

**THE SOCIALIST REPUBLIC OF VIETNAM**  
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# **CHARTER**

## **KHANH HOA SANEST SOFT DRINK JOINT STOCK COMPANY**

*Amended and supplemented according to the Resolution of the 2026 Annual General Meeting of Shareholders*

*Khanh Hoa, April 22, 2026*



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## **INTRODUCTION**

Khanh Hoa Sanest Soft Drink Joint Stock Company (hereinafter referred to as “the Company”) is an enterprise converted from Sanest Khanh Hoa Soft Drink One Member LLC, which was 100% owned by Khanh Hoa Salanganes Nest State-Owned One Member LLC, in accordance with the Law on Enterprises and Decision No. 3040/QĐ-UBND dated October 12, 2016, regarding the equitization of Sanest Khanh Hoa Beverage Single-Member Limited Liability Company.

This Charter is amended and supplemented according to the Resolution of the General Meeting of Shareholders No. 01/2026-GMS dated April 22, 2026

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

#### **Article 1: Interpretation of terms**

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

- a) *Charter capital* is the total par value of shares sold or registered for purchase upon the establishment of the joint stock company and in accordance with Article 6 of this Charter.
- b) *Voting capital* is share capital, whereby the owner has the right to vote on matters under the authority of the General Meeting of Shareholders.
- c) *The Law on Enterprises* refers to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of The Socialist Republic of Vietnam on June 17, 2020.
- d) *The Law on Securities* refers to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of The Socialist Republic of Vietnam on November 26, 2019.
- e) *Date of establishment* is the date the Company was first granted the Enterprise Registration Certificate (Business Registration Certificate and equivalent valid documents).
- f) *Executive* is the General Director, Deputy General Director, Chief Accountant, and other executives appointed by the Board of Directors.
- g) *Manager* is a person who manages the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other management titles appointed by the General Meeting of Shareholders or the Board of Directors.
- h) *Affiliated persons* are individuals and organizations as defined in Clause 46, Article 4 of the Law on Securities.
- i) *Shareholder* is an individual or organization owning at least one share of the joint stock company.



j) *Founding shareholder* is a shareholder owning at least one ordinary share and signing the list of founding shareholders of the joint stock company.

k) *Major shareholders* are shareholders who own 05% or more of the voting shares of the Company.

l) *Duration of operation* is the operating period of the Company as specified in Article 2 of this Charter and any extension period (if any) approved by the General Meeting of Shareholders of the Company.

m) *The Stock Exchange* refers to the Vietnam Stock Exchange and its subsidiaries.

n) *Business secret* refers to information obtained from financial and intellectual investing activities that has not been disclosed and is capable of being used in business, and other information decided by the Board of Directors.

o) *Trade secret* refers to information regarding inventory levels, costs and profits, finance, technological and business solutions, and other information decided by the Board of Directors.

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

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

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

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

#### **1. Name of company**

- Name of company in Vietnamese: Công ty Cổ phần Nước giải khát Sanest Khánh Hòa.

- Name of company in English: Khanh Hoa Sanest Soft Drink Joint Stock Company.

- Abbreviated Company Name (in Vietnamese): Công ty CP NGK Sanest Khánh Hòa.

2. The Company is a joint stock company with legal entity status in accordance with the Applicable Law of Vietnam.

#### **3. Registered Address of the Company:**

- Address: National Highway 1, Nam Cam Ranh Commune, Khanh Hoa Province, Vietnam

- Telephone: 0258 3865 666 Fax: 0258 3865 664.

- E-mail: [sanestkhanhhoa@sanest.com.vn](mailto:sanestkhanhhoa@sanest.com.vn).



- Website: [www.sanestkhanhhoa.com.vn](http://www.sanestkhanhhoa.com.vn).

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

5. Unless terminated before the deadline specified in Clause 2, Article 55 or extended in accordance with Article 56 of this Charter, the duration of operation of the Company shall be indefinite from the date of establishment.

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

The Company has 01 legal representative who is the Chairman of the Board of Directors.

The legal representative of the Company is the individual representing the Company in exercising the rights and obligations arising from the Company's transactions, and representing the Company as a plaintiff, defendant, or person with related interests and obligations before Arbitration or Courts. The responsibilities of the legal representative shall be implemented in accordance with Article 13 of the Law on Enterprises and other rights and obligations as prescribed by the Applicable Law.

The legal representative of the Company must reside in Vietnam and must authorize another person in writing to exercise the rights and obligations of the legal representative at the Company when leaving Vietnam.

In case the authorization expires and the legal representative of the Company has not returned to Vietnam and there is no other authorization, the authorized person shall continue to exercise the rights and obligations of the legal representative of the Company within the authorized scope until the legal representative of the Company returns to work or until the Board of Directors decides to appoint a replacement.

In case of absence from Vietnam for more than 30 days without authorizing another person to exercise the rights and duties of the legal representative of the Company, the Board of Directors shall appoint a replacement.

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

### **Article 4: Operating objectives of the Company**

1. The business lines of the Company are:

<b>Industry code business line</b>	<b>Name of business line</b>
1050	Processing of milk and dairy products



<b>1079</b> <b>(main business line)</b>	<b>Manufacture of other food products not elsewhere classified</b> <b>Details: Processing of products and functional foods from bird's nest</b>
1105	Manufacture of non-alcoholic beverages, mineral water
4632	Wholesale of food
4633	Wholesale of beverages Details: Wholesale of non-alcoholic beverages, wine, and beer
4722	Retail of food
4723	Retail of beverages Details: Retail of non-alcoholic beverages, wine, and beer
4933	Road freight transport
1020	Processing and preserving of aquatic products and products from aquatic products
0230	Exploitation and collection of forest products, excluding wood Details: Exploitation of bird's nest resources
0149	Other animal husbandry Details: Bird's nest farming
4299	Construction of other civil engineering works Details: Construction of bird's nest houses
6810	Real estate business, land lease right belonging to the owner, user, or lessee
5210	Warehousing and storage of goods
1062	Manufacture of starch and starch products
1075	Manufacture of prepared meals and dishes
2023	Manufacture of cosmetics, perfumes, soap, detergents, polishing, and cleaning preparations Details: Manufacture of cosmetics
4649	Wholesale of other household goods Details: Wholesale of perfumes, cosmetics, and cleaning preparations



<b>9623</b>	Spa and sauna services
<b>4661</b>	Wholesale of automobiles and other motor vehicles
<b>7710</b>	Rental of motor vehicles
<b>4772</b>	Retail of pharmaceuticals, medical instruments, cosmetics, and toiletries Details: Retail of perfumes, cosmetics, and toiletries

2. The operating objectives of the Company are to maximize reasonable profits for the Company, increase dividends for shareholders, contribute to the State budget, ensure the interests of employees, and continuously develop the Company to become stronger.

#### **Article 5: Business scope and operating activities of the Company**

The Company was granted the Enterprise Registration Certificate No. 4201675916 by the Department of Planning and Investment of Khanh Hoa Province, first issued on January 28, 2016, and officially converted its type from One Member Limited Liability Company to a Joint Stock Company on November 16, 2017.

The Company is permitted to conduct business activities in accordance with the registered business lines and the provisions of this Charter, notify the business registration authority of any changes, and announce them on the National Business Registration Portal.

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

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

#### **Article 6: Charter capital, shares, founding shareholders**

1. The Charter capital of the Company is 330,000,000,000 VND (three hundred and thirty billion VND).

The total Charter capital of the Company is divided into 33,000,000 shares with a par value of 10,000 VND/share.

The foreign ownership percentage in the Company is 20% of the total outstanding shares.

2. The Company may change its Charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of the Law.

3. The Company's shares as of the date of approval of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of share are specified in Article 12 and Article 13 of this Charter.



4. The Company may issue other types of preference shares after obtaining approval from the General Meeting of Shareholders and in accordance with the provisions of the Law.
5. The Company has no founding shareholders.
6. Ordinary shares shall be prioritized for offering to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless the General Meeting of Shareholders decides otherwise; the number of shares that shareholders do not register to purchase shall be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and other persons on conditions not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or otherwise provided by the Law on Securities.
7. The Company may purchase shares issued by the Company itself in the manners specified in this Charter and the Applicable Law.
8. The Company may issue other types of securities in accordance with the provisions of the Law.

#### **Article 7: Share Certificate**

1. Shareholders of the Company shall be issued share certificates corresponding to the number and type of shares they own.
2. A share is a type of security confirming the legal rights and interests of the owner in a portion of the share capital of the issuing organization. A share certificate must contain all information as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within 15 days from the date of submitting a complete application for the transfer of share ownership in accordance with the Company's regulations, or within two months from the date of full payment for the shares as prescribed in the Company's share issuance plan (or other time limit as specified in the issuance terms), the shareholder shall be issued a share certificate. The shareholder shall not be required to pay the Company for the costs of printing the share certificate.
4. In the event that a share certificate is lost, damaged, or destroyed in any other form, the shareholder shall be re-issued a share certificate by the Company upon the shareholder's request. The shareholder's request must include the following contents:
  - a) Information regarding the share certificate that has been lost, damaged, or destroyed in any other form.
  - b) A commitment to be responsible for any disputes arising from the re-issuance of the new share certificate.

#### **Article 8: Other securities certificates**

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



### **Article 9: Share transfer**

1. All shares are freely transferable unless otherwise provided by this Charter and Applicable Law; shares registered for trading on The Stock Exchange shall be transferred in accordance with the provisions of the law on securities and the securities market.
2. Shares that have not been fully paid for shall not be transferable and shall not be entitled to related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares, and other benefits as prescribed by Applicable Law.

### **Article 10: Forfeiture of shares (in the case of enterprise registration)**

1. In the event that a shareholder does not pay the full amount due for the purchase of shares on time, the Board of Directors shall notify and have the right to require that shareholder to pay the remaining amount and be responsible for the Company's financial obligations arising from the failure to make full payment, corresponding to the total par value of the shares registered for purchase.
2. The aforementioned payment notice must clearly state the new payment deadline (at least 07 days from the date of sending the notice), the place of payment, and must clearly state that if payment is not made as required, the unpaid shares shall be forfeited.
3. The Board of Directors has the right to forfeit shares that have not been fully paid for on time in the event that the requirements in the aforementioned notice are not met.
4. Forfeited shares shall be considered as shares authorized for offering as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale or redistribution of these shares under conditions and in a manner that the Board of Directors deems appropriate.
5. A shareholder holding forfeited shares must relinquish their status as a shareholder regarding those shares but shall remain responsible for the Company's financial obligations arising at the time of forfeiture, corresponding to the total par value of the shares registered for purchase, as decided by the Board of Directors from the date of forfeiture until the date of payment. The Board of Directors has full authority to decide on the enforcement of full payment of the share value at the time of forfeiture.
6. A notice of forfeiture shall be sent to the holder of the forfeited shares before the time of forfeiture. The forfeiture shall remain valid even in the event of errors or negligence in sending the notice.



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

### **Article 11: Organizational structure, governance, and supervision**

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

1. The General Meeting of Shareholders.
2. The Board of Directors, the Supervisory Board.
3. The General Director.

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

### **Article 12: Rights of shareholders**

1. Ordinary shareholders have the following rights:

- a) To attend and speak at the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative or other forms as prescribed by this Charter and Applicable Law. Each ordinary share has one vote.
- b) To receive dividends at a rate decided by the General Meeting of Shareholders.
- c) To have priority in purchasing new shares corresponding to the percentage of ordinary share ownership of each shareholder in the Company.
- d) To freely transfer their shares to others, except in cases prescribed in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of Applicable Law.
- e) To examine, look up, and extract information regarding names and contact addresses in the list of shareholders with voting rights; to request the correction of inaccurate information. The provision of information shall follow the process detailed in the Appendix of the Regulations on Corporate Governance.
- f) To examine, look up, extract, or copy this Charter, the Minutes of the General Meeting of Shareholders, and the Resolutions of the General Meeting of Shareholders. The provision of information shall follow the process detailed in the Appendix of the Regulations on Corporate Governance.
- g) Upon the dissolution or bankruptcy of the Company, to receive a portion of the remaining assets corresponding to the percentage of share ownership in the Company.
- h) To request the Company to repurchase shares in cases prescribed in Article 132 of the Law on Enterprises.
- i) To be treated equally. Each share of the same type shall grant the owning shareholder equal rights, obligations, and benefits. In the event that the Company has different types of preference shares, the rights and obligations attached to those



preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders.

j) To have full access to periodic and extraordinary information disclosed by the Company in accordance with the provisions of Applicable Law.

k) To have their legal rights and interests protected; to request 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 Applicable Law and this Charter.

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

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

b) To examine, look up, and extract the Minutes and Resolutions, Decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, and transactions that must be approved by the Board of Directors, and other documents, excluding documents related to the Company's trade secrets and business secrets. The provision of information shall follow the process detailed in the Appendix of the Regulations on Corporate Governance.

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

d) To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than five (05) working days before the opening date. The proposal must clearly state the shareholder's name, the quantity of each type of share held by the shareholder, and the issue proposed for inclusion in the agenda.

e) Other rights as prescribed by Applicable Law and this Charter.

3. A shareholder or group of shareholders owning 10% or more of the total ordinary shares has the right to nominate candidates to the Board of Directors and the Supervisory Board. The nomination of candidates to the Board of Directors and the Supervisory Board shall be carried out as follows:

a) Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Supervisory Board must notify all shareholders attending the



meeting, the Company, and the Convener of the meeting about the group formation at least 03 working days before the opening time of the General Meeting of Shareholders as announced.

b) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this Clause has the right to nominate one or several persons as decided by the General Meeting of Shareholders as candidates for the Board of Directors and the Supervisory Board in accordance with Article 25 and Article 37 of this Charter. In the event that the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders in accordance with Article 25 and Article 37 of this Charter.

### **Article 13: Obligations of shareholders**

Ordinary shareholders have the following obligations:

1. To pay in full and on time for the shares committed to be purchased.
2. Not to withdraw capital contributed by ordinary shares from the Company in any form, except in cases where shares are repurchased by the Company or another person. In the event that a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, that shareholder and related persons in the Company shall be jointly and severally liable for the Company's debts and other financial obligations within the value of the withdrawn shares and any damages incurred.
3. To comply with this Charter and the Regulations on Corporate Governance.
4. Comply with the Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors.
5. Keep confidential the information provided by the Company in accordance with this Charter and the Law; only use the provided information to perform and protect their legitimate rights and interests; it is strictly prohibited to disseminate, copy, or send information provided by the Company to other organizations or individuals.
6. Attend the General Meeting of Shareholders and exercise the right to vote/elect through the following forms:
  - a) Attend and vote/elect directly at the meeting.
  - b) Authorize other individuals or organizations to attend and vote/elect at the meeting.
  - c) Attend and vote/elect through online conferences, electronic voting, or other electronic forms.
  - d) Send voting/election ballots to the meeting via mail, fax, email, or other means.



7. Be personally liable when acting on behalf of the Company in any form to commit any of the following acts:

- a) Violating the Law.
- b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals.
- c) Paying off undue debts in the face of financial risk to the Company.

8. Complete other obligations as prescribed by Applicable Law.

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

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall hold an annual meeting once a year within 04 months from the end of the fiscal year. The Board of Directors may decide to extend the annual General Meeting of Shareholders in necessary cases, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue for the General Meeting of Shareholders is determined as the place where the Chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by the Law and this Charter, particularly approving the audited annual financial statements. In case the Company's audit report or annual financial statements contain material exceptions, adverse audit opinions, or disclaimers, the Company must invite the representative of the approved audit firm that performed the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and the aforementioned representative of the approved audit firm shall have the responsibility to attend the Company's annual General Meeting of Shareholders.

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

- a) The Board of Directors deems it necessary for the interests of the Company.
- b) The number of remaining members of the Board of Directors or members of the Supervisory Board is less than the minimum number as prescribed by the Law.
- c) Upon the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the Reasons and purpose of the meeting, and must have sufficient signatures of the relevant shareholders, or the request document may be prepared in multiple copies and collect sufficient signatures of the relevant shareholders.
- d) Upon the request of the Board of Supervisors.



e) Other cases as prescribed by the Law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders:

a) The Board of Directors must convene the General Meeting of Shareholders within 60 days from the date the number of remaining members of the Board of Directors or members of the Supervisory Board is as stipulated in Point b, Clause 3 of this Article.

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

c) In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders as stipulated in Point c, Clause 3 of this Article shall have the right to request the Company's representative to convene the General Meeting of Shareholders in accordance with the Law on Enterprises;

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

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

**Article 15: Rights and obligations of the General Meeting of Shareholders**

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

a) Approve the development orientation of the Company.

b) Decide on the types of shares and the total number of shares of each type to be offered for sale; and to determine the annual dividend rate for each class of shares.

c) Elect, remove, or dismiss members of the Board of Directors and members of the Supervisory Board.

d) Decide on the investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements.

e) Decide on amendments and supplements to this Charter.

f) Approve the annual financial statements.

g) Decide on the buyback of over 10% of the total sold shares of each type.



- h) Consider and handle violations by members of the Board of Directors or members of the Supervisory Board that cause damage to the Company and its shareholders.
- i) Decide on the reorganization or dissolution of the Company.
- j) Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors.
- k) Approve, supplement, and adjust the Regulations on Corporate Governance; the Operating Regulations of the Board of Directors and the Board of Supervisors.
- l) Approve the list of approved audit firms; decide on the approved audit firm to perform the inspection of the Company's operations, and dismiss the approved auditor when deemed necessary.
- m) Other rights and obligations as prescribed by the Law.

2. The General Meeting of Shareholders shall discuss and approve the following matters:

- a) The Company's annual business plan.
- b) The audited annual financial statements.
- c) The report of the Board of Directors on the corporate governance and performance results of the Board of Directors and each member of the Board of Directors.
- d) The report of the Board of Supervisors on the Company's business results, the performance results of the Board of Directors, and the Board of General Directors.
- e) The self-assessment report on the performance results of the Board of Supervisors and members of the Supervisory Board.
- f) The dividend rate for each share of each type.
- g) The number of members of the Board of Directors and the Board of Supervisors.
- h) Elect, remove, or dismiss members of the Board of Directors and members of the Supervisory Board.
- i) Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors.
- j) Approve the list of approved audit firms; decide on the approved audit firm to perform the inspection of the Company's operations when deemed necessary.
- k) Supplement and amend this Charter.
- l) The types of shares and the number of new shares to be issued for each type of share.
- m) Division, separation, consolidation, merger, or conversion of the Company.
- n) Reorganization and dissolution (liquidation) of the Company and appointment of a liquidator.



- o) Decide on the investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements.
  - p) Decide on the buyback of over 10% of the total sold shares of each type.
  - q) The Company enters into a contract or transaction with the subjects stipulated in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Company recorded in the most recent financial statements.
  - r) Approve transactions as stipulated in Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the government detailing the implementation of a number of articles of the Law on Securities.
  - s) Approve, supplement, and adjust the Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Board of Supervisors.
  - t) Other matters as prescribed by the Law and this Charter.
3. All Resolutions and matters included in the meeting agenda must be discussed and voted upon at the General Meeting of Shareholders.

#### **Article 16: Authorization to attend the General Meeting of Shareholders**

1. Shareholders or authorized representatives of corporate shareholders may attend the meeting in person or authorize one or more other individuals or organizations to attend the meeting or attend through one of the forms stipulated in Clause 3, Article 144 of the Law on Enterprises, in accordance with the following specific provisions:
    - a) For individual shareholders, they may only authorize 01 other individual or organization to attend the meeting.
    - b) For corporate shareholders holding less than 10% of the total voting shares, they may authorize a maximum of 02 other individuals or organizations; for those holding from 10% to less than 50% of the total voting shares, they may authorize a maximum of 03 other individuals or organizations to attend the meeting; organizations holding 50% or more of the total voting shares may authorize a maximum of 05 other individuals or organizations to attend the meeting.
  2. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders as prescribed in Clause 1 of this Article shall be made in writing. The power of attorney shall be prepared in accordance with the provisions of the law on civil matters and must clearly state the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of the authorizing party and the authorized party.
- The person authorized to attend the General Meeting of Shareholders must submit the power of attorney when registering to attend the meeting. In case of sub-



authorization, the meeting attendee must present the original power of attorney of the shareholder or the authorized representative of the corporate shareholder (if not previously registered with the Company).

3. The voting/ballot paper of the person authorized to attend the meeting within the scope of the authorization shall be invalid upon the occurrence of any of the following events:

- a) The authorizer is deceased, has limited civil act capacity, or has lost civil act capacity.
- b) The authorizer has revoked the authorization.
- c) The authorizer has revoked the authority of the person performing the authorization.

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

#### **Article 17: Change of rights**

1. The change or cancellation of special rights attached to a class of preference shares shall be effective when approved by shareholders representing 65% or more of the total voting shares of all shareholders attending the meeting. Resolution of the General Meeting of Shareholders regarding content that adversely changes the rights and obligations of shareholders holding preference shares shall only be passed if approved by shareholders holding 75% or more of the total preference shares of the same class attending the meeting, or approved by shareholders holding 75% or more of the total preference shares of the same class in the case of passing Resolution by way of written opinion collection.

2. The organization of a meeting of shareholders holding a class of preference shares to approve the change of rights mentioned above shall only be valid when there are at least 02 shareholders (or their authorized representatives) holding at least 1/3 of the par value of the issued shares of that class. In case there is an insufficient number of delegates as mentioned above, the meeting shall be reconvened within the next 30 days, and the holders of shares of that class (regardless of the number of people and number of shares) present in person or through an authorized representative shall be considered as having a sufficient number of delegates as required. At the meetings of shareholders holding the aforementioned preference shares, the holders of shares of that class present in person or through a representative may request a secret ballot. Each share of the same class shall have equal voting rights at the aforementioned meetings.

3. The procedures for conducting such separate meetings shall be carried out similarly to the provisions in Articles 19, 20, and 21 of this Charter.

4. Unless otherwise provided by the terms of share issuance, special rights attached to classes of shares with preferential rights regarding some or all matters related to



the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

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

1. The Board of Directors shall convene the annual and extraordinary General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases prescribed in Clause 3, Article 14 of this Charter.

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

a) Prepare a list of shareholders eligible to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders eligible to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the notice of the General Meeting of Shareholders. The Company shall disclose information about the preparation of the list of shareholders eligible to attend the General Meeting of Shareholders at least 20 days before the record date.

b) Prepare the agenda and content of the General Meeting.

c) Prepare documents for the General Meeting.

d) Draft the Resolution of the General Meeting of Shareholders according to the expected content of the meeting.

e) Determine the time and location of the General Meeting.

f) Notify and send the notice of the General Meeting of Shareholders to all shareholders eligible to attend.

g) Other tasks serving the General Meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring it reaches the shareholder's contact address, and simultaneously published on the Company's website, the State Securities Commission, and The Stock Exchange where the Company's shares are registered for trading. The person convening the General Meeting of Shareholders shall send the notice of the meeting to all shareholders on the list of shareholders eligible to attend at the latest 21 days before the opening date of the meeting (calculated from the date the notice is validly sent or delivered). The agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the General Meeting shall be sent to shareholders and/or posted on the Company's website. In case documents are not sent with the notice of the General Meeting of Shareholders, the notice must clearly state the link to the full meeting documents so that shareholders can access them, including:

a) The agenda and documents used in the meeting.



b) The list and detailed information of candidates in case of electing members of the Board of Directors or members of the Supervisory Board.

c) Voting/ballot paper.

d) Draft Resolution for each matter in the meeting agenda.

4. A shareholder or group of shareholders as prescribed in Clause 2, Article 12 of this Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at the latest 03 working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the quantity of each class of shares held by the shareholder, contact address, nationality, and legal document number for individual shareholders; name, enterprise code or establishment decision number, and address of the headquarters for corporate shareholders; the quantity and class of shares held by that shareholder, and the matter proposed to be included in the agenda.

5. The person convening the General Meeting of Shareholders has the right to refuse the proposal prescribed in Clause 4 of this Article if it falls into one of the following cases:

a) The proposal is not sent in accordance with the provisions of Clause 4 of this Article.

b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 05% of ordinary shares as prescribed in Clause 2, Article 12 of this Charter.

c) The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders.

d) Other cases as prescribed by Applicable Law and this Charter.

6. The person convening the General Meeting of Shareholders shall accept and include the proposal prescribed in Clause 4 of this Article in the expected agenda and content of the meeting, except for the cases prescribed in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

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

1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending represents over 50% of the total voting shares.

2. In case the first meeting does not meet the conditions for conduct as prescribed in Clause 1 of this Article, the notice for the second meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending represents 33% or more of the total voting shares.



3. In case the second meeting does not meet the conditions for conduct as prescribed in Clause 2 of this Article, the notice for the third meeting shall be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares of the shareholders attending the meeting.

**Article 20: Procedures for conducting the meeting and voting at the General Meeting of Shareholders**

1. Before opening the meeting, the Company shall conduct shareholder registration procedures and shall perform registration until all shareholders eligible to attend are present and registered according to the following sequence:

a) When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card/ballot paper, on which the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares/ballots of that shareholder are recorded. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by voting in favor, against, or abstaining. The vote counting results shall be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting. The General Meeting shall elect those responsible for counting votes or supervising the vote counting as proposed by the Chairperson. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting.

b) Shareholders, authorized representatives of corporate shareholders, or authorized persons arriving after the meeting has opened shall have the right to register immediately and thereafter have the right to participate and vote/elect at the General Meeting immediately after registration. The Chairperson shall not be responsible for stopping the General Meeting to allow late-arriving shareholders to register, and the validity of matters already voted/elected previously shall not change.

2. The election of the Chairperson, Secretary, Shareholder/Delegate Eligibility Verification Committee, and Vote Counting Committee shall be prescribed as follows:

a) The Chairman of the Board of Directors shall act as the Chairperson or authorize a Member of the Board of Directors to act as the Chairperson for the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairman is absent or temporarily unable to perform their duties, the remaining members of the Board of Directors shall elect one among them to act as the Chairperson of the meeting by majority vote. In the event that no Chairperson can be elected, the Head of the Supervisory Board shall preside over the General Meeting of Shareholders to elect a Chairperson from among those present, and the person with the highest number of votes shall act as the Chairperson of the meeting.



b) Except for the case specified in point a of this clause, the person who signed the notice to convene the General Meeting of Shareholders shall preside over the meeting to elect a Chairperson, and the person with the highest number of votes shall act as the Chairperson of the meeting.

c) The Chairperson shall appoint one or more persons to act as the Secretary of the meeting; the Committee for Verification of Shareholder/Delegate Eligibility shall serve the meeting.

d) The General Meeting of Shareholders shall elect one or more persons to the Vote Counting Committee at the proposal of the Chairperson of the meeting.

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

4. The Chairperson of the General Meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and to reflect the wishes of the majority of those present.

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

b) Ensuring the safety of all persons present at the meeting locations.

c) Creating conditions for shareholders to attend (or continue to attend) the General Meeting. The person convening the General Meeting of Shareholders has full authority to change the aforementioned measures and apply all necessary measures. The measures applied may include issuing entry passes or using other forms of selection.

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

a) Requiring all attendees to submit to inspections or other lawful and reasonable security measures.

b) Requesting competent authorities to maintain order at the meeting; expelling from the General Meeting of Shareholders those who do not comply with the Chairperson's authority, intentionally disrupt order, hinder the normal progress of the meeting, or do not comply with security inspection requirements.

6. The Chairperson has the right to postpone the General Meeting of Shareholders that has sufficient registered attendees for a maximum of 03 working days from the intended opening date and may only postpone the meeting or change the meeting venue in the following cases:

a) The meeting venue does not have sufficient convenient seating for all attendees.

b) Communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote.



c) There are attendees who obstruct or disrupt order, posing a risk that the meeting will not be conducted in a fair and lawful manner.

7. In the event that the Chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 6 of this Article, the General Meeting of Shareholders shall elect another person from among those present to replace the Chairperson and conduct the meeting until its conclusion; all Resolutions passed at that meeting shall be effective.

8. In the event that the Company applies modern technology to organize the General Meeting of Shareholders via online meeting, the Company is responsible for ensuring that shareholders can attend and vote via electronic voting or other electronic forms in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the government detailing the implementation of a number of articles of the Law on Securities.

**Article 21: Conditions for a Resolution of the General Meeting of Shareholders to be approved**

1. A Resolution on the following content shall be approved if it is approved by shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:

- a) Types of shares and total number of shares of each type.
- b) Changes in business lines and sectors.
- c) Changes in the Company's organizational management structure.
- d) Investment projects or sale of assets with a value of 35% or more of the total asset value as recorded in the Company's most recent financial statement.
- e) Reorganization or dissolution of the Company.
- f) Extension of the Company's operation.
- g) Amendments and supplements to the Charter.

2. Resolutions shall be passed when they are approved by more than 50% of the total voting rights of all attending shareholders voting in favor, except for the cases specified in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.

Note: In the case of electing members of the Board of Directors and the Supervisory Board, if the number of candidates is less than or equal to the number of members of the Board of Directors/Supervisory Board to be elected, the election of members of the Board of Directors/Supervisory Board may be conducted using the cumulative voting method as above or by voting (in favor, against, abstention). The voting rate for passing the resolution via the voting method shall be implemented in accordance with Clause 2 of this Article.



3. A Resolution of the General Meeting of Shareholders passed by 100% of the total voting shares is lawful and effective even if the order and procedures for convening the meeting and passing that Resolution violate the provisions of the Law on Enterprises and this Charter.

**Article 22: Authority and procedure for collecting shareholders' written opinions to pass a Resolution of the General Meeting of Shareholders**

The authority and procedure for collecting shareholders' written opinions to pass a Resolution of the General Meeting of Shareholders shall be implemented in accordance with the following regulations:

1. The Board of Directors has the right to collect shareholders' written opinions to pass a Resolution of the General Meeting of Shareholders regarding the following issues:

- a) Amendments and supplements to the contents of this Charter.
- b) Approval, supplementation, and adjustment of the Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Supervisory Board.
- c) The Company's development orientation.
- d) Types of shares and total number of shares of each type.
- e) Election, removal, and dismissal of members of the Board of Directors and the Supervisory Board.
- f) Decision on investment or sale of assets with a value of 35% or more of the total asset value as recorded in the Company's most recent financial statement.
- g) Approval of the annual financial statement.
- h) Reorganization or dissolution of the Company.
- i) Changes in business lines and sectors.
- j) Changes in the Company's organizational management structure.
- k) Other issues when deemed necessary for the benefit of the Company.

2. The Board of Directors must prepare the opinion collection form, the draft Resolution of the General Meeting of Shareholders, and explanatory documents for the draft Resolution and send them to all shareholders with voting rights at least 10 days before the deadline for returning the opinion collection form. The requirements and methods for sending the opinion collection form and accompanying documents shall be implemented in accordance with the provisions of Clause 3, Article 18 of this Charter.

3. The opinion collection form must contain the following essential contents:

- a) Name, address, and enterprise identification number.
- b) Purpose of opinion collection.



c) Full name, contact address, nationality, and legal document number for individual shareholders; name, enterprise identification number or legal document number of the organization, and address for institutional shareholders, or the full name, contact address, nationality, and legal document number of the individual representative of the institutional shareholder; quantity of shares of each type and number of voting shares of the shareholder.

d) Issues requiring opinion collection to pass a decision.

e) Voting options including in favor, against, and abstention for each issue collected.

f) Election options (if any).

g) Deadline for returning the completed opinion collection form to the Company.

h) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send the completed opinion collection form to the Company by mail, fax, or email in accordance with the following regulations:

a) In case of sending by mail, the completed opinion collection form must bear the signature of the individual shareholder, or the authorized representative or legal representative of the institutional shareholder. The opinion collection form sent to the Company must be placed in a sealed envelope, and no one has the right to open it before the vote counting.

b) In case of sending by fax or email, the opinion collection form sent to the Company must be kept confidential until the time of vote counting.

c) Opinion collection forms sent to the Company after the deadline specified in the content of the opinion collection form, or that have been opened in the case of mail or disclosed in the case of fax or email, are invalid. An opinion collection form that is not returned is considered as not participating in the vote.

5. The Board of Directors shall organize the vote counting and prepare a Vote Counting Minutes under the witness of the Supervisory Board or a shareholder who does not hold a management position in the Company. The Vote Counting Minutes must contain the following essential contents:

a) Name, address, and enterprise identification number.

b) Purpose and issues requiring opinion collection to pass a Resolution.

c) Number of shareholders with the total number of voting/election shares that participated in the voting/election, in which the number of valid voting/election shares, the number of invalid voting/election shares, and the method of sending the voting/election form are distinguished, accompanied by an appendix listing the shareholders who participated in the voting/election.

d) Total number of votes for, against, and abstentions for each issue, and the total number of votes for each candidate (if any).

e) Issues passed and the corresponding voting rate for approval.



f) Full name and signature of the Chairperson of the Board of Directors, the vote counters, and the vote counting supervisors.

Members of the Board of Directors, vote counters, and vote counting supervisors shall be jointly liable for the truthfulness and accuracy of the Vote Counting Minutes; and shall be jointly liable for damages arising from decisions passed due to dishonest or inaccurate vote counting.

6. The Vote Counting Minutes and the Resolution shall be sent to shareholders within 15 days from the date the vote counting ends. The sending of the Vote Counting Minutes and the Resolution may be replaced by posting them on the Company's website within 24 hours from the time the vote counting ends.

7. The answered ballots, the Vote Counting Minutes, the passed Resolution, and related documents sent with the ballots shall be kept at the Company's headquarters.

8. A Resolution is passed via written ballot if it is approved by shareholders owning more than 50% of the total voting shares of all shareholders with voting rights, and it shall have the same validity as a Resolution passed at a General Meeting of Shareholders.

#### **Article 23: Resolution, Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in Minutes and may be audio-recorded or recorded and stored in other electronic forms. The Minutes must be prepared in Vietnamese, may be prepared in foreign languages, and must contain the following main contents:

a) Name, Head office address, and enterprise identification number.

b) Time and location of the General Meeting of Shareholders.

c) Meeting agenda and content.

d) Full name of the Chairperson and the Secretary.

e) Summary of meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each issue on the agenda.

f) Number of shareholders and total voting shares of shareholders attending the meeting, appendix of the list of registered shareholders and shareholder representatives attending the meeting with the corresponding number of shares and votes.

g) Total voting shares for each voting issue, clearly stating the voting method, total number of valid and invalid votes, votes for, against, and abstentions; and the corresponding percentage of the total voting shares of shareholders attending the meeting.

h) Summary of votes for each candidate (if any).

i) Issues passed and the corresponding voting rate for approval.



j) Full name and signature of the Chairperson and the Secretary. In case the Chairperson or Secretary refuses to sign the Minutes, the Minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and contains full content as prescribed in this Clause. The Minutes shall clearly state the refusal of the Chairperson or Secretary to sign.

2. The Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The Chairperson and the Secretary of the meeting or other persons signing the Minutes shall be jointly liable for the truthfulness and accuracy of the content of the Minutes.

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

4. The Resolution, Minutes of the General Meeting of Shareholders, appendix of the list of shareholders registered to attend the meeting, written authorization for meeting attendance, all documents attached to the Minutes (if any), and related documents attached to the Meeting Invitation must be kept at the Company's headquarters.

The Resolution, Minutes of the General Meeting of Shareholders, and documents attached to the Minutes and Resolution must be disclosed in accordance with the Law on information disclosure in the securities market.

#### **Article 24: Request for cancellation of the Resolution of the General Meeting of Shareholders**

Within 90 days from the date of receiving the Resolution or the Minutes of the General Meeting of Shareholders or the written ballot of the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises have the right to request a Court or Arbitrator to consider and cancel the Resolution or a part of the content of the Resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except for the case specified in Clause 3, Article 21 of this Charter.

2. The content of the Resolution violates the Law or this Charter.

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

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

1. In case the candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness



and accuracy of the published personal information and must commit to performing their duties honestly, carefully, and in the best interest of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

- a) Full name, date of birth.
- b) Qualification.
- c) Educational background.
- d) Work experience.
- e) Other management positions (including Board of Directors positions in other companies).
- f) Interests related to the Company and the Company's related parties.
- g) Other information (if any) as prescribed in this Charter.

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

2. Shareholders or groups of shareholders owning 10% or more of the total common shares have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and this Charter. Shareholders holding common shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to less than 20% may nominate a maximum of 01 candidate; from 20% to less than 30% may nominate a maximum of 02 candidates; from 30% to less than 40% may nominate a maximum of 03 candidates; from 40% to less than 50% may nominate a maximum of 04 candidates; from 50% or more may nominate a maximum of 05 candidates.

Shareholders or groups of shareholders holding common shares who have the right to aggregate their voting rights to nominate candidates for the Board of Directors must notify the Company and the Convener of the General Meeting 03 working days before the opening time of the General Meeting of Shareholders as announced in accordance with Point a, Clause 3, Article 12 of this Charter.

3. 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 nominations in accordance with this Charter, the Regulations on Corporate Governance, and the Regulations 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 the Law.



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

**Article 26: Composition and term of members of the Board of Directors**

1. The number of members of the Board of Directors is 05.

2. The term of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. In case all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace and take over the work.

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

The Company limits the number of members of the Board of Directors holding executive positions in the Company to ensure the independence of the Board of Directors. The structure of the Company's Board of Directors must ensure the number of non-executive members of the Board of Directors, in accordance with the following regulations:

a) There is at least 01 non-executive member in case the Company has from 03 to 05 members of the Board of Directors;

b) There is at least 02 non-executive members in case the Company has from 06 to 08 members of the Board of Directors;

c) There is at least 03 non-executive members in case the Company has from 09 to 11 members of the Board of Directors.

4. A member of the Board of Directors shall no longer hold the status of member of the Board of Directors in case of being removed, dismissed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

Members of the Board of Directors, upon submitting their resignation, shall still fully exercise their rights and obligations until the General Meeting of Shareholders approves the removal of the member of the Board of Directors, except for the right to attend and vote at meetings of the Board of Directors and the right to receive Remuneration of the member of the Board of Directors immediately upon the Company's receipt of notice regarding the following cases:

- The member of the Board of Directors has limited civil act capacity, is incapacitated, or has difficulty in cognition or behavior control.

- A Member of the Board of Directors who is being prosecuted for criminal liability, is in temporary detention, is serving a prison sentence, is serving an administrative handling measure at a compulsory drug rehabilitation facility or compulsory education facility, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs.



- The Board of Directors shall issue a decision to approve the resignation/withdrawal of a Member of the Board of Directors in accordance with the provisions of Article 8 of the Regulations on Operation of the Board of Directors.

5. The appointment of a Member of the Board of Directors must be disclosed in accordance with the provisions of the Law on information disclosure in the securities market.

6. Member of the Board of Directors is not required to be a Shareholder of the Company.

#### **Article 27: Rights and obligations of the Board of Directors**

1. The Board of Directors is the management body of the Company, having full authority on behalf of the Company to decide and exercise the rights and obligations of the Company, except for rights and obligations falling under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are stipulated by the Law, this Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:

- a) Deciding on the strategy, medium-term development plans, and annual business plans of the Company.
- b) Recommending the types of shares and the total number of shares authorized to be offered for each type.
- c) Deciding on the sale of unsold shares within the scope of the number of shares authorized to be offered for each type; deciding on raising additional capital in other forms.
- d) Deciding on the selling price of the Company's shares and bonds.
- e) Deciding on the share buyback in accordance with the provisions of Clause 1 and Clause 2, Article 133 of the Law on Enterprises.
- f) Deciding on investment plans and investment projects within its authority and limits as prescribed by the Law.
- g) Deciding on solutions for market development, marketing, and technology.
- h) Approving contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises.
- i) Electing, removing, and dismissing the Chairman of The Board Of Directors; appointing, removing, signing contracts, and terminating contracts with the General Director and other key managers as stipulated by this Charter; deciding on the salary, remuneration, bonuses, and other benefits of such managers; appointing authorized



representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies, and deciding on the remuneration and other benefits of such persons.

j) Supervising and directing the General Director and other managers in the daily operating activities of the Company.

k) Deciding on the organizational structure, the Regulations on Corporate Governance of the Company, deciding on the establishment, suspension of operating activities, dissolution, bankruptcy, merger, and change of investment registration certificates,... of the Company's subsidiaries, branches, and representative offices, as well as capital contribution and purchase of shares in other enterprises.

l) Approving the agenda and Content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or seeking opinions for the General Meeting of Shareholders to pass a Resolution.

m) Submitting the audited annual financial statements to the General Meeting of Shareholders.

n) Recommending the dividend payout ratio; deciding on the time limit and procedures for dividend payment or handling losses arising during operating activities.

o) Recommending the reorganization or dissolution of the Company; requesting the bankruptcy of the Company.

p) Deciding on the issuance of the Regulations on Operation of the Board of Directors and the Regulations on Corporate Governance after they are approved by the General Meeting of Shareholders; and the Regulations on information disclosure of the Company.

q) Requesting the General Director, Deputy General Director, and other managers in the Company to provide information and documents regarding the financial situation and operating activities of the Company and its units.

r) The requested manager must provide information and documents in a timely, complete, and accurate manner as requested by a Member of the Board of Directors. The sequence and procedures for requesting and providing information are specifically stipulated in the Regulations on Operation of the Board of Directors.

s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of the Law, and this Charter.

3. The Board of Directors must report the results of its activities to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the government detailing the implementation of a number of articles of the Law on Securities.



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**Article 28: Remuneration, bonuses, and other benefits of Members of the Board of Directors**

1. The Company has the right to pay remuneration and bonuses to Members of the Board of Directors based on business results and efficiency.
2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to complete the tasks of a Member of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each Member of the Board of Directors shall be included in the Company's operating activities expenses as prescribed by the Law on corporate income tax, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.
4. Member of the Board of Directors holding an executive Position or a Member of the Board of Directors working on sub-committees of the Board of Directors or performing other tasks outside the scope of the normal duties of a Member of the Board of Directors may be paid additional remuneration in the form of a lump-sum fee, salary, commission, percentage of profits, or in other forms as decided by the Board of Directors.
5. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses they have incurred while performing their responsibilities as a Member of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.
6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. This insurance does not include coverage for liabilities of a Member of the Board of Directors related to violations of the Law and this Charter.

**Article 29: Chairman of The Board Of Directors**

1. The Chairman of The Board Of Directors shall be elected, removed, or dismissed by the Board of Directors from among its members.
2. The Chairman of The Board Of Directors shall not concurrently hold the Position of General Director.
3. The Chairman of The Board Of Directors has the following rights and obligations:
  - a) Establishing the program and activity plan of the Board of Directors.



- b) Preparing the program, Content, and documents for meetings; convening and chairing meetings of the Board of Directors.
  - c) Organizing the approval 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) Chairing the General Meeting of Shareholders.
  - f) Other rights and obligations as prescribed by the Law on Enterprises and this Charter.
4. In case the Chairman of The Board Of Directors submits a resignation or is removed or dismissed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation or the removal or dismissal.
5. In case the Chairman of The Board Of Directors is absent or impracticable to perform his/her duties, he/she must authorize in writing a Member of the Board of Directors/another member to exercise the rights and obligations of the Chairman of The Board Of Directors. In case there is no authorized Chairman of The Board Of Directors is Deceased, missing, in temporary detention, serving a prison sentence, serving an administrative handling measure at a compulsory drug rehabilitation facility or compulsory education facility, has fled from his/her place of residence, has limited or lost civil act capacity, has difficulty in perception and behavior control, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs, the remaining members shall elect one among them to hold the Position of Chairman of The Board Of Directors based on the principle of majority approval by the remaining members until a new decision is made by the Board of Directors.

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

1. The Chairman of The Board Of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the same highest number of votes or percentage of votes, the members shall elect by majority principle to choose 01 person among them to convene the meeting of the Board of Directors.
2. The Board of Directors must meet at least once per quarter and may hold extraordinary meetings.
3. The Chairman of The Board Of Directors shall convene a meeting of the Board of Directors in the following cases:
  - a) At the request of the Board of Supervisors.
  - b) At the request of the General Director or at least 05 other managers.
  - c) At the request of at least 02 Members of the Board of Directors.



d) Other cases (If any).

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.

5. The Chairman of The Board Of Directors shall convene a meeting of the Board of Directors within 07 working days from the date of receiving the request as stipulated in Clause 3 of this Article. In case the meeting of the Board of Directors is not convened as requested, the Chairman of The Board Of Directors shall be responsible for any damages caused to the Company; the requester has the right to replace the Chairman of The Board Of Directors to convene the meeting of the Board of Directors.

6. The Chairman of The Board Of Directors or the person convening the meeting of the Board of Directors shall send the meeting invitation notice at least three (03) working days before the meeting date. The meeting invitation notice must specify the time and location of the meeting, the form of the meeting, the agenda, and the issues to be discussed and decided. The meeting invitation notice must be accompanied by documents used at the meeting and the voting ballots of the members.

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

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

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

9. A meeting of the Board of Directors may be organized in the form of an online conference among the members of the Board of Directors when all or some members are at different locations, provided that each participant in the meeting can:

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

b) Speak to all other participants simultaneously. Discussion among members may be conducted directly via telephone or other means of communication or a combination of these methods. A Member of the Board of Directors participating in such a meeting shall be considered 'present' at that meeting. The location of the



meeting organized under this provision shall be the location where the majority of the members of the Board of Directors are present or the location where the Chairperson of the meeting is present. Decisions passed in a meeting organized and conducted in a legitimate manner shall be effective immediately upon the conclusion of the meeting but must be confirmed by the signatures in the Minutes of all members of the Board of Directors attending this meeting.

Decisions passed in a meeting that is organized and conducted in a lawful manner shall take effect immediately upon the conclusion of the meeting, but must be confirmed by the signatures of all members of the Board of Directors who attended said meeting in the Minutes.

10. A Member of the Board of Directors shall be considered as attending and voting at the meeting in the following cases:

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

11. In case of sending a voting ballot to the meeting via mail: The voting ballot must be in a sealed envelope and must be delivered to the CHAIRMAN OF THE BOARD OF DIRECTORS at least 01 hour before the opening. The voting ballot shall only be opened in the presence of all attendees.

12. Voting

a) Except for the provisions at Point b, Clause 11 of this Article, each Member of the Board of Directors or an authorized person in accordance with the provisions of Clause 8 of this Article who is directly present in person at the meeting of the Board of Directors shall have 01 vote.

b) A Member of the Board of Directors shall not vote on contracts, transactions, or proposals in which that member or a person related to that member has an interest, and such interest conflicts or may conflict with the interests of the Company. A Member of the Board of Directors shall not be counted in the minimum percentage of members present to organize a meeting of the Board of Directors regarding decisions for which that member does not have the right to vote.

c) According to the provisions at Point d, Clause 11 of this Article, when an issue arises at the meeting related to the interests or voting rights of a Member of the Board of Directors and that member does not voluntarily waive their voting right, the ruling of the Chairperson shall be final, unless the nature or scope of the relevant interest of the Member of the Board of Directors has not been fully disclosed.



d) A Member of the Board of Directors who benefits from a contract as stipulated at Point a and Point b, Clause 6, Article 43 of this Charter shall be considered to have a significant interest in that contract.

e) Members of the Board of Supervisors have the right to attend meetings of the Board of Directors and the right to discuss but not to vote.

13. A Member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows that they have an interest therein shall be responsible for disclosing this interest at the first meeting of the Board discussing the signing of this contract or transaction. In case a Member of the Board of Directors does not know that they and their related persons have an interest at the time the contract or transaction is signed with the Company, this Member of the Board of Directors must disclose the relevant interests at the first meeting of the Board of Directors held after this member becomes aware that they have an interest or will have an interest in the aforementioned transaction or contract.

14. Members shall attend all meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by the majority of the members of the Board of Directors.

15. Resolutions and decisions of the Board of Directors shall be passed if approved by the majority of members present; in case of a tie, the final decision shall belong to the side with the opinion of the Chairman of The Board Of Directors.

16. The Board of Directors has the right to collect opinions from members of the Board of Directors in writing to pass a resolution of the Board of Directors when passing issues under the authority of the Board of Directors in Clause 2, Article 27 of this Charter.

A resolution in the form of written opinion collection shall be passed based on the approval of the majority of members of the Board of Directors with voting rights. This resolution shall have the same effect and validity as a resolution passed at a meeting.

17. The Chairman of The Board Of Directors is responsible for sending the Minutes of the Board of Directors meeting to the members, and such Minutes shall be authentic evidence of the work conducted at the meeting unless there is an objection to the content of the Minutes within 05 days from the date of sending. The Minutes of the Board of Directors meeting shall be prepared in Vietnamese and may be prepared in a foreign language. The Minutes must be signed by the Chairperson and the minute-taker.

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

1. The Board of Directors may establish subcommittees to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of the subcommittee shall be decided by the Board of



Directors, with a minimum of 03 people, including members of the Board of Directors and external members. Non-executive members of the Board of Directors should account for the majority in the subcommittee, and one of these members shall be appointed as the Head of the subcommittee according to the decision of the Board of Directors. The operation of the subcommittee must comply with the regulations of the Board of Directors. A resolution of the subcommittee shall only be effective when approved by the majority of members attending and voting at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors or subcommittees under the Board of Directors must comply with the provisions of Applicable Law, the provisions of this Charter, and the Regulations on Corporate Governance.

**Article 32: Person in charge of corporate governance**

1. The Board of Directors of the Company must appoint at least 01 Person in charge of corporate governance to support the corporate governance work at the enterprise. The Person in charge of corporate governance may concurrently serve as the Company Secretary in accordance with the provisions of Clause 5, Article 156 of the Law on Enterprises.

2. The Person in charge of corporate governance must not simultaneously work for an approved auditing organization that is auditing the Financial Statements of the Company.

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

a) Advising the Board of Directors in organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders.

b) Preparing meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors.

c) Advising on meeting procedures.

d) Attending meetings.

e) Advising on procedures for drafting resolutions of the Board of Directors in accordance with the provisions of the Law.

f) Providing financial information, copies of the Minutes of the Board of Directors meeting, and other information to members of the Board of Directors and members of the Board of Supervisors.

g) Supervising and reporting to the Board of Directors on the Company's information disclosure activities.

h) Acting as the contact point with related parties.



- i) Maintaining confidentiality of information in accordance with the provisions of the Law and this Charter.
- j) Other rights and obligations as prescribed by the Law and this Charter.

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

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

The Company's management system shall ensure that the management apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the daily business activities of the Company. The Company has a General Director, Deputy General Directors, a Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, removal, and dismissal of the aforementioned positions shall be approved by a resolution or decision of the Board of Directors. Other management positions (except for those appointed by the Board of Directors) shall be appointed and removed by the General Director after obtaining the opinion of the Board of Directors.

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

1. Key Executives of the Company include the General Director, Deputy General Directors, and the Chief Accountant.
2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other Executives with quantities and standards suitable to the structure and the Regulations on Corporate Governance of the Company as prescribed by the Board of Directors. Executives of the enterprise shall have the responsibility to assist the Company in achieving the objectives set forth in its operations and organization.
3. The General Director shall be paid a salary and bonus. The salary and bonus of the General Director shall be decided by the Board of Directors.
4. The salary of Executives shall be included in the business expenses of the Company in accordance with the provisions of the Law on corporate income tax, shall be presented as a separate item in the Company's annual Financial Statements, and shall be reported to the General Meeting of Shareholders at the annual meeting.

#### **Article 35: Appointment, removal, rights, and obligations of the General Director**

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person as the General Director.
2. The General Director is the person who manages the daily production and business activities of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the Law for the exercise of assigned rights and obligations.



3. The term of the General Director shall not exceed 05 years and may be re-appointed for an unlimited number of terms. The General Director must meet the standards and conditions as prescribed by the Law and this Charter.
4. The General Director has the following rights and obligations:
  - a) Deciding on issues related to the daily business activities of the Company that do not fall under the authority 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 production and business plans and investment plans.
  - d) Proposing the organizational structure and the Regulations on Corporate Governance of the Company.
  - e) Appointing, removing, and dismissing management positions in the Company, except for positions under the authority of the Board of Directors.
  - f) Deciding on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director.
  - g) Recruiting employees.
  - h) Proposing plans for dividend payment or handling of business losses.
  - i) Other rights and obligations as prescribed by the Law, this Charter, and resolutions and decisions of the Board of Directors.
5. The Board of Directors may remove the General Director when a majority of the members of the Board of Directors with voting rights attending the meeting approve and appoint a new General Director as a replacement.

#### **Article 36: Company Secretary**

When deemed necessary, the Board of Directors shall decide to appoint 01 or more persons as the Company Secretary with a term of office as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary but not in contravention of the current provisions of the Law on labor. The Company Secretary has the following rights and obligations:

- a) Assisting in organizing the convening of meetings of the General Meeting of Shareholders and the Board of Directors; recording meeting minutes.
- b) Assisting members of the Board of Directors in the exercise of their assigned rights and obligations.
- c) Assisting the Board of Directors in applying and implementing the principles of corporate governance.
- d) Assisting the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; complying with the obligations of



information provision, information disclosure, and administrative procedures.

e) Other rights and obligations as prescribed in this Charter and the Regulations on Corporate Governance of the Company.

## **IX.SUPERVISORY BOARD**

### **Article 37: Candidacy and nomination of members of the Supervisory Board**

1. The candidacy and nomination of members of the Supervisory Board shall be carried out similarly to the provisions in Clause 1, Article 25 of this Charter. Shareholders holding voting shares have the right to aggregate their voting rights to nominate members of the Supervisory Board. A shareholder or a group of shareholders holding from 10% to less than 20% of voting shares may nominate 01 candidate; from 20% to less than 30% may nominate a maximum of 02 candidates; from 30% to less than 40% may nominate a maximum of 03 candidates; from 40% to less than 50% may nominate a maximum of 04 candidates; from 50% or more may nominate 05 candidates.

Shareholders or groups of shareholders holding ordinary shares who have the right to aggregate their voting rights to nominate candidates for the Supervisory Board must notify the Company and the Convener of the General Meeting at least 03 working days before the opening time of the General Meeting of Shareholders as announced in accordance with Point a, Clause 3, Article 12 of this Charter.

2. In case the number of candidates for the Supervisory Board through nomination and candidacy is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with this Charter, the Regulations on Corporate Governance of the Company, and the Regulations on Operation of the Board of Supervisors. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the provisions of the Law.

### **Article 38: Composition of the Supervisory Board**

1. The number of members of the Supervisory Board of the Company is 03. The term of a member of the Supervisory Board shall not exceed 05 years and may be re-elected for an unlimited number of terms.

2. Members of the Supervisory Board must meet the standards and conditions as prescribed in Article 169 of the Law on Enterprises and must not fall into the following cases:

- a) Working in the accounting or finance department of the Company.
- b) Being a member or employee of an independent audit firm that has audited the Company's Financial Statements in the 03 preceding consecutive years.

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

- a) No longer meeting the standards and conditions to be a member of the Supervisory



Board as prescribed in Clause 2 of this Article.

b) Submitting a resignation letter which is accepted.

c) Other cases as prescribed by the Law and this Charter.

4. A member of the Supervisory Board shall be dismissed in the following cases:

a) Failing to complete assigned tasks and duties.

b) Failing to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure.

c) Repeatedly violating or seriously violating the obligations of a member of the Supervisory Board as prescribed by the Law on Enterprises and this Charter.

d) Other cases as per the Resolution of the General Meeting of Shareholders.

5. A member of the Supervisory Board who submits a resignation letter shall still fully exercise their rights and obligations until the removal of the member of the Supervisory Board is approved by the General Meeting of Shareholders, except for the right to attend and vote at meetings of the Supervisory Board and the right to receive remuneration of a member of the Supervisory Board immediately upon the Company's receipt of notification regarding the following cases:

- The member of the Supervisory Board has limited civil act capacity, has lost civil act capacity, or has difficulty in cognition or behavior control.

- The member of the Supervisory Board is being prosecuted for criminal liability, is in temporary detention, is serving a prison sentence, is serving an administrative handling measure at a compulsory drug rehabilitation center or compulsory education institution, or is prohibited by the Court from holding certain positions, practicing certain professions, or doing certain jobs.

- The Supervisory Board has a decision approving the acceptance of the resignation letter of the member of the Supervisory Board, implemented similarly to the provisions in Article 9 of the Regulations on Operation of the Board of Supervisors.

### **Article 39: Head of the Board of Supervisors**

1. The Head of the Board of Supervisors shall be elected by the Supervisory Board from among its members; the election, removal, and dismissal shall be based on the majority principle. The Supervisory Board must have more than half of its members residing in Vietnam. The Head of the Board of Supervisors must have a university degree or higher in one of the majors of economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise.

2. Rights and obligations of the Head of the Board of Supervisors:

a) Convening meetings of the Supervisory Board.

b) Requesting the Board of Directors, the General Director, and other Executives to provide relevant information for reporting to the Supervisory Board.



c) Preparing and signing the Report of the Supervisory Board after consulting with the Board of Directors to submit to the General Meeting of Shareholders.

#### **Article 40: Rights and obligations of the Supervisory Board**

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

1. Proposing and recommending the General Meeting of Shareholders to approve the list of audit firms accepted to audit the Company's Financial Statements; deciding on the audit firm accepted to inspect the Company's operations, and dismissing the accepted Auditor when deemed necessary.
2. Being responsible to shareholders for its supervisory activities.
3. Supervising the financial situation of the Company and the compliance with the Law in the activities of members of the Board of Directors, the General Director, and other managers.
4. Ensuring coordination with the Board of Directors, the General Director, and shareholders.
5. In case of discovering any violation of the Law or this Charter by a Member of the Board of Directors, the General Director, or other Executives of the Company, the Supervisory Board shall notify the Board of Directors in writing within 48 hours, requesting the violating person to terminate the violation and implement measures to remedy the consequences.
6. Develop the Regulations on Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.
7. Report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the government detailing the implementation of a number of articles of the Law on Securities.
8. Have the right to access the Company's records and documents kept at the headquarters, branches, and other locations; have the right to access the workplaces of the Company's managers and employees during working hours.
9. Have the right to request the Board of Directors, Members of the Board of Directors, the General Director, and other managers to provide full, accurate, and timely information and documents regarding the management, administration, and business of the Company.
10. Other rights and obligations as prescribed by Law and this Charter.

#### **Article 41: Meetings of the Supervisory Board**

1. The Supervisory Board shall meet at least 02 times per year, with at least 2/3 of the members of the Supervisory Board in attendance. The minutes of the Supervisory Board meeting shall be prepared in detail and clearly. The minute-taker and the members of the Supervisory Board attending the meeting shall sign the meeting



minutes. The minutes of the Supervisory Board meetings shall be kept to determine the responsibility of each member of the Supervisory Board.

2. The Supervisory Board has the right to request Members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend and answer issues that need clarification.

**Article 42: Salary, remuneration, bonuses, and other benefits of members of the Supervisory Board**

The salary, remuneration, bonuses, and other benefits of members of the Supervisory Board shall be implemented in accordance with the following regulations:

1. Members of the Supervisory Board shall be paid salary, remuneration, bonuses, and other benefits according to the Decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.

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

3. The salary and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with the Law on corporate income tax and other relevant laws, and must be recorded as a separate item in the Company's annual financial statements.

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

Members of the Board of Directors, members of the Supervisory Board, the General Director, and other Executives have the responsibility to perform their duties, including duties as members of sub-committees of the Board of Directors, honestly and prudently in the best interest of the Company.

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

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers shall disclose their related interests in accordance with the Law on Enterprises and relevant legal documents.

2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and affiliated persons of these members shall only use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Supervisory Board, the



General Director, and other managers have the obligation to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, the Company's subsidiaries, or other companies controlled by the Company with 50% or more of the Charter capital with themselves or their affiliated persons as prescribed by Law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company shall disclose information about these resolutions in accordance with the Law on securities regarding information disclosure.

4. A Member of the Board of Directors shall not vote on transactions that bring benefits to that member or their affiliated persons in accordance with the Law on Enterprises and this Charter.

5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their affiliated persons shall not use or disclose to others internal information to conduct related transactions.

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

a) For transactions with a value of less than 35% of the total asset value recorded in the most recent financial statements, the important contents of the contract or transaction as well as the relationships and interests of the Member of the Board of Directors, member of the Supervisory Board, General Director, or other Executive have been reported to the Board of Directors and approved by the Board of Directors with a majority vote of the 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 a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statements, the important contents of this transaction as well as the relationships and interests of the Member of the Board of Directors, member of the Supervisory Board, General Director, or other Executive have been disclosed to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders who have no related interests.

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



#### **Article 44: Responsibility for damages and compensation**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other Executives who violate their obligations, the duty of honesty and prudence, or fail to fulfill their duties shall be held liable for damages caused by their violations.
2. The Company shall indemnify persons who have been, are, or may become a related party in claims, lawsuits, or prosecutions (including civil, administrative, and non-Company-initiated lawsuits) if that person was or is a Member of the Board of Directors, member of the Supervisory Board, General Director, other Executive, employee, or representative authorized by the Company, was or is performing duties under the Company's authorization, acted honestly and prudently in the best interest of the Company based on compliance with the law, and there is no evidence confirming that the person has violated their responsibilities.
3. Compensation costs include judgment costs, fines, and amounts actually paid (including legal fees) or considered reasonable when resolving these cases within the framework permitted by law. The Company may purchase insurance for these persons to avoid the aforementioned compensation liabilities.

### **XI. RIGHT TO EXAMINE COMPANY RECORDS AND DOCUMENTS**

#### **Article 45: Right to inspect books and records**

1. Common shareholders have the right to inspect books and records, specifically as follows:
  - a) Common shareholders have the right to examine, inspect, and extract information about names and contact addresses in the list of voting shareholders; request the correction of inaccurate information; examine, inspect, extract, or copy this Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders.
  - b) A shareholder or group of shareholders owning 05% or more of the total common shares has the right to examine, inspect, and extract the minute book and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, and transactions that must be approved by the Board of Directors and other documents, excluding documents related to the Company's trade secrets and business secrets.
2. In case an authorized representative of a shareholder or group of shareholders requests to inspect books and records, they must attach a power of attorney from the shareholder or group of shareholders they represent or a notarized copy of this power of attorney.
3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other Executives have the right to inspect the Company's Shareholder Register, list of shareholders, and other books and records of the



Company for purposes related to their positions, provided that such information must be kept confidential.

4. The Company shall keep this Charter and its amendments and supplements, the Enterprise Registration Certificate, regulations, documents proving asset ownership, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as prescribed by Law at the headquarters or another location, provided that shareholders and the business registration authority are notified of the storage location of these documents.

5. This Charter shall be published on the Company's website.

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

### **Article 46: Employees and Trade Union**

1. The General Director shall prepare a plan for the Board of Directors to approve issues related to recruitment, termination of employment, salary, social insurance, welfare, rewards, and discipline for employees and business executives.

2. The General Director shall prepare a plan for the Board of Directors to approve issues related to the Company's relationship with trade union organizations in accordance with the best standards, practices, and management policies, the practices and policies stipulated in this Charter, the Company's regulations, and the provisions of Applicable Law.

## **XIII.PROFIT DISTRIBUTION**

### **Article 47: Profit distribution**

1. The General Meeting of Shareholders shall decide on the annual dividend payment rate and the form of dividend payment from the Company's retained earnings.

2. The Company shall not pay interest on any dividend payment or any payment related to a class of shares.

3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of dividends in shares, and the Board of Directors shall be the body to execute this decision.

4. In case dividends or other payments related to a class of shares are paid in cash, the Company shall pay in VND. The payment may be made directly or through banks based on the bank account details provided by the shareholders. In case the Company has transferred the funds according to the bank details provided by the shareholder but that shareholder does not receive the money, the Company shall not be responsible for the amount the Company has transferred to this shareholder. The



payment of dividends for shares registered for trading/registered for trading at The Stock Exchange may be conducted through a securities company or VSD.

5. Based on the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution or decision to determine a specific date to close the list of shareholders. Based on that date, those registered as shareholders or owners of other securities shall be entitled to receive dividends in cash or shares, or receive notices or other documents.

6. Other issues related to profit distribution shall be implemented in accordance with the provisions of the Law.

#### **XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM**

##### **Article 48: Bank accounts**

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

2. With the prior approval of the competent authority, in case of necessity, the Company may open bank accounts abroad in accordance with the provisions of the Law.

3. The Company shall conduct all payments and accounting transactions through VND or foreign currency accounts at the banks where the Company has opened accounts.

##### **Article 49: Fiscal year**

The Company's fiscal year shall begin on the first day of January each year and end on the 31st day of December. The first fiscal year shall begin from the date of issue of the Enterprise Registration Certificate and end on the 31st day of December of the year of issue of that Enterprise Registration Certificate.

##### **Article 50: Accounting system**

1. The accounting system the Company uses is the corporate accounting system or a specific accounting system issued or approved by the competent authority.

2. The Company shall prepare accounting books in Vietnamese and keep accounting records in accordance with the Law on Accounting and related laws. These records must be accurate, updated, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company shall use VND as the currency unit in accounting. In case the Company has economic transactions arising mainly in a foreign currency, it may choose that foreign currency as the currency unit in accounting, be responsible for that choice before the Law, and notify the direct tax management agency.

#### **XV. FINANCIAL STATEMENTS, ANNUAL REPORT, AND RESPONSIBILITY FOR INFORMATION DISCLOSURE**

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

1. The Company must prepare annual financial statements, and the annual financial



statements must be audited in accordance with the provisions of the Law. The Company shall disclose the audited annual financial statements in accordance with the provisions of the Law on information disclosure in the securities market and submit them to the competent State agency.

2. The annual financial statements must include full reports, appendices, and notes in accordance with the provisions of the Law on corporate accounting. The annual financial statements must reflect the Company's operating situation truthfully and objectively.

3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the provisions of the Law on information disclosure in the securities market and submit them to the competent State agency.

#### **Article 52: Annual report**

The Company must prepare and disclose an annual report in accordance with the provisions of the Law on securities and the securities market.

### **XVI. AUDITING OF THE COMPANY**

#### **Article 53: Audit**

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to decide on the selection of one of these units to audit the Company's financial statements for the next fiscal year based on the terms and conditions agreed upon with the Board of Directors.

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

3. The independent auditor performing the audit of the Company's financial statements shall be entitled to attend meetings of the General Meeting of Shareholders, receive notices and other information related to the General Meeting of Shareholders, and express opinions at the Meeting on issues related to the audit of the Company's financial statements.

### **XVII. CORPORATE SEAL**

#### **Article 54: Corporate seal**

1. The seal includes a seal made at a seal-engraving facility and a seal in the form of a digital signature in accordance with the provisions of the Law on electronic transactions.

2. The Board of Directors shall decide on the type, quantity, form, and content of the seal 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 the provisions of Applicable Law.

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



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

1. The Company may be dissolved in the following cases:
  - a) The end of the operating duration stated in this Charter without a decision on extension.
  - b) Pursuant to a Resolution or Decision of the General Meeting of Shareholders.
  - c) Revocation of the Enterprise Registration Certificate, except where the Law on Tax Administration provides otherwise.
  - d) Other cases as prescribed by Law.
2. The dissolution of the Company before the expiry of the duration (including the extended duration) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if required) in accordance with regulations.

### **Article 56: Extension of operation**

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least 07 months before the end of the operating duration so that shareholders can vote on the extension of the Company's operation at the proposal of the Board of Directors.
2. The operating duration shall be extended when shareholders representing 65% or more of the total voting shares of all shareholders attending the General Meeting of Shareholders approve.

### **Article 57: Liquidation**

1. At least 06 months before the end of the Company's operating duration or after a decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Group 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 an independent auditing firm. The Liquidation Group shall prepare its own operating regulations. Members of the Liquidation Group may be selected from among the Company's employees or independent experts. All costs of disposal related to liquidation shall be prioritized by the Company for payment before other debts of the Company.
2. The Liquidation Group is responsible for reporting to the Business Registration Authority on the date of establishment and the date of commencement of operation. From that moment, the Liquidation Group shall represent the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.
3. Proceeds from liquidation shall be paid in the following order:
  - a) Costs of disposal.



- b) Debts for salaries, severance pay, social insurance, and other benefits of employees according to the signed Collective Labor Agreement and Labor Contracts.
- c) Tax debts.
- d) Other debts of the Company.
- e) The remainder after paying all debts from items (a) to (d) above shall be distributed to shareholders. Preference shares shall be paid first.

## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 58: Internal dispute resolution**

1. In case of disputes or complaints related to the Company's operations, or the rights and obligations of shareholders as prescribed by the Law on Enterprises, this Charter, other provisions of Law, or agreements between:

- a) Shareholders and the Company.
- b) Shareholders and the Board of Directors, the Supervisory Board, the General Director, or other Executives.

The related parties shall attempt to resolve such disputes through negotiation and conciliation.

Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and require each party to present information related to the dispute within 30 working days from the date the dispute arises. In case the dispute relates to the Board of Directors or the Chairman of the Board of Directors, any party may request the Head of the Board of Supervisors to appoint an independent expert to act as a mediator for the dispute resolution process.

2. In the event that a mediation decision is not reached within 06 weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, either party may refer the dispute to Arbitration or a Court.

3. The parties shall bear their own costs related to the negotiation and mediation procedures. The payment of Court costs shall be performed in accordance with the Court's judgment.

## **XX. SUPPLEMENTATION AND AMENDMENT OF THE CHARTER**

### **Article 59: Company Charter**

1. The amendment and supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case the Law contains provisions related to the Company's operations that have not been mentioned in this Charter, or in case there are new legal provisions different from the terms in this Charter, those provisions shall apply to govern the Company's operations.



## **XXI. EFFECTIVE DATE**

### **Article 60: Effective Date**

1. This Charter consists of 21 Sections and 60 Articles, which were unanimously approved by the General Meeting of Shareholders of Khanh Hoa Sanest Soft Drink Joint Stock Company on April 22, 2026, at Khanh Hoa Sanest Soft Drink Joint Stock Company, and all parties agreed to the full validity of the Charter.
2. The Charter is made in 02 copies, having equal validity, and must be kept at the Company's headquarters.
3. This Charter is the sole and official Charter of the Company.
4. Copies or extracts of this Charter shall be valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors.

**KHANH HOA SANEST SOFT DRINK JOINT STOCK COMPANY  
ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**

*Ph*



*Nguyễn Khoa Bảo*