

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence – Freedom – Happiness**

**CHARTER ON ORGANIZATION AND  
OPERATION OF PORT OF HAI PHONG  
JOINT STOCK COMPANY**

*(Issued in accordance with the 2026 General Meeting of Shareholders  
resolution)*



**Hai Phong, April 2026**

**CHARTER ON ORGANIZATION AND OPERATION OF  
PORT OF HAI PHONG JOINT STOCK COMPANY**

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## INTRODUCTION

The Charter of Organization and Operation of Port of Hai Phong Joint Stock Company (hereinafter referred to as the “Charter”) was approved by a valid resolution of the General Meeting of Shareholders of Port of Hai Phong Joint Stock Company on April 23, 2026.

Port of Hai Phong Joint Stock Company, hereinafter referred to as the “Company,” is organized and operates in accordance with these Charter, the provisions of the Enterprise Law, and other relevant provisions of current law.

## CHAPTER I: GENERAL PROVISIONS

### SECTION 1: DEFINITIONS OF TERMS IN THIS CHARTER

#### Article 1 . Definition of Terms

1. In this Charter, the following terms shall have the meanings set forth below:
  - a. “Law on Enterprises” means the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amending and supplementing documents;
  - b. “Law on Securities” means the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amending and supplementing documents;
  - c. “Date of Incorporation” means the date on which the Company was first issued a Business Registration Certificate;
  - d. “Authorized capital” means the total par value of shares issued and sold, as provided for in Article 7 of this Charter;
  - e. “Voting capital” means the share capital in respect of which the holder has the right to vote on matters within the authority of the General Meeting of Shareholders;
  - f. “Manager of the enterprise” means a person managing the Company, including: the Chairman of the Board of Management, Vice Chairman of the Board of Management, members of the Board of Management, the General Director, and members of the Executive Board;
  - g. “Business executive” refers to the General Director, Deputy General Director, and Chief Accountant;
  - h. “Related Party” means any individual or entity as defined in Clause 46 of Article 4 of the Securities Law;
  - i. “Shareholder” means any individual or entity that owns at least one share of the Company;

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j. "Major shareholder" means a shareholder who directly or indirectly owns 5% or more of the Company's voting shares;

k. "Sold shares" means shares that have been offered for sale and for which shareholders have fully paid the Company;

l. "Shares authorized for issuance" refers to the total number of shares of all classes that the General Meeting of Shareholders has decided to issue to raise capital;

m. "Unsold shares" means shares authorized for offering that have not yet been paid for to the Company;

n. "Subsidiary company" is a company that falls into one of the following categories:

(i) Port of Hai Phong owns more than 50% of the charter capital or total common shares of that company;

(ii) Port of Hai Phong has the right to directly or indirectly decide on the appointment of the majority or all members of the Board of Management, General Director or Director of that company;

(iii) Port of Hai Phong has the right to decide on amendments and additions to the charter of that company;

o. "Joint venture company" refers to a joint-stock company with capital contributions below the controlling level of Port of Hai Phong and its subsidiaries; or a company without capital contributions from Port of Hai Phong and its subsidiaries, which voluntarily participates in the joint venture in the form of a joint venture contract and has a long-term relationship in terms of economic interests, technology, market, and other services with Port of Hai Phong or its subsidiaries;

p. "Stock Exchange" means the Vietnam Stock Exchange and its subsidiaries;

q. "Term of Operation" means the period during which the Company operates as specified in these Charter;

r. "Shareholders' Meeting" means the Shareholders' Meeting of the Company;

s. "Board of Management" means the Board of Management of the Company;

t. "Supervisory Board" means the Supervisory Board of the Company;

u. "General Director" means the General Director of the Company;

v. "Chief Accountant" means the Chief Accountant of the Company;

w. "Vietnam" refers to the Socialist Republic of Vietnam;



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

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

4. Other words or terms defined in the Civil Code, the Enterprise Law, and other legal documents (unless inconsistent with the subject matter or context) shall have the same meaning in these Charter.

**SECTION 2: NAME, FORM, HEADQUARTERS, BRANCHES, OFFICES  
REPRESENTATIVES, TERM OF OPERATION, LEGAL  
REPRESENTATIVES  
LAW OF THE COMPANY**

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

1. Name:

- |                              |   |
|------------------------------|---|
| - Vietnamese Name            | : Công ty cổ phần Cảng Hải Phòng        |
| - International trading name | : Port of Hai Phong Joint Stock Company |
| - Vietnamese Abbreviation    | : Cảng Hải Phòng                        |
| - English Abbreviation       | : Port of Hai Phong                     |
| - Company type               | : Joint Stock Company                   |
| - Logo                       |   |



2. The Company has legal personality under current laws effective from the date the Business Registration Certificate was issued.

3. The Company's principal office address: No. 8A Tran Phu Street, Ngo Quyen Ward, Hai Phong City.

- |                |   |
|----------------|---|
| - Phone number | : (84-225) 3859.945   |
| - Fax          | : (84-225) 3552.049   |
| - Email        | : haiphongport@haiphongport.com.vn                                      |
| - Website      | : <a href="https://haiphongport.com.vn">https://haiphongport.com.vn</a> |

4. At the time the Charter on Organization and Operation of Port of Hai Phong Joint Stock Company was adopted, the Company has the following branch:

- Port of Hai Phong Joint Stock Company – Tan Vu Port Branch

Address: Dinh Vu – Cat Hai Economic Zone, Dong Hai Ward, Hai Phong City.

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

6. Unless operations are terminated prematurely in accordance with Article 74 of this Charter, the Company's term of operation is indefinite.

### **Article 3. The Company's Legal Representative**

1. The Company's legal representative is the individual who represents the Company in exercising the rights and fulfilling the obligations arising from the Company's transactions; represents the Company as a party seeking resolution of civil matters, a plaintiff, a defendant, or a party with related rights and obligations before arbitration tribunals and courts; and exercises other rights and fulfills other obligations as prescribed by law.

2. The Company has two legal representatives: the Chairman of the Board of Management and the General Director. The division of powers and responsibilities between the Company's two legal representatives is as follows:

a. The first legal representative is the General Director of the Company and has the rights and obligations of the Company's legal representative, except as provided in subparagraph b of paragraph 2 of this Article.

b. The second legal representative is the Chairman of the Board of Management of the Company and shall have the rights and obligations of the Company's legal representative if the first legal representative is absent from Vietnam for more than 30 days without delegating such rights and obligations to another person, or if the first legal representative dies, is missing, is under criminal investigation, is in pretrial detention, is serving a prison sentence, is undergoing administrative sanctions at a compulsory rehabilitation facility, a compulsory educational facility, has fled their place of residence, has restricted or lost legal capacity, has difficulties in cognition or self-control, has been



prohibited by a court from holding a position, practicing a profession, or performing certain work, or has been removed or dismissed by the Company's Board of Management.

c. The allocation of representative powers and obligations is intended to clearly define the duties, authorities, and obligations among the Company's legal representatives, promote initiative, and emphasize accountability in the exercise of rights and obligations arising from the Company's transactions, while minimizing overlapping authority in the Company's representative functions; without altering the authority of the Board of Management and the General Director of the Company as prescribed by law and the Company's Charter.

d. Each legal representative shall be individually liable for damages caused to the Company in accordance with civil law and other relevant legal provisions, within the scope of the rights and obligations allocated under these Charter. A legal representative who enters into a transaction with a third party beyond the scope of their authorized authority shall be personally liable to the Company and the competent authority for any damages caused by such transaction. The resolution of the consequences of transactions entered into or executed by a legal representative beyond their authorized authority shall be handled in accordance with the law.

e. In the course of performing their duties, if any issues arise regarding the scope of responsibilities assigned to the legal representatives in accordance with the Company's Charter and internal regulations, the two legal representatives shall cooperate with one another to address such issues; they must report regularly and are accountable to the Company's Board of Management.

f. If, for any reason, one of the individuals is no longer eligible to serve as the Company's legal representative, the other individual shall automatically assume the rights and obligations of the ineligible representative and shall be liable for any transactions in which they act as the representative.

3. When the General Director leaves Vietnam, he or she must delegate in writing to another individual residing in Vietnam the authority to exercise the rights and fulfill the obligations of the legal representative. In such cases, the General Director remains responsible for the exercise of the delegated rights and the fulfillment of the delegated obligations.



4. If the term of the power of attorney expires as provided for in paragraph 3 of this Article and the General Director has not yet returned to Vietnam and no other power of attorney has been granted, the Chairman of the Board of Management shall exercise the rights and duties of the legal representative until the General Director returns to work at the Company.

5. If a company has only one legal representative residing in Vietnam, that person must, upon leaving Vietnam, grant a written power of attorney to another individual residing in Vietnam to exercise the rights and fulfill the obligations of the legal representative.

6. In the event that neither of the two legal representatives meets the qualifications and criteria for a legal representative as prescribed by law and these Charter, the Board of Management shall appoint another person to serve as the Company's legal representative.

#### **Article 4. Responsibilities of the Company's Legal Representative**

1. The legal representative of the Company shall have the following responsibilities:

a. Perform the assigned rights and duties with integrity, diligence, and to the best of one's ability to ensure the Company's legitimate interests;

b. Remain loyal to the Company's interests; do not abuse one's position or authority, nor use the Company's information, trade secrets, business opportunities, or other assets for personal gain or to serve the interests of other organizations or individuals;

c. Timely, complete, and accurate disclosure to the Company regarding any business in which the individual or their related parties are owners or hold equity interests, in accordance with the provisions of the Enterprise Law and these Charter.

2. The legal representative of the Company shall be personally liable in accordance with the provisions of law for damages to the Company resulting from a breach of the responsibilities specified in Clause 1 of this Article.

### **SECTION 3: OBJECTIVES, SCOPE OF BUSINESS, AND OPERATIONS OF THE COMPANY**

#### **Article 5. Objectives of the Company**

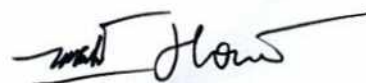
1. Business lines of the Company:

No.	Business Lines	Industry Code
1	Cargo Handling	5224 (Main)





No.	Business Lines	Industry Code
2	Rail Freight Transport	4912
3	Road freight transport	4933
4	Inland waterway freight transport	5022
5	Real estate business, land use rights owned by the owner, user, or lessee (excluding investment activities in the construction of cemetery and burial ground infrastructure for the purpose of transferring land use rights associated with such infrastructure)	6810
6	Other support services related to transportation Details: Arranging and organizing rail, road, and sea transport activities; Logistics consulting activities, such as planning, organizing/designing, and supporting transport, warehousing, and goods distribution operations; Collecting and issuing transport documents or bills of lading; Cargo unloading services; Cargo counting, weighing, and sampling services; Customs clearance services; Services for packing, crating, and packaging goods for transport (excluding the following activities: maritime pilotage services; services for establishing, operating, maintaining, and servicing maritime aids to navigation, water areas, water zones, public shipping lanes, and maritime routes; surveying services for water areas, water zones, public shipping lanes, and maritime routes for the purpose of issuing Maritime Notices; survey, construction, and publication of nautical charts for water areas, seaports, maritime channels, and maritime routes; construction and publication of maritime safety documents and publications; maritime safety regulation services in water areas, water zones, and public maritime channels; maritime electronic information services)	5229
7	Other business support services not classified elsewhere Details: Import and export services for goods (excluding export, import, and distribution rights for goods listed in the Catalogue of Goods for which foreign investors and foreign-invested economic organizations are prohibited from exercising export, import, and distribution rights, such as: tobacco and cigars, books, newspapers, and magazines, recorded media, precious metals and gemstones, pharmaceuticals, explosives, crude oil and refined oil, rice, sugarcane sugar, and beet sugar)	8299
8	Warehousing and storage of goods	5210



No.	Business Lines	Industry Code
9	Repair and Maintenance of Other Equipment	3319
10	Other Cleaning Services Details: Container Cleaning Services	8129
11	Basic Training Details: Vocational Training	8531
12	Intermediate-level training Details: Vocational Secondary Education	8532
13	Hospital and Health Center Operations	8610
14	Direct support services for water transport Details: Seaport operations (including the management, operation, and leasing of seaport infrastructure); Support services related to coastal and deep-sea shipping; Operation of inland waterway ports (including the management, operation, and leasing of inland waterway port infrastructure); Support services related to inland waterway shipping; excluding the provision of maritime pilotage services	5222
15	Machinery and equipment repair and maintenance	3312
16	Construction of other civil engineering works Details: Wharves, docks (excluding the construction of works and services specified in Appendix I.A20-A21 of Decree No. 31/2021/ND-CP regulating industries not yet open to foreign investors)	4299
17	Restaurants and mobile food service	5610
18	Providing catering services under non-recurring contracts with clients	5621
19	Beverage service (excluding bars)	5630
20	Motorized vehicle rental	7710
21	Rental of machinery, equipment, and other tangible goods without an operator	7730



No.	Business Lines	Industry Code
	Details: Rental of machinery and equipment for cargo handling, rental of lifting equipment.	
22	Temporary labor supply (excluding the provision of temporary labor to businesses engaged in labor export and services for sending workers abroad to work under contract)	7821
23	Technical inspection and analysis Details: Container inspection (physical, chemical, and other analyses of containers; excluding judicial administrative services; inspection and certification services for transportation vehicles, inspection and certification services for technical safety and environmental protection, occupational safety technical inspection services... as specified in Annex I.A5 and Annex I.A22 of Decree No. 31/2021/NĐ-CP regulating sectors not yet open to foreign investors)	7120
24	Intermediary services for freight transport Details: Freight forwarding by sea; Operation of freight transport intermediary platforms; Activities of maritime freight forwarders; Organization of freight transport and delivery on behalf of customers; Activities of customs clearance agents acting on behalf of customers; Ship agency services (including ship supply services); Maritime freight forwarding services; Multimodal transport services (excluding air transport services and general aviation operations)	5231
25	Other education not classified elsewhere	8559
26	Construction of water projects	4291
27	Other real estate activities on a fee or contract basis (excluding Real Estate Auction and Land Use Rights Auction)	6829
28	Business management consulting and other management consulting activities (excluding financial, accounting, and legal consulting)	7020
29	Repair and maintenance of cast metal products Details: Container repair	3311

2. Company's operational objectives:

- a. To develop the Company into the leading professional port operator in the country;
- b. Maximize profits for the Company and its shareholders by establishing a lean, effective, and efficient management and operational system; leveraging information technology and advanced management tools; and optimizing the management of resources and business operations;
- c. Diversify investment channels and develop new services aligned with the Company's core business operations;
- d. Develop and train a high-quality, specialized workforce to meet the demands of business and production growth, combined with commensurate compensation policies;
- e. Fully fulfill obligations to the State and the Company's responsibilities toward the community.

**Article 6. Scope of Business and Operations of the Company**

The Company is authorized to conduct business operations in the business lines specified in these Charter, provided that it has registered such lines, notified the business registration authority of any changes to the registered information, and published such information on the National Business Registration Portal. In the event that the Company engages in business lines subject to conditional investment, it must meet the business conditions prescribed by the Investment Law and relevant sector-specific laws.

**CHAPTER II: AUTHORIZED CAPITAL, SHARES, STOCKS, BONDS**

**Article 7. Authorized Capital**

1. The Company's authorized capital is 3,269,600,000,000 VND (In words: Three thousand two hundred sixty-nine billion six hundred million Vietnamese dong).
2. The authorized capital is denominated in Vietnamese Dong (VND).
3. The authorized capital is used for purposes in accordance with the law.
4. The company may increase or decrease its authorized capital upon approval by the General Meeting of Shareholders and in accordance with applicable laws.
5. The Company may reduce its charter capital in the following cases and in compliance with current legal regulations:
  - a. Pursuant to a resolution of the General Meeting of Shareholders, the Company shall return a portion of the capital contributions to shareholders in proportion to their



ownership stakes in the Company and ensure full payment of all debts and other financial obligations after such returns to shareholders;

b. The Company shall repurchase the shares sold in accordance with the provisions of Articles 10 and 11 of this Charter.

Any reduction in the Company's authorized capital must ensure that the authorized capital after the reduction is not less than the statutory capital required by law (if any).

#### **Article 8. Shares**

1. Each share of the Company has a par value of 10,000 VND (In words: ten thousand dong).

2. The Company's authorized capital as of the date these Charter are adopted by the General Meeting of Shareholders is divided into 326,960,000 shares (in words: three hundred twenty-six million nine hundred sixty thousand shares).

3. The Company's shares as of the date of adoption of these Charter are common shares.

4. The Company may issue preferred shares upon approval by the General Meeting of Shareholders and in accordance with applicable laws. Holders of preferred shares are referred to as preferred shareholders.

5. Shareholders are entitled to purchase dividend-paying preferred shares, redeemable preferred shares, and other types of preferred shares as determined by the General Meeting of Shareholders.

6. Each share of the same class confers upon its holder the same rights, obligations, and benefits.

7. Common shares cannot be converted into preferred shares. Preferred shares may be converted into common shares pursuant to a resolution of the General Meeting of Shareholders.

#### **Article 9. Offering of Shares**

1. A share offering is the process by which a company increases the number of shares or the types of shares it is authorized to issue in order to increase its authorized capital.

2. A share offering may be conducted in the following forms:

- a. Offering shares to existing shareholders;
- b. Private placement of shares;
- c. Public offering of shares.

3. The offering of the Company's shares is conducted in accordance with securities laws.

4. The Company shall register the change in authorized capital within 10 days from the date of completion of the share offering.

**Article 10. Repurchase of shares of pursuant to a decision by the Company**

The Company has the right to repurchase no more than 30% of the total number of common shares issued and outstanding, and all or part of the dividend-preferred shares issued and outstanding, subject to the following provisions:

1. The Board of Management has the authority to decide to repurchase no more than 10% of the total number of shares of each class that have been issued within any 12-month period. In all other cases, the repurchase of shares is decided by the General Meeting of Shareholders.

2. The Board of Management determines the share repurchase price. For common shares, the repurchase price shall not exceed the market price at the time of repurchase, except as provided in paragraph 3 of this Article.

3. The Company may repurchase shares from each shareholder in proportion to their shareholding in the Company according to the following order and procedures:

a. The decision to repurchase shares of the Company must be notified by a method that ensures it reaches all shareholders within 30 days from the date such decision is approved. The notice must include the name and head office address of the Company, the total number of shares and types of shares to be repurchased, the repurchase price, the procedures and time limit for payment, and the procedures and time limit for shareholders to offer their shares for sale to the Company;

b. Shareholders agreeing to sell their shares must submit a written consent to sell their shares via a secure method to the Company within 30 days from the date of the notice. The written consent to sell shares must include the full name, contact address, and legal identification number of the individual for individual shareholders; for corporate shareholders, the name, business registration number, or legal identification number of the organization, and the address of the principal office; the number of shares held and the number of shares agreed to be sold; the payment method; and the signature of the shareholder or the shareholder's legal representative. The Company will only repurchase shares within the aforementioned timeframe.



4. In addition to the above provisions, the Company's decision to repurchase shares as well as the payment conditions and handling of repurchased shares must comply with the provisions of the Law on Enterprises, the Law on Securities, and relevant legal regulations.

#### **Article 11. Share Repurchase at the Request of Shareholders**

1. Shareholders who have voted against a resolution regarding the reorganization of the Company or changes to the rights and obligations of shareholders as stipulated in these Charter have the right to request that the Company repurchase their shares. The request must be in writing and must clearly state the shareholder's name and address, the number of shares of each class, the proposed selling price, and the reason for requesting the Company to repurchase the shares. The request must be submitted to the Company within 10 days from the date the General Meeting of Shareholders adopts the resolution regarding the matter specified in this paragraph.

2. The company must repurchase shares at the shareholder's request as provided in paragraph 1 of this Article at market price within 90 days from the date of receiving the request. If the parties cannot agree on the price, they may request a valuation firm. The company shall propose at least three valuation firms for the shareholder to choose from, and the shareholder's selection shall be final.

3. In addition to the above provisions, the Company's redemption of shares at the request of shareholders, and the conditions for payment and handling of redeemed shares must comply with the provisions of the Law on Enterprises, the Law on Securities, and relevant legal regulations.

#### **Article 12. Transfer of Shares**

1. Shares are freely transferable, except in cases where transfer restrictions are explicitly stated on the share certificate for the relevant shares.

2. The transfer of employee stock options held by the Company's employees in accordance with their long-term employment commitment to the Company is conducted in accordance with current laws and regulations. The transfer of listed shares registered for trading on the Stock Exchange is conducted in accordance with laws and regulations governing securities and the securities market.

3. The transfer of unlisted shares registered for trading on the Stock Exchange is carried out by contract. The transfer documents must be signed by the transferor and the transferee or their authorized representatives.

4. Shares that have not been fully paid up may not be transferred and do not entitle the holder to related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares, and other benefits as prescribed by law.

### **Article 13. Inheritance and Gift of Shares**

1. If a shareholder who is an individual dies, the shareholder's heirs under the will or by law shall become shareholders of the Company.

2. If a shareholder who is an individual dies without heirs, or if the heirs refuse to accept the inheritance or are disinherited, the shares held by that shareholder shall be resolved in accordance with the provisions of civil law.

3. Shareholders have the right to transfer all or part of their shares in the Company to another individual or entity, or to use their shares to settle debts. Any individual or entity that receives such a transfer or has a debt settled with shares shall become a shareholder of the Company.

4. Individuals and organizations that acquire shares in the cases specified in this Article and Article 12 of these Charter shall only become shareholders of the Company from the time their information, as specified in Clause 2 of Article 122 of the Enterprise Law, is fully recorded in the shareholder register.

### **Article 14. Stock Certificates and Other Securities Certificates**

1. Shareholders of the Company are issued stock certificates corresponding to the number and class of shares they hold.

2. A share is a type of security that confirms the legal rights and interests of the holder in a portion of the Company's equity capital. A share must contain all the information required under Paragraph 1 of Article 121 of the Enterprise Law.

3. Within 10 business days from the date of submitting a complete application for the transfer of share ownership in accordance with the Company's regulations, or within 5 business days from the date of full payment for the purchase of shares as specified in the Company's share issuance plan (or within another timeframe as specified in the issuance





terms), the shareholder shall be issued a share certificate. Shareholders are not required to pay the Company any costs associated with printing the share certificates.

4. In the event that shares are lost, damaged, or otherwise destroyed, the Company shall reissue shares to the shareholder upon the shareholder's request. The shareholder's request must include the following information:

- a. Information regarding the lost, damaged, or otherwise destroyed shares;
- b. Commitment to assume responsibility for any disputes arising from the reissuance of.

5. Bond certificates or other securities certificates issued by the Company shall bear the signature of the legal representative and the Company's seal.

#### **Article 15. Payment of dividends**

1. Dividends paid on preferred shares are subject to the specific terms and conditions applicable to each class of preferred shares.

2. Dividends paid on common stock are determined based on the amount of net income realized, and the dividend payment is drawn from the Company's retained earnings. The Company may pay dividends on common stock only if all of the following conditions are met:

- a. The company has fulfilled its tax obligations and other financial obligations in accordance with the law;
- b. The Company has established corporate reserves and offset prior losses in accordance with the law;
- c. Immediately after paying out dividends, the Company will ensure full payment of all outstanding debts and other financial obligations due.

3. Dividends may be paid in cash or in the form of Company shares. If paid in cash, such payments must be made in Vietnamese Dong and in accordance with the payment methods prescribed by law.

4. Dividends must be paid in full within six months from the date of the conclusion of the Annual General Meeting of Shareholders. The Board of Management shall prepare a list of shareholders eligible to receive dividends, determine the dividend amount payable per share, and specify the payment schedule and method no later than 30 days prior to each dividend payment. Notice of the dividend payment shall be sent by a method ensuring



delivery to shareholders at the addresses registered in the shareholder registry no later than 15 days prior to the dividend payment.

5. If a shareholder transfers their shares during the period between the closing of the shareholder register and the dividend payment date, the transferor is the recipient of the dividend from the Company.

6. In the case of dividend payments made in the form of shares, the Company is not required to conduct a share offering in accordance with the provisions of Article 9 of these Charter. The Company must register an increase in its authorized capital corresponding to the total par value of the shares used to pay dividends within 10 days from the date of completion of the dividend payment.

#### **Article 16. Shareholder Register**

1. The Shareholder Register shall be established and maintained in paper form or as an electronic database recording information regarding the shareholdings of the Company's shareholders.

2. The Shareholder Register must include the following main contents:

- a. The name and address of the Company's principal office;
- b. The total number of shares authorized for issuance, the class of shares authorized for issuance, and the number of shares authorized for issuance for each class;
- c. The total number of shares sold for each class and the value of the capital contributed;
- d. Full name, contact address, nationality, and legal identification number for individual shareholders; name, business registration number, or legal identification number for corporate shareholders, and registered office address;
- e. The number of shares of each class held by each shareholder, and the date of share registration.

3. The shareholder register is maintained at the Company's principal office or at other organizations authorized to maintain such registers. Shareholders have the right to inspect, search, extract, and copy the names and contact addresses of the Company's shareholders from the shareholder register.

4. If a shareholder changes their contact address (for shareholders whose securities are not held in custody by the Company), they must promptly notify the Company so that the information can be updated in the shareholder register. The Company shall not be liable





for any failure to contact a shareholder due to the shareholder's failure to notify the Company of a change in their contact address.

## **CHAPTER III: ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROLS**

### **SECTION 1: ORGANIZATIONAL STRUCTURE**

#### **Article 17. Organizational, Management, and Control Structure**

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

1. The General Meeting of Shareholders;
2. The Board of Management;
3. The Supervisory Board;
4. The General Director.

### **SECTION 2: SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS**

#### **Article 18. Rights of Shareholders**

1. Ordinary shareholders have the following rights:
  - a. To attend and speak at General Meetings of Shareholders and exercise the right to vote directly at the General Meeting of Shareholders or through an authorized representative or by remote voting or other forms as prescribed by law. Each ordinary share has one vote;
  - b. Receive dividends at the rate determined by the General Meeting of Shareholders;
  - c. Have the right of first refusal to purchase new shares in proportion to each shareholder's ownership of common stock in the Company;
  - d. The right to freely transfer their shares to others, except for cases of transfer restrictions as stipulated by law;
  - e. Review, search for, and extract information regarding names and contact addresses from the list of shareholders with voting rights; request corrections to inaccurate information regarding oneself;
  - f. Review, search, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
  - g. Upon the Company's dissolution or bankruptcy, to receive a portion of the remaining assets proportional to the shareholder's ownership stake in the Company;
  - h. Request the Company to repurchase shares in the cases specified in Article 11 of this Charter;

i. Equal treatment. Each share of the same class confers upon its holder equal rights, obligations, and benefits. If the Company issues preferred shares, the rights and obligations attached to such preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;

j. To have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;

k. To have their lawful rights and interests protected; to request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Management in accordance with the order and procedures prescribed by law;

l. Other rights as provided by law and these Charter.

2. A shareholder or group of shareholders owning 05% or more of the total ordinary shares has the following rights:

a. Request the Board of Management to convene the General Meeting of Shareholders in accordance with the provisions of this Charter, the internal management regulations of the Company, and current laws;

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

c. Request the Supervisory Board to examine specific issues related to the management and operation of the Company when deemed necessary. Such requests must be made in writing and must include the following information: full name, contact address, nationality, and legal identification number for individual shareholders; the name, business registration number, or legal identification number of the organization, and the address of the principal office for organizational shareholders; the number of shares and the date of share registration for each shareholder, the total number of shares held by the group of shareholders, and the ownership percentage of the total shares of the company; the matter to be inspected and the purpose of the inspection;

d. Proposals for items to be included on the agenda of the General Shareholders' Meeting. Proposals must be submitted in writing to the Company no later than three business days prior to the opening date of the meeting. Proposals must clearly state the



shareholder's name, the number of shares of each class held by the shareholder, and the specific item proposed for inclusion on the agenda;

e. Other rights as provided by law and these Charter.

3. A shareholder or group of shareholders as specified in paragraph 2 of this Article has the right to request the Board of Management to convene a General Meeting of Shareholders in the following cases:

a. The Board of Management has seriously violated the rights of shareholders, breached the duties of management, or made decisions beyond its delegated authority;

b. Other cases as provided by law and this Charter.

4. The request to convene a General Meeting of Shareholders as prescribed in Clause 3 of this Article must be in writing and include the following contents: full name, contact address, nationality, and legal document number of the individual for shareholders who are individuals; name, enterprise identification number or legal document number of the organization, and head office address for shareholders that are organizations; the number of shares and the time of share registration of each shareholder, the total number of shares of the group of shareholders and the ownership ratio in the total number of shares of the company, and the grounds and reasons for requesting the convening of the General Meeting of Shareholders. Accompanying the request to convene the meeting must be documents and evidence of violations by the Board of Management, the extent of the violations, or decisions made beyond their authority. Shareholders or groups of shareholders shall be fully responsible before the law for the accuracy and truthfulness of the documents and evidence provided to the competent authority when requesting the convening of the General Meeting of Shareholders.

5. A shareholder or group of shareholders holding 10% or more of the total common shares has the right to nominate candidates for the Board of Management and the Supervisory Board. The nomination of candidates for the Board of Management and the Supervisory Board shall be conducted as follows:

a. Common shareholders who form a group to nominate candidates for the Board of Management and the Supervisory Board must notify the attending shareholders of the group meeting prior to the opening of the General Meeting of Shareholders;

b. Based on the number of members of the Board of Management and the Supervisory Board, a shareholder or group of shareholders as specified in this clause shall have the right

to nominate one or more persons, in accordance with the provisions of these Charter or a resolution of the General Meeting of Shareholders, as candidates for the Board of Management and the Supervisory Board. If the number of candidates nominated by a shareholder or group of shareholders is fewer than the number of candidates they are entitled to nominate, the remaining candidates shall be nominated by the Board of Management, the Supervisory Board, and other shareholders.

6. Shareholders or groups of shareholders holding at least 1% of the total ordinary shares have the right to, on their own behalf or on behalf of the Company, initiate lawsuits regarding personal or joint liability against members of the Board of Management and the General Director to demand the return of benefits or compensation for damages to the Company or others in accordance with current regulations.

7. Other rights as prescribed by this Charter, the Company's internal management regulations, and current law.

#### **Article 19. Obligations of Shareholders**

Common shareholders have the following obligations:

1. To pay the full amount for the shares they have committed to purchase by the due date.

2. Capital contributed in the form of common stock may not be withdrawn from the Company in any form, except in cases where the shares are repurchased by the Company or a third party. If a shareholder withdraws part or all of the capital contributed in violation of this provision, such shareholder and any person with a related interest in the Company shall be jointly and severally liable for the Company's debts and other financial obligations to the extent of the value of the withdrawn shares and any resulting damages.

3. Comply with these Charter and the Company's Internal Management Regulations.

4. Implement the resolutions and decisions of the General Meeting of Shareholders and the Board of Management.

5. Protect the information provided by the Company in accordance with this Charter and applicable laws; use such information solely to exercise and protect one's lawful rights and interests; and strictly prohibit the dissemination, reproduction, or transmission of such information to other organizations or individuals.

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



- a. Attend and vote in person at the meeting;
  - b. Authorize another individual or organization to attend and vote at the meeting;
  - c. Attend and vote via an online conference, electronic voting, or other electronic means;
  - d. Submit a proxy vote for the meeting by mail, fax, or email.
7. Assume personal liability when acting on behalf of the Company in any capacity to commit any of the following acts:
- a. Violating the law;
  - b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
  - c. Settle outstanding debts before they become due to mitigate financial risks to the Company.
8. Major shareholders shall not abuse their dominant position to influence the rights and interests of the Company or other shareholders in violation of the law and these Charter; they are obligated to disclose information in accordance with the law;
9. Fulfil other obligations as prescribed by current laws.

**Article 20. Authorized Representative of a Corporate Shareholder**

1. The authorized representative of a shareholder that is an organization must be an individual authorized in writing to act on behalf of such shareholder in exercising the rights and fulfilling the obligations prescribed by the Enterprise Law and these Charter.
2. The appointment of proxies by an organization that is a shareholder of the Company shall be governed by the following provisions: an organization holding between 10% and less than 20% of the total common shares may appoint one proxy; an organization holding between 20% and less than 35% of the total common shares may appoint up to two proxies; holding between 35% and less than 40% of the total common shares may appoint up to three authorized representatives; holding between 40% and less than 50% of the total common shares may appoint up to four authorized representatives; Ownership of 50% to less than 60% of the total common shares may appoint up to 5 proxy representatives; ownership of 60% to less than 65% of the total common shares may appoint up to 6 proxy representatives; and ownership of more than 65% of the total common shares may appoint up to 7 proxy representatives.



3. If a shareholder that is an organization appoints multiple proxies, the specific number of shares must be allocated to each proxy. If the shareholder does not specify the corresponding number of shares for each proxy, the shares will be divided equally among all proxies.

4. The document appointing a proxy must be notified to the Company and shall only be effective with respect to the Company as of the date the Company receives the document. The document appointing a proxy must include the following essential information:

a. The shareholder's name, business registration number, and address of the principal office;

b. The number of authorized representatives and the corresponding percentage of shares held by each authorized representative;

c. The full name, contact address, nationality, and identification number of each authorized representative;

d. The term of authority for each authorized representative; including the specific start date of their representation;

e. The full name and signature of the shareholder's legal representative and of the authorized representative.

5. The authorized representative must meet the following criteria and conditions:

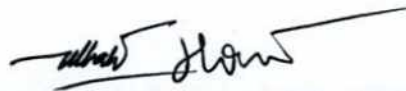
a. Not falling under the provisions of Clause 2, Article 17 of the Enterprise Law;

b. Not have a family relationship with the business manager.

**Article 21. Responsibilities of the authorized representative of a corporate shareholder**

1. A proxy acting on behalf of a shareholder shall exercise the shareholder's rights and fulfill the shareholder's obligations at the General Meeting of Shareholders in accordance with the provisions of these Charter. Any restrictions imposed by a shareholder on the proxy regarding the exercise of the shareholder's rights or the fulfillment of the shareholder's obligations at the General Meeting of Shareholders shall have no effect against third parties.

2. The authorized representative is responsible for attending all meetings of the General Meeting of Shareholders; exercising the delegated rights and duties with integrity,





diligence, and to the best of their ability; and protecting the legitimate interests of the shareholders who appointed them.

3. A proxy representative shall be liable to the shareholder who appointed him or her for any breach of the duties specified in this Article. The shareholder who appointed the proxy representative shall be liable to third parties for any liabilities arising from the rights and obligations exercised through the proxy representative.

## **Article 22. General Meeting of Shareholders**

1. The General Meeting of Shareholders consists of all shareholders with voting rights, is the Company's highest decision-making body. The General Meeting of Shareholders convenes annually once a year within four months from the end of the fiscal year. The Board of Management may decide to postpone the annual General Meeting of Shareholders if necessary, but not for more than six months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may convene for an extraordinary session. The venue for the General Meeting of Shareholders is determined as the location where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Management shall convene the Annual General Meeting of Shareholders and select an appropriate venue. The Annual General Meeting of Shareholders shall decide on matters in accordance with the law and these Charter, in particular by approving the audited annual financial statements. In the event that the audit report on the Company's annual financial statements contains material exceptions, a contrary audit opinion, or a refusal to express an opinion, the Company must invite a representative of the approved auditing firm that conducted the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and such representative of the approved auditing firm shall be responsible for attending the Company's Annual General Meeting of Shareholders.

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

- a. The Board of Management deems it necessary in the best interests of the Company;
- b. The number of remaining members of the Board of Management and the Supervisory Board is less than the minimum number required by law;

c. At the request of a shareholder or group of shareholders as specified in Clause 2 of Article 18 of these Charter; a request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purpose of the meeting, and bearing the signatures of the relevant shareholders, or the request may be prepared in multiple copies and bear the signatures of the relevant shareholders;

d. At the request of the Supervisory Board;

e. Other cases as provided by law and this Charter.

4. Convening an extraordinary general meeting of shareholders:

a. The Board of Management must give notice of the convening of a General Meeting of Shareholders within 30 days from the date on which the number of remaining members of the Board of Management, independent members of the Board of Management, or members of the Supervisory Board falls below the minimum required number as specified in subparagraph b of paragraph 3 of this Article, or from the date of receipt of the request specified in subparagraphs c and d of paragraph 3 of this Article;

b. If the Board of Management fails to convene a General Meeting of Shareholders in accordance with the provisions of subparagraph a of paragraph 4 of this Article, the Supervisory Board shall, within the following 30 days, act in lieu of the Board of Management to give notice of the convening of the General Meeting of Shareholders in accordance with the provisions of paragraph 3 of Article 140 of the Enterprise Law;

c. If the Supervisory Board fails to convene a General Meeting of Shareholders in accordance with the provisions of subparagraph b of paragraph 4 of this Article, the shareholder or group of shareholders specified in subparagraph c of paragraph 3 of this Article shall have the right to request the Company's representative to convene a General Meeting of Shareholders in accordance with the provisions of paragraph 4 of Article 140 of the Enterprise Law;

In this case, a shareholder or group of shareholders convening a General Meeting of Shareholders may request the Business Registration Authority to oversee the procedures for convening, conducting, and making decisions at the General Meeting of Shareholders. All costs associated with convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders in attending the General Meeting of Shareholders, including accommodation and travel expenses.





5. Procedures for organizing the General Meeting of Shareholders shall comply with the provisions of Clause 2, Article 26 of this Charter, the Company's internal management regulations, and current law.

**Article 23. Rights and Obligations of the General Meeting of Shareholders**

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

- a. To approve the Company's development strategy;
- b. Determine the types of shares and the total number of shares of each type authorized for issuance; determine the annual dividend rate for each type of share;
- c. Elect, remove, or dismiss members of the Board of Management and members of the Supervisory Board;
- d. Decisions to invest in or sell assets with a value of 35% or more of the total asset value as stated in the Company's most recent financial statements;
- e. Decisions to amend or supplement the Company's Charter;
- f. Approval of the annual financial statements;
- g. Decisions to repurchase more than 10% of the total issued shares of each class;
- h. Investigate and address violations committed by members of the Board of Management and members of the Supervisory Board that cause harm to the Company and its shareholders;
- i. Decide on the reorganization or dissolution of the Company;
- j. Decide on the budget or total compensation, bonuses, and other benefits for the Board of Management and the Supervisory Board;
- k. To approve the Internal Regulations on Corporate Governance; Regulations on the Operation of the Board of Management and the Supervisory Board;
- l. Approve the list of approved audit firms; decide which approved audit firm shall conduct an audit of the Company's operations; remove an approved auditor when deemed necessary;
- m. Other rights and obligations as prescribed by law, these Charter, and the Company's internal management regulations and rules.

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

- a. The Company's annual business plan;
- b. The audited annual financial statements;

- c. The Board of Management's report on governance and the performance of the Board of Management and each member of the Board of Management;
  - d. The Supervisory Board's report on the Company's business results and the performance of the Board of Management and the General Director;
  - e. Self-assessment report on the performance of the Supervisory Board and its members;
  - f. Dividend amount per share for each class of stock;
  - g. The number of members of the Board of Management and the Supervisory Board;
  - h. Elect, remove, or dismiss members of the Board of Management and members of the Supervisory Board;
  - i. Determining the budget or total compensation, bonuses, and other benefits for the Board of Management and the Supervisory Board;
  - j. Approve the list of approved audit firms; decide which approved audit firm shall conduct an audit of the Company's operations when deemed necessary;
  - k. Amendments and revisions to the Company's Charter;
  - l. The types of shares and the number of new shares to be issued for each type of share;
  - m. The division, separation, merger, consolidation, or conversion of the Company;
  - n. Restructuring and dissolution (liquidation) of the Company and appointment of a liquidator;
  - o. A decision to invest in or sell assets with a value of 35% or more of the total asset value as stated in the Company's most recent financial statements;
  - p. A decision to repurchase more than 10% of the total issued shares of each class;
  - q. The Company enters into contracts or transactions specified in Point a, Clause 3, Article 57 and Clause 4, Article 57 of this Charter;
  - r. Approve the Internal Regulations on Corporate Governance, the Regulations on the Operations of the Board of Management, and the Regulations on the Operations of the Supervisory Board;
  - s. Other matters as prescribed by law and these Charter.
3. All resolutions and matters included on the meeting agenda must be discussed and voted on at the General Shareholders' Meeting.



## **Article 24. Authorization to Attend the Shareholders' Meeting**

1. Shareholders and authorized representatives of institutional shareholders may attend the meeting in person or authorize one or more other individuals or organizations to attend the meeting, or attend through one of the forms specified in this Charter, the internal management regulations of the Company, and current laws.

2. The authorization of individuals or organizations to represent shareholders at the General Meeting of Shareholders, as provided for in paragraph 1 of this Article, must be made in writing. The written authorization must be prepared in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the scope of the authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party.

3. Authorized proxies attending the General Meeting of Shareholders must submit the written authorization to attend the meeting. In the case of re-authorization, the attendee must also present the original written authorization from the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company). The timing and method for submitting the authorization/re-authorization documents shall follow the Company's instructions.

4. A proxy's vote cast within the scope of the authorization remains valid in any of the following cases, except where:

- a. The principal has died, has been restricted in legal capacity, or has lost legal capacity;
- b. The principal has revoked the power of attorney;
- c. The principal has revoked the authority of the agent.

This provision does not apply if the Company receives notice of any of the above events prior to the opening of the General Shareholders' Meeting or prior to the reconvening of the meeting.

## **Article 25. Changes to Rights**

1. Any amendment or revocation of the special rights attached to a class of preferred shares shall take effect upon approval by shareholders representing 65% or more of the

total voting shares of all shareholders present at the meeting. A resolution of the General Meeting of Shareholders regarding matters that adversely affect the rights and obligations of shareholders holding preferred shares may only be adopted if approved by preferred shareholders of the same class present at the meeting who hold 75% of the total preferred shares of that class or more, or if approved by preferred shareholders of the same class holding 75% or more of the total preferred shares of that class in the case of a resolution adopted through a written ballot.

2. A meeting of shareholders holding a class of preferred shares to approve the aforementioned amendment to rights is valid only if attended by at least two shareholders (or their proxies) who collectively hold at least one-third of the par value of the issued shares of that class. If the required quorum is not met, the meeting shall be reconvened within the following 30 days, and all holders of such shares (regardless of the number of persons or shares) present in person or through a proxy shall be deemed to constitute the required quorum. At meetings of shareholders holding the aforementioned preferred shares, shareholders of that class present in person or through a representative may request a secret ballot. Each share of the same class has equal voting rights at such meetings.

3. The procedures for conducting such separate meetings shall be carried out in accordance with the provisions of Articles 27, 28, and 29 of this Charter.

#### **Article 26. Convening of Meetings, Meeting Agenda, and Notice of the General Meeting of Shareholders**

1. The Board of Management shall convene the Annual General Meeting of Shareholders and extraordinary general meetings. The Board of Management shall convene an extraordinary general meeting of shareholders in the cases specified in Clause 3 of Article 22 of this Charter.

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

a. Prepare the list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be established based on the Company's shareholder register or securities holder register. The list of shareholders entitled to attend the General Meeting of Shareholders shall be established no more than 10 days before the date of sending the notice of the General Meeting of Shareholders. The Company must disclose information



regarding the establishment of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date;

- b. Prepare the agenda and content for the conference;
- c. Prepare materials for the general meeting;
- d. Draft the resolution of the General Shareholders' Meeting based on the proposed agenda of the meeting;
- e. Determine the time and location of the meeting;
- f. Notify and send meeting notices to all shareholders entitled to attend the General Meeting of Shareholders;
- g. Other tasks related to the meeting.

3. The notice convening the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures delivery to the shareholders' contact addresses, and shall also be published on the Company's website and on the websites of 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 of Shareholders must send the notice of the meeting to all shareholders on the list of shareholders entitled to attend the meeting no later than 21 days before the opening date of the meeting (counting from the date the notice is validly sent or dispatched). The agenda for the General Meeting of Shareholders and the documents related to the matters to be voted on at the meeting shall be sent to the shareholders and/or posted on the Company's website. In the event that the documents are not sent along with the notice of the General Meeting of Shareholders, the notice of the meeting must clearly state the link to all meeting documents so that shareholders may access them, including:

- a. Meeting agenda and materials to be used during the meeting;
- b. List and detailed information of candidates in the event of an election for members of the Board of Management and members of the Supervisory Board;
- c. Ballot;
- d. Form for designating a proxy to attend the meeting;
- e. Draft resolutions for each item on the meeting agenda.

4. A shareholder or group of shareholders as specified in Clause 2 of Article 18 of these Charter has the right to propose items for inclusion on the agenda of the General Meeting of Shareholders. Such proposals must be in writing and submitted to the Company

no later than three business days prior to the opening of the meeting. The proposal must clearly state the shareholder's name, the number of shares of each class held by the shareholder, and the item proposed for inclusion on the agenda.

5. The person convening the General Meeting of Shareholders has the right to reject the proposals specified in Clause 4 of this Article in any of the following cases:

a. The proposal was submitted in violation of the provisions of paragraph 4 of this Article;

b. At the time the proposal is submitted, the shareholder or group of shareholders does not hold at least 5% of the common shares;

c. The matter raised does not fall within the scope of the General Shareholders' Meeting's decision-making authority;

d. Other cases as prescribed by the Company's internal management regulations and current laws.

6. The person convening the General Meeting of Shareholders must accept and include the motion specified in paragraph 4 of this Article in the proposed agenda and agenda items of the meeting, except as provided for in paragraph 5 of this Article; the motion shall be formally added to the agenda and agenda items of the meeting if approved by the General Meeting of Shareholders.

7. Only the General Meeting of Shareholders has the authority to decide to amend the meeting agenda attached to the notice of the meeting.

#### **Article 27. Conditions for Conducting a General Meeting of Shareholders**

1. A General Meeting of Shareholders shall be held when the number of shareholders present at the meeting represents more than 50% of the total voting shares.

2. If the first meeting does not meet the requirements for convening as stipulated in paragraph 1 of this Article, the notice convening the second meeting must be sent within 30 days from the scheduled date of the first meeting to the shareholders listed in the shareholder register that was finalized for the purpose of determining eligibility to attend the General Meeting of Shareholders for the first meeting. The second General Meeting of Shareholders shall be held if the number of attending shareholders represents 33% or more of the total voting rights.



3. If the second meeting does not meet the requirements for convening as stipulated in paragraph 2 of this Article, the notice of the third meeting issued by must be sent within 20 days from the scheduled date of the second meeting to the shareholders listed in the shareholder register that was finalized for the purpose of determining eligibility to attend the General Meeting of Shareholders of the first meeting.

**Article 28. Procedures for Conducting and Voting at the General Meeting of Shareholders**

1. Prior to the commencement of the meeting, the Company must conduct the shareholder registration procedure and must continue the registration process until all shareholders entitled to attend the meeting have completed registration in the following order:

a. When registering shareholders, the Company issues one voting card to each shareholder or authorized representative with voting rights. The card bears the shareholder's registration number, full name, the authorized representative's full name, and the number of votes allocated to that shareholder. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by casting votes in favor, against, or abstaining. At the General Meeting, ballots in favor of a resolution are collected first, followed by those against the resolution; finally, the total number of votes in favor or against is counted to reach a decision. The results of the vote count are announced by the Chairperson immediately before the meeting adjourns. The General Meeting elects the persons responsible for counting votes or supervising the vote count upon the Chairperson's proposal. The number of members of the vote-counting committee is determined by the General Meeting of Shareholders based on the Chairperson's proposal;

b. Shareholders, or their authorized representatives—whether organizations or individuals—who arrive after the meeting has begun have the right to register immediately and, upon registration, may participate in and vote at the meeting. The chairperson is not required to suspend the meeting to allow late-arriving shareholders to register, and the validity of any resolutions passed prior to their arrival remains unaffected.

2. The election of the chairperson, secretary, and ballot-counting committee is governed by the following provisions:

a. The Chairman of the Board of Management presides over, or delegates another member of the Board of Management to preside over, the General Meeting of Shareholders convened by the Board of Management. In the event that the Chairman is absent or temporarily unable to perform his duties, the remaining members of the Board of Management shall elect one of their number to preside over the meeting by a majority vote. If no chairperson can be elected, the Head of the Supervisory Board shall facilitate the General Meeting of Shareholders in electing a chairperson from among the attendees, with the person receiving the highest number of votes serving as the chairperson of the meeting;

b. Except as provided in subparagraph (a) of this paragraph, the person signing the notice convening the General Meeting of Shareholders shall preside over the meeting until the General Meeting of Shareholders elects a chairperson for the meeting, at which point the person receiving the highest number of votes shall serve as chairperson;

c. The chairperson shall appoint one or more persons to serve as secretaries of the meeting;

d. The General Meeting of Shareholders shall elect one or more persons to the ballot counting committee upon the proposal of the chairperson of the meeting.

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

4. The chairperson of the meeting has the authority to take necessary and reasonable measures to conduct the General Shareholders' Meeting in an orderly manner, in accordance with the approved agenda, and in a way that reflects the wishes of the majority of attendees. The chairperson must:

- a. Arrange seating at the venue of the General Meeting of Shareholders;
- b. Ensure the safety of everyone present at the meeting venues;
- c. Facilitate shareholders' attendance (or continued attendance) at the meeting.

The person convening the General Meeting of Shareholders has full authority to modify the aforementioned measures and implement all necessary measures. The measures implemented may include issuing admission tickets or utilizing other alternative methods.

5. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by casting votes in favor, against, or abstaining. The chairperson announces the voting results immediately before the meeting adjourns.



6. Shareholders or their proxies who arrive after the meeting has begun may still register and are entitled to vote immediately upon registration; in such cases, the validity of any resolutions passed prior to their arrival remains unaffected.

7. The convener of the meeting or the chairperson of the General Shareholders' Meeting has the following rights:

a. Require all attendees to undergo screening or other lawful and reasonable security measures;

b. Request the competent authority to maintain order at the meeting; remove from the General Shareholders' Meeting any persons who fail to comply with the chairperson's direction, intentionally disrupt the order, obstruct the normal progress of the meeting, or fail to comply with security screening requirements.

8. The chairperson has the authority to postpone a General Meeting of Shareholders for which the maximum number of registered attendees has been reached by no more than three business days from the scheduled start date of the meeting, and may only postpone the meeting or change the venue under the following circumstances:

a. The meeting venue does not have sufficient seating to accommodate all attendees;

b. The communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;

c. Some attendees are disrupting the proceedings and causing disturbances, posing a risk that the meeting may not be conducted fairly and lawfully.

9. If the chairperson adjourns or suspends the General Meeting of Shareholders in violation of the provisions of paragraph 8 of this Article, the General Meeting of Shareholders shall elect another person from among those present to replace the chairperson and preside over the meeting until its conclusion; all resolutions adopted at that meeting shall remain valid and enforceable.

10. In the event that the Company applies modern technology to organize the General Meeting of Shareholders via online meetings, the Company is responsible for ensuring that shareholders can attend and vote by means of electronic voting or other electronic forms in accordance with the internal management regulations of the Company and current legal regulations.

**Article 29. Conditions for the Adoption of a Resolution by the General Meeting of Shareholders**

1. A resolution on the following matters shall be adopted if approved by shareholders representing 65% or more of the total voting shares of all shareholders present and voting at the meeting, except as provided in paragraphs 3, 4, and 6 of this Article:

- a. Class of shares and the total number of shares of each class;
- b. Changes in industry, business lines, and business sectors;
- c. Changes in the Company's management structure;
- d. Investment projects or the sale of assets valued at 35% or more of the total asset value as recorded in the Company's most recent financial statements;
- e. Restructuring or dissolution of the Company.

2. Resolutions are adopted if they are approved by shareholders holding more than 50% of the total voting shares of all shareholders present and voting at the meeting, except as provided in paragraphs 1, 3, 4, and 6 of this Article.

3. Voting for the election of members of the Board of Management and the Supervisory Board must be conducted using the cumulative voting method, under which each shareholder has a total number of votes equal to the total number of shares held multiplied by the number of members to be elected to the Board of Management or the Supervisory Board, and shareholders have the right to cast all or part of their total votes for one or more candidates. The elected members of the Board of Management or the Supervisory Board are determined based on the number of votes received in descending order, starting with the candidate who received the highest number of votes until the required number of members specified in the Company's Charter is reached. In the event that two or more candidates receive the same number of votes for the final position on the Board of Management or the Supervisory Board, a runoff election ( ) shall be conducted among the candidates with the tied vote counts, or a selection shall be made based on the criteria specified in the election regulations approved by the General Meeting of Shareholders.

4. If a resolution is adopted through a written ballot, the resolution of the General Meeting of Shareholders is adopted if it is approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote.

5. The resolution of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within 15 days from



the date of its adoption; the notification of the resolution may be substituted by its publication on the Company's website.

6. A resolution of the General Meeting of Shareholders regarding matters that adversely affect the rights and obligations of shareholders holding preferred shares may only be adopted if it is approved by preferred shareholders of the same class in attendance who hold at least 75% of the total preferred shares of that class, or if approved by preferred shareholders of the same class holding at least 75% of the total preferred shares of that class in the case of a resolution adopted through a written ballot.

7. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares are valid and effective even if the procedures for convening the meeting and adopting such resolutions violate the provisions of the Enterprise Law and these Charter.

**Article 30. Authority and Procedures for Obtaining Written Consent from Shareholders to Adopt Resolutions of the General Meeting of Shareholders**

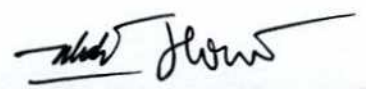
The authority and procedures for obtaining written consent from shareholders to adopt resolutions of the General Meeting of Shareholders shall be carried out in accordance with the following provisions:

1. The Board of Management has the authority to seek written consent from shareholders to adopt resolutions of the General Meeting of Shareholders when it deems it necessary in the best interests of the Company, except as provided for in paragraph 2 of Article 23 of this Charter;

2. The Board of Management shall prepare the voting ballots, draft resolutions for the General Meeting of Shareholders, and explanatory materials regarding the draft resolutions, and shall send them to all shareholders with voting rights no later than 10 days prior to the deadline for returning the voting ballots. The requirements and procedures for submitting the voting ballots and accompanying materials shall be in accordance with the provisions of Clause 3, Article 26 of this Charter;

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

- a. Name, address of the principal office, business registration number;
- b. Purpose of the survey;
- c. Full name, contact address, nationality, and legal identification number for individual shareholders; the name, business registration number, or legal identification number of the organization, and the address of the principal office for corporate



shareholders; or the full name, contact address, nationality, and legal identification number of the individual for the representative of a corporate shareholder; the number of shares of each class and the number of voting rights held by the shareholder;

d. Issues requiring input for decision-making;

e. The voting options include "in favor," "against," and "no opinion" for each matter under consideration;

f. Deadline for returning the completed voting form to the Company;

g. The full name and signature of the Chairman of the Board of Management;

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

a. In the case of mail-in ballots, completed ballots must be signed by an individual shareholder, a proxy, or the legal representative of a corporate shareholder. Ballots returned to the Company must be placed in a sealed envelope and may not be opened by anyone prior to the vote count;

b. If submitted by fax or email, the feedback forms sent to the Company must be kept confidential until the time of tabulation;

c. Ballots returned to the Company after the deadline specified in the ballot instructions, or that have been opened in the case of mailed ballots and disclosed in the case of faxed or emailed ballots, are invalid. Ballots that are not returned shall be deemed as abstentions.

5. The Board of Management shall count the votes and prepare the vote-counting minutes in the presence of the Supervisory Board or of shareholders who do not hold management positions in the Company. The vote-counting minutes must include the following main contents:

a. Name, address of the principal office, and business registration number;

b. Purpose and matters requiring a vote to adopt the resolution;

c. The number of shareholders who cast votes, including the total number of votes cast, with a breakdown of valid and invalid votes, and the method of submitting votes, accompanied by an appendix listing the shareholders who participated in the voting;

d. The total number of votes in favor, against, and abstentions for each issue;

e. The matter has been approved, along with the corresponding approval vote;





f. The full name and signature of the Chairman of the Board of Management, the vote counter, and the vote supervisor.

Members of the Board of Management, ballot counters, and ballot counting supervisors shall be jointly and severally liable for the integrity and accuracy of the ballot counting records; they shall also be jointly and severally liable for any damages arising from decisions adopted as a result of fraudulent or inaccurate ballot counting.

6. The vote tally and resolution must be sent to the shareholders within 15 days of the conclusion of the vote count. The mailing of the vote tally and resolution may be replaced by posting them on the Company's website within 24 hours of the conclusion of the vote count;

7. The completed feedback forms, the vote tally, the adopted resolutions, and the relevant documents submitted with the feedback forms are kept at the Company's headquarters;

8. A resolution adopted through a written ballot of shareholders is valid if approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote, and shall have the same effect as a resolution adopted at a General Meeting of Shareholders.

### **Article 31. Resolutions and Minutes of the General Meeting of Shareholders**

1. Minutes must be taken of the General Shareholders' Meeting, and the meeting may be audio-recorded or recorded and stored in another electronic format. The minutes must be prepared in Vietnamese; they may also be prepared in English and must include the following main contents:

- a. Name, address of the principal office, and business registration number;
- b. The time and location of the General Meeting of Shareholders;
- c. Agenda and meeting content;
- d. Name of the chairperson and secretary;
- e. Summary of the proceedings of the meeting and the remarks made at the General Shareholders' Meeting regarding each item on the agenda;
- f. The number of shareholders and the total number of voting shares held by shareholders attending the meeting, along with an appendix listing the registered shareholders and their representatives attending the meeting, along with the corresponding number of shares and voting rights;

g. The total number of votes cast on each resolution, including the voting method, the total number of valid and invalid votes, and the number of votes in favor, against, and abstentions; the corresponding percentage of the total votes cast by shareholders present at the meeting;

h. The items that were approved and the corresponding approval vote percentages;

i. The full name and signature of the chairperson and the secretary. If the chairperson or secretary refuses to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Management present at the meeting and contain all the information required under this provision. The minutes shall clearly state that the chairperson or secretary refused to sign the meeting minutes.

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

3. The minutes, prepared in both Vietnamese and English, have equal legal validity. In the event of any discrepancy between the Vietnamese and English versions of the minutes, the content of the Vietnamese version shall prevail.

4. Resolution, The minutes of the General Meeting of Shareholders, the appendix listing registered shareholders attending the meeting along with their signatures, the proxy documents for attending the meeting, all documents attached to the minutes (if any), and related materials accompanying the meeting notice must be disclosed in accordance with the legal provisions on information disclosure in the securities market and must be retained at the Company's principal office.

#### **Article 32. Request to Revoke a Resolution of the Shareholders' Meeting**

Within 90 days from the date of receipt of the resolution or the minutes of the General Meeting of Shareholders, or the minutes of the vote count results from the General Meeting of Shareholders, a shareholder or group of shareholders as specified in Clause 2 of Article 18 of these Charter has the right to request the court or an arbitration tribunal to review and annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:



1. The procedures for convening meetings and making decisions by the General Meeting of Shareholders constitute a serious violation of the provisions of the Enterprise Law and these Charter, except as provided for in Clause 7 of Article 29 of these Charter.

2. The content of the resolution violates the law or the Company's Charter. In the event that a resolution of the General Meeting of Shareholders is annulled by a court or arbitration decision, the person who convened the General Meeting of Shareholders at which the annulled resolution was adopted may consider reconvening the General Meeting of Shareholders within 30 days in accordance with the procedures prescribed by the Enterprise Law and these Charter.

### **SECTION 3: BOARD OF MANAGEMENT**

#### **Article 33. Nomination and Election of Board of Management Members**

1. Once the candidates for the Board of Management have been identified, the Company must disclose information regarding the candidates at least 10 days prior to the opening of the General Shareholders' Meeting on the Company's website so that shareholders may familiarize themselves with these candidates before voting. Board of Management candidates must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties with integrity, diligence, and in the best interests of the Company if elected as a member of the Board of Management. Information regarding Board of Management candidates that must be disclosed includes:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Work history;
- d. Other management positions (including board member positions at other companies);
- e. Interests related to the Company and its affiliates;
- f. The company is required to disclose information regarding the companies in which a Board of Management candidate holds a position as a board member, other management positions, and any interests related to the candidate's company (if any).

2. A shareholder or group of shareholders: holding between 10% and less than 20% of the total common shares is entitled to nominate one candidate; holding between 20% and less than 35% of the total common shares are entitled to nominate up to 2 candidates;

holding between 35% and less than 40% of the total common shares are entitled to nominate up to 3 candidates; holding between 40% and less than 50% of the total common shares are entitled to nominate up to 4 candidates; Holders of 50% to less than 60% of the total common shares are entitled to nominate up to 5 candidates; holders of 60% to less than 65% of the total common shares are entitled to nominate up to 6 candidates; holders of 65% or more of the total common shares are entitled to nominate up to 7 candidates.

3. If the number of Board of Management candidates approved through nominations and elections still does not meet the required number as stipulated in Clause 5 of Article 115 of the Enterprise Law, the incumbent Board of Management shall nominate additional candidates or organize nominations in accordance with the Internal Regulations on Corporate Governance and the Operating Regulations of the Board of Management. The incumbent Board of Management's nomination of additional candidates must be clearly disclosed prior to the General Meeting of Shareholders voting to elect Board members in accordance with the law.

4. Members of the Board of Management must meet the standards and conditions set forth in Article 35 of this Charter.

#### **Article 34. Composition and Term of Office of Board of Management Members**

1. The Board of Management consists of 07 members, including the Chairman of the Board of Management, the Vice Chairman of the Board of Management, and other members of the Board of Management.

2. The term of office for a member of the Board of Management shall not exceed five years, and such a member may be re-elected for an unlimited number of terms. An individual may be elected as an independent member of the Company's Board of Management for no more than two consecutive terms.

3. If all members of the Board of Management's terms of office expire simultaneously, those members shall continue to serve on the Board of Management until new members are elected to replace them and assume their duties.

4. The composition of the Board of Management of the Company must ensure that at least two (02) members are non-executive members of the Board of Management.

5. Based on the Company's governance objectives, the composition of the Board of Management may include Independent Members of the Board of Management.



In case the Company is a listed company, the composition and number of Independent Members of the Board of Management shall be in accordance with applicable laws.

In the event that the Company has Independent Members of the Board of Management, it shall comply with the regulations on Independent Members of the Board of Management as stipulated in this Charter and relevant laws

6. A member of the Board of Management ceases to hold the position of Board member in the event of removal, dismissal, or replacement by the General Meeting of Shareholders in accordance with Article 36 of this Charter.

7. The appointment of Board of Management members must be disclosed in accordance with the legal provisions on information disclosure in the securities market.

### **Article 35. Standards and Conditions for Board of Management Members**

1. Members of the Board of Management must meet the following standards and conditions:

a. Not falling under the categories specified in Clause 2 of Article 17 of the Enterprise Law;

b. Possess professional qualifications and experience in business management or in the Company's field, industry, or line of business, and need not necessarily be a shareholder of the Company;

c. A member of the Board of Management may simultaneously serve as a member of the Board of Management of another company;

d. Not a relative of the General Director or other managers of the Company; or of a manager or a person authorized to appoint managers of the parent company.

e. Other standards as prescribed by current legal regulations in the event that the Company is a public company or a listed company.

2. Independent members of the Board of Management must meet the following criteria and conditions:

a. Not currently employed by the Company, its parent company, or any of its subsidiaries; not having been employed by the Company, its parent company, or any of its subsidiaries for at least the three immediately preceding years;

b. Is not a person receiving a salary or compensation from the Company, except for allowances to which Board members are entitled in accordance with regulations;

c. Is not a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the Company; or who is a manager of the Company or a subsidiary of the Company;

d. Is not a person who directly or indirectly owns at least 1% of the Company's total voting shares;

e. Is not a person who has served as a member of the Company's Board of Management or Supervisory Board for at least the five consecutive years prior to the appointment, except in cases where the person has been continuously appointed for two consecutive terms.

3. An independent member of the Board of Management must notify the Board of Management that he or she no longer meets the qualifications specified in paragraph 2 of this Article and shall automatically cease to be an independent member of the Board of Management as of the date on which he or she no longer meets such qualifications and conditions. The Board of Management must disclose the fact that an independent member of the Board of Management no longer meets the standards and conditions at the next General Meeting of Shareholders or convene a General Meeting of Shareholders to elect a replacement for such independent member of the Board of Management within six months from the date of receiving the notification from the relevant independent member of the Board of Management.

#### **Article 36. Removal, Dismissal, Replacement, and Appointment of Board of Management Members**

1. The General Meeting of Shareholders shall remove a member of the Board of Management in the following cases:

a. Failure to meet the qualifications and conditions specified in Article 35 of this Charter;

b. Submission of a resignation letter and its approval;

c. Is legally incapacitated or has limited legal capacity, or has difficulties in understanding or controlling their behavior.

2. The General Meeting of Shareholders may remove a member of the Board of Management in the following cases:



a. Failure to participate in the activities of the Board of Management for six consecutive months, except in cases of force majeure;

b. No longer acts as the authorized representative of a corporate shareholder pursuant to a decision by that corporation;

c. Is the authorized representative of a corporate shareholder, but that organization is no longer a shareholder of the Company.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace a member of the Board of Management; or to remove or dismiss a member of the Board of Management, except in the cases specified in paragraphs 1 and 2 of this Article.

4. The Board of Management must convene a General Meeting of Shareholders to elect additional members of the Board of Management in the following cases:

a. The number of members of the Board of Management has decreased by more than one-third of the number specified in these Charter. In such a case, the Board of Management must convene a General Meeting of Shareholders within 60 days from the date on which the number of members decreased by more than one-third;

b. The number of Independent Members of the Board of Management decreases and does not meet the required number as prescribed;

c. Except as provided in subparagraphs (a) and (b) of this paragraph, the General Meeting of Shareholders shall elect new members to replace members of the Board of Management who were removed or dismissed at the most recent meeting.

### **Article 37. Powers and Duties of the Board of Management**

1. The Board of Management is the governing body of the Company and has full authority to act on behalf of the Company to make decisions and exercise the Company's rights and fulfill its obligations, except for those rights and obligations within the authority of the General Meeting of Shareholders.

2. The Board of Management has the following powers and duties:

a. To decide on the Company's strategy, medium-term development plans, quarterly/six-month/annual business plans, and annual labor utilization and recruitment plans; Decide on project investments, purchases, repairs, maintenance, dredging, and urgent, unforeseen expenses arising from production and business operations outside the Company's annual plan that has been approved by the General Meeting of Shareholders;

- b. Determine operational objectives based on the strategic objectives approved by the General Meeting of Shareholders;
- c. Propose the types of shares and the total number of shares authorized for issuance for each type;
- d. Decide on the sale of unsold shares within the authorized offering limit for each class; decide on raising capital through other methods;
- e. Determine the selling price of the Company's shares and bonds; propose the issuance of convertible bonds and bonds with warrants;
- f. Decide on the repurchase of shares in accordance with paragraphs 1 and 2 of Article 10 of this Charter;
- g. Decide on market development, marketing, and technology strategies;
- h. Decide on investment plans and projects with a value of less than 35% of the total asset value stated in the Company's most recent financial statements, subject to legal limitations;
- i. Decide on the liquidation or sale of assets with a value of less than 35% of the total asset value recorded in the Company's most recent financial statements;
- j. To approve contracts for purchase, sale, borrowing, lending, and other transaction contracts with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements and contracts and transactions within the decision-making authority of the Board of Management as prescribed in this Charter; except for contracts and transactions within the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 1, Article 23 and Clause 4, Article 57 of this Charter;
- k. Delegate or authorize the General Director to make decisions regarding investment plans and investment projects; plans for the liquidation or sale of fixed assets, the leasing or renting of fixed assets; borrowing and lending; the Company's internal regulations; and other matters within the Board of Management's decision-making authority;
- l. Elect, remove, and dismiss the Chairman of the Board of Management; elect, remove, and dismiss the Vice Chairman of the Board of Management; appoint, dismiss, enter into, and terminate contracts with the General Director; decide on the remuneration, bonuses, disciplinary measures, and other benefits of the General Director;



Meeting of Shareholders that have not yet been implemented. If there are changes to such matters that fall within the decision-making authority of the General Meeting of Shareholders, the Board of Management must submit them to the General Meeting of Shareholders at the next meeting for approval prior to implementation;

y. Other rights and obligations as prescribed by law, these Charter, and the Company's internal management regulations and rules do not fall within the decision-making authority of the General Meeting of Shareholders.

3. The Board of Management shall report to the General Meeting of Shareholders on its performance at the Annual General Meeting of Shareholders regarding the following contents:

a. Remuneration, operating expenses, and other benefits for the Board of Management and each member of the Board of Management as provided for in Clause 3 of Article 38 of this Charter;

b. The number of Independent Members of the Board of Management decreases and does not meet the required number as prescribed;

c. Report on transactions between the Company, its subsidiaries, and companies in which the Company holds 50% or more of the charter capital, and members of the Board of Management and their related parties; transactions between the Company and companies in which a member of the Board of Management served as a founding member or manager during the three-year period immediately preceding the transaction;

d. Activities of independent members of the Board of Management and the results of the independent members' assessment of the Board of Management' performance.

In the event that the Company is a listed company, each independent member of the Board of Management shall prepare a separate report;

e. Activities of other subcommittees of the Board of Management (if any);

f. Supervision results regarding the General Director;

g. Supervision results for other executives;

h. Future plans.

#### **Article 38. Salaries, fees, bonuses, and other benefits for members of the Board of Management**

1. The Company has the right to pay compensation and bonuses to members of the Board of Management based on business results and performance.

2. Board members are entitled to compensation for their work and bonuses. Compensation for work is calculated based on the number of working days required to fulfill the Board member's duties and the daily compensation rate. The Board of Management determines the compensation for each member by consensus. The total compensation and bonuses for the Board of Management are decided by the General Shareholders' Meeting at the annual meeting. The payment of salaries, compensation, bonuses, and other benefits to Board members is carried out in accordance with the Company's internal regulations on salaries and bonuses.

3. The remuneration of each member of the Board of Management is recognized as an operating expense of the Company in accordance with corporate income tax laws, is reported as a separate line item in the Company's annual financial statements, and must be disclosed to the General Meeting of Shareholders at the annual meeting.

4. A Board member who holds an executive position, or a Board member who serves on Board subcommittees or performs duties beyond the scope of the typical responsibilities of a Board member, may be paid additional compensation in the form of a lump-sum payment, salary, commission, profit share, or in another form as determined by the Board.

5. Members of the Board of Management are entitled to reimbursement for all travel, meal, and lodging expenses, as well as other reasonable expenses they have incurred in the performance of their duties as Board members, including expenses incurred in attending meetings of the General Shareholders' Meeting, the Board of Management, or any subcommittees of the Board of Management.

6. The Company may purchase liability insurance for members of the Board of Management upon approval by the General Meeting of Shareholders. This insurance does not cover liability arising from violations of the law or these Charter by members of the Board of Management.

### **Article 39. Chairman of the Board of Management and Vice Chairman of the Board of Management**

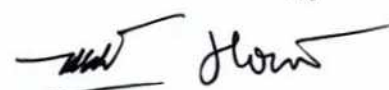
1. The Chairman of the Board of Management is elected, removed, or dismissed by the Board of Management from among its members.

2. The Chairman of the Board of Management may not concurrently serve as the General Director.

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



- a. To establish the Board of Management's program and operational plan;
  - b. Prepare the agenda, content, and materials for Board of Management meetings or to solicit input from Board members; convene, preside over, and chair Board of Management meetings;
  - c. Organize the adoption of resolutions and decisions by the Board of Management;
  - d. Oversee the implementation of Board resolutions and decisions;
  - e. Convene and preside over the General Shareholders' Meeting on behalf of the Board of Management;
  - f. On behalf of the Board of Management, sign decisions and resolutions of the Board of Management; sign other documents to handle matters within the authority and responsibilities of the Board of Management;
  - g. Ensure that members of the Board of Management receive comprehensive, objective, and accurate information, and have sufficient time to discuss the matters the Board must consider;
  - h. Prepare a work plan and assign tasks to the members of the Board of Management. The specific details of each member's assigned tasks must be documented in writing and signed by the Chairman of the Board of Management;
  - i. Monitor Board members in the performance of their assigned duties;
  - j. Exercise the powers and perform the duties of the Legal Representative in accordance with the provisions of this Charter and applicable laws.
  - k. Perform other powers and duties as prescribed by law and this Charter.
4. If the Chairperson of the Board of Management submits a resignation or is relieved of duty or removed from office, the Board of Management must elect a replacement within 10 days from the date of receipt of the resignation or the date of relief from duty or removal from office.
5. In the event that the Chairman of the Board of Management is absent or unable to perform his or her duties, he or she must delegate authority in writing to another member to exercise the rights and duties of the Chairman of the Board of Management. In the event there is no authorized representative, or if the Chairman of the Board of Management dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative sanctions at a compulsory rehabilitation facility or a compulsory education facility, has fled their place of residence, has restricted or lost legal capacity, has difficulties in



cognition or self-control, or has been prohibited by a court from holding office, practicing a profession, or performing certain work, the remaining members shall elect one of their number to serve as Chairman of the Board of Management by a majority vote of the remaining members until a new decision is made by the Board of Management.

6. The Vice Chairman of the Board of Management shall be elected, removed, and dismissed by the Board of Management from among its members to perform duties as assigned by the Board of Management and the Chairman of the Board of Management.

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

1. The Chairman of the Board of Management shall be elected at the first meeting of the Board of Management within seven working days from the date of the conclusion of the election of that Board of Management. This meeting is convened and chaired by the member who received the highest number of votes. In the event that there are multiple members who received the highest number of votes and are tied, the members shall vote by majority to select one of them to convene the Board of Management meeting.

2. The Board of Management shall meet at least once every quarter and may hold extraordinary meetings. Board of Management meetings may be held in the form of in-person meetings, online meetings, in-person combined with online meetings, and/or other forms as decided by the Chairperson of the Board of Management or the person convening the meeting, in accordance with current legal regulations.

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

a. Upon a request from the Supervisory Board or an independent member of the Board of Management;

b. Upon a request from the General Director or at least five other managers;

c. There must be a proposal from at least two members of the Board of Management.

4. The proposal referred to in paragraph 3 of this Article must be in writing and must clearly state the purpose, the matters to be discussed, and the decisions within the Board of Management's authority.

5. The Chairman of the Board of Management must convene a meeting of the Board of Management within seven working days from the date of receiving the request specified in paragraph 3 of this Article. If the Chairman fails to convene a meeting of the Board of Management as requested, the Chairman shall be liable for any damages incurred by the



Company; the person making the request shall have the right to convene the meeting of the Board of Management in lieu of the Chairman.

6. The Chair of the Board of Management or the person convening the Board meeting must send a notice of the meeting no later than five business days before the meeting date. The notice must specify the time and location of the meeting, the agenda, and the matters to be discussed and decided. The notice must be accompanied by the materials to be used at the meeting and the voting ballots for the members.

Notices convening a Board of Management meeting may be sent via written invitation, telephone, fax, or electronic means and must be delivered to the contact information of each Board member as registered with the Company.

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

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

8. A Board of Management meeting may be held if at least three-quarters of the total number of members are present. If a meeting convened in accordance with this provision does not have the required quorum, it may be reconvened within three days from the date of the originally scheduled meeting. In such cases, the meeting may proceed if more than half of the Board of Management members are present.

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

- a. Attending and voting in person at the meeting;
- b. Authorizing another person to attend the meeting and vote in accordance with the provisions of paragraph 11 of this Article;
- c. Attending and voting via an online conference, electronic voting, or other electronic means;
- d. Submit voting ballots to the meeting by mail, fax, or email.

10. If voting ballots are sent to the meeting by mail, they must be placed in a sealed envelope and delivered to the Chairman of the Board of Management no later than one hour

before the meeting begins. Voting ballots may only be opened in the presence of all attendees.

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

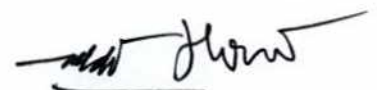
12. Resolutions and decisions of the Board of Management are adopted if approved by a majority of the members present at the meeting; in the event of a tie, the final decision rests with the side supported by the Chairman of the Board of Management.

#### **Article 41. Minutes of the Board of Management Meeting**

1. Minutes must be taken of **Board of Management meetings**, which may be recorded, transcribed, and stored in other electronic formats. The minutes must be prepared in Vietnamese and may also be prepared in English, and must include the following main contents:

- a. Name, address of the principal office, business registration number;
- b. Time and location of the meeting;
- c. Purpose, agenda, and content of the meeting;
- d. The full names of each member attending the meeting or their authorized representative, and the method of attendance; the full names of members not attending the meeting and the reasons for their absence;
- e. The issues discussed and voted on at the meeting;
- f. A summary of the remarks made by each attending member in the order in which the meeting proceeded;
- g. The voting results, which specify the members who voted in favor, against, and abstained;
- h. The matter was approved and the corresponding approval ratio;
- i. The full name, signature of the chairperson, and the person taking the minutes, except as provided for in paragraph 2 of this Article.

2. In the event that the chairperson and the minute-taker refuse to sign the meeting minutes, the minutes shall be valid provided that all other members of the Board of Management present at the meeting agree to approve the minutes, and the minutes are signed and contain all the required information as specified in subparagraphs a, b, c, d, e, f, g, and h of paragraph 1 of this Article. The meeting minutes shall clearly state that the





chairperson and the minute-taker refused to sign the minutes. The person signing the meeting minutes shall be jointly liable for the accuracy and truthfulness of the content of the Board of Management's meeting minutes. The chairperson and the minute-taker shall be personally liable for any damages incurred by the company as a result of their refusal to sign the meeting minutes in accordance with the Company's Charter and relevant laws.

3. The chairperson, the minute-taker, and the signatories to the minutes shall be responsible for the truthfulness and accuracy of the content of the Board of Management's meeting minutes.

4. The minutes of the Board of Management meeting and the documents used during the meeting must be kept at the Company's principal office.

5. The minutes prepared in both Vietnamese and English are equally valid. In the event of any discrepancy between the Vietnamese and English versions of the minutes, the content of the Vietnamese version shall prevail.

6. The Chairman of the Board of Management is responsible for distributing the minutes of the Board of Management's meeting to the members, and such minutes shall serve as conclusive evidence of the matters discussed and decided at the meeting, unless an objection to the content of the minutes is raised within 10 days of the date of distribution. The minutes must be signed by the chairperson and the minute-taker, except as provided for in paragraph 2 of this Article.

#### **Article 42. Right of Board Members to Receive Information**

1. A member of the Board of Management has the right to request that the company's management provide information and documents regarding the financial condition and business operations of the Company and its subsidiaries.

2. Business executives are required to provide timely, complete, and accurate information and documents as requested by members of the Board of Management.

#### **Article 43. Subcommittees of the Board of Management**

1. The Board of Management may establish subcommittees to oversee development policy, human resources, compensation and benefits, internal audit, and risk management. The number of members of the subcommittee, as determined by the Board of Management, must be at least three, including members of the Board of Management and external members. The subcommittee's activities must comply with the Board of Management's

regulations. Resolutions of the subcommittee are only valid when a majority of members are present and vote in favor at a subcommittee meeting.

2. The implementation of decisions made by the Board of Management or by a subcommittee under the Board of Management must comply with applicable laws and regulations, as well as the provisions of these Charter and the Internal Regulations on Corporate Governance.

#### **Article 44. The Corporate Governance Officer**

1. The Board of Management shall appoint at least one person to serve as the corporate governance officer to assist with corporate governance matters at the Company. The corporate governance officer may also serve as the Company Secretary in accordance with the provisions of Clause 5, Article 156 of the Enterprise Law.

2. The person responsible for corporate governance may not simultaneously work for the approved audit firm 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 Management on organizing General Shareholders' Meetings in accordance with regulations and on related matters between the Company and its shareholders;

b. Prepare meetings of the Board of Management, the Supervisory Board, and the General Shareholders' Meeting as requested by the Board of Management or the Supervisory Board;

c. Advise on meeting procedures;

d. Attend meetings;

e. Provide advice on the procedures for drafting Board of Management resolutions in accordance with legal regulations;

f. Provide financial information, copies of Board of Management meeting minutes, and other relevant information to members of the Board of Management and members of the Supervisory Board;

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

h. Serve as the point of contact for stakeholders;



i. Maintain confidentiality of information in accordance with applicable laws and this Charter;

j. Other rights and obligations as prescribed by the internal management regulations of the Company and current law.

#### **SECTION 4: THE GENERAL DIRECTOR AND OTHER EXECUTIVES**

##### **Article 45. Management Structure**

The Company's management system must ensure that the management team is accountable to the Board of Management and is subject to the Board's supervision and guidance in the Company's day-to-day operations. The Company has a General Director, Deputy General Directors, and a Chief Accountant. The appointment, removal, or dismissal of the aforementioned positions must be approved by a resolution or decision of the Board of Management.

##### **Article 46. Company Management**

1. The Company's management includes the General Director, Deputy General Director, and Chief Accountant.

2. Upon the recommendation of the General Director and with the approval of the Board of Management, the Company may hire additional executives in numbers and according to standards consistent with the Company's organizational structure and management regulations as established by the Board of Management. Executives must be responsible for assisting the Company in achieving its operational and organizational objectives.

3. The General Director receives a salary and bonuses. The General Director's salary and bonuses are determined by the Board of Management.

4. The executive's salary is included in the Company's operating expenses in accordance with corporate income tax laws, is listed as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

##### **Article 47. Appointment, Removal, Duties, and Powers of the General Director**

1. The Board of Management shall appoint one member of the Board of Management or hire another person to serve as General Director;

2. The General Director manages the Company's day-to-day operations; is subject to the supervision of the Board of Management; and is responsible to the Board of

Management and under the law for the exercise of the rights and fulfillment of the duties assigned to him or her.

3. The term of office of the General Director shall not exceed five years, and the General Director may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions specified in Article 48 of this Charter.

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

a. Decide on matters related to the Company's day-to-day operations that do not fall within the Board of Management's authority;

b. Organize and implement the resolutions and decisions of the Board of Management;

c. Organize the implementation of the Company's business plans and investment strategies;

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

e. Recommend that the Board of Management review the policy, number, and specific personnel for positions within the Board's appointment authority to support the General Director's management duties;

f. Appointments, removals, contract signings, contract terminations, salary levels, bonuses, disciplinary actions, and other benefits for the positions of Directors of subordinate branches, Department Heads, and equivalent positions, subject to approval by the Board of Management

Decisions regarding the appointment, removal, signing of contracts, termination of contracts, salary levels, awards, disciplinary actions, and other benefits for Deputy Directors of subordinate branches, Deputy Department Heads, and equivalent positions ;

g. Decisions regarding salaries and other benefits for employees within the Company and those under the appointment authority of the General Director;

h. Recruitment of employees;

i. Propose a plan for dividend distribution or the handling of operating losses;

j. Propose that the Board of Management appoint authorized representatives to participate in the Board of Members, the Board of Management, or the General Meeting of Shareholders of companies in which the Company has an equity interest; propose



remuneration levels and other benefits for such representatives for consideration by the Board of Management;

k. Submit the annual recruitment and workforce utilization plan to the Board of Management for approval;

l. Propose measures to improve the Company's operations and management;

m. To decide upon and execute contracts for the purchase, sale, borrowing, lending, leasing, and subleasing of assets, as well as other contracts and transactions related to the Company's day-to-day business operations, in accordance with the provisions of these Charter and applicable laws, unless the individual no longer holds the position of the Company's Legal Representative;

n. Decisions to issue internal regulations and rules related to the General Director's management duties;

o. Other rights and obligations as prescribed by law, the Charter, internal regulations, resolutions, and decisions of the Board of Management, and the employment contract signed with the Company.

5. The General Director is accountable to the Board of Management and the General Shareholders' Meeting for the performance of the duties and authorities assigned to him or her and must report to the relevant authorities upon request.

6. The General Director shall manage the Company's day-to-day operations in accordance with applicable laws, these Charter, the employment contract signed with the Company, and the resolutions and decisions of the Board of Management. If the General Director manages the Company in violation of the provisions of this section and thereby causes damage to the Company, the General Director shall be liable under the law and shall compensate the Company for such damages.

7. The Board of Management may remove the General Director from office if a majority of the voting members of the Board of Management present at the meeting approve the decision and appoint a new General Director to replace him or her. During the process of appointing a new General Director, the Board of Management shall decide to delegate the duties and responsibilities of the Company's General Director to a business manager or another executive; the responsibilities of the Company's legal representative shall be carried out by the Chairman of the Board of Management in accordance with these Charter.

**Article 48. Standards and Conditions for Appointment as General Director**

1. The General Director must meet the following standards and conditions:

- a. Be a permanent resident of Vietnam;
- b. Not fall under the categories specified in Clause 2 of Article 17 of the Enterprise Law;
- c. Not a relative of the Company's manager, a member of the Company's Supervisory Board, or a relative of the parent company; not a representative of the state-owned equity interest or a representative of the enterprise's equity interest in the Company or the parent company;
- d. Possess professional qualifications and experience in the Company's business management;

2. Shall automatically lose eligibility and be replaced as General Director in the following cases:

- a. Loss of legal capacity, death, or disappearance;
- b. Violation of legal provisions regarding cases in which a person is ineligible to hold a position;
- c. When ordered by a court to be deported from Vietnamese territory or prohibited by a court from holding office, practicing a profession, or performing certain work;
- d. The company has had its Business Registration Certificate revoked.

3. The General Director shall be relieved of duty or removed from office in any of the following cases:

- a. Is legally incapacitated; has difficulty in understanding or controlling their actions;
- b. Fails to meet the standards and conditions specified in paragraph 1 of this Article;
- c. Submit a resignation letter (stating the reasons for resignation) to the Company's Board of Management and Supervisory Board at least 45 days prior to ceasing to perform their duties and exercise their powers;
- d. Pursuant to a decision by the Board of Management;
- e. Other cases as prescribed by the internal management regulations of the Company and current law.



## SECTION 5: AUDIT COMMITTEE

### **Article 49. Nomination and Election of Members of the Supervisory Board and Election of Members of the Supervisory Board**

1. If the candidates for the Supervisory Board have been determined in advance, the Company must disclose information regarding the candidates at least 10 days prior to the opening of the General Shareholders' Meeting on the Company's website so that shareholders may familiarize themselves with these candidates before voting. Candidates for the Supervisory Board must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties with integrity, diligence, and in the best interests of the Company if elected as members of the Supervisory Board. The information regarding Supervisory Board candidates that is disclosed must include at least the following:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Work history;
- d. Other management positions (including positions on the Board of Management or Supervisory Board of other companies);
- e. Interests related to the Company and its affiliates;
- f. The company is required to disclose information regarding the companies in which the candidate holds positions as a member of the Board of Management, a member of the Supervisory Board, or other management positions, as well as any interests related to the company of the candidate for the Supervisory Board (if any).

2. Shareholders or groups of shareholders: those holding between 10% and less than 35% of the total common shares are entitled to nominate one candidate; Holders of 35% to less than 65% of the total common shares are entitled to nominate up to two candidates; holders of 65% to less than 90% of the total common shares are entitled to nominate up to three candidates.

3. If the number of candidates for the Supervisory Board approved through nominations and self-nominations is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the procedures set forth in the Internal Regulations on Corporate Governance and the Operating Regulations of the Supervisory Board. The incumbent Supervisory Board's nomination of

additional candidates must be clearly disclosed prior to the election of Supervisory Board members in accordance with the law.

**Article 50. Composition of the Supervisory Board**

1. The Supervisory Board of the Company shall consist of three members. The term of office for members of the Supervisory Board shall not exceed five years, and they may be re-elected for an unlimited number of terms.

2. Members of the Supervisory Board must meet the following standards and conditions:

a. Not falling under the categories specified in Clause 2 of Article 17 of the Enterprise Law;

b. Have a degree in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field relevant to the Company's business operations;

c. Not a relative of a member of the Board of Management, the General Director, or other managers;

d. Is not a manager of the company; need not be a shareholder or an employee of the company;

e. Is not a family member of the business manager of the parent company; the representative of the business's equity interest, or the representative of the state's equity interest at the parent company and at the Company;

f. Does not work in the accounting or finance department of the Company;

g. Not a member or employee of the independent audit firm that conducted the audit of the Company's financial statements for the three consecutive years prior.

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

a. No longer meets the qualifications and conditions to serve as a member of the Supervisory Board as specified in paragraph 2 of this Article;

b. Submits a resignation letter and it is approved;

c. Other cases as provided by law.

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

a. Failure to fulfill assigned duties or tasks;



b. Failure to exercise their rights and fulfill their duties for six consecutive months, except in cases of force majeure;

c. Repeated violations or serious breaches of the duties of a member of the Supervisory Board as prescribed by the Enterprise Law and these Charter;

d. Other cases as determined by a resolution of the General Meeting of Shareholders;

e. Other cases as provided by law

5. If the terms of office of members of the Supervisory Board expire simultaneously and members of the new Supervisory Board have not yet been elected, the members whose terms have expired shall continue to exercise their rights and fulfill their duties until the members of the new Supervisory Board are elected and assume their duties.

#### **Article 51. Chairperson of the Supervisory Board**

1. The Chair of the Supervisory Board is elected by the Supervisory Board from among its members; elections, removals, and dismissals are decided by a majority vote. More than half of the members of the Supervisory Board must reside in Vietnam. The Chair of the Supervisory Board must hold a bachelor's degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the Company's business operations.

2. Rights and duties of the Chair of the Supervisory Board:

a. Convene meetings of the Supervisory Board;

b. Request the Board of Management, the General Director, and other executives to provide relevant information for the Supervisory Board's report;

c. Prepare and sign the Supervisory Board's report after consulting with the Board of Management for submission to the General Shareholders' Meeting.

#### **Article 52. Rights and Duties of the Supervisory Board**

1. The Supervisory Board oversees the Board of Management and the General Director in the management and operation of the company.

2. Review the reasonableness, legality, integrity, and level of diligence in the management and operation of business activities; and the systematic, consistent, and appropriate nature of accounting, statistical, and financial reporting practices.

3. Review the completeness, legality, and accuracy of the Company's business reports, annual and semi-annual financial statements, and the Board of Management's report, and present the review report at the Annual General Meeting of Shareholders.

Review contracts and transactions with related parties that fall under the approval authority of the Board of Management or the General Meeting of Shareholders, and provide recommendations regarding contracts and transactions requiring approval by the Board of Management or the General Meeting of Shareholders.

4. Review, inspect, and evaluate the effectiveness and efficiency of the Company's internal control, internal audit, risk management, and early warning systems.

5. Review the Company's accounting books, records, and other documents, and oversee the management and operation of the Company when deemed necessary, or pursuant to a resolution of the General Meeting of Shareholders, or at the request of a shareholder or group of shareholders as provided for in Section 2 of Article 18 of these Charter.

6. Upon a request from a shareholder or group of shareholders as specified in Clause 2 of Article 18 of these Charter, the Supervisory Board shall conduct an audit within seven (7) business days from the date of receipt of the request. Within fifteen (15) days from the date the audit is completed, the Supervisory Board must report on the matters subject to the audit to the Board of Management and the shareholder or group of shareholders who made the request. The audit conducted by the Supervisory Board as provided for in this paragraph shall not interfere with the normal operations of the Board of Management or disrupt the management of the Company's business operations.

7. Propose to the Board of Management or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure for managing, supervising, and operating the company's business activities.

8. Upon discovering that a member of the Board of Management or the General Director has violated the provisions of Article 55 of this Charter, the Company must immediately notify the Board of Management in writing, require the person responsible for the violation to cease such conduct, and take measures to remedy the consequences.

9. Attend and participate in discussions at meetings of the General Shareholders' Meeting, the Board of Management, and other Company meetings.

10. Utilize independent consultants and the Company's internal audit department to carry out assigned tasks.



11. The Supervisory Board may consult with the Board of Management before submitting its reports, conclusions, and recommendations to the General Meeting of Shareholders.

12. Propose and recommend that the General Meeting of Shareholders approve the list of approved audit firms to audit the Company's financial statements; decide on the approved audit firm to conduct an operational review of the Company, and remove the approved auditor when deemed necessary.

13. To be accountable to the shareholders for its supervisory activities.

14. Monitor the Company's financial condition and ensure compliance with laws and regulations in the activities of Board members, the General Director, and other managers.

15. Ensure coordination of activities with the Board of Management, the General Director, and shareholders.

16. If any violation of the law or of this Charter is discovered involving a member of the Board of Management, the General Director, or other executives of the Company, the Supervisory Board must notify the Board of Management in writing within 48 hours, requiring the person responsible for the violation to cease the violation and take measures to remedy the consequences.

17. Draft the Rules of Procedure for the Supervisory Board and submit them to the General Meeting of Shareholders for approval.

18. Have the right to access the Company's records and documents stored at the head office, branches, and other locations; have the right to visit the workplaces of the Company's managers and employees during working hours.

19. Has the right to request that the Board of Management, members of the Board of Management, the General Director, and other managers provide complete, accurate, and timely information and documents regarding the Company's management, operations, and business activities.

20. The Supervisory Board's report at the Annual General Meeting of Shareholders regarding the Company's business results, the performance of the Board of Management and the General Director, and the self-assessment report on the performance of the Supervisory Board and its members must include the following:

a. Remuneration, operating expenses, and other benefits for the Supervisory Board and each member of the Supervisory Board as provided for in Article 54 of this Charter;

b. Summaries of the Supervisory Board's meetings and the Committee's conclusions and recommendations;

c. The results of the supervision of the Company's operational and financial activities;

d. Report on the evaluation of transactions between the Company, its subsidiaries, and companies in which the Company holds 50% or more of the charter capital, and members of the Board of Management, the General Director, other executives of the Company, and related parties of such entities; transactions between the Company and a company in which members of the Board of Management, the General Director, or other executives of the Company were founding members or managers of the company during the three-year period immediately preceding the transaction;

e. Results of the oversight of the Board of Management, the General Director, and other executives of the Company;

f. Results of the evaluation of the coordination of activities between the Supervisory Board and the Board of Management, the General Director, and shareholders;

21. The right to receive information as provided for in Article 171 of the Enterprise Law.

22. Other rights and obligations as provided for in the Enterprise Law, these Charter, and resolutions of the General Meeting of Shareholders.

### **Article 53. Meetings of the Supervisory Board**

1. The Supervisory Board must meet at least twice a year, with at least two-thirds of its members in attendance. The minutes of the Supervisory Board meetings must be detailed and clear. The minute-taker and the Supervisory Board members in attendance must sign the minutes. The minutes of the Supervisory Board meetings must be retained to establish the responsibilities of each Supervisory Board member.

2. The Supervisory Board has the authority to request that members of the Board of Management, the General Director, and representatives of the approved auditing firm attend and address any matters requiring clarification.

### **Article 54. Salaries, fees, bonuses, and other benefits of members of the Supervisory Board**

1. Members of the Supervisory Board are paid salaries, fees, bonuses, and other benefits in accordance with the resolution of the General Meeting of Shareholders. The



General Meeting of Shareholders determines the total amount of salaries, fees, bonuses, other benefits, and the annual operating budget for the Supervisory Board. The payment of salaries, fees, bonuses, and other benefits to members of the Supervisory Board is carried out in accordance with the Company's internal regulations on salaries and bonuses.

2. Members of the Supervisory Board are reimbursed for reasonable expenses related to meals, lodging, travel, and the use of independent consulting services. The total amount of such compensation and expenses shall not exceed the Supervisory Board's annual operating budget as approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.

3. The salaries and operating expenses of the Supervisory Board are included in the Company's operating expenses in accordance with corporate income tax laws, regulations and other relevant legal provisions, and must be listed as a separate item in the Company's annual financial statements.

## **SECTION 6: RESPONSIBILITIES OF BOARD OF MANAGEMENT MEMBERS, SUPERVISORY BOARD MEMBERS, THE GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS**

### **Article 55. Responsibilities of Company Management**

1. Members of the Board of Management, the General Director, and other managers shall have the following responsibilities:

a. To exercise the rights and fulfill the duties assigned to them in accordance with the Law on Enterprises, other relevant legal provisions, these Charter, and resolutions of the General Meeting of Shareholders;

b. Perform the assigned rights and duties with integrity, diligence, and to the best of one's ability to ensure the Company's maximum legitimate interests;

c. Remain loyal to the interests of the Company and its shareholders; do not abuse one's position or authority, nor use the Company's information, trade secrets, business opportunities, or other assets for personal gain or to serve the interests of other organizations or individuals;

d. Timely, complete, and accurate notification to the Company regarding the matters specified in paragraph 2 of Article 58 of this Charter.

2. Members of the Board of Management, the General Director, and other managers who violate the provisions of paragraph 1 of this Article shall be personally or jointly liable

to compensate for lost benefits, return any benefits received, and fully compensate the Company and third parties for any damages.

**Article 56. Duty of Good Faith and Avoidance of Conflicts of Interest**

1. Members of the Board of Management, members of the Supervisory Board, the General Director, and other managers must disclose any relevant interests in accordance with the provisions of the Enterprise Law and other relevant legal documents.

2. Members of the Board of Management, members of the Supervisory Board, the General Director, other managers, and their affiliates may only use information obtained through their positions for the benefit of the Company.

3. Members of the Board of Management, members of the Supervisory Board, the General Director, and other managers are required to notify the Board of Management and the Supervisory Board in writing of any transactions between the Company, its subsidiaries, or other companies in which the Company holds 50% or more of the charter capital, and such entities or their related parties, in accordance with the provisions of the law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Management, the Company must disclose information regarding these resolutions in accordance with securities laws on information disclosure.

4. A member of the Board of Management may not vote on a transaction that benefits that member or a related party of that member, in accordance with the provisions of the Enterprise Law.

5. Members of the Board of Management, members of the Supervisory Board, the General Director, other managers, and their affiliates are prohibited from using or disclosing inside information to others for the purpose of engaging in related transactions.

6. Transactions between the Company and one or more members of the Board of Management, members of the Supervisory Board, the General Director, other executives, and individuals or organizations related to such persons shall not be void in the following cases:

a. For transactions with a value of 35% or less of the total asset value stated in the most recent financial statements, the material terms of the contract or transaction, as well as the relationships and interests of members of the Board of Management, members of the Supervisory Board, the General Director, and other executives have been reported to the



Board of Management and approved by the Board of Management through a majority vote of Board members who have no related interests;

b. For transactions with a value exceeding 35% or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statements, the material details of such transactions, as well as the relationships and interests of members of the Board of Management, members of the Supervisory Board, the General Director, and other executives have been disclosed to the shareholders and approved by the General Shareholders' Meeting through a vote by shareholders without a conflict of interest.

**Article 57. Transactions with Shareholders, Corporate Officers, and Related Parties of Such Persons**

1. The company may not provide loans or guarantees to individual shareholders or to individuals related to such shareholders.

2. The Company may not provide loans or guarantees to institutional shareholders or to individuals related to such shareholders.

3. The Company shall not provide loans or guarantees to related persons of a shareholder that is an organization (provided that such organization is not a shareholder of the Company as prescribed in Clause 2 of this Article), except where the Company and the organization being the related person of the shareholder are companies operating within a group of companies, including parent company - subsidiary, and such transaction must be:

a. The General Meeting of Shareholders must discuss at a meeting to decide on loans or guarantees for an organization that is a related party of a shareholder having a parent-subsidiary relationship with the Company with a value of 35% or more of the total asset value as recorded in the Company's most recent financial statements .

b. The Board of Management of shall decide and approve the terms of the contract regarding loans or guarantees for organizations that are related parties of shareholders with a parent-subsidiary relationship with the Company, provided such matters are not within the authority of the General Meeting of Shareholders of ;

c. In cases where the law provides otherwise, the Company shall apply the relevant legal provisions;

4. The Company shall only conduct the following transactions upon approval by the General Meeting of Shareholders:

a. Granting loans or guarantees to members of the Board of Management, members of the Supervisory Board, the General Director, other managers who are not shareholders, and their related individuals and organizations;

In cases of granting loans or guarantees to related organizations of members of the Board of Management, members of the Supervisory Board, the General Director, or other managers where the Company and such organization (except where the organization is a shareholder of the Company as prescribed in Clause 2 of this Article) are companies operating under a group of companies, including parent-subsidary companies, the General Meeting of Shareholders shall decide on loans/guarantees with a value of 35% or more of the total asset value recorded in the Company's latest financial statements;

b. Transactions with a value of 35% or more, or transactions resulting in a total value of transactions arising within 12 months from the date of the first transaction being 35% or more of the total asset value recorded in the latest financial statements between the Company and one of the following parties:

- Members of the Board of Management, members of the Supervisory Board, the General Director, other managers, and their related persons;

- Shareholders, proxies of shareholders holding more than 10% of the Company's total common stock, and their related parties;

- A business entity whose members of the Board of Management, members of the Supervisory Board, and General Director are required to file a declaration in accordance with the provisions at Article 58, Paragraph 2 of these Charter;

c. Contracts, loan transactions, or sales of assets with a value exceeding 10% of the total asset value reported in the most recent financial statements between the Company and a shareholder holding 51% or more of the total voting shares, or a related party of such shareholder;

5. The Board of Management shall approve contracts and transactions between the Company and one of the subjects specified in Point b, Clause 4 of this Article with a value of less than 35% of the total asset value recorded in the Company's most recent financial statements, except for contracts and transactions specified in Point c, Clause 4 of this Article. In this case, the Company's representative signing the contract or transaction must



notify the members of the Board of Management and members of the Supervisory Board of the related parties to such contract or transaction and must enclose the draft contract or the main contents of the transaction. The Board of Management shall approve the contract or transaction within 15 days from the date of receipt of the notice; members of the Board of Management who have interests related to the parties in the contract or transaction shall not have the right to vote.

6. In cases where a contract or transaction is approved in accordance with the provisions of paragraph 4 of this Article, the Company's representative signing the contract or transaction must notify the Board of Management and the Supervisory Board of the parties involved in such contract or transaction and submit a draft of the contract or a notice outlining the main terms of the transaction. The Board of Management shall present the draft contract or transaction, or provide an explanation of the main contents of the contract or transaction, at a meeting of the General Meeting of Shareholders or seek the shareholders' written opinions. In such cases, shareholders with a conflict of interest regarding the parties to the contract or transaction shall not have the right to vote; the contract or transaction shall be approved in accordance with the provisions of Clause 1 of Article 29 and Clause 8 of Article 30 of this Charter.

7. Any contract or transaction that is invalidated by a court decision and handled in accordance with the law shall be deemed invalid if it is entered into in violation of the provisions of this Article; the parties to the contract or transaction, shareholders, members of the Board of Management, or the General Director involved shall be jointly and severally liable for compensating for any resulting damages and shall return to the Company any profits derived from the performance of such contract or transaction.

8. The company must disclose contracts and related transactions in accordance with the relevant laws.

#### **Article 58. Disclosure of Related-Party Interests**

The disclosure of the company's related interests and related parties shall be carried out in accordance with the following provisions:

1. The Company must compile and update a list of its related parties in accordance with the provisions of Article 4, Section 46 of the Securities Law, along with their respective contracts and transactions with the Company;

2. Members of the Board of Management, members of the Supervisory Board, the General Director, and other managers of the Company must disclose to the Company their related interests, including:

a. The name, business registration number, address of the principal office, and industry and business activities of the business in which they are the owner or hold a capital contribution or shares; the percentage and date of such ownership or holding of the capital contribution or shares;

b. The name, business registration number, address of the principal office, and industry or business sector of any business in which their related parties are the owners, co-owners, or sole owners of a capital contribution or equity interest exceeding 10% of the authorized capital;

3. The disclosure required under paragraph 2 of this Article must be made within 7 working days from the date the related interest arises; any amendments or additions must be reported to the company within 7 working days from the date of the corresponding amendment or addition;

4. The retention, disclosure, review, extraction, and copying of the list of related parties and related interests declared in accordance with paragraphs 1 and 2 of this Article shall be carried out as follows:

a. The company must disclose the list of related parties and related interests to the General Meeting of Shareholders at the annual meeting;

b. The list of related parties and related interests is maintained at the Company's head office; where necessary, part or all of the aforementioned list may be maintained at the Company's branches;

c. Shareholders, their authorized representatives, members of the Board of Management, the Supervisory Board, the General Director, and other managers have the right to review, extract, and copy all or part of the disclosed information;

d. The Company must facilitate access for the persons specified in subparagraph c of this paragraph to review, extract, and copy the list of related parties and related interests in the most timely and convenient manner; the Company shall not obstruct or create difficulties for them in exercising this right. The procedures for reviewing, extracting, and copying the content of the declaration regarding related parties and related interests shall be carried out in accordance with the Company's regulations.



5. Any member of the Board of Management or the General Director who, acting on their own behalf or on behalf of another party, undertakes any business activity within the scope of the Company's operations must report the nature and details of such activity to the Board of Management and the Supervisory Board, and may only proceed with such activity upon approval by a majority of the remaining members of the Board of Management; if such activities are carried out without disclosure or without the approval of the Board of Management, all income derived from such activities shall belong to the Company.

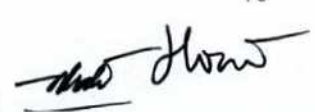
#### **Article 59. Liability for Damages and Compensation**

1. Members of the Board of Management, members of the Supervisory Board, the General Director, and other executives who violate their duties of loyalty and due care, or fail to fulfill their obligations with diligence and professional competence, shall be liable for damages caused by their violations.

2. The Company shall indemnify any person who has been, is, or may become a party to any claim, suit, or proceeding (including civil and administrative matters, but excluding cases in which the Company is the plaintiff) if such person has been or is a member of the Board of Management, a member of the Supervisory Board, the General Director, another executive, an employee, or an authorized representative of the Company, or if such person has acted or is acting at the Company's request in their capacity as a member of the Board of Management, a corporate executive, employee, or authorized representative of the Company, provided that such person acted in good faith, with due care and diligence, in the best interests of the Company or in a manner not conflicting with the Company's interests, in compliance with the law, and there is no evidence confirming that such person breached their duties.

3. When performing their duties, carrying out their responsibilities, or executing tasks on behalf of the Company, members of the Board of Management, members of the Supervisory Board, other executives, employees, or authorized representatives of the Company shall be indemnified by the Company if they become a party to any claims, lawsuits, or legal proceedings (except for lawsuits in which the Company is the plaintiff) in the following cases:

a. Has acted honestly, prudently, and diligently in the best interests of the Company and in a manner consistent with the Company's interests;



b. Complied with the law and there is no evidence to suggest that they failed to fulfill their responsibilities.

4. Compensation costs include expenses incurred (including attorneys' fees), judgment costs, fines, and payments actually incurred or deemed reasonable when resolving such matters within the limits permitted by law. The company may purchase insurance for these individuals to avoid the aforementioned liability for compensation.

## **SECTION 7: RIGHT TO INSPECT COMPANY RECORDS AND FILES**

### **Article 60. Right to Inspect Books and Records**

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

a. Common shareholders have the right to review, access, and obtain copies of information regarding their names and contact addresses in the list of shareholders with voting rights; request the correction of any inaccurate information regarding themselves; and review, access, obtain copies of, or make photocopies of these Charter, the minutes of the General Meeting of Shareholders, and the resolutions of the General Meeting of Shareholders;

b. A shareholder or group of shareholders holding 5% or more of the total common shares has the right to review, inspect, and obtain copies of the minutes and resolutions of the Board of Management, interim and annual financial reports, reports of the Supervisory Board, contracts, transactions requiring Board of Management approval, and other documents, except for documents related to the Company's trade secrets or business secrets.

2. If an authorized representative of a shareholder or a group of shareholders requests access to the books and records, they must submit a power of attorney from the shareholder or group of shareholders they represent, or a notarized copy of such power of attorney.

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

4. The Company must retain these Charter and any amendments or supplements thereto, the Certificate of Business Registration, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Management, minutes of General Shareholders' Meetings and Board of



Management's meetings, reports of the Board of Management, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as required by law at its principal office or at another location, provided that the shareholders and the Business Registration Authority are notified of the location where these documents are stored.

5. These Bylaws must be published on the Company's website.

**SECTION 8: EMPLOYEES AND POLITICAL ORGANIZATIONS,  
POLITICAL-SOCIAL ORGANIZATIONS, AND WORKER REPRESENTATIVE  
ORGANIZATIONS AT THE WORKPLACE WITHIN THE COMPANY**

**Article 61. Employees and political organizations, political-social organizations, and labor representative organizations at the grassroots level within the Company**

1. The General Director must prepare proposals for the **Board of Management** to approve regarding matters related to hiring, terminating employees, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and company executives.

2. The General Director shall prepare proposals for the Board of Management to approve matters related to the Company's relations with labor unions in accordance with best management standards, practices, and policies; the practices and policies set forth in this Charter; the Company's regulations; and applicable laws and regulations.

3. Political organizations, political-social organizations, and worker representative organizations at the grassroots level within the Company operate in accordance with the Constitution, laws, and the organization's bylaws.

4. The Company is obligated to respect and shall not obstruct or hinder the establishment of political organizations, political-social organizations, and labor representative organizations at the workplace within the Company; nor shall it obstruct or hinder employees from participating in the activities of these organizations.

**CHAPTER IV: MANAGEMENT OF THE COMPANY'S INVESTMENT  
CAPITAL IN OTHER BUSINESSES**

**Article 62. Management of the Company's Investment Capital in Other Enterprises**

1. The Company decides to establish and invest in, contribute capital to, or purchase shares in other businesses; and decides to transfer the Company's investment capital in

other businesses in accordance with the Company's strategic and business plans and in compliance with the law.

2. The Company's rights and obligations regarding other businesses and its investment capital in such businesses shall be governed by the provisions of the Enterprise Law, the Company's Charter, and relevant provisions of current laws. The Company appoints an authorized representative to directly manage the Company's investment capital in other businesses on behalf of the Company. The rights and obligations of the Company's authorized representative are stipulated in the company's Charter or internal management regulations issued by the Board of Management.

#### **Article 63. Relationship Between the Company and the Single-Member Limited Liability Company**

The Board of Management exercises the rights, responsibilities, and obligations of the owner with respect to the single-member limited liability company in which the Company holds 100% of the charter capital, in accordance with the provisions of the Enterprise Law and the company's Charter approved by the Board of Management.

#### **Article 64. Relations Between the Company and Joint-Stock Companies and Limited Liability Companies with Two or More Members**

1. Enterprises in which the Company has invested shall be established, organized, and operated in accordance with the Enterprise Law, relevant legal provisions, and the Charter of such enterprises.

2. The company exercises the rights and fulfills the obligations of shareholders, members, or joint venture partners in accordance with the law and the Charter of that business.

3. The company manages its investment capital through an authorized representative at that enterprise.

4. The Board of Management exercises its rights and fulfills its obligations regarding the capital contribution in the enterprise through an authorized representative to exercise the rights of shareholders, capital contributors, and joint venture partners.

5. The Board of Management requires the authorized representative to perform the duties specified in the Enterprise Law and the Company's internal management regulations.



## **CHAPTER V: CORPORATE FINANCE**

### **SECTION 1: PROFIT DISTRIBUTION**

#### **Article 65. Distribution of Profits**

1. The General Meeting of Shareholders shall determine the amount and form of annual dividends to be paid from the Company's retained earnings.

2. The Company shall not pay interest on the amount of dividends paid or on any amount paid in connection with a class of shares.

3. The Board of Management may propose to the General Meeting of Shareholders that dividends be paid in whole or in part in the form of shares, and the Board of Management is the body responsible for implementing this decision.

4. In cases where dividends or other payments related to a class of shares are paid in cash, the Company must pay in Vietnamese dong. Payments may be made directly or through banks based on the bank account details provided by the shareholder. If the Company has transferred funds in accordance with using the bank details provided by the shareholder, but the shareholder does not receive the funds, the Company shall not be liable for the amount transferred to that shareholder. Dividend payments may be processed through a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Enterprise Law and the Securities Law, the Board of Management adopts a resolution or decision to set a specific date for the record date. As of that date, persons registered as shareholders or holders of other securities are entitled to receive cash or stock dividends, as well as notices or other documents.

6. Other matters related to the distribution of profits shall be handled in accordance with the provisions of the law.

### **SECTION 2: BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM**

#### **Article 66. Bank Accounts**

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

2. Subject to prior approval from the competent authority, the Company may, when necessary, open bank accounts abroad in accordance with applicable laws.

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

**Article 67. Fiscal Year**

The Company's fiscal year begins on January 1 and ends on December 31 of the same year.

**Article 68. Accounting System**

1. The accounting system used by the Company is the general business accounting system or a specialized accounting system issued and approved by the competent authority.

2. The Company maintains accounting records in Vietnamese and retains accounting records in accordance with applicable accounting laws and regulations. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and account for the Company's transactions.

3. The Company uses the Vietnamese dong as its functional currency for accounting purposes. If the Company's economic transactions are primarily conducted in a foreign currency, it may elect to use that foreign currency as its functional currency for accounting purposes, shall be legally responsible for such election, and must notify the competent tax authority.

**SECTION 3: FINANCIAL STATEMENTS, ANNUAL REPORTS  
AND RESPONSIBILITIES FOR DISCLOSING INFORMATION**

**Article 69. Annual, Semi-Annual, and Quarterly Financial Statements**

1. The Company must prepare annual financial statements, which must be audited in accordance with the law. The Company shall disclose the audited annual financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state agency.

2. The annual financial statements must include all required reports, schedules, and notes in accordance with corporate accounting regulations. The annual financial statements must present a true and fair view of the Company's operations.

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



### **Article 70. Annual Report**

A company must prepare and publish an annual report in accordance with the provisions of the law on securities and the securities market.

### **Article 71. Disclosure of Information**

1. The Company must submit its annual financial statements, as approved by the General Meeting of Shareholders, to the competent state agency in accordance with the provisions of the law on accounting and other relevant legal provisions.

2. The company has published the following information on its website:

- a. Articles of Incorporation;
- b. Curricula vitae, educational qualifications, and professional experience of the members of the Board of Management, members of the Supervisory Board, and the Company's General Director;
- c. Annual financial statements approved by the General Meeting of Shareholders;
- d. Annual Report on the Performance of the Board of Management and the Supervisory Board.

3. The Company discloses and publicly releases information in accordance with securities laws.

## **SECTION 4: AUDIT OF THE COMPANY**

### **Article 72. Audit**

1. The Annual General Meeting of Shareholders appoints an independent audit firm or approves a list of independent audit firms and authorizes the Board of Management to select one of these firms to audit the Company's financial statements for the next fiscal year, based on the terms and conditions agreed upon with the Board of Management.

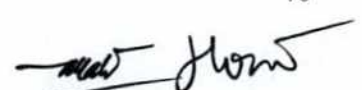
2. The audit report is attached to the Company's annual financial statements.

3. The independent auditor conducting the audit of the Company's financial statements may attend General Shareholders' Meetings and is entitled to receive notices and other information related to such meetings, as well as to express opinions at the meetings regarding matters related to the audit of the Company's financial statements.

## **SECTION 5: COMPANY SEAL**

### **Article 73. Company Seal**

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



2. The Board of Management shall decide on the type, number, form, and content of the seals of the Company, its branches, representative offices, and other units of the Company.

3. The Board of Management, the General Director, the Supervisory Board, and individuals authorized to use and manage the company seal shall do so in accordance with the law.

## **SECTION 6: DISSOLUTION OF THE COMPANY**

### **Article 74. Dissolution of the Company**

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

- a. Pursuant to a resolution or decision of the General Meeting of Shareholders;
- b. Revocation of the Business Registration Certificate, unless otherwise provided by the Tax Administration Law;
- c. Other cases as provided by law.

2. The dissolution of the Company is decided by the General Meeting of Shareholders and implemented by the Board of Management. This dissolution decision must be approved by the competent authority (if required) in accordance with the regulations.

### **Article 75. Liquidation**

1. After the decision to dissolve the Company is made, the Board of Management must establish a Liquidation Committee consisting of three members, including two members appointed by the General Meeting of Shareholders and one member appointed by the Board of Management from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to the liquidation shall be paid by the Company in priority over the Company's other debts.

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

3. Proceeds from the liquidation shall be distributed in the following order:

- a. Liquidation costs;



- b. Wages, severance pay, social insurance, and other employee benefits as stipulated in the collective labor agreement and signed employment contracts;
- c. Tax liabilities;
- d. Other liabilities of the Company;
- e. Any remaining amount after all debts listed in items (a) through (d) above have been paid shall be distributed to the shareholders. Preferred shares shall be paid out first.

## **SECTION 7: RESOLUTION OF INTERNAL DISPUTES**

### **Article 76. Resolution of Internal Disputes**

1. In the event of a dispute or complaint arising from the Company's operations, the rights and obligations of shareholders shall be governed by the provisions of the Enterprise Law, other applicable laws, the Company's Charter, or agreements between:

- a. Shareholders and the Company;
- b. Shareholders and the Board of Management, the Supervisory Board, the General Director, or other executives;
- c. The parties involved shall endeavor to resolve such disputes through negotiation and mediation. Except in cases where the dispute involves the Board of Management or the Chairman of the Board of Management, the Chairman of the Board of Management shall preside over the dispute resolution process and require each party to submit information relevant to the dispute within 30 business days from the date the dispute arises. In the event that the dispute involves the Board of Management or the Chairman of the Board of Management, any party may request the Supervisory Board to appoint an independent expert to serve as a mediator for the dispute resolution process.

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

3. Each party shall bear its own costs related to the negotiation and mediation proceedings. Payment of court costs shall be made in accordance with the court's ruling.

## **SECTION 8: AMENDMENTS AND MODIFICATIONS TO THE CHARTER**

### **Article 77. Amendments to the Company Charter**

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

2. If any applicable laws contain provisions regarding the Company's operations that are not addressed in these Charter, or if new laws are enacted that conflict with the provisions of these Charter, such laws shall apply to govern the Company's operations.

## SECTION 9: EFFECTIVE DATE

### Article 78. Effective Date

1. This Charter consists of 05 chapters and 78 articles, which were unanimously approved by the General Meeting of Shareholders of Port of Hai Phong Joint Stock Company on April 23, 2026, in Hai Phong, with mutual agreement on the effectiveness of the full text of this Charter.

2. This Charter is the sole and official Charter of the Company. This Charter replaces the Charter approved by the General Meeting of Shareholders of Port of Hai Phong Joint Stock Company on June 29, 2023, and related Appendices on the amendment and supplement to the Charter on Organization and Operation of the Company issued prior to April 23, 2026.

3. The Charter are executed in five (5) copies, all of which are equally valid and are kept at the Company's principal office.

4. Copies or extracts of the Company's Charter are valid only if signed by the Chairman of the Board of Management or at least half of the total number of Board members. *flom*

*Hai Phong, April 23, 2026*

**LEGAL REPRESENTATIVE**

**CHAIRMAN OF THE BOARD OF MANAGEMENT**



**Pham Hong Minh**



## APPENDIX I

### 1. List of Subsidiaries

- Hoang Dieu Chua Ve Port One Member Limited Company
- Hai Phong Port Medical Center One Member Limited Company
- Hai Phong Port Training and Technical Services Joint Stock Company
- Hai Phong Port Tugboat and Transport Joint Stock Company
- Dinh Vu Port Investment and Development Joint Stock Company
- Hai Phong Port TIL International Terminal Company Limited

### 2. List of joint venture and affiliated companies:

- Dong Do - Hai Phong Port Container Lines Joint Stock Company
- Saigon Port Logistics Joint Stock Company
- Hai Phong Marine Investment and Trading Joint Stock Company
- Hai Phong Port Investment Development Service Joint Stock Company
- Northeast Vinalines Joint Stock Company
- HPH Logistics Joint Stock Company
- KM Cargo Services Hai Phong Company Limited
- Smart Logistics Service (Hai Phong) Company Limited
- SITC Dinh Vu Logistics Company Limited

