

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

Thai Nguyen, May 4, 2026

To: State Securities Commission  
Hanoi Stock Exchange (HNX)

We hereby certify that the disclosed information is accurate and we assume full legal responsibility for the content of the disclosed information.

PERSON IN CHARGE OF  
INFORMATION DISCLOSURE

- As mentioned above;
- Archived at: Office.



No.: 13 /QĐ - HDQT

Thai Nguyen, ...4...5, 2026

**DECISION**

**Re: Promulgation of the Charter on Organization and Operation of  
VVMI Quan Trieu Cement Joint Stock Company**

**THE BOARD OF DIRECTORS  
OF VVMI QUAN TRIEU CEMENT JOINT STOCK COMPANY**

*Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020; and Law No. 75/2025/QH15 dated June 17, 2025 amending and supplementing a number of articles of the Law on Enterprises, passed by the 15th National Assembly at its 9th session on June 17, 2025;*

*Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance on corporate governance applicable to public companies;*

*Pursuant to Resolution No. 06/NQ-ĐHĐCĐ dated April 28, 2026 of the 2026 Annual General Meeting of Shareholders of VVMI Quan Trieu Cement Joint Stock Company approving the amendment and supplementation of the Company's Charter on organization and operation.*

**DECISION:**

**Article 1.** To promulgate together with this Decision the amended Charter on organization and operation of VVMI Quan Trieu Cement Joint Stock Company.

**Article 2.** This Decision takes effect from the date of signing and replaces the Charter of VVMI Quan Trieu Cement Joint Stock Company issued under Decision No. 09/2021/QĐ-HDQT dated April 14, 2021 of the Board of Directors of the Company.

**Article 3.** Members of the Board of Directors, the Supervisory Board, the Executive Management and shareholders of VVMI Quan Trieu Cement Joint Stock Company shall be responsible for the implementation of this Decision.

**Recipients**

- As in Article 3;
- Archived at: Office, Administration & HR Department, BOD.

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



**Le Danh Thang**





**VVMi QUAN TRIEU CEMENT  
JOINT STOCK COMPANY**

**SOCIALIST REPUBLIC OF VIETNAM**  
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## **CHARTER ORGANIZATION AND OPERATION**

### **PREAMBLE**

1. VVMi Quan Trieu Cement Joint Stock Company (hereinafter referred to as the "Company") is established under the Law on Enterprises.
2. The Charter on Organization and Operation of VVMi Quan Trieu Cement Joint Stock Company is formulated based on:
  - The Law on Enterprises No. 59/2020/QH14 approved by the 14th National Assembly of the Socialist Republic of Vietnam at its 9th session on June 17, 2020;
  - The Model Charter applicable to public companies issued under Circular No. 116/2020/TT-BTC dated December 31, 2020, by the Ministry of Finance, providing guidelines on corporate governance for public companies under the Government's Decree No. 155/2020/ND-CP detailing several articles of the Law on Securities.
3. This Charter was approved by the General Meeting of Shareholders on [Date] [Month] 2026.
4. This Charter serves as the legal basis for all activities of the Company. The Company's regulations, Resolutions of the General Meeting of Shareholders, and the Board of Directors, when validly approved in accordance with the law and this Charter, shall constitute binding rules and regulations for the conduct of business operations.

### **CHAPTER I: GENERAL PROVISIONS**

#### **Article 1. Interpretation of terms and terminology in the Charter**

1. In this Charter, the following terms shall be understood as follows:
  - a) "Board" means the Board of Directors of the Company, abbreviated as "BOD".
  - b) "Business area" means the geographical scope in which the Company conducts its business activities, including inside and outside the territory of Vietnam.
  - c) "Charter capital" is the total par value of shares sold or registered for purchase upon the establishment of the Company and as prescribed in Article 6 of this Charter;
  - d) "Law on Enterprises" is the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly on June 17, 2020;

đ) "Law on Securities" is the Law on Securities No. 54/2019/QH14 approved by the National Assembly on November 26, 2019.

e) "Date of establishment" means the date on which the Company was first granted the Enterprise Registration Certificate.

g) "Law" means all legal normative documents as prescribed in the Law on Promulgation of Legal Normative Documents.

h) "Company Manager" means the Chairman of the BOD, members of the BOD, the Director, and individuals holding other management titles authorized to sign transactions on behalf of the Company as prescribed in this Charter.

i) "Company Executive" means the Director, Deputy Directors, Chief Accountant, and other executives as prescribed by the Company's Charter.

k) "Related person" means an individual or organization as prescribed in Clause 23, Article 4 of the Law on Enterprises; Clause 46, Article 4 of the Law on Securities.

l) "Shareholder" is an organization or individual owning at least one share of the Company.

m) "Major shareholder" is a shareholder as prescribed in Clause 14, Article 4 of the Law on Securities.

n) "Dividend" is a net profit paid for each share in cash or other assets from the remaining profit of the Company after financial obligations have been fulfilled.

o) "Duration of operation" means the duration of operation of the Company as prescribed in Article 2 of this Charter and the extension period (if any) approved by a resolution of the General Meeting of Shareholders.

p) "Vietnam" means the Socialist Republic of Vietnam.

2. In this Charter, any reference to any provision or document shall include amendments or replacement documents. In case the legal documents governing contents related to this Charter are amended, supplemented, or replaced, the relevant contents in this Charter shall be implemented according to the amended, supplemented, or replaced contents of such legal documents. The nearest subsequent General Meeting of Shareholders must amend the Charter accordingly.

3. Headings (Chapters, articles of this Charter) are used for convenience in understanding the content and do not affect the content of this Charter.

4. Words or terms defined in the Law on Enterprises (if not inconsistent with the subject or context) shall have similar meanings in this Charter.

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

1. Company name: VVMI Quan Trieu Cement Joint Stock Company

a) Company name in Vietnamese: **CÔNG TY CỔ PHẦN XI MĂNG QUẢN TRIỀU VVMI**

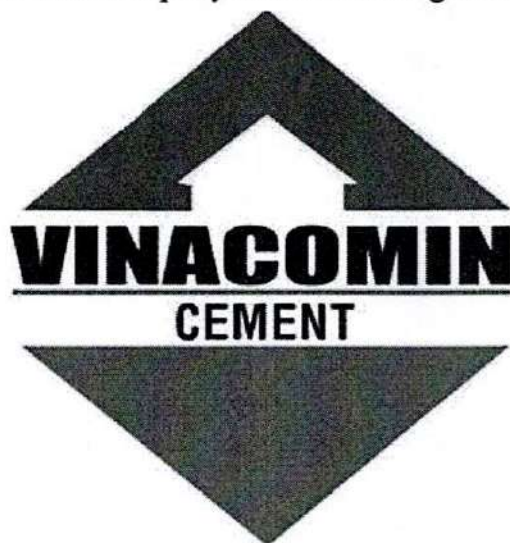
b) Company name in English: **VVMI QUANTRIEU CEMENT JOINT STOCK COMPANY.**

c) Transaction name: **CQT**



d) Abbreviated name:

2. The Company has its own logo as follows:



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

4. The Company is a subsidiary of VINACOMIN - Viet Bac Mining Industry Holding Corporation. The Parent Company exercises control through its dominant shareholding ratio in the Company, the Parent Company's brand, or other dominant rights as prescribed by law and the Parent Company's internal management regulations.

5. In addition to the provisions of this Charter, the Company is responsible for exercising the rights and performing the obligations of a subsidiary toward VINACOMIN - Viet Bac Mining Industry Holding Corporation in accordance with the Parent Company's Charter and the internal management regulations of VINACOMIN - Viet Bac Mining Industry Holding Corporation, of which the Company is a member.

6. Registered headquarters of the Company:

- Address: An Khanh Commune, Thai Nguyen Province
- Telephone: 02803.843.185
- Fax: 02803.843.185
- E-mail: ximangquantrieu.vvmi@gmail.com
- Website: Ximangquantrieu.com

7. The Company may establish branches and representative offices within its business areas to fulfill its operational objectives in accordance with the Resolutions of the Board of Directors and to the extent permitted by law.

8. Unless its operation is terminated prior to the term specified in Article 58 of this Charter, the duration of operation of the Company shall be indefinite, starting from the date of establishment.

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

The Director of the Company is the Legal Representative. The Legal Representative has the powers and obligations in accordance with the current provisions of the law and the internal management regulations of the Company.

**Article 4. Operational Objectives and Business Lines of the Company**

1. The operational objective of the Company is to maximize reasonable profits for the Company, increase dividends for shareholders, contribute to the State Budget, ensure the interests of employees, and continuously develop the Company to grow stronger.

2. Business lines of the Company:

No.	Business Line Name	Industry Code
1	Manufacture of cement, lime, and plaster	2394
2	Demolition	4311
3	Electrical system installation	4321
4	Maintenance and repair of automobiles and other motor vehicles	95310
5	Wholesale of cement	46732
6	Installation of industrial machinery and equipment	3320
7	Construction of utility projects	422
8	Construction of other civil engineering projects	42990
9	Installation of water supply, drainage, heating, and air-conditioning systems	4322
10	Other specialized construction activities	43900
11	Wholesale of other machinery, equipment, and spare parts	4659
12	Quarrying of stone, sand, gravel, and clay	0810
13	Construction of residential buildings	4101
14	Construction of non-residential buildings	4102
15	Site preparation	43120
16	Other construction installation	43290
17	Building completion	43300
18	Freight transport by road	4933
19	Cargo handling	5224
20	Manufacture of clay building materials	23920
21	Manufacture of concrete and products from concrete, cement, and plaster	23950



22	Repair and maintenance of other equipment	33190
23	Construction of railways	4211
24	Construction of roads	4212
25	Freight transport by rail	49120
26	Warehousing and storage	5210
27	Service activities directly supporting rail transport	52210
28	Service activities directly supporting road transport	5225
29	Electric power generation from other renewable energy sources	35129
30	Water collection, treatment, and supply	3600
31	Sewerage and wastewater treatment	3700
32	Electric power generation from other non-renewable energy sources	35119
33	Retail sale of cement, bricks, tiles, stone, sand, gravel, iron, steel, and other construction materials	47524

- Conduct other business lines in accordance with the provisions of the law.

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

1. The Company is permitted to conduct all business activities in accordance with the business lines specified in this Charter that have been registered, notified of changes to the business registration authority, and published on the national business registration portal.

2. The Company may conduct business activities in other fields permitted by law and approved by the General Meeting of Shareholders.

### **Chapter II: CHARTER CAPITAL, SHARES**

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

1. Charter capital:

a) The Charter capital of the Company is VND 250,000,000,000 (In words: Two hundred and fifty billion Vietnamese Dong). The Charter capital of the Company is divided into 25,000,000 shares with a par value of VND 10,000/share.

b) The Company may change the level of charter capital (increase or decrease charter capital) upon approval by the General Meeting of Shareholders and in accordance with the provisions of the law.

2. Shares:

a) All shares of the Company on the date of adoption of this Charter are ordinary shares. The rights and obligations of shareholders holding each type of share are prescribed in Article 12 and Article 13 of this Charter.

b) The Company may issue other types of preferred shares after obtaining approval from the General Meeting of Shareholders and in accordance with the provisions of the law.

c) Ordinary shares cannot be converted into preferred shares. Preferred shares may be converted into ordinary shares upon approval by the General Meeting of Shareholders.

d) Offering of shares:

- An offering of shares is an act where the Company increases the number of shares authorized for offering and sells those shares during its operation to increase charter capital.

- The offering of shares to increase charter capital shall be conducted in one of the forms prescribed in Clause 2, Article 123 of the Law on Enterprises, including:

(i) Offering of shares to existing shareholders;

(ii) Private placement of shares;

(iii) Public offering of shares.

- The offering of shares by the Company shall comply with the provisions of Articles 123, 124, and 125 of the Law on Enterprises and the provisions of the law on securities.

d) Sale of shares:

The Board of Directors shall decide on the timing, method, and selling price of shares. The selling price of shares must not be lower than the market price at the time of offering or the book value of the shares at the latest time, except for cases prescribed in Article 126 of the Law on Enterprises which must be approved by the General Meeting of Shareholders.

e) Redemption of shares:

According to the decision of the General Meeting of Shareholders, the Company may redeem no more than 30% of the total number of ordinary shares sold as prescribed in Article 133 of the Law on Enterprises. Shares redeemed by the Company as prescribed in Articles 132 and 133 of the Law on Enterprises shall be considered unsold shares (treasury shares) as prescribed in Clause 4, Article 112 of the Law on Enterprises. The Company must carry out procedures to decrease the charter capital corresponding to the total par value of the shares redeemed by the Company within 10 days from the date of completion of payment for the share redemption, unless otherwise prescribed by the law on securities.

g) The Company may issue other types of securities upon unanimous written approval by the General Meeting of Shareholders and in accordance with the provisions of the law on securities and the securities market.

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

1. Shareholders of the Company shall be granted share certificates corresponding to the number of shares and the classes of shares owned.



2. A share certificate is a type of security certifying the lawful rights and interests of the owner over a portion of the Company's share capital. Share certificates must contain all contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within 30 days from the date of submission of a complete dossier requesting the transfer of share ownership as per Company regulations, or within two months (or longer as specified by the issuance terms) from the date of full payment for shares as prescribed in the Company's share issuance plan, the share owner shall be granted a share certificate. The shareholder is not required to pay the Company for printing costs or any other fees for the certificate.

4. In case a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued a certificate by the Company upon request. The shareholder's request must include the following:

a) Information regarding the lost, damaged, or otherwise destroyed share certificate;

b) A commitment to take responsibility for any disputes arising from the reissuance of the new share certificate.

#### **Article 8. Securities Certificates and Register of Shareholders**

1. Bond certificates or other securities certificates of the Company (excluding offer letters, temporary certificates, and similar documents) shall be issued with the seal and specimen signature of the Company's legal representative, unless the terms and conditions of issuance provide otherwise.

##### **2. Register of Shareholders:**

a) The Company shall establish and maintain a register of shareholders from the date it is granted the Enterprise Registration Certificate. Ordinary shareholders and preferred shareholders may be registered in different books. The register of shareholders must contain at least the following:

- Name and head office address of the Company.
- Total number of shares authorized for offering, classes of shares authorized for offering, and the total number of shares of each class authorized for offering.
- Total number of shares of each class sold and the value of contributed share capital.
- Shareholders' names arranged in alphabetical order; permanent addresses, nationalities, and ID card/Citizen ID/Passport numbers or other legal personal identification for individual shareholders; enterprise code or establishment decision number and head office address for organizational shareholders; the number of shares of each class held by each shareholder; and the date of share registration.

b) The register of shareholders may be established and maintained in writing or as an electronic data file. It may be kept at the Company's head office or elsewhere, provided that written notice is given to the business registration authority and all shareholders. Shareholders have the right to inspect and receive copies of the shareholder list during business hours at the location where the register is kept.



3. If a shareholder changes their permanent address, they must promptly notify the Company to update the register of shareholders. The Company shall not be held responsible for any failure to communicate with a shareholder resulting from the shareholder's failure to notify a change of address.

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

1. All shares may be freely transferred unless otherwise prescribed by this Charter and the law. Shares listed or registered for trading on the Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.

2. Shares that have not been fully paid for shall not be transferred and shall not entitle the holder to related benefits such as the right to receive dividends, voting rights, the right to receive shares issued to increase share capital from owner's equity, or the right to purchase newly offered shares.

3. Unless otherwise prescribed by the Board of Directors (in accordance with the Law on Enterprises), all share transfers may be conducted via a written instrument in the usual manner or in any way the BOD may accept. Listed or registered shares must be transferred through the Stock Exchange in accordance with the regulations of the State Securities Commission and the Stock Exchange. Transfer documents must be signed by the transferor and the transferee or their authorized representatives. The transferor remains the owner of the relevant shares until the name of the transferee is entered into the register of shareholders (except where the transferor authorizes the transferee to attend a General Meeting of Shareholders occurring during that period as prescribed by the Law on Enterprises).

4. In the event that an individual shareholder dies or is declared missing by a competent state authority, the heirs or the administrators of the assets of the deceased or missing person shall be recognized by the Company as the sole person(s) entitled to the rights or benefits of the shares. However, this provision does not release the assets of the deceased or missing shareholder from any liability attached to any shares held by that person. If a shareholder dies or goes missing without an heir, or if the heir refuses or is disinherited, the shares shall be settled in accordance with civil law.

5. Shareholders have the right to give a portion or all of their shares in the Company to other individuals or organizations, or use shares to pay debts. In such cases, the individuals or organizations gifted or receiving shares as debt payment shall become shareholders of the Company.

6. In case a shareholder transfers a portion of their shares, the old share certificate shall be canceled, and the Company shall issue a new certificate recording the number of transferred shares and the remaining shares.

7. Individuals or organizations receiving shares in the cases specified in this Article only become shareholders of the Company from the time their information, as prescribed in Clause 2, Article 22 of the Law on Enterprises, is fully recorded in the register of shareholders.

#### **Article 10. Forfeiture and Payment for Share Purchase**



1. If a shareholder fails to pay the full amount for the shares purchased in full and on time, the Board of Directors shall provide notice and has the right to demand that the shareholder pay the remaining amount plus interest on that sum and any costs incurred by the Company due to the non-payment as prescribed.

2. The payment notice mentioned above must specify a new payment deadline (at least seven (07) days from the date of sending the notice) and the location of payment, and must clearly state that if payment is not made as requested, the unpaid shares will be forfeited.

3. The Board of Directors has the right to forfeit shares that are not fully paid for on time if the requirements in the aforementioned notice are not met.

4. If, after the specified period, the shareholder has not paid or has only paid a portion of the registered shares, the following shall apply:

a) Shareholders who have not paid for the total number of registered shares shall automatically cease to be shareholders of the Company and may not transfer the right to purchase those shares to others;

b) Shareholders who have only paid for a portion of the registered shares shall have voting rights, the right to receive profits, and other rights corresponding to the number of paid shares; they may not transfer the right to purchase the unpaid shares to others;

c) Unpaid shares are considered unsold shares, and the Board of Directors has the right to forfeit shares that are not fully paid for on time if the requirements in the notice specified in Clause 2 of this Article are not met and shall decide on the subsequent handling plan.

5. Forfeited shares are considered shares authorized for offering as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell, redistribute, or settle these shares for the previous owner of the forfeited shares or other parties under terms and manners deemed appropriate by the Board.

6. Shareholders holding forfeited shares due to non-payment or insufficient payment must relinquish their status as shareholders regarding those shares but must still pay all related sums plus interest (calculated at the VND demand deposit rate of the bank where the Company maintains its account) at the time of forfeiture as decided by the Board of Directors from the date of forfeiture to the date of payment. The Board of Directors has full authority to enforce payment of the total value of the shares at the time of forfeiture or may partially or fully waive such payment.

7. A notice of forfeiture shall be sent to the holder of the forfeited shares prior to the time of forfeiture. The forfeiture remains valid even in the event of an error or negligence in sending the notice.

8. Shareholders who have not paid or have not fully paid for the registered shares remain liable for the Company's financial obligations arising up to the point of forfeiture, corresponding to the total par value of the registered shares.

### **Chapter III:**

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

### **Article 11. Organizational, Governance, and Control Structure of the Company**

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

1. The General Meeting of Shareholders, which is the highest decision-making body of the Company;
2. The Board of Directors, elected by the General Meeting of Shareholders, is the management body of the Company. The BOD has full authority to act on behalf of the Company to decide and exercise the Company's rights and obligations that do not fall under the authority of the General Meeting of Shareholders;
3. The Supervisory Board, elected by the General Meeting of Shareholders to supervise the Board of Directors and the Director in the management and operation of the Company. The Supervisory Board is responsible to the General Meeting of Shareholders for the performance of its assigned tasks.
4. The Director, who is the person in charge of managing the day-to-day business operations of the Company. The Director is subject to the supervision of the Board of Directors and is responsible to the Board of Directors and the law for the exercise of assigned rights and duties.

#### **Section 1:**

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

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

1. Ordinary shareholders have the following rights:
  - a) To attend and express opinions at meetings of the General Meeting of Shareholders and to exercise voting rights directly or through an authorized representative or other forms as prescribed by the Company's Charter and the law. Each ordinary share carries one vote;
  - b) To receive dividends at the rate decided by the General Meeting of Shareholders;
  - c) To be prioritized in purchasing new shares in proportion to their respective ownership of ordinary shares in the Company;
  - d) To freely transfer their shares to others, except for cases prescribed in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises, and other relevant legal provisions;
  - d) To review, look up, and extract information regarding names and contact addresses in the list of shareholders with voting rights; to request correction of their own inaccurate information;
  - e) To review, look up, and extract or copy the Company's Charter, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;



g) In the event of the Company's dissolution or bankruptcy, to receive a portion of the remaining assets in proportion to their share ownership in the Company;

h) To request the Company to redeem shares in the cases prescribed in Article 132 of the Law on Enterprises;

i) To be treated equally. Each share of the same class entitles the owning shareholder to equal rights, obligations, and interests. In case the Company has classes of preferred shares, the rights and obligations attached to such preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

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

l) To have their lawful rights and interests protected; to request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders or the BOD as prescribed by the Law on Enterprises;

m) Other rights as prescribed by the Law and this Charter.

2. Major shareholders or a group of shareholders owning 5% or more of the total ordinary shares have the following rights:

a) To request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises.

b) To review, look up, and extract the minute book and resolutions/decisions of the BOD, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, and transactions that must be approved by the BOD and other documents, except for documents related to the Company's trade secrets or business secrets;

c) To request the Supervisory Board to inspect specific issues related to the management and operation of the Company when deemed necessary. The request must be made in writing and include: full name, contact address, nationality, legal identification number for individual shareholders; name, enterprise code or legal document number, and head office address for organizational shareholders; the number of shares and the timing of registration for each shareholder, the total number of shares of the group and the ownership percentage; the issue to be inspected and the purpose of inspection;

d) To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least three (03) working days before the opening of the meeting. The proposal must clearly state the shareholder's name, the number of each class of shares held, and the issue proposed for the agenda;

d) Other rights as prescribed by the Law on Enterprises and this Charter.

3. Shareholders or a group of shareholders owning 10% or more of the total ordinary shares have the right to nominate candidates to the Board of Directors (BOD) and the Supervisory Board (SB). The nomination process is as follows:



a) Ordinary shareholders forming a group to nominate candidates to the BOD and SB must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the BOD and SB, the shareholder or group of shareholders specified in this clause is entitled to nominate one or more persons—as decided by the General Meeting of Shareholders—as candidates for the BOD and SB. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number they are entitled to nominate under this Charter, the remaining candidates shall be nominated by the BOD, the SB, and other shareholders.

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

1. To comply with the Company's Charter and internal regulations; to abide by the decisions and resolutions of the General Meeting of Shareholders and the Board of Directors of the Company.

2. To attend meetings of the General Meeting of Shareholders and exercise voting rights through the following forms:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote at the meeting;
- c) Attending and voting via online meetings, electronic voting, or other electronic forms;
- d) Sending voting ballots to the meeting via mail, fax, or email.

3. To pay for the registered shares in full and on time as prescribed; not to withdraw contributed ordinary share capital from the Company in any form, except where the shares are redeemed by the Company or another party. In the event a shareholder withdraws part or all of the contributed share capital in violation of this clause, the members of the BOD and the legal representative of the Company shall be jointly and severally liable for the debts and other property obligations of the Company within the limit of the value of the withdrawn shares and any resulting damages.

4. To provide an accurate address when registering to purchase shares.

5. To maintain the confidentiality of information provided by the Company in accordance with the Company's Charter and the law; to use provided information only to exercise and protect their lawful rights and interests; strictly prohibited from disseminating, copying, or sending information provided by the Company to other organizations or individuals.

6. To fulfill other obligations as prescribed by law and this Charter.

7. To bear personal liability 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 undue debts when the Company faces potential financial risks.



8. Major shareholders have the obligations of a shareholder as prescribed by the Law on Enterprises and must additionally ensure compliance with the following:

a) Major shareholders must not abuse their advantage to affect the rights and interests of the Company and other shareholders in accordance with the law and the Company's Charter;

b) Major shareholders have the obligation to disclose information as prescribed by law.

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

1. The General Meeting of Shareholders is the highest competent authority of the Company and comprises all shareholders with voting rights. The Annual General Meeting of Shareholders is held once every year and must take place within four (04) months from the end of the fiscal year. The Board of Directors may extend the timeline for the Annual General Meeting of Shareholders if necessary, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold Extraordinary General Meetings of Shareholders. The meeting location 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 an appropriate location. The Annual General Meeting of Shareholders shall decide on issues prescribed by law and this Charter, particularly the approval of audited annual financial statements. In the event that the Company's audited annual financial statements contain material exceptions, adverse opinions, or a disclaimer of opinion, the Company must invite a representative of the approved auditing organization that performed the audit to attend the Annual General Meeting of Shareholders, and said representative has the responsibility to attend the meeting.

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 remaining number of members of the Board of Directors or the Supervisory Board is less than the minimum number required by law;

c) Upon request by a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises. The request for convening a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the written request may be made in multiple copies and gather enough signatures of the relevant shareholders;

d) Upon request by the Supervisory Board;

d) Other cases as prescribed by law and the Company's Charter.

4. Convening an Extraordinary General Meeting of Shareholders:



a) The Board of Directors must convene the General Meeting of Shareholders within 30 days from the date the number of remaining Board of Directors members, independent Board of Directors members, or Supervisory Board members falls below the threshold as specified in point (b) of Clause 3 of this Article, or upon receiving the request mentioned in points (c) and (d) of Clause 3 of this Article.

b) If the Board of Directors fails to convene the meeting as prescribed in point (a), Clause 4 of this Article, then within the next 30 days, the Supervisory Board shall replace the Board of Directors to convene the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises.

c) If the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in point (b), Clause 4 of this Article, the shareholder or group of shareholders specified in point (c), Clause 3 of this Article has the right to represent the Company to convene the General Meeting of Shareholders in accordance with the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the sequence and procedures for convening, conducting the meeting, and issuing General Meeting of Shareholders decisions. 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, such as accommodation and travel costs.

d) Procedures for organizing the General Meeting of Shareholders are implemented 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 classes of shares and the total number of shares of each class authorized for offering; to decide on the annual dividend rate for each class of shares;
- c) To elect, dismiss, or remove members of the Board of Directors and members of the Supervisory Board;
- d) To decide on the investment in or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statements;
- d) To decide on the amendment of or supplement to the Company's Charter;
- e) To approve the annual financial statements;
- g) To decide on the redemption of more than 10% of the total sold shares of each class;
- h) To consider and handle violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;



- i) To decide on the reorganization or dissolution of the Company;
  - k) To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
  - l) To approve the Internal Governance Regulations; the Operational Regulations of the Board of Directors and the Supervisory Board;
  - m) To approve the list of approved auditing firms; to decide on the approved auditing firm to conduct audits of the Company's activities, and to dismiss approved auditors when deemed necessary;
  - n) Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders shall discuss and approve the following matters:
- a) The annual business plan of the Company;
  - b) The audited annual financial statements;
  - c) The report of the Board of Directors on governance and the performance results of the Board of Directors and each of its members;
  - d) The report of the Supervisory Board on the Company's business results and the performance results of the Board of Directors and the Director;
  - d) The self-assessment report on the performance results of the Supervisory Board and its members;
  - e) The dividend rate for each share of each class;
  - f) The number of members of the Board of Directors and the Supervisory Board;
  - g) The election, dismissal, or removal of members of the Board of Directors and the Supervisory Board;
  - h) Decisions on the remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
  - i) Approval of the list of approved auditing firms; deciding on the approved auditing firm to conduct audits of the Company's activities when deemed necessary;
  - k) Supplements to and amendments of the Company's Charter;
  - l) The division, separation, consolidation, merger, or transformation of the Company;
  - m) The reorganization and dissolution (liquidation) of the Company and the appointment of liquidators;
  - n) Decisions on the investment in or sale of Company assets with a value equal to or greater than 35% of the total asset value recorded in the most recent financial statements;
  - o) Decisions on the redemption of more than 10% of the total sold shares of each class;
  - p) The Company's entry into contracts or transactions with entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Company recorded in the most recent financial statements;



q) Approval of 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 several articles of the Law on Securities;

r) Approval of the Internal Regulations on Company Governance, the Operational Regulations of the Board of Directors, and the Operational Regulations of the Supervisory Board;

s) Other matters as prescribed by law and this Charter.

3. All resolutions and matters included in the meeting agenda must be brought for discussion and voting at the meeting of the General Meeting of Shareholders.

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

1. Individual shareholders or authorized representatives of organizational shareholders may attend directly or authorize in writing one or more other individuals or organizations to attend the General Meeting of Shareholders. In the event an organizational shareholder does not have an authorized representative as prescribed in Clause 4 of this Article, it shall authorize another person to attend the General Meeting of Shareholders. An authorized representative does not necessarily have to be a shareholder.

2. The designation of an authorized representative must be made in writing using the Company's form and must bear signatures in accordance with the following provisions:

a) If the individual shareholder is the authorizer, the power of attorney must bear the signatures of that shareholder and the individual or the legal representative of the organization authorized to attend the meeting;

b) If the organizational shareholder is the authorizer, the power of attorney must bear the signatures of the authorized representative, the legal representative of the organizational shareholder, and the individual or the legal representative of the organization authorized to attend the meeting;

c) In other cases, the power of attorney must bear the signatures of the legal representative of the shareholder and the person authorized to attend the meeting.

The person authorized to attend the General Meeting of Shareholders must submit the written authorization during meeting registration before entering the meeting hall.

3. In case a lawyer signs the designation of a representative on behalf of the authorizer, such designation shall only be considered valid if it is presented along with the power of attorney for the lawyer or a valid copy of such power of attorney (if not previously registered with the Company).

4. Organizational shareholders have the right to appoint one or more authorized representatives to exercise their shareholder rights in accordance with the law; where more than one authorized representative is appointed, the specific number of shares and votes for each representative must be determined. The appointment, termination, or change of an authorized representative must be



notified in writing to the Company at the earliest possible time. The notice must contain the following main contents:

a) Name, permanent address, nationality, number and date of the establishment decision or the date of issuance of the Enterprise Registration Certificate of the shareholder;

b) Number of shares, class of shares, and the date of shareholder registration with the Company;

c) Full name, permanent address, nationality, number of citizen identity card, identity card, passport, or other legal personal identification of the authorized representative;

d) Number of shares for which representation is authorized;

d) Term of authorized representation;

e) Full name and signature of the authorized representative and the legal representative of the shareholder.

5. Except for the case prescribed in Clause 3 of this Article, the voting ballot of the person authorized to attend the meeting within the scope of authorization remains valid in any of the following events:

a) The authorizer has died, has restricted civil act capacity, or has lost civil act capacity;

b) The authorizer has canceled the designation of authorization;

c) The authorizer has canceled the authority of the person performing the authorization.

However, this provision shall not apply if the Company receives a written notice of one of the aforementioned cases before the opening hour of the General Meeting of Shareholders or before the meeting is reconvened.

6. In case shares are transferred during the period from the date the list of shareholders is finalized to the opening date of the General Meeting of Shareholders, the transferee has the right to attend the General Meeting of Shareholders in place of the transferor regarding the number of transferred shares.

7. An authorized representative must satisfy the following standards and conditions:

a) Having full civil act capacity;

b) Not being subject to a ban on establishing and managing enterprises;

c) For shareholders that are state-owned enterprises as prescribed in Clause 1, Article 88 of the Law on Enterprises, they shall not appoint: spouse, biological parents, adoptive parents, parents-in-law, biological children, adopted children, sons-in-law, daughters-in-law, biological siblings, brothers-in-law, or sisters-in-law of the manager and of the person authorized to appoint the manager of the Company to serve as an authorized representative at the Company.

8. The responsibilities of an authorized representative of an organization or individual shall be performed in accordance with the law, the Charter, and the Management Regulations of the organization appointing the representative, or as required by the authorizing individual.



9. A shareholder is considered to have attended and voted at a General Meeting of Shareholders in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote at the meeting;
- c) Attending and voting via online conference, electronic voting, or other electronic forms;
- d) Sending voting ballots to the meeting via mail, fax, or email.

#### **Article 17. Change of Rights**

1. Any change or cancellation of special rights attached to a class of preferred shares shall take effect when approved by shareholders representing at least 65% of the total votes of all attending shareholders. A resolution of the General Meeting of Shareholders containing content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be adopted if it is approved by the attending preferred shareholders of that same class who own at least 75% of the total preferred shares of that class, or approved by preferred shareholders of that same class owning at least 75% of the total preferred shares of that class in the case such resolution is adopted in the form of collecting written opinions.

2. The organization of a meeting for shareholders holding a specific class of preferred shares to approve the change of rights as mentioned in Clause 1 of this Article shall only be valid if there are at least two (02) shareholders (or their authorized representatives) present, holding at least one-third (1/3) of the par value of the issued shares of that class. In the event that there is an insufficient number of delegates as mentioned above, the meeting shall be reorganized within the following thirty (30) days, and the holders of shares of that class (regardless of the number of persons and shares) present in person or through authorized representatives shall be considered a sufficient quorum. At the meetings of preferred shareholders mentioned above, holders of such shares present in person or through representatives 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 and Article 20 of this Charter.

4. Unless the terms of share issuance provide otherwise, 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 deemed changed when the Company issues additional shares of the same class.

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

1. The Company must fully comply with the sequence and procedures for convening the General Meeting of Shareholders in accordance with the provisions of the law, this Charter, and the internal regulations of the Company. The Company is responsible for disclosing information regarding the establishment of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date. Procedures for authorization and the



preparation of power of attorney for shareholders are prescribed in the Internal Regulations on Company Governance.

2. The Board of Directors shall convene the General Meeting of Shareholders, or the meeting shall be convened in the cases prescribed in point b or point c, Clause 4, Article 14 of this Charter.

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

a) Prepare a list of shareholders eligible to participate and vote at the meeting. The list of shareholders entitled to attend the meeting shall be established no more than 10 days before the date of sending the invitation; the Company must disclose information about the establishment of this list at least 20 days before the final registration date;

b) Prepare the agenda and content of the meeting;

c) Prepare meeting documents in accordance with the law and the Company's regulations;

d) Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting;

e) Determine the time and location for organizing the meeting;

g) Notify and send meeting notices to all shareholders entitled to attend;

h) Perform other tasks to serve the General Meeting of Shareholders.

4. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a guaranteed method and simultaneously published on the website of the Company, the State Securities Commission, and the Stock Exchange. The person convening the meeting must send the invitation notice to all shareholders in the list of shareholders entitled to attend at least twenty-one (21) days before the meeting date (calculated from the date the notice is validly sent or dispatched, with postage paid or placed in a mailbox). The agenda and documents related to matters to be voted on shall be sent to shareholders and/or posted on the Company's website. In case documents are not attached to the notice, the invitation must clearly state the instructions to access the full set of meeting documents, including:

a) Meeting agenda and documents used in the meeting;

b) List and detailed information of candidates in case of electing members of the Board of Directors or members of the Supervisory Board;

c) Voting ballots;

d) Draft resolutions for each issue on the agenda;

đ) Form for designating an authorized representative to attend the meeting.

5. Shareholders or groups of shareholders mentioned in Clause 2, Article 12 of this Charter have the right to propose issues to be included in the agenda. The proposal must be made in writing and sent to the Company at least 3 working days before the opening date of the meeting. The proposal must include the shareholder's name, address, nationality, identification numbers, the number and class of shares held, and the content proposed for the agenda.



6. If the person convening the meeting refuses a proposal related to Clause 5 of this Article, they must respond in writing and state the reasons at least 02 working days before the opening date. Refusal is only permitted in the following cases:

- a) The proposal is not sent in accordance with Clause 5 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the ordinary shares as prescribed;
- c) The proposed issue does not fall within the scope or authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and this Charter.

7. The person convening the meeting must accept and include the valid proposal in the tentative agenda and meeting content, except for cases in Clause 6. The proposal will be officially added to the agenda if approved by the General Meeting of Shareholders.

8. The Board of Directors or the person authorized to convene the meeting must prepare draft resolutions for each issue in the meeting agenda.

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

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

2. In the event that the first meeting does not have the required number of delegates as prescribed in Clause 1 of this Article, the person convening the meeting shall cancel it within thirty (30) minutes from the scheduled opening time. The General Meeting of Shareholders must be convened for a second time within thirty (30) days from the intended date of the first meeting. The reconvened second meeting shall only be conducted when the attending members, including shareholders and authorized representatives, represent at least 33% of the total voting shares.

3. In the event that the second meeting cannot be conducted due to an insufficient number of delegates as prescribed in Clause 2 of this Article, then within thirty (30) minutes from the scheduled opening time of the second meeting, a third meeting shall be convened within twenty (20) days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the number of attending shareholders or authorized representatives and shall be considered valid with the authority to decide on all matters intended to be approved at the first meeting.

4. Only the General Meeting of Shareholders has the right to change the meeting agenda that was sent with the invitation notice in accordance with Clause 3, Article 18 of this Charter.

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



1. Before opening the meeting, the Company must conduct shareholder registration procedures and continue registration until all shareholders entitled to attend and present have been registered according to the following sequence:

a) Upon registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card, which records the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes held by that shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by "for" (approval), "against" (disapproval), or "abstention" (no opinion). At the Meeting, cards in favor of a resolution are collected first, cards against are collected second, and finally, the total number of votes for or against is counted to reach a decision. The results of the vote count shall be announced by the Chairperson immediately before the closing of the meeting. The Meeting shall elect persons responsible for counting votes or supervising the vote count based on the Chairperson's proposal. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson;

b) Shareholders or authorized representatives of organizational shareholders who arrive after the meeting has opened have the right to register immediately and subsequently participate and vote at the meeting. The Chairperson is not responsible for stopping the meeting for latecomers to register, and the validity of matters previously voted on shall remain unchanged.

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

a) The Chairperson of the Board of Directors shall serve as the Chairperson or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In the event the Chairperson is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one among them to be the Chairperson based on a majority principle. If a Chairperson cannot be elected, the Head of the Supervisory Board shall manage the meeting so the General Meeting of Shareholders can elect a Chairperson from among the attendees, and the person with the highest number of votes shall serve as the Chairperson;

b) Except for cases specified in point (a) of this clause, the person who signed to convene the General Meeting of Shareholders shall manage the meeting for the General Meeting of Shareholders to elect a Chairperson, and the person with the highest number of votes shall serve as the Chairperson;

c) The Chairperson shall appoint one or several persons to act as the meeting secretary;

d) The General Meeting of Shareholders shall elect one or several persons to the vote-counting committee based on the proposal of the Chairperson.

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



4. The Chairperson has the right to implement necessary and reasonable measures to manage the General Meeting of Shareholders in an orderly manner, consistent with the approved agenda, and reflecting the wishes of the majority of attendees:

- a) Arrange seating at the meeting venue;
- b) Ensure safety for everyone present at the meeting locations;
- c) Create conditions for shareholders to attend (or continue to attend) the meeting.

The person convening the meeting has full authority to change the above measures and apply all necessary measures. These may include the issuance of entry permits or other selective forms.

5. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by "for," "against," or "abstention." The results shall be announced by the Chairperson immediately before the closing of the meeting.

6. Shareholders or authorized representatives arriving late are still registered and have the right to vote immediately after registration; in such cases, the validity of matters previously voted on remains unchanged.

7. The person convening the meeting or the Chairperson of the General Meeting of Shareholders has the following rights:

- a) Require all attendees to undergo inspection or other legal and reasonable security measures;
- b) Request competent authorities to maintain order at the meeting; expel those who do not comply with the Chairperson's direction, intentionally cause disorder, hinder the normal progress of the meeting, or fail to comply with security inspection requirements from the General Meeting of Shareholders.

8. The Chairperson has the right to adjourn a General Meeting of Shareholders that already has a sufficient quorum for no more than 03 working days from the intended opening date and may only adjourn or change the meeting location in the following cases:

- a) The meeting venue does not have enough convenient seating for all attendees;
- b) Communication facilities at the venue do not ensure shareholders can participate, discuss, and vote;
- c) There are attendees who obstruct or cause disorder, posing a risk that the meeting will not be conducted fairly and legally.

9. In the event the Chairperson adjourns or suspends the General Meeting of Shareholders contrary to the provisions in Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson in managing the meeting until its conclusion; all resolutions approved at that meeting shall be valid for implementation.

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 ballots 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.

**Article 21. Adoption of Resolutions of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall adopt decisions within its authority by way of voting at meetings or by collecting written opinions.

2. Resolutions of the General Meeting of Shareholders on the following matters must be adopted by way of voting at a meeting:

- a) Amendments or supplements to the contents of the Company's Charter;
- b) Development orientation of the Company (short-term and long-term development plans);
- c) Classes of shares and the total number of shares of each class;
- d) Election, dismissal, or removal of members of the Board of Directors and the Supervisory Board;
- d) Decisions on investments in, sales of Company assets, or purchase transactions conducted by the Company with a value of 35% or more of the total asset value recorded in the Company's most recent audited financial statements;
- e) Decisions on capital contributions or purchases of shares in other enterprises with a total value of 35% or more of the total asset value recorded in the Company's most recent audited financial statements;
- g) Approval of the audited annual financial statements;
- h) Reorganization, dissolution, or bankruptcy of the Company.

3. Resolutions on the following contents shall be adopted when approved by 65% or more of the total votes of shareholders with voting rights present in person or through authorized representatives at the General Meeting of Shareholders:

- a) Classes of shares and the total number of shares of each class authorized for offering;
- b) Changes in business lines and sectors;
- c) Changes to the Company's management and operational organizational model as prescribed in Article 137 of the Law on Enterprises;
- d) Decisions on investments in, sales of Company assets, or purchase transactions conducted by the Company or its branches with a value of 35% or more of the total asset value recorded in the Company's most recent audited financial statements;
- d) Decisions on capital contributions or purchases of shares in other enterprises with a total value of 35% or more of the total asset value recorded in the Company's most recent audited financial statements;
- e) Reorganization, dissolution, or bankruptcy of the Company;
- g) Amendments or supplements to the contents of the Company's Charter.

4. Resolutions on other matters within the authority of the General Meeting of Shareholders (except for those specified in Clause 3, Clause 5, and Clause 7 of this Article) shall be adopted when approved by more than 50% of the total votes



of shareholders with voting rights present in person or through authorized representatives at the General Meeting of Shareholders.

5. The election of members of the Board of Directors and the Supervisory Board shall be conducted by cumulative voting as prescribed in Article 42 of this Charter.

6. Resolutions and decisions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the meeting within fifteen days from the date of adoption, or posted on the Company's website.

7. A resolution of the General Meeting of Shareholders containing content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be adopted if it is approved by the attending preferred shareholders of the same class who own at least 75% of the total preferred shares of that class, or approved by preferred shareholders of the same class owning at least 75% of the total preferred shares of that class in the case such resolution is adopted by collecting written opinions.

8. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares are lawful and effective even if the sequence and procedures for adopting such resolutions were not conducted correctly as prescribed.

**Article 22. Authority and Procedures for Collecting Written Opinions of Shareholders to Adopt Resolutions of the General Meeting of Shareholders**

1. The Board of Directors has the right to collect written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders at any time if deemed necessary for the interests of the Company (except for the contents specified in Clause 2, Article 21 of this Charter, which must be approved by voting at a meeting). In the case of adopting a decision via written opinions, a resolution of the General Meeting of Shareholders shall be adopted if it is approved by shareholders owning more than 50% of the total votes of all shareholders with voting rights.

2. The Board of Directors must prepare the opinion forms, draft resolutions of the General Meeting of Shareholders, and documents explaining the draft resolutions. The opinion form, along with the draft resolution and explanatory documents, must be sent by a guaranteed method to the permanent address of each shareholder. The Board of Directors must ensure that the documents are sent and disclosed to shareholders within a reasonable time for consideration and voting, and at least fifteen (15) days before the deadline for receiving the opinion forms. The requirements and methods for sending opinion forms and attached documents shall comply with Clause 4, Article 18 of this Charter.

3. The opinion form must contain the following primary contents:

a) Name, head office address, enterprise code, date of issuance of the Enterprise Registration Certificate, and place of business registration of the Company;

b) Purpose of collecting opinions;

c) Full name, contact address, nationality, and legal identification number for individual shareholders; name, enterprise code or legal identification number,



and head office address for organizational shareholders (or the identification details of their authorized representatives); the number of shares of each class and the number of votes held by the shareholder;

- d) Issues requiring opinions to adopt a decision;
- d) Voting options, including "for," "against," and "abstention" for each issue;
- e) Deadline for returning the completed opinion form to the Company;
- g) Full name and signature of the Chairperson of the Board of Directors;
- h) The returned opinion form must bear the signature of the individual shareholder or the authorized representative/legal representative of the organizational shareholder.

4. Shareholders may return their opinion forms to the Company via mail, fax, or email as follows:

- a) Via Mail: The opinion form must be placed in a sealed envelope, and no one is permitted to open it before the vote counting;
- b) Via Fax or Email: Opinion forms sent via fax or email must be kept confidential until the time of vote counting;
- c) Opinion forms sent after the specified deadline, or those sent by mail that have been opened, or those sent via fax/email that have been disclosed, shall be considered invalid. Forms that are not returned shall be considered as non-participation in the voting.

5. The Board of Directors shall organize the vote counting and prepare a vote-counting minutes under the supervision of the Supervisory Board or a shareholder who does not hold a management position in the Company. The minutes must include:

- a) Name, head office address, enterprise code, date of issuance of the Enterprise Registration Certificate, and place of registration;
- b) Purpose and issues requiring opinions;
- c) Number of shareholders with the total number of votes participated, distinguishing between valid and invalid votes and the method of delivery, accompanied by an appendix listing the participating shareholders;
- d) Total number of votes "for," "against," and "abstentions" for each issue;
- d) Issues that have been adopted and the corresponding approval ratio;
- e) Full names and signatures of the Chairperson of the Board of Directors, the vote counters, and the supervisors.

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

6. The vote-counting minutes and the resolution must be published on the Company's website within 24 hours from the completion of the vote counting.

7. Returned opinion forms, vote-counting minutes, the full text of adopted resolutions, and related documents must be archived at the Company's head office.



8. Resolutions and decisions adopted through the collection of written opinions have the same validity as those adopted at a meeting of the General Meeting of Shareholders.

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

1. Meetings of the General Meeting of Shareholders must be recorded in the minutes and may also be tape-recorded or recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, containing the following primary contents:

- a) Name, head office address, and enterprise code;
- b) Time and location of the General Meeting of Shareholders;
- c) Meeting agenda and content;
- d) Full names of the Chairperson and the Secretary;
- đ) A summary of the meeting's proceedings and opinions expressed at the General Meeting of Shareholders regarding each issue on the agenda;
- e) The number of shareholders and the total number of votes of attending shareholders; an appendix listing registered shareholders and representatives present with their corresponding shares and votes;
- g) Total number of votes for each matter, clearly stating the voting method, the total number of valid and invalid votes, and the number of votes "for," "against," and "abstentions"; and the corresponding percentage of the total votes of attending shareholders;
- h) Issues that have been adopted and the corresponding approval ratio;
- i) Full names and signatures of the Chairperson and the Secretary. In the event the Chairperson or Secretary refuses to sign the minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and containing all required contents as specified in this clause. The minutes must clearly state the refusal of the Chairperson or Secretary to sign.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The Chairperson, the Secretary, or any other person signing the minutes shall be jointly liable for the truthfulness and accuracy of its content.

3. Minutes prepared in Vietnamese and a foreign language shall have equal legal validity. In case of any discrepancy between the Vietnamese and the foreign language versions, the Vietnamese version shall prevail.

4. Resolutions, minutes of the General Meeting of Shareholders, the appendix of the registered shareholder list with signatures, powers of attorney, all documents attached to the minutes (if any), and documents accompanying the meeting invitation must be disclosed in accordance with the law on information disclosure in the securities market and must be archived at the Company's head office.

**Article 24. Request to Annul Resolutions of the General Meeting of Shareholders**



1. Within 90 days from the date of receiving the minutes of the General Meeting of Shareholders or the minutes of the results of collecting written opinions from shareholders, any member of the Board of Directors, member of the Supervisory Board, the Director, or any shareholder or group of shareholders as specified in Clause 2, Article 12 of this Charter has the right to request a Court or Arbitration to consider and annul a resolution or part of a resolution of the General Meeting of Shareholders in the following cases:

a. The sequence and procedures for convening the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company's Charter, except for the case specified in Clause 8, Article 21 of this Charter.

b. The sequence, procedures for issuing the resolution, or the content of the resolution violate the law or the Company's Charter.

2. In the event that a resolution of the General Meeting of Shareholders is annulled by a decision of a Court or Arbitration, the person who convened the annulled meeting may consider reorganizing the General Meeting of Shareholders within fifteen (15) days in accordance with the sequence and procedures prescribed by the Law on Enterprises and this Charter.

## **Section 2: BOARD OF DIRECTORS**

### **Article 25. Candidacy and Nomination of Members of the Board of Directors**

1. In the event that candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can research these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, prudently, and for the best interests of the Company if elected. The disclosed information related to candidates includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Working history;
- d) Other management positions (including positions on the Board of Directors of other companies);
- đ) Interests related to the Company and the Company's related parties;
- e) Other information (if any) as prescribed in the Company's Charter;
- g) As a public company, the Company is responsible for disclosing information about other companies where the candidate holds a position as a member of the Board of Directors or other management positions, and any interests of the candidate related to the Company (if any).



## 2. Introduction and Nomination to the Board of Directors:

Shareholders have the right to aggregate their voting rights to nominate candidates to the Board of Directors. 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 50% may nominate up to two (02) candidates; from 50% to less than 65% may nominate up to three (03) candidates; and from 65% 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 candidacy is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations in accordance with the Charter, the Internal Regulations on Company Governance, and the Operational Regulations of the Board of Directors. The introduction 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 law.

4. Members of the Board of Directors must satisfy the standards and conditions prescribed in Clause 1 and Clause 2, Article 155 of the Law on Enterprises.

## **Article 26. Number, Composition, Term of Office, and Candidacy/Nomination of Members of the Board of Directors**

1. The number of members of the Board of Directors is five (05) persons, elected and dismissed by the General Meeting of Shareholders.

2. The term of office of the Board of Directors is 05 years. The term of office of each member of the Board of Directors shall not exceed 05 years; members 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 for no more than 02 consecutive terms. In the event a member is elected to supplement or replace a member who has been dismissed or removed during a term, the term of office for that new member shall be the remaining duration of the Board of Directors' term. A member of the Board of Directors is not required to be a shareholder of the Company.

3. The Board of Directors of the most recent term shall continue its activities until the new Board of Directors is elected and takes over the work.

4. The composition of the Board of Directors must include at least one (01) independent member and ensure a balance between members with knowledge and experience in law, finance, and the Company's business fields, while considering gender diversity.

5. A member of the Board of Directors shall lose their status as a member in the following cases:

a) No longer satisfying the criteria to be a member of the Board of Directors as prescribed by the Law on Enterprises or being prohibited by law from serving as a member;

b) Submitting a written resignation letter to the Company's head office;

c) Losing or having restricted civil act capacity;



d) Being absent and not attending meetings of the Board of Directors for 06 consecutive months without permission from the Board of Directors, and the Board of Directors rules that the position is vacant, except in cases of force majeure;

d) Being removed or dismissed by a resolution of the General Meeting of Shareholders;

e) No longer serving as the authorized representative of an organizational shareholder by decision of that organization;

g) Serving as the authorized representative of an organizational shareholder, but that organization is no longer a shareholder of the Company;

h) By decision of the General Meeting of Shareholders;

i) Providing false personal information when applying as a candidate for the Board of Directors;

k) Other cases as prescribed by law.

6. The Board of Directors may appoint a new member to fill a sudden vacancy, and this appointment must be approved at the next General Meeting of Shareholders. Upon approval, the appointment is considered effective from the date originally designated by the Board of Directors. The term of the new member starts from the effective date of appointment until the end of the current term of the Board of Directors. If the new member is not approved by the General Meeting of Shareholders, all decisions of the Board of Directors made with the participation of that replacement member prior to the meeting shall still be considered valid.

7. The appointment of members of the Board of Directors must be disclosed in accordance with the law on securities and the stock market.

#### **Article 27. Rights and Obligations of the Board of Directors**

1. The business activities and affairs of the Company shall be subject to the supervision or direction of the Board of Directors. The Board of Directors is the management body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those belonging to the authority of the General Meeting of Shareholders.

2. The Board of Directors is responsible for supervising and directing the Director and other management and executive officers in the management and operation of the Company's daily business affairs.

3. The rights and obligations of the Board of Directors are prescribed by law, the Charter, internal regulations of the Company, and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and duties:

a) Determining operational objectives based on the strategic goals approved by the General Meeting of Shareholders;

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

c) Electing, dismissing, or removing the Chairperson of the Board of Directors; appointing, dismissing, removing from office, signing contracts, terminating contracts, rewarding, disciplining, retiring, and deciding on the salary, remuneration, bonuses, and other benefits for the Director of the Company and



other management and executive positions based on the Company's Management Regulations and upon the proposal of the Director; deciding on the appointment of representatives to exercise ownership rights over shares or contributed capital in other companies, along with the remuneration and other benefits of such persons. However, the dismissal of management and executive officers of the Company must not violate the contractual rights of the persons being dismissed (if any).

d) Decide on capital contribution to or purchase of shares in other enterprises with a total value of capital contribution and share purchase below 35% of the total asset value of the Company as recorded in the most recent audited financial statements, upon the recommendation of the Company's Director;

đ) Decide on the organizational structure and internal management regulations of the Company; decide on the establishment of subsidiaries, branches and representative offices of the Company. Propose the reorganization, division, separation, merger, consolidation, dissolution or bankruptcy petition of the Company; propose the Company's Internal Governance Regulations for approval by the General Meeting of Shareholders within its authority. Decide on the reorganization, division, separation, merger, consolidation, dissolution of the Company; decide on the Company's internal governance regulations after approval by the General Meeting of Shareholders;

e) Handle the Company's complaints against managers and executives and decide on selecting the Company's representative to handle matters relating to legal proceedings against such managers and executives;

g) Propose the types of shares that may be issued and the total number of shares to be issued by type; Decide on the offering of new shares within the authorized offering limit for each type; decide on raising additional capital in other forms; Decide on the schedule for raising the Company's charter capital; Decide on share repurchases as specified in Clauses 1 and 2 of Article 133 of the Enterprise Law;

h) Propose the issuance of bonds, convertible bonds and warrants allowing holders to purchase shares at a predetermined price; Decide on the offering price of bonds, shares and convertible securities where authorized by the General Meeting of Shareholders;

i) Propose the annual dividend level and determine the interim dividend; organize dividend payments; decide on the timeline and procedures for dividend payment or handling of business losses;

k) Decide on investment plans and investment projects within the authority and limits prescribed by this Charter and the Enterprise Law;

l) Decide on market development solutions, marketing and technology;

m) Approve contracts and transactions entered into between the Company and subjects specified in Clause 1, Article 167 of the Enterprise Law with a value of less than 35% of the total asset value of the Company as recorded in the most recently audited financial statements, except for contracts and transactions falling within the authority of the General Meeting of Shareholders. The Company's representative signing the contract must notify Board of Directors members and the Supervisory Board about related parties to such contract or transaction, together



with the draft contract or principal content of the transaction. The Board of Directors shall decide on approval or the transaction within 15 days from the date of receipt of the notification; Board of Directors members with related interests shall not have voting rights;

n) Approve purchase, sale, borrowing, lending and other contracts with a value equal to or greater than 35% of the total asset value as recorded in the Company's most recently audited financial statements. This provision does not apply to contracts and transactions specified in Point s, Clause 2, Article 15 of this Charter, Clauses 1 and 3 of Article 167 of the Enterprise Law;

o) Decide on investment in or sale of Company assets with a value of less than 35% of the total asset value of the Company as recorded in the most recently audited financial statements;

p) Decide on borrowing, lending and asset sale contracts with a value equal to or less than 10% of the total asset value of the Company as recorded in the most recent financial statements between the Company and shareholders holding 51% or more of the total voting shares, or related persons of such shareholders;

q) Approve the agenda and content of materials for the General Meeting of Shareholders; convene or solicit written opinions for resolutions to be approved by the General Meeting of Shareholders;

r) Submit annual audited financial settlement reports to the General Meeting of Shareholders;

s) Report to the General Meeting of Shareholders on the Board of Directors' appointment of the Director;

t) Be provided with information and documents on the financial situation and business operations of the Company and of its units (if any);

u) Other rights and obligations as prescribed.

4. The following matters must be approved by the Board of Directors:

a) Establishment of branches or representative offices of the Company; establishment of the Company's subsidiaries;

b) Within the scope provided in Clause 2, Article 153 of the Enterprise Law and except for cases specified in Point d, Clause 2, Article 138, Clauses 1 and 3 of Article 167 of the Enterprise Law which must be approved by the General Meeting of Shareholders, the Board of Directors may, from time to time, decide on the performance, amendment and cancellation of the Company's contracts;

c) Appointment and dismissal of persons entrusted by the Company to serve as its trade representatives and legal counsel;

d) Borrowing and execution of mortgages, security, guarantees and indemnities of the Company;

đ) Investments not included in the business plan and budget or exceeding the planned value; or investments exceeding 10% of the annual business plan and budget value;

e) The purchase or sale of shares or capital contributions of the Company as specified in Point d, Clause 3 of this Article and Point n, Clause 2, Article 15 in other companies established in Vietnam or abroad;



g) Valuation of non-monetary assets contributed to the Company in connection with the issuance of the Company's shares or bonds, including gold, land use rights, intellectual property rights, technology and know-how;

h) The Company's repurchase or redemption of no more than 10% of shares by type, including the purchase or redemption price;

i) Business matters or transactions that the Board of Directors determines require approval of Board of Directors members within their authority and responsibilities;

k) Decide on the repurchase or redemption price of shares or the selling price of the Company's shares.

5. The Board of Directors must report to the General Meeting of Shareholders on the Board of Directors' performance as specified in Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law.

6. The Board of Directors may delegate authority to subordinate officers and managers and executives to handle matters on behalf of the Company, unless otherwise provided by law.

7. The Board of Directors shall adopt decisions by voting at meetings, written consultations or other forms specified in the Board of Directors' operating regulations. Each Board of Directors member has one vote.

8. In performing its functions and duties, the Board of Directors shall comply with applicable law, the Company's Charter and decisions of the General Meeting of Shareholders. Where a decision passed by the Board of Directors is contrary to applicable law or the Company's Charter and causes damage to the Company, the members who approved such decision shall be jointly and severally personally liable for that decision and shall compensate the Company for losses; members who opposed the passing of the decision shall be exempt from liability. In such cases, shareholders of the Company have the right to request the Court to suspend or annul the resolution or decision in question.

#### **Article 28. Remuneration, salaries and other benefits of Board of Directors members**

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

2. Board of Directors members are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to fulfil the duties of a Board of Directors member and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member on the basis of unanimous agreement. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

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



4. Board of Directors members holding executive positions or Board of Directors members serving on the Board's subcommittees or performing other work beyond the ordinary duties of a Board of Directors member may receive additional remuneration in the form of a lump sum, salary, commission, profit percentage or other form at the discretion of the Board of Directors.

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

6. Board of Directors members may be covered by liability insurance purchased by the Company upon approval by the General Meeting of Shareholders. Such insurance shall not cover Board of Directors members' liabilities relating to violations of law and the Company's Charter.

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

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

2. The Chairman of the Board of Directors shall not concurrently hold the position of Company Director.

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

- a) Develop work programs and plans for the Board of Directors;
- b) Prepare the agenda, content and materials for meetings; convene, preside over and chair Board of Directors meetings;
- c) Organize the adoption of Resolutions and decisions of the Board of Directors;
- d) Monitor the implementation process of Resolutions and decisions of the Board of Directors;
- đ) Chair the General Meeting of Shareholders;
- e) Other rights and obligations as prescribed by the Enterprise Law.

4. In the event 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 receipt of the resignation letter or notice of dismissal or removal.

5. In the event 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. In the event there is no authorized person, or the Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory drug rehabilitation facility or compulsory educational facility, has absconded from his/her residence, has limited or lost civil legal capacity, has cognitive difficulties or difficulties in controlling behavior, or is prohibited by the Court from holding office or practicing a certain profession or performing certain work, the remaining members shall elect one of their number to



serve as Chairman of the Board of Directors by a majority vote of the remaining members, until a new decision of the Board of Directors is made.

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

**1. Meeting to elect the Chairman of the Board of Directors.**

The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of the conclusion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. Where more than one member has the same highest number or percentage of votes, the members shall vote by majority to select one among them to convene the Board of Directors meeting.

**2. Regular meetings.**

The Board of Directors shall meet at least once per quarter.

**3. Extraordinary meetings.**

The Chairman of the Board of Directors must convene an extraordinary Board of Directors meeting when he/she deems it necessary for the Company's benefit, without undue delay, when any of the following parties submits a written request stating the purpose of the meeting and the matters to be discussed:

- a) Upon request of the Supervisory Board or independent Board of Directors members;
- b) Upon request of the Director or at least 05 other executives;
- c) Upon request of at least 02 Board of Directors members;
- d) Other circumstances as specified by the Company's Charter.

The request must be made in writing, clearly stating the purpose and matters to be discussed and decided upon within the Board of Directors' authority.

4. Board of Directors meetings referred to in Clause 3 of this Article must be convened by the Chairman of the Board of Directors within 07 days after the meeting proposal is received. If the Chairman of the Board of Directors does not agree to convene the meeting as requested, the Chairman shall be held responsible for any damages to the Company; the persons proposing the meeting referred to in Clause 3 of this Article may convene the Board of Directors meeting themselves.

5. Where the approved statutory auditor requests an audit of the Company's financial statements, the Chairman of the Board of Directors must convene a Board of Directors meeting to discuss the audit report and the Company's situation.

**6. Meeting venue.**

Board of Directors meetings shall be held at the Company's head office or at another location in Vietnam as decided by the Chairman of the Board of Directors and agreed upon by the Board of Directors.

**7. Notice and agenda.**

a) Notice of a Board of Directors meeting must be sent to Board of Directors members and Supervisors at least three (03) working days before the meeting date, and may also be sent to the Company Director who is not a Board of Directors member; Board of Directors members may decline the meeting invitation in



writing and such declination may be changed or cancelled in writing by that Board of Directors member. The Board of Directors meeting notice must be in Vietnamese in writing and must fully state the agenda, time and venue of the meeting, together with necessary materials on matters to be discussed and voted on at the Board of Directors meeting and voting ballots for Board of Directors members.

b) Meeting notices shall be sent by written invitation, telephone, fax, email or other means, provided that they reach the registered contact address of each Board of Directors member and Supervisor at the Company.

#### 8. Minimum number of attending members.

a) A Board of Directors meeting pursuant to the first convening notice shall be held when three-quarters (3/4) or more of all members are present in person or through representatives (authorized persons), if approved by a majority of Board of Directors members.

b) Where a meeting convened as provided in Point a, Clause 8 of this Article does not have the required number of attending members, the meeting must be reconvened within seven (07) days from the originally scheduled date. In such case, the meeting may be held if more than one half (1/2) of the Board of Directors members are present;

c) If such a quorum is not available, the Board of Directors meeting shall be rescheduled for the next business day at the same location and time, at which point the Board of Directors meeting shall always be valid regardless of the number of members in attendance.

#### 9. Voting.

a) Except as provided in Point b, Clause 9 of this Article, each Board of Directors member or directly authorized representative personally present at a Board of Directors meeting shall have one (01) vote;

b) Board of Directors members shall not vote on contracts, transactions or proposals in which that member or a person related to that member has an interest that conflicts or may conflict with the Company's interests. A Board of Directors member shall not be counted toward the minimum quorum required to hold a Board of Directors meeting on decisions for which that member does not have voting rights;

c) As provided in Point d, Clause 9 of this Article, where a question arises at a Board of Directors meeting concerning the extent of a Board of Directors member's interest or regarding voting rights of a member, and such question is not resolved by that member's voluntary waiver of voting rights, the question shall be referred to the chairperson of the meeting and the chairperson's ruling with respect to all other Board of Directors members shall be final, unless the nature or extent of the relevant Board of Directors member's interest has not been sufficiently disclosed;

d) A Board of Directors member who benefits from a contract as specified in Points a and b of Clause 5, Article 44 shall be deemed to have a material interest in that contract.



đ) Supervisors and the Company Director who are not Board of Directors members have the right to attend Board of Directors meetings and the right to discuss but not to vote.

#### 10. Disclosure of interests.

A Board of Directors member who is directly or indirectly entitled to benefit from a contract or transaction that has been or is intended to be entered into with the Company, and who is aware of having an interest therein, shall disclose such interest at the first Board of Directors meeting discussing and reviewing the matter of entering into such contract or transaction. Where a Board of Directors member does not know that he/she and related persons have an interest at the time the contract or transaction is entered into with the Company, that Board of Directors member must disclose the related interests at the first Board of Directors meeting convened after the member becomes aware that he/she has or will have an interest in the relevant transaction or contract.

#### 11. Majority voting.

A decision of the Board of Directors shall be adopted if approved by a majority (over 50%) of the members present. Where the number of votes in favor and against are equal, the final decision shall rest with the Chairman of the Board of Directors.

#### 12. Voting by absent members.

Members who are not personally present at the meeting have the right to vote through written ballot, electronic ballot or other electronic means. Written ballots must be placed in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than one hour before the meeting commences. Ballots may only be opened in the presence of all meeting attendees.

#### 13. Online meetings or other forms.

Board of Directors meetings may be held in the form of online conferences among Board of Directors members when all or some members are at different locations, provided that each participating member is able to:

a) Hear each other Board of Directors member participating in the meeting speak;

b) Speak simultaneously to all other participating members. Discussion and communication between members may be conducted directly by telephone or other telecommunications means (including use of such means at the time this Charter is adopted or thereafter) or any combination of such means. Under this Charter, a Board of Directors member participating in such a meeting is deemed to be "present" at that meeting. The venue of a meeting organized under this provision is the location where the largest group of Board of Directors members is gathered, or if there is no such group, the location where the meeting chairperson is present.

Decisions adopted at an online meeting duly organized and conducted shall take effect immediately upon conclusion of the meeting but must be confirmed by the signatures of all participating Board of Directors members in the meeting minutes.

#### 14. Written resolutions.



Resolutions adopted by written consultation shall be passed on the basis of approval by a majority of Board of Directors members entitled to vote. Such resolutions are as valid and effective as resolutions adopted by Board of Directors members at a duly convened and organized meeting.

15. Board of Directors meeting minutes.

The Chairman of the Board of Directors is responsible for sending meeting minutes to members, and such minutes shall be treated as authentic evidence of the business conducted at those meetings unless an objection to the content of the minutes is raised within ten (10) days from the date of dispatch. Board of Directors meeting minutes shall be prepared in Vietnamese and may also be prepared in English, containing the principal contents as required by Article 158 of the Enterprise Law, and must be signed by all participating Board of Directors members and the person taking minutes. Board of Directors meetings may be audio-recorded, or recorded and stored in other electronic forms.

16. Persons invited to attend as observers.

The Corporate Governance Officer (Secretary), the Chief Executive Officer, Supervisors, other executives (if not Board of Directors members) and third-party experts may attend Board of Directors meetings upon invitation by the Board of Directors but shall not vote unless they have the right to vote as Board of Directors members in their own right.

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

a) The Board of Directors may establish subordinate subcommittees responsible for development policy, personnel, remuneration and internal control. Subcommittee members shall number at least three (03) persons, comprising Board of Directors members and external members as decided by the Board of Directors. Independent/non-executive Board of Directors members shall constitute a majority on the subcommittee and one of these members shall be appointed as Head of the Subcommittee by decision of the Board of Directors. The activities of the subcommittee must comply with the Board of Directors' regulations. Resolutions of the subcommittee shall only take effect when a majority of participating members who vote to approve at the subcommittee meeting are Board of Directors members.

b) The execution of Board of Directors decisions, or of decisions of its subordinate subcommittees, must be in compliance with applicable law and the provisions of the Company's Charter and the Company's Internal Governance Regulations.

**Article 32. Corporate Governance Officer**

1. The Board of Directors shall appoint at least one (01) person as Corporate Governance Officer to support the effective conduct of the Company's corporate governance activities. The Corporate Governance Officer shall concurrently serve as Company Secretary pursuant to Clause 5, Article 156 of the Enterprise Law. The term of the Corporate Governance Officer shall be determined by the Board of Directors, with a maximum of five (05) years.

2. The Corporate Governance Officer must meet the following standards:

a) Have knowledge of the law;



b) Not simultaneously work for the independent auditing firm currently auditing the Company's financial statements;

c) Be knowledgeable about the Company's business operations and internal governance; be capable of synthesizing information, proficient in information technology and office equipment.

d) Other standards as prescribed by law, this Charter and decisions of the Board of Directors.

3. The Board of Directors may dismiss the Corporate Governance Officer as needed but not contrary to applicable labor laws.

4. The Corporate Governance Officer has the following rights and obligations:

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

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

c) Advise on meeting procedures;

d) Attend meetings;

e) Advise on procedures for preparing Board of Directors resolutions in compliance with applicable law;

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

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

i) Maintain confidentiality of information in accordance with applicable law and the Company's Charter;

k) Be entitled to remuneration (allowances) pursuant to the Company's Internal Management Regulations and/or decisions of the Board of Directors;

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

### **Section 3:**

## **COMPANY DIRECTOR AND OTHER COMPANY EXECUTIVES**

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

The Company shall establish and issue a management system ensuring that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the day-to-day business operations of the Company. The Company has one Director, several Deputy Executive Directors, one Chief Accountant and other executive positions appointed and dismissed by the Board of Directors pursuant to the Company's Management Regulations. The appointment and dismissal of the above positions must be effected by a duly adopted Board of Directors resolution. The Company's Director and Deputy Directors may also simultaneously be Board of Directors members.



### **Article 34. Company executives**

1. Upon the Director's recommendation and with the approval of the Board of Directors, the Company is entitled to recruit and employ other executives in numbers and with qualifications appropriate to the Company's organizational structure and management mechanism as determined by the Board of Directors. The Company's executives must exercise the necessary diligence to enable the Company's activities and organization to achieve the set objectives.

2. The salary, remuneration, benefits and other policies and regimes for the Company's Director shall be decided by the Board of Directors.

3. The salary, remuneration, benefits and other terms of the employment contract for other executives shall be decided by the Board of Directors upon the Director's recommendation.

4. The salaries of the Company's Director and other executives shall be included in the Company's business expenses in accordance with the law on corporate income tax, shown as a separate item in the Company's annual financial statements, and must be reported to the Annual General Meeting of Shareholders.

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

#### **1. Appointment.**

The Board of Directors shall appoint one of its members or another person as Company Director and shall enter into a contract specifying the salary, remuneration, benefits and other related terms. Information on the salary, remuneration and other benefits of the Company Director must be reported at the Annual General Meeting of Shareholders and included in the Company's annual report.

#### **2. Term.**

The Director's term is 05 years unless otherwise specified by the Board of Directors and may be reappointed. The appointment may expire pursuant to the provisions of the employment contract (if any).

#### **3. Qualifications.**

a) The Company Director must meet the qualifications specified in Article 64 of the Enterprise Law and must not be persons prohibited by law from holding this position, namely minors, persons of insufficient legal capacity, persons who have been convicted and sentenced to imprisonment, persons currently serving a prison sentence, armed forces personnel, state officials and civil servants, and persons who have been determined to have caused the bankruptcy of a company they previously managed.

b) Other qualifications as prescribed by law.

#### **4. Powers and duties.**

a) Implement resolutions and decisions of the Board of Directors and the General Meeting of Shareholders; organize the implementation of the Company's business plan and investment plan as approved by the Board of Directors and the General Meeting of Shareholders;

b) Decide on all matters relating to the Company's day-to-day business affairs within the Director's authority or not within the authority of the Board of



Directors; sign contracts and financial and commercial transactions on behalf of the Company within the Director's authority or contracts and transactions approved by the Board of Directors and the General Meeting of Shareholders as provided in this Charter; organize and manage the Company's day-to-day production and business operations in accordance with best management practices;

c) Recommend to the Board of Directors the appointment, dismissal, removal, entry into and termination of contracts, reward, discipline, leave, and determination of salaries of Deputy Directors, the Chief Accountant and other executives pursuant to the Company's Management Regulations; appoint and dismiss representatives to manage the Company's capital invested in other enterprises;

d) Decide on the appointment, dismissal, removal, reward, discipline, salary grading, and leave of staff and employees within the Company not required to be submitted to the Board of Directors for approval (for positions requiring Board of Directors approval, decisions may only be made after reporting to and receiving approval from the Board of Directors);

d) Consult the Board of Directors to determine the Company's workforce. Recruit employees; enter into employment contracts; arrange and assign personnel; determine salaries and allowances (if any); reward, discipline, grant leave or terminate employment within the Company in accordance with labor law and the Company's regulations;

e) Recommend to the Board of Directors decisions on the establishment, reorganization and dissolution of the Company's subsidiaries, branches and representative offices; capital contribution and share purchases in other enterprises; request approval of the Company's internal management regulations. Recommend approval of proposals for the reorganization, division, separation, merger, consolidation, dissolution or bankruptcy petition of the Company; propose the Company's Internal Governance Regulations for submission to the General Meeting of Shareholders for approval within its authority;

g) Recommend a plan for dividend payment or handling of business losses; propose measures to improve the Company's operations and management;

h) Develop draft development strategies, short-term and medium-term development plans, annual business plans, investment projects and internal management regulations of the Company for submission to the Board of Directors;

i) Prepare long-term, annual and quarterly budgets of the Company for use in the Company's long-term, annual and quarterly management in accordance with the business plan. The annual budget (including the projected balance sheet, income statement and cash flow statement) for each financial year must be submitted for approval by the Board of Directors and must include the information required by the Company's regulations;

k) No later than November 30 of each year, the Chief Executive Officer must submit a detailed business plan for the following financial year to the Board of Directors for approval on the basis of meeting business requirements and consistent with the 5-year financial plan;



l) Perform all other activities as required by this Charter and the Company's regulations, Board of Directors resolutions, the Chief Executive Officer's employment contract and applicable law;

m) Have the right to refuse to implement decisions of the Chairman or Board of Directors members if found to be contrary to law, this Charter or resolutions of the General Meeting of Shareholders; and must be responsible for immediately notifying the Supervisory Board in writing;

n) Have the right to decide on measures beyond his/her authority in urgent situations such as natural disasters, fires or force majeure events, and to be responsible for such decisions, while immediately reporting to the Board of Directors;

o) Perform the responsibilities of the Company's Legal Representative as specified in Article 13 of the Enterprise Law.

#### 5. Reporting to the Board of Directors and shareholders.

The Company Director is accountable to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these bodies when requested.

#### 6. Dismissal.

The Board of Directors may dismiss the Company Director when a majority (over 50%) of Board of Directors members present at the meeting with voting rights approve and appoint a new Company Director as replacement. The dismissed Company Director has the right to object to the dismissal at the next nearest General Meeting of Shareholders.

#### 7. Resignation or disqualification.

a) When wishing to resign, the Company Director must submit a written application to the Board of Directors. Within 30 days from the date of receipt, the Board of Directors must review and decide.

b) The Company Director shall be disqualified upon death, loss of mental capacity, loss of civil rights or voluntary abandonment of post for 3 or more days. In such cases, the Board of Directors must temporarily appoint a replacement within no more than 30 days and proceed with the procedures for appointing a new Director.

#### 8. Authorization and delegation.

a) The Company Director may authorize or delegate to Deputy Directors or other persons to handle certain Company matters on his/her behalf and shall bear legal responsibility for such authorization or delegation;

b) The authorized or delegated person shall bear legal responsibility before the Company Director and the law for their assigned work;

c) Authorization or delegation relating to the Company's seal must be made in writing with a specified time limit;

### **Section 4: SUPERVISORY BOARD**



**Article 36. Nomination and candidacy for Supervisory Board membership (Supervisors)**

1. Where candidates have been pre-identified, information about Supervisory Board candidates shall be included in the materials for the General Meeting of Shareholders and disclosed at least twenty (20) days before the opening of the General Meeting of Shareholders on the Company's website so that shareholders may learn about these candidates before voting. Supervisory Board candidates must provide a written commitment regarding the honesty, accuracy and appropriateness of the disclosed personal information and must commit to perform their duties honestly if elected as Supervisory Board members (Supervisors). Information about Supervisory Board candidates to be disclosed shall include at minimum the following:

- a) Full name, date of birth;
- b) Educational level;
- c) Professional qualifications;
- d) Work experience;
- d) Companies in which the candidate currently holds positions as Supervisor, and other managerial and executive titles;
- e) Evaluation report on the candidate's contribution to the Company, where the candidate is currently a Supervisor of the Company;
- g) Related interests with the Company (if any);
- h) Full name of the shareholder or group of shareholders nominating such candidate (if any);
- i) Other information (if any).

2. Nomination and recommendation for the Supervisory Board.

Shareholders may pool their individual votes together to nominate Supervisory Board candidates. A shareholder or group of shareholders holding from 10% to under 20% of the total voting shares may nominate one (01) candidate; from 20% to under 50% may nominate a maximum of two (02) candidates; from 50% or more may nominate the full three (03) candidates.

3. Where the number of Supervisory Board candidates through nomination and self-candidacy remains insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations pursuant to the mechanism specified by the Company in its Internal Governance Regulations. The procedures and mechanism for the incumbent Supervisory Board to nominate Supervisory Board candidates must be clearly announced and approved by the General Meeting of Shareholders before nominations are conducted.

**Article 37. Number, composition and term of Supervisory Board members (Supervisors)**

1. The number of Supervisors of the Company is three (03) persons elected and dismissed by the General Meeting of Shareholders. The term of the Supervisory Board is 05 years; Supervisors may be re-elected for an unlimited number of terms.



2. Supervisors must meet the standards and conditions specified in Clause 1, Article 169 of the Enterprise Law and the Company's Charter and must not fall under the following circumstances:

- a) Working in the accounting or finance department of the Company;
- b) Being a member or employee of the independent auditing firm that has audited the Company's financial statements in the three (03) preceding consecutive years.

3. Supervisors shall be dismissed or removed in the following circumstances:

- a) That Supervisor is prohibited by law from serving as a Supervisor or no longer meets the standards and conditions to be a Supervisor as specified in Article 169 of the Enterprise Law;

- b) That Supervisor has submitted a resignation letter to the Company's head office that has been accepted;

- c) That Supervisor is suffering from mental disorder and other Supervisors have professional evidence showing that the person no longer has civil legal capacity;

- d) That Supervisor fails to perform his/her obligations, is absent and fails to attend Supervisory Board meetings continuously for six (06) consecutive months, and during such period the Supervisory Board has not permitted that Supervisor to be absent and has determined that the position is vacant, except in cases of force majeure;

- d) That Supervisor is removed as a Supervisor by decision of the General Meeting of Shareholders for failing to complete his/her duties or for repeatedly violating the obligations of a Supervisor as prescribed by the Enterprise Law and this Charter;

- e) Is no longer an authorized representative of a corporate shareholder pursuant to a decision by that organization;

- g) Is an authorized representative of a corporate shareholder but that organization is no longer a shareholder of the Company;

- h) Other cases as prescribed by law and this Charter.

4. A Supervisor may be replaced when a vacancy arises unexpectedly. This new Supervisor must be approved at the next General Meeting of Shareholders. Once approved by the General Meeting of Shareholders, the replacement of the new Supervisor shall be deemed effective from the date of replacement by the Supervisory Board. The term of the new Supervisor shall be counted from the effective date of replacement until the end of the Supervisory Board's term. In the event the new Supervisor is not approved by the General Meeting of Shareholders, all decisions of the Supervisory Board prior to the General Meeting of Shareholders in which the substitute Supervisor participated in voting shall remain valid.

5. Where the Supervisory Board seriously violates its obligations with the risk of causing damage to the Company, the Board of Directors shall convene the



General Meeting of Shareholders to consider and dismiss the incumbent Supervisory Board and elect a new Supervisory Board as replacement.

6. In the event that the new Supervisory Board has not been elected by the time the current Supervisory Board's term expires, the expired Supervisory Board shall continue to exercise its rights and duties until the new Supervisory Board is elected and assumes its duties.

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

1. The Supervisors must elect one Supervisor as Head of the Supervisory Board; election, dismissal and removal shall be based on the majority principle. The Head of the Supervisory Board must hold a university degree or above in one of the following fields: economics, finance, accounting, auditing, law, business administration or a field related to the Company's business activities.

2. The Head of the Supervisory Board has the following rights and responsibilities:

- a) Convene and chair Supervisory Board meetings;
- b) Request the Board of Directors, Chief Executive Officer and other managers and executives to provide relevant information for reporting to Supervisory Board members;
- c) Prepare and sign the Supervisory Board's report after consulting the Board of Directors for submission to the General Meeting of Shareholders.

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

1. Rights and obligations of the Supervisory Board:

The Supervisory Board has the powers and obligations as specified in Article 170 of the Enterprise Law and this Charter, primarily the following powers and obligations:

- a) Supervise the Company's financial situation, the legality of the activities of Board of Directors members, the Chief Executive Officer and other managers, and the coordination between the Supervisory Board and the Board of Directors, Director and shareholders;
- b) Be accountable to the General Meeting of Shareholders for supervisory activities and the performance of assigned duties;
- c) Examine the reasonableness, legality, honesty and level of care in management and direction of business operations, in the organization of accounting, statistics and preparation of financial statements;
- d) Verify the completeness, legality and honesty of business situation reports, annual and semi-annual financial statements of the Company, and evaluation reports on the Board of Directors' management and submit the verification report at the Annual General Meeting of Shareholders. Review contracts and transactions with related parties within the approval authority of the Board of Directors or the General Meeting of Shareholders and make recommendations on contracts and transactions requiring approval of the Board of Directors or the General Meeting of Shareholders;



d) Review, examine and assess the effectiveness and efficiency of the internal control system, internal audit, risk management and early warning systems of the Company;

e) Review the accounting books and other documents of the Company, and the management and operating activities of the Company at any time if deemed necessary or pursuant to a decision of the General Meeting of Shareholders or upon request of shareholders or a group of shareholders specified in Clause 2, Article 12 of this Charter;

g) Upon request of shareholders or a group of shareholders specified in Clause 3, Article 12 of this Charter, the Supervisory Board shall conduct an inspection within seven (07) working days from the date of receipt of the request. Within fifteen (15) days from the date of conclusion of the inspection, the Supervisory Board must report and explain the matters requested for inspection to the Board of Directors and the requesting shareholder or group of shareholders. The inspection conducted by the Supervisory Board under this clause must not obstruct the normal activities of the Board of Directors or disrupt the management of the Company's business operations;

h) Recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement and improve the organizational management structure and direction of the Company's business operations; develop the Supervisory Board's Operating Regulations and submit them to the General Meeting of Shareholders for approval;

i) Upon discovering that a Board of Directors member, Chief Executive Officer or other executive is in violation of law and the Company's Charter, immediately notify the Board of Directors in writing within forty-eight (48) hours, require the person committing the violation to cease the violation and take remedial measures;

k) Propose and recommend to the General Meeting of Shareholders the approval of the selection of an independent auditing firm, audit fees and all matters related to the withdrawal or dismissal of the independent auditing firm. Discuss with the independent auditor the nature and scope of the audit before the audit begins; discuss difficulties and outstanding issues discovered from interim or final audit results, as well as all matters the independent auditor wishes to discuss;

l) Review the management letter of the independent auditor and the response of the Company's management; review the Company's reports on internal control systems before approval by the Board of Directors; review internal investigation results and the response of the Company's management;

m) The Supervisory Board has the right to use independent consultants or the Company's internal audit department to perform its assigned duties;

n) The Supervisory Board may consult the Board of Directors before submitting reports, conclusions and recommendations to the General Meeting of Shareholders;

o) Attend Board of Directors meetings upon invitation and express opinions but shall not participate in voting;



p) Report at the General Meeting of Shareholders as specified in Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law;

q) Perform other rights and duties as prescribed by the Enterprise Law, this Charter and decisions of the General Meeting of Shareholders.

## 2. The Supervisory Board's right to information:

a) Meeting notices, Board of Directors member opinion polls and accompanying documents must be sent to Supervisors at the same time and in the same manner as to Board of Directors members.

b) Board of Directors members, the Company's Director and other executives must provide complete, accurate and timely information and documents on the Company's management, direction and business activities upon request of Supervisors or the Supervisory Board.

c) The Corporate Governance Officer (Secretary) must ensure that all copies of financial information and other information provided to Board of Directors members, and copies of Board of Directors and General Meeting of Shareholders meeting minutes and resolutions, are provided to Supervisors at the same time and in the same manner as to Board of Directors members.

d) Reports of the Director submitted to the Board of Directors or other documents issued by the Company must be sent to Supervisors at the same time and in the same manner as to Board of Directors members.

đ) Supervisors have the right to access the Company's records and documents stored at the head office, branches and other locations; they have the right to access the workplaces of the Company's managers, executives and employees during working hours;

e) Reports and documents prepared by the Board of Directors relating to business results, financial statements, and evaluation reports on the Company's management and direction must be sent to the Supervisory Board for verification at least 30 days before the opening of the Annual General Meeting of Shareholders.

## 3. Obligations of Supervisors:

a) Comply strictly with applicable law, the Company's Charter, decisions of the General Meeting of Shareholders and professional ethics in the performance of assigned rights and obligations;

b) Perform assigned rights and obligations honestly, carefully and to the best of their ability to ensure the maximum legitimate interests of the Company and its shareholders;

c) Be loyal to the interests of the Company and its shareholders; not use the Company's information, know-how and business opportunities, or abuse position, title and assets of the Company for personal gain or to serve the interests of other organizations or individuals;

d) In the event of a violation of obligations specified in Points a, b, c of this Clause that causes damage to the Company or others, Supervisors shall be personally or jointly liable for such damages;



All income and other benefits that Supervisors directly or indirectly obtain through violations must be returned to the Company.

d) In the event of discovering that a Supervisor has violated his/her obligations in performing assigned rights and duties, the Board of Directors must notify the Supervisory Board in writing; require the person committing the violation to cease the violation and take remedial measures.

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

1. After consulting the Board of Directors, the Supervisory Board may issue regulations on Supervisory Board meetings and the Supervisory Board's operating procedures. The Supervisory Board must meet at least two (02) times per year and a meeting shall be held when two-thirds (2/3) or more of its members are present. Supervisory Board meeting minutes shall be prepared in detail and clearly. The Secretary (if any) and the Supervisors attending the meeting must sign the meeting minutes. Supervisory Board meeting minutes must be kept in order to determine the responsibility of each Supervisor.

2. The Supervisory Board has the right to request Board of Directors members, the Director and representatives of the independent auditing firm to attend and respond to matters of concern to the Supervisors.

#### **Article 41. Salaries, remuneration, bonuses and other benefits of Supervisory Board members**

1. Supervisory Board members shall be paid salaries, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salary, remuneration, bonuses, other benefits and annual operating budget of the Supervisory Board.

2. Supervisory Board members shall be reimbursed for accommodation, meals, travel and independent consultancy service fees at reasonable levels. The total remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.

3. The salaries and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with the law on corporate income tax, other relevant legal regulations and must be shown as a separate item in the Company's annual financial statements.

### **Section 5:**

#### **ELECTION OF BOARD OF DIRECTORS AND SUPERVISORY BOARD**

##### **Article 42. Election of the Board of Directors and Supervisory Board**

1. Ordinary shareholders who voluntarily form groups meeting the prescribed conditions to nominate persons to the Board of Directors and the Supervisory Board must notify the meeting attendees of such group formation no later than at the opening of the General Meeting of Shareholders. The Company shall notify the meeting attendees of the above information at the General Meeting of Shareholders.

2. Based on the number of Board of Directors and Supervisory Board members, shareholders or groups of shareholders specified in Clause 3, Article 12 of this Charter



are entitled to nominate one or more candidates for the Board of Directors and the Supervisory Board in accordance with the provisions of Clause 2, Article 25 and Clause 2, Article 36 respectively of this Charter. Where the number of candidates nominated by shareholders or groups of shareholders is less than the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board and other shareholders.

3. Voting for election of Board of Directors and Supervisory Board members must be conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned or represented multiplied by the number of members to be elected to the Board of Directors or Supervisory Board, and shareholders may cast all or part of their total votes for one or more candidates.

4. Those elected as Board of Directors members or Supervisors shall be determined by the number of votes counted from highest to lowest, starting from the candidate with the highest number of votes until the number of members required by the Company's Charter is reached. Where two or more candidates obtain the same number of votes for the last position of the Board of Directors or Supervisory Board, a re-election shall be held among those candidates with equal votes, or a selection shall be made pursuant to the criteria specified in the election regulations.

5. Where the first round of voting fails to elect the required number of Board of Directors and Supervisory Board members, a second round must be held among the remaining candidates from the first round who were not elected. Where the second round still fails to elect the required number, the General Meeting of Shareholders shall decide whether to proceed with further rounds; if the General Meeting of Shareholders cannot make a decision, the chairperson of the General Meeting shall decide.

#### **Section 6:**

### **RESPONSIBILITIES OF BOARD OF DIRECTORS MEMBERS, SUPERVISORS, COMPANY DIRECTOR AND OTHER EXECUTIVES**

#### **Article 43. Duty of care of Board of Directors members, Supervisory Board, Company Director and executives**

Board of Directors members, Supervisors, the Company Director and other delegated executives are responsible for performing their duties, including duties as members of subcommittees of the Board of Directors, honestly and in a manner they believe to be in the best interests of the Company, and with a degree of care that a prudent person would ordinarily exercise in an equivalent position and in similar circumstances.

#### **Article 44. Duty of loyalty and avoidance of conflicts of interest**

1. Board of Directors members, Supervisors, the Director and other executives must disclose related interests as specified in Article 164 of the Enterprise Law and other applicable regulations.



2. Board of Directors members, Supervisors, the Company Director and other executives are not permitted to use business opportunities that may benefit the Company for personal gain; nor may they use information obtained through their positions for personal gain or to serve the interests of any other organization or individual.

3. Board of Directors members, Supervisory Board members, the Director and other managers have an obligation to notify the Board of Directors of all interests that may conflict with the interests of the Company that they may benefit from through economic legal entities, transactions or other individuals.

4. Except as otherwise decided by the General Meeting of Shareholders, the Company shall not provide loans, guarantees or credit to Board of Directors members, Supervisors, the Company Director, other executives and persons related to such persons or any legal entity in which such persons have financial interests, except where the public company and the organization related to that member are companies within the same Group, the Parent Company or companies operating in a group of companies, including parent-subsidiary companies, economic groups, and specialized laws provide otherwise.

5. Contracts or transactions between the Company and one or more Board of Directors members, Supervisors, the Company Director, other executives, or individuals or organizations related to them or the Company, partners, associations or organizations in which Board of Directors members, Supervisors, the Company Director, other executives or persons related to them are members or have a financial interest, shall not be invalidated in the following cases:

a) For contracts valued at less than 20% of the total asset value recorded in the most recent financial statements, the material terms of the contract or transaction and the relationships and interests of Board of Directors members, Supervisory Board members, the Director and other executives have been reported to the Board of Directors. The Board of Directors has in good faith authorized the contract or transaction by a majority vote of members without related interests; or

b) For contracts valued at more than 20% of the total asset value recorded in the most recent financial statements, the material terms of such contract or transaction and the relationships and interests of Board of Directors members, Supervisors, the Director and executives have been disclosed to shareholders without related interests who have voting rights on the matter, and those shareholders have voted to approve the contract or transaction;

c) The contract or transaction has been considered fair and reasonable in all respects relevant to the Company's shareholders by an independent advisory organization at the time the transaction or contract is approved or ratified by the Board of Directors or the General Meeting of Shareholders.

Board of Directors members, Supervisors, the Company Director, other executives, and individuals and organizations related to such persons must not use unpublished information of the Company or disclose it to others to carry out related transactions.

#### **Article 45. Liability for damages and indemnification**

1. Liability for damages.



Board of Directors members, Supervisors, the Company Director and other executives who violate their obligations and duties of loyalty and care, or fail to perform their obligations with the necessary diligence and professional competence, shall be liable for damages caused by their violations.

## 2. Indemnification.

The Company shall indemnify persons who are, have been or are at risk of becoming a party to any claim, suit or prosecution (including civil, administrative proceedings and proceedings not brought by the Company) if such person has been or is a Board of Directors member, executive, employee or authorized representative of the Company, or has been or is acting at the Company's request as a Board of Directors member, executive, employee or authorized representative of the Company, provided that such person has acted honestly, carefully and diligently in the interests of or not contrary to the interests of the Company, in compliance with the law and there is no evidence that such person has violated his/her responsibilities.

When performing functions, duties or carrying out work under the Company's authorization, Board of Directors members, Supervisors, other executives, employees or authorized representatives of the Company shall be indemnified by the Company when they become a party to any claim, suit or prosecution (except proceedings brought by the Company) in the following cases:

- a) Has acted honestly, carefully and diligently in the interests of and not contrary to the interests of the Company;
- b) Has complied with applicable law and there is no evidence of failure to fulfill his/her responsibilities.

3. Indemnification costs include incurred expenses (including legal fees), judgment costs, fines and amounts payable arising in fact or considered reasonable in settling such matters within the scope permitted by law. The Company may purchase insurance for such persons to cover the above indemnification liabilities.

## **Chapter IV:**

### **RIGHT TO INVESTIGATE COMPANY BOOKS AND RECORDS**

#### **Article 46. Right to investigate books and records**

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

a) Ordinary shareholders have the right to review, inspect and extract information on the names and contact addresses in the list of shareholders with voting rights; request correction of incorrect information; review, inspect, extract or copy the Company's Charter, General Meeting of Shareholders minutes and resolutions;

b) A shareholder or group of shareholders holding 05% or more of the total ordinary shares has the right to review, inspect and extract the minutes book and Board of Directors resolutions and decisions, semi-annual and annual financial statements, Supervisory Board reports, contracts and transactions that must be



approved by the Board of Directors and other documents, except for documents related to the Company's trade secrets and business secrets.

2. Where an authorized representative of a shareholder or group of shareholders requests access to books and records, the request must be accompanied by the authorization letter of the shareholder or group of shareholders represented, or a notarized copy of such authorization.

3. Board of Directors members, Supervisory Board members, the Director and other executives have the right to inspect the Company's shareholder register, list of shareholders, books and other records for purposes related to their positions, provided that such information must be kept confidential.

4. The Company must keep this Charter and its amendments and supplements, the Enterprise Registration Certificate, regulations, documents proving asset ownership rights, General Meeting of Shareholders and Board of Directors resolutions, General Meeting of Shareholders and Board of Directors meeting minutes, Board of Directors reports, Supervisory Board reports, annual financial statements, accounting books and other documents as required by law at its head office or another location, provided that shareholders and the Business Registration Authority are notified of the storage location.

5. The Company's Charter must be published on the Company's website.

## **Chapter V: EMPLOYEES, TRADE UNIONS AND POLITICAL-SOCIAL ORGANIZATIONS IN THE COMPANY**

### **Article 47. Employees, trade unions and political-social organizations**

1. The Company Director must prepare plans for approval by the Board of Directors on matters relating to recruitment, termination of employment, salaries, social insurance, welfare, rewards and discipline for employees and Company executives, and other matters as required by law.

2. The Vietnam Communist Party organization within the Company shall operate in accordance with the Constitution and law of the Socialist Republic of Vietnam and the Statute of the Communist Party of Vietnam.

3. The trade union and other political-social organizations within the Company shall operate in accordance with the Constitution and law of the Socialist Republic of Vietnam and the statutes of such organizations.

4. The Company has an obligation to respect and not obstruct or create difficulties in the establishment of political organizations and political-social organizations within the Company; not obstruct or create difficulties for employees participating in activities of these organizations; and create conditions for the above organizations to operate in accordance with their functions, duties and statutes.

## **Chapter VI: PROFIT DISTRIBUTION**



### **Article 48. Profit distribution**

1. The Company's pre-tax profit after offsetting prior-year losses (if any) as prescribed by the Law on Corporate Income Tax, setting aside the Science and Technology Development Fund (if any) as prescribed, paying corporate income tax and fulfilling other financial obligations as required by law, the remaining amount shall be used as follows:

- a) Dividend distribution;
- b) Appropriation to funds in accordance with applicable law.

2. The dividend level, form of annual dividend payment from the Company's retained earnings and the appropriation ratio to funds shall be decided by the General Meeting of Shareholders upon the recommendation of the Board of Directors.

### **Article 49. Dividends**

1. Pursuant to decisions of the General Meeting of Shareholders and applicable law, dividends shall be declared and paid from the Company's retained earnings but must not exceed the level recommended by the Board of Directors and approved by the General Meeting of Shareholders.

2. The Board of Directors may decide to pay interim dividends if it deems such payment is consistent with the Company's profitability.

3. The Company shall not pay interest on dividend amounts or amounts related to a class of shares.

4. The Board of Directors may recommend to the General Meeting of Shareholders the approval of payment of all or part of dividends in shares, and the Board of Directors is the body that implements this resolution. The Company may pay dividends in shares; the order and procedures for dividend payment in shares shall be implemented in accordance with the Enterprise Law and relevant legal documents.

5. Where dividends or other amounts related to a class of shares are paid in cash, the Company shall make payment in Vietnamese Dong or through banks based on detailed bank information provided by shareholders. Where the Company has transferred funds in accordance with the bank details provided by the shareholder but the shareholder has not received the money, the Company shall not be liable for the amount transferred to the beneficiary shareholder. Dividend payments for shares listed/registered for trading on the Stock Exchange may be made through a Securities Company or the Vietnam Securities Depository.

6. Pursuant to the Enterprise Law and the Securities Law, the Board of Directors shall pass a resolution setting a specific date to close the shareholder register. Based on that date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distributions, shares, notices or other documents.

7. Other matters related to profit distribution shall be implemented in accordance with applicable law.



**Chapter VII:**  
**BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME**

**Article 50. Bank accounts**

1. The Company shall open accounts at Vietnamese banks or at foreign banks licensed to operate in Vietnam.
2. With prior approval from the competent authority, where necessary, the Company may open bank accounts abroad in accordance with applicable law.
3. The Company shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company holds accounts.

**Article 51. Fiscal year**

The Company's fiscal year begins on the first day of January each year and ends on the 31st day of December of the same year. The first fiscal year begins on the date of issuance of the Enterprise Registration Certificate and ends on the 31st day of December of that year, if more than 90 days; if less than 90 days, it shall be added to the following fiscal year.

**Article 52. Accounting regime**

1. The accounting regime used by the Company is the Vietnamese Accounting Standards (VAS) and appropriate enterprise accounting regime in accordance with Vietnamese law.
2. The Company shall maintain accounting books in Vietnamese. The Company shall keep accounting records according to the type of business activities in which the Company is engaged. These records must be accurate, up-to-date, systematic and sufficient to prove and explain the Company's transactions.
3. The Company shall use the Vietnamese Dong (or freely convertible foreign currency where approved by the competent state authority) as the accounting unit.

**Chapter VIII:**  
**FINANCIAL REPORTS, ANNUAL REPORTS AND INFORMATION  
DISCLOSURE OBLIGATIONS**

**Article 53. Annual, semi-annual and quarterly reports**

1. The Company must prepare annual financial statements in accordance with applicable law and must be audited as specified in Article 56 of this Charter, and within 90 days from the end of each fiscal year, the Company must submit the annual financial statements approved by the General Meeting of Shareholders to the competent tax authority, the State Securities Commission, the Stock Exchange (for listed companies), the Business Registration Authority and Vietnam Viet Bac Mining Industry Corporation TKV-JSC.
2. The annual financial statements must include a business operations report that honestly and objectively reflects the Company's profit and loss situation during the fiscal year, a balance sheet that honestly and objectively reflects the



Company's operational situation as at the reporting date, a cash flow statement and notes to the financial statements. Where the Company is a parent company, in addition to the annual financial statements, the Company must also prepare a consolidated balance sheet on the operational situation of the Company and its subsidiaries at the end of each fiscal year.

3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with regulations of the State Securities Commission, the Stock Exchange and submit them to the relevant tax authority and the Business Registration Authority as required by the Enterprise Law and Vietnam National Coal-Mineral Industries Holding Corporation.

4. Annual audited financial statements (including the auditor's opinion), reviewed semi-annual financial statements and quarterly financial statements must be published on the Company's website.

5. All interested organizations and individuals have the right to copy the annual audited financial statements, semi-annual and quarterly reports during the Company's business hours at the Company's head office and shall pay a reasonable fee for the copying.

#### **Article 54. Annual report**

The Company must prepare and disclose an annual report in accordance with regulations on securities and securities markets and of Vietnam National Coal-Mineral Industries Holding Corporation.

#### **Article 55. Information disclosure**

The Company must prepare and publicly disclose information as specified in Article 176 of the Enterprise Law and other relevant applicable regulations.

### **Chapter IX: COMPANY AUDIT**

#### **Article 56. Audit**

1. At the General Meeting of Shareholders, an auditing firm approved in accordance with applicable law shall be appointed, or a list of auditing firms approved in accordance with applicable law shall be approved, and the Board of Directors shall be authorized to select one of these firms to conduct the Company's audit for the next fiscal year based on terms and conditions agreed with the Board of Directors. The Company must prepare and submit the annual financial statements to the approved auditing firm after the end of the fiscal year.

2. The approved auditing firm shall inspect, confirm and report on the annual financial statements reflecting the Company's revenues and expenditures, prepare an audit report and submit that report to the Company's Board of Directors in accordance with applicable law.

3. A copy of the Audit Report must be attached to each copy of the Company's annual accounting report.

4. The auditor conducting the Company's audit shall be permitted to attend all General Meetings of Shareholders and shall have the right to receive notices



and other information relating to the General Meeting of Shareholders that all shareholders are entitled to receive, and shall have the right to speak at the General Meeting on matters relevant to the audit.

## **Chapter X: COMPANY SEAL**

### **Article 57. Company seal**

1. Seals include seals made at seal engraving establishments or seals in the form of digital signatures in accordance with the law on electronic transactions.
2. The Board of Directors shall decide on the type, number, form and content of seals of the Company, its branches and representative offices (if any).
3. The Board of Directors and the Chief Executive Officer shall use and manage seals in accordance with applicable law.

## **Chapter XI: DISSOLUTION OF THE COMPANY**

### **Article 58. Dissolution of the Company**

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

### **Article 59. Liquidation**

1. At least six (6) months before the expiration of the Company's operating term or after a dissolution decision is made, the Board of Directors must establish a Liquidation Committee of three (03) members. Two (02) members shall be designated by the General Meeting of Shareholders and one (01) member shall be designated by the Board of Directors from an auditing firm approved in accordance with applicable law. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among Company employees or independent experts. All costs related to liquidation shall be prioritized for payment by the Company before its other debts.
2. The Liquidation Committee is responsible for reporting to the Business Registration Authority on the date it was established and the date it actually commenced operations. From that point, the Liquidation Committee shall represent



the Company in all matters related to the Company's liquidation before courts and administrative authorities.

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

- a) Liquidation costs;
- b) Salaries and insurance costs for employees;
- c) Taxes and tax-like payments that the Company owes to the State;
- d) Loans (if any);
- đ) Other debts of the Company;

e) The remaining balance after paying all debts from items a through đ above shall be distributed to shareholders. Preference shares shall have priority of payment.

## **Chapter XII: INTERNAL DISPUTE RESOLUTION**

### **Article 60. Internal dispute resolution**

1. Where a dispute or complaint arises relating to the Company's operations or to the rights of shareholders arising from the Charter or from any right or obligation prescribed by the Enterprise Law, other laws or administrative regulations, between:

a) A shareholder and the Company; or

b) A shareholder and the Board of Directors, Supervisory Board, the Company Director or other executives;

the relevant parties shall endeavor to resolve the dispute through negotiation and mediation. Except where the dispute involves the Board of Directors or the Chairman of the Board, the Board Chairman shall preside over the dispute resolution and shall request each party to present the factual elements related to the dispute within fifteen (15) working days from the date the dispute arises. Where the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the Supervisory Board or a competent professional authority to appoint an independent expert to act as arbitrator in the dispute resolution process.

2. Where a mediated settlement is not reached within 6 weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, any party may bring the dispute to the Economic Arbitration or Economic Court.

3. The parties shall each bear their own costs related to the negotiation and mediation procedures. Court costs shall be borne by whichever party the court rules must pay them.

## **Chapter XIII: IMPLEMENTATION PROVISIONS**

### **Article 61. Amendments to the Charter**



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

2. In the event that applicable legal provisions relevant to the Company's operations are not mentioned in this Charter, or where new legal provisions differ from the articles of this Charter, such legal provisions shall automatically apply and govern the Company's operations.

#### **Article 62. Entry into force**

1. This Charter consists of XIII chapters and 62 articles, and was unanimously approved by the General Meeting of Shareholders of VVMI Quan Trieu Cement Joint Stock Company in April 28 2026, with the full text of this Charter accepted as effective.

2. The Charter is prepared in 05 copies of equal legal value and is kept at the Company's Office.

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

4. Copies or extracts of the Company's Charter must be signed by the Chairman of the Board of Directors or at least 1/2 of the total Board of Directors members to be valid.

#### **BOARD OF DIRECTORS MEMBERS**

- Mr. Tran Viet Cuong

- Mr. Ha Van Chuyen

- Mr. Do Ngoc Huy

- Ms. Do Thu Huong

#### **CHAIRMAN OF THE BOARD OF DIRECTORS**



**Le Danh Thang**