of clothing	1392
6	Production of other textile products not classified elsewhere Details: Production of towels, other textile products, and other types of garment manufacturing	1399
7	Production of crepe paper, cardboard, and paperboard packaging Details: Paper tubes, packaging, and other paperboard products	1702
8	Water extraction, treatment, and supply	3600
9	Sewage and waste water treatment	3700
10	Residential building construction	4101
11	Non-residential building construction	4102
12	Construction of other civil engineering works	4299
13	Wholesale trade of fabrics, garments, and footwear Details: Trade of various fabrics, textile products	4641
14	Other wholesale trade not classified elsewhere Details: Wholesale of fibers, yarns, cotton, towels, chemicals, dyes, starch powder, spare parts for machinery and equipment in the yarn, textile, and garment industries	4679
15	General wholesale trade Details: Wholesale trade of textile, yarn, and garment products	4690
16	Road freight transport	4933
17	Warehousing and storage of goods	5210
18	Cargo handling	5224



No	Industry Name	Industry Code
19	<del>Hotels and similar accommodation services</del> Details: Hotel services, guesthouses, workers' dormitories	5510
20	Other food and beverage services Details: Canteen services for workers	5629
21	Real estate business, land use rights for ownership, use, or lease Details: Leasing kiosks, office spaces, factories, and car garages	6810
22	Car rental services Details: Renting passenger cars, trucks, and buses	7710
23	Rental of machinery, equipment, and other tangible goods without operators Details: Renting machinery and equipment for yarn, textile, garment, and construction industries	7730
24	Vocational training Details: Vocational training in yarn, textile, dyeing, and garment production (short-term courses)	8531
25	Operations of general, specialized, and dental clinics Details: Medical treatment services for the Corporation's employees covered by social insurance	8620
26	Sports club activities	9312
27	For conditional business activities, the enterprise may only operate once it meets all the legal requirements	

## 2. Business Objectives of the Corporation

a) The corporation operates in industries in accordance with its Business Registration Certificate and the legal provisions, with the goal of mobilizing and effectively utilizing capital for business development. The aim is to maximize profits, create stable employment for workers, increase returns for shareholders, contribute to the state budget, and further develop the corporation.

b) The corporation may have other objectives during its operations in compliance with the law.

## 3. Principles of Operation

a) Voluntariness, equality, democracy, respect for and adherence to the law.

b) Honest, skilled, dedicated, and responsible business practices.

c) Ensuring financial resources to meet business commitments with customers.

d) The highest decision-making body of the corporation is the General Meeting of Shareholders.

e) The General Meeting of Shareholders elects the Board of Directors and the Board of Supervisors of the corporation.

f) Ensuring a strict internal organization system to avoid conflicts of interest between the corporation and its employees, between the Board of Directors and



shareholders, and among shareholders. Conducting inspections and internal audits to ensure that the corporation's activities comply with legal regulations.

g) The operation of the corporation is managed by the General Director. The General Director is assisted by Deputy General Directors, Executive Directors, and the management apparatus of the corporation.

#### 4. Rights of the Corporation

a) Freedom to conduct business; proactively choosing industries, business locations, forms of business, and investments; expanding scale and industries as desired; benefiting from state encouragement, incentives, and favorable conditions for participating in the production and supply of public products and services.

b) The right to issue various types of securities to raise capital. Choose the method, manner of raising capital, and its allocation and usage.

c) The right to proactively seek markets, customers, and sign contracts.

d) The right to conduct export and import businesses.

e) The right to recruit, hire, and utilize labor according to business production needs.

f) The right to apply modern science and technology to improve business efficiency and competitiveness.

g) The right to make autonomous decisions regarding business matters and internal relations.

h) The right to own, use, and dispose of the corporation's assets.

i) The right to refuse any request for resources that are not legally mandated.

j) The right to file complaints and denunciations according to the law.

k) The right to participate in legal proceedings directly or through a representative, as provided by law.

l) Other rights as prescribed by law.

#### 5. Obligations of the Corporation

a) To meet the business conditions when engaging in conditional investment activities as prescribed by law and the corporation's Charter.

b) To organize accounting work, prepare, and submit accurate and truthful financial statements in compliance with accounting and statistical laws.

c) To declare and pay taxes and fulfill other financial obligations as prescribed by law.

d) To ensure the rights and interests of employees according to labor laws, and comply with social insurance, health insurance, and other insurance policies for workers as required by insurance laws.

e) To ensure and take responsibility for the quality of goods and services according to registered or declared standards.



f) To comply with statistical laws; regularly report full information about the enterprise and its financial status to competent authorities; if any discrepancies are found in reported or declared information, timely amendments must be made.

g) To comply with laws on national defense, security, public order, environmental protection, and the protection of historical and cultural heritage.

h) Other obligations as prescribed by law.

#### **6. The Communist Party Organization, the Trade Union, and Other Political and Social Organizations within the Corporation**

a) The Communist Party organization in the corporation operates in accordance with the Constitution, laws of Vietnam, and the Charter of the Communist Party of Vietnam.

b) The Trade Union and other political-social organizations in the corporation operate in accordance with the Constitution and laws of Vietnam, as well as the regulations of these organizations, provided they do not contradict the law.

c) The corporation respects and creates favorable conditions for employees to participate in these organizations in compliance with the Constitution and laws.

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

The corporation is allowed to conduct business activities in the industries listed in this Charter, which have been registered, notified of changes to the business registration authority, and published on the national business registration portal. (In cases where the corporation is engaged in industries with conditional investment and business activities, it must meet the required conditions under the Investment Law and relevant specialized laws).

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

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

1. The charter capital of the corporation is 156,399,760,000 VND (One hundred fifty-six billion three hundred ninety-nine million seven hundred sixty thousand VND).

The total charter capital of the corporation is divided into 15,639,976 shares, each with a nominal value of 10,000 VND per share.

Capital structure at the time of establishment:

- The Vietnam National Textile & Garment Group holds 53.67% of the charter capital.
- Shares sold at a discount to employees of the corporation account for 26.98% of the charter capital.
- Shares sold to external entities account for 19.35% of the charter capital.

2. The corporation may change its charter capital with approval from the General Meeting of Shareholders and in compliance with the relevant laws.

3. The shares of the corporation at the time of adopting this Charter are common shares. The rights and obligations of shareholders holding each type of share are regulated in Articles 12 and 13 of this Charter.

4. The corporation may issue other preferential shares after approval from the General Meeting of Shareholders and in accordance with the law.



5. Common shares must be offered first to existing shareholders in proportion to their current shareholding in the corporation, except in cases where the General Meeting of Shareholders decides otherwise. ~~Any shares not subscribed to by existing shareholders will be allocated by the Board of Directors of the corporation. The Board of Directors can distribute these shares to shareholders or other parties under conditions that are not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.~~

6. The corporation may buy back shares that it has issued through the methods prescribed in this Charter and in accordance with applicable laws. Shares repurchased by the corporation will be treasury shares, and the Board of Directors may offer them for sale following the procedures outlined in this Charter and in accordance with current laws.

7. The corporation may issue other types of securities upon approval from the General Meeting of Shareholders and in accordance with applicable laws.

#### **Article 7. Share certificate**

1. Shareholders of the corporation will be issued share certificates corresponding to the number and type of shares they hold.

2. Shares are securities that confirm the legal rights and interests of the holder in a portion of the corporation's capital. Share certificates must contain all required information as stipulated in Clause 1, Article 121 of the Enterprise Law.

3. Within seven (07) days from the date of submitting complete documents for transferring share ownership according to the corporation's regulations, or within seven (07) days from the date of full payment for the shares as stipulated in the corporation's share issuance plan (or other deadlines specified in the issuance conditions), the shareholder will be issued a share certificate. Shareholders will not be required to pay the corporation for the printing of the share certificate.

4. In the event that a share certificate is lost, damaged, or destroyed in another form, the shareholder can request the corporation to issue a replacement certificate. The shareholder's request must include the following details:

- a) Information about the lost, damaged, or destroyed share certificate;
- b) A commitment to take responsibility for any disputes arising from the issuance of a new share certificate.

5. The Corporation's shareholder register is kept at the Vietnam Securities Depository and Clearing Corporation (VSDC) and is maintained and updated by VSDC with information of shareholders whose shares are registered with VSDC.

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

Bonds or other securities certificates of the corporation (excluding offering letters, temporary certificates, and similar documents) will be issued with the signature of the legal representative and the seal of the corporation.

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

1. All shares may be freely transferred, unless otherwise provided by this Charter or the law. Shares listed and registered for trading on the Stock Exchange may be



transferred in accordance with securities laws and the stock market regulations.

2. Shares that have not been fully paid for cannot be transferred and will not carry rights such as the right to receive dividends, the right to receive shares issued for capital increase from equity, the right to purchase new shares being offered, and other rights as provided by law.

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

### **Article 10. Organizational structure, governance, and control**

The organizational structure for management, governance, and control of the corporation (according to model a, Clause 1, Article 137 of the Enterprise Law) includes:

1. General Meeting of Shareholders.
2. Board of Directors.
3. Board of Supervisors.
4. General Director.

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

### **Article 11. Rights of Shareholders**

1. Common shareholders have the following rights:

a) Attend and speak at the General Meeting of Shareholders and exercise their voting rights directly or through a proxy, or vote remotely or through other forms as regulated by law. Each common share carries one vote;

b) Receive dividends as decided by the General Meeting of Shareholders;

c) Have priority to purchase new shares in proportion to their existing ownership in the corporation;

d) Freely transfer their shares to others, unless otherwise stipulated in Clause 3, Article 120, Clause 1, Article 127 of the Enterprise Law and other related laws;

e) Review, search, and extract information about the names and contact addresses of the voting shareholders; request corrections for inaccurate information;

f) Review, search, extract, or photocopy the corporation's Charter, meeting minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

g) In the event of the dissolution or bankruptcy of the corporation, receive a portion of the remaining assets corresponding to their shareholding after the corporation settles debts with creditors and other shareholders of different types of shares according to the law;

h) Request the corporation to repurchase shares in the cases stipulated in Article 132 of the Enterprise Law;

i) Be treated equally. Each share of the same type entitles shareholders to equal rights, obligations, and benefits. In the case of preferential shares, the rights and obligations associated with those shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;



j) Access full periodic information and ad hoc information published by the corporation as required by law;

k) Protect their legitimate rights and interests; request the suspension or annulment of resolutions or decisions by the General Meeting of Shareholders or the Board of Directors according to the provisions of the Enterprise Law;

l) Other rights as stipulated by law and this Charter.

2. Shareholders or groups of shareholders holding 5% 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, extract minutes and resolutions of the Board of Directors, semi-annual and annual financial statements, reports from the Board of Supervisors, contracts, transactions subject to Board of Directors approval, and other documents, except those related to trade secrets and business confidentiality of the corporation;

c) Request the Board of Supervisors to inspect specific issues related to the management and operation of the corporation when deemed necessary. Requests must be in writing and include the following details: name, contact address, nationality, and legal documents for individual shareholders; name, enterprise code or legal documents, and registered office for organizational shareholders; the number of shares and the date of registration for each shareholder, the total number of shares held by the group, and the ownership ratio in the corporation; the issue to be inspected and its purpose;

d) Propose issues to be added to the agenda of the General Meeting of Shareholders. Proposals must be in writing and submitted to the corporation no later than three (03) working days before the opening of the meeting. Proposals must specify the shareholder's name, the number of each type of share they hold, and the issues proposed for the agenda;

e) Other rights as stipulated by law and this Charter.

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

a) Common shareholders forming a group to nominate individuals to the Board of Directors and the Board of Supervisors must notify other shareholders of their meeting before the General Meeting of Shareholders opens;

b) Based on the number of members on the Board of Directors and the Board of Supervisors, shareholders or shareholder groups in this section have the right to nominate one or more candidates to the Board of Directors and the Board of Supervisors as determined by the General Meeting of Shareholders. If the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate, the remaining candidates will be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.



## **Article 12. Obligations of Shareholders**

Common shareholders have the following obligations:

1. Pay in full and on time for the shares they have committed to purchase.
2. Not withdraw their invested capital in the form of common shares from the corporation, except when the corporation or another entity repurchases the shares. If a shareholder withdraws part or all of their contributed capital in violation of this provision, they and related parties within the corporation will jointly be responsible for the corporation's debts and other obligations within the value of the withdrawn shares and any resulting damages.
3. Comply with the corporation's Charter and internal management regulations.
4. Abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Keep confidential information provided by the corporation according to the provisions of the corporation's Charter and laws; only use the information to exercise and protect their legitimate rights and interests; refrain from distributing, copying, or sending the corporation's information to other organizations or individuals.
6. Attend General Meeting of Shareholders and exercise voting rights through the following forms:
  - a) Attend and vote directly at the meeting;
  - b) Authorize another individual or organization to attend and vote at the meeting;
  - c) Attend and vote via online meetings, electronic voting, or other electronic methods;
  - d) Submit voting ballots to the meeting via mail, fax, or email;
  - e) Submit voting ballots through other methods as stipulated by law.
7. Be personally responsible when acting on behalf of the corporation in any of the following acts:
  - a) Violating the law;
  - b) Conducting business and other transactions for personal gain or for the benefit of other organizations or individuals;
  - c) Paying debts that are not due, risking the corporation's financial position;
  - d) Other acts that cause damage to the corporation;
8. To provide the Corporation with complete and accurate information on its beneficial owners in accordance with the law within five (05) working days from the date of becoming a beneficial owner or from the date of any change in information relating to the beneficial owner of the Corporation;
9. Fulfill other obligations as stipulated by current laws.

## **Article 13. General Meeting of Shareholders**

1. The General Meeting of Shareholders includes all shareholders with voting rights and is the highest decision-making body of the corporation. The General Meeting of Shareholders meets annually once a year, within four (04) months from the end of the fiscal year. The Board of Directors may extend the annual General Meeting



of Shareholders when necessary, but no later than six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold an extraordinary meeting. The location of the General Meeting of Shareholders is determined as the place where the Chairperson attends and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate location. The annual General Meeting of Shareholders decides on issues as prescribed by law and the corporation's Charter, especially approving the audited annual financial report. In case the audited financial report of the corporation contains material exceptions, conflicting opinions, or a refusal, the corporation must invite a representative of the approved auditing organization to attend the General Meeting of Shareholders. The representative of the approved auditing organization is responsible for attending the General Meeting of Shareholders.

3. The Board of Directors must convene an exceptional General Meeting of Shareholders in the following cases:

a) The Board of Directors considers it necessary for the benefit of the corporation;

b) The number of remaining members of the Board of Directors or Board of Supervisors is fewer than the minimum required by law;

c) At the request of shareholders or groups of shareholders specified in Clause 2, Article 11 of this Charter. The request to convene the General Meeting of Shareholders must be in writing, specifying the reasons and purpose of the meeting, with signatures from the relevant shareholders or with multiple copies signed by the relevant shareholders;

d) At the request of the Board of Supervisors;

e) Other cases as stipulated by law and this Charter.

4. Convening the exceptional General Meeting of Shareholders:

a) The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date the number of members of the Board of Directors, independent members of the Board of Directors, or members of the Board of Supervisors remaining as required in item b, Clause 3 of this Article, or upon receiving a request as specified in items c and d, Clause 3 of this Article;

b) If the Board of Directors fails to convene the General Meeting of Shareholders as stipulated in item a, Clause 4 of this Article, the Board of Supervisors must replace the Board of Directors to convene the meeting within the next 30 days according to Clause 3, Article 140 of the Enterprise Law;

c) If the Board of Supervisors fails to convene the General Meeting of Shareholders as stipulated in item b, Clause 4 of this Article, the shareholders or groups of shareholders as specified in item c, Clause 3 of this Article have the right to request a representative of the corporation to convene the meeting according to the provisions of the Enterprise Law. In this case, the shareholders or groups of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening, conducting the



meeting, and making decisions of the General Meeting of Shareholders. All costs for convening and conducting the meeting will be reimbursed by the corporation. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel costs.

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

#### **Article 14. Rights and obligations of the General Meeting of Shareholders**

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

- a) Approve the development direction of the corporation;
- b) Decide the type and total number of shares of each type to be offered; decide the annual dividend rate for each type of share;
- c) Elect, dismiss, and remove members of the Board of Directors and members of the Board of Supervisors;
- d) Decide on investments or the sale of assets valued at 35% or more of the total assets as recorded in the most recent financial report of the corporation;
- e) Amend or supplement the corporation's Charter;
- f) Approve the annual financial report;
- g) Decide to repurchase more than 10% of the total shares sold of each type;
- h) Review and handle violations by members of the Board of Directors or Board of Supervisors that cause damage to the corporation and its shareholders;
- i) Decide to reorganize or dissolve the corporation;
- j) Decide on the budget or the total salary, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- k) Approve the internal governance regulations; approve the working regulations of the Board of Directors and the Board of Supervisors;
- l) Approve the list of the approved auditing firms; decide which auditing firm will carry out the corporation's audits and dismiss an approved auditor if necessary;
- m) Other rights and obligations as prescribed by law.

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

- a) The corporation's annual business plan;
- b) The annual audited financial report;
- c) The Board of Directors' report on governance and the activities of the Board of Directors and each of its members;
- d) The Board of Supervisors's report on the corporation's business results and the activities of the Board of Directors and the General Director;
- e) The self-assessment report on the activities of the Board of Supervisors and its members;
- f) The dividend rate for each type of share;



- g) The number of members of the Board of Directors and Board of Supervisors;
- h) Election, dismissal, and removal of members of the Board of Directors and Board of Supervisors;
- i) Decision on the budget or total salary, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- k) Approval of the list of the approved auditing firms; decide on the auditing firm to inspect the corporation's activities if necessary;
- l) Amend or supplement the corporation's Charter;
- m) The type of share and the number of new shares to be issued for each type of share and the transfer of shares by founding members during the first 3 years since the establishment;
- n) Split, merge, consolidate, or transform the corporation;
- o) Reorganize or dissolve (liquidate) the corporation and appoint the liquidator;
- p) Decide on investments or the sale of assets valued at 35% or more of the total assets as recorded in the most recent financial report of the corporation;
- q) Decide to repurchase more than 10% of the total shares sold of each type;
- r) The corporation signing contracts or transactions with entities as stipulated in Clause 1, Article 167 of the Enterprise Law, valued at or above 35% of the total assets of the corporation as recorded in the most recent financial report;
- s) Approve transactions as stipulated in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain provisions of the Securities Law;
- t) Approve the internal governance regulations of the corporation, the operating regulations of the Board of Directors, and the operating regulations of the Board of Supervisors;
- u) Other issues as prescribed by law and this Charter.

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

#### **Article 15. Authorization to attend the General Meeting of Shareholders**

1. Shareholders, or authorized representatives of shareholder organizations, may attend the General Meeting of Shareholders directly or may authorize one or more individuals or organizations to attend the meeting, or attend the meeting through one of the forms specified in Clause 3, Article 144 of the Enterprise Law.

2. The authorization of an individual or organization to attend the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be made in writing. The authorization document must comply with civil law regulations and must specify the shareholder's name, the name of the authorized individual or organization, the number of shares authorized, the content and scope of the authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized representative.



The authorized person attending the General Meeting of Shareholders must submit the authorization document when registering to attend. If there is a re-authorization, the attendee must also present the initial authorization document of the shareholder or the shareholder representative organization (if it has not been previously registered with the corporation).

If more than one authorized representative is appointed to attend the General Meeting of Shareholders, the number of shares and voting rights of each authorized representative must be clearly specified and follow these regulations:

Shareholders owning less than 10% of the total common shares may authorize one (1) person; Shareholders owning from 10% to less than 20% of the total common shares may authorize a maximum of two (2) persons; Shareholders owning from 20% to less than 30% of the total common shares may authorize a maximum of three (3) persons; Shareholders owning from 30% to less than 40% of the total common shares may authorize a maximum of four (4) persons; Shareholders owning from 40% to 50% of the total common shares may authorize a maximum of five (5) persons; Shareholders owning more than 50% of the total common shares may authorize a maximum of six (6) persons to attend the General Meeting of Shareholders.

3. The voting rights of an authorized representative attending the meeting within the scope of their authorization will remain valid in the following cases, except for the following:

- a) The shareholder who gave the authorization has died, or their legal capacity is restricted or lost;
- b) The shareholder who gave the authorization has revoked the authorization;
- c) The shareholder who gave the authorization has revoked the authority of the representative.

This clause does not apply if the corporation receives notice of any of the events mentioned above before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 16. Changes in rights**

1. Any change or cancellation of special rights attached to a class of preferred shares shall take effect when approved by shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the meeting in favor. A resolution of the General Meeting of Shareholders on matters that adversely affect the rights and obligations of holders of preferred shares shall only be passed if it is approved by shareholders holding at least 75% of the total number of such preferred shares attending and voting at the meeting in favor, or by shareholders holding at least 75% of the total number of such preferred shares voting in favor in case the resolution is adopted in the form of written consultation.

2. The meeting of shareholders holding a specific class of preferred shares to approve changes to their rights will be valid only if at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the total par value of the issued shares of that class are present. If the required number of representatives is not met, the meeting will be reconvened within thirty (30) days, and the shareholders holding that class of shares (regardless of the number of persons and



shares) who are present either directly or through authorized representatives will be considered sufficient for quorum. At such meetings, shareholders holding that class of ~~shares present directly or through representatives may request a secret ballot.~~ Each share of the same type will have equal voting rights at these meetings.

3. The procedure for conducting such separate meetings shall follow the provisions in Articles 18, 19, and 20 of this Charter.

4. Unless otherwise stipulated in the share issuance terms, the special rights associated with the classes of preferred shares regarding certain or all matters related to the distribution of profits or assets of the corporation will not be altered when the corporation issues additional shares of the same class.

#### **Article 17. Convening, agenda, and notice of the General Meeting of Shareholders**

1. The Board of Directors shall convene the Annual and Extraordinary General Meeting of Shareholders. The Board of Directors shall convene the Extraordinary General Meeting of Shareholders in cases as specified in Clause 3, Article 13 of this Charter.

2. The convener of the General Meeting of Shareholders must perform the following tasks:

a) Prepare a list of shareholders eligible to attend and vote at the General Assembly. The list of shareholders eligible to attend the General Assembly must be prepared no later than ten (10) days before the notice of the meeting is sent out. The corporation must announce information about the preparation of the list of shareholders entitled to attend the General Assembly at least twenty (20) days before the final registration date;

b) Prepare the agenda and content of the meeting;

c) Prepare materials for the meeting;

d) Draft the resolutions of the General Meeting of Shareholders based on the proposed agenda;

e) Determine the time and venue for the meeting;

f) Notify and send the invitation to attend the General Assembly to all shareholders entitled to attend;

g) Other tasks to serve the meeting.

3. The notice of the General Assembly must be sent to all shareholders in a manner that ensures delivery to the shareholder's contact address. The notice must also be posted on the corporation's website and on the website of the State Securities Commission and the Stock Exchange where the corporation's shares are listed or registered for trading. The convener of the General Assembly must send the notice to all shareholders on the list of eligible attendees no later than twenty-one (21) days before the meeting date (from the date the notice is sent or validly dispatched). The agenda of the General Assembly, along with related documents on the matters to be voted on, must be sent to shareholders or posted on the corporation's website. In case the documents are not sent with the meeting notice, the notice must provide a link to



access the full meeting materials, including:

- a) The agenda of the meeting and materials to be used during the meeting;
- b) The list and detailed information of candidates in case of electing members of the Board of Directors or the Board of Supervisors;
- c) Voting ballots;
- d) The proxy form for representatives attending the meeting;
- e) Draft resolutions on each item of the agenda.

4. Shareholders or groups of shareholders as defined in Clause 2, Article 11 of this Charter have the right to propose matters to be included in the agenda of the General Assembly. The proposal must be in writing and sent to the corporation no later than three (03) business days before the meeting date. The proposal must specify the name of the shareholder, the number of shares of each type owned by the shareholder, and the matter being proposed for inclusion in the agenda.

5. The convener of the General Assembly has the right to reject proposals as stipulated in Clause 4 of this Article if any of the following conditions are met:

- a) The proposal is submitted incorrectly as per the regulations in Clause 4 of this Article;
- b) At the time of submission, the shareholder or group of shareholders does not hold at least 5% of common shares as specified in Clause 2, Article 11 of this Charter;
- c) The proposed matter is beyond the authority of the General Assembly;
- d) Other cases as specified by law and this Charter.

6. The convener of the General Assembly must accept and include proposals as stipulated in Clause 4 of this Article in the proposed agenda and meeting content, unless specified in Clause 5 of this Article. The proposal will be officially included in the agenda and content of the meeting if approved by the General Meeting of Shareholders.

#### **Article 18. Conditions for holding the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be validly held when the shareholders present represent more than 50% of the total voting shares.

2. If the first meeting does not meet the requirements for holding the meeting as specified in Clause 1 of this Article, a second notice of the meeting must be sent within thirty (30) days from the date of the intended first meeting. The second meeting shall be validly held when the shareholders present represent at least 33% of the total voting shares.

3. If the second meeting does not meet the requirements for holding the meeting as specified in Clause 2 of this Article, a third notice of the meeting must be sent within twenty (20) days from the date of the intended second meeting. The third meeting shall be held regardless of the total voting shares of the shareholders present.

#### **Article 19. Procedures for holding and voting at the General Meeting of Shareholders**

1. Before the meeting begins, the Corporation must conduct the procedure for



shareholder registration, and registration must continue until all shareholders entitled to attend the meeting have registered, following the process below:

a) During registration, the Corporation will issue a voting card for each shareholder or proxy with voting rights, indicating the registration number, the shareholder's name, the name of the proxy, and the number of votes the shareholder holds. The General Meeting of Shareholders will discuss and vote on each issue in the agenda. Voting will be conducted by agreeing, disagreeing, or abstaining. The voting cards for agreeing with the resolution will be collected first, followed by those disagreeing, and finally, the total votes will be counted to decide the outcome. The result of the vote will be announced by the Chairperson before the meeting is adjourned. The General Assembly will elect the vote counters or supervisors based on the Chairperson's proposal. The number of members in the vote-counting committee will be decided by the General Assembly based on the Chairperson's proposal.

b) Shareholders or proxies arriving after the meeting has started have the right to register and participate in voting immediately after registration. The Chairperson is not obliged to halt the meeting for late arrivals, and the validity of issues previously voted on will not be altered.

2. The election of the Chairperson, Secretary, and vote-counting committee is as follows:

a) The Chairperson of the Board of Directors will act as the Chairperson or delegate another member of the Board to be the Chairperson of the meeting. If the Chairperson is absent or temporarily unable to work, the remaining Board members will elect a Chairperson by majority vote. If no Chairperson can be elected, the Head of the Board of Supervisors will preside over the meeting and the General Assembly will elect a Chairperson from among the attendees, with the person receiving the highest number of votes becoming the Chairperson.

b) Except as stipulated in item (a), the person who signed the notice to convene the meeting will preside over the meeting and the General Assembly will elect the Chairperson, with the person receiving the highest number of votes becoming the Chairperson.

c) The Chairperson will appoint one or more individuals as the meeting's secretary.

d) The General Assembly will elect one or more members for the vote-counting committee based on the Chairperson's proposal.

3. The program and agenda of the meeting must be approved by the General Assembly at the opening session. The program should specify the time allocated for each issue on the agenda.

4. The Chairperson has the authority to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda and reflecting the will of the majority of the attendees:

a) Arranging seating at the meeting venue;



b) Ensuring safety for all participants;

c) Facilitating shareholders' attendance (or continued attendance) at the meeting.

The person convening the meeting has full authority to change the above measures and implement any necessary actions. These measures may include issuing entry passes or using other selection methods.

5. The General Assembly will discuss and vote on each issue on the agenda. Voting will be conducted by agreeing, disagreeing, or abstaining. The result of the vote will be announced by the Chairperson before the meeting is adjourned.

6. Shareholders or proxies arriving after the meeting has started may register and participate in voting immediately after registration. In this case, the validity of previously voted issues will not change.

7. The person convening or the Chairperson has the following rights: a) To require all attendees to undergo checks or other legal, reasonable security measures; b) To request authorities to maintain order during the meeting, expelling those who do not comply with the Chairperson's authority, intentionally disrupt the order, obstruct the smooth progress of the meeting, or refuse to comply with security checks.

8. The Chairperson may postpone the meeting if the required number of registered participants has been met, but not for more than three (03) working days from the planned start date. The meeting can only be postponed or the venue changed in the following cases:

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

b) Communication facilities at the venue are insufficient for shareholders to participate in discussions and voting; c) Attendees disrupt the meeting, potentially preventing it from being held fairly and legally.

9. If the Chairperson postpones or suspends the meeting in violation of Clause 8, the General Assembly will elect a new Chairperson from among the attendees to manage the meeting until it concludes. All resolutions passed during that meeting will be legally effective.

10. The meeting of the General Assembly can be conducted in an online format or a combination of online and in-person attendance, or by gathering shareholder opinions in writing to pass resolutions. The conditions, authority, and procedural steps for holding an online or hybrid meeting are specified in the Corporation's internal governance regulations.

## **Article 20. Conditions for the adoption of resolutions by the General Meeting of Shareholders**

1. Resolutions on the following issues shall be adopted if they are approved by shareholders representing at least 65% of the total voting shares of all shareholders attending and voting at the meeting in favor, unless specified in clauses 3, 4, and 5 of this Article:

a) The types of shares and the total number of shares for each type;

b) Changes to the business sector, field, or industry;



- c) Changes to the organizational structure of the Corporation;
- d) Investment projects or the sale of assets worth 35% or more of the total assets as recorded in the Corporation's most recent financial report;
- e) The restructuring or dissolution of the Corporation;
- f) Other matters as specified in the Corporation's charter.

2. Resolutions shall be adopted if approved by shareholders representing more than 50% of the total voting shares of all shareholders attending and voting at the meeting, unless specified in clauses 1, 3, 4, and 5 of this Article.

3. Voting for the election of members of the Board of Directors and the Board of Supervisors must be conducted using cumulative voting, where each shareholder's total votes correspond to the total number of shares they hold multiplied by the number of members to be elected to the Board of Directors or Board of Supervisors. Shareholders may allocate all or part of their votes to one or more candidates. The elected members of the Board of Directors or Board of Supervisors will be determined based on the highest number of votes, starting from the candidate with the most votes until the required number of members as specified in the Corporation's charter. In case two or more candidates receive an equal number of votes for the last position on the Board of Directors or Board of Supervisors, a re-election will be conducted among the candidates with equal votes, or a selection will be made according to the criteria specified in the election rules or the Corporation's charter.

4. If a resolution is passed via written consent, the resolution of the General Meeting of Shareholders shall be adopted if approved by shareholders representing more than 50% of the total voting shares of all shareholders entitled to vote.

5. Resolutions of the General Meeting of Shareholders on issues that adversely affect the rights and obligations of shareholders holding preferential shares shall only be adopted if approved by shareholders holding at least 75% of the total preferential shares of that type attending and voting at the meeting, or by shareholders holding at least 75% of the total preferential shares of that type voting in favor in the case of a written consent process.

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

#### **Article 21. Authority and procedure for obtaining Shareholders' opinions in writing for passing resolutions of the General Meeting of Shareholders**

1. The Board of Directors has the authority to obtain shareholders' opinions in writing to pass a resolution of the General Meeting of Shareholders when it deems necessary for the benefit of the Corporation, except in the following cases:

- a) Amendments or supplements to the Corporation's charter;
- b) Strategic development directions for the Corporation;
- c) Types of shares and the total number of shares for each type;



d) Election, dismissal, or removal of members of the Board of Directors and Board of Supervisors;

e) Decisions on investments or the sale of assets worth 35% or more of the total assets as recorded in the Corporation's most recent financial report;

f) Approval of the annual financial statements;

g) Restructuring or dissolution of the company.

2. The Board of Directors must prepare the opinion solicitation form, the draft resolution of the General Meeting of Shareholders, explanatory documents for the draft resolution, and send them to all shareholders entitled to vote at least ten (10) days before the deadline for submitting the opinion solicitation form. The request and method of sending the opinion solicitation form and accompanying documents must comply with the regulations in Clause 3, Article 17 of this Charter.

3. The opinion solicitation form must include the following essential information:

a) Name, head office address, business registration number;

b) The purpose of the opinion solicitation;

c) Name, contact address, nationality, and legal document number for individual shareholders; or for organizational shareholders, the company name, business registration number or legal document number, and address of the head office, or the name, contact address, nationality, and legal document number of the representative of the organizational shareholder; the number of shares for each type and the number of voting rights of the shareholder;

d) The issue(s) for which the opinion is being solicited to pass the resolution;

e) Voting options, including approval, disapproval, and abstention for each issue;

f) Deadline for returning completed opinion forms to the Corporation;

g) The name and signature of the Chairperson of the Board of Directors.

4. Shareholders may send the completed opinion solicitation form to the Corporation by mail, fax, or email as follows:

a) In the case of mail, the opinion solicitation form must be signed by the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. The form must be sealed in an envelope, and no one may open it before the vote counting;

b) In the case of fax or email, the opinion solicitation form must remain confidential until the vote counting;

c) Any opinion solicitation forms received after the specified deadline or those that have been opened (in the case of mail) or disclosed (in the case of fax or email) are invalid. Opinion solicitation forms that are not submitted will be considered as abstentions.

5. The Board of Directors shall count the votes and prepare the vote counting minutes under the supervision of the Board of Supervisors or shareholders not holding



management positions in the Corporation. The vote counting minutes must include the following key details:

- a) Name, head office address, business registration number;
- b) The purpose and issues for which opinions are solicited to pass the resolution;
- c) The number of shareholders who participated in voting, with a breakdown of valid and invalid votes and the method of sending the votes, along with an appendix listing the shareholders who participated in the vote;
- d) The total number of votes for, against, and abstentions for each issue;
- e) The issues that were passed and the corresponding approval percentage;
- f) The name, signature of the Chairperson of the Board of Directors, the vote counters, and the supervisors of the vote counting. The members of the Board of Directors, the vote counters, and the supervisors of the vote counting must bear joint responsibility for the accuracy and integrity of the vote counting minutes and for any damages arising from resolutions passed due to inaccurate or dishonest vote counting.

6. The vote counting minutes and the adopted resolution must be sent to shareholders within fifteen (15) days from the completion of the vote counting. The minutes and resolution may also be posted on the Corporation's website within twenty-four (24) hours from the completion of the vote counting.

7. The completed opinion solicitation forms, vote counting minutes, adopted resolutions, and related documents sent along with the opinion solicitation forms must be kept at the Corporation's headquarters.

8. A resolution passed by obtaining shareholders' opinions in writing shall be valid if it is approved by shareholders representing more than 50% of the total voting shares of all shareholders entitled to vote and shall have the same effect as a resolution passed at the General Meeting of Shareholders.

## **Article 22. Resolutions and meeting minutes of the General Meeting of Shareholders**

1. A meeting of the General Meeting of Shareholders must be recorded in minutes and may be recorded audibly or stored in another electronic form. The minutes must be prepared in Vietnamese, and may also be prepared in a foreign language, and must contain the following key information:

- a) Name, head office address, business registration number;
- b) Time and location of the General Meeting of Shareholders;
- c) Meeting agenda and content of the meeting;
- d) Names of the Chairperson and the Secretary;
- e) A summary of the meeting proceedings and the opinions expressed at the General Meeting of Shareholders regarding each issue in the agenda;
- f) The number of shareholders and the total number of voting shares of the shareholders present, with an appendix listing the registered shareholders, their



representatives, the number of shares, and the corresponding number of votes;

g) The total number of votes for each issue being voted on, specifying the voting method, the total number of valid and invalid votes, as well as the votes in favor, against, and abstentions; corresponding percentages of the total votes cast by shareholders attending the meeting;

h) The issues that were passed and the corresponding percentage of approval votes;

i) Names and signatures of the Chairperson and the Secretary. If the Chairperson or the Secretary refuses to sign the minutes, the minutes will still be valid if signed by all other members of the Board of Directors who attended the meeting, and if the content complies with the regulations in this clause. The minutes must specify the refusal of the Chairperson or Secretary to sign.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The Chairperson, the Secretary, or any other person signing the minutes will be jointly responsible for the accuracy and truthfulness of the contents of the minutes.

3. The minutes, whether in Vietnamese or a foreign language, have equal legal validity. In case of any discrepancies between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

4. The resolutions, minutes of the General Meeting of Shareholders, the list of registered shareholders with their signatures, the authorization documents for attending the meeting, any attached documents (if any), and related documents must be publicly disclosed according to the regulations on information disclosure in the securities market and must be stored at the Corporation's headquarters.

### **Article 23. Request for annulment of the resolution of the General Meeting of Shareholders**

Within ninety (90) days from the date of receipt of the resolution or the minutes of the General Meeting of Shareholders, or the minutes of the vote-counting results of the General Meeting of Shareholders' written consultation, shareholders or groups of shareholders as stipulated in Clause 2, Article 11 of this Charter shall have the right to request a Court or Arbitration body to review and annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and adopting the resolution of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except as provided in Clause 6, Article 20 of this Charter.

2. The contents of the resolution violate the law or this Charter.

## **VII. BOARD OF DIRECTORS**

### **Article 24. Nomination and candidacy of members of the Board of Directors**

1. If the candidates for the Board of Directors have been identified, the Corporation must publicly disclose relevant information about the candidates at least



ten (10) days before the opening of the General Meeting of Shareholders on the Corporation's official website so that shareholders can review the candidates before voting. ~~The candidates for the Board of Directors must provide a written commitment~~ about the truthfulness and accuracy of the disclosed personal information and commit to performing their duties honestly, carefully, and for the best interest of the Corporation if elected as a Board member. The information about candidates for the Board of Directors to be disclosed includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work history;
- d) Other managerial positions (including Board positions in other companies);
- e) Benefits related to the Corporation and its related parties;
- f) Other information (if any) as stipulated in the Corporation's charter;

g) Public companies must disclose information about other companies where the candidate holds Board positions, other managerial positions, and any interests related to the Corporation (if applicable).

2. Shareholders or groups of ordinary shareholders have the right to combine their voting rights to nominate candidates for the Board of Directors as follows: Shareholders or shareholder groups owning from 10% to less than 20% of the total voting shares can nominate one (01) candidate; from 20% to less than 30% of the total voting shares can nominate up to two (02) candidates; from 30% to less than 40% of the total voting shares can nominate up to three (03) candidates; from 40% to less than 50% of the total voting shares can nominate up to four (04) candidates; from 50% to less than 60% of the total voting shares can nominate up to five (05) candidates; from 60% to less than 70% of the total voting shares can nominate up to six (06) candidates; from 70% to less than 80% of the total voting shares can nominate up to seven (07) candidates; from 80% to less than 90% of the total voting shares can nominate up to eight (08) candidates; and from 90% or more of the total voting shares can nominate up to nine (09) candidates.

3. If the number of candidates for the Board of Directors through nominations and elections still does not meet the required number as stipulated in Clause 1 of Article 25 of this Charter, the current Board of Directors must introduce additional candidates or organize further nominations as regulated by the Corporation's charter, internal governance regulations, and the Board of Directors' operational regulations. The introduction of additional candidates by the current Board of Directors must be clearly disclosed before the General Assembly votes to elect the members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must meet the standards and conditions specified in Clause 1 and Clause 2 of Article 155 of the Enterprise Law and may concurrently serve as a member of the Board of Directors or the Members' Council in no more than five (05) other companies.



## **Article 25. Composition and term of members of the Board of Directors**

1. The Board of Directors of the Corporation shall consist of a minimum of five (05) members and a maximum of nine (09) members. The specific number of members for each term shall be decided by the General Meeting of Shareholders.

2. The term of a Board member shall not exceed five (05) years and may be re-elected for an unlimited number of terms. However, an individual can only be elected as an independent Board member for a maximum of two consecutive terms. If all Board members' terms end simultaneously, those members shall continue as Board members until new members are elected to replace them and take over the work.

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

a) At least one (01) non-executive member in case the Corporation has five (05) members of the Board of Directors;

b) At least two (02) non-executive members in case the Corporation has from six (06) to eight (08) members of the Board of Directors;

c) At least three (03) non-executive members in case the Corporation has nine (09) members of the Board of Directors;

d) The Corporation shall minimize the number of members of the Board of Directors concurrently holding executive positions within the Corporation to ensure the independence of the Board of Directors.

4. A Board member shall cease to be a Board member in the following cases:

a) The member no longer meets the qualifications to be a Board member as stipulated by the Enterprise Law, this Charter, or is legally prohibited from being a Board member;

b) The member submits a written resignation to the Corporation's headquarters, and it is accepted;

c) The member does not participate in Board activities for six (06) consecutive months without approval from the Board, and the Board decides that their position is vacant, except in cases of force majeure;

d) The Board member's civil capacity is restricted, or they lose their civil capacity, or there are difficulties in their ability to comprehend or control their actions, and other Board members have professional evidence to prove this;

e) The member is dismissed according to a resolution of the General Meeting of Shareholders;

f) The member provides false personal information when submitting their candidacy for the Board of Directors; g) Other cases as stipulated by law.

5. The appointment of Board members must be publicly disclosed according to the regulations on information disclosure in the securities market.

6. Board members are not required to be shareholders of the Corporation.



## **Article 26. Rights and duties of the Board of Directors**

1. The Board of Directors is the management body of the Corporation, with full authority to act on behalf of the Corporation to make decisions, exercise the Corporation's rights, and fulfill its obligations, except for those rights and duties that fall under the authority of the General Meeting of Shareholders.

2. The rights and duties of the Board of Directors are defined by law, the Corporation's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and duties:

a) Deciding on the strategy, medium-term development plan, and annual business plan of the Corporation;

b) Proposing the type of shares and the total number of shares of each type that can be offered for sale;

c) Deciding on the sale of unsold shares within the limit of shares authorized for sale of each type; deciding on other forms of capital raising;

d) Deciding on the sale price of the Corporation's shares and bonds;

e) Deciding on the buyback of no more than 10% of the total number of shares of each type sold within 12 months. In other cases, the buyback of shares is decided by the General Meeting of Shareholders; deciding on the buyback price. For common shares, the buyback price shall not exceed the market price at the time of buyback;

f) Deciding on investment plans and projects within its competence and according to legal limits;

g) Deciding on market development strategies, marketing, and technology solutions;

h) Approving contracts for purchasing, selling, borrowing, lending, and other contracts or transactions with a value equal to or greater than 35% of the total asset value as recorded in the latest financial report of the Corporation, except for contracts or transactions that fall under the General Meeting of Shareholders' authority as stipulated in point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Enterprise Law.

Approving contracts and transactions between the Corporation and the following related parties:

- Shareholders, representatives of shareholders who own more than 10% of the common shares of the Corporation, and their related parties;

- Members of the Board of Directors, the General Director, and their related parties;

- Enterprises in which members of the Board of Directors, Board of Supervisors, General Director, and other managers of the Corporation hold positions (must disclose the related interests according to the Enterprise Law).

i) Electing, dismissing, or removing the Chairperson of the Board of Directors; appointing, dismissing, signing contracts with, and terminating contracts with the



General Director and other key managers as specified in the Corporation's Charter; deciding on their salaries, allowances, bonuses, and other benefits; appointing ~~authorized representatives to attend the Board or General Meeting of Shareholders in~~ other companies, deciding on their remuneration and other benefits;

k) Supervising and directing the General Director and other managers in the daily operation of the Corporation;

l) Deciding on the Corporation's organizational structure, internal management regulations, establishing subsidiaries, branches, representative offices, and investing in or acquiring shares of other enterprises;

m) Reviewing the program and materials for the General Meeting of Shareholders, convening the meeting of the General Meeting of Shareholders, or taking a vote to approve resolutions;

n) Presenting the audited annual financial report to the General Meeting of Shareholders;

o) Proposing the annual dividend level and deciding on the interim dividend; deciding on the time and procedure for dividend payments or handling losses incurred during business operations;

p) Proposing the restructuring or dissolution of the Corporation; requesting the Corporation's bankruptcy;

q) Deciding on the issuance of the Board's operational regulations, internal governance regulations after being approved by the General Meeting of Shareholders; deciding on the issuance of information disclosure regulations for the Corporation;

r) Other rights and duties as stipulated by the Enterprise Law, the Securities Law, other legal regulations, and the Corporation's Charter.

3. The Board of Directors must report the results of its activities to the General Meeting of Shareholders in accordance with the provisions of Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, which provides detailed guidelines for implementing certain provisions of the Securities Law.

#### **Article 27. Remuneration, bonuses, and other benefits of members of the Board of Directors**

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

2. Members of the Board of Directors are entitled to remuneration for their work and bonuses.

Remuneration for work is calculated based on the number of working days required to complete the member's duties and the daily remuneration rate. The Board of Directors estimates the remuneration for each member based on mutual agreement. The total remuneration and bonuses of the Board of Directors are determined by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors is included in the



Corporation's business expenses as stipulated by corporate income tax law, and it must be presented as a separate item in the Corporation's annual financial report. The General Meeting of Shareholders must be informed of this at the annual meeting.

4. A member of the Board of Directors holding an executive position or working in the subcommittees of the Board, or performing other tasks outside the regular duties of a Board member, may receive additional remuneration in the form of a lump sum, salary, commission, profit-sharing, or another form as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to have all travel, accommodation, meals, and other reasonable expenses reimbursed, which they incur while fulfilling their responsibilities as Board members, including expenses incurred attending meetings of the General Meeting of Shareholders, the Board of Directors, or Board subcommittees.

6. Members of the Board of Directors may be provided with liability insurance by the Corporation, with the approval of the General Meeting of Shareholders. This insurance does not cover liabilities arising from violations of the law or the Corporation's Charter.

#### **Article 28. Chairperson of the Board of Directors**

1. The Chairperson of the Board of Directors is elected, dismissed, and removed by the Board of Directors from among its members.

2. The Chairperson of the Board of Directors cannot concurrently hold the position of General Director.

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

- a) Develop the program and work plan for the Board of Directors;
- b) Prepare the agenda, content, and materials for meetings; convene, preside over, and chair Board meetings;
- c) Organize the adoption of resolutions and decisions of the Board of Directors;
- d) Supervise the implementation of the resolutions and decisions of the Board of Directors;
- e) Chair the meetings of the General Meeting of Shareholders;
- f) Other rights and obligations as prescribed by the Law on Enterprises and the Corporation's Charter.

4. In case the Chairperson 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 ten (10) days from the date of receiving the resignation letter or the decision on dismissal or removal.

5. In the case where the Chairperson of the Board of Directors is absent or unable to perform their duties, they must delegate their rights and obligations in writing to another member according to the principles outlined in the Corporation's Charter. If



no one is authorized, or if the Chairperson of the Board of Directors passes away, goes missing, is temporarily detained, serving a prison sentence, undergoing administrative measures in a compulsory rehabilitation facility or a compulsory educational facility, escapes from residence, has their civil capacity restricted or lost, experiences difficulty in perception or control of actions, or is banned from holding a position or performing certain jobs by a court, the remaining members shall elect a new Chairperson from among themselves based on the majority consent of the remaining members until a new decision is made by the Board of Directors.

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

1. The Chairperson of the Board of Directors is elected during the first meeting of the Board of Directors within seven (07) working days from the conclusion of the Board's election. This meeting is convened and chaired by the member with the highest number of votes or the highest voting percentage. In the case of a tie in the highest votes or percentage, the members will elect one person by majority to convene the Board meeting.

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

3. The Chairperson of the Board of Directors shall convene a meeting of the Board in the following cases: a) At the request of the Board of Supervisors or an independent member of the Board of Directors; b) At the request of the General Director or at least five (05) other executives; c) At the request of at least two (02) members of the Board of Directors.

4. Requests specified in Clause 3 of this Article must be made in writing, stating the purpose, the issues to be discussed, and decisions that fall under the authority of the Board of Directors.

5. The Chairperson of the Board of Directors must convene a meeting of the Board within seven (07) working days from the date of receiving the request specified in Clause 3. If the Chairperson fails to convene the meeting, they will be held responsible for any damage to the Corporation, and the requesting party has the right to replace the Chairperson in convening the meeting.

6. The Chairperson of the Board or the person who convenes the meeting must send out the notice of the meeting at least three (03) working days before the meeting date. The notice must specify the time, location, agenda, and issues for discussion and decision. The notice must include the materials for the meeting and the voting ballots for members.

The notice can be sent by invitation letter, phone, fax, electronic means, or other methods as prescribed by the Corporation's Charter, ensuring it reaches the contact address of each Board member registered with the Corporation.

7. The Chairperson of the Board or the person convening the meeting must send the meeting notice and accompanying materials to the members of the Board of Supervisors in the same manner as to the Board members. Members of the Board of Supervisors have the right to attend Board meetings, discuss but cannot vote.



8. A meeting of the Board of Directors is valid when at least 3/4 of the total members are present. If the meeting convened as prescribed in this Clause does not meet the required quorum, it must be reconvened within seven (07) days from the intended date of the first meeting. In this case, the meeting is valid if more than half (1/2) of the Board members are present.

9. A Board member is considered to have attended and voted at the meeting in the following cases:

- a) Attending and voting in person at the meeting;
- b) Authorizing another person to attend and vote according to Clause 11 of this Article;
- c) Attending and voting through online meetings, electronic voting, or other electronic means;
- d) Sending the voting ballot to the meeting via mail, fax, or email;
- e) Sending the voting ballot by other means as prescribed in the Corporation's Charter.

10. If sending a voting ballot to the meeting by mail, the ballot must be enclosed in a sealed envelope and delivered to the Chairperson of the Board no later than 01 hour before the meeting begins. The ballot shall only be opened in the presence of all attendees.

11. Members must attend all Board meetings. A member may authorize another person to attend the meeting and vote if approved by the majority of the Board members.

12. A resolution or decision of the Board of Directors is adopted if approved by the majority of members present. In case of a tie, the final decision will be made according to the opinion of the Chairperson of the Board of Directors.

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

1. The Board of Directors may establish subcommittees to handle matters such as development policies, personnel, compensation, internal auditing, and risk management. The number of members of each subcommittee is decided by the Board, with a minimum of three (03) members, including Board members and external members. Independent Board members/non-executive Board members must make up the majority of the subcommittee, and one of these members will be appointed as the Head of the subcommittee by the Board of Directors. The operations of the subcommittee must comply with the regulations of the Board of Directors. The subcommittee's resolutions are only valid when approved by the majority of the attending members at the subcommittee's meeting.

2. The execution of decisions made by the Board of Directors or its subcommittees must be in compliance with current legal regulations and the provisions in the Corporation's Charter and internal governance rules.

#### **Article 31. Person in charge of corporate governance**

1. The Board of Directors of the Corporation must appoint at least one (01)



person in charge of corporate governance to assist in the governance of the Corporation. The person in charge of corporate governance may concurrently serve as the Corporation Secretary according to Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must not simultaneously work for an approved auditing firm conducting audits on the financial statements of the Corporation.

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

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

b) Prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders as required by the Board of Directors or the Board of Supervisors;

c) Advise on the procedures for meetings;

d) Attend meetings;

e) Advise on the procedures for the adoption of resolutions by the Board of Directors in compliance with legal regulations;

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

g) Supervise and report to the Board of Directors on the Corporation's information disclosure activities;

h) Serve as a contact point with interested parties;

i) Maintain confidentiality of information according to legal regulations and the Corporation's Charter;

k) Other rights and duties as stipulated by law and the Corporation's Charter.

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

### **Article 32. Organizational structure of the management apparatus**

The management system of the Corporation must ensure that the management apparatus is accountable to the Board of Directors and is under the supervision and direction of the Board of Directors in the daily business operations of the Corporation. The Corporation has a General Director, Deputy General Directors, Executive Director, Chief Accountant, and other managerial positions as appointed by the Board of Directors. The appointment, dismissal, or removal of these positions must be approved by a resolution or decision of the Board of Directors.

### **Article 33. Executives of the Corporation**

1. Executives of the Corporation include the General Director, Deputy General Directors, Executive Director, Chief Accountant, and other executives as defined in



the Corporation's Charter.

2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Corporation can hire additional executives with a number and qualifications suitable for the Corporation's organizational structure and management regulations set by the Board of Directors. Executives are responsible for assisting the Corporation in achieving its operational and organizational goals.

3. The General Director receives a salary and bonus, which are determined by the Board of Directors.

4. The salary of the executive is considered a business expense for the Corporation according to corporate income tax laws and must be presented as a separate item in the Corporation's annual financial report. This must also be reported at the annual General Meeting of Shareholders.

#### **Article 34. Appointment, dismissal, duties and powers of the General Director**

1. The Board of Directors appoints one (1) member of the Board of Directors or hires another person to be the General Director; a contract is signed that stipulates salary, compensation, benefits, and other relevant terms. Information on the salary, allowances, and benefits of the General Director must be reported at the Annual General Meeting of Shareholders and included in the Corporation's Annual Report.

2. The General Director is responsible for managing the daily business operations of the Corporation and is subject to supervision by the Board of Directors. The General Director is accountable to the Board of Directors and to the law for the implementation of the assigned rights and duties.

3. The term of office for the General Director is no more than five (5) years, and they can be reappointed with no limit on the number of terms. The General Director must meet the standards and conditions as stipulated by the law and the Corporation's Charter.

4. Standards for the General Director:

a) Must have full legal capacity and not be prohibited from managing an enterprise as per the Law on Enterprises;

b) Must be in good health, honest, reputable, and ethical;

c) Must have at least three (3) years of experience in business management in the key industries of the Corporation;

d) Must have business and management capabilities;

e) Must understand and comply with the law;

f) Must not be a family member (spouse, biological parent, adoptive parent, biological child, adopted child, siblings, brother-in-law, sister-in-law) of the Corporation's management, Board of Supervisors members, representatives of state capital, or other related persons in the Corporation and its parent company.

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



a) Decide on issues related to the Corporation's daily business operations that are not under the authority of the Board of Directors;

b) Implement the resolutions and decisions of the Board of Directors;

c) Organize the execution of the Corporation's business plans and investment strategies;

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

e) Appoint, dismiss, and remove managerial positions within the Corporation, except for positions within the Board of Directors' authority;

f) Decide on salaries and benefits for employees in the Corporation, including those in management positions under the General Director's authority;

g) Hire staff;

h) Propose dividend distribution or address business losses;

i) Other rights and responsibilities as per the law, the Corporation's regulations, and the resolutions or decisions of the Board of Directors.

6. The Board of Directors can dismiss the General Director when the majority of voting members of the Board of Directors agree and appoint a new General Director.

## **IX. BOARD OF SUPERVISORS**

### **Article 35. Nomination and candidacy of members of the Board of Supervisors (Supervisors)**

1. Nomination Process: Shareholders or groups of common shareholders have the right to combine their voting rights to nominate candidates for the Board of Supervisors. Specifically: Shareholders or groups owning from 10% to under 20% of the total voting shares can nominate one (01) candidate; Shareholders or groups owning from 20% to under 40% of the total voting shares can nominate up to two (02) candidates; Shareholders or groups owning from 40% to under 60% of the total voting shares can nominate three (03) candidates; Shareholders or groups owning from 60% to under 80% of the total voting shares can nominate up to four (04) candidates; Shareholders or groups owning 80% or more of the total voting shares can nominate up to five (05) candidates.

2. Additional Nominations: If the number of candidates nominated by shareholders or through self-nomination is insufficient, the incumbent Board of Supervisors may propose additional candidates or organize nominations in accordance with the Corporation's Charter, internal governance regulations, and the Board of Supervisors's operational regulations. Any additional candidates introduced by the incumbent Board of Supervisors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

### **Article 36. Composition of the Board of Supervisors**

1. Number of Members: The Board of Supervisors of the Corporation shall



consist of three (03) to five (05) members. The exact number of members for each term shall be decided by the General Meeting of Shareholders. The term of office of a ~~Board of Supervisors member shall not exceed five (05) years and may be re-elected~~ for an unlimited number of terms.

2. Qualifications of Members: Members of the Board of Supervisors must meet the standards and conditions specified in Article 169 of the Enterprise Law and must not fall into the following categories:

- a) Work in the accounting or finance department of the Corporation.
- b) Be a member or employee of an independent auditing firm that has audited the Corporation's financial statements for the past three (03) consecutive years.

3. Disqualification of Board of Supervisors Members: A member of the Board of Supervisors shall be disqualified in the following cases:

- a) Failing to meet the standards and conditions for being a member of the Board of Supervisors as specified in Clause 2, Article 36.
- b) Submitting a resignation letter that is accepted.
- c) The member is prohibited by law from being a member of the Board of Supervisors.
- d) Other cases as prescribed by law.

4. Dismissal of Board of Supervisors Members: A member of the Board of Supervisors shall be dismissed in the following cases:

- a) Failure to complete assigned tasks and duties.
- b) Failure to perform their rights and obligations for six (06) consecutive months without the approval of the Head of the Board of Supervisors, and the Board of Supervisors decides that the position is vacant, except in cases of force majeure.
- c) Repeated violations or serious violations of the duties of a Board of Supervisors member as prescribed by the Enterprise Law and the Corporation's Charter.
- d) The member has their civil capacity restricted or loses their civil capacity, has difficulty in perception, or self-control of actions, and other Board of Supervisors members present professional evidence for this condition.
- e) The member resigns in writing and sends a resignation letter to the Corporation's headquarters.
- f) Other cases as decided by the General Meeting of Shareholders.

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

1. Election and Term: The Head of the Board of Supervisors shall be elected from among the members of the Board of Supervisors; the election, dismissal, or removal shall follow the principle of majority vote. The Board of Supervisors must have more than half of its members residing in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the following fields:



economics, finance, accounting, auditing, law, business administration, or other fields related to the Corporation's business operations.

**2. Rights and Responsibilities of the Head of the Board of Supervisors:**

- a) Call meetings of the Board of Supervisors.
- b) Request the Board of Directors, the General Director, and other executives to provide relevant information to report to the Board of Supervisors.
- c) Prepare and sign the report of the Board of Supervisors after consulting the Board of Directors to present it to the General Meeting of Shareholders.
- d) Other rights and obligations as prescribed by law and the Corporation's Charter.

**Article 38. Rights and responsibilities of the Board of Supervisors**

The Board of Supervisors has the rights and responsibilities prescribed in Article 170 of the Enterprise Law and the following additional rights and responsibilities:

1. Propose and recommend the General Meeting of Shareholders approve the list of approved auditing organizations to audit the financial statements of the Corporation; decide on the approved auditing organization to inspect the Corporation's operations, and remove an approved auditor when deemed necessary.
2. Take responsibility before shareholders for its supervisory activities.
3. Supervise the financial situation of the Corporation and ensure compliance with the law in the activities of members of the Board of Directors, the General Director, and other managers.
4. Ensure coordination of activities with the Board of Directors, the General Director, and shareholders.
5. In the event of detecting legal violations or breaches of the Corporation's Charter by a member of the Board of Directors, the General Director, or other executives, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and provide corrective measures.
6. Draft the operational regulations of the Board of Supervisors and present them to the General Meeting of Shareholders for approval.
7. Report to the General Meeting of Shareholders as prescribed in Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, by the Government, which details the implementation of certain provisions of the Securities Law.
8. Have the right to access the Corporation's records and documents kept at the headquarters, branches, and other locations; have the right to visit the workplace of the Corporation's managers and employees during business hours.
9. Have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide complete, accurate, and timely information and documents regarding the Corporation's management, operation, and business activities.
10. Other rights and responsibilities as prescribed by law and this Charter.



### **Article 39. Meetings of the Board of Supervisors**

1. The Board of Supervisors must meet at least twice (02) per year, with a minimum attendance of two-thirds (2/3) of its members. Meeting minutes must be recorded in detail and clarity. The minute-taker and all attending Board of Supervisors members must sign the meeting minutes. These minutes must be retained to determine the responsibilities of each Board of Supervisors member.

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend meetings and provide clarifications on necessary matters.

### **Article 40. Salaries, remuneration, bonuses, and other benefits of members of the Board of Supervisors**

1. Members of the Board of Supervisors shall be entitled to salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget for the Board of Supervisors.

2. Members of the Board of Supervisors shall be reimbursed for meals, accommodation, transportation, and the use of independent consulting services at a reasonable rate. The total amount of such remuneration and expenses shall not exceed the annual operating budget approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Board of Supervisors shall be included in the business expenses of the Corporation in accordance with regulations on corporate income tax and other relevant legal provisions. These expenses must be recorded as a separate item in the annual financial statements of the Corporation.

### **X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR, AND OTHER EXECUTIVES**

Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives shall be responsible for performing their duties including duties as members of subcommittees of the Board of Directors with honesty and prudence, in the best interests of the Corporation.

### **Article 41. Duty of honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers must publicly disclose relevant interests in accordance with the Law on Enterprises and related legal documents.

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons may only use information obtained through their positions for the benefit of the Corporation.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers are obligated to notify the Board of Directors or the Board of Supervisors in writing of transactions between the Corporation, its subsidiaries, or other companies controlled (over 50% ownership) by the public company and themselves or their related persons, in accordance with the law. For



transactions subject to approval by the General Meeting of Shareholders or the Board of Directors, the Corporation must disclose information on such resolutions in accordance with securities laws on information disclosure.

4. Members of the Board of Directors are not allowed to vote on transactions that bring benefits to themselves or their related persons, as prescribed by the Law on Enterprises and the Corporation's Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons are prohibited from using or disclosing internal information to others for related transactions.

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

a) For transactions valued at less than or equal to 35% of the total assets recorded in the most recent financial statement, if the essential contents of the contract or transaction as well as the relationships and interests of the involved parties have been reported to the Board of Directors and approved by a majority vote of disinterested members of the Board.

b) For transactions valued at more than 35%, or transactions that result in a cumulative value exceeding 35% within 12 months from the date of the first transaction, the essential contents of such transaction, as well as the relationships and interests involved, must be disclosed to shareholders and approved by the General Meeting of Shareholders through votes from disinterested shareholders.

#### **Article 42. Liability for damages and compensation**

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives who breach their duties of honesty and prudence, or fail to fulfill their obligations, shall be held liable for any damages caused by their violations.

2. The Corporation shall indemnify individuals who are, were, or may become parties involved in complaints, lawsuits, or prosecutions (including civil and administrative cases, excluding those initiated by the Corporation itself), if such individuals are or were members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, employees, or authorized representatives acting on behalf of the Corporation, and have acted honestly, prudently, in the Corporation's best interests, in accordance with the law, and there is no evidence that they have breached their duties.

3. The indemnity shall cover judgment costs, penalties, actual payments (including legal fees) incurred in the resolution of such matters within the legal framework. The Corporation may purchase insurance for these individuals to cover the liabilities mentioned above.

### **XI. RIGHT TO INSPECT THE CORPORATION'S BOOKS AND RECORDS**

#### **Article 43. Right to inspect books and records**

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

a) Common shareholders have the right to review, inspect, and extract



4. The Board of Directors, the General Director, managers, and employees are obliged to comply with labor contracts, collective labor agreements, the Corporation's internal rules and regulations, and relevant legal provisions concerning the rights and obligations of both managers and employees.

5. Employees have the right to monitor the implementation of policies and regulations related to their lawful and legitimate rights and obligations in accordance with the law and the Corporation's democratic regulations.

Employees have the right to join political organizations, socio-political organizations, and professional associations in accordance with the law.

6. The Corporation's Trade Union shall be organized and operate in accordance with the Charter of the Vietnam Trade Union. It is the representative body that protects the lawful rights and interests of individual employees and the collective workforce. It is responsible for ensuring employees' rights to access information, participate in discussions, monitor, inspect, and make decisions on matters directly related to them. The Chairperson of the Corporation's Trade Union or a representative authorized by the Corporation's Trade Union Executive Committee shall be invited to attend the General Meeting of Shareholders and may express opinions on matters related to the legitimate rights and interests of the employees.

7. Every year, the Board of Directors, the General Director, and the management are responsible for coordinating with the Trade Union Executive Committee to organize the Corporation's Employee Conference. The main agenda of this conference is to discuss solutions to implement the business and production targets approved by the General Meeting of Shareholders; evaluate the implementation of the collective labor agreement, the Corporation's internal rules and regulations, and other matters related to the legitimate rights and interests of employees.

### **XIII. PROFIT DISTRIBUTION**

#### **Article 45. Profit distribution**

The annual after-tax profit (accounting profit) shall be distributed as follows:

1. Distribute profits to the associated capital contributors according to the provisions of the signed economic contract (if any).
2. Offset the losses of previous years.
3. The remaining profit (after deducting the items specified in clauses 1 and 2 of this Article) shall be distributed as follows:
  - a) Allocate to the development investment fund;
  - b) Allocate to the reward and welfare fund;
  - c) Allocate to the management reward for the executive management team and representatives of the Corporation's capital in other enterprises;
  - d) Dividend distribution;
  - e) Allocate to other funds and/or carry forward to the next year (if any).
4. Profit distribution through dividend payments shall be carried out as follows:



a) The General Meeting of Shareholders shall decide the dividend payment rate and form of payment annually from the retained earnings of the Corporation.

b) The Board of Directors may decide to advance interim dividends if it is considered appropriate in line with the Corporation's profitability.

c) The Corporation shall not pay interest on any funds used for dividend payments or other payments related to a specific type of shares.

d) The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of dividends in whole or in part in the form of shares, and the Board of Directors shall implement this decision.

e) In the case that dividends or other payments related to a specific type of shares are paid in cash, the Corporation shall pay in Vietnamese dong. Payments may be made directly or through banks based on the bank account details provided by the shareholder. If the Corporation has transferred the money according to the account information provided by the shareholder and the shareholder does not receive the money, the Corporation shall not be responsible for the amount transferred to that shareholder. Dividend payments for listed or registered shares at the stock exchange can be made through a securities Corporation or Vietnam Securities Depository and Clearing Corporation.

f) Based on the Enterprise Law and Securities Law, the Board of Directors shall pass a resolution to determine a specific date for closing the shareholder list. Based on this date, shareholders or holders of other securities who are registered shall have the right to receive dividends in cash or shares, as well as notifications or other documents.

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

#### **Article 46. Handling in case of business losses**

In the event that the Corporation incurs business losses, the General Meeting of Shareholders may decide to resolve the situation promptly according to the following two options:

- Allocate reserves to offset the losses.
- Carry forward a portion of the losses to the next year, while the General Meeting of Shareholders decides on corrective measures.

### **XIV. DEPENDENT UNITS, SUBSIDIARIES, AND ASSOCIATED COMPANIES OF THE CORPORATION**

#### **Article 47. Dependent units, subsidiaries, and associated companies**

The Corporation has dependent accounting units, subsidiary companies, and affiliate companies at the time of approval of the Charter, as listed in Appendix 01 attached to this Charter.

#### **Article 48. Relationship between the Corporation and dependent units**

The dependent units of the Corporation shall implement the system of delegation for business operations, accounting, and organization of personnel in accordance with



the Management and Operational Regulations for Dependent Accounting Units, which are developed by the General Director and submitted to the Board of Directors for approval. ~~The Corporation is responsible for the financial obligations arising from the commitments of the dependent accounting units.~~

The dependent accounting units of the Corporation have the right to operate autonomously in business activities according to the delegation from the Corporation, while being bound by obligations and benefits toward the Corporation. These dependent accounting units may have their own seals as per regulations; they can enter into economic contracts under the authorization of the General Director and actively carry out business and financial activities as per the Corporation's delegation. The powers and duties of these dependent units are specified in the Regulations on the Organization and Operations of these units.

#### **Article 49. Rights and obligations of the Corporation with respect to Subsidiary Companies**

1. The Corporation exercises the rights, obligations, and responsibilities of a shareholder or a controlling member, investor at the subsidiary company according to the laws and the Charter of the subsidiary company.

2. The Corporation directly manages the controlling shares, capital contributions at subsidiary companies through the person directly managing the Corporation's capital in these subsidiary companies (hereinafter referred to as the Capital Representative).

3. The Corporation has the following key rights and obligations:

a) Appoint, dismiss, reward, discipline, approve allowances and benefits of the person directly managing the controlling capital contribution;

b) Request the Capital Representative to report periodically or upon request in writing on the financial situation, business results, and other matters of the subsidiary company;

c) Assign tasks and require the Capital Representative to obtain written approval for important issues before voting at the subsidiary companies; report on the use of controlling shares or capital contributions to serve the development orientation and objectives of the Corporation;

d) Receive profits and bear the risks from its capital contributions in subsidiary companies;

e) Be responsible for the effective use, preservation, and development of its capital contributions in subsidiary companies.

4. Financial statements of the Corporation and Subsidiary Companies:

a) At the end of the fiscal year, in addition to the reports and documents required by law, the Corporation must also prepare the following reports: Consolidated financial statements of the group consisting of the Corporation and its subsidiary companies in accordance with the accounting law; Annual consolidated business performance reports of the Corporation group and subsidiary companies; Consolidated management and operational reports of the Corporation group and subsidiary companies.



b) The person responsible for preparing the reports stated in point a of this section shall not prepare and submit those reports if the financial statements of the subsidiary companies have not been received in full.

c) Upon request by the legal representative of the Corporation, the legal representative of the subsidiary company must provide necessary reports, documents, and information as required to prepare the consolidated financial statements and the consolidated report of the Corporation group and subsidiary companies.

d) In case the Corporation's management knows or suspects that the reports prepared and submitted by the subsidiary company contain incorrect or fraudulent information, they may use those reports to prepare the consolidated financial statements and the consolidated report for the Corporation group and subsidiary companies.

e) In cases where the Corporation's management has taken necessary measures within its authority but still fails to receive the necessary reports, documents, and information as required from the subsidiary company, the management of the Corporation shall still prepare and submit the consolidated financial statements and the consolidated report of the Corporation group. These reports may or may not include information from the subsidiary company but must include necessary explanations to avoid misunderstanding or misinterpretation.

f) The financial reports, annual financial settlement documents of the Corporation, subsidiary companies, and the consolidated financial statements, consolidated reports of the entire Corporation group and subsidiary companies must be kept at the Corporation's headquarters. Copies of the reports and documents specified in this section must be available at the Corporation's branches in Vietnam.

g) For subsidiary companies, in addition to the reports and documents required by law, they must also prepare and submit consolidated reports on purchases, sales, and other transactions with the Corporation.

#### **Article 50. Rights and obligations of the Corporation with Associated Companies**

1. The associated company is established, organized, and operates in accordance with the relevant legal provisions applicable to its legal form.

2. The Corporation appoints a representative to exercise the rights and obligations of the shareholder, member, or partner in the associated company according to the company's charter or to perform duties, powers, and responsibilities as stipulated in the association agreement.

#### **Article 51. Naming, use of names, and trademarks of the Corporation (NATEXCO); (NAM DINH TEXTILE GARMENT)**

The names of the subsidiaries: After the name of each company, the phrase "Nam Dinh Textile Garment" must be added to align with the Corporation's name, reflecting the industry and culture of the Corporation. The trading name must represent the Corporation's trademark according to the unified regulations issued by the Corporation's Board of Directors. This regulation is also reflected in transaction documents, envelopes, signage, and decorations at meetings.



The use of NATEXCO's trademark by subsidiaries or associated companies must be approved by the Corporation's Board of Directors and based on a specific contract between the two parties.

**Article 52. Standards and conditions for the representative of the Corporation's capital in subsidiaries and associated companies**

1. The representative of the Corporation's capital must meet the following standards and conditions:

- a) Must be a Vietnamese citizen, residing in Vietnam, of legal working age as prescribed by law;
- b) Must have full civil legal capacity, legal knowledge, and comply with the law;
- c) Must have good ethical conduct and political qualities;
- d) Must have adequate health to carry out the responsibilities;
- e) Must have a university degree or higher, relevant professional qualifications, work experience, and business and management capabilities;
- f) Must not be under sentence, under investigation by judicial authorities, or fall under any legal prohibition against holding managerial or executive positions in enterprises.

2. Representatives who run for election to the Board of Directors, the Members' Council, the Chairperson, the Director, or the General Director of an enterprise with investment from the Corporation, where they are directly responsible for managing the capital contribution, must meet the standards and conditions as prescribed by law and the enterprise's charter.

**Article 53. Rights, obligations, and benefits of the Corporation's capital representative in subsidiaries and associated companies**

1. The Representative of the Corporation's capital has the following rights and obligations:

- a) Represent the Corporation in performing the duties and powers of a shareholder, capital contributor, or joint venture party at a Subsidiary or Associate. Be responsible for using the rights of a shareholder or member with a controlling capital contribution to guide the Subsidiary in implementing the strategy and goals of the Corporation;
- b) Participate in running for election to the management and operation apparatus of a Subsidiary or Associate in accordance with the provisions of the Charter of that enterprise and the guidance of the Corporation;
- c) Monitor and supervise the business performance of the Subsidiary or Associate;
- d) Implement the reporting regime (in writing) to the Board of Directors and the General Director on the effectiveness of the use of capital contribution;
- e) Seek opinions (in writing) from the Board of Directors and the General Director according to the hierarchy before participating in voting at the General Meeting of Shareholders, at the meeting of the Board of Directors or the Board of



Members of the subsidiary corporation on: directions, strategies, business plans; amending and supplementing the Charter; increasing and decreasing charter capital; distributing profits; selling assets of great value, etc.;

f) Be responsible to the Board of Directors of the Corporation for managing the capital contribution and the effectiveness of using the Corporation's capital contribution at the Company assigned to directly manage the capital contribution. In case of not implementing the reporting regime as prescribed, taking advantage of the right to represent the capital contribution, being irresponsible and causing damage to the Corporation and the owner's representative, they must be responsible and compensate for the damage according to the provisions of law and the Financial Regulations of the Corporation.

g) Exercise other rights and obligations according to the Regulations on Management of the Corporation's Capital Representative at the Enterprise.

2. The representative of the Corporation's capital is entitled to salary, bonus or remuneration, responsibility allowance... according to the Decision of the Board of Directors of that Company and according to the Regulations on Management of the Representative of the Corporation's capital at the enterprise.

## **XV. BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING REGIME**

### **Article 54. Bank accounts**

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

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

3. The Corporation shall conduct all payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Corporation opens accounts.

### **Article 55. Financial year**

The Corporation's financial year shall begin on January 1 of each year and end on December 31 of each year.

### **Article 56. Accounting regime**

1. The accounting regime used by the Corporation is the enterprise accounting regime (VAS) or a special accounting regime issued and approved by a competent authority.

2. The Corporation shall prepare accounting books in Vietnamese and keep accounting records in accordance with the provisions of the law on accounting and related laws. These records must be accurate, up-to-date, systematic and sufficient to demonstrate and explain the transactions of the Corporation.

3. The Corporation shall use the Vietnamese Dong as the accounting currency. In case the Corporation has economic transactions arising mainly in one foreign currency, it may freely choose that foreign currency as the accounting currency, be responsible for that choice before the law and notify the direct tax management agency.



## **XVI. FINANCIAL STATEMENTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE RESPONSIBILITIES**

### **Article 57. Annual, semi-annual and quarterly financial statements**

1. The Corporation must prepare annual financial statements and the annual financial statements must be audited in accordance with the provisions of law. The Corporation shall publish the audited annual financial statements in accordance with the provisions of law on information disclosure on the stock market and submit them to the competent state agency.

2. The annual financial statements must include all reports, appendices and explanations in accordance with the provisions of law on enterprise accounting. The annual financial statements must honestly and objectively reflect the operation of the Corporation.

3. The Corporation must prepare and publish the audited semi-annual financial statements and quarterly financial statements in accordance with the provisions of law on information disclosure on the stock market and submit them to the competent state agency.

4. The Corporation's annual, semi-annual and quarterly financial statements must be published on the Corporation's website.

### **Article 58. Annual Report**

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

## **XVII. AUDIT OF THE CORPORATION**

### **Article 59. Audit**

1. The General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to decide on one of these units to audit the financial statements of the Corporation for the following fiscal year based on the terms and conditions agreed with the Board of Directors.

2. The audit report shall be attached to the annual financial statements of the Corporation.

3. The independent auditor performing the audit of the financial statements of the Corporation shall attend the General Meeting of Shareholders and shall be entitled to receive notices and other information related to the General Meeting of Shareholders and to express opinions at the meeting on matters related to the audit of the financial statements of the Corporation.

## **XVIII. ENTERPRISE SEAL**

### **Article 60. Enterprise seal**

1. Seal includes seal made at a seal engraving facility or seal in the form of a digital signature in accordance with the provisions of the law on electronic transactions.



2. The Board of Directors shall decide on the type, quantity, form and content of the seal of the Corporation, branches and representative offices of the Corporation (if any).

3. The Board of Directors and the General Director shall use and manage the seal in accordance with the provisions of current law.

## **XIX. DISSOLUTION OF THE CORPORATION**

### **Article 61. Dissolution of the Corporation**

1. The Corporation may be dissolved in the following cases:

a) The term of operation stated in the Corporation's Charter expires without a decision to extend it;

b) According to a resolution or decision of the General Meeting of Shareholders;

c) The Certificate of Business Registration is revoked, unless otherwise provided for by the Law on Tax Administration;

d) Other cases as prescribed by law.

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

### **Article 62. Extension of operation**

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months before the end of the term of operation so that shareholders can vote on the extension of the Corporation's operation upon the proposal of the Board of Directors.

2. The term of operation shall be extended when the number of shareholders representing 65% or more of the total number of votes of all shareholders attending the General Meeting of Shareholders approve.

### **Article 63. Liquidation**

1. At least six (06) months before the end of the Corporation's term of operation or after the decision to dissolve the Corporation is made, the Board of Directors must establish a Liquidation Committee consisting of three (03) members, of which two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from an (01) independent auditing company. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Corporation's employees or independent experts. All expenses related to the liquidation shall be paid by the Corporation prior to other debts of the Corporation.

2. The Liquidation Committee shall be responsible for reporting to the Business Registration Authority on the date of establishment and the date of commencement of operation. From that time on, the Liquidation Committee shall represent the Corporation in all matters related to the liquidation of the Corporation before the Court and administrative agencies.



3. The proceeds from the liquidation shall be paid in the following order:
- a) Liquidation expenses;
  - b) Debts of wages, severance pay, social insurance and other benefits of employees according to the collective labor agreement and signed labor contracts;
  - c) Tax debts;
  - d) Other debts of the Corporation;
  - e) The remaining amount after paying all debts from items (a) to (d) above shall be distributed to shareholders. Preferred shares shall be paid first.

## **XX. RESOLUTION OF INTERNAL DISPUTES**

### **Article 64. Resolution of internal disputes**

1. In case of disputes or complaints arising related to the operations of the Corporation, the rights and obligations of shareholders as prescribed in the Law on Enterprises, the Charter of the Corporation, other legal provisions or agreements between:

- a) Shareholders and the Corporation;
- b) Shareholders and the Board of Directors, the Board of Supervisors, the General Director or other executives;

The relevant parties shall attempt to resolve such disputes through negotiation and conciliation. Except for disputes related to the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over the resolution of the dispute and request each party to present information related to the dispute within fifteen (15) working days from the date the dispute arises. In case of a dispute involving the Board of Directors or the Chairperson of the Board of Directors, any party may request or appoint an independent expert to act as a mediator for the dispute resolution process.

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

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

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

### **Article 65. Amendments and Supplements to the Corporation's Charter**

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

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



## **XXII. EFFECTIVE DATE**

### **Article 66. Effective date**

1. This Charter consists of 22 Sections and 66 Articles, unanimously approved by the General Meeting of Shareholders of Nam Dinh Textile Garment Joint Stock Corporation on April 22, 2026.

2. The Charter is made in ten (10) copies, of equal value, and must be kept at the headquarters of the Corporation and submitted to State management agencies and relevant units as prescribed.

3. This Charter is the sole and official charter of the Corporation.

4. Copies or extracts of the Corporation's Charter are valid when signed by the Chairperson of the Board of Directors or the Legal Representative of the Corporation or at least one-half (1/2) of the total number of members of the Board of Directors./.

**CORP'S LEGAL REPRESENTATIVE  
GENERAL DIRECTOR**





**Appendix No. 1.**

**LIST**

**OF DEPENDENT UNITS, SUBSIDIARIES, ASSOCIATED COMPANIES OF  
NAM DINH TEXTILE GARMENT JOINT STOCK CORPORATION**

*(At the time of promulgation of the Charter in April 2026)*

**1. Dependent units (Business locations, Branches):**

- Nhà máy Sợi Tô Hiệu
- Nhà máy Sợi Hòa Xá
- Nhà máy Nhuộm
- Nhà máy Động lực
- Xí nghiệp Sản xuất Dịch vụ Đời sống
- Chi nhánh Tổng công ty CP Dệt May Nam Định (tại Hà Nội)

**2. Subsidiaries:**

- Công ty CP Dệt khăn - Dệt May Nam Định
- Công ty CP Dịch vụ Thương mại - Dệt Nam Định
- Công ty TNHH MTV Chăn len - Dệt May Nam Định
- Công ty TNHH MTV May 2 - Dệt May Nam Định

**3. Associated and other companies:**

- Công ty CP Dệt - Dệt May Nam Định
- Công ty CP Phát triển Đô thị Dệt May Nam Định (VNDC)
- Công ty CP May IV - Dệt May Nam Định
- Công ty CP May 1 - Dệt Nam Định
- Công ty CP May 5 - Dệt May Nam Định

