

## **INFORMATION DISCLOSURE**

**To:**                   - Hanoi Stock Exchange  
                              - Shareholders

1. Full Name of Organization: Thong Nhat Flat Steel Joint Stock Company
- Stock Code: TNS
  - Head Office Address: Phu My 1 Industrial Park, Phu My Ward, Ho Chi Minh City.
  - Telephone: 02543.923.636           Fax: 02543.923.889
  - Email: [tnsteel@tnsteel.vn](mailto:tnsteel@tnsteel.vn)
  - Type of Information Disclosure

☐ Period                   ☐ Extraordinary                   ☒ 24-hour                   ☐ Upon request

### **2. Content of Information Disclosure**


Announcement of the amendment and supplementation of the Charter of Thong Nhat Flat Steel Joint Stock Company. The changes are made in accordance with the Resolution of the Annual General Meeting of Shareholders in 2026, No. 01/NQ-DHĐCĐ2026, passed on April 8, 2026, regarding the update of new business sectors in accordance with the Certificate of Changes in Business Registration issued by the Department of Finance of Ho Chi Minh City on April 23, 2026.

3. This information was disclosed on the Company's website on 24./04./2026 at the link <http://tnsteel.vn/shareholder.php> (Shareholder News Section).

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

**Recipients:**

- HNX
- BOD, BOS.
- Archived: AD, website.

**GENERAL DIRECTOR**   


**To Ngoc Huy**



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

## **CHARTER OF ORGANIZATION AND OPERATION**

# **THONG NHAT FLAT STEEL JOINT STOCK COMPANY**

*Ho Chi Minh City, April, 2026*  
*9th Amendment: April, 24, 2026*



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## INTRODUCTION

This Charter was adopted pursuant to the General Meeting of Shareholders' Resolution No. 01/NQ-DHĐCĐ2026 dated April 8, 2026.

### CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER

#### Article 1. Interpretation of terms

1. In this Charter, the following terms shall be understood as follows:
  - a. "Charter Capital" is the total par value of shares sold or registered for purchase upon the establishment of the enterprise and as specified in Article 6 of this Charter;
  - b. "Voting capital" is the share capital, according to which the owner has the right to vote on matters under the decision-making authority of the General Meeting of Shareholders;
  - c. "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
  - d. "Law on Securities" means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
  - e. "Establishment date" is the date the Company was issued its first Business Registration Certificate;
  - f. "Executive" means the General Director, Deputy General Director, Chief Accountant
  - g. "Related person" is an individual or organization as specified in Clause 46, Article 4 of the Law on Securities;
  - h. "Shareholder" is an individual or organization owning at least one share of the company;
  - i. "Major shareholder" is a shareholder as specified in Clause 18, Article 4 of the Law on Securities;
  - j. "Founding shareholder" means the shareholders named in Clause 5a, Article 6 of this Charter;
  - k. "Duration of operation" is the operating period of the Company as specified in Article 2 of this Charter;
  - l. "Vietnam" is the Socialist Republic of Vietnam.
2. In this Charter, references to one or more provisions or other documents include any amendments or replacement documents.
3. The headings (chapters, articles of this Charter) are used for convenience in understanding the content and do not affect the content of this Charter.



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

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

**1. Company Name**

- Company name in Vietnamese: Công Ty Cổ Phần Thép Tấm Lá Thông Nhất
- Company name in English: Thong Nhat Flat Steel Joint Stock Company
- Trading name: Thong Nhat Flat Steel Joint Stock Company
- Abbreviated company name: TNS

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

**3. The registered headquarters of the Company is:**

Address : Phu My 1 Industrial Zone, Phu My Ward, Ho Chi Minh City, Vietnam.

Telephone : 0254.3923636 - 0254.3923637 - 0254.3923638

Fax : 0254-3923889

E-mail : tnsteel@tnsteel.vn

Website : www.tnsteel.vn

**4. The Company may establish branches and representative offices at business locations to carry out the Company's operational objectives in accordance with the decisions of the Board of Directors and within the scope permitted by law.**

**5. Except in the case of dissolution as prescribed in Article 55 of this Charter, the duration of operation of the Company is indefinite from the date of establishment.**

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

**1. The Company has one (01) Legal Representative who is the General Director.**

**2. The Legal Representative of the Company is the individual representing the Company in exercising the rights and obligations arising from the Company's transactions, representing the Company in the capacity of a requester for civil matter settlement, plaintiff, defendant, or person with related interests and obligations before Arbitration or the Court. The responsibilities of the Legal Representative shall be implemented in accordance with Article 13 of the Law on Enterprises and other rights and obligations as prescribed by current law.**

**3. The Legal Representative of the Company must reside in Vietnam; he/she must authorize in writing another person to exercise the rights and obligations of the Legal Representative when leaving Vietnam. In this case, the Legal Representative remains responsible for the exercise of the authorized rights and obligations.**



4. In case the authorization period under Clause 3 of this Article expires and the Legal Representative of the enterprise has not returned to Vietnam and there is no other authorization, the following provisions shall apply:
  - a. The authorized person shall continue to exercise the rights and obligations of the Legal Representative of the enterprise within the authorized scope until the Legal Representative of the enterprise returns to work at the enterprise.
  - b. The authorized person shall continue to exercise the rights and obligations of the Legal Representative of the joint stock company within the authorized scope until the Legal Representative of the company returns to work at the company or until the Board of Directors decides to appoint another person as the Legal Representative of the enterprise.
5. In case of absence from Vietnam for more than 30 days without authorizing another person to exercise the rights and duties of the Legal Representative of the Company, or in case of death, disappearance, being under criminal prosecution, being in temporary detention, serving a prison sentence, serving an administrative handling measure at a compulsory rehabilitation center or compulsory education institution, absconding from the place of residence, being restricted or losing civil act capacity, having difficulty in perception or behavior control, or being prohibited by the Court from holding certain positions or practicing certain professions, the Board of Directors shall appoint another person as the Legal Representative of the Company.

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

**Article 4. Operational objectives of the Company**

1. The business sector of the Company is:

No.	Registered Business Lines / Investment Activities	Industry Code
1	Manufacture of other fabricated metal products not elsewhere classified Details: Manufacture of cold-rolled steel sheets and post-rolling products	2599 (Main)
2	Wholesale of other machinery, equipment and spare parts Details: Import and export of machinery and equipment for the steel industry	4659
3	Warehousing and storage of goods Details: Operation of ports and provision of logistics, warehousing and factory leasing services (excluding real estate	5210



	business)	
4	Real estate business, land use rights of owners, users or lessees Details:- Buying and selling residential houses and residential land use rights, including + Trading of houses and residential land use rights - Buying and selling non-residential houses and land use rights, including: Business activities of buying/selling houses and land use rights not for residential purposes such as offices, shops, shopping centers, production factories, exhibition areas, warehouses, etc - Leasing, operation and management of residential properties and land, including: + Leasing of houses, apartments with or without furniture or rooms used for long-term residential purposes, on a monthly or yearly basis. + Activities of management of houses and apartment buildings	<u>6810</u>
5	Wholesale of metals and metal ores Details: Trading of steel products	4672
6	Other specialized wholesale not elsewhere classified Details: Trading of raw materials, supplies, spare parts and equipment for steel production	4679

2. The objective of the Company is to mobilize and use capital effectively in developing production and business in the field of steel products, while simultaneously improving efficiency, creating jobs and stable income for employees, increasing dividends for shareholders, contributing to the State budget, and continuously developing the Company. When necessary, the General Meeting of Shareholders shall decide on the transfer or expansion of the Company's business lines in accordance with the provisions of the law. The Company is permitted to operate within the framework of the law and this Charter to achieve the best economic efficiency for shareholders.

#### **Article 5. Scope of business and operation of the Company**

1. The Company is permitted to plan and conduct all business activities in the lines of business that the Company has announced on the National Business Registration Portal and this Charter, in accordance with the provisions of current law, and to implement appropriate measures to achieve the Company's objectives.
2. The Company may conduct business activities in other sectors and trades that are not prohibited by law and have been approved by the General Meeting of Shareholders.



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

### **Article 6. Charter Capital, shares, founding shareholders**

1. The Charter Capital of the Company on the date of approval of this Charter is VND 200,000,000,000 (Two hundred billion Vietnamese Dong).
2. The total Charter Capital of the Company is divided into 20,000,000 shares (twenty million shares).
3. The par value of each share is VND 10,000 (Ten thousand Vietnamese Dong).
4. The shares of the Company on the date of approval of this Charter consist entirely of ordinary shares.

The rights and obligations attached to shares are specified in Article 12.

5. List and structure of Charter Capital contribution of Shareholders.

5.a The total Charter Capital contributed by founding Shareholders is VND 115,293,900,000 (One hundred fifteen billion two hundred ninety-three million nine hundred thousand Vietnamese Dong), equivalent to 11,529,390 shares (eleven million five hundred twenty-nine thousand three hundred ninety shares), accounting for fifty-seven point sixty-five percent (57.65%) of the Charter Capital. Including:

1. VIETNAM STEEL CORPORATION contributes VND 62,494,810,000 (Sixty-two billion four hundred ninety-four million eight hundred ten thousand Vietnamese Dong), equivalent to 6,249,481 shares (six million two hundred forty-nine thousand four hundred eighty-one shares), accounting for thirty-one point twenty-five percent (31.25%) of the Charter Capital.

2. SOUTHERN STEEL SHEET CO., LTD contributes VND 10,000,000,000 (Ten billion Vietnamese Dong), equivalent to 1,000,000 shares (one million shares), accounting for five percent (5%) of the Charter Capital.

3. VNSTEEL - HOCHIMINH CITY METAL CORPORATION contributes VND 14,000,000,000 (Fourteen billion Vietnamese Dong), equivalent to 1,400,000 shares (one million four hundred thousand shares), accounting for seven percent (7%) of the Charter Capital.

4. CÔNG TY TNHH THÉP MƯỜI ĐÂY contributes VND 2,800,000,000 (Two billion eight hundred million Vietnamese Dong), equivalent to 280,000 shares (two hundred eighty thousand shares), accounting for one point four percent (1.4%) of the Charter Capital.

5. SMC TRADING INVESTMENT JOINT STOCK COMPANY contributes 14,000,000,000 VND (Fourteen billion Vietnamese Dong), equivalent to 1,400,000 shares (one million four hundred thousand shares), accounting for seven percent (7%) of the Charter Capital.

6. CEMENT FINANCE JOINT STOCK COMPANY contributes VND 11,999,090,000 (Eleven billion nine hundred ninety-nine million ninety thousand Vietnamese Dong), equivalent to 1,199,909 shares (one million one hundred ninety-nine thousand nine hundred nine shares), accounting for six percent (6%) of the Charter Capital.



5.b The total Charter Capital contributed by individual Shareholders is VND 84,706,100,000 (Eighty-four billion seven hundred six million one hundred thousand Vietnamese Dong), equivalent to 8,470,610 shares (eight million four hundred seventy thousand six hundred ten shares), accounting for forty-two point thirty-five percent (42.35%) of the Charter Capital.

The aforementioned Charter Capital has been fully and timely contributed by the Founding Shareholders and individual Shareholders according to the Share Ratio since the "Effective Date" decided and issued by the Board of Directors.

The names, addresses, number of shares, and other details regarding founding shareholders in accordance with the Law on Enterprises as well as individual contributors are stated in the attached "List of shareholders - Number of shares" confirmed by Phuong Dong Securities Joint Stock Company on January 27, 2016.

This "List of shareholders - Number of shares" is an inseparable part of this Charter.

6. The Company may change its Charter Capital when approved by the General Meeting of Shareholders and in accordance with the provisions of the law.
7. The shares of the Company on the date of approval of this Charter are ordinary shares. The rights and obligations of shareholders holding ordinary shares are specified in Article 12 and Article 13 of this Charter.
8. The Company may issue other types of preference shares after obtaining approval from the General Meeting of Shareholders and in accordance with the provisions of the law.
9. Ordinary shares must be offered for priority sale to existing shareholders in proportion to their ownership ratio of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares that shareholders do not register to purchase will be decided by the Company's Board of Directors. The Board of Directors may distribute those shares to subjects under conditions and in a manner that the Board of Directors deems appropriate but may not sell those shares under conditions more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or the shares are sold through the Stock Exchange by auction.
10. The Company may purchase shares issued by the Company itself in the manners prescribed in this Charter and current law.
11. The Company may issue other types of securities when approved by the General Meeting of Shareholders and in accordance with the provisions of the law.

#### **Article 7. Share certificates**

1. Shareholders of the Company shall be issued share certificates corresponding to the number and type of shares owned.
2. A share is a type of security that confirms the legal rights and interests of the owner in a portion of the charter capital of the issuing organization. A share must contain all the contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.



3. Within thirty (30) days from the date of submitting a complete application for transfer of share ownership in accordance with the Company's regulations, or within two (02) months (or another period as specified in the issuance terms) from the date of full payment for the shares as prescribed in the Company's share issuance plan, the share owner shall be issued a share certificate. The share owner is not required to pay the Company for the cost of printing the share certificate.
4. In case a share certificate is lost, destroyed, or damaged, the owner of such share may request the issuance of a new share certificate. The shareholder's request must include the following contents:
  - a. Information regarding the share certificate that has been lost, damaged, or destroyed in another form;
  - b. A commitment to take responsibility for any disputes arising from the re-issuance of the new share certificate.

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

Bond certificates or other securities certificates of the Company issued must bear the signature of the Legal Representative and the seal of the Company.

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

1. All shares are freely transferable unless otherwise provided by this Charter and the law. Shares registered for trading on a Stock Exchange are transferred in accordance with the regulations of the law on securities and the securities market.
2. Shares that have not been fully paid for may not be transferred or enjoy 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 rights as prescribed by law.

#### **Article 10. Redemption of shares**

1. In case a shareholder does not pay the full amount due for the purchase of shares on time, the Board of Directors shall notify and has the right to require such shareholder to pay the remaining amount along with interest on that amount and any costs incurred by the Company due to the failure to make full payment.
2. The aforementioned payment notice must clearly state the new payment deadline (at least seven (07) days from the date of sending the notice), the place of payment, and must clearly state that in case of failure to pay as required, the unpaid shares will be redeemed.
3. The Board of Directors has the right to redeem shares that have not been paid for in full and on time in case the requirements in the aforementioned notice are not met.
4. Redeemed shares are considered authorized shares for offering as prescribed in Clause 3, Article 113 of the Law on Enterprises. The Board of Directors may directly or authorize the sale or redistribution under conditions and in a manner that the Board of Directors deems appropriate.



5. The shareholder holding the redeemed shares must relinquish their status as a shareholder with respect to those shares, but must still pay the related amounts and interest accrued at a rate (not exceeding 1.5 times the 12-month term loan interest rate of the Bank for Investment and Development) at the time of redemption as decided by the Board of Directors from the date of redemption until the date of payment. The Board of Directors has full authority to decide on the enforcement of payment of the entire value of the shares at the time of redemption.
6. The redemption notice is sent to the holder of the shares to be redeemed before the time of redemption. The redemption remains valid even in the event of errors or negligence in sending the notice.

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

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

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

1. General Meeting of Shareholders;
2. Board of Directors;
3. Board of Supervisors;
4. The Board of Management of the company including: General Director, Deputy General Directors, and Chief Accountant.

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

### **Article 12. Rights of shareholders**

1. Shareholders are the owners of the Company and have rights and obligations corresponding to the number and type of shares they own. Shareholders are only responsible for the debts and other asset obligations of the Company within the scope of the capital contributed to the Company.
2. Ordinary shareholders have the following rights:
  - a. To attend and speak at meetings of the General Meeting of Shareholders and exercise the right to vote directly at the General Meeting of Shareholders or through an authorized representative or other forms as prescribed by the Company and current law. Each ordinary share has one vote;
  - b. To receive dividends at the rate decided by the General Meeting of Shareholders;
  - c. To freely transfer their shares to others, except in cases prescribed in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of law;
  - d. To have priority in purchasing newly offered shares corresponding to the proportion of ordinary shares they own;



- e. To examine, look up, and extract information regarding their name and contact address in the list of shareholders with voting rights, and request the correction of inaccurate information about themselves;
  - f. To examine, look up, extract, or copy the Company Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
  - g. In case the Company is dissolved or bankrupt, to receive a portion of the remaining assets corresponding to the proportion of share ownership in the Company;
  - h. To request the Company to redeem their shares in cases prescribed in Article 132 of the Law on Enterprises;
  - i. To be treated equally. Each share of the same type gives the owning shareholder equal rights, obligations, and benefits. In case the Company has different types of preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
  - j. To have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;
  - k. To have their legal rights and interests protected; to propose the suspension or cancellation of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;
  - l. Other rights as prescribed by law and this Charter.
3. A shareholder or a group of shareholders owning 05% or more of the total ordinary shares has the following rights:
- a. To examine, look up, and extract the minute book and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, and transactions that must be approved by the Board of Directors, and other documents, except for documents related to trade secrets or business secrets of the company;
  - b. To request the Board of Directors to convene a General Meeting of Shareholders in cases prescribed in Clause 4 of this Article.
  - c. To request the Board of Supervisors to inspect specific issues related to the management and administration of the company's operations when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, and legal identification document number for individual shareholders; name, enterprise identification number or legal identification document number of the organization, and headquarters address for institutional shareholders; the number of shares and the time of share registration of each shareholder, the total number of shares of the entire group of shareholders, and the ownership ratio in the total shares of the company; the issue to be inspected, and the purpose of the inspection;



- d. To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than (03) working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of shares owned by the shareholder, and the issue proposed to be included in the meeting agenda;
  - e. Other rights as prescribed by the Law on Enterprises.
4. The shareholder or group of shareholders prescribed in Clause 3 of this Article has the right to request the convening of a General Meeting of Shareholders in the following cases:
- a. The Board of Directors commits a serious violation of the rights of shareholders, the obligations of managers, or makes decisions exceeding its assigned authority;
  - b. Other cases as prescribed by law.
5. The request to convene a General Meeting of Shareholders prescribed in Clause 4 of this Article must be in writing and must include the following contents: full name, contact address, nationality, and legal identification document number for individual shareholders; name, enterprise identification number or legal identification document number of the organization, and headquarters address for institutional shareholders; the number of shares and the time of share registration of each shareholder, the total number of shares of the entire group of shareholders, and the ownership ratio in the total shares of the company, the basis and reasons for requesting the convening of the General Meeting of Shareholders. Attached to the request to convene the meeting must be documents and evidence regarding the violations of the Board of Directors, the severity of the violations, or the decisions exceeding its authority.
6. A shareholder or a group of shareholders owning 10% or more of the total ordinary shares has the right to nominate candidates for the Board of Directors and the Board of Supervisors. The nomination of candidates for the Board of Directors and the Board of Supervisors is carried out as follows:
- a. Ordinary shareholders forming a group to nominate candidates for the Board of Directors and the Board of Supervisors must notify the shareholders attending the meeting about the group formation before the opening of the General Meeting of Shareholders;
  - b. Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders specified in this Clause shall have the right to nominate one or more persons as decided by the General Meeting of Shareholders as candidates for the Board of Directors and the Board of Supervisors. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.



7. A shareholder or group of shareholders owning at least 01% of the total ordinary shares has the right to, on their own behalf or in the name of the Company, initiate a lawsuit regarding personal liability or joint liability against members of the Board of Directors and the General Director to request the return of benefits or compensation for damages to the Company or other persons in accordance with Article 166 of the Law on Enterprises.
8. Other rights as prescribed by the Law on Enterprises and this Charter.

### **Article 13. Obligations of shareholders**

Ordinary shareholders have the following obligations:

1. To comply with the Company's Charter and internal regulations of the Company.
2. To abide by resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
3. To attend the General Meeting of Shareholders and exercise the right to vote/elect through the following forms:
  - c. Attending and voting/electing directly at the meeting;
  - d. Authorizing others to attend and vote/elect at the meeting;
  - e. Attending and voting/electing through online meetings, electronic voting, or other electronic forms;
  - f. Sending voting/election ballots to the meeting via mail, fax, or email.
4. To pay in full and on time for the shares committed to be purchased.
5. To be personally liable when acting in the name of the Company in any form to perform one 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. Paying off undue debts before financial risks to the Company.
6. To keep confidential the information provided by the Company in accordance with this Charter and the law; to only use the provided information to perform and protect their legitimate rights and interests; it is strictly prohibited to disseminate, copy, or send the information provided by the Company to other organizations or individuals.
7. Not to withdraw capital contributed by ordinary shares from the Company in any form, except in cases where shares are repurchased by the Company or other persons. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, that shareholder and related persons in the Company shall be jointly liable for the debts and other property obligations of the Company within the value of the withdrawn shares and the damages incurred.
8. To fulfill other obligations as prescribed by current law.



**Article 14. General Meeting of Shareholders**

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest authority of the Company. The Annual General Meeting of Shareholders is held once (01) per year. The General Meeting of Shareholders must hold an annual meeting within four (04) months from the end of the fiscal year. In necessary cases, the Board of Directors may decide to extend the annual General Meeting of Shareholders, but not exceeding six (06) months from the end of the fiscal year. The venue for the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.
2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company's Charter, especially approving the audited annual financial statements. In case the audit report of the Company's annual financial statements contains material exceptions, adverse audit opinions, or disclaimers, the Company must invite representatives of the approved auditing organization that performed the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and the aforementioned representatives of the approved auditing organization are responsible for attending the Company's annual General Meeting of Shareholders.
3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
  - a. The Board of Directors deems it necessary for the interests of the Company;
  - b. The number of remaining members of the Board of Directors and the Board of Supervisors is less than the minimum number of members as prescribed by law;
  - c. At the request of a shareholder or group of shareholders as specified in Clause 3, Article 12 of this Charter; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, with sufficient signatures of the related shareholders, or the request document may be prepared in multiple copies and collected with sufficient signatures of the related shareholders.
  - d. At the request of the Board of Supervisors;
  - e. Other cases as prescribed by law, if any.
4. Convening an extraordinary General Meeting of Shareholders
  - a. The Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the number of remaining members of the Board of Directors or Supervisors is as prescribed in Point b, Clause 3 of this Article, or upon receiving the request as prescribed in Point c and Point d, Clause 3 of this Article;
  - b. In case the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, then within the next thirty (30) days,



the Supervisory Board must replace the Board of Directors to convene the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;

- c. In case the Board of Supervisors fails to convene a General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, then within the next thirty (30) days, the shareholder or group of shareholders requesting as prescribed in Point d, Clause 3 of this Article has the right to represent the Company to convene the General Meeting of Shareholders as prescribed in Clause 4, Article 140 of the Law on Enterprises.

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

- d. The procedure for organizing the General Meeting of Shareholders shall be in accordance with Clause 5, Article 140 of the Law on Enterprises.

#### **Article 15. 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 development orientation of the Company;
  - b. To decide on the type of shares and the total number of shares of each type authorized to be offered; to decide on the annual dividend rate for each type of share;
  - c. To elect, remove, or dismiss members of the Board of Directors and members of the Board of Supervisors;
  - d. To decide on investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
  - e. To decide on amendments and supplements to the Company's Charter;
  - f. To approve the annual financial statements;
  - g. To decide on the repurchase of more than 10% of the total sold shares of each type;
  - h. To consider and handle violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and the Company's shareholders;
  - i. To decide on the reorganization or dissolution of the Company;
  - j. To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
  - k. To approve the Internal Governance Regulations; the Operating Regulations of the Board of Directors and the Board of Supervisors;



- l. To approve the list of approved auditing companies; to decide on the approved auditing company to perform the inspection of the Company's operations; to dismiss the approved auditor when deemed necessary;
  - m. Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders shall discuss and approve the following matters:
  - a. The Company's annual business plan;
  - b. The audited annual financial statements;
  - c. The report of the Board of Directors on the governance and performance results of the Board of Directors and each member of the Board of Directors;
  - d. The report of the Board of Supervisors on the Company's business results and the performance results of the Board of Directors and the General Director;
  - e. The self-assessment report on the performance results of the Board of Supervisors and members of the Board of Supervisors;
  - f. The dividend rate for each share of each type;
  - g. The number of members of the Board of Directors and the Board of Supervisors;
  - h. Electing, removing, or dismissing members of the Board of Directors and members of the Board of Supervisors;
  - i. Deciding on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
  - j. Approving the list of approved auditing companies; deciding on the approved auditing company to perform the inspection of the Company's operations when deemed necessary;
  - k. Supplementing and amending the Company's Charter;
  - l. The type of shares and the number of new shares to be issued for each type of share and the transfer of shares of founding members within the first 03 years from the date of establishment;
  - m. Dividing, splitting, consolidating, merging, or converting the Company;
  - n. Reorganizing and dissolving (liquidating) the Company and appointing a liquidator;
  - o. Deciding on investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
  - p. Deciding on the repurchase of more than 10% of the total sold shares of each type;
  - q. The Company enters into contracts or transactions with the subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets recorded in the most recent financial statements;



- r. Approving transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
  - s. Approving the Internal Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Board of Supervisors;
  - t. Other matters as prescribed by law and this Charter.
3. All resolutions and matters included in the meeting agenda must be discussed and voted upon at the General Meeting of Shareholders.

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

- 1. A shareholder or an authorized representative of a shareholder that is an organization may directly attend the meeting or authorize one or more other individuals or organizations to attend the meeting or attend the meeting through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.
- 2. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with the civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of authorization, the scope of authorization, the term of authorization, and the signatures of the authorizing party and the authorized party.

The authorized person attending the General Meeting of Shareholders must submit the power of attorney when registering to attend the meeting. In case of re-authorization, the attendee must present the original power of attorney of the shareholder or the authorized representative of the shareholder that is an organization (if not previously registered with the Company).

- 3. The voting ballot of the authorized person attending the meeting within the scope of authorization remains valid in any of the following cases:
  - a. The authorizing person has died, has limited civil act capacity, or has lost civil act capacity;
  - b. The authorizing person has revoked the appointment of authorization;
  - c. The authorizing person has revoked the authority of the person performing the authorization.

This provision shall not apply in case the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.



**Article 17. Variation of rights**

1. The variation or cancellation of special rights attached to a class of preference shares shall be effective when approved by shareholders representing 65% or more of the total voting shares of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on matters that adversely change the rights and obligations of shareholders holding preference shares shall only be passed if approved by shareholders holding 75% or more of the total preference shares of that class attending the meeting, or approved by shareholders holding 75% or more of the total preference shares of that class in the case of passing a resolution by way of written opinion.
2. The meeting of shareholders holding a class of preference shares to approve the variation of rights as mentioned above shall only be valid when there are at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the par value of the issued shares of that class. If there is an insufficient number of attendees as mentioned above, the meeting shall be reconvened within thirty (30) days thereafter, and the holders of shares of that class (regardless of the number of persons and the number of shares) present in person or through authorized representatives shall be considered as a sufficient number of attendees. At the meetings of shareholders holding the aforementioned preference shares, the holders of shares 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 the aforementioned meetings.
3. The procedures for conducting such separate meetings shall be carried out similarly to the provisions in Article 19, Article 20, and Article 21 of this Charter.
4. Unless otherwise provided by the terms of share issuance, the special rights attached to classes of shares with preferential rights regarding some or all matters related to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

**Article 18. Convening, agenda, and notice of the General Meeting of Shareholders**

1. The Board of Directors shall convene the General Meeting of Shareholders, or the General Meeting of Shareholders shall be convened in the cases specified in Point b or Point c, Clause 4, Article 14 of this Charter.
2. The person convening the General Meeting of Shareholders must perform the following tasks:
  - a. Preparing a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the invitation to the General Meeting of Shareholders. The Company must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date;
  - b. Preparing the agenda and content of the meeting;



- c. Preparing documents for the meeting;
  - d. Drafting the resolution of the General Meeting of Shareholders according to the expected content of the meeting; the list and detailed information of candidates in case of electing members of the Board of Directors or Controllers;
  - e. Determining the time and venue of the meeting;
  - f. Notifying and sending the notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
  - g. Other tasks serving the meeting.
3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring it reaches the shareholder's contact address, and simultaneously published on the website of the Company, the State Securities Commission, and the Stock Exchange. The person convening the General Meeting of Shareholders must send the meeting invitation to all shareholders on the List of shareholders entitled to attend the meeting no later than 21 days before the opening date of the General Meeting of Shareholders (calculated from the date the notice is validly sent or delivered). The agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case documents are not enclosed with the notice of the General Meeting of Shareholders, the invitation must clearly state the link to the full meeting documents so that shareholders can access them, including:
- a. Meeting agenda, documents used in the meeting;
  - b. List and detailed information of candidates in case of electing members of the Board of Directors or Controllers;
  - c. Voting ballot;
  - d. Draft resolution for each matter in the meeting agenda.
4. In case a shareholder requests to receive meeting documents via Email, the shareholder shall contact the Company Secretary to provide their personal Email address. The Company Secretary is responsible for representing the Meeting Organizing Committee to send the meeting documents and receive: Power of attorney to attend the meeting or voting ballots of shareholders via Email.
5. A shareholder or a group of shareholders as specified in Clause 2, Article 12 of this Charter has the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company no later than 03 working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each class of shares held by the shareholder, contact address, nationality, Citizen Identity Card number, People's Identity Card, Passport, or other legal personal identification for individual shareholders; name, enterprise code or decision on establishment number, and



head office address for shareholders that are organizations; the number and class of shares held by that shareholder, and the matter proposed to be included in the agenda.

6. The person convening the General Meeting of Shareholders has the right to refuse the proposal specified in Clause 5 of this Article if it falls into one of the following cases:
  - a. The proposal is not sent in accordance with the provisions of Clause 5 of this Article;
  - b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 05% of ordinary shares as prescribed in Clause 3, Article 12 of this Charter;
  - c. The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;
  - d. Other cases as prescribed by law and this Charter.
7. The person convening the General Meeting of Shareholders must accept and include the proposal specified in Clause 5 of this Article in the expected agenda and content of the meeting, except for the cases specified in Clause 6 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

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

1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents over 50% of the total voting shares.
2. In case the first meeting does not meet the conditions for conduct as prescribed in Clause 1 of this Article, the notice for the second meeting shall be sent within thirty (30) days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents 33% or more of the total voting shares.
3. In case the second meeting does not meet the conditions for conduct as prescribed in Clause 2 of this Article, the notice for the third meeting shall be sent within twenty (20) days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares of the shareholders attending the meeting.
4. Only the General Meeting of Shareholders has the authority to decide on changes to the meeting agenda that was sent with the meeting invitation notice in accordance with Article 142 of the Law on Enterprises.

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

1. Before opening the meeting, the Company must conduct shareholder registration procedures and must continue registration until all shareholders entitled to attend the meeting have registered, following the sequence below:
  - a. When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting



card/ballot/election ballot, on which the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares/election votes of that shareholder are recorded. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting in favor, against, or abstaining. At the Meeting, the cards for voting in favor of the resolution shall be collected first, followed by the cards for voting against the resolution, and finally, the total number of votes in favor or against shall be counted to make a decision. The vote counting results shall be announced by the Chairperson immediately before the closing of the meeting. The Meeting shall elect the persons responsible for counting or supervising the counting of votes at the proposal of the Chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the meeting Chairperson.

- b. Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has opened have the right to register immediately and subsequently have the right to participate and vote/elect at the meeting right after registration. The Chairperson is not responsible for stopping the meeting to allow late-arriving shareholders to register, and the validity of matters already voted/elected upon previously shall not change.
2. The election of the Chairperson, secretary, and vote-counting committee is stipulated as follows:
  - a. The Chairperson of the Board of Directors shall act as the chairperson or authorize another member of the Board of Directors to act as the chairperson of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairperson is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one among them to chair the meeting based on the majority principle. In case a chairperson cannot be elected, the Head of the Board of Supervisors shall preside over the General Meeting of Shareholders to elect a meeting chairperson from among those present, and the person with the highest number of votes shall serve as the meeting chairperson.
  - b. Except for the case specified in point a of this clause, the person who signed the notice to convene the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect a meeting chairperson, and the person with the highest number of votes shall serve as the meeting chairperson;
  - c. The Chairperson shall appoint one or more persons to act as meeting secretary;
  - d. The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee at the proposal of the meeting chairperson.
3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders during the opening session. The agenda must clearly and specifically define the time for each issue in the meeting agenda.



4. The meeting Chairperson has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and to reflect the wishes of the majority of attendees.
  - a. Arranging seating at the venue of the General Meeting of Shareholders;
  - b. Ensuring safety for all persons present at the meeting venues;
  - c. Facilitating the attendance (or continued attendance) of shareholders at the meeting. The person convening the General Meeting of Shareholders has full authority to change the aforementioned measures and apply all necessary measures. The measures applied may include issuing entry passes or using other forms of selection.
5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting approve, disapprove, or abstain. The vote counting results shall be announced by the Chairperson immediately before the closing of the meeting.
6. Shareholders or authorized persons attending the meeting who arrive after the meeting has opened are still permitted to register and have the right to participate and vote immediately after registration; in this case, the validity of matters already voted upon previously shall not change.
7. The person convening the meeting or the chairperson of the General Meeting of Shareholders has the following rights:
  - a. Requiring all attendees to undergo security checks or other lawful and reasonable security measures;
  - b. Requesting competent authorities to maintain order at the meeting; expelling from the General Meeting of Shareholders those who do not comply with the Chairperson's authority, intentionally disrupt order, hinder the normal progress of the meeting, or do not comply with security check requirements.
8. The Chairperson has the right to postpone the General Meeting of Shareholders that has reached the required number of attendees for a maximum of 03 working days from the intended opening date and may only postpone the meeting or change the meeting venue in the following cases:
  - a. The meeting venue does not have enough convenient seating for all attendees;
  - b. Communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;
  - c. There are attendees who obstruct or disrupt order, posing a risk that the meeting cannot be conducted fairly and lawfully.
9. In case the Chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson to conduct the meeting until its conclusion; all resolutions passed at that meeting shall be valid and enforceable.



10. In case 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 via electronic voting or other electronic forms in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

**Article 21. Conditions for passing resolutions of the General Meeting of Shareholders**

1. Resolutions on the following contents shall be passed if approved by shareholders representing 65% or more of the total voting shares of all shareholders attending the meeting, except for cases specified in Clauses 3, 4, and 6 of this Article:
  - a. Types of shares and total number of shares of each type;
  - b. Changing business lines and fields;
  - c. Changing the company's organizational management structure;
  - d. Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the company's most recent financial statements;
  - e. Reorganization or dissolution of the company;
  - f. Amending and supplementing the Company's Charter.
2. Resolutions are passed when approved by shareholders owning over 51% of the total voting shares of all shareholders attending the meeting, except for cases specified in Clause 1 of this Article and Clauses 3, 4, and 6 of this Article.
3. Voting for members of the Board of Directors and the Board of Supervisors must be carried out by cumulative voting, whereby each shareholder has a total number of voting shares corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors, and the shareholder has the right to allocate all or part of their total votes to one or more candidates. The elected members of the Board of Directors or Supervisors are determined by the number of votes calculated from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is reached. In case there are 02 or more candidates receiving the same number of votes for the final member of the Board of Directors or the Board of Supervisors, a re-election will be conducted among the candidates with the same number of votes or selection will be made based on criteria specified in the election regulations or the Company's Charter.
4. In case of passing a resolution in the form of collecting written opinions, the resolution of the General Meeting of Shareholders is passed if approved by shareholders owning over 50% of the total voting shares of all shareholders with voting rights;
5. Resolutions 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 passage or by posting on the company's website.



6. Resolutions of the General Meeting of Shareholders regarding contents that adversely change the rights and obligations of shareholders owning preferred shares shall only be passed if approved by shareholders of the same class of preferred shares attending the meeting owning 75% or more of the total preferred shares of that class, or approved by shareholders of the same class of preferred shares owning 75% or more of the total preferred shares of that class in case of passing the resolution in the form of collecting written opinions.
7. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are legal and valid even if the order and procedures for convening the meeting and passing such resolutions violate the provisions of the Law on Enterprises and the Company's Charter.

**Article 22. Authority and procedures for collecting written opinions from shareholders to approve the decisions of the General Meeting of Shareholders**

The authority and procedures for collecting written opinions from shareholders to approve the decisions of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors has the right to collect written opinions from shareholders to pass decisions of the General Meeting of Shareholders when deemed necessary for the Company's interests, including the following cases:
  - a. Amending and supplementing the contents of the Company's Charter;
  - b. Company development orientation;
  - c. Deciding on the types of shares and total number of shares of each type authorized for offering; deciding on the annual dividend rate for each type of share;
  - d. Electing, dismissing, or removing members of the Board of Directors and the Board of Supervisors;
  - e. Approve the Internal Governance Regulations; Regulations on the operation of the Board of Directors and the Board of Supervisors;
  - f. Decide on the investment or sale of assets valued at 35% or more of the total asset value recorded in the company's most recent financial statements;
  - g. Reorganize or dissolve the company
2. The Board of Directors must prepare the opinion ballot, the draft resolution of the General Meeting of Shareholders, and the explanatory documents for the draft resolution. The Board of Directors must ensure that documents are sent and disclosed to shareholders within a reasonable time for review and voting, and must send them at least ten (10) days before the deadline for receiving the opinion ballots. The requirements and methods for sending the opinion ballot and accompanying documents shall be carried out in accordance with the provisions of Clause 3, Article 18 of this Charter.
3. The opinion ballot must contain the following main contents:



- a. Name, address of the head office, and enterprise identification number;
  - b. Purpose of the consultation;
  - c. 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, or the full name, contact address, nationality, and legal document number of the individual for the representative of the shareholder that is an organization; the number of shares of each type and the number of voting rights of the shareholder;
  - d. Matters requiring consultation to pass a decision;
  - e. Voting options including approval, disapproval, and no opinion for each matter requiring consultation;
  - f. Election options (if any);
  - g. Deadline for sending the completed opinion ballot back to the Company;
  - h. Full name and signature of the Chairman of the Board of Directors;
4. The completed opinion ballot must bear the signature of the shareholder who is an individual, or the Legal Representative of the shareholder that is an organization, or the individual who is the Legal Representative of the authorized organization.
  5. Shareholders may send the completed opinion ballot by mail, fax, or email in accordance with the following regulations:
    - a. In case of sending by mail: the completed opinion ballot must bear the signature of the shareholder who is an individual, the authorized representative, or the Legal Representative of the shareholder that is an organization. The opinion ballot sent to the Company must be enclosed in a sealed envelope, and no one has the right to open it before the vote counting;
    - b. In case of sending by fax or email, the opinion ballot sent to the Company must be kept confidential until the time of vote counting.
    - c. Opinion ballots sent to the Company after the deadline specified in the ballot content, or those that have been opened in the case of mail or disclosed in the case of fax or email, are invalid. Opinion ballots not sent to the Company are considered as non-voting ballots.
  6. The Board of Directors shall count the votes and prepare the vote-counting minutes under the witness of the Board of Supervisors or shareholders who are not executives of the company. The vote-counting minutes must contain the following main contents:
    - a. Name, address of the head office, and enterprise identification number;
    - b. Purpose and matters requiring consultation to pass a resolution;
    - c. Number of shareholders with the total number of voting rights/election votes that participated in the voting/election, distinguishing between valid and invalid voting



rights/election votes and the method of sending the voting rights/election votes, accompanied by an appendix of the list of shareholders participating in the voting/election;

- d. Total number of votes for approval, disapproval, and no opinion for each matter and the total number of election votes for each candidate;
- e. Matters that have been passed and the corresponding percentage of voting rights for approval;
- f. Full names and signatures of the Chairman of the Board of Directors, the vote counters, and the vote-counting supervisors.

The members of the Board of Directors, vote counters, and vote-counting supervisors shall be jointly liable for the honesty and accuracy of the vote-counting minutes; and shall be jointly liable for damages arising from decisions passed due to dishonest or inaccurate vote counting.

- 7. The vote-counting minutes and the resolution must be sent to shareholders within 15 days from the date of completion of the vote counting. The sending of the vote-counting minutes and the resolution may be replaced by posting them on the Company's website within 24 hours from the time of completion of the vote counting.
- 8. The completed opinion ballots, vote-counting minutes, passed resolutions, and related documents sent with the opinion ballots must all be kept at the Company's head office.

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

- 1. The meeting of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may also be prepared in English, and must contain the following main contents:
  - a. Name, address of the head office, and enterprise identification number;
  - b. Time and location of the General Meeting of Shareholders;
  - c. Meeting agenda and content;
  - d. Full names of the chairperson and secretary;
  - e. Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each matter on the agenda;
  - f. Number of shareholders and total number of voting rights of shareholders attending the meeting, an appendix of the list of registered shareholders and shareholder representatives attending the meeting with the corresponding number of shares and voting rights;
  - g. Total number of voting rights for each matter, clearly stating the voting method, total number of valid and invalid votes, votes for approval, disapproval, and abstain; and the corresponding percentage of the total voting rights of shareholders attending the meeting;



- h. Matters that have been passed and the corresponding percentage of voting rights for approval;
- i. Full names and signatures of the chairperson and secretary.

In case 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 Directors attending the meeting and contain full information as prescribed in this Clause. The meeting minutes shall clearly state the refusal of the chairperson or secretary to sign the minutes.

- 2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting or other persons signing the minutes shall be jointly liable for the honesty and accuracy of the content of the minutes.
- 3. Minutes prepared in both Vietnamese and English have equal legal validity. In case of any discrepancy between the content of the Vietnamese and English minutes, the content of the Vietnamese minutes shall prevail.
- 4. Resolutions, minutes of the General Meeting of Shareholders, the appendix of the list of registered shareholders attending the meeting with signatures of shareholders, powers of attorney for attending the meeting, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation notice must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at the Company's head office.

#### **Article 24. Request for cancellation of decisions of the General Meeting of Shareholders**

Within ninety (90) days from the date of receipt of the resolution and minutes of the General Meeting of Shareholders or the minutes of the results of the written shareholder consultation, members of the Board of Directors, the Board of Supervisors, the General Director, or shareholders or groups of shareholders as prescribed in Clause 3, Article 12 of this Charter have the right to request a Court or Arbitration to consider and cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

- 1. The order and procedures for convening the meeting or conducting written shareholder consultation and passing decisions of the General Meeting of Shareholders were not carried out in accordance with the provisions of the Law on Enterprises and this Charter, except for the case prescribed in Clause 4, Article 21 of this Charter.
- 2. The content of the resolution violates the law or this Charter.

### **CHAPTER VII. BOARD OF DIRECTORS**

#### **Article 25. Candidacy and nomination of members of the Board of Directors**

- 1. In case candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of



the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the honesty and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully, and in the best interest of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

- a. Full name, date, month, and year of birth;
- b. Professional qualifications;
- c. Work history;
- d. Other management positions (including Board of Directors positions in other companies);
- e. Interests related to the Company and parties related to the Company (if any);
- f. Other information as prescribed by law (if any).

The Company is responsible for disclosing information about companies where the candidate is holding the position of member of the Board of Directors, other management positions, and interests related to the company of the candidate for the Board of Directors (if any).

2. Shareholders holding ordinary shares have the right to combine their voting rights to nominate candidates for the Board of Directors and must notify the shareholders attending the meeting about the group formation before the opening of the General Meeting of Shareholders. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares has the right to nominate one (01) candidate; from 20% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% or more may nominate the full number of candidates.
3. In the event that the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient as required by Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate additional candidates or organize nominations in accordance with the Company Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The nomination of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of the law.
4. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 1 and Clause 2, Article 155 of the Law on Enterprises.

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

1. The number of members of the Board of Directors is 06, including: the Chairman and members of the Board of Directors.



2. The term of office of a member of the Board of Directors is five (05) years; members of the Board of Directors may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In the event that the terms of all members of the Board of Directors expire at the same time, those members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over the work.

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

The total number of non-executive members of the Board of Directors must account for at least one-third (1/3) of the total number of members of the Board of Directors. The Company minimizes the number of members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.

4. A member of the Board of Directors shall cease to be a member of the Board of Directors in the event of being dismissed or removed by the General Meeting of Shareholders in accordance with the following provisions:

a. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

- No longer meeting the qualifications to be a member of the Board of Directors as prescribed in Article 155 of the Law on Enterprises or being prohibited by law from serving as a member of the Board of Directors;
- Submitting a resignation letter that is accepted;
- Suffering from mental disorder and other members of the Board of Directors have professional evidence proving that the person no longer has the capacity for civil acts;
- Other cases as prescribed by current law.

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

- Failing to attend meetings of the Board of Directors for six (06) consecutive months, except in cases of force majeure;
- Providing false personal information when submitting to the company as a candidate for the Board of Directors;
- Violating the provisions of the law and the Company Charter regarding the purchase, sale, and transfer of shares;
- Violating the provisions of the law and the Company Charter during the performance of assigned duties;
- The corporate shareholder that the member of the Board of Directors represents loses its legal status;
- The company is dissolved pursuant to a Court decision.



5. The appointment of members of the Board of Directors must be disclosed in accordance with the provisions of the law on securities and the securities market.
6. Members of the Board of Directors may not be shareholders of the Company.
7. A member of the Board of Directors of the company may simultaneously be a member of the Board of Directors of another company, but not exceeding 5 companies.

**Article 27. Powers and obligations of the Board of Directors**

1. The Board of Directors is the management body of the Company, having full authority on behalf of the Company to decide and exercise the rights and obligations of the Company, except for rights and obligations falling under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are prescribed by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:
  - a. Deciding on the strategy, medium-term development plans, and annual business plans of the Company;
  - b. Proposing the classes of shares and the total number of shares authorized to be offered for each class;
  - c. Deciding on the sale of unsold shares within the scope of the number of shares authorized to be offered for each class; deciding on raising additional capital in other forms;
  - d. Deciding on the selling price of shares and bonds of the Company;
  - e. Deciding on the repurchase of shares as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
  - f. Deciding on investment plans and investment projects within its authority and limits as prescribed by law;
  - g. Deciding on solutions for market development, marketing, and technology;
  - h. Approving contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the most recent financial statements of the Company, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;
  - i. Electing, dismissing, and removing the Chairman of the Board of Directors; appointing, dismissing, signing contracts with, and terminating contracts with the General Director and other key managers as prescribed by the Company Charter; deciding on salaries, remuneration, bonuses, and other benefits for those managers; appointing authorized representatives to participate in the Board of Members or the



- General Meeting of Shareholders in other companies, and deciding on the remuneration and other benefits of those persons;
- j. Supervising and directing the General Director and other managers in the daily business operations of the Company;
  - k. Deciding on the organizational structure and internal management regulations of the Company; deciding on the establishment of subsidiaries, branches, and representative offices, and the contribution of capital or purchase of shares in other enterprises;
  - l. Approving the program and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or collecting opinions for the General Meeting of Shareholders to pass resolutions;
  - m. Submitting the audited annual financial statements to the General Meeting of Shareholders;
  - n. Proposing the dividend payout rate; deciding on the time limit and procedures for dividend payment or handling losses incurred during business operations;
  - o. Proposing the reorganization or dissolution of the Company; requesting the bankruptcy of the Company;
  - p. Deciding on the issuance of the Operating Regulations of the Board of Directors and the Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; deciding on the issuance of the Operating Regulations of the Audit Committee under the Board of Directors and the Company's Information Disclosure Regulations;
  - q. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, and other provisions of the law.
3. The Board of Directors must report to the General Meeting of Shareholders on the performance of the Board of Directors in accordance with Article 280 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities.

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

- 1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.
- 2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to complete the tasks of a member of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.



3. The remuneration of each member of the Board of Directors is included in the Company's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.
4. A member of the Board of Directors holding an executive position or a member of the Board of Directors working in sub-committees of the Board of Directors or performing other tasks outside the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum fee per task, salary, commission, percentage of profits, or in other forms as decided by the Board of Directors.
5. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses that they have had to pay when performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.
6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after the approval of the General Meeting of Shareholders. This insurance does not include insurance for the liabilities of members of the Board of Directors related to violations of the law and the Company Charter.

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

1. The Chairman of the Board of Directors is elected, dismissed, and removed by the Board of Directors from among the members of the Board of Directors.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
  - a) Preparing the program and activity plan of the Board of Directors;
  - b) Preparing the program, content, and documents for meetings; convening and chairing meetings of the Board of Directors;
  - c) Organizing the passing of resolutions and decisions of the Board of Directors;
  - d) Supervising the organization of the implementation of resolutions and decisions of the Board of Directors;
  - đ) Chairing the General Meeting of Shareholders;
  - e) Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.
4. In the event that the Chairman of the Board of Directors submits a resignation or is dismissed or removed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation or the dismissal or removal.



5. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with the principles stipulated in the Company's Charter. In the event that there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory drug rehabilitation facility or compulsory education facility, escapes from his/her place of residence, has his/her civil act capacity restricted or lost, has difficulty in perception or behavior control, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs, the remaining members shall elect one among them to hold the position of Chairman of the Board of Directors based on the principle of majority approval by the remaining members until a new decision is made by the Board of Directors.

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

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors' term within seven (07) working days from the date of completion of the election of the Board of Directors for that term. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In the event that there is more than one (01) member with the same highest number of votes or highest percentage of votes, the members shall elect by majority principle to choose one (01) person among them to convene the meeting of the Board of Directors.
2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
  - a. At the request of the Board of Supervisors;
  - b. At the request of the General Director or at least five (05) other Executives;
  - c. At the request of at least two (02) members of the Board of Directors;
  - d. Other cases as prescribed by law (if any).
4. The request stipulated in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.
5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receiving the request stipulated in Clause 3 of this Article. In the event that the meeting is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damages occurring to the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors.



6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a meeting invitation notice at least 03 working days before the meeting date. The meeting invitation notice must specify the time and location of the meeting, the agenda, and the issues to be discussed and decided. The meeting invitation notice must be accompanied by documents used at the meeting and the member's voting ballot.

The meeting invitation notice for the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed by the Company's Charter and must ensure it reaches the contact address of each member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the convener shall send the meeting invitation notice and accompanying documents to members of the Board of Supervisors in the same manner as to members of the Board of Directors.

Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; they have the right to discuss but not to vote.

8. A meeting of the Board of Directors shall be conducted when 3/4 or more of the total number of members are present. In the event that the meeting convened in accordance with this Clause does not have enough members present as prescribed, it shall be convened for the second time within 07 days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are present.

9. A member of the Board of Directors is considered to be present and voting at the meeting in the following cases:

- a. Attending and voting directly at the meeting;
- b. Authorizing another person to attend and vote in accordance with Clause 13 of this Article;
- c. Attending and voting via online conference, electronic voting, or other electronic forms;
- d. Sending a voting ballot to the meeting via mail, fax, or email;
- e. Sending a voting ballot by other means as prescribed by law (if any).

10. In the event of sending a voting ballot to the meeting via mail, the voting ballot must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The voting ballot shall only be opened in the presence of all attendees.

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



12. Resolutions and decisions of the Board of Directors are passed if approved by a majority of the members present; in the event of a tie, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

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

1. The Board of Directors may establish subcommittees to be in charge of development policy, human resources, remuneration, internal audit, and risk management. The number of members of a subcommittee shall be decided by the Board of Directors and must have at least 03 people, including members of the Board of Directors and external members. Non-executive members of the Board of Directors should constitute the majority in the subcommittee, and one of these members shall be appointed as the Head of the Subcommittee according to the decision of the Board of Directors. The operation of the subcommittee must comply with the regulations of the Board of Directors. A resolution of the subcommittee is only effective when approved by a majority of members present and voting at the subcommittee meeting.
2. The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with current legal regulations and the provisions of the Company's Charter and the Internal Regulations on Corporate Governance.

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

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support corporate governance work at the enterprise. The person in charge of corporate governance may concurrently serve as the Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.
2. The person in charge of corporate governance must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.
3. The person in charge of corporate governance has the following rights and obligations:
  - a. Advising the Board of Directors in organizing the General Meeting of Shareholders in accordance with regulations and related tasks between the Company and shareholders;
  - b. Preparing meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
  - c. Advising on meeting procedures;
  - d. Attending meetings;
  - e. Advising on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;
  - f. Providing financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and members of the Board of Supervisors;



- g. Supervising and reporting to the Board of Directors on the Company's information disclosure activities;
- h. Acting as the contact point with related parties;
- i. Maintaining confidentiality of information in accordance with the provisions of law and the Company's Charter;
- j. Other rights and obligations as prescribed by law.

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

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

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company has a General Director, Deputy General Directors, and a Chief Accountant. The appointment, dismissal, and removal of the aforementioned titles must be passed by a resolution of the Board of Directors.

### **Article 34. Enterprise Executives**

1. The Company's Executives include the General Director, Deputy General Directors, Chief Accountant, and other executives decided by the Board of Directors based on the proposal of the General Director.
2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with quantities and standards suitable to the Company's organizational and management structure as prescribed by the Board of Directors. Enterprise executives must have a duty of care to support the Company in achieving the set goals in operation and organization.
3. The General Director shall be paid a salary and bonus. The salary and bonus of the General Director shall be decided by the Board of Directors.
4. The salary of executives shall be included in the Company's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

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

1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person as the General Director.
2. The General Director is the person who manages the daily business operations of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.



3. The term of the General Director is (05) years and he/she may be reappointed for an unlimited number of terms. The appointment may be terminated based on the provisions of the labor contract. The General Director must not be a person prohibited by law from holding this position and must meet the standards and conditions as prescribed by law and this Charter.
4. The General Director has the following rights and obligations:
  - a. To decide on matters related to the daily business operations of the Company that do not fall under the authority of the Board of Directors;
  - b. To organize the implementation of resolutions and decisions of the Board of Directors;
  - c. To organize the implementation of the Company's business plans and investment schemes;
  - d. To propose the organizational structure and internal management regulations of the Company;
  - e. To appoint, dismiss, and remove managerial positions within the Company, except for positions under the authority of the Board of Directors;
  - f. To decide on salaries and other benefits for employees of the Company, including managers under the appointment authority of the General Director;
  - g. To recruit employees;
  - h. To propose plans for dividend payment or handling of business losses;
  - i. Other rights and obligations as prescribed by law and decisions of the Board of Directors.
5. The Board of Directors may dismiss the General Director when a majority of the members of the Board of Directors with voting rights present at the meeting approve and appoint a new General Director as a replacement.

## **CHAPTER IX. BOARD OF SUPERVISORS**

### **Article 36. Candidacy and nomination of members of the Board of Supervisors (Supervisors)**

1. The identification of candidates and disclosure of candidate information shall be performed similarly to the provisions in Clause 1, Article 25 of this Charter.
2. Shareholders holding ordinary shares have the right to aggregate their voting rights to nominate candidates for the Board of Supervisors and must notify the shareholders attending the meeting of the group formation before the opening of the General Meeting of Shareholders. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares is entitled to nominate one (01) candidate; from 20% to less than 30% is entitled to nominate a maximum of two (02) candidates; over 30% is entitled to nominate the full number of candidates.



3. In case the number of candidates for the Board of Supervisors through nomination and self-nomination is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations according to the mechanism stipulated in this Charter, the Internal Regulations on Corporate Governance, and the Operational Regulations of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

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

1. The number of Supervisors of the Company is three (03) persons. The term of a Supervisor is five (05) years and he/she may be re-elected for an unlimited number of terms.
2. Supervisors must meet the standards and conditions as prescribed in Article 169 of the Law on Enterprises and this Charter, and must not fall into the following cases:
  - a. Working in the accounting or finance department of the Company;
  - b. Being a member or employee of an independent audit firm performing audits of the Company's financial statements in the three (03) preceding consecutive years.
3. A member of the Board of Supervisors shall be dismissed in the following cases:
  - a. No longer meeting the standards and conditions to be a member of the Board of Supervisors as prescribed in Clause 2 of this Article;
  - b. Submitting a resignation letter which is then accepted;
  - c. Other cases as prescribed by current law.
4. A member of the Board of Supervisors shall be removed in the following cases:
  - a. Failing to complete assigned tasks and duties;
  - b. Failing to exercise his/her rights and obligations for six (06) consecutive months, except in cases of force majeure;
  - c. Seriously or repeatedly violating the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and this Charter;
  - d. Other cases as per the resolution of the General Meeting of Shareholders.

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

1. The Head of the Board of Supervisors is elected by the Board of Supervisors from among its members; the election, dismissal, and removal shall be based on the majority principle. The Board of Supervisors must have more than half of its members residing permanently in Vietnam. The Head of the Board of Supervisors must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or other majors related to the Company's business operations.
2. Rights and obligations of the Head of the Board of Supervisors:



- a. To convene meetings of the Board of Supervisors;
- b. To request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Board of Supervisors;
- c. To prepare and sign reports of the Board of Supervisors after consulting with the Board of Directors to submit to the General Meeting of Shareholders.
- d. Other rights as prescribed by law.

**Article 39. Rights and obligations of the Board of Supervisors**

The Board of Supervisors has the rights and obligations as prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

1. To propose and recommend to the General Meeting of Shareholders the approval of the list of audit firms accepted to audit the Company's financial statements; to decide on the audit firm accepted to inspect the Company's operations, and to remove the accepted auditor when deemed necessary;
2. To be responsible to shareholders for its supervisory activities;
3. To supervise the Company's financial situation and the compliance with the law in the activities of members of the Board of Directors, the General Director, and other managers;
4. To ensure coordination with the Board of Directors, the General Director, and shareholders;
5. In case of detecting violations of the law or this Charter by members of the Board of Directors, the General Director, or other business executives, the Board of Supervisors must notify the Board of Directors in writing within forty-eight (48) hours, requesting the violator to terminate the violation and implement solutions to remedy the consequences;
6. To develop the Operational Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval;
7. To report at the General Meeting of Shareholders as prescribed in Article 290 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.
8. To have the right to access records and documents of the Company kept at the headquarters, branches, and other locations; to have the right to enter the workplace of the Company's managers and employees during working hours.
9. To have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide complete, accurate, and timely information and documents regarding the management, administration, and business operations of the Company.
10. Other rights and obligations as prescribed by law and this Charter.



**Article 40. Meetings of the Board of Supervisors**

1. The Board of Supervisors must meet at least 02 times per year, with at least 2/3 of the members of the Board of Supervisors in attendance. The minutes of the Board of Supervisors meetings must be prepared in detail and clearly. The minute-taker and the members of the Board of Supervisors attending the meeting must sign the meeting minutes. The meeting minutes of the Board of Supervisors must be kept to determine the responsibility of each member of the Board of Supervisors.
2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the accepted audit firm to attend and answer issues that need clarification.

**Article 41. Salary, remuneration, bonuses, and other benefits of members of the Board of Supervisors**

Salary, remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented in accordance with the following provisions:

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

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

**Article 42. Duty of care**

Members of the Board of Directors, Supervisors, the General Director, and other executives have the responsibility to perform their duties, including duties as members of sub-committees of the Board of Directors (if any), honestly and carefully in the best interest of the Company.



**Article 43. Duty of honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, Supervisors, the General Director, and other executives must disclose their related interests as prescribed in Article 164 of the Law on Enterprises and other legal provisions.
2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, and their related persons may only use information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives are obligated to notify the Board of Directors and the Board of Supervisors in writing regarding transactions between the Company, its subsidiaries, or other companies in which the Company holds a controlling interest of over 50% of the charter capital and the aforementioned individuals or their related persons in accordance with the law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information regarding these resolutions in accordance with securities laws on information disclosure.
4. Members of the Board of Directors shall not vote on transactions that provide benefits to that member or their related persons in accordance with the Law on Enterprises.
5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, and their related persons must not use or disclose internal information to others to execute related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, and individuals or organizations related to these persons shall not be void in the following cases:
  - a. For contracts with a value of less than thirty-five percent (35%) of the total asset value recorded in the most recent financial statements, the important contents of the contract or transaction as well as the relationships and interests of the member of the Board of Directors, Supervisor, General Director, or other executive have been reported to the Board of Directors. Simultaneously, the Board of Directors has authorized the execution of such contract or transaction in good faith by a majority vote of the members of the Board of Directors who have no related interests;
  - b. For contracts with a value greater than or equal to thirty-five percent (35%) of the total asset value recorded in the most recent financial statements, or transactions resulting in a transaction value arising within 12 months from the date of the first transaction of 35% or more of the total asset value recorded in the most recent financial statements, the important contents of this transaction as well as the relationships and interests of the member of the Board of Directors, member of the Board of Supervisors, General Director, or other executive have been disclosed to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders who have no related interests;



- c. Contracts or transactions for borrowing or selling assets with a value greater than 10% of the total asset value recorded in the most recent financial statements between the company and a shareholder owning 51% or more of the total voting shares or their related persons have been disclosed to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders who have no related interests.

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

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives who violate their obligations, the duty of honesty and care, or fail to fulfill their obligations with diligence and professional competence must be held liable for damages caused by their violations.
2. The Company shall indemnify persons who have been, are, or may become a related party in claims, lawsuits, or prosecutions (including civil, administrative, and non-Company-initiated lawsuits) if that person has been or is a member of the Board of Directors, member of the Board of Supervisors, General Director, other executive, employee, or an authorized representative of the Company, or if that person has been or is acting at the request of the Company in the capacity of a member of the Board of Directors, corporate executive, employee, or authorized representative of the Company, provided that such person has acted honestly, carefully, and diligently in the interest of or not in conflict with the interests of the Company, on the basis of compliance with the law, and there is no evidence confirming that the person has violated their responsibilities.
3. Compensation costs include incurred expenses (including legal fees), judgment costs, fines, and amounts payable that are actually incurred or considered reasonable when settling these cases within the framework permitted by law. The Company may purchase insurance for these persons to avoid the aforementioned compensation liabilities.

**CHAPTER XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS**

**Article 45. Right to inspect books and records**

1. Ordinary shareholders have the right to inspect books and records, specifically as follows:
  - a. Ordinary shareholders have the right to examine, inspect, and extract information regarding names and contact addresses in the list of shareholders with voting rights; request the correction of inaccurate information; examine, inspect, extract, or copy the Company Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
  - b. A shareholder or group of shareholders owning 05% or more of the total ordinary shares has the right to examine, inspect, and extract the minute book and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts, and transactions that must be approved by the Board of Directors and other documents, excluding documents related to the Company's trade secrets and business secrets.



2. In case an authorized representative of a shareholder or group of shareholders requests to inspect books and records, they must attach the power of attorney of the shareholder or group of shareholders that the person represents or a notarized copy of this power of attorney.
3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives have the right to inspect the Company's register of shareholders, the list of shareholders, and other books and records of the Company for purposes related to their positions, provided that such information is kept confidential.
4. The Company must keep this Charter and its amendments and supplements, the Enterprise Registration Certificate, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books, and other documents as prescribed by law at the headquarters or another location, provided that shareholders and the Business Registration Authority are notified of the storage location of these documents.
5. The Company Charter must be published on the Company's website.

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

### **Article 46. Employees and trade union**

1. The General Director must prepare a plan for the Board of Directors to approve issues related to recruitment, termination of employment, salary, social insurance, welfare, rewards, and discipline for employees and corporate executives.
2. The General Director must prepare a plan for the Board of Directors to approve issues related to the Company's relationship with trade union organizations in accordance with best standards, practices, and management policies, the practices and policies stipulated in this Charter, the Company's regulations, and current legal provisions.

## **CHAPTER XIII. PROFIT DISTRIBUTION**

### **Article 47. Profit distribution**

1. The General Meeting of Shareholders decides the dividend payment rate and the form of annual dividend payment from the Company's retained earnings.
2. The Company does not pay interest on dividend payments or payments related to a class of shares.
3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of dividends in shares, and the Board of Directors is the body that executes this decision.
4. In case dividends or other payments related to a class of shares are paid in cash, the Company must pay in VND. Payment may be made directly or through banks based on



bank account details provided by the shareholder. In case the Company has transferred funds according to the bank details provided by the shareholder but that shareholder does not receive the money, the Company shall not be liable for the amount the Company transferred to this shareholder. Dividend payments for shares registered for trading at the Stock Exchange may be conducted through a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. Based on the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution to determine a specific date to close the list of shareholders. Based on that date, those registered as shareholders or owners of other securities are entitled to receive dividends, interest, profit distributions, receive shares, or receive notices or other documents.
6. Other issues related to profit distribution shall be implemented in accordance with the provisions of the law.

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

##### **Article 48. Bank accounts**

1. The Company opens accounts at Vietnamese banks or foreign banks permitted to operate in Vietnam.
2. Subject to the prior approval of the competent authority, in case of necessity, the Company may open bank accounts abroad in accordance with the provisions of the law.
3. The Company conducts all payments and accounting transactions through VND or foreign currency accounts at the banks where the Company has opened accounts.

##### **Article 49. Fiscal year**

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

##### **Article 50. Accounting regime**

1. The accounting regime the Company uses is the Corporate Accounting Regime or a specific accounting regime issued or approved by the competent authority.
2. The Company shall keep accounting books in Vietnamese and maintain accounting records in accordance with the laws on accounting and relevant laws. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.
3. The Company uses Vietnamese Dong as the currency in accounting. In case the Company has economic transactions primarily in a foreign currency, it may choose that foreign



currency as the accounting currency, take responsibility for such choice before the law, and notify the direct tax authority.

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

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

1. The Company must prepare annual financial statements, and such annual financial statements must be audited in accordance with the provisions of law. The Company shall disclose the audited annual financial statements in accordance with the laws on information disclosure in the securities market and submit them to the competent state authorities.
2. The annual financial statements must include full reports, appendices, and notes as required by the laws on corporate accounting. The annual financial statements must reflect the Company's operational situation in a truthful and objective manner.
3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the laws on information disclosure in the securities market and submit them to the competent state authorities.

### **Article 52. Annual report**

The Company must prepare and disclose an Annual Report in accordance with the provisions of the laws on securities and the securities market.

## **CHAPTER XVI. AUDITING THE COMPANY**

### **Article 53. Auditing**

1. The General Meeting of Shareholders shall appoint an independent audit firm or approve a list of independent audit firms and authorize the Board of Directors to decide on the selection of one of these entities to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed upon with the Board of Directors.
2. The audit report shall be attached to the Company's annual financial statements.
3. The independent auditor performing the audit of the Company's financial statements is entitled to attend the General Meeting of Shareholders, receive notices and other information related to the General Meeting of Shareholders, and express opinions at the meeting on issues related to the audit of the Company's financial statements.

## **CHAPTER XVII. COMPANY SEAL**

### **Article 54. Company seal**

1. The Board of Directors decides on the adoption of the Company's official seal. The seal includes a seal made at a seal-engraving facility in accordance with the provisions of law



and the Company Charter, or a seal in the form of a digital signature in accordance with the laws on electronic transactions.

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

## **CHAPTER XVIII. DISSOLUTION AND LIQUIDATION**

### **Article 55. Dissolution of the Company**

1. The Company shall be dissolved in the following cases:
  - a. Pursuant to a resolution or decision of the General Meeting of Shareholders.
  - b. The Enterprise Registration Certificate is revoked, except in cases where the Law on Tax Administration provides otherwise;
  - c. Other cases as prescribed by law.
2. The dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. The decision on dissolution must be notified to or approved by the competent authority (if required) in accordance with regulations.

### **Article 56. Liquidation**

1. After the decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders and one (01) member shall be appointed by the Board of Directors from an independent audit 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 prioritized by the Company for payment before other debts of the Company.
2. The Liquidation Committee is responsible for reporting to the Business Registration Authority regarding the date of establishment and the date of commencement of operations. From that moment, the Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.
3. Proceeds from the liquidation shall be paid in the following order:
  - a. Liquidation expenses;
  - b. Debts for wages, severance pay, social insurance, and other benefits of employees according to the signed collective labor agreement and labor contracts;
  - c. Tax debts;
  - d. Other debts of the Company;
  - e. The remainder after payment of all debts from items (a) to (d) above shall be distributed to shareholders. Preference shares shall be paid first.



## **CHAPTER XIX. SETTLEMENT OF INTERNAL DISPUTES**

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

1. In case of disputes or complaints related to the Company's operations, or the rights and obligations of shareholders as prescribed by the Law on Enterprises, other legal regulations, the Company Charter, and regulations between:
  - a. Shareholders and the Company;
  - b. Shareholders and the Board of Directors, the Board of Supervisors, the General Director, or other executives;

The involved parties shall attempt to resolve such disputes through negotiation and conciliation. Except for cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and request each party to present information related to the dispute within 15 working days from the date the dispute arises. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the Head of the Board of Supervisors to appoint an independent expert to act as a mediator for the dispute resolution process.

2. In case a conciliation decision is not reached within six (06) weeks from the commencement of the conciliation process, or if the mediator's decision is not accepted by the parties, either party may refer the dispute to an Economic Arbitration or an Economic Court.
3. The parties shall bear their own costs related to the negotiation and conciliation procedures. Payment of Court costs shall be made in accordance with the Court's judgment.

## **CHAPTER XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER**

### **Article 58. Company Charter**

1. Any amendment or supplement to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case there are provisions of law related to the Company's operations that are not mentioned in this Charter, or in case there are provisions in this Charter that are contrary to new provisions of law, such provisions of law shall apply.

## **CHAPTER XXI. EFFECTIVE DATE**


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

1. This Charter, consisting of 21 chapters and 59 articles, was unanimously approved by the General Meeting of Shareholders of Thong Nhat Flat Steel Joint Stock Company on April 08, 2026, at the 2026 General Meeting of Shareholders, and the full text of this Charter is hereby accepted as effective.
2. This Charter is made in ten (10) copies, each having equal validity, and must be kept at the Company's headquarters.



3. This Charter is the unique and official Charter of the Company.

THONG NHAT FLAT STEEL  
JOINT STOCK COMPANY  
LEGAL REPRESENTATIVE



To Ngoc Huy