

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

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**CHARTER OF ORGANIZATION AND  
OPERATION  
PORTSERCO LOGISTICS JOINT STOCK COMPANY**

*Da Nang, Year 2026*

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## FOREWORD

*This Charter is formulated on the basis of:*

- *Law on Enterprises No. 59/2020/QH14 dated 17/6/2020 and related documents;*
- *Law on Securities No. 54/2019/QH14 dated 26/11/2019 and related documents;*
- *Model Charter (According to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance) regulating corporate governance applicable to public companies;*
- *Legal documents on securities, securities market and other relevant legal documents;*
- *Resolution of the 2025 Extraordinary General Meeting of Shareholders of Portserco Logistics Joint Stock Company dated 23/06/2025.*

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

#### **Article 1. Explanation of terms**

1. In this Charter, the following terms shall be construed as follows:
  - a) *Charter capital* is the total par value of shares sold or registered for purchase upon establishment of a joint-stock company and as prescribed in Article 6 of this Charter;
  - b) *Voting capital* is share capital, whereby the owner has the right to vote on matters under the decision-making competence of the General Meeting of Shareholders;
  - c) *The Law on Enterprises* is the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and documents amending, supplementing and guiding the implementation of this Law;
  - d) *The Law on Securities* is the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and documents amending, supplementing and guiding the implementation of this Law;
  - e) *Vietnam* is the Socialist Republic of Vietnam;
  - f) *The date of establishment* is the date on which the Company is granted the Enterprise Registration Certificate (Business Registration Certificate and equivalent papers) for the first time;
  - g) Executives of enterprises are General Directors, Deputy General Directors, Chief Accountants, Heads of Departments and General Directors of branches under the company and other positions appointed by the Board of Directors;
  - h) An enterprise manager is a company manager, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director and individuals holding other managerial titles as prescribed in the company's charter;

- i) *Related persons* are individuals and organizations specified in Clause 46, Article 4 of the Law on Securities and Clause 23, Article 4 of the Law on Enterprises;
  - j) *Shareholders* are individuals and organizations that own at least one share of a joint-stock company;
  - k) *A founding shareholder* is a shareholder who owns at least one ordinary share and signs on the list of founding shareholders of a joint-stock company;
  - l) *Major shareholders* are shareholders owning 5% or more of the Company's voting shares as prescribed in Clause 18, Article 4 of the Law on Securities;
  - m) *The operation duration* is the operation time of the Company specified in Article 2 of this Charter and the extension period (if any) approved by the General Meeting of Shareholders of the Company;
  - n) *The Stock Exchange* is the Vietnam Stock Exchange and its subsidiaries.
2. In these Regulations, references to one or more other regulations or documents shall include amendments, supplements or substitute documents.
  3. The headings (Chapters and Articles of this Charter) are used to facilitate the understanding of the content and do not affect the content of this Charter.
  4. Words or terms that have been defined in the Enterprise Law (if not in conflict with the subject or context) shall have the same meanings in this Charter.

## **II. NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, BUSINESS LOCATION, DURATION OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2. Name, form, head office, branch, representative office, business location and duration of operation of the Company**

1. Company Name
  - Company name written in Vietnamese: **PORTSERCO LOGISTICS JOINT STOCK COMPANY**
  - Company name written in foreign language: **PORTSERCO LOGISTICS JOINT STOCK COMPANY**
  - Abbreviated Company Name: **PORTSERCO**
2. The company is a joint stock company with legal status in accordance with the current laws of Vietnam.
3. The registered office of the Company is:
  - Head Office Address: 59 Ba Dinh, Hai Chau Ward, Da Nang City, Vietnam
  - Phone: (0236) 3889390 - 3822113
  - Fax: (0236) 3863736



- E-mail: [portserco.prc@gmail.com](mailto:portserco.prc@gmail.com)
  - Website: [www.portserco.com](http://www.portserco.com)
4. The Company may establish branches and representative offices in the business area to carry out the Company's operational objectives in accordance with the decision of the Board of Directors and to the extent permitted by law.
  5. Unless the operation is terminated before the time limit under Clause 2 Article 53 or the extension of operation under Article 54 of this Charter, the term of operation of the Company starts from the date of establishment and is indefinite.

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

1. The company has 02 legal representatives, including:
  - a) Chairman of the Board of Directors
  - b) General Director
2. Rights and obligations of the legal representative.
  - a) The Chairman of the Board of Directors, without prejudice to other rights and obligations as prescribed in this Charter, has the right to represent the Company in transactions under the decision-making competence of the General Meeting of Shareholders, the Board of Directors and other transactions as assigned by the Board of Directors.
  - b) The General Director shall have the rights and obligations of the Company's legal representative in the Company's activities (except for the fields under the representative competence of the Chairman of the Board of Directors) and other tasks as assigned by the Board of Directors.
  - c) To exercise the assigned rights and obligations in an honest, prudent and best manner in order to ensure the legitimate interests of the enterprise;
  - d) Be loyal to the interests of the enterprise; do not abuse their positions and use information, know-how, business opportunities and other assets of the enterprise for self-interest or serve the interests of other organizations and individuals;
  - e) Promptly, fully and accurately notify enterprises of enterprises in which they or their related persons own or have shares or contributed capital in accordance with the provisions of the Law on Enterprises.
  - f) The legal representative of the enterprise shall be personally responsible for damage to the enterprise due to the violation of the responsibilities specified in Clause 2 of this Article and the provisions of law.



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

#### Article 4. Objectives of the Company

1. The Company's business scope:

Ano nym ous	Industry Name	Industry Code
1.	Motor Car Rental	7710
2.	Warehousing and storage of goods Details: Warehouse for rent	5210
3.	Wholesale of other installation materials and equipment in construction Details: Building Materials Wholesale	4663
4.	Other road passenger transport Details: Contractual passenger transportation business	4932
5.	Travel Agent Details: Domestic travel business	7911
6.	Loading and unloading of goods	5224
7.	Freight transport by road Detail: Business of transporting oversized and overweight goods by car	4933
8.	Wholesale of solid, liquid, gaseous fuels and related products Details: Petroleum Dealer	4661
9.	Short Stay Service Details: Business of tourist accommodation establishments	5510
10.	Restaurants and mobile catering services	5610
11.	Other forms of retail have not been classified anywhere Details: duty-free shop	4799
12.	Repair and maintenance of means of transport (except automobiles, motorcycles, motorcycles and other motor vehicles) Detail: Mechanical repair of watercraft motor vehicles.	3315
13.	Wholesale of cars and other motor vehicles	4511
14.	<b>Activities of direct support services for waterway transport</b> Details: Business of multimodal transport services. Maritime services	5222 (Main)
15.	Car and other motor vehicle dealerships	4513

<b>Ano nym ous</b>	<b>Industry Name</b>	<b>Industry Code</b>
16.	Sale of spare parts and auxiliary parts of automobiles and other motor vehicles	4530
17.	Processing and preservation of aquatic products and aquatic products Details: Processing and trading frozen seafood for export (not operating at the head office)	1020
18.	Trading in real estate, land use rights belonging to owners, users or tenants Details: Real estate business	6810
19.	Wholesale of Metals and Metal Ores Details: Wholesale of metal ore (except gold bars)	4662
20.	Building houses of all kinds Details: Construction and repair of traffic, industrial and civil works to group C	4100
21.	Building houses that are not for living Details: Construction and repair of industrial buildings to group C	4102
22.	Construction of road works Details: Construction and repair of traffic works to group C	4212
23.	Other Currency Intermediary Activities Details: Currency exchange agent	6419
24.	Wholesale Beverages Details: Wholesale of wine, beer, beverages	4633
25.	Wholesale of tobacco and tobacco products (domestically produced cigarettes)	4634
26.	Food Wholesale Details: Wholesale of frozen seafood (not operating at the head office)	4632

2. Objectives of the Company:

- a) Investment and development of production and business in fields and trades permitted by law;
- b) On the basis of the Company's resources, it can invest, contribute capital, cooperate, collaborate, joint venture and link with all economic sectors to organize production and business in registered industries in order to increase the production and business efficiency of the Company to bring harmonious benefits to employees, shareholders, the Company and the whole society. To develop more other production, business and service lines in accordance with the actual conditions of the Company and the law allows.

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

1. The Company is authorized to plan and conduct all business activities according to the Company's business lines that have been published on the National Business Registration Portal and this Charter in accordance with the provisions of applicable legislation and to take appropriate measures to achieve the Company's objectives.
2. The company may conduct business activities in other fields permitted by law and approved by the General Meeting of Shareholders.

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

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

1. **The charter capital of the Company is 61,996,980,000 VND (In words: Sixty-one billion nine hundred and ninety-six million nine hundred and eighty thousand VND)**

The total charter capital of the Company is divided into 6,199,698 ordinary shares, each share has a par value of 10,000 VND/share.

2. The company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.
3. The shares of the Company on the date of adoption of this Charter are ordinary shares. The rights and obligations attached to each type of share are specified in Articles 11 and 12 of this Charter.
4. The company may issue other types of preferred shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of law.
5. Because the Company was formerly an equitized State-owned enterprise, the time of equitization has exceeded three years compared to the date of adoption of this Charter, so the provisions for the founding shareholders of the Company are no longer effective.
6. Ordinary shares must be prioritized for sale to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares of shareholders who do not register to buy out all shall be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to subjects under such conditions and in such manner as the Board of Directors deems appropriate, but may not sell such shares under conditions more favorable than those offered for sale to existing shareholders unless otherwise approved by the General Meeting of Shareholders or in case the shares are sold through the Stock Exchange by auction.



7. The Company may purchase shares issued by the Company itself (including refundable preference shares) in the manners specified in this Charter and current laws. Ordinary shares repurchased by the Company are treasury shares and disposed of by the Board of Directors in ways consistent with the provisions of this Charter, the Law on Enterprises, the Law on Securities and relevant guiding documents.
8. The company may issue other types of securities when approved in writing by the General Meeting of Shareholders and in accordance with the provisions of the law on securities and securities market.

#### **Article 7. Stock Certification**

1. Shareholders of the Company are granted share certificates corresponding to the number of shares and types of shares owned.
2. Stocks are securities certifying the legitimate rights and interests of the owner to a part of the company's share capital. The certificate of shares must clearly state the number and type of shares held by shareholders, the full name of the holder and other information as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. The Certificate of Shares must bear the Company's seal and the signature of the Company's Legal Representative (or Authorized Person); or the seal of the organization authorized by the Company to manage shareholders and the signature of the Legal Representative (or Authorized Person) of such organization.
4. The Company has registered to list all issued shares on the Stock Exchange, all transactions of buying, selling and transferring the ownership of shares of the Company are carried out in accordance with the provisions of the Law on Securities.
5. Within two (02) months from the date of full payment of the share purchase price as prescribed in the Company's stock issuance plan, the shareholder shall be granted a share certificate. The share holder is not required to pay the Company the cost of printing the share certificate.
6. In case the shares are lost, torn, burned, damaged or otherwise destroyed, the shareholders may request the Company or the organization authorized by the Company to manage shareholders to issue a new Share Certificate on the condition that they must provide proof of ownership of shares at the request of the Company, pay all related expenses to the Company or organization authorized by the Company to manage shareholders and commit to take responsibility for disputes arising from the re-issuance of the new Share Certificate. After fifteen days from the date of receipt of a complete dossier of application, the Company or the organization authorized by the Company to manage shareholders shall issue a new share certificate to replace it.
7. The undeposited shareholders shall keep the Share Certificate carefully, not to be torn, damaged, smudged, or faded and shall be independently responsible for the

preservation of the Share Certificate and the Company shall not be liable in any case where this Share Certificate is stolen or used for fraudulent purposes.

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

Bond certificates or other securities certificates of the Company (except for letters of offer, provisional certificates and similar documents) are issued with the seal and sample signature of the legal representative of the Company, unless otherwise provided by the terms and conditions of issuance.

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

1. All shares are freely transferable unless otherwise provided for by this Charter and law. Stocks listed on the Stock Exchange may be transferred in accordance with the provisions of the law on securities and securities market.
2. Shares that have not been fully paid shall not be transferred and enjoy related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares and other benefits as prescribed by law.
3. In case the Company deregisters the listing of shares on the Stock Exchange, the Board of Directors shall prescribe the procedures for transferring the ownership of the Company's shares.

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

#### **Article 10. Organizational and management structure of the Company**

The organizational and management structure of the Company includes:

- General Meeting of Shareholders;
- the Board of Directors, the Audit Committee under the Board of Directors; and
- General Director.

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

#### **Article 11. Shareholders' rights**

1. Ordinary shareholders have the following rights:
  - a) Attending and speaking at the General Meeting of Shareholders and exercising the right to vote directly or through an authorized representative or other forms prescribed by the company's charter or law. Each ordinary share has one vote;
  - b) Receive dividends at the rate decided by the General Meeting of Shareholders;
  - c) Priority is given to the purchase of new shares corresponding to the percentage of



ordinary shares owned by each shareholder in the Company;

- d) Freely transfer their shares to others, except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant laws;
  - e) Review, look up and extract information about names and contacts in the list of shareholders with voting rights; request the correction of their inaccurate information;
  - f) Considering, looking, extracting or copying the company's charter, the Minutes of the General Meeting of Shareholders and the Resolution of the General Meeting of Shareholders;
  - g) When the Company is dissolved or bankrupt, it is entitled to receive a part of the remaining assets corresponding to the percentage of share ownership in the Company;
  - h) Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
  - i) To be treated equally. Each share of the same type gives the shareholder equal rights, obligations and benefits.
  - j) Have full access to periodic and unusual information published by the Company in accordance with the law;
  - k) To protect their legitimate rights and interests; to propose the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
  - l) Other rights as prescribed by law and this Charter.
2. A shareholder or group of shareholders owning 5% or more of the total number of ordinary shares has the following rights:
- a) Request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
  - b) Considering, looking up and extracting the number of minutes and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, contracts and transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company;
  - c) Other rights are provided for in this Charter.
3. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate persons to the Board of Directors. The nomination



of persons to the Board of Directors shall be carried out as follows:

- a) Ordinary shareholders who form a group to nominate persons to the Board of Directors must notify the group meeting to the shareholders attending the meeting before the opening of the General Meeting of Shareholders;
- b) Based on the number of members of the Board of Directors, shareholders or groups of shareholders specified in this Clause may nominate one or several persons under the decision of the General Meeting of Shareholders as candidates for the Board of Directors. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors and other shareholders.

#### **Article 12. Obligations of shareholders**

Ordinary shareholders have the following obligations:

1. Pay in full and on time the number of shares committed to buy.
2. Provide complete and accurate information when registering to buy shares and update changes in the process of holding shares.
3. It is not allowed to withdraw capital contributed in ordinary shares from the Company in any form, except for the case of being repurchased by the Company or another person. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and the person with related interests in the Company must be jointly responsible for the debts and other property obligations of the Company within the scope of the value of the withdrawn shares and the damage incurred.
4. Comply with the Company's Charter and Internal Management Regulations.
5. Comply with Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
6. Confidentiality of information provided by the Company in accordance with the provisions of the Company's Charter and law; only use the information provided to exercise and protect their legitimate rights and interests; strictly prohibit the dissemination or copying or sending of information provided by the Company to other organizations and individuals.
7. Attending the General Meeting of Shareholders and exercising voting rights through the following forms:
  - a) Attending and voting directly at the meeting;
  - b) Authorize other individuals and organizations to attend and vote at meetings;

- c) Attend and vote through online conferences, electronic voting or other electronic forms;
  - d) Send voting ballots to the meeting by mail, fax, email;
  - e) Sending voting slips by other means as prescribed in the company's charter.
8. Take personal responsibility when performing one of the following acts on behalf of the Company in any form:
- a) Violation of law;
  - b) Conducting business and other transactions for self-interest or serving the interests of other organizations and individuals;
  - c) Pay off debts that are not due against possible financial risks to the Company.
9. Fulfill other obligations as prescribed by law and the Company's Charter.

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

1. The General Meeting of Shareholders consists of all shareholders with voting rights, which is the highest decision-making body of the Company. The General Meeting of Shareholders meets annually once a year and within four (04) months from the end of the fiscal year. The Board of Directors decides to extend the Annual General Meeting of Shareholders in case of necessity, but not more than six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold an extraordinary meeting. The meeting place of the General Meeting of Shareholders is determined to be the place where the chairman attends the meeting and must be in the territory of Vietnam.
2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects an appropriate location. The Annual General Meeting of Shareholders decides on matters in accordance with the provisions of law and the Company's Charter, especially through the audited annual financial statements. In case the Company's annual financial statement audit report contains material exceptions, contrary audit opinions or refusals, the Company must invite the representative of the auditing organization approved to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the above-mentioned approved auditing organization is responsible for attending the Company's Annual General Meeting of Shareholders.
3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
  - a) The Board of Directors deems it necessary for the benefit of the Company;
  - b) The remaining number of members of the Board of Directors is less than the



minimum number of members as prescribed by law;

- c) At the request of shareholders or groups of shareholders specified in Clause 2, Article 11 of this Charter; the request for convening the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of relevant shareholders or a written request made in many copies and sufficient signatures of relevant shareholders;
- d) Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders

- a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the date on which the remaining members of the Board of Directors and independent members of the Board of Directors as prescribed at Point b, Clause 3 of this Article or receive the request specified at Point c, Clause 3 of this Article;
- b) In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point a, Clause 4 of this Article, within 30 days subsequently, the shareholders or groups of shareholders specified at Point c, Clause 3 of this Article may replace the Board of Directors to convene a meeting of the General Meeting of Shareholders as prescribed in the Law on Enterprises;

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

- c) Procedures for organizing a meeting of the General Meeting of Shareholders are specified in Clause 5, Article 140 of the Law on Enterprises.

**Article 14. Rights and duties of the General Meeting of Shareholders**

- 1. The Annual General Meeting of Shareholders has the right to discuss and approve:
  - a) Annual audited financial statements;
  - b) Report of the Board of Directors;
  - c) The Company's short-term and long-term development plans;
  - d) Dividends for shares of each type;
  - e) Other matters under its jurisdiction.



2. The Annual General Meeting of Shareholders, the Extraordinary General Meeting of Shareholders and the General Meeting of Shareholders in the form of collecting written opinions shall approve decisions on the following issues:
- f) Through the development orientation of the Company;
  - g) To decide on the types of shares and the total number of shares of each type entitled to be offered for sale; to decide on the annual dividend of each type of shares;
  - h) Number of members of the Board of Directors; Election, dismissal, dismissal and replacement of members of the Board of Directors;
  - i) The decision on investment or sale of assets valued at **35%** or more of the total value of assets shall be recorded in the Company's latest financial statements. The latest financial statements specified in this Clause shall be understood as the Company's financial statements made with a pre-existing period of not more than 90 days from the date of issuance of the decision;
  - j) Decision on amendments and supplements to the company's charter;
  - k) Approval of annual financial statements;
  - l) Decide to repurchase more than 10% of the total sold shares of each type;
  - m) Consider and handle violations committed by members of the Board of Directors causing damage to the Company and its shareholders;
  - n) To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors;
  - o) Decision on reorganization or dissolution of the Company;
  - p) To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors;
  - q) Approving the Internal Governance Regulation; Operating Regulations of the Board of Directors;
  - r) Approving the list of approved auditing firms; deciding on the approved auditing firm to inspect the Company's operations, exempting approved auditors when considering the necessity;
  - s) Division, separation, consolidation, merger or transformation of the Company;
  - t) Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
  - u) The Company signs contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets recorded in the latest financial statements;
  - v) Approving the transactions specified in Clause 4, Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the

implementation of a number of articles of the Law on Securities;

- w) Other matters as prescribed by law, this Charter and other regulations of the Company.
- 3. Shareholders are not allowed to participate in voting in the following cases:
  - a) Through the contracts specified in Clause 2 of this Article when such shareholder or a person related to such shareholder is a party to the contract;
  - b) The purchase of shares of such shareholder or of persons related to such shareholders, except for cases where the share repurchase is carried out in proportion to the ownership ratio of all shareholders or the repurchase is made through order matching transactions on the Stock Exchange or public tender offer in accordance with law.
- 4. All resolutions and issues that have been included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

#### **Article 15. Authorized Representatives**

- 1. Shareholders who have the right to attend the General Meeting of Shareholders according to law may directly attend or authorize their representatives to attend. In case more than one representative is appointed, the number of shares and the number of votes authorized for each representative must be specified.
- 2. The authorization of the representative to attend the General Meeting of Shareholders must be made in writing according to the Company's form, must clearly state the name of the authorized individual/organization, the number of authorized shares, must be signed and comply with the following regulations:
  - a) In case an individual shareholder is the authorizer, the power of attorney must be signed by such shareholder and the authorized person attending the meeting; At meetings convened by the Board of Directors, the Board of Directors may issue specific regulations in writing permitting the authorization by telephone, fax or email if the authorization contents are ensured to be confirmed and archived.
  - b) In case the authorized representative of a shareholder is an organization that authorizes another person, the power of attorney must be signed by the authorized representative, the legal representative of the shareholder and the authorized person attending the meeting.
  - c) In other cases, the power of attorney must be signed by the legal representative of the shareholder and the person authorized to attend the meeting.

Persons authorized to attend the General Meeting of Shareholders must submit a written authorization before entering the meeting room.

- 3. In case the lawyer signs the power of attorney on behalf of the authorized person, the appointment of the representative in this case shall only be considered valid if



the letter of appointment of the representative is presented together with the power of attorney or a valid copy of such power of attorney (if it has not previously been registered with the Company).

4. Except for the case specified in Clause 3 of this Article, the voting vote of the authorized person attending the meeting within the scope of authorization is still valid in one of the following cases:
  - a) The authorizer has died, has limited civil act capacity or has lost his/her civil act capacity;
  - b) The authorizer has canceled the authorization designation;
  - c) The authorizer has cancelled the authority of the person performing the authorization.

This clause does not apply in the event that the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 16. Change permissions**

1. The change or cancellation of special rights associated with a type of preference shares takes effect when it is approved by shareholders representing 65% or more of the total votes of all shareholders attending the meeting. The resolution of the General Meeting of Shareholders on the contents that adversely changes the rights and obligations of shareholders owning preference shares shall only be adopted if it is approved by the number of preference shareholders of the same type owning 75% or more of the total preference shares of that type or by the preference shareholders of the same type owning 75% or more of the total preference shares of that type in case of adoption of the resolution in the form of written opinion collection.
2. The organization of a meeting of shareholders holding a type of preference shares to approve the change of the above-mentioned rights is only valid when there are at least 02 shareholders (or their authorized representatives) and hold at least 1/3 of the par value of the issued shares of that type. In case there are insufficient delegates as mentioned above, the meeting shall be reconvened within the next 30 days and the holders of shares of that type (regardless of the number of persons and shares) who are present in person or through their authorized representatives are considered to have sufficient number of delegates. At the meetings of shareholders holding the above-mentioned preference shares, the holders of shares of that type who are present in person or through their representatives may request a secret ballot. Each share of the same type shall have equal voting rights at the above-mentioned meetings.
3. The procedure for conducting such separate meetings is similar to the provisions of

Articles 17, 18 and 19 of this Charter.

4. Unless otherwise provided by the terms of the issuance of shares, the special rights attached to the types of shares with preferential rights over some or all matters relating to the distribution of the Company's profits or assets are not altered when the Company issues additional shares of the same type.

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

1. The Board of Directors convenes an annual and extraordinary General Meeting of Shareholders. The Board of Directors convenes an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 13 of this Charter.
2. The convener of the General Meeting of Shareholders must perform the following tasks:
  - a) Prepare a list of shareholders eligible to participate in and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than ten **(10) days** before the date of sending the notice of invitation to the General Meeting of Shareholders. The company must disclose information about the list of shareholders entitled to attend the General Meeting of Shareholders at least **20 days** before the last registration date.
  - b) Prepare the program and content of the congress;
  - c) Preparing documents for the congress;
  - d) Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting;
  - e) Determining the time and place of the congress;
  - f) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting within 21 days from the date of holding the General Meeting of Shareholders;

The following documents will be sent together with the notice of invitation to the General Meeting of Shareholders or must be posted on the Company's website at least 21 days before the date of the General Meeting of Shareholders:

- The meeting agenda, documents used in the meeting and the draft resolution for each issue in the meeting agenda;
- List and details of candidates in case of election of members of the Board of Directors (In case the candidates have been determined in advance);
- Voting slips.



g) Other tasks for the congress.

3. Notice of the General Meeting of Shareholders.

- a) The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by means of ensuring that the registered address of the shareholder is reached. In case the Shareholders have notified the Company in writing of the fax number or email address, the notice of the General Meeting of Shareholders may be sent to such fax number or electronic address. The notice of the meeting must be simultaneously published on the website of the Company and the State Securities Commission and the Stock Exchange.
- b) The notice of the General Meeting of Shareholders published on the Company's website is valid as the Notice of invitation to the meeting sent to the place in the following cases: (i) the shareholder has an unclear address, or (ii) the shareholder for whom the Company does not have enough address information to send the notice to the shareholders; (iii) the notice has been sent to the shareholders at the correct address but is returned to the Company due to the absence of a recipient.
- c) The notice of the General Meeting of Shareholders must be sent to all shareholders in the List of shareholders entitled to attend the meeting at least **21 days** before the opening date of the General Meeting of Shareholders (counting from the date on which the notice is duly sent or sent). The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the General Meeting shall be sent to shareholders or/and posted on the Company's website.

In case the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents for shareholders to access, including:

- Meeting agendas, documents used in the meeting;
  - List and details of candidates in case of election of members of the Board of Directors (in case of prior to availability of candidate information);
  - Voting slips;
  - Power of attorney form;
  - Draft resolutions for each issue on the meeting agenda.
4. Shareholders or groups of shareholders as prescribed in Clause 2, Article 11 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be made in writing and must be sent to the Company at least 03 working days before the opening date of the General Meeting of Shareholders. Proposals must include the full name of the shareholder, permanent residence address, nationality, number of Citizen Identity Card/People's Identity

Card/Passport or other lawful personal identification for individual shareholders; name, enterprise code or establishment decision number, address of the head office for shareholders being organizations; the number and each type of shares of shareholders, and the issue of the proposal to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders may reject the proposal specified in Clause 4 of this Article in one of the following cases:
  - a) The petition is sent in contravention of the provisions of Clause 4 of this Article;
  - b) At the time of petition, the shareholder or group of shareholders does not hold 5% or more of the ordinary shares as prescribed in Clause 2, Article 11 of this Charter;
  - c) The proposed issue is not within the scope of the decision of the General Meeting of Shareholders;
  - d) Other cases as prescribed by law and this Charter.
6. The Board of Directors must prepare a draft resolution for each issue on the agenda of the meeting.
7. The convener of the General Meeting of Shareholders must accept and include the proposals specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except for the case specified in Clause 5 of this Article; the proposals shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.
8. Decisions adopted at the General Meeting of Shareholders with the number of shareholders directly and authorized to attend representing 100% of the total voting rights are legal and effective even if the order and procedures for convening, the content of the meeting agenda and the format of conducting the meeting are not implemented as prescribed.

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

1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents more than 50% of the total votes.
2. In case the first meeting is not eligible to be held as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the date of the intended first meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents 33% or more of the total votes.
3. In case the second general meeting is not eligible to be held as prescribed in Clause 2 of this Article, the third General Meeting of Shareholders may be convened within 20 days from the date of the intended second general meeting. The third General



Meeting of Shareholders shall be held regardless of the number of shareholders or authorized representatives attending, shall be considered valid and have the right to decide on all matters that may be approved by the First General Meeting of Shareholders.

4. Shareholders may attend the General Meeting of Shareholders in one of the following forms:
  - a) Directly attend meetings and vote at the General Meeting of Shareholders through face-to-face meetings, online conferences, electronic voting or other electronic forms;
  - b) Send voting papers by certified mail, fax or email to the Board of Directors at least 01 day before the opening of the meeting. In case of guaranteed trial submission, the vote counting committee of the General Meeting of Shareholders has the right to open the voting papers of such shareholders. In case of sending fax or email, the Board of Directors shall be responsible for keeping the voting contents of shareholders confidential and handing over data and information to the vote counting committee of the General Meeting of Shareholders;
  - c) Authorize another person to attend the General Meeting of Shareholders. In case the shareholder is an organization that does not have a representative of the contributed capital at the Company, that organization has the right to authorize another person to attend the General Meeting of Shareholders.

**Article 19. Procedures for conducting meetings and voting at the General Meeting of Shareholders**

1. Before the opening of the meeting, the Company must carry out the procedures for registering shareholders and must carry out the registration until all shareholders who have the right to attend the meeting are present to register in the following order:
  - a) When registering shareholders, the Company shall grant each shareholder or authorized representative the right to vote a voting card, on which the registration number, full name of the shareholder, full name of the authorized representative and the number of votes of such shareholder are inscribed. The General Meeting of Shareholders shall discuss and vote on each issue in the content of the program. Voting and counting votes shall be carried out by the following methods: (i) Counting votes in favor, disapproval and no opinion; or (ii) by using computer software and technological and digital means; or (iii) by other methods according to the Regulation on organization of the General Meeting of Shareholders and/or unanimously approved by the General Meeting of Shareholders. The General Meeting elects persons responsible for counting votes or supervising the vote

counting at the request of the Chairman. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders at the request of the Chairman of the meeting. The results of the vote counting were announced by the Chairman immediately before the end of the meeting;

- b) Shareholders, authorized representatives of shareholders who are organizations or authorized persons who come after the meeting has opened have the right to register immediately and then have the right to participate and vote right at the General Meeting. The Chairman is not responsible for stopping the General Meeting so that the shareholders are late to register and the validity of the previously voted contents remains unchanged.
- 2. The election of chairpersons, secretaries and vote counting committees is prescribed as follows:
    - a) The Chairman of the Board of Directors shall preside over or authorize another member of the Board of Directors to preside over the meeting of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to chair the meeting on the principle of majority. In case of failure to elect a person to be the chairperson, the members of the Board of Directors holding shares and the representative of the shares shall have the right to vote at the highest executive meeting for the General Meeting of Shareholders to elect the chairperson of the meeting from among the participants and the person with the highest vote to preside over the meeting;
    - b) Except for the case specified at Point a of this Clause, the signatory shall convene a meeting of the General Meeting of Shareholders to administer the meeting so that the General Meeting of Shareholders elects the chairperson of the meeting and the person with the highest number of votes shall chair the meeting;
    - c) The chairperson has the right to appoint one or several persons to act as the secretary of the congress;
    - d) The General Meeting of Shareholders shall elect one or several persons to the Vote Counting Committee at the request of the Chairman of the meeting.
  - 3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must clearly and in detail determine the time for each issue in the agenda of the meeting.
  - 4. The Chairman of the General Meeting has the right to take necessary and reasonable measures to administer the General Meeting of Shareholders in an orderly manner, in accordance with the approved program and reflecting the wishes of the majority



of the participants.

- a) Arrangement of seats at the meeting place of the General Meeting of Shareholders;
  - b) Ensure the safety of everyone present at the meeting places;
  - c) Creating conditions for shareholders to attend (or continue to attend) the general meeting. The convener of the General Meeting of Shareholders has the full right to change the above measures and apply all necessary measures. Applicable measures may be the issuance of an entrance certificate or the use of other forms of choice.
5. The General Meeting of Shareholders discusses and votes on each issue in the content of the program. The voting is conducted by voting in favor, disapproval and no opinion. The results of the vote count are announced by the chairman immediately before the end of the meeting.
  6. Shareholders or authorized persons attending the meeting after the meeting has opened are still registered and have the right to participate in voting immediately after registration; in this case, the validity of the previously voted contents remains unchanged.
  7. The convener or chairman of the General Meeting of Shareholders has the following rights:
    - a) Require all attendees to submit to inspections or other lawful and reasonable security measures;
    - b) Request the competent authority to maintain the order of the meeting; expel those who do not comply with the executive authority of the chairman, intentionally disrupt order, prevent the normal progress of the meeting, or fail to comply with the requirements for security checks from the General Meeting of Shareholders.
  8. The Chairman has the right to postpone the meeting of the General Meeting of Shareholders that has a sufficient number of people registered to attend the meeting not more than 03 working days from the date the meeting is scheduled to open and may only postpone the meeting or change the meeting venue in the following cases:
    - a) The meeting venue does not have enough convenient seating for all attendees;
    - b) The means of communication at the meeting venue do not ensure the participation, discussion and voting of shareholders attending the meeting;
    - c) There are people attending the meeting to obstruct or disrupt the order, risking making the meeting not conducted fairly and legally.
  9. In case the chairperson postpones or suspends the meeting of the General Meeting of Shareholders in contravention of the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the

attendees to replace the chairperson to administer the meeting until the end; all resolutions passed at such meeting shall take effect.

10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote in the form of electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of the Government's Decree No. 155/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities.

Annually, the Company must hold the General Meeting of Shareholders at least once. The Annual General Meeting of Shareholders shall not be held in the form of collecting written opinions.

#### **Article 20. Approval of the Resolution of the General Meeting of Shareholders**

1. Decisions of the General Meeting of Shareholders may be approved directly at the meeting or through written consultation.
  - a) To decide on the types of shares and the total number of shares of each type entitled to be offered for sale;
  - b) Deciding on the payment of dividends and dividend rates;
  - c) Decide to approve the report of the Board of Directors on management activities in the year and activities of members of the Board of Directors in the year;
  - d) Decide to approve the report on the situation and results of activities in the year (including financial statements) and approve the direction and plan of the Company's operation;
  - e) Election, dismissal and dismissal of members of the Board of Directors;
  - f) Decide to repurchase more than 10% of the total sold shares of each type;
  - g) Decision on investment or sale of assets with a value equal to or greater than 35% of the total value of assets recorded in the Company's latest audited financial statements; The latest financial statements specified in this Clause are understood as the Company's financial statements made with a deadline not exceeding 90 days in advance from the date of issuance of the decision.
  - h) Change of business lines, professions and fields;
  - i) Amending and supplementing the Company's Charter;
  - j) Changing the organizational structure of the Company or reorganizing or dissolving the Company;
  - k) Other contents according to the competence specified in this Charter and relevant laws.
2. The decisions of the General Meeting of Shareholders will be approved according to the following provisions:



- a) The resolution on the approved contents specified at Points a, g, i and j of Clause 1 of this Article shall be adopted when the number of shareholders representing 65 % or more of the total number of voting votes of all shareholders attending the meeting approves or more than 50% of the total number of voting shares in case of collecting shareholders' opinions in writing.
- b) Other contents shall be approved when the number of shareholders owning more than 50% of the total votes of all shareholders attending the meeting or more than 50% of the total number of shares with voting rights in case of collecting shareholders' opinions in writing.
3. The voting for the election of members of the Board of Directors must be carried out by the method of cumulative voting, whereby each shareholder has a total number of votes equal to the product of the number of shares owned multiplied by the number of members expected to elect the Board of Directors (*for example: Shareholder A owns 100 voting shares, the Company plans to elect 5 members of the Board of Directors. Thus, shareholder A dies  $(100 \times 5) = 500$  votes for the Board of Directors regardless of whether the number of candidates for the Board of Directors is more or less than 5*). Shareholders have the right to accumulate all their total votes for one or several candidates.

The winner of the election of a member of the Board of Directors shall be determined according to the number of votes counted from high to low, starting with the candidate with the highest number of votes until the number of members specified in the company's charter is sufficient. In case there are two or more candidates who receive the same number of votes for the last member of the Board of Directors, a re-election of such candidates shall be conducted with the same number of votes or selected according to the criteria of the election regulations or negotiated by those two candidates to achieve the result of one person withdrawing, in this case there must be a written certification of the withdrawal to the Vote Counting Board.

4. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even if the order and procedures for convening meetings and approving such resolutions violate the provisions of the Law on Enterprises and the company's Charter.
5. If the General Meeting of Shareholders approves transactions against internal shareholders under the provisions of Article 167 of the Law on Enterprises, internal shareholders and persons related to internal shareholders do not have the right to vote in this case.

**Article 21. Competence and mode of collecting shareholders' opinions in writing to approve the Resolution of the General Meeting of Shareholders**

The competence and mode of collecting shareholders' opinions in writing to approve the Resolution of the General Meeting of Shareholders shall comply with the following provisions:

1. The Board of Directors has the right to collect shareholders' opinions in writing to approve all decisions of the General Meeting of Shareholders when it deems it necessary for the benefit of the Company.
2. The Board of Directors must prepare the opinion poll form, the draft resolution of the General Meeting of Shareholders and documents explaining the draft resolution. The opinion poll form enclosed with the draft decision and documents explaining the draft resolution shall be sent to all shareholders entitled to vote at least 10 days before the deadline for returning the opinion poll. Requirements and methods for sending opinion polls and enclosed documents shall comply with the provisions of Clause 3, Article 17 of this Charter.
3. The opinion poll must contain the following principal contents:
  - a) Name, address of the head office, enterprise code;
  - b) Purpose of collecting opinions;
  - c) Full name, contact address, nationality, number of citizen identity card, identity card, passport or number of legal papers of the individual, for shareholders being individuals; name, enterprise code or number of legal papers of the organization, address of the head office for shareholders being organizations or full name, contact address, nationality, number of legal papers of the individual, for representatives of shareholders being organizations; number of shares of each type and number of votes of shareholders;
  - d) Issues that need to be consulted for approval of decisions;
  - e) The voting plan includes approving, disapproving and not having opinions on each issue for consultation;
  - f) The deadline for sending to the Company the answered opinion poll form;
  - g) The full name, signature of the Chairman of the Board of Directors or the Company's legal representative and the Company's seal.
4. Shareholders may send the answered opinion poll to the Company by mail, fax or email according to the following provisions:
  - a) In case of sending letters, the replied opinion poll must be signed by the individual



shareholder, the authorized representative or the legal representative of the shareholder being an organization. The opinion poll sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;

- b) In case of sending fax or email, the opinion poll sent to the Company must be kept confidential until the time of counting votes;
  - c) Opinion polls sent to the Company after the time limit specified in the opinion poll or which have been opened in the case of sending letters and disclosed in case of sending faxes or emails are invalid.
  - d) Opinion poll papers that cannot be sent to shareholders (due to inaccurate identification of shareholders' addresses, incomplete shareholders' addresses, incorrect addresses provided by shareholders, etc.) are considered invalid votes.
  - e) Opinion poll papers sent to shareholders but not sent by shareholders are considered votes not to participate in voting.
5. The Chairman of the Board of Directors and the legal representative shall count the votes and make a record of the vote counting under the witness of the representative of the Audit Committee or of shareholders who do not hold the company's management position. The vote counting record must contain the following principal contents:
- a) Name, address of the head office, number and date of issuance of the business registration certificate and place of business registration;
  - b) Purpose and issues to be consulted to pass the resolution;
  - c) The number of shareholders with the total number of votes that participated in voting, distinguishing the number of valid votes and the number of invalid votes and the method of sending votes, enclosed with an appendix to the list of shareholders participating in voting;
  - d) The total number of votes in favor, disapproval and no opinion on each issue;
  - e) The issue was passed and the vote rate passed accordingly;
  - f) Full names and signatures of the Chairman of the Board of Directors, the legal representative, the vote counting person and the vote counting supervisor.
  - g) Participants in vote counting must be jointly responsible for the truthfulness and accuracy of the vote counting record; jointly responsible for damages arising from decisions adopted due to untruthful and inaccurate vote counting.
6. The vote counting minutes and resolutions must be sent to shareholders within 15 days from the end of the vote counting. The submission of the vote counting minutes

and resolutions can be replaced by posting them on the Company's website within 24 hours from the end of the vote counting.

7. The opinion poll that has been answered, the vote counting record, the resolution that has been passed and the relevant documents enclosed with the opinion poll must be kept at the head office of the Company.

**Article 22. Resolution and Minutes of the General Meeting of Shareholders**

1. The meeting of the General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and kept in other electronic forms. The minutes must be made in Vietnamese, may be made in a foreign language and the following principal contents:
  - a) Name, address of the head office, enterprise code;
  - b) Time and place of the General Meeting of Shareholders;
  - c) Agenda and contents of the Congress;
  - d) Full name of the chairman and secretary;
  - e) Summary of the General Meeting and opinions expressed at the General Meeting of Shareholders on each issue in the General Meeting of Shareholders;
  - f) The number of shareholders and the total number of votes of shareholders attending the General Meeting, the appendix to the list of shareholders and shareholders' representatives attending the meeting with the corresponding number of shares and votes;
  - g) The total number of votes for each voting issue, clearly stating the voting method, the total number of valid and invalid, approving, disapproving and no opinion votes; the corresponding ratio of the total number of votes of shareholders attending the meeting;
  - h) The issues that were passed and the corresponding percentage of votes voted for approval;
  - i) Full names and signatures of the Chairperson and Secretary. In case the Chairperson or Secretary refuses to sign the minutes of the meeting, this record shall take effect if it is signed by all other members of the Board of Directors attending the meeting and contains all the contents specified in this Clause. The minutes of the meeting clearly state the refusal of the Chairperson or Secretary to sign the minutes of the meeting.
2. The minutes of the General Meeting of Shareholders must be made and approved before the end of the General Meeting. The Chairperson and the Secretary of the meeting or other persons who sign the minutes must be jointly responsible for the



truthfulness and accuracy of the minutes.

3. Minutes made in Vietnamese and foreign languages have the same legal effect. In case there is a difference in the content between the minutes in Vietnamese and in foreign languages, the contents of the minutes in Vietnamese shall apply.
4. The Minutes and Resolutions of the General Meeting of Shareholders must be posted on the Company's website within 24 hours or sent directly to shareholders within 15 days from the date the Minutes and Resolutions are approved.
5. The minutes and resolutions of the General Meeting of Shareholders, the appendix to the list of shareholders registered to attend the meeting with the signatures of the shareholders, the written authorization to attend the meeting, all documents attached to the Minutes (if any) and relevant documents enclosed with the notice of invitation to the meeting or the written consultation of shareholders must be kept at the head office of the Company.

**Article 23. Request for cancellation of the Resolution of the General Meeting of Shareholders**

Within **90 days from the date of receipt of the** Resolution or the Minutes of the General Meeting of Shareholders or the Minutes of vote counting results for consultation of the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises may request the Court or Arbitration to consider or cancel the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company's Charter.
2. The content of the resolution violates the law or the Company's Charter.

**VII. BOARD**

**Article 24. Candidacy and nomination of members of the Board of Directors**

1. In case a candidate for the Board of Directors has been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment to the truthfulness and accuracy of personal information disclosed and must commit to perform their duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the announced candidates of the Board of Directors includes:

- a) Full name, date of birth;
  - b) Professional qualifications;
  - c) Work process;
  - d) Other managerial titles (including the title of the Board of Directors of other companies);
  - e) Interests related to the Company and its related parties;
  - f) Other information (if any) as prescribed in the company's charter;
  - g) The public company must be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other managerial positions and interests related to the company of the candidate of the Board of Directors (if any).
2. Members of the Board of Directors are nominated by shareholders and nominated according to the proportion of shareholders with voting rights, specifically: Shareholders or groups of shareholders holding from 10% to less than 20% of voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 65% may nominate a maximum of six (06) candidates; from 65% or more may nominate a sufficient number of candidates.
  3. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares as prescribed in the company's charter have the right to nominate candidates for the Board of Directors as prescribed in Clause 2 of this Article.
  4. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize the nomination in accordance with the company's charter, the internal regulations on corporate governance and the Regulation on operation 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 law.
  5. Members of the Board of Directors must meet the criteria and conditions specified in Clauses 1 and 2, Article 155 of the Law on Enterprises and the company's charter.

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

1. The number of members of the Board of Directors is five (05) persons.
2. The term of office of a member of the Board of Directors is 05 years and may be re-



elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In case all members of the Board of Directors end their term of office, such members shall continue to be members of the Board of Directors until a new member is elected to replace and take over the job. The term of office of a member of the Board of Directors must be the same as the term of office of the Board of Directors. In case of additional election or election to replace a member of the Board of Directors who is dismissed or dismissed, the term of office of this additional or replaced member shall be the remaining term of the term of office of the Board of Directors.

3. The structure of members of the Board of Directors is as follows:
  - a) The company must ensure that at least one-third (1/3) of the total number of members of the Board of Directors are non-executive members.
  - b) The total number of independent members of the Board of Directors of the Company is at least 01 member and must fully meet the conditions prescribed by the Law, this Charter and the Regulation on corporate governance.
4. Members of the Board of Directors shall no longer be members of the Board of Directors in case of dismissal, dismissal or replacement by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises.
5. The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure on the securities market.
6. Members of the Board of Directors must meet the following criteria and conditions:
  - a) Having full civil act capacity, not being subject to enterprise management as prescribed in Clause 2, Article 17 of the Law on Enterprises;
  - b) Having professional qualifications and experience in the company's business management and not necessarily being a shareholder of the company, unless otherwise provided for in this Charter;
  - c) A member of the Board of Directors of the company must not be a member of the Board of Directors of more than 05 other companies.
7. In addition to the above conditions, an independent member of the Board of Directors of the Company must meet the following criteria and conditions:
  - a) Not being a person working for the Company, the parent company or its subsidiaries; not being a person who has worked for the company, the parent company or its subsidiaries for at least 03 consecutive years;
  - b) Not being a person who is receiving salaries and remunerations of the Company,

except for allowances that members of the Board of Directors are entitled to as prescribed;

- c) Not being a person whose spouse, natural father, adoptive father, natural child, adopted child, brother, sister or sibling is a major shareholder of the company; is a manager of the Company or a subsidiary of the Company;
  - d) Not being a person who directly or indirectly owns at least 01% of the total voting shares of the Company;
  - e) Not being a person who has been a member of the Board of Directors of the company for at least 05 consecutive years, except for the case of being appointed for 02 consecutive terms;
  - f) An individual may only be elected as an independent member of the Board of Directors of the Company for no more than 2 consecutive terms;
  - g) Candidates for independent members of the Board of Directors must meet other standards as prescribed by current laws.
8. An independent member of the Board of Directors must notify the Board of Directors of his/her failure to fully meet the criteria and conditions specified in Clause 7 of this Article and of course no longer be an independent member of the Board of Directors from the date on which he or she fails to fully meet the criteria and conditions. The Board of Directors shall notify the case in which an independent member of the Board of Directors no longer meets the criteria and conditions at the nearest General Meeting of Shareholders or the meeting of the General Meeting of Shareholders to elect, supplement or replace an independent member of the Board of Directors within 06 months from the date of receipt of the notice of the relevant independent member of the Board of Directors.

#### **Article 26. Powers and obligations of the Board of Directors**

- 1. The Board of Directors is the managing agency of the Company, which has the full right to decide and exercise the rights and obligations of the company in the name of the Company, except for the rights and obligations under the jurisdiction of the General Meeting of Shareholders.
- 2. The rights and obligations of the Board of Directors are stipulated by law, the company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:
  - a) Decide on the Company's strategy, medium-term development plan and annual business plan;
  - b) Proposals on the types of shares and the total number of shares entitled to be offered for sale of each type;



- c) Decision on sale of unsold shares within the number of shares entitled to be offered for sale of each type; decision on mobilization of additional capital in other forms;
- d) Deciding on the selling price of the Company's shares and bonds;
- e) The decision to repurchase shares shall not exceed 10% of the total number of shares of each type offered for sale in twelve (12) months.
- f) To decide on investment plans and investment projects within their competence and limits as prescribed by law;
- g) Deciding on solutions for market development, marketing and technology;
- h) Through contracts for purchase, sale, borrowing, lending and other contracts and transactions valued at 35% or more of the total value of assets recorded in the Company's latest financial statements. This Regulation does not apply to contracts and transactions specified at Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;
- i) Electing, dismissing and dismissing the Chairman of the Board of Directors; appointing, dismissing, signing contracts and terminating contracts of the General Director and other important managers at the request of the General Director, including directors of divisions, chief accountants, heads of departments and affiliated units; deciding on salaries, remuneration, bonuses and other benefits of such managers; appointing authorized representatives to participate in the Members' Council or the General Meeting of Shareholders in other companies, deciding on remuneration levels and other benefits of such persons;
- j) Supervise and direct the General Director and other managers in running the Company's daily business;
- k) To decide on the organizational structure, internal management regulations of the Company, to decide on the establishment of subsidiaries, branches, representative offices and the capital contribution and purchase of shares of other enterprises;
- l) Approving programs and contents of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to approve resolutions;
- m) Submit the audited annual financial statements to the General Meeting of Shareholders;
- n) Proposing the level of dividends to be paid; deciding on the time limit and procedures for paying dividends or handling losses arising in the course of business;
- o) Proposing the reorganization and dissolution of the Company; requesting the bankruptcy of the Company;

- p) Decision on promulgation of the Regulation on operation of the Board of Directors, internal regulation on corporate governance; Regulation on operation of the Audit Committee of the Board of Directors and Regulation on information disclosure after being approved by the General Meeting of Shareholders;
  - q) The Board of Directors may change the plan to use capital, the proceeds from the offering or issuance with a changed value of less than 50% of the capital, the proceeds from the offering or issuance of securities when authorized by the General Meeting of Shareholders, except for the case of offering non-convertible bonds without warrants according to the plan approved by the Board of Directors.
  - r) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the company's charter.
3. The Board of Directors must report to the General Meeting of Shareholders the results of the Board of Directors' activities as prescribed in Article 280 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities.

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

- 1. The company has the right to pay remuneration and reward members of the Board of Directors according to business results and efficiency.
- 2. Members of the Board of Directors are entitled to work remuneration and bonuses. The Board of Directors estimates the level of remuneration for each member on the principle of unanimity. The total level of remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
- 3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, expressed 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. Members of the Board of Directors shall be entitled to be paid for all travel, meals, lodging and other reasonable expenses incurred by them in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors.
- 5. Members of the Board of Directors may purchase liability insurance by the Company after the approval of the General Meeting of Shareholders. This insurance does not cover the liabilities of members of the Board of Directors related to



violations of the law and the Company's Charter.

**Article 28. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected, dismissed or dismissed from office by the Board of Directors from among the members of the Board of Directors.
2. The Chairman of the Board of Directors may not concurrently be the General Director of the company.
3. The Chairman of the Board of Directors has the following rights and obligations:
  - a) Formulate programs and plans for activities of the Board of Directors;
  - b) Preparing programs, contents and documents for the meeting; convening, presiding over and presiding over meetings of the Board of Directors;
  - c) Organize the adoption of resolutions and decisions of the Board of Directors;
  - d) Supervising the process of organizing the implementation of resolutions and decisions of the Board of Directors;
  - e) Chairman of the General Meeting of Shareholders;
  - f) Other rights and obligations as prescribed by the Law on Enterprises and the company's charter.
4. In case the Chairman of the Board of Directors submits a letter of resignation or is dismissed or dismissed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the letter of resignation or dismissal or dismissal.
5. In case 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 perform the obligations of the Chairman of the Board of Directors (according to the principles specified in the company's charter). In case no authorized person or the Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving an imprisonment penalty, is serving administrative handling measures at a compulsory detoxification facility, compulsory education institution, escapes from his/her place of residence, is restricted or loses his/her civil act capacity, has difficulties in cognition, behavior control, is banned from holding certain posts, practicing certain professions or doing certain jobs by the Court, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors on the principle that the majority of the remaining members approve until a new decision of the Board of Directors is issued.

**Article 29. Board Meetings**

1. 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 end of the election of such 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. In case more than one member has the highest number of votes or the percentage of votes and is equal, the members shall vote on the principle of majority to elect 01 of them to convene a meeting of the Board of Directors. The first meeting of the term of office of the Board of Directors must elect the Chairman of the Board of Directors on the principle of majority.

2. The Board of Directors must meet at least once a quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors, which must not be postponed without plausible reasons, when one of the following subjects requests in writing the purpose of the meeting and the issues to be discussed in the following cases:
  - a) There is a proposal of an independent member of the Board of Directors;
  - b) At the request of the General Director or at least 05 other managers;
  - c) At the request of at least 02 members of the Board of Directors.
4. Meetings of the Board of Directors at the request specified in Clause 3 of this Article must be made in writing, clearly stating the purposes, issues to be discussed and decided under the competence of the Board of Directors.
5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the proposal specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors as requested, the Chairman of the Board of Directors shall be responsible for the damage caused to the Company; the requester may replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.
6. Notice and meeting agenda: The Chairman of the Board of Directors or the convener of the meeting The Board of Directors must send a notice of invitation to the meeting at least 03 working days before the date of the meeting. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda, the issues discussed and decided. The notice of invitation to the meeting must be enclosed with documents used at the meeting and the voting slips of the members.

The notice of invitation to the meeting of the Board of Directors may be sent by invitation, telephone, fax, electronic means or other methods prescribed by the company's charter and ensure that it reaches the contact address of each member of the Board of Directors registered at the Company.



7. A meeting of the Board of Directors shall be held only when 3/4 or more of the total number of members of the Board of Directors attend the meeting. In case the meeting convened under the provisions of this Clause does not have enough members to attend the meeting as prescribed, it may be convened for the second time within 07 days from the date of the intended first meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.
8. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:
  - a) Attending and voting directly at the meeting;
  - b) Authorize other persons to attend the meeting and vote as prescribed in Clause 10 of this Article;
  - c) Attend and vote through online conferences, electronic voting or other electronic forms;
  - d) Send voting ballots to the meeting by mail, fax, email;
  - e) Sending the ballot by other means.
9. In case of sending votes to the meeting by mail, the voting papers must be contained in sealed envelopes and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The voting papers shall only be opened in the presence of all participants of the meeting.
10. Members must attend all meetings of the Board of Directors. Members may authorize others to attend and vote if approved by a majority of members of the Board of Directors.
11. Resolutions and decisions of the Board of Directors shall be adopted if they are approved by the majority of members attending the meeting; in case the number of votes for and against is equal, the vote of the Chairman shall be the decisive vote.

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

1. The Board of Directors may establish subordinate subcommittees to be in charge of development policies, human resources, compensation, internal audit, and risk management. The number of members of the sub-committee decided by the Board of Directors is at least 03 people, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors participate in the sub-committee, may account for the majority of the sub-committee and one of these members shall be appointed as the head of the sub-committee at the decision of the Board of Directors. The activities of the sub-committee must comply with the regulations of the Board of

Directors. The resolution of the sub-committee shall take effect only when the majority of members attend and vote to approve it at the meeting of the sub-committee.

2. The implementation of decisions of the Board of Directors or subcommittees under the Board of Directors must comply with current legal provisions and the provisions of the company's charter and internal regulations on corporate governance.

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

1. The Board of Directors of the Company must appoint at least 01 person as the person in charge of corporate governance to support the effective conduct of the company's governance. The person in charge of corporate governance may concurrently act as the company secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises. The term of office of the person in charge of corporate governance shall be decided by the Board of Directors, a maximum of five (05) years.
2. The person in charge of corporate governance must meet the following standards:
  - a) Have an understanding of the law;
  - b) Not to concurrently work for an approved auditing organization that is auditing the Company's financial statements;
  - c) Other standards as prescribed by law, the Charter date and the decision of the Board of Directors.
3. The Board of Directors may dismiss the person in charge of corporate governance when necessary but not contrary to the current labor laws.
4. The person in charge of corporate governance has the following rights and obligations:
  - a) Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related affairs between the Company and shareholders;
  - b) Preparing meetings of the Board of Directors and the General Meeting of Shareholders at the request of the Board of Directors;
  - c) Advising on the procedure of meetings;
  - d) Attend meetings;
  - e) Advising on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;
  - f) Provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors;
  - g) Supervise and report to the Board of Directors on the Company's information



- disclosure activities;
- h) Acting as a point of contact with relevant stakeholders;
  - i) Confidentiality of information in accordance with the provisions of law and the company's Charter;
  - j) Other rights and obligations as prescribed by law.

## **VIII. EXECUTIVES**

## **DIRECTORS AND OTHER**

### **Article 32. Organization of the management apparatus**

The Company's management system must ensure 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 daily business of the Company. The Company has a General Director, Deputy General Directors, Chief Accountant and other managerial positions appointed by the Board of Directors. The appointment, dismissal and dismissal of the above-mentioned positions must be approved by resolutions and decisions of the Board of Directors.

### **Article 33. Company Executive**

1. The Company's executives include the General Director, department directors, chief accountants, heads of departments and other positions appointed by the Board of Directors.
2. At the request of the General Director and the approval of the Board of Directors, the Company may recruit executives other than those with the number and standards in accordance with the Company's management structure and regulations prescribed by the Board of Directors. The Executives of the Company shall be responsible for assisting the Company in achieving the objectives set in its operations and organization.
3. The General Director shall be paid salaries and bonuses. The salaries and bonuses of the General Director shall be decided by the Board of Directors.
4. The executive's salary shall be included in the Company's business expenses in accordance with the law on corporate income tax, which shall be expressed as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

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

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person to be the General Director.
2. The General Director is the person who runs the daily business of the Company; is subject to the supervision of the Board of Directors; is responsible to the Board of

Directors and the law for the performance of assigned rights and obligations.

3. The term of office of the General Director shall not exceed 05 years and may be re-appointed with an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and the company's Charter.
4. The General Director has the following rights and obligations:
  - a) Deciding on matters related to the Company's day-to-day business that does not fall under the jurisdiction of the Board of Directors;
  - b) Organizing the implementation of resolutions and decisions of the Board of Directors;
  - c) Organizing the implementation of the Company's business plan and investment plan;
  - d) Proposing the organizational structure plan and internal management regulations of the Company;
  - e) Appointment, dismissal and dismissal of managerial positions in the Company, except for those under the competence of the Board of Directors;
  - f) Deciding on salaries and other benefits for employees in the Company, including managers under the appointing authority of the General Director;
  - g) Labor recruitment;
  - h) Proposing a plan to pay dividends or handle losses in business;
  - i) Other rights and obligations as prescribed by law, the company's charter and resolutions and decisions of the Board of Directors.
5. The Board of Directors may dismiss the General Director when the majority of members of the Board of Directors have the right to vote to approve and appoint a new General Director to replace him.

## **IX. AUDIT COMMITTEE**

### **Article 35. Candidacy and nomination of members of the Audit Committee**

1. The Chairman of the Audit Committee and other members of the Audit Committee are nominated by the Board of Directors and are not executives of the Company.
2. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at the meeting of the Board of Directors.

### **Article 36. Composition of the Audit Committee**

1. The Audit Committee has 02 or more members. The Chairman of the Audit Committee must be an independent member of the Board of Directors. Other



members of the Audit Committee must be non-executive members of the Board of Directors.

2. Members of the Audit Committee must have knowledge of accounting and auditing, have a general understanding of the law and the Company's operation and do not fall into the following cases:
  - a) Working in the accounting and finance department of the Company;
  - b) Being a member or employee of an auditing organization approved to audit the company's financial statements in the previous 03 consecutive years.
3. The Chairman of the Audit Committee must have a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law, and business administration.

#### **Article 37. Rights and obligations of the Audit Committee**

The Audit Committee has the rights and obligations specified in Article 161 of the Law on Enterprises, the company's charter and the following rights and obligations:

1. Have the right to access documents related to the Company's operations, communicate with other members of the Board of Directors, General Director, Chief Accountant and other managers to collect information for the operation of the Audit Committee.
2. Have the right to request representatives of approved auditing organizations to attend and answer issues related to audited financial statements at meetings of the Audit Committee.
3. Use legal consultancy, accounting or other external consultancy services when necessary.
4. Formulate and submit to the Board of Directors policies on risk detection and management; propose to the Board of Directors solutions to handle risks arising in the Company's operations.
5. Make a written report and send it to the Board of Directors when detecting that members of the Board of Directors, the General Director and other managers fail to fully perform their responsibilities as prescribed in the Law on Enterprises and the company's Charter.
6. Formulate the Regulation on operation of the Audit Committee and submit it to the Board of Directors for approval.

#### **Article 38. Audit Committee Meetings**

1. The Audit Committee must meet at least 02 times in a year. The minutes of the meeting must be made in detail, clearly and must be kept in full. The recordkeeper and members of the Audit Committee attending the meeting must sign the minutes of the meeting.

2. The Audit Committee shall approve the decision by voting at the meeting, collecting opinions in writing or other forms prescribed by the Audit Committee's Operation Regulations. Each member of the Audit Committee shall have one vote. Unless the Audit Committee's Operation Regulation stipulates a higher ratio, the Audit Committee's decision shall be approved if it is approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision shall belong to the side with the opinion of the Chairman of the Audit Committee.

**Article 39. Report on the activities of independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders**

1. Independent members of the Board of Directors in the Audit Committee are responsible for reporting on activities at the Annual General Meeting of Shareholders.
2. The report on activities of independent members of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders must ensure the following contents:
  - a) Remuneration, operating expenses and other benefits of the Audit Committee and each member of the Audit Committee as prescribed in the Law on Enterprises and the company's charter;
  - b) Summarizing the meetings of the Audit Committee and the conclusions and recommendations of the Audit Committee;
  - c) Supervision results of financial statements, operations, and financial situation of the Company;
  - d) Report on the evaluation of transactions between the Company, its subsidiaries and other companies in which the Company controls more than 50% or more of the charter capital and members of the Board of Directors, General Director, other executives of the enterprise and related persons of such subjects; transactions between the Company and companies in which members of the Board of Directors, General Directors and other executives of the enterprise are founding members or managers of the enterprise in the last 03 years before the time of transaction;
  - e) Results of the assessment of the Company's internal control and risk management system;
  - f) Supervision results for the Board of Directors, General Director and other executives of the enterprise;
  - g) The results of the evaluation of the coordination of activities between the Audit Committee and the Board of Directors, the General Director and shareholders.

**X. RESPONSIBILITIES OF BOARD MEMBERS, DIRECTORS AND OTHER EXECUTIVES**



#### **Article 40. Responsibility for Caution**

Members of the Board of Directors, General Directors and other managers are responsible for performing their duties, including as members of subcommittees of the Board, in an honest manner in the best interests of the Company.

#### **Article 41. Responsibility for honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, the General Director and other managers must publicize relevant interests in accordance with the provisions of the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors, General Directors, other managers and related persons of these members may only use the information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Directors, the General Director and other managers are obliged to notify in writing to the Board of Directors of transactions between the Company, its subsidiaries and other companies in which the public company controls more than 50% or more of the charter capital with such entity or with related persons of such entity in accordance with law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.
4. Members of the Board of Directors may not vote on transactions that benefit such member or related persons of such members in accordance with the provisions of the Law on Enterprises.
5. Members of the Board of Directors, the General Director, other managers and related persons of these subjects are not allowed to use or disclose inside information to others to carry out related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, General Directors, other executives and individuals and organizations related to these entities shall not be invalidated in the following cases:
  - a) For transactions with a value of less than or equal to 35% of the total value of assets recorded in the latest financial statements, the important contents of the contract or transaction as well as the relationships and interests of members of the Board of Directors, the General Director and other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority of votes of members of the Board of Directors who have no related interests;
  - b) For transactions with a value of 35% or more or transactions resulting in transaction values arising within 12 months from the date of making the first transaction valued

at 35% or more of the total value of assets recorded in the latest financial statements, the important contents of this transaction as well as the relationship and interests of members of the Board of Directors, General Directors and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders who have no related interests.

- c) Such contract or transaction is deemed by an independent advisory organization to be fair and reasonable in all respects relating to the shareholders of the Company at the time such transaction or contract is approved by the Board of Directors or the General Meeting of Shareholders.
- 7. Members of the Board of Directors are not allowed to vote on transactions that benefit such member or related persons of such members in accordance with the provisions of the Law on Enterprises and the company's charter.

#### **Article 42. Liability for Damage and Compensation**

- 1. Members of the Board of Directors, the General Director and other executives who violate their obligations and responsibilities honestly and prudently, fail to fulfill their obligations shall be responsible for the damages caused by their violations.
- 2. The Company compensates persons who have been, are or may become a party to complaints, lawsuits, prosecutions (including civil, administrative and non-lawsuits filed by the Company) if such persons have been or are members of the Board of Directors, General Directors, other executives, employees or representatives authorized by the Company who have been or are performing duties under the Company's authorization, acting honestly and prudently in the interests of the Company on the basis of compliance with the law and there is no evidence confirming that such person has breached his/her responsibilities.
- 3. Compensation costs include judgment costs, fines, and payables incurred in practice (including attorneys' fees) when settling these cases within the framework of the law. The Company may purchase insurance for these persons to avoid the above compensation liabilities.

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

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

- 1. Ordinary shareholders have the right to look up books and records, specifically as follows:
  - a) Ordinary shareholders have the right to consider, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request the correction of their inaccurate information; consider, lookup, extract or copy the company's charter, minutes of the General Meeting of Shareholders and



resolutions of the General Meeting of Shareholders;

- b) Shareholders or groups of shareholders owning 05% or more of the total ordinary shares have the right to consider, look up and extract minutes and resolutions and decisions of the Board of Directors, semi-annual financial statements and annual financial statements, contracts and transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.
2. In case the authorized representative of the shareholder and the group of shareholders requests to look up the books and records, the power of attorney of the shareholder and the group of shareholders that such person represents or a notarized copy of this power of attorney must be enclosed.
3. Members of the Board of Directors, the General Director and other executives have the right to search the register of shareholders of the Company, the list of shareholders, other books and records of the Company for purposes related to their positions provided that such information is kept confidential.
4. The company shall keep this Charter and its amendments to the Charter, the Business Registration Certificate, regulations, documents proving the ownership of assets, the Resolution of the General Meeting of Shareholders and the Board of Directors, the minutes of the General Meeting of Shareholders and the Board of Directors, the reports of the Board of Directors, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that the shareholders and the Business Registration Authority are notified of the location of these documents.
5. The company's charter must be published on the Company's website.

## **XII. EMPLOYEES AND TRADE UNIONS**

### **Article 44. Workers and trade unions**

1. The General Director must make a plan for the Board of Directors to approve issues related to recruitment, termination of employees, salaries, social insurance, benefits, rewards and discipline for employees and managers.
2. The General Director shall make a plan for the Board of Directors to approve matters relating to the Company's relations with trade unions in accordance with the standards, best management practices and policies, practices and policies specified in this Charter, the Company's statutes and applicable laws.

## **XIII.**

## **PROFIT SHARING**

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

1. The General Meeting of Shareholders decides on the dividend payment level and the form of annual dividend payment from the Company's retained profits.

2. According to the provisions of the Law on Enterprises, the Board of Directors may decide to pay interim dividends if it considers that this payment is in line with the profitability of the Company.
3. The Company does not pay interest on dividend payments or payments related to a type of stock.
4. The Board of Directors may propose the General Meeting of Shareholders to approve the payment of all or part of the dividend in the form of specific assets (such as stocks or bonds issued in full by another company) and the Board of Directors shall execute this decision.
5. In case dividends or other amounts related to a stock are paid in cash, the Company must pay in Vietnamese dong. The payment can be made directly or through banks on the basis of bank details provided by shareholders. In case the Company has transferred money in accordance with the bank details provided by the shareholders but the shareholder does not receive the money, the Company is not responsible for the amount of money transferred by the Company to the beneficiary shareholders. The payment of dividends for stocks listed on the Stock Exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.
6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors passes a resolution to determine a specific date for finalizing the list of shareholders. Based on that date, those who register as shareholders or owners of other securities are entitled to receive dividends, interest rates, profit distributions, receive shares, receive notices or other documents.
7. Other matters related to the distribution of profits shall be carried out in accordance with the provisions of law.

#### **XIV. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR, AND ACCOUNTING SYSTEMS**

##### **Article 46. Bank Account**

1. The company opens accounts at Vietnamese banks or at foreign banks licensed to operate in Vietnam.
2. Subject to the prior approval of the competent authority, in case of necessity, the Company may open an offshore bank account in accordance with the provisions of the law.
3. The Company conducts all payments and accounting transactions through Vietnamese currency or foreign currency accounts at the banks in which the Company opens accounts.

##### **Article 47. Fiscal Year**



The Fiscal Year of the Company commences on the first day of January every year and ends on the 31st day of December. The first financial year commences from the date of issuance of the Certificate of Business Registration and ends on the 31st day of December immediately following the date of issuance of such Certificate of Business Registration.

**Article 48. Accounting regime**

1. The accounting regime used by the Company is the enterprise accounting regime or a specific accounting regime promulgated and approved by a competent authority.
2. The Company shall prepare accounting books in Vietnamese and keep accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, up-to-date, systematic and must be sufficient to prove and explain the Company's transactions.
3. The company uses the accounting currency unit of Vietnam dong. In case the company has economic operations arising mainly in one foreign currency, it may choose that foreign currency as the accounting currency, take responsibility for such choice before law and notify it to the direct tax administration agency.

**XV. FINANCIAL STATEMENTS, ANNUAL REPORTS,  
RESPONSIBILITIES FOR INFORMATION DISCLOSURE**

**Article 49. Annual, semi-annual and quarterly financial statements**

1. The company must make annual financial statements and annual financial statements must be audited in accordance with law. The company shall announce the audited annual financial statements in accordance with the law on information disclosure on the securities market and submit them to competent state agencies.
2. The annual financial statement must include all reports, appendices and explanations in accordance with the law on corporate accounting. The annual financial statement must reflect honestly and objectively the operation of the Company.
3. The company must prepare and publish reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the securities market and submit them to competent state agencies.

**Article 50. Annual Report**

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

**Article 51. Information disclosure and public announcement**

The company must disclose information in accordance with the provisions of law. Annual financial statements, annual reports and other supporting documents must be publicly announced in accordance with law and submitted to the relevant tax authorities

and business registration agencies in accordance with the provisions of the Law on Enterprises and the Law on Securities.

## **XVI.**

### **CORPORATE AUDIT**

#### **Article 52. Audit**

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve the list of independent auditing firms and authorize the Board of Directors to decide to select one of these entities to conduct an audit of the Company's financial statements for the next fiscal year based on the terms and conditions agreed with the Board of Directors.
2. The time limit for completion of financial statements and audit of annual financial statements shall comply with the provisions of this Charter and relevant laws. Audit results (audit letters) must be attached to the financial statements after the audit.
3. Independent auditors who audit the Company's financial statements are entitled to attend meetings of the General Meeting of Shareholders and are entitled to receive notices and other information related to the General Meeting of Shareholders and to express opinions at the General Meeting on matters related to the audit of the Company's financial statements.

## **XVII. SEAL OF THE ENTERPRISE**

#### **Article 53. Seal of the business**

1. A seal includes a seal made at a seal engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form and content of seals of the Company, its branches and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seal in accordance with current law.

## **XVIII. COMPANY DISSOLUTION**

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

1. The company may be dissolved in the following cases:
  - a) Termination of the operation term stated in the company's charter without a decision on extension;
  - b) According to the resolutions and decisions of the General Meeting of Shareholders;
  - c) The Enterprise Registration Certificate is revoked, unless otherwise provided for by the Law on Tax Administration;
  - d) Other cases as prescribed by law.
2. The dissolution of the Company before the deadline (including the extended time



limit) 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 (if required) as prescribed.

#### **Article 55. Extension of Operation**

1. The Board of Directors convenes a meeting of the General Meeting of Shareholders at least 07 months before the end of the operation term so that shareholders can vote on the extension of the Company's operation at the request of the Board of Directors.
2. The operation duration shall be extended when the number of shareholders representing 65% or more of the total number of votes of all shareholders attending the General Meeting of Shareholders approves.

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

1. At least 06 months before the end of the Company's operation term or after the decision to dissolve the Company, the Board of Directors must establish a Liquidation Board consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from 01 independent auditing firm. The Liquidation Board prepares its operating regulations. Members of the Liquidation Board can be selected from among the Company's employees or independent experts. All liquidation-related expenses are prioritized by the Company to be paid before other debts of the Company.
2. The Liquidation Board is responsible for reporting to the Business Registration Authority on the date of establishment and the date of commencement of operations. From that time on, the Liquidation Board represents the Company in all affairs related to the liquidation of the Company before the Court and administrative authorities.
3. The proceeds from the liquidation shall be paid in the following order:
  - a) Liquidation expenses;
  - b) Salary arrears, severance allowances, social insurance and other benefits of employees under the signed collective labor agreement and labor contract;
  - c) Tax debts;
  - d) Other liabilities of the Company;
  - e) The remainder after all debts from (a) to (d) above have been paid shall be distributed among the shareholders. Preferred shares shall be paid-up in advance.

### **XIX. INTERNAL DISPUTE RESOLUTION**

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

1. In case of disputes and complaints related to the Company's operations, the rights

and obligations of shareholders as prescribed in the Law on Enterprises, the company's charter, other legal provisions or an agreement between:

- a) Shareholders with the Company;
- b) Shareholders with the Board of Directors, General Director or other executives;

The parties involved shall try to resolve such dispute through negotiation and conciliation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall assume the prime responsibility for settling the dispute and request each party to present information related to the dispute within **60** working days from the date the dispute arises. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, the parties shall agree to select a mediator according to the list announced by the Department of Justice of Da Nang City to mediate the dispute settlement process.

2. In case the mediation decision is not reached within 06 weeks from the start of the mediation process or if the decision of the mediator is not accepted by the parties, a party may take the dispute to Arbitration or the Court.
3. The parties shall bear the costs related to the negotiation and conciliation procedures. The payment of the Court's costs shall be made according to the Court's judgment.

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

### **Article 58. Supplements and amendments to the Charter**

1. The supplementation and amendment of this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case there are provisions of law related to the operation of the Company which are not mentioned in this Charter, or in case there are new provisions of law that are different from the provisions of this Charter, the provisions of such law shall naturally apply and regulate the operation of the Company.

## **XXI. EFFECTIVE DATE**

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

1. This Charter consists of 21 chapters and 59 articles, and was unanimously approved by the General Meeting of Shareholders of LOGISTICS PORTSERCO Joint Stock Company under the Resolution dated April 18, 2026, and promulgated pursuant to the Board of Directors' Resolution No. 09-26/NQ-HĐQT dated May 4, 2026.
2. The Charter shall be made in ten (10) copies, of equal validity, in which:
  - a) One (01) copy shall be submitted to the State Notary Office of the locality.
  - b) Five (05) copies registered at the government agencies according to the regulations



of the People's Committees of the provinces and cities;

- c) Four (04) copies are kept at the Company's Head Office.
- 3. This Charter is unique and official of the Company.
- 4. Copies or extracts of the Company's Charter are valid when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors.

**LEGAL REPRESENTATIVE**  
**Chairman of the Board of Directors**



**VU QUANG VINH**