

No.: 24/QĐ-HDQT

Hai Phong, April 22, 2024

**DECISION**  
**On the amendment of the Company Charter**

**THE BOARD OF DIRECTORS**  
**OF VICEM HAI PHONG PACKAGING JOINT STOCK COMPANY**

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;*

*Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;*

*Pursuant to Decree No. 167/2024/ND-CP dated December 26, 2024 of the Government amending and supplementing a number of articles of Decree No. 91/2015/ND-CP dated October 13, 2015 of the Government on state capital investment in enterprises and management and use of capital and assets in enterprises, as amended and supplemented by Decree No. 32/2018/ND-CP dated March 08, 2018 and Decree No. 140/2020/ND-CP dated November 30, 2020 of the Government;*

*Pursuant to the Charter of Vicem Hai Phong Packaging Joint Stock Company issued together with Decision No. 24/QĐ-HDQT dated April 18, 2025 of the Board of Directors;*

*Pursuant to the Resolution of the General Meeting of Shareholders of Vicem Hai Phong Packaging Joint Stock Company No. 23/NQ-ĐHĐCĐ.HPVC dated April 22, 2026;*

**DECIDES:**

**Article 1.** To promulgate together with this Decision the amended and supplemented Charter of Vicem Hai Phong Packaging Joint Stock Company as approved by the General Meeting of Shareholders.

The Charter consists of 21 chapters and 59 articles. This Charter replaces the Charter of Vicem Hai Phong Packaging Joint Stock Company issued on April 18, 2025.

**Article 2.** This Decision takes effect from April 22, 2026.

**Article 3.** The Board of Directors, the Supervisory Board, the Board of Management, managerial staff and shareholders of the Company shall be responsible for the implementation of this Decision./

**Recipients:**

- As stated in Article 3;
- Archived: Administration Office, BOD.



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# INTRODUCTION

## Chapter I. DEFINITIONS OF TERMS IN THE CHARTE

### Article 1. Explanation of Terms

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

- a) *Charter Capital* refers to the total par value of shares that have been sold or registered for purchase upon the establishment of the joint-stock company and as stipulated in Article 6 of this Charter;
- b) *Voting Capital* refers to the shares, whereby the shareholders have the right to vote on matters within the authority of the General Meeting of Shareholders;
- c) *Enterprise Law* refers to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d) *Securities Law* refers to the Securities Law No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- đ) *Vietnam* refers to the Socialist Republic of Vietnam;
- e) *Establishment Date* refers to the date the Company is granted the first Business Registration Certificate;
- g) *The executives of the Company* are the General Director, Deputy General Director, and Chief Accountant of the Company.
- h) *Business managers* are individuals who manage the company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, Deputy General Directors, and the Chief Accountant of the Company;
- i) *Related persons* are individuals or organizations as defined in Clause 46, Article 4 of the Securities Law.
- k) *Shareholder* refers to an individual or organization holding at least one share of the joint-stock company;
- l) *Founding Shareholder* refers to a shareholder holding at least one common share and signing the founding shareholder list of the joint-stock company;
- m) *Major Shareholder* refers to a shareholder as defined in Clause 18, Article 4 of the Securities Law;
- n) *Operating Period* refers to the duration of the Company's operation as stipulated in Article 2 of this Charter, and any extension (if applicable) approved by the Company's General Meeting of Shareholders;
- o) *Stock Exchange* refers to the Vietnam Stock Exchange and its subsidiaries;
- p) *The Company* refers to Haiphong Packing Vicem Joint-Stock Company;
- q) *Internal Governance Regulations* refers to the regulations established in accordance with the provisions of Article 4 of Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by the Ministry of Finance;

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

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

## **Chapter II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING PERIOD, AND LEGAL REPRESENTATIVE OF THE COMPANY**

**Article 2. Name, form, headquarters, branches, representative offices, and operating period of the Company's operation**

**1. Company Name**

- + Vietnamese name: **Công ty Cổ phần Vicem Bao bì Hải Phòng**
- + Tên tiếng Anh: Hai Phong Packing Vicem Joint Stock Company
- + English name: Hai Phong Packing Vicem Joint Stock Company
- + Abbreviated name: **HPVC**

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

**3. Registered Headquarters of the Company:**

- Address of the headquarters: No. 3 Hanoi Street, Hong Bang Ward, Hai Phong City
- Phone number: (0225) 3.821.973
- Fax: (0225) 3.540.272
- Website: <https://www.hpvc.com.vn>

4. The Company may establish branches and representative offices at business locations to carry out the Company's activities in accordance with the resolutions of the Board of Directors and within the legal framework permitted.

5. Unless the Company ceases operations ahead of schedule under Clause 2, Article 54 of these Articles of Association, the period of the Company's operation is indefinite from the date of establishment.

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

1. The legal representative of the Company is the individual representing the Company to perform the rights and obligations arising from the Company's transactions, representing the Company in civil matters, as the plaintiff, defendant, or any person with related rights and obligations before arbitration, courts, and other legal matters.

- The General Director is the legal representative of the Company.

**2. The legal representative of the Company has the following responsibilities:**

- Perform the assigned rights and obligations in a faithful, careful, and best manner to ensure the Company's legal interests;

- Be loyal to the Company's interests; not to use the Company's information, trade secrets, or business opportunities for personal gain or to serve the interests of other organizations or individuals;



organizations or individuals;

-Notify the Company in a timely, complete, and accurate manner about the legal representative and their related parties owning or holding controlling shares or capital in other businesses;

-The legal representative of the Company is personally responsible for any damages to the Company due to violations of the responsibilities specified in this Article.

3.The legal representative must reside in Vietnam and may authorize another person in writing to perform the rights and obligations of the legal representative when leaving Vietnam. In this case, the legal representative remains responsible for the execution of the authorized rights and obligations.

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

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

##### **1. The Company's business sectors and activities:**

<b>No.</b>	<b>Industry name</b>	<b>Industry code</b>
1	Production of corrugated paper, corrugated board, and packaging from paper and board	1702 (Main)
2	Production of other products from paper and board not yet classified elsewhere. Details: Production of cement bag shells and other types of packaging	1709
3	Construction of public utility works	4220
4	Freight transport by road	4933
5	Activities of labor consultancy centers, employment agencies, and job brokers	7810
6	Provision of temporary labor	7820
7	Provision and management of labor resources Details: Provision and management of domestic labor resources	7830
8	Other unclassified manufacturing Details: Production of raw materials for the packaging industry	3290
9	Wholesale of machinery, equipment, and spare parts Details: Wholesale of machinery, equipment, and spare parts for mining, construction; electrical machinery, equipment, electrical materials (generators, motors, wires, and other devices used in electrical circuits); machinery, equipment, and spare parts for textiles, garments, and footwear; office machinery, equipment, and spare parts (excluding computers and peripherals); medical equipment; maritime equipment	4659
10	Wholesale of metals and metal ores	4662
11	Leasing of machinery, equipment, and other tangible goods Details: Leasing of construction machinery and equipment	7730
12	Printing	1811

	Details: Printing of cement bags	
13	Inland waterway passenger transport	5021
14	Inland waterway freight transport	5022
15	Wholesale of other specialized business activities not yet classified elsewhere Details: Cement bag shells and other types of packaging, raw materials for the packaging industry	4669
16	Real estate business, including ownership, use rights, or leased land.	6810
17	Production of other textile products not yet classified elsewhere Details: Production of PP mats, KP mats	1329
18	Waste recycling	3830
19	Demolition	4311
20	Production of wooden packaging	1623
21	Production of plastic products Details: Production of plastic packaging	2220
22	Other business support service activities not classified elsewhere Details: Import and export services	8299
23	Pulp, paper, and cardboard production	1701
24	Construction of all types of buildings	4100
25	Construction of railway and road infrastructure	4210
26	Site preparation	4312
27	Construction completion	4330
28	Wholesale of other household goods Details: wholesale of household electrical appliances, lamps, and lighting sets; wholesale of books, newspapers, magazines, and office supplies	4649
29	Wholesale of computers, peripheral devices, and software	4651
30	Wholesale of electronic and telecommunications equipment and components	4652
31	Wholesale of machinery, equipment, and agricultural machinery parts	4653
32	Wholesale of materials and other installation equipment for construction Details: cement	4663
33	Warehousing and storage of goods	5210
34	Loading and unloading of goods	5224

*(Details as per the Business Registration Certificate)*

2. **Company's Objectives:** The goal is to preserve and develop the owner's equity; ensure the rights and benefits of shareholders and employees; fulfill tax obligations to the state, and develop the company to become larger and more successful.

#### **Article 5. Scope of Business and Operations**

The company is permitted to conduct business activities in accordance with the sectors specified in this charter, which have been registered, notified for changes with the business registration authority, and published on the National Business Registration Portal.



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

### **Article 6. Charter Capital, Shares, Founding Shareholders**

1.The charter capital of the Company is 30,120,400,000 VND (in words: Thirty billion, one hundred twenty million, four hundred thousand VND).

The total charter capital of the Company is divided into 3,012,040 shares, with a nominal value of 10,000 VND per share.

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

3.The shares of the Company on the date of approval of this Charter are common shares. The rights and obligations of shareholders holding each type of share are specified in Articles 12 and 13 of this Charter.

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

5.The name, address, number of shares, and other information about the founding shareholders will be as regulated by the Enterprise Law.

Common shares must be first offered to existing shareholders in proportion to their current ownership of common shares in the Company, unless otherwise decided by the General Shareholders' Meeting. Shares not subscribed to by existing shareholders will be decided by the Board of Directors. The Board of Directors may allocate these unsold shares to shareholders and other individuals under terms that are no more favorable than those offered to existing shareholders, unless otherwise approved by the General Shareholders' Meeting.

6.The Company may buy back shares that have been issued by the Company according to the methods stipulated in this Charter and applicable laws.

7.The Company may issue other types of securities according to the provisions of the law.

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

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

2.A share certificate is a security that confirms the rights and legal interests of the owner in relation to a part of the Company's share capital. The share certificate must include all required information as specified in Clause 1, Article 121 of the Enterprise Law.

3.Within [15 days] from the date of submission of the complete documents requesting the transfer of ownership of shares according to the Company's regulations or within [15 days] from the date of full payment for the shares as specified in the Company's share issuance plan (or another period as specified in the issuance terms), the shareholder will be issued a share certificate. The shareholder does not have to pay the Company for printing the share certificate.

4.In case the share certificate is lost, damaged, or destroyed in any other way, the shareholder can request the Company to issue a new share certificate. The shareholder's

request must include the following:

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

#### **Article 8. Other Securities Certificates**

The Company's bond certificates or other securities certificates will be issued with the signature of the legal representative and the Company's seal.

#### **Article 9. Transfer of Shares**

1. All shares are freely transferable unless otherwise stipulated by this Charter and the law. Listed shares or shares registered for trading on the stock exchange can be transferred according to the regulations of the law on securities and the securities market.

2. Shares that have not been fully paid for cannot be transferred and will not have the associated rights, such as the right to receive dividends, the right to receive shares issued for increasing share capital from equity, the right to buy newly issued shares, and other rights as stipulated by law.

#### **Article 10. Withdrawal of shares from the COMPANY**

1. If a shareholder does not fully and timely pay the required amount to purchase shares, the Board of Directors will notify and have the right to request the shareholder to pay the remaining amount and be responsible for the financial obligations of the Company arising from non-payment.

2. The payment notification must specify the new payment deadline (at least seven (07) days from the date the notice is sent), the payment location, and the notice must state that if payment is not made as required, the unpaid shares will be revoked.

3. The Board of Directors has the right to revoke the unpaid shares if the requirements in the notification are not met.

4. The revoked shares are considered shares available for sale as specified in Clause 3, Article 112 of the Enterprise Law. The Board of Directors may sell or redistribute these shares directly or through an authorized agent under conditions it deems appropriate.

5. Shareholders holding revoked shares must forfeit their shareholder status for those shares but remain responsible for the financial obligations related to the shares they registered to buy at the time of revocation, from the date of revocation until payment is made. The Board of Directors has full authority to enforce the full payment of the share value at the time of revocation.

6. The revocation notice will be sent to the shareholder holding the revoked shares prior to the revocation. The revocation will still be valid even in the case of errors or negligence in sending the notice.

### **Chapter V. ORGANIZATIONAL STRUCTURE, MANAGEMENT, AND SUPERVISION**



## Article 11. Organizational Structure, Management, and Supervision

The management, governance, and control structure of the Company includes:

- The General Meeting of Shareholders
- The Board of Directors;
- The Supervisory Board;
- The Director.

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

### Article 12. Rights of Shareholders

Common shareholders have the following rights:

- a Attend, speak at, and vote in the General Shareholders' Meeting, either directly or through a representative or other forms specified by the Company's Charter and the law. Each common share has one voting right;
  - b Receive dividends as decided by the General Shareholders' Meeting;
  - c Have priority in purchasing new shares corresponding to their proportion of common shares in the Company;
  - d Freely transfer their shares to others, unless otherwise stipulated by Clause 3 of Article 120, Clause 1 of Article 127 of the Enterprise Law and other relevant legal provisions;
  - d Review, inspect, and extract information about the names and contact addresses in the list of shareholders entitled to vote; request correction of inaccurate information;
  - e Review, inspect, extract, or copy the Company's Charter, minutes of the General Shareholders' Meeting, and resolutions of the General Shareholders' Meeting;
  - g In the event of the Company's dissolution or bankruptcy, receive a portion of the remaining assets corresponding to the proportion of shares held in the Company;
  - h Request the Company to buy back shares in the cases specified in Article 132 of the Enterprise Law;
  - i Be treated equally. Each share of the same type grants shareholders equal rights, obligations, and benefits. In case the Company has preferred shares, the rights and obligations associated with preferred shares must be approved by the General Shareholders' Meeting and fully disclosed to shareholders;
  - k. Access regular and extraordinary information disclosed by the Company according to legal regulations;
  - l. Be protected in their legal rights and interests; request the suspension or annulment of resolutions or decisions of the General Shareholders' Meeting or the Board of Directors according to the provisions of the Enterprise Law;
  - m. Other rights as provided by law and this Charter.
2. Shareholders or groups of shareholders holding from [5%] of the total number of

common shares or more have the following rights:

a. Request the Board of Directors to convene a General Shareholders' Meeting as stipulated in Clause 3 of Article 115 and Article 140 of the Enterprise Law;

b. Review, inspect, extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports from the Supervisory Board, contracts, transactions that require Board approval, and other documents, except those related to trade secrets or business secrets of the Company;

c. Request the Supervisory Board to inspect specific issues related to the management and operation of the Company when necessary. The request must be in writing and include the following information: name, address, nationality, and legal document number of individual shareholders; name, enterprise code or legal document number of the organization, and address of the head office of institutional shareholders; number of shares and the date of registration of each shareholder, total number of shares of the shareholder group, and their ownership ratio in the total shares of the Company; the issue to be inspected and the purpose of the inspection;

d. Propose issues to be included in the General Shareholders' Meeting agenda. The proposal must be in writing and sent to the Company at least [3 working days] before the meeting date. The proposal must clearly state the shareholder's name, the number of shares of each type held, and the issue proposed for the agenda.

3. Shareholders or groups of shareholders holding from [10%] of the total number of common shares or more have the right to nominate candidates to the Board of Directors or the Supervisory Board. The nomination process will follow the corresponding regulations in Articles 25 and 36 of this Charter.

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

Common shareholders have the following obligations:

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

b) Engage in business or other transactions for personal gain or for the benefit of other organizations or individuals;

c) Pay debts before their due dates in ways that may pose financial risks to the Company.

8. Fulfill other obligations as provided by current law.

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

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. 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 date of the annual General Meeting of Shareholders if necessary, but no more than 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may meet in an extraordinary session. The location of the meeting of the General Meeting of Shareholders shall be determined by the chairman and must be within the territory of Vietnam.

2. The Board of Directors convenes the annual General Meeting of Shareholders and



selects an appropriate location. The annual General Meeting of Shareholders decides on matters as prescribed by law and the Company's Charter, especially approving the audited annual financial statements. In case the audit report on the Company's annual financial statements includes material exceptions, adverse audit opinions, or a disclaimer, the Company must invite a representative from the approved auditing organization to attend the meeting of the annual General Meeting of Shareholders. The representative from the approved auditing organization has the responsibility to attend the annual General Meeting of Shareholders.

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

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The number of members of the Board of Directors or the Supervisory Board remaining is fewer than the minimum number required by law;
- c) At the request of shareholders or groups of shareholders as specified in Clause 2, Article 115 of the Enterprise Law; the request to convene a General Meeting of Shareholders must be made in writing, stating the reasons and objectives of the meeting, with signatures from the relevant shareholders, or the request may be in multiple copies with the signatures of all relevant shareholders;
- d) At the request of the Supervisory Board
- d. Other cases as prescribed by law and this Charter.

4. Convening an Extraordinary General Meeting of Shareholders:

a) The Board of Directors must convene the General Meeting of Shareholders within [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 Supervisory Board remaining is as prescribed in point b, Clause 3 of this Article, or upon receiving a request specified in points c and d, Clause 3 of this Article;

b) If the Board of Directors does not convene the General Meeting of Shareholders as required in point a, Clause 4 of this Article, then within the next 30 days, the Supervisory Board will replace the Board of Directors in convening the General Meeting of Shareholders according to the provisions of Clause 3, Article 140 of the Enterprise Law;

c) If the Supervisory Board does not convene the General Meeting of Shareholders as required in point b, Clause 4 of this Article, shareholders or a group of shareholders as specified in point c, Clause 3 of this Article have the right to request a Company representative to convene the General Meeting of Shareholders as prescribed in the Enterprise Law

In this case, the shareholders or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures and steps for convening, holding the meeting, and making decisions at the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. This cost does not include expenses incurred by shareholders attending the General Meeting of Shareholders, including accommodation and travel costs.

d) The procedures for organizing the General Meeting of Shareholders are



prescribed in Clause 5, Article 140 of the Enterprise Law.

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

1. The General Meeting of Shareholders has the following rights and duties:
  - a) Approve the development orientation of the Company
  - b) Decide on the types of shares and the total number of shares of each type to be offered for sale; decide on the annual dividend rate for each type of share;
  - c) Elect, dismiss, and remove members of the Board of Directors, members of the Supervisory Board;
  - d) Decide on investments or the sale of assets with a value of [35%] or more of the total value of the assets as stated in the latest financial statement of the Company
  - d) Decide on the amendment and supplementation of the Company's Charter;
  - e) Approve the annual audited financial statement;
  - g) Decide on the buyback of more than 10% of the total shares sold for each type;
  - h) Review and handle violations committed by members of the Board of Directors, members of the Supervisory Board that cause damage to the Company and its shareholders;
  - i) Decide on the reorganization or liquidation of the Company;
  - k) Decide on the budget or total salary, bonuses, and other benefits for the Board of Directors and Supervisory Board;
  - l) Approve the internal management regulations; the operating regulations of the Board of Directors and the Supervisory Board;
  - m, Approve the list of approved audit firms; decide on the audit firm to be responsible for auditing the Company's operations, and dismiss an approved auditor when deemed necessary
  - n) Other rights and duties according to the law.
2. The General Meeting of Shareholders discusses and approves the following issues:
  - a) The Company's annual business plan;
  - b) The audited annual financial statements;
  - c) The report of the Board of Directors on the management and performance of the Board of Directors and each of its members; independent members of the Board of Directors are responsible for reporting at the General Meeting of Shareholders in accordance with Article 284 of Decree No. 155/2020/ND-CP dated December 31, 2020, by the Government detailing the implementation of several provisions of the Securities Law;
  - d) The report of the Supervisory Board on the Company's business results, the performance of the Board of Directors and the General Director
  - d) The self-assessment report on the performance of the Supervisory Board and its members;
  - e) The dividend rate for each type of share;
  - g) The number of members of the Board of Directors and the Supervisory Board



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

i) Decide on the budget or total salary, bonuses, and other benefits for the Board of Directors and the Supervisory Board;

k) Approve the list of approved audit firms; decide on the audit firm responsible for auditing the Company's operations when deemed necessary;

l) Amend and supplement the Company's Charter;

m) Decide on the type and quantity of new shares to be issued for each type and the transfer of shares by founding members within the first three years from the establishment date;

n) Split, merge, consolidate, or convert the Company;

o) Reorganize and liquidate (dissolve) the Company and appoint the liquidator;

p) Decide on investments or the sale of assets valued at 35% or more of the total value of the assets stated in the Company's latest financial statement;

q) Decide on the buyback of more than 10% of the total shares sold for each type;

r) The Company signs contracts or transactions with the entities defined in Clause 1, Article 167 of the Enterprise Law, with a value equal to or greater than 35% of the total value of the Company's assets stated in the latest financial statement;

s) Approve the transactions defined in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, by the Government detailing the implementation of several provisions of the Securities Law;

t) Approve the internal governance regulations, the operating regulations of the Board of Directors, and the operating regulations of the Supervisory Board;

u) Other issues as prescribed by law and this Charter.

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

#### Article 16. Authorization to Attend the General Meeting of Shareholders

1. Shareholders, or the authorized representatives of organizational shareholders, may attend the meeting directly or authorize one or more individuals or organizations to attend the meeting or attend via one of the forms stipulated in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization for an individual or organization to represent and 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 clearly state the shareholder's name, the name of the authorized individual or organization, the number of shares being authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party.

The authorized person attending the General Meeting of Shareholders must submit the authorization document when registering for the meeting. In the case of further delegation, the person attending the meeting must also present the original authorization



document from the shareholder or the authorized representative of the organizational shareholder (if it has not been previously registered with the Company).

3. The voting card of the authorized person attending the meeting within the scope of the authorization remains valid in the following cases, except in the case where:

- a) The authorizing person has passed away, has restricted legal capacity, or has lost their legal capacity;
- b) The authorizing person has revoked the authorization;
- c) The authorizing person has revoked the authority of the person executing the authorization.

This provision does not apply in cases where the Company receives notice of any of the above events before the opening of the General Meeting or before the meeting is reconvened.

#### Article 17. Change of Rights

1. The change or cancellation of special rights attached to a class of preferred shares will take effect when approved by shareholders representing at least 65% of the total voting shares of all shareholders present at the meeting. A resolution of the General Meeting of Shareholders regarding changes that disadvantage the rights and obligations of shareholders holding preferred shares shall only be passed if at least 75% of the preferred shareholders present at the meeting of that class of shares agree, or if 75% of the preferred shareholders of that class agree via a written resolution.

2. The organization of a meeting for shareholders holding a particular class of preferred shares to approve changes to the above rights will only be valid if at least 2 shareholders (or their representatives) holding at least 1/3 of the par value of the issued shares of that class are present. If the required number of shareholders is not present, the meeting will be reconvened within 30 days, and the meeting will be considered valid regardless of the number of participants, provided they hold the relevant shares, either directly or by proxy. At such meetings, shareholders present may request a secret ballot. Each share of the same class shall have equal voting rights.

3. The procedures for conducting such separate meetings will follow the same regulations as outlined in Articles 19, 20, and 21 of this Charter.

4. Unless otherwise stipulated in the terms of issuance of the shares, the special rights attached to the preferred shares regarding some or all issues related to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

#### Article 18. Convening Meetings, Agenda, and Notice of General Meeting of Shareholders

1. The Board of Directors shall convene the Annual General Meeting (AGM) and the Extraordinary General Meeting (EGM). The Board of Directors convenes the EGM in accordance with the cases specified in Clause 3, Article 14 of this Charter.

2. The convener of the General Meeting must carry out the following tasks:

- a) Prepare a list of shareholders eligible to attend and vote at the General Meeting. The list of shareholders eligible to attend the General Meeting must be created no later than



[10 days] before the date the notice of the meeting is sent. The Company must announce the list of shareholders eligible to attend the meeting at least 20 days before the final registration date;

- b) Prepare the agenda and contents of the meeting;
- c) Prepare documents for the meeting
- d) Draft resolutions for the General Meeting based on the proposed agenda;
- d) Set the time and location of the meeting
- e) Notify and send the meeting notice to all shareholders eligible to attend the meeting;
- g) Other tasks related to the meeting.

3. The notice of the General Meeting shall be sent to all shareholders via a method that ensures it reaches their contact address, and also be publicly announced on the Company's website, the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting must send the meeting notice to all shareholders in the list of shareholders eligible to attend the meeting no later than [21 days] before the meeting starts (calculated from the date the notice is validly sent or dispatched). The meeting agenda and related materials on issues to be voted on will be sent to shareholders and/or published on the Company's website. In case the materials are not sent with the notice of the General Meeting, the notice must specify a link to all meeting documents for shareholders to access, including:

- a) The meeting agenda and documents to be used at the meeting
- b) The list and details of the candidates in case of electing members of the Board of Directors or the Supervisory Board;
- c) Voting ballots
- d) Draft resolutions for each agenda item.

4. Shareholders or groups of shareholders as specified in Clause 2, Article 12 of this Charter have the right to propose issues to be included in the General Meeting agenda. The proposal must be in writing and sent to the Company no later than [3 working days] before the meeting starts. The proposal must clearly state the shareholder's name, the number of shares held, and the issue to be proposed for the agenda.

5. The convener of the General Meeting has the right to reject a proposal under Clause 4 of this Article if it falls under one of the following cases:

- a) The proposal is not submitted in accordance with Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least [5%] of the common shares as required by Clause 2, Article 12 of this Charter;
- c) The proposed issue is not within the scope of authority of the General Meeting;
- d) Other cases as stipulated by law and this Charter.

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



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

1. The Shareholders' Meeting is conducted when the number of shareholders attending the meeting represents more than 50% of the total voting shares.

2. If the first meeting does not meet the conditions for holding the meeting as specified in Clause 1 of this Article, the second notice of the meeting must be sent within [30 days] from the date of the first planned meeting. The second Shareholders' Meeting is valid when the number of shareholders attending the meeting represents at least [33%] of the total voting shares.

3. If the second meeting does not meet the conditions for holding the meeting as specified in Clause 2 of this Article, the third notice of the meeting must be sent within [20] days from the date of the second planned meeting. The third Shareholders' Meeting is held regardless of the total voting shares of shareholders attending the meeting.

## **Article 20. Procedure for Conducting the Meeting and Voting at the General Meeting of Shareholders**

1. Before the meeting is opened, the Company must carry out the procedure for shareholder registration and continue registering until all shareholders with the right to attend the meeting have registered, following these steps:

a) When registering shareholders, the Company will issue a voting card to each shareholder or their authorized representative, which includes the registration number, the shareholder's name, the name of the authorized representative, and the number of votes held by the shareholder. The Shareholders' Meeting will discuss and vote on each issue in the agenda. Voting is done by agreeing, disagreeing, or abstaining. At the meeting, the cards for agreeing to the resolution will be collected first, followed by the cards for disagreeing, and then the total number of votes for or against will be counted to make the decision. The vote count result will be announced by the Chairperson before the meeting adjourns. The meeting will elect those responsible for counting votes or supervising the vote counting as proposed by the Chairperson. The number of members of the vote-counting committee will be decided by the Shareholders' Meeting based on the proposal of the Chairperson of the meeting;

b) Shareholders or authorized representatives of institutional shareholders arriving after the meeting has started still have the right to register immediately and vote at the meeting after registration. The Chairperson is not responsible for halting the meeting to allow late shareholders to register, and the validity of the issues voted on before the late arrival will not be affected.

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

a) The Chairman of the Board of Directors will act as the chairperson, or they may delegate another member of the Board of Directors to preside over the meeting. If the Chairman is absent or temporarily unable to perform their duties, the remaining members of the Board of Directors will elect one of them to serve as the meeting chairperson by majority vote. If no one is elected, the Head of the Supervisory Board will preside over the meeting to elect a chairperson from among the attendees, and the person with the highest number of votes will serve as the chairperson;

b) Except in the case mentioned in point a of this section, the person who convenes



the Shareholders' Meeting will preside over the meeting to elect a chairperson, and the person with the highest number of votes will serve as the chairperson;

c) The chairperson will appoint one or more individuals as the secretary of the meeting;

d) The General Meeting of Shareholders will elect one or more members of the vote-counting committee as proposed by the chairperson of the meeting.

3. The agenda and the content of the meeting must be approved by the Shareholders' Meeting at the opening session. The agenda must clearly and specifically set the time for each issue to be discussed.

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

a) Arranging seating at the venue of the General Meeting of Shareholders.

b) Ensure the safety of all attendees at the meeting venue;

c) Facilitate shareholders' participation (or continued participation) in the meeting. The person who convenes the Shareholders' Meeting has full authority to change these measures and apply all necessary actions. These actions may include issuing admission passes or using other selection methods.

5. 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 vote count result will be announced by the chairperson before the meeting is adjourned.

6. Shareholders or authorized representatives who arrive after the meeting has started still have the right to register and vote after registration; in this case, the validity of the issues already voted on will not change.

7. The person who convenes the meeting or the chairperson of the Shareholders' Meeting has the following rights:

a) Request all attendees to undergo checks or other legal and reasonable security measures;

b) Request the competent authorities to maintain order at the meeting; expel individuals who do not comply with the chairperson's authority, intentionally disrupt the meeting's order, obstruct the normal progress of the meeting, or fail to comply with security checks from the meeting.

8. The chairperson has the right to postpone the Shareholders' Meeting with the required number of registered attendees no later than 03 working days from the planned opening date, and the meeting can only be postponed or the location changed under the following circumstances:

a) The venue does not provide sufficient seating for all attendees;

b) The communication facilities at the venue are inadequate to allow shareholders to participate, discuss, and vote;

c) If any attendees disrupt the meeting, cause disorder, or pose a risk to the fair and legal conduct of the meeting.



9. If the chairperson postpones or suspends the General Meeting of Shareholders in violation of the regulations in Clause 8 of this Article, the Meeting will elect a new chairperson from among the attendees to conduct the meeting until its conclusion; all resolutions passed at that meeting will remain in effect.

10. If the Company applies modern technology to organize the Shareholders' Meeting through an online meeting, the Company is responsible for ensuring that shareholders can attend and vote electronically or through other electronic methods in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of several provisions of the Securities Law.

#### **Article 21. Conditions for the Adoption of Resolutions by the General Meeting of Shareholders**

1. A resolution on the following matters shall be adopted if approved by shareholders representing at least 65% of the total voting shares of all shareholders attending and voting at the meeting, except in the cases stipulated in Clauses 3, 4, and 6 of Article 148 of the Enterprise Law:

- a) The types of shares and the total number of shares of each type;
- b) Changes in the industry, business activities, and fields of operation;
- c) Changes in the Company's management structure;
- d) Investment projects or the sale of assets with a value of 35% or more of the total asset value as stated in the Company's latest financial statements;
- d) Restructuring or dissolution of the Company.

2. Resolutions shall be adopted if approved by shareholders owning more than 50% of the total voting shares of all shareholders attending and voting at the meeting, except in the cases specified in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Enterprise Law.

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

#### **Article 22. Authority and Procedure for Obtaining Shareholders' Written Consent to Approve Resolutions of the General Meeting of Shareholders**

The authority and procedure for obtaining shareholders' written consent to approve resolutions of the General Meeting of Shareholders shall be as follows:

1. The Board of Directors has the right to obtain shareholders' written consent to approve decisions of the General Meeting of Shareholders when deemed necessary for the Company's benefit, except in the cases specified in Clause 2, Article 147 of the Enterprise Law.

2. The Board of Directors must prepare a voting form, a draft resolution of the General Meeting of Shareholders, and supporting materials for the draft resolution and send



them to all shareholders with voting rights no later than 10 days before the deadline for returning the voting form. The requirements and methods for sending the voting form and accompanying materials are as stipulated in Clause 3, Article 18 of this Charter.

3. The voting form must contain the following essential information:

- a. The Company's name, address, and business registration number;
- b. The purpose of obtaining the vote;
- c. The name, contact address, nationality, and legal identification number for individual shareholders; the name, business registration number, or legal identification number, and the address of the headquarters for corporate shareholders; or the name, contact address, nationality, and legal identification number for the representative of a corporate shareholder; the number of shares of each type and the number of votes of the shareholder;
- d. The issues for which consent is being sought;
- e. The voting options, including approval, disapproval, and abstention for each issue;
- f. The deadline for returning the completed voting form to the Company;
- g. The name and signature of the Chairman of the Board of Directors.

4. Shareholders may send the completed voting forms to the Company by mail, fax, or email according to the following regulations:

a) If sending by mail, the completed voting form must be signed by the shareholder (individual), their representative, or the legal representative of the corporate shareholder. The form must be enclosed in a sealed envelope, and no one is allowed to open it before the vote counting.

b) If sending by fax or email, the completed voting form must remain confidential until the vote counting begins.

c) Voting forms sent to the Company after the deadline stated in the voting form or those that have been opened (in the case of mail) or disclosed (in the case of fax or email) are invalid. Voting forms that are not returned to the Company are considered as non-votes.

5. The Board of Directors shall count the votes and prepare a vote-counting record in the presence of the Supervisory Board or shareholders who do not hold any managerial positions in the Company. The vote-counting record must include the following essential information:

- a) The Company's name, address, and business registration number;
- b) The purpose and issues for which consent is being sought to approve the resolution;
- c) The number of shareholders and total votes that participated, distinguishing between valid and invalid votes and the method of sending the votes, along with an annex listing the shareholders who participated in the vote;
- d) The total number of votes with approval, disapproval, and no opinion for each item;
- d) The contents that were adopted and the corresponding approval rate;
- e) The full name and signature of the Chairman of the Board of Directors, the vote counters, and the supervisors of the vote counting.



Members of the Board of Directors, the vote counters, and the supervisors of the vote counting shall be jointly responsible for the accuracy and integrity of the vote counting record and shall be liable for any damages arising from decisions adopted due to inaccurate or dishonest vote counting.

6. The vote-counting record and resolutions must be sent to shareholders within 15 days from the date of the completion of the vote counting. The sending of the vote-counting record and resolutions may be substituted by posting them on the Company's website within 24 hours from the completion of the vote counting.

7. The completed voting forms, the vote-counting record, the adopted resolutions, and related documents must be kept at the Company's headquarters.

8. A resolution passed by written consent of the shareholders shall be valid and have the same effect as a resolution passed at the General Meeting of Shareholders if it is approved by shareholders holding more than [50%] of the total voting shares of all shareholders with voting rights.

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

1. The General Meeting of Shareholders must be recorded in the minutes, which can be audio-recorded or saved in other electronic forms. The minutes must be written in Vietnamese, and may also be written in English, and should contain the following main content:

- a. Name, the address of the head office, and business registration number;
- b. Time and location of the General Meeting of Shareholders
- c. The meeting agenda and the content of the meeting;
- d. Full names of the chairperson and the secretary;
- e. A summary of the proceedings and the comments made during the Shareholders' General Meeting regarding each issue on the agenda;
- f. The number of shareholders and the total number of voting shares represented by attending shareholders, along with an annex listing the registered shareholders, their representatives, the number of shares, and the corresponding voting rights;
- g. The total number of votes on each issue, clearly stating the voting method, the total number of valid and invalid votes, votes in favor, against, and abstentions, as well as the percentage corresponding to the total number of votes of shareholders attending the meeting;
- h. The approved matters and the corresponding voting approval percentages
- i. The full names and signatures of the chairperson and the secretary. If the chairperson or secretary refuses to sign the minutes, the minutes will still be valid if all other members of the Board of Directors who attended agree and sign it, provided the contents meet the requirements outlined in this section. The minutes will state that the chairperson or secretary refused to sign. The person who signs the minutes will be jointly responsible for the accuracy and truthfulness of the content. The chairperson and secretary will be personally responsible for any damage caused to the company for refusing to sign the minutes in accordance with the provisions of the Law on Enterprises.

2. The minutes of the General Meeting of Shareholders must be prepared and



approved before the meeting ends. The chairperson, the secretary, or anyone else signing the minutes will be jointly responsible for the truthfulness and accuracy of the content of the minutes.

3. The minutes prepared in both Vietnamese and English will have equal legal validity. In the case of any discrepancies between the Vietnamese version and the English version of the minutes, the content in the Vietnamese version will prevail.

4. The resolutions, minutes of the General Meeting of Shareholders, the annex listing the registered shareholders with their signatures, the proxy forms, and all accompanying documents (if any) must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at the company's head office.

#### **Article 24. Request to Cancel Decisions of the General Meeting of Shareholders**

Within 90 days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders, or the minutes of the vote counting results of the Meeting, a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises may request the Court or Arbitration to review and cancel the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening the meeting and making decisions of the General Meeting of Shareholders violate the provisions of the Law on Enterprises and the company's charter, except in the cases specified in Clause 3, Article 21 of this Charter.
2. The content of the resolution violates the law or this Charter.

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

1. In the case where candidates for the Board of Directors have been identified, the company must publicly disclose information related to the candidates at least 10 days prior to the opening date of the General Meeting of Shareholders on the company's electronic information page, so that shareholders can review the candidates before voting. The candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties in good faith, diligence, and for the best interest of the company if elected as a member of the Board of Directors. Information related to the candidates for the Board of Directors to be disclosed includes:

- a) Full name, date of birth (day, month, year);
- b) Educational qualifications;
- c) Work experience;
- d) Other management positions (including board member positions at other companies);
- đ) Interests related to the company and related parties of the company;
- g) The public company must disclose information about companies where the candidate holds positions as a Board member, other management positions, and any interests related to the company (if applicable).

2. The nomination of Board members is carried out as follows:



Shareholders or shareholder groups holding voting shares may combine their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (1) candidate; from 20% to less than 30% of the total voting shares may nominate two (2) candidates; from 30% to less than 40% of the total voting shares may nominate three (3) candidates; from 40% to less than 50% of the total voting shares may nominate four (4) candidates; and from 50% or more of the total voting shares may nominate the full number of candidates.

3. If the number of candidates for the Board of Directors through nominations and elections is still insufficient as required under Clause 5, Article 115 of the Enterprise Law, the current Board of Directors must introduce additional candidates or organize nominations in accordance with the company's charter, internal governance regulations, and the operational regulations of the Board of Directors. The current Board of Directors' introduction of additional candidates must be publicly disclosed before the General Meeting of Shareholders votes to elect the Board members in accordance with the law.

4. Board members must meet the standards and conditions specified in Clauses 1 and 2, Article 155 of the Enterprise Law and the company's charter.

#### **Article 26. Composition and Term of Board Members**

1. The number of Board members is five (05).

2. The term of a Board member is no more than five (05) years and may be re-elected for an unlimited number of terms. An individual can only be elected as an independent Board member of one company for no more than two (02) consecutive terms. If all Board members finish their terms, they continue as members of the Board until new members are elected and take over their responsibilities.

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

The structure of the company's Board must ensure that at least one-third (1/3) of the total Board members are non-executive, with at least one-fifth (1/5) of the total Board members being independent, in accordance with Article 276 of Decree 155/2020/ND-CP.

4. A Board member ceases to be a member of the Board in the event they are dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Enterprise Law.

5. The appointment of Board members must be publicly disclosed in accordance with the law on information disclosure in the securities market.

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

#### **Article 27. The rights and Duties of the Board of Directors**

1. The Board of Directors is the management body of the Company, with full authority to act on behalf of the Company to decide and carry out the rights and obligations of the Company, except for those rights and obligations falling under the jurisdiction of the General Meeting of Shareholders.

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



- a) Decide on the strategy, medium-term development plan, and annual business plan of the Company;
- b) Propose the types of shares and the total number of shares of each type to be offered for sale;
- c) Decide on the sale of unsold shares within the scope of the number of shares that can be offered for sale of each type; decide to raise additional capital through other forms;
- d) Decide the selling price of shares and bonds of the Company;
- d) Decide to buy back shares in accordance with the provisions of Clauses 1 and 2, Article 133 of the Enterprise Law;
- e) Decide on investment plans and investment projects within the scope and limits as prescribed by law;
- g) Decide on market development solutions, marketing, and technology;
- h) Approve contracts for purchasing, selling, borrowing, lending, and other contracts or transactions with a value of 35% or more of the total value of assets as recorded in the Company's most recent financial report, except for contracts and transactions that fall under the jurisdiction of the General Meeting of Shareholders as prescribed in Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Enterprise Law; Approve contracts, agreements, and commitments with terms of more than one year (excluding contracts related to investment projects in construction that have been approved by the competent authority; contracts for the purchase of products or services managed by the State; contracts and transactions within the jurisdiction of the General Meeting of Shareholders according to the provisions of Clause 2, Article 138, Clause 1, and Clause 3, Article 167 of the Enterprise Law);
- i) Elect, dismiss, or remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, or terminate contracts with the CEO, Deputy CEO, and Chief Accountant; decide on the salaries, allowances, bonuses, and other benefits of these managers; appoint representatives to participate in the Member Council or General Meeting of Shareholders at other companies and decide on their remuneration and other benefits;
- k) Supervise and direct the CEO and other managers in the daily operations of the Company;
- l) Decide on the organizational structure, internal management regulations of the Company, and decide on the establishment of subsidiaries, branches, representative offices, and the investment or share purchase in other enterprises;
- m) Approve the program, content, and documents for the General Meeting of Shareholders, call for the General Meeting of Shareholders or solicit opinions to have resolutions passed by the General Meeting of Shareholders;
- n) Present the annual audited financial report to the General Meeting of Shareholders;
- o) Propose the dividend rate to be paid; decide on the timeline and procedure for paying dividends or handling losses incurred during business operations;
- p) Propose the reorganization or dissolution of the Company; request the bankruptcy of the Company;



q) Decide on issuing the Rules of Operation of the Board of Directors, the internal regulations on corporate governance after approval by the General Meeting of Shareholders; decide on issuing the Regulations on information disclosure;

s) Other rights and duties as prescribed by the Enterprise Law, the Securities Law, other legal provisions, and the Company's Charter.

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3. The Board of Directors must report to the General Meeting of Shareholders on the results of its activities as prescribed in Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government, detailing the implementation of certain provisions of the Securities Law.

#### **Article 28. Remuneration, Bonuses, and Other Benefits of Board Members**

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on the results and effectiveness of business operations.

2. Members of the Board of Directors are entitled to a job remuneration and bonuses. Job remuneration is calculated based on the number of days required to complete the member's duties and the daily remuneration rate. The Board of Directors determines the remuneration for each member by consensus. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.

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

4. Members of the Board of Directors holding executive positions or working in sub-committees of the Board or performing duties beyond the ordinary scope of a Board member's role may receive additional remuneration in the form of a lump sum per assignment, salary, commission, profit-sharing, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for all travel, meal, accommodation, and other reasonable expenses incurred in the performance of their duties, including those for attending the General Meeting of Shareholders, Board of Directors meetings, or sub-committees of the Board.

6. Members of the Board of Directors may have liability insurance purchased by the Company, subject to approval by the General Meeting of Shareholders. This insurance does not cover liabilities related to legal violations or violations of the Company's Charter by the Board member.

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

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

2. The Chairman of the Board of Directors cannot concurrently hold the position of director



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

- a) To develop the program and activity plan of the Board of Directors;
- b) To prepare the agenda, content, and documents for the meeting; to convene, preside over, and chair the meetings of the Board of Directors;
- c) To organize the approval of the resolutions and decisions of the Board of Directors;
- d) To supervise the implementation of the resolutions and decisions of the Board of Directors;
- d) To chair the General Meeting of Shareholders;
- e) Other rights and duties as stipulated by the Enterprise Law and this Charter.

4. In the case that the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed from office, the Board of Directors must elect a replacement within [10 days] from the date of receiving the resignation letter or dismissal/removal.

5. In the case that the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to perform the rights and duties of the Chairman of the Board. If there is no designated proxy or if the Chairman is deceased, missing, detained, serving a prison sentence, under administrative detention in a compulsory rehabilitation facility or compulsory educational facility, absconded, legally incapacitated, facing restrictions on their ability to act, or has been prohibited by a court from holding the position, the remaining members will elect a new Chairman of the Board by majority vote until a new decision is made by the Board of Directors.

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

1. The Chairman of the Board of Directors will be elected at the first meeting of the new Board of Directors within seven (07) working days after the election of the Board for that term. This meeting will be convened and chaired by the member with the highest vote count or highest percentage of votes. If more than one (01) member has the highest vote count or highest percentage of votes, the members will elect by majority to select one (01) member to convene the meeting of the Board of Directors.

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

3. The Chairman of the Board of Directors shall convene meetings of the Board of Directors in the following cases:

- a) At the request of the Supervisory Board or an independent member of the Board of Directors
- b) At the request of the CEO or at least five (05) other managers;
- c) At the request of at least two (02) members of the Board of Directors;

4. Requests as mentioned in Clause 3 of this Article must be made in writing, specifying the purpose, issues to be discussed, and decisions within the Board's authority.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receiving the request stipulated



in Clause 3 of this Article. If the Chairman fails to convene the meeting as requested, they will be responsible for any damages to the Company. The requesters have the right to replace the Chairman and convene the meeting themselves.

6. The Chairman of the Board of Directors or the person convening the meeting must send out the notice of the meeting at least [03 days] before the meeting. The notice must specify the time, location, agenda, issues for discussion, and decisions to be made. The notice must also include the documents to be used in the meeting and the voting ballots for the members.

The notice can be sent via invitation letter, telephone, fax, electronic means, or other methods specified by the company's charter and ensuring delivery to each member's registered contact address.

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

The members of the Supervisory Board have the right to attend meetings of the Board of Directors, discuss, but not vote.

8. The Board of Directors meeting will be valid if at least three-quarters  $\frac{3}{4}$  of the total members are present. If a meeting is not valid due to lack of quorum, it can be reconvened within [07 days] from the date of the original meeting. In this case, the meeting will be valid if more than half of the members of the Board of Directors attend.

9. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend the meeting and vote as per the provisions in Clause 11 of this Article;
- c) Attending and voting through an online meeting, electronic voting, or other electronic methods;
- d) Sending the voting ballot to the meeting via mail, fax, or email;
- d Sending the voting ballot by other means.

10. In the case of sending a voting ballot by mail, the ballot must be enclosed in a sealed envelope and submitted to the Chairman of the Board of Directors no later than one hour before the meeting starts. The voting ballot will only be opened in the presence of all meeting attendees.

11. Members are required to attend all meetings of the Board of Directors. Members can delegate another person to attend the meeting and vote if approved by the majority of the Board of Directors.

12. The resolutions and decisions of the Board of Directors are approved if they are agreed upon by the majority of the members present. In case of a tie, the final decision will rest with the Chairman of the Board of Directors.

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

1. The Board of Directors may establish subcommittees to be responsible for development policies, human resources, compensation and benefits, internal auditing, and



risk management. The number of members in the subcommittee is decided by the Board of Directors, with a minimum of three (03) members, including both Board members and external members. Independent Board members/non-executive Board members should constitute the majority of the subcommittee, and one of these members is appointed as the Subcommittee Chairperson by the Board of Directors. The subcommittee's activities must comply with the regulations set by the Board of Directors. The subcommittee's resolutions are only valid when the majority of members participate and approve them in the subcommittee's meeting.

2. The implementation of the Board of Directors' decisions or decisions of the subcommittees must comply with current legal regulations and the provisions outlined in the Company's Charter and internal corporate governance regulations.

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

1. The Board of Directors must appoint at least one (01) person as the person in charge of corporate governance to assist in corporate governance activities within the enterprise. The person in charge of corporate governance may concurrently hold the position of company secretary as stipulated in Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must not concurrently work for the approved auditing organization that is currently auditing the Company's financial statements.

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

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

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

c) Advise on the procedures for meetings;

d) Attend meetings;

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

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

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

h) Serve as the point of contact with relevant stakeholders;

i) Maintain confidentiality as per legal provisions and the Company's Charter;

k) Other rights and obligations as prescribed by law and the Company's Charter.

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

#### **Article 33. Organizational Structure of Management**

The management system of the Company 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 Company.

The Company shall have a Director, Deputy Directors, and a Chief Accountant, all appointed by the Board of Directors. The appointment, dismissal, and removal of these positions must be approved through resolutions and decisions of the Board of Directors.

#### **Article 34. Executives of the Company**

1. The executives of the Company include the Director, Deputy Directors, and Chief Accountant.

2. At the proposal of the Director and with the approval of the Board of Directors, the Company may recruit other executives in accordance with the number and qualifications suitable for the Company's structure and management regulations set by the Board of Directors. The executives must be responsible for assisting the Company in achieving the goals set in its activities and organization.

3. The Director shall be paid a salary and bonus. The salary and bonus of the Director shall be decided by the Board of Directors.

4. The salary of the executives shall be included in the Company's business expenses in accordance with the corporate income tax regulations and must be presented separately in the Company's annual financial statements, which must be reported to the General Meeting of Shareholders at the annual meeting.

5. The term of appointment for the Director of the Company shall not exceed 5 years and must align with the term of the Board of Directors. The term of appointment for Deputy Directors and the Chief Accountant of the Company shall be 5 years; these positions may be reappointed for an unlimited number of terms. The term of positions not under the appointment authority of the Board of Directors shall be implemented in accordance with the Company's management regulations.

6. For Deputy Directors and the Chief Accountant who were appointed or reappointed before the issuance of this amended Charter, their appointment or reappointment decisions remain valid, and the Company's Board of Directors shall review and adjust the term of office in accordance with the provisions of this Charter.

#### **Article 35. Appointment, Dismissal, Duties, and Powers of the Director**

1. The Board of Directors shall appoint one of its members or hire another person to act as the Director.

2. The Director is responsible for managing the daily business operations of the Company, under the supervision of the Board of Directors. The Director is accountable to the Board of Directors and to the law for the exercise of the rights and duties assigned.

3. The Director has the following rights and duties:

a) Decide on matters related to the daily business operations of the Company that do not fall under the authority of the Board of Directors;

Decide on contracts for buying, selling, lending, borrowing, and other contracts and transactions worth less than 35% of the total value of assets recorded in the most recent audited financial report, except for contracts and transactions that fall under the authority of the General Meeting of Shareholders or the Board of Directors as stipulated in Articles 138, 153, and 167 of the Enterprise Law;



- b) Organize the implementation of resolutions and decisions of the Board of Directors;
- c) Organize the implementation of the Company's business plans and investment strategies;
- d) Propose organizational structure schemes and internal management regulations for the Company;
- đ) Appoint, dismiss, or remove management positions within the Company, except for positions under the authority of the Board of Directors;
- e) Decide on salaries and other benefits for employees within the Company, including those in managerial positions appointed by the Director;
- g) Recruit employees;
- h) Propose dividend payment schemes or address business losses;
- i) Other rights and duties as stipulated by law, the Company's Charter, and the resolutions and decisions of the Board of Directors.

4. The Board of Directors may dismiss the Director when a majority of the Board members with voting rights agree, and appoint a new Director to replace them.

## **Chapter IX. SUPERVISORY BOARD**

### **Article 36. Nomination and Election of Supervisory Board Members**

1. The nomination and election of Supervisory Board members are carried out in accordance with the provisions in Clause 1 and Clause 2 of Article 25 of this Charter.

2. If the number of candidates nominated and elected to the Supervisory Board is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize the nomination process as stipulated in the company's charter, the internal regulations on corporate governance, and the operating regulations of the Supervisory Board. The incumbent Supervisory Board's proposal to introduce additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect the Supervisory Board members in accordance with the law.

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

1. The number of members of the Company's Supervisory Board is three (03). The term of office of a Supervisor shall not exceed five (05) years and may be renewed for an unlimited number of terms.

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

- a) Working in the accounting or finance departments of the Company;
- b) Being a member or employee of the independent audit firm that audits the company's financial statements for the last three (03) consecutive years.

3. Members of the Supervisory Board may be dismissed in the following cases:

- a) No longer meeting the qualifications and conditions to be a member of the Supervisory Board as stipulated in Clause 2 of this Article;
- b) Submitting a resignation letter and having it approved.

4. Members of the Supervisory Board may be removed in the following cases:



- a) Failing to complete their assigned tasks and duties;
- b) Failing to exercise their rights and obligations for six (06) consecutive months, except in cases of force majeure;
- c) Repeatedly violating or seriously violating their obligations as members of the Supervisory Board as stipulated by the Enterprise Law and the company's charter.

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

1. The Head of the Supervisory Board shall be elected by the members of the Supervisory Board from among its members, with election, dismissal, and removal carried out based on the majority principle. The Supervisory Board must have more than half of its members residing in Vietnam. The Head of the Supervisory Board must hold at least a bachelor's degree in one of the following fields: economics, finance, accounting, auditing, law, business administration, or other fields related to the company's business activities.

#### **2. Rights and duties of the Head of the Supervisory Board:**

- a) Convening meetings of the Supervisory Board;
- b) Requesting the Board of Directors, the Director, and other executives to provide relevant information to report to the Supervisory Board;
- c) Preparing and signing the Supervisory Board's report after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

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

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

- 1. Propose and recommend the General Meeting of Shareholders to approve the list of approved audit firms to conduct the audit of the Company's financial statements; decide on the approved audit firm to conduct checks on the Company's activities, and dismiss the approved auditor when deemed necessary.
- 2. Be responsible to the shareholders for its supervisory activities.
- 3. Supervise the Company's financial situation, 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 the shareholders.
- 5. In the event of discovering a violation of the law or the Company's Charter by a member of the Board of Directors, the General Director, or other managers, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the violator to stop the violation and implement corrective measures.
- 6. Develop the Supervisory Board's operational regulations and submit them to the General Meeting of Shareholders for approval.
- 7. Report at the General Meeting of Shareholders as prescribed in Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government, which details the implementation of certain provisions of the Securities Law.
- 8. Have the right to access the Company's records and documents kept at the head



office, branches, and other locations; have the right to visit the workplace of the Company's managers and employees during working 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 full, accurate, and timely information and documents about the management, operation, and business activities of the Company.

10. Other rights and duties as stipulated by law and this Charter.

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

1. The Supervisory Board must meet at least twice a year, with at least two-thirds of the members of the Supervisory Board attending. The meeting minutes of the Supervisory Board must be detailed and clear. The person who takes the minutes and the members of the Supervisory Board who attend the meeting must sign the meeting minutes. The meeting minutes of the Supervisory Board must be kept to determine the responsibility of each member of the Supervisory Board.

2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and the representatives of the approved audit firm to attend and answer any questions that need clarification.

#### **Article 41. Salaries, Remuneration, Bonuses, and Other Benefits of the Members of the Supervisory Board**

1. Members of the Supervisory Board will be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders will decide the total amount of salary, remuneration, bonuses, other benefits, and the annual operational budget of the Supervisory Board.

2. Members of the Supervisory Board will be reimbursed for reasonable costs of meals, accommodation, travel, and independent consulting services. The total amount of remuneration and expenses should not exceed the total annual operating budget of the Supervisory Board as approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.

3. The salaries and operating costs of the Supervisory Board will be included in the company's business expenses according to the regulations on corporate income tax and other relevant legal provisions and must be separately listed in the company's annual financial report.

#### **Chapter X. Responsibilities of Members of the Board of Directors, Supervisory Board Members, Directors, and Other Executives**

Members of the Board of Directors, Members of the Supervisory Board, Directors, and other executives are responsible for performing their duties, including their duties as members of the Board's committees, with honesty and care for the benefit of the company.

#### **Article 42. Responsibility for Honesty and Avoiding Conflicts of Interest**

1. Members of the Board of Directors, Members of the Supervisory Board, Directors, and other executives must disclose any related interests as required by the Law on Enterprises and other relevant legal documents.



2. Members of the Board of Directors, members of the Supervisory Board, Directors, and other executives and their related persons may only use the information they acquire through their positions to serve the interests of the company.

3. Members of the Board of Directors, Members of the Supervisory Board, Directors, and other executives must notify the Board of Directors and the Supervisory Board in writing about any transactions between the company, its subsidiaries, or other companies under the company's control (more than 50% of the charter capital) and the person or related parties involved, as stipulated by law. If these transactions are approved by the General Meeting of Shareholders or the Board of Directors, the company must disclose the resolutions according to the legal regulations on information disclosure.

4. Members of the Board of Directors are not allowed to vote on transactions that provide benefits to them or their related persons as stipulated by the Law on Enterprises and the company's charter.

5. Members of the Board of Directors, members of the Supervisory Board, Directors, other executives, and their related persons are prohibited from using or disclosing any internal information to carry out related transactions.

6. Transactions between the company and one or more members of the Board of Directors, members of the Supervisory Board, Directors, other executives, and individuals or organizations related to these persons will not be invalid in the following cases:

a) For transactions with a value less than or equal to [20%] of the total value of assets recorded in the most recent financial report, provided that the key details of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, Directors, and other executives, have been reported to the Board of Directors and approved by a majority vote of the members of the Board of Directors without related interests.

b) For transactions with a value greater than [20%] or transactions that lead to a cumulative transaction value within 12 months from the date of the first transaction reaching [20%] or more of the total value of assets recorded in the most recent financial report, the important details of the transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, Directors, and other executives, must be disclosed to the shareholders and approved by the General Meeting of Shareholders through votes by shareholders without related interests.

#### **Article 43. Responsibility for Damages and Compensation**

1. Members of the Board of Directors, members of the Supervisory Board, Directors, and other executives who violate their duty of honesty and care, or fail to fulfill their responsibilities diligently and competently, are liable for the damages caused by their violations.

2. The company will indemnify individuals who have been, are, or may become involved in lawsuits, claims, or prosecutions (including civil, administrative, and non-company initiated lawsuits) if they were or are members of the Board of Directors, members of the Supervisory Board, Directors, other executives, employees, or representatives authorized by the company and have acted in good faith, with care, for the benefit of the company, in compliance with the law, and there is no evidence to suggest they have violated their responsibilities.



3. Compensation expenses include judgment costs, fines, and actual expenses incurred (including legal fees) when resolving these matters within the bounds allowed by law. The company may purchase insurance for these individuals to protect against the liabilities mentioned above.

## **Chapter XI. RIGHTS TO INSPECT THE COMPANY'S BOOKS AND RECORDS**

### **Article 44. Right to inspect books and records**

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

a) Ordinary shareholders have the right to examine, inspect, and extract information about the names and contact addresses in the list of shareholders with voting rights; request the correction of inaccurate information about themselves; examine, inspect, extract or photocopy the company's Articles of Association, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders holding at least [5%] of the total ordinary shares have the right to examine, inspect, extract the minutes and resolutions, decisions of the Board of Directors, mid-year and annual financial reports, reports from the Supervisory Board, contracts, transactions that must be approved by the Board of Directors, and other documents, excluding materials related to trade secrets or business secrets of the company

2. In case a representative is authorized by shareholders or groups of shareholders to inspect the books and records, they must provide the authorization letter from the shareholders or group of shareholders they represent, or a notarized copy of this authorization letter.

3. Members of the Board of Directors, members of the Supervisory Board, the Director, and other executives have the right to inspect the company's shareholder register, shareholder list, and other company records for purposes related to their positions, provided that these records are kept confidential.

4. The company must retain its Articles of Association and amendments, the business registration certificate, regulations, documents proving asset ownership, resolutions from the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports from the Board of Directors, reports from the Supervisory Board, annual financial statements, accounting books, and other documents as required by law, either at the head office or another location, as long as shareholders and the business registration agency are informed about where these documents are kept.

5. The company's Articles of Association must be published on the company's website.

## **Chapter XII. EMPLOYEES AND TRADE UNION**

### **Article 45. Employees and trade union**

1. The Director must prepare plans for the Board of Directors to approve matters related to recruitment, termination of employment, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and business executives.

2. The Director must prepare plans for the Board of Directors to approve matters



related to the company's relationship with trade union organizations in accordance with the best standards, practices, and management policies, as well as the provisions of this Articles of Association, the company's regulations, and applicable legal regulations.

### **Chapter XIII. DISTRIBUTION OF PROFITS**

#### **Article 46. Distribution of profits**

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

2. The company does not pay interest on the amount paid as dividends or any related amounts concerning a type of shares.

3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of the dividend in shares, and the Board of Directors is the implementing authority for this decision.

4. In cases where dividends or other related amounts for a type of shares are paid in cash, the company must pay in Vietnamese Dong (VND). Payment can be made directly or through banks based on the bank account details provided by the shareholder. If the company transfers funds according to the bank account details provided by the shareholder and the shareholder does not receive the payment, the company is not responsible for the money it has transferred to the shareholder. Dividend payments for listed securities or those registered for trading on the Stock Exchange may be carried out through securities companies or the Vietnam Securities Depository Center.

5. Based on the Corporate Law, the Securities Law, the Board of Directors will adopt a resolution to determine a specific date for closing the shareholder list. According to this date, individuals who are registered as shareholders or who hold other securities are entitled to receive dividends, interest, profit distributions, receive shares, or receive notifications or other documents.

6. The method for distributing dividends or after-tax profits is as follows:

- Distribute profits to affiliated capital contributors according to the terms of signed contracts (if any);

- Offset losses from previous years that have expired and have been deducted from pre-tax profits according to regulations;

- Allocate up to 30% to the corporate development investment fund;

Allocate funds for rewards, welfare for employees, and bonuses for managers in accordance with the government regulations on labor, wages, salaries, and bonuses for companies with state-owned capital.

The remaining profit will be distributed entirely in cash or shares to shareholders and capital contributors. Dividends paid in shares will only be applied when the company is carrying out Group A projects approved by the competent authorities.

7. Other matters related to the distribution of profits will be carried out in accordance with the law.

### **Chapter XIV. Bank Accounts, Financial Year, and Accounting Regime**

#### **Article 47. Bank Accounts**



1. The Company shall open accounts at Vietnamese banks or foreign banks that are permitted to operate in Vietnam.

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

3. The Company shall carry out all payments and accounting transactions through Vietnamese dong or foreign currency accounts at the banks where the Company has accounts.

#### **Article 48. Financial Year**

The Company's financial year starts on January 1st each year and ends on December 31st each year. The first financial year starts from the date of issuance of the Business Registration Certificate and ends on December 31st of the year the Business Registration Certificate is issued.

#### **Article 49. Accounting Regime**

1. The accounting regime used by the Company is the Vietnamese Accounting Regime (VAS), the enterprise accounting regime, or any other specialized accounting regime issued by the competent authority and approved by the Ministry of Finance.

2. The Company shall maintain accounting records in Vietnamese and retain accounting files in accordance with the law on accounting and related regulations. These records must be accurate, updated, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company uses the Vietnamese dong as the currency unit in accounting. In cases where the Company has economic transactions primarily in a foreign currency, it may choose that foreign currency as the currency unit for accounting, taking responsibility for this choice before the law and notifying the directly managing tax authorities.

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

#### **Article 50. Annual, Semi-Annual, and Quarterly Financial Reports**

1. The company must prepare an annual financial report, and the annual financial report must be audited according to the law. The company must disclose the audited annual financial report in accordance with the securities market information disclosure regulations and submit it to the competent government authority.

2. The annual financial report must include all reports, appendices, and explanations as required by the law on corporate accounting. The annual financial report must accurately and objectively reflect the company's operational situation.

3. The company must prepare and disclose semi-annual audited financial reports and quarterly financial reports in accordance with securities market information disclosure regulations and submit them to the competent government authority.

#### **Article 51. Annual Report**

The company must prepare and disclose an annual report in accordance with the securities law and the securities market regulations.

## **Chapter XVI. AUDIT FOR THE COMPANY**

### **Article 52. Audit**

1. The General Meeting of Shareholders appoints an independent audit company or approves a list of independent audit companies and authorizes the Board of Directors to select one of these companies to audit the company's financial report for the next fiscal year based on the terms and conditions agreed upon with the Board of Directors.
2. The audit report is attached to the company's annual financial report.
3. The independent auditor conducting the audit of the company's financial report may attend the General Meeting of Shareholders and has the right to receive notifications and other information related to the meeting and to express their opinion at the meeting on matters related to the audit of the company's financial report.

## **Chapter XVII. COMPANY SEAL**

### **Article 53. Company Seal**

1. The seal includes a seal made at a seal engraving facility or a digital signature seal as regulated by the law on electronic transactions.
2. The Board of Directors decides the type, quantity, form, and content of the company's seal.
3. The Board of Directors and the Director use and manage the seal in accordance with current laws.

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

### **Article 54. Dissolution of the Company**

1. The company may be dissolved in the following cases:
  - a) At the end of the operational term specified in the company's charter without a decision to extend it;
  - b) According to the resolution or decision of the General Meeting of Shareholders;
  - c) The company's business registration certificate is revoked, except in cases where the Tax Management Law provides otherwise;
  - d) Other cases as prescribed by law.
2. The company's dissolution before the end of its term (including any extension) is decided by the General Meeting of Shareholders, and the Board of Directors will implement it. This decision must be announced or approved by the competent authority (if required) according to the regulations.

### **Article 55. Extension of Operations**

1. The Board of Directors must convene a meeting of the General Meeting of Shareholders at least [7 months] before the expiration of the operational term to allow shareholders to vote on the extension of the Company's operations, as proposed by the Board of Directors.
2. The operational term is extended when at least 65% of the voting shares of the



shareholders present at the General Meeting of Shareholders approve the extension.

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

1. At least [6 months] before the end of the Company's operational term or after a decision to dissolve the Company has been made, the Board of Directors must establish a Liquidation Committee consisting of 3 members, of which 2 members are appointed by the General Meeting of Shareholders and 1 member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee prepares its operating regulations. Committee members may be selected from the Company's employees or independent experts. All costs related to liquidation are prioritized for payment before other debts of the Company.

2. The Liquidation Committee must report to the business registration agency the date of establishment and the start date of operations. From that point on, the Liquidation Committee represents the Company in all matters related to the liquidation of the Company before the Court and administrative authorities.

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

- a) Liquidation expenses;
- b) Wages, severance pay, social insurance, and other benefits for employees according to the collective labor agreement and signed employment contracts;
- c) Tax liabilities;
- d) Other debts of the Company;
- d) The remaining amount after all debts from (a) to (d) above are paid is distributed to the shareholders. Preferred shares are paid first.

#### **Chapter XIX. Internal Dispute Resolution**

##### **Article 57. Internal Dispute Resolution**

1. In the event of disputes or complaints related to the Company's operations, the rights and obligations of shareholders under the provisions of the Law on Enterprises, other relevant laws, and the Company's charter, the following parties shall try to resolve the dispute through negotiation and reconciliation:

- a. Shareholders with the Company;
- b. Shareholders with the Board of Directors, the Supervisory Board, the CEO, or other managers.

The parties involved will attempt to resolve the dispute through negotiation and reconciliation. Except in cases involving the Board of Directors or the Chairman of the Board of Directors, the Chairman will preside over the dispute resolution and request each party to present the relevant information within 30 working days from the date the dispute arises. In cases involving the Board of Directors or the Chairman of the Board, any party may appoint an independent expert to mediate the dispute resolution process.

2. If no settlement is reached within six (06) weeks from the start of the reconciliation process, or if the decision of the mediator is not accepted by the parties, either party may bring the dispute before the competent court for resolution in accordance with the law.

3. Each party bears its own costs related to the negotiation and reconciliation procedures. The court costs will be paid in accordance with the court's ruling.

## **Chapter XX. Amendments and Supplements to the Charter**

### **Article 58. Charter of The Company**

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

2. In cases where there are legal provisions related to the Company's activities not addressed in this Charter, or where new legal provisions conflict with the terms of this Charter, those legal provisions shall automatically apply and govern the operations of the Company.

## **Chapter XXI. Effective Date**

### **Article 59. Effective Date**

1. This Charter, consisting of 21 chapters and 59 articles, was approved by the General Meeting of Shareholders of Vicem Hai Phong Packaging Joint Stock Company on day 22 month 4 year 2026 in Hai Phong, and the full text of this Charter was agreed to be in effect.

2. The Charter is made in ten (10) copies, each of which has equal validity and must be kept at the Company's headquarters.

3. This Charter is the sole and official document of the Company.

4. Any copies or excerpts of the company's Charter are valid when signed by the Chairman of the Board of Directors or at least half (1/2) of the total members of the Board of Directors.



**Nguyen Thi Kim Chi**