

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**  
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# **CHARTER**

## **ORGANIZATION AND OPERATION**

### **VIGLACERA TIEN SON JOINT STOCK COMPANY** **(Stock code: VIT)**

#### **LEGAL BASIS**

Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, and relevant legal documents;

Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019, and relevant legal documents;

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing a number of articles of the Law on Securities;

Pursuant to Decree No. 245/2025/ND-CP dated September 11, 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding certain provisions on corporate governance of public companies under 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.

*Tien Son, may, 2026*

## **INTRODUCTION**

This Charter of Viglacera Tien Son Joint Stock Company (hereinafter referred to as "the Company") is the legal basis for the operation of the Joint Stock Company, established under the Enterprise Law and Decision No. 1309/QĐ-BXD dated April 18, 2008 of the Minister of Construction on the conversion of Viglacera Tien Son Granite Company under the Vietnam Glass and Ceramic Construction Corporation into Viglacera Tien Son Joint Stock Company.

The Company's charter, regulations, and resolutions of the General Meeting of Shareholders and the Board of Directors, if duly adopted in accordance with relevant laws, shall be the binding rules and regulations governing the Company's business operations.

The charter was promulgated pursuant to Board of Directors Resolution No. 06/VIT-HĐQT dated May 20, 2026.

## **CHAPTER I**

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

#### **Article 1: Explanation of Terms**

1. In this Charter, the following terms shall have the meanings as set out below:

- a. Charter capital is the total par value of shares sold as stipulated in Article 6 of these Charters.
- b. The Enterprise Law means the Enterprise Law No. 59/2020/QH14, passed by the 14th National Assembly of the Socialist Republic of Vietnam at its 9th session on June 17, 2020.
- c. The Securities Law is Law No. 54/2019/QH14 on Securities, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- d. Vietnam is the Socialist Republic of Vietnam.
- e. The date of establishment is the date the Company is granted its Business Registration Certificate.
- f. Business executives include the General Director, Deputy General Director, Chief Accountant, and other executives as stipulated in the company's charter;
- g. "Management Officers " is Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director, Chief Accountant, and other management positions in the Company approved by the Board of Directors.;
- h. "Related party" refers to an individual or organization as defined in Clause 46, Article 4 of the Securities Law;
- i. Shareholders are individuals or organizations that own at least one share of a joint-stock company;

j. Founding shareholders are shareholders who own at least one common share and sign the list of founding shareholders of the joint-stock company;

k. Major shareholders are those defined in Clause 18, Article 4 of the Securities Law;

1. The operating period is the duration of the Company's operation as stipulated in Clause 1 of Article 54 and Article 55 of these Charters.

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

3. Headings (chapters, articles of this Charter) are used for convenience of reference only and shall not affect the interpretation of this Charter..

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

## **CHAPTER II**

### **NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, AND TERM OF OPERATION OF THE COMPANY AND THE COMPANY'S LEGAL REPRESENTATIVE**

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

1. Company Name:

- Vietnamese name: Viglacera Tien Son Joint Stock Company
- English name: Viglacera Tien Son Joint Stock Company
- Trade name: Viglacera Tien Son Joint Stock Company
- Abbreviation: VIT

2. The company is a joint-stock company with legal personality in accordance with current Vietnamese law.

3. Registered office of the Company:

- Head office address: Tien Son Industrial Park, Dai Dong Commune, Bac Ninh Province.
- Phone: 0222 3839390
- Fax: 0222 368 9189
- E-mail: [viglaceratienson@vnn.vn](mailto:viglaceratienson@vnn.vn)
- Website: [viglaceratienson.com](http://viglaceratienson.com)

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

5. Unless the Company ceases operations prematurely in accordance with Clause 2 of Article 55 and Article 2 of these Charters, its operating period shall commence from the date of establishment and shall be indefinite.

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

1. The Company has one legal representative, who is the General Director.
2. The rights and obligations of the legal representative are provided in Articles 12 and 13 of the Law on Enterprises.

### **CHAPTER III**

#### **COMPANY'S OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS**

##### **Article 4: The Company's operational objectives.**

1. Company's business areas:
  - Manufacturing and trading of granite and ceramic tiles and other building materials;
  - Completion and decoration of industrial and civil construction projects;
  - Consulting, designing, and transferring technology for the production of building materials;
  - Extraction and processing of minerals;
  - Trading in machinery, equipment, and raw materials for production and consumption;
  - Providing freight transportation services;
  - Import and export of machinery, equipment, and construction materials; - Joint ventures and partnerships with domestic and foreign economic organizations.;
  - Business activities in the fields of finance, currency, securities, and real estate;
  - Conducting other business activities in accordance with the law.
2. The Company's objectives are to mobilize capital and use it effectively in production and business, maximize profits, create stable jobs for employees, increase returns for shareholders, contribute to the state budget, and develop the Company into an increasingly strong entity.

##### **Article 5: Scope of Business and Operations**

1. The Company is permitted to plan and conduct all business activities in accordance with the provisions of its Business Registration Certificate and this Charter, which has been registered, notified of changes to the registration content with the business registration authority, and published on the National Business Registration Portal, in compliance with current laws and regulations, and to take appropriate measures to achieve the Company's objectives. If the Company engages in conditional investment and business activities, it must meet all business conditions as stipulated in the Investment Law and relevant specialized laws.
2. The company may conduct business in other areas permitted by law and approved by the Board of Directors.

### **CHAPTER IV**

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

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

1. Charter capital of the Company: The Company's charter capital is VND 688,016,620,000 (In words: Six hundred eighty-eight billion, sixteen million, six hundred twenty thousand dong). The total charter capital of the Company is divided into 68,801,662 shares with a par value of VND 10,000/share.

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. All shares of the Company as of the date of adoption of these Charters are common shares. The rights and obligations of shareholders holding common shares are stipulated in Article 13 of these Charters.

4. The company may issue other types of preferred shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of the law.

5. The names, addresses, number of shares, and other information about the founding shareholders as stipulated by the Enterprise Law will be listed in the attached appendix. The appendix is an integral part of these Charters.

6. Newly issued common shares will be preferentially offered to existing shareholders in proportion to their shareholding in the Company, unless otherwise decided by the General Meeting of Shareholders. The Company must announce the offering of shares, specifying the number of shares offered and the appropriate subscription period (at least twenty working days) for shareholders to subscribe. The number of shares not subscribed by shareholders will be decided by the Company's Board of Directors. The Board of Directors may distribute these shares to other parties under conditions and in a manner deemed appropriate, but not less favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or provided for by securities law.

7. The Company may repurchase shares issued by itself (including redeemable preferred shares) in the manner prescribed in this Charter and applicable law. Common shares repurchased by the Company are treasury shares, and the Board of Directors may offer them for sale in manner consistent with the provisions of this Charter, the Securities Law, and related guiding documents.

8. The company may issue other types of securities when unanimously approved in writing by the General Meeting of Shareholders and in accordance with the provisions of the law on securities and the securities market.

#### **Article 7: Certification of Shares.**

1. Shareholders of the Company are issued share certificates corresponding to the number and type of shares they own.

2. Shares are securities that confirm the legal rights and interests of the owner in a portion of the share capital of the issuing organization. Shares must contain all the information as prescribed in Clause 1, Article 121 of the Enterprise Law.

3. In the event that shares have not been deposited at the Vietnam Securities Depository and Clearing Corporation, the shareholder shall promptly notify the Company so that the Company

may carry out procedures to request updates or changes of ownership of non-deposited securities in accordance with VSDC regulations in case of share transfer under the VSDC rules, or within two (02) months from the date of full payment for shares in accordance with the Company's share issuance plan. The owner of such shares shall be issued share certificates. Shareholders shall not be required to pay the Company any fees for the first issuance of share certificates..

4. In the event that a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued a share certificate by the Company upon the shareholder's request, provided that proof of share ownership is provided and all related costs are paid to the Company. The shareholder's request must include the following information:

- a) Information about shares that have been lost, damaged, or otherwise destroyed;
- b) Commitment to assume responsibility for any disputes arising from the reissuance of new shares.

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

Bond certificates or other securities certificates of the Company (excluding offer letters, provisional certificates and similar documents) shall be issued bearing the seal and color signature of the Company's legal representative, unless otherwise stipulated in the terms and conditions of issuance.

#### **Article 9: Transfer of Shares**

1. All shares are freely transferable unless otherwise provided by this Charter and applicable law. Listed shares and shares registered for trading on the Stock Exchange shall be transferred in accordance with the provisions of securities law and the securities market regulations..

2. Unpaid shares are not transferable and do not entitle the holder to related rights such as the right to receive dividends, the right to receive newly issued shares to increase share capital from equity, the right to purchase newly offered shares, and other rights as stipulated by law.

3. Transfers shall be conducted through transactions on the securities market or in accordance with the regulations on securities registration or ownership transfer procedures of VSDC (for non-deposited securities). In the case of transfers conducted via transactions on the securities market, the order, procedures, and ownership recording shall comply with the provisions of securities law..

4. In the event that a shareholder who is an individual dies, the heir according to the will or the law of that shareholder becomes a shareholder of the company.

5. In the event that a shareholder who is an individual dies without heirs, or the heirs refuse to accept the inheritance, or are disinherited, the shares shall be dealt with according to the provisions of civil law.

6. Shareholders have the right to donate a portion or all of their shares in the company to others; or to use the shares to pay off debts. In this case, the recipient of the donated shares or the person receiving the shares as payment for debt will become a shareholder of the company.

7. In the event that a shareholder who has not deposited shares at the VSD transfers a portion of their shares (in the form prescribed under the regulations of VSDC), the old share certificate shall be cancelled and the Company shall issue a new share certificate reflecting the transferred shares and the remaining shares..

8. An individual or organization receiving shares in the cases specified in Clause 7 of this Article shall only become a shareholder of the Company after VSDC has completed the transfer of share ownership in accordance with applicable laws and the regulations and rules of VSDC.

#### **Article 10: Reclamation of shares.**

1. In the event that a shareholder or person entitled to purchase shares fails to pay the full amount due for the purchase of shares on time, the Board of Directors shall notify and have the right to demand that the shareholder or person pay the remaining amount along with interest on that amount and any costs incurred by the Company due to the failure to pay in full, as stipulated.

2. The payment notice referred to in Clause 1 of this Article must clearly state the new payment deadline (at least seven days from the date of sending the notice), the payment location, and the notice must clearly state that in case of failure to pay as required, the remaining unpaid shares will be forfeited.

3. If the requirements in the notice mentioned in Clause 2 of this Article are not met, before full payment of all amounts due, interest, and related expenses, the Board of Directors has the right to reclaim those shares. The Board of Directors may accept the surrender of the reclaimed shares as stipulated in Clauses 4, 5, and 6 and in other cases as stipulated in this Charter, at the discretion of the general meeting of shareholders.

4. The repurchased shares will become the property of the Company, considered as shares entitled to be offered for sale in accordance with Clause 3, Article 112 of the Enterprise Law. The Board of Directors may directly or authorize the sale, redistribution, or settlement of the repurchased shares to the original owners or other parties under conditions and in a manner that the Board of Directors deems appropriate.

5. Shareholders or holders of repossessed shares shall not be recognized as shareholders in those shares, but shall still be liable to pay all related amounts plus interest at the commercial bank's lending rate at the time of repossession, as determined by the Board of Directors, from the date of repossession until the date of payment. The Board of Directors has the full right to decide whether to enforce payment of the full value of the shares at the time of repossession or to waive part or all of the payment.

6. Notice of revocation will be sent to the holder of the revoked shares before the revocation date. The revocation remains valid even in the event of errors or negligence in sending the notice.

#### **Article 11. Share repurchase**

1. Share repurchase at shareholder's request: Shareholders who vote against a resolution on company reorganization or changes to shareholder rights and obligations as stipulated in the company's charter have the right to request the company to repurchase their shares, and the company must repurchase those shares in accordance with Article 132 of the Enterprise Law.

2. Repurchase of shares at the Company's discretion: The Company has the right to repurchase no more than 30% (thirty percent) of the total number of outstanding common shares as stipulated below:

a. The Board of Directors has the right to decide to repurchase no more than 10% (ten percent) of the total number of shares of each class offered within a period of 12 (twelve) months. Otherwise, the repurchase of shares shall be decided by the General Meeting of Shareholders.

b. The Board of Directors decides the share repurchase price. For common shares, the repurchase price shall not exceed the market price at the time of repurchase, except as stipulated in Clause 3, Article 133 of the Enterprise Law.

3. The repurchase of shares of the Company is only permitted if it does not affect the payment of the Company's debts and complies with the provisions of current corporate and securities laws.

4. Shares repurchased pursuant to Clause 1 of this Article shall be considered unsold shares in accordance with Clause 4, Article 112 of the Law on Enterprises. The Company must carry out procedures to reduce its charter capital corresponding to the total par value of the shares repurchased by the Company within 10 (ten) days from the date of completion of payment for the repurchased shares, unless otherwise provided by securities laws.

## **CHAPTER V**

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

#### **Article 12: Organizational structure, governance and control**

The Company's organizational structure for management, administration, and control includes:

- a. General Shareholders' Meeting.
- b. Board of Directors.
- c. General Director.
- d. Supervisory Board.

## **CHAPTER VI**

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

#### **Article 13: Rights of Shareholders.**

1. Shareholders are the owners of the Company, with corresponding rights and obligations according to the number and type of shares they own. Shareholders are only liable for the Company's debts and other financial obligations to the extent of the capital they have contributed to the Company.

2. Ordinary shareholders have the following rights:



- a. To attend and speak at General Meetings of Shareholders and exercise voting rights directly or through authorized representatives or other forms as prescribed in Article 144 of the Enterprise Law and Article 13 of these Charters; Each common share has one voting right;
  - b. Receive dividends at the rate decided by the General Meeting of Shareholders;
  - c. Freely transfer their fully paid shares to others, except in cases where the share offering plan approved by the General Meeting of Shareholders contains provisions restricting the transfer of shares, and such provisions are only effective when clearly stated in the share certificate and other relevant legal provisions;
  - d. They have priority in purchasing newly offered shares in proportion to the percentage of common shares they own;
  - e. Review, search, and retrieve information regarding names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information about oneself;
  - f. Review, search, extract, or copy the company's charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
  - g. In the event of the company's dissolution or bankruptcy, the shareholder is entitled to receive a portion of the remaining assets in proportion to their shareholding in the company after the company has paid its creditors and other preferred shareholders as stipulated by law;
  - h. Request the Company to repurchase their shares in the cases stipulated in Article 11 of these Charters and Article 132 of the Enterprise Law;
  - i. Shareholders may authorize another person to represent them at General Meetings of Shareholders under the conditions stipulated in Article 17 of these Charters;
  - j. Equal treatment. Each share of the same class confers equal rights, obligations, and benefits on the shareholder. In the case of preferred shares, the rights and obligations associated with those preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders.
  - k. To have full access to regular and extraordinary information disclosed by the Company in accordance with the law;
  - l. To have their legitimate rights and interests protected; to request the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Enterprise Law;
  - m. Other rights as stipulated in these Statutes and by law.
3. Shareholders or groups of shareholders holding 5% (five percent) or more of the total number of common shares have the following rights:
- a. 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 Enterprise Law;
  - b. Review, search, and extract minutes and resolutions of the Board of Directors, semi-annual and annual financial reports in accordance with the Vietnamese accounting system, reports of the Supervisory Board, and contracts.;

c. Request the Supervisory Board to examine 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 information: full name, contact address, nationality, and legal document number of individual shareholders; name, business registration number or legal document number of organizational shareholders, and head office address; number of shares and registration date of each shareholder, total number of shares of the entire group of shareholders, and ownership percentage in the total shares of the company; the issue to be examined, and the purpose of the examination;

d. Proposals for inclusion in the General Meeting of Shareholders' Meeting agenda. Proposals must be in writing and submitted to the Company no later than 03 (three) working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of share held by the shareholder, and the proposed issue to be included in the meeting agenda;

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

4. A shareholder or group of shareholders owning from 05% or more of the total ordinary shares shall have 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:

- Shareholders forming a group to nominate candidates to the Board of Directors and the Supervisory Board must notify other attending shareholders of the formation of such group before the General Meeting of Shareholders commence;
- Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders referred to in this Clause shall have the right to nominate one or more persons, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors and the Supervisory Board. Where the number of candidates nominated by the shareholder or group of shareholders is less 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.

#### **Article 14. Obligations of Shareholders**

Common shareholders have the following obligations:

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

2. Pay in full and on time for the shares committed to purchase.

3. Shareholders are not allowed to withdraw contributed capital in the form of common shares from the company in any form, except in cases where the shares are repurchased by the company or another party. If a shareholder withdraws part or all of their contributed capital in violation of this clause, that shareholder and any related parties in the company shall be jointly liable for the company's debts and other financial obligations to the extent of the value of the withdrawn shares and any resulting damages.

4. Provide an accurate address when registering to purchase shares. If a shareholder changes their permanent address, they must promptly notify the company so that the information can be updated in the shareholder register. The company is not responsible for shareholders not receiving the Notice of Meeting of Shareholders in cases where the shareholder does not provide an accurate address, does not notify the company of any change in permanent address, and the company has written confirmation from the postal service provider that the Notice of Meeting will not be delivered to the address provided by the shareholder.

5. Maintain the confidentiality of information provided by the Company in accordance with the Company Charter and the law; use the provided information only to exercise and protect your legitimate rights and interests; it is strictly prohibited to disseminate, copy, or send information provided by the Company to other organizations or individuals.

6. Shall be personally liable when, on behalf of the Company in any form, they perform any of the following acts::

- a. Violation of the law;
- b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
- c. Pay off debts that are not yet due in advance to mitigate potential financial risks to the Company.

7. Attend the General Meeting of Shareholders and exercise voting rights through the following methods:

- a) Attend and vote directly at the meeting;
- b) Authorize other individuals or organizations to attend and vote at the meeting;
- c) Attend and vote via online conference, electronic voting, or other electronic means;
- d) Send the ballot to the meeting via mail, fax, or email;

8. Fulfill other obligations as required by applicable law.

#### **Article 15: General Meeting of Shareholders.**

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest authority of the Company. The Annual General Meeting of Shareholders is held once a year and within four (04) months from the end of the financial year. The Board of Directors may decide to extend the Annual General Meeting of Shareholders if necessary, but not more than six months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders is determined by where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The General Meeting of Shareholders adopts decisions within its authority by voting at the meeting or by obtaining opinions in writing in accordance with the provisions of the law.

3. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable venue. The Annual General Meeting of Shareholders decides on matters as stipulated in Clause 3, Article 139 of the Enterprise Law, particularly approving the audited financial statements for the year and the budget for the following fiscal year. If the audited financial statements for the year contain material exceptions, adverse audit opinions, or disclaimers, the Company must invite a representative of the approved auditing firm to attend the Annual General Meeting of Shareholders. This representative of the approved auditing firm is responsible for attending the Company's Annual General Meeting of Shareholders.

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

a. The Board of Directors deems it necessary for the benefit of the Company;

b. Annual balance sheet, quarterly financial statement, six (06) month or annual financial statement that has been audited reflects the charter capital that has been reduced by half compared to the beginning of the period;

c. When the number of remaining members of the Board of Directors or Supervisory Board is less than the minimum number of members prescribed by law, or when the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number of members stipulated in this Charter;

d. A shareholder or group of shareholders specified in Clause 3, Article 13 of this Charter may request the convening of a General Meeting of Shareholders in the cases provided in Clause 3, Article 115 of the Law on Enterprises 2020. Such request must be made in writing in the form of a petition. The petition for convening the meeting must clearly state the following contents: full name, contact address, nationality, and legal document number of individual shareholders in the case of individual shareholders; name, enterprise identification number or legal document number, and head office address in the case of organizational shareholders; number of shares and time of share registration of each shareholder; total number of shares of the entire group of shareholders and their ownership ratio in the Company's total shares; grounds and reasons for requesting the convening of the General Meeting of Shareholders. The request must be accompanied by documents and evidence of violations committed by the Board of Directors, the extent of such violations, or decisions made beyond its authority. The shareholder or group of shareholders shall bear full legal responsibility for the accuracy and truthfulness of the documents and evidence provided to competent authorities when requesting the convening of the General Meeting of Shareholders.

e. The Supervisory Board may request a meeting if it has reason to believe that members of the Board of Directors or senior management have seriously violated their obligations under Article 165 of the Enterprise Law, or that the Board of Directors has acted or intends to act outside the scope of its authority;

f. Other cases as prescribed by law and the company's charter.

5. Convening an extraordinary general meeting of shareholders:

a. The Board of Directors shall convene a General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors or the Supervisory Board is less than the minimum number required by law, or upon receipt of a request specified in Points d and e, Clause 4 of this Article. The Board of Directors shall convene a General Meeting of Shareholders within sixty (60) days from the date on which the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number specified in this Charter.;

b. If the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in point a, Clause 5 of this Article, then within the next thirty(30) days, the Supervisory Board must replace the Board of Directors in convening a General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Enterprise Law;

c. In the event that the Supervisory Board fails to convene a General Meeting of Shareholders as prescribed in point b, Clause 5 of this Article, within the next thirty (30) days, the shareholder or group of shareholders specified in point d, Clause 4 of this Article has the right to replace the Board of Directors or the Supervisory Board in convening a General Meeting of Shareholders as prescribed in Clause 4, Article 140 of the Enterprise Law.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders if deemed necessary. All costs for convening and conducting the General Meeting of Shareholders will be reimbursed by the company. This does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d. Procedures for organizing a General Meeting of Shareholders as stipulated in Clause 5, Article 140 of the Enterprise Law.

#### **Article 16: Rights and obligations of the General Meeting of Shareholders**

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

a. Approval of the annual financial statements.;

b. Through the Company's short-term and long-term development plans and strategies.

c. Deciding on the types of shares and the total number of shares of each type authorized for sale; deciding on the annual dividend rate for each type of share;

d. Electing, dismissing, and removing members of the Board of Directors and members of the Supervisory Board;

e. Decisions to invest in or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;

g. Decision to amend or supplement the company's charter;

h. Decision to repurchase more than 10% of the total number of shares sold of each class;

i. Review and handle violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;

k. Decision to reorganize or dissolve the Company;

1. Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;

m. Approve the Internal Governance Regulations; the Operating Regulations of the Board of Directors and the Supervisory Board;

n. Approve the list of approved auditing firms; decide which auditing firm is approved to conduct an audit of the Company's operations, and dismiss approved auditors when deemed necessary;

o. Other rights and obligations as prescribed by law.

2. Annual and extraordinary general meetings of shareholders discuss and approve the following matters:

a. The company's annual business plan;

b. Approval of the annual financial statements.;

c. Report of the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors;

d. Report of the Supervisory Board on the Company's business results, the performance of the Board of Directors and the Director;

e. Self-assessment report on the performance of the Supervisory Board and its members;

f. The annual dividend payment for each class of shares shall comply with the Enterprise Law and the rights associated with that class of shares. This dividend shall not exceed the amount proposed by the Board of Directors after consulting with shareholders at the General Meeting of Shareholders;

g. Number of members of the Board of Directors and the Supervisory Board;

h. Approve the list of approved auditing firms; decide which auditing firm is approved to conduct audits of the company's operations when deemed necessary;

i. Electing, dismissing, and removing members of the Board of Directors and members of the Supervisory Board;

j. Total amount of remuneration, bonuses and other benefits of members of the Board of Directors and Supervisory Board, and the Remuneration Report of the Board of Directors and Supervisory Board;

k. Supplementing and amending the Company's Articles of Association;

l. The types of shares and the number of new shares to be issued for each type of share;

m. Dividing, separating, merging, consolidating, or transforming the Company;

n. Reorganize and dissolve (liquidate) the Company and appoint a liquidator;

o. To investigate and address violations by the Board of Directors or the Supervisory Board that cause damage to the Company and its shareholders;

p. Except in cases governed by point b, clause 5, Article 38 of these Charters, decisions to invest in or sell assets of the Company or its branches, or purchase transactions with a value of 35% or more of the total value of assets of the Company and its branches as recorded in the most recent financial statements;

r. Except for cases carried out in accordance with point b, clause 5, Article 38 of these Charters, other transactions as stipulated in clause 4, Article 293 of Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities, shall be approved.;

s. Approve the internal regulations on corporate governance; the regulations on the operation of the Board of Directors, and the regulations on the operation of the Supervisory Board;

t. Type, total value of bonds and offering date for convertible bonds and bonds with warrants;

u. Other matters as prescribed by law, this Charter, and other regulations of the Company.

3. Shareholders are not allowed to vote in the following cases:

a. Through contracts as stipulated in Clause 2 of this Article when that shareholder or a person related to that shareholder is a party to the contract;

b. The purchase of shares by that shareholder or by a person related to that shareholder, except in cases where the share buyback is carried out proportionally to the ownership of all shareholders, or the buyback is carried out through order matching transactions on the stock exchange, or a public tender offer as prescribed by law.

4. All resolutions and matters included on the agenda must be discussed and voted on at the General Meeting of Shareholders.

#### **Article 17. Authorization to attend the General Meeting of Shareholders**

1. Shareholders, or authorized representatives of shareholders that are organizations, may directly attend the General Meeting of Shareholders or authorize one or more other individuals or organizations in writing to attend the meeting through one of the forms stipulated in Clause 3, Article 144 of the Enterprise Law..

2. The authorized representative of a shareholder that is an organization must be appointed by the shareholder in accordance with Article 14 of the Enterprise Law.

3. The authorization of a representative to attend the General Meeting of Shareholders must be in writing in accordance with the provisions of civil law and must clearly state the name of the authorized individual or organization and the number of shares authorized, and must be signed as prescribed below:

a. In the case where an individual shareholder is the authorized representative, the signature of that shareholder and the individual or legal representative of the organization authorized to attend the meeting must be present.

b. In the case where the institutional shareholder is the authorized representative, the signatures of the authorized representative, the legal representative of the shareholder, and the individual or legal representative of the organization authorized to attend the meeting must be present.

c. In other cases, the signatures of the shareholder's legal representative and the person authorized to attend the meeting must be present.

d. Authorized representatives attending the General Meeting of Shareholders must submit the authorization document when registering to attend. In case of sub-authorization, the attending representative must also present the original authorization document from the shareholder or the authorized representative of the shareholder (if not previously registered with the Company).

4. In cases where a lawyer signs a letter of appointment on behalf of the authorized person, the appointment of a representative in this case shall only be considered valid if the letter of appointment is presented together with the letter of authorization to the lawyer or a valid copy of that letter of authorization (if not previously registered with the Company).

5. The voting ballot of an authorized representative attending the meeting within the scope of their authorization remains valid in the following cases:

a. The grantor has died, is restricted in their legal capacity, or has lost their legal capacity;

b. The person who granted the authorization has revoked the designation;

This clause shall not apply if the Company receives notice of any of the above events forty-eight hours before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 18: Changes to rights.**

1. The change or cancellation of special rights attached to a class of preferred shares shall take effect when approved by shareholders representing at least 65% of the total voting shares of all attending shareholders. A resolution of the general meeting of shareholders that adversely affects the rights and obligations of preferred shareholders shall only be approved if it is passed by attending preferred shareholders of the same class holding at least 75% of the total preferred shares of that class, or approved by preferred shareholders of the same class holding at least 75% of the total preferred shares of that class in case of a resolution passed via written solicitation of opinions. A meeting of shareholders holding a class of preferred shares to approve the aforementioned change of rights shall only be valid if there are at least two (02) shareholders (or their authorized representatives) present, holding at least one-third (1/3) of the par value of the issued shares of that class. In case of an insufficient quorum as mentioned above, the meeting shall be reorganized within the next 30 days, and holders of that class of shares (regardless of the number of people and shares) present in person or via authorized representation shall be deemed to constitute a valid quorum. At such separate meetings, the holders of that class of shares present in person or via representative may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.

2. The procedures for conducting such separate meetings shall be carried out similarly to the provisions in article 20 and article 21 of this charter.

3. Unless the terms of share issuance provide otherwise, special rights attached to classes of shares with preference 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 19: Convening the General Meeting of Shareholders, the meeting agenda, and the notice of the General Meeting of Shareholders.**

1. The Board of Directors convenes annual and extraordinary general meetings of shareholders. The Board of Directors convenes extraordinary general meetings of shareholders in the cases stipulated in Clause 4, Article 15 of these Charters.

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

a. Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders must be prepared no more than 10 days before the date of sending the notice inviting shareholders to the General Meeting of Shareholders;

b. Prepare the meeting agenda and required documents in accordance with the law and company regulations;

c. Draft resolution of the General Meeting of Shareholders according to the planned agenda of the meeting;

d. Determine the time and location for holding the Congress;

e. Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

f. The company must disclose information regarding the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date.;

g. Other tasks serving the Congress.

3. The notice of the general meeting of shareholders shall be sent to all shareholders by a method that ensures delivery to their contact addresses, while also being posted on the website of the company, the state securities commission, and the stock exchange where the company's shares are registered for trading. The convener must send the notice to all shareholders in the list of shareholders entitled to attend at least 21 days before the opening date (counting from the date the notice is validly sent or delivered). The meeting agenda and documents related to the issues to be voted on shall be sent to shareholders and/or posted on the company's website. In case documents are not attached to the notice, the notice must clearly state the link to the entire meeting documentation so that shareholders can access them, including:

a) Meeting agenda and materials to be used in the meeting;

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

c) Voting slip;

d) Draft resolutions for each item on the meeting agenda.

4. A shareholder or group of shareholders mentioned in clause 4, **article 13** of this charter has the right to propose issues to be included in the meeting agenda. The proposal must be in writing and sent to the company at least three (03) working days before the opening date. The proposal must include the shareholder's full name, the number and class of shares held, and the issues proposed for the agenda.

5. In case the convener has the right to refuse a proposal as mentioned in clause 4 of this article, they must respond in writing and state the reason at least two (02) working days before the opening date. The convener may only refuse a proposal if it falls into one of the following cases::

a. Proposals submitted after the deadline or lacking sufficient or accurate content as stipulated in Clause 4 of this Article.;

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

c. The proposed issue falls outside the scope of authority of the General Meeting of Shareholders;

d. The proposal does not contain the necessary information.

6. The convener must accept and include the proposal specified in clause 4 of this article into the tentative agenda and contents of the meeting, except for cases specified in clause 5 of this article; the proposal shall be officially added to the agenda and contents of the meeting if approved by the general meeting of shareholders.

#### **Article 20: Conditions for holding a General Meeting of Shareholders.**

1. A General Meeting of Shareholders is held when the number of shareholders in attendance represents more than 50% of the voting shares.

2. Within 60 minutes of the scheduled opening time of the General Meeting, if the meeting does not meet the quorum requirements as stipulated in Clause 1 of this Article, a second notice of meeting shall be sent within 30 days from the date of the planned first General Meeting of Shareholders. The second General Meeting of Shareholders shall be held when the number of shareholders attending represents at least 33% of the voting shares.

3. If the second General Meeting fails to meet the quorum requirements as stipulated in Clause 2 of this Article within sixty minutes of the scheduled opening time, a third General Meeting of Shareholders shall be convened within 20 days from the date of the planned second General Meeting , and in this case, the meeting shall proceed regardless of the total number of votes cast by the attending shareholders.

4. Upon the Chairman's proposal, the General Meeting of Shareholders has the right to change the meeting agenda sent with the notice of meeting as stipulated in Clause 3, Article 19 of these Charters.

#### **Article 21: Procedures for conducting meetings and voting at the General Meeting of Shareholders**

1. On the date of the general meeting of shareholders, prior to the opening of the meeting, the company must carry out registration procedures for attending shareholders and must continue the registration until all eligible shareholders present have been registered in the following order:

2. Upon registration, the company shall issue each shareholder or authorized representative with voting rights a voting card and/or a voting ballot, which specifies the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of voting rights of that shareholder. The general meeting of shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by "for", "against", or "abstain". When voting at the meeting, the cards in favor of a resolution are collected first, followed by the cards against the resolution, and finally, the total number of votes for or against is counted to reach a decision.

The total number of votes in favor, against, or abstentions on each issue will be announced by the Chairperson immediately after the vote on that issue is taken place.

The General Meeting will elect from among its delegates those responsible for counting or supervising the vote count, and if the General Meeting does not choose, the Chairman will select them. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting, but shall not exceed three people.

3. In the event that the Company organizes an online General Meeting of Shareholders and electronic voting, shareholders and authorized representatives (if any) access the online General Meeting of Shareholders and electronic voting system, attend and exercise their voting and election rights.

4. Shareholders and their authorized representatives (organizations or authorized persons) who arrive after the meeting has commenced may still register and have the right to participate and vote at the meeting immediately after registration. The chairperson is not obligated to stop the meeting to allow late-arriving shareholders to register, and the validity of any voting procedures conducted before the late-arriving shareholders arrive will not be altered.

5. The chairperson of the board of directors shall act as the chairperson or authorize another member of the board of directors to act as the chairperson of the meeting convened by the board of directors. In the event the chairperson of the board of directors is absent or temporarily incapacitated, the vice chairperson of the board of directors or a person elected by the remaining board members on a majority principle shall act as the chairperson. If a chairperson cannot be elected, the head of the supervisory board shall preside for the meeting to elect a chairperson from among the attendees, and the person with the highest number of votes shall act as the chairperson. The chairperson is not necessarily a member of the board of directors. In other cases, the person who signed to convene the meeting shall preside for the meeting to elect a chairperson, and the person with the highest number of votes shall be the chairperson.

The chairperson shall nominate one or more persons to act as secretary to record the minutes of the meeting.

In cases where a chairperson must be elected, the name of the nominated chairperson and the number of votes for the chairperson must be announced

6. The agenda and contents 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.

Decisions by the chairperson regarding the order, procedures, or events arising outside the agenda of the general meeting of shareholders shall be final and binding

7. The chairperson of the general meeting of shareholders may adjourn the meeting even if a sufficient quorum has registered, without seeking the opinion of the meeting, and may only adjourn to another time or venue if they find that:

- a. The attending members do not have sufficient convenient seating at the venue;
- b. The conduct of those present disrupts, causes disorder, or threatens to prevent the meeting from being conducted fairly and lawfully;
- c. The adjournment is necessary to ensure that communication facilities at the venue allow shareholders to attend, discuss, and vote. Additionally, the chairperson may adjourn the meeting with the consensus or upon the request of the general meeting of shareholders when a quorum is present.

The maximum duration of adjournment shall not exceed three working days from the scheduled opening date. The reconvened meeting shall only consider the matters that should have been legally resolved at the previously adjourned meeting

8. In the event the chairperson adjourns or pauses the meeting contrary to the provisions of clause 7 of this article, the general meeting of shareholders shall elect another person from among the attendees to replace the chairperson and preside over the meeting until its conclusion, and all resolutions approved at that meeting shall be valid for implementation.

9. The chairperson or secretary of the meeting may carry out activities they deem necessary to conduct the general meeting of shareholders in a valid and orderly manner, or to ensure the meeting reflects the wishes of the majority of attendees.

10. The board of directors or the chairperson may require shareholders or authorized representatives to undergo inspections or security measures that the board of directors deems appropriate; and may request competent authorities to maintain order. If a shareholder or representative refuses to comply with such inspections or security measures, the board of directors, after careful consideration, may deny entry to or expel said shareholder or representative from the meeting

11. The board of directors or the chairperson, after careful consideration, may take appropriate measures to:

- a. Adjust the number of people present at the main venue of the meeting;
- b. Ensure the safety of everyone present at the venue;
- c. Create conditions for shareholders to attend (or continue attending) the meeting.

The board of directors or the chairperson has full authority to change the aforementioned measures and apply any measures the board deems necessary. Measures may include issuing entry permits or using other selection methods.

12. In the event the aforementioned measures are applied, the board of directors or the chairperson, when determining the venue, may:

- a. Announce that the meeting will be held at the venue stated in the notice where the chairperson will be present (the "Main Venue");

b. Arrange and organize so that shareholders or representatives who cannot attend under this clause, or those who wish to participate at a location other than the Main Venue, may simultaneously attend the meeting.

The notice of the meeting does not need to specify the organizational measures taken under this clause

13. In this charter (unless the context requires otherwise), every shareholder shall be deemed to attend the meeting at the Main Venue.

14. The company must organize the general meeting of shareholders at least once a year. The annual general meeting of shareholders shall not be conducted by way of written solicitation of opinions

#### **Article 22: Adoption of Resolutions by the General Meeting of Shareholders.**

1. Except for the cases specified in Clauses 2, 3 and 4 of this Article and Clause 1 of Article 18, other resolutions and decisions of the General Meeting of Shareholders shall be adopted when shareholders representing more than 50% (fifty per cent) of the total voting shares of attending shareholders, either in person or through authorized representatives, vote in favor.

2. Decisions of the General Meeting of Shareholders relating to amendments and supplements to the Charter; types of shares and total number of shares of each type; changes in business lines and sectors; changes in the organizational and management structure of the Company; mergers, reorganizations and dissolution of the Company; investment projects or transactions, sale of Company assets or assets of its branches, or purchase transactions conducted by the Company or its branches with a value of 35% or more of the total assets of the Company and its branches as recorded in the most recent audited financial statements, shall only be adopted when at least 75% of the total voting shares of attending shareholders, either in person or through authorized representatives, vote in favor, except for the cases specified in Clauses 3, 4 and 5 of this Article.

3. The election of members of the Board of Directors and the Supervisory Board shall be conducted by cumulative voting, whereby each shareholder shall have a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board, and the shareholder may accumulate all or part of their votes for one or more candidates. Elected members of the Board of Directors or the Supervisory Board shall be determined in descending order of votes received, starting from the candidate with the highest number of votes until the required number of members specified in the Company's Charter is reached. In the event that two or more candidates obtain an equal number of votes for the last position of the Board of Directors or the Supervisory Board, a re-election shall be conducted among those candidates or selection shall be made according to criteria specified in the election regulations.

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

**Article 23: Authority and procedures for collecting written opinions from shareholders to approve resolutions of the general meeting of shareholders.**

The authority and procedures for collecting written opinions from shareholders to approve resolutions of the general meeting of shareholders shall be carried out in accordance with the following provisions:

1. The board of directors has the right to collect written opinions from shareholders to approve resolutions of the general meeting of shareholders at any time deemed necessary for the interests of the company, except for the cases specified in clause 2, article 147 of the law on enterprises.

2. The board of directors must prepare opinion forms, draft resolutions of the general meeting of shareholders, and documents explaining the draft resolutions. The opinion forms, along with the draft resolutions and explanatory documents, must be sent by a method that ensures delivery to the permanent address of each shareholder. The board of directors must ensure that documents are sent and disclosed to shareholders within a reasonable time for consideration and voting, and must be sent at least 10 (ten) days before the deadline for receiving opinion forms. The preparation of the list of shareholders to receive opinion forms shall comply with the provisions of clause 1 and clause 2, article 141 of the law on enterprises

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

a. Name, head office address, number and date of issuance of the enterprise registration certificate, and place of business registration of the company;

b. Purpose of collecting opinions;

c. Full name, permanent address, nationality, number of ID card, passport, or other legal personal identification of an individual shareholder; name, permanent address, nationality, number of establishment decision, or business registration number of an institutional shareholder or its authorized representative; the number of shares of each class and the number of voting rights of the shareholder;

d. Issues on which opinions are collected to pass a resolution;

e. Voting options including "for", "against", and "abstention";

f. Deadline for returning the completed opinion form to the company;

g. Full name and signature of the chairperson of the board of directors

4. The completed opinion survey form must be signed by the individual shareholder, or the legal representative of the organizational shareholder, or the authorized individual or the authorized legal representative of the organization.

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

a. In cases where the opinion poll letter has been answered, it must be signed by the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder.

The survey forms sent to the company must be enclosed in sealed envelopes, and no one is allowed to open them before the votes are counted.

b. In case of sending by fax or email, the opinion survey form sent to the Company must be kept confidential until the time of verification. phiếu.

c. Opinion ballots sent to the company after the deadline specified in the ballot, or that have been opened (in the case of mailing) or disclosed (in the case of faxing or emailing), are invalid. Unsubmitted ballots are considered non-voting ballots.

5. The Board of Directors shall organize the vote counting and prepare a vote counting report in the presence of the Supervisory Board or shareholders who do not hold management positions in the company. The vote counting report must include the following main contents:

- a. Name, registered office address, and business registration number
- b. The purpose and issues requiring consultation for the resolution's adoption;
- c. The number of shareholders and the total number of votes cast, distinguishing between valid and invalid votes, the method of submitting the ballots, along with an appendix listing the shareholders who participated in the vote;
- d. The total number of votes in favor, against, and abstentions for each issue;
- e. Issues that were approved and the corresponding percentage of votes in favor;
- f. Full name and signature of the chairperson of the board of directors, the vote-counting supervisor, and the vote counter.

Members of the board of directors, the vote counter, and the vote-counting supervisor shall be jointly liable for the truthfulness and accuracy of the minutes; and shall be jointly liable for any damages arising from decisions passed due to untruthful or inaccurate vote counting.

6. The vote-counting minutes and the resolution must be posted on the company's website within twenty-four (24) hours from the conclusion of the vote counting.

7. Completed opinion forms, vote-counting minutes, the full text of approved resolutions, and related documents sent with the opinion forms must be archived at the company's head office.

#### **Article 24: Resolutions and minutes of the general meeting of shareholders.**

1. The general meeting of shareholders must be recorded in minutes and may also be sound-recorded or recorded and archived in other electronic forms. Minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, containing the following primary contents:

- a. Name, registered office address, and business registration number;
- b. Time and location of the General Shareholders' Meeting;
- c. Meeting agenda and content;
- d. Full names of the chairperson and secretary;
- e. Summarize the proceedings and the opinions expressed at the General Shareholders' Meeting on each item on the agenda;
- f. The number of shareholders and the total number of voting shares of the shareholders attending the meeting, an appendix listing the registered shareholders, and the shareholder representatives attending the meeting with their corresponding shareholdings and voting rights;

g. The total number of votes cast for each voting issue, specifying the voting method, the total number of valid, invalid, affirmative, and abstention votes; and the corresponding percentage of the total votes cast by shareholders present at the meeting;

h. Approved issues and the corresponding approval percentage;

i. Full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid if signed by all other members of the Board of Directors present at the meeting and contain all the content as stipulated in this clause. The meeting minutes shall clearly state the chairperson's or secretary's refusal to sign the minutes.

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

3. Resolutions and minutes drawn up in both Vietnamese and foreign languages have equal legal effect. In case of discrepancies between the content of the Vietnamese and foreign language minutes, the content of the Vietnamese minutes shall prevail.

4. Resolutions and minutes of the General Meeting of Shareholders must be fully published on the Company's website, the electronic portal of the State Securities Commission and the Stock Exchange within twenty-four (24) hours from the date of approval by the General Meeting of Shareholders and in accordance with the provisions of the Enterprise Law.

5. Resolutions and minutes of the General Meeting of Shareholders, along with any attached appendices (if any), that have been publicly published on the Company's website, the State Securities Commission's electronic portal, and the Stock Exchange's electronic portal, shall be considered authentic evidence of the work performed and the votes of shareholders at the General Meeting of Shareholders, unless objections to the content of the minutes are raised in accordance with the prescribed procedures within ten days of the minutes being sent.

6. Resolutions, minutes of the General Meeting of Shareholders, appendices listing registered shareholders, and related documents attached to the meeting invitation notice must be kept at the company's head office.

#### **Article 25: Request for annulment of a Shareholders' General Meeting Resolution.**

Within ninety days from the date of receiving the minutes of the general meeting of shareholders or the minutes of the vote-counting results of the general meeting of shareholders, shareholders or groups of shareholders as prescribed in clause 2, article 115 of the law on enterprises have the right to request a court or arbitration to consider and cancel a resolution or part of the content of a resolution of the general meeting of shareholders in the following cases:

1. The order and procedures for convening the meeting and issuing 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 2, article 26 of this charter.



2. The content of the resolution violates the law or this charter.

In the event a decision of the general meeting of shareholders is cancelled by a court or arbitration, the convener of the cancelled meeting may consider reorganizing the general meeting of shareholders within 60 days in accordance with the order and procedures prescribed in the law on enterprises and this charter

#### **Article 26. Validity of resolutions and decisions of the General Meeting of Shareholders**

1. Resolutions and decisions of the General Meeting of Shareholders take effect from the date of their adoption or from the effective date specified in the resolution or decision.

2. Resolutions and decisions of the General Meeting of Shareholders adopted by 100% of the total voting shares are legal and effective even if the procedures for adopting such resolutions and decisions are not carried out in accordance with the provisions of this Law and the company's charter.

3. In the event that a shareholder or group of shareholders requests a court or arbitration tribunal to annul a resolution or decision of the General Meeting of Shareholders as stipulated in Article 25 of these Charters, those resolutions or decisions shall remain in effect until the court or arbitration tribunal's decision to annul them takes effect, except in cases where interim injunctive measures are applied by a competent authority.

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

#### **Article 27 : Nomination and candidacy of Board members**

1. In the event that candidates have been identified in advance, information relating to candidates for the Board of Directors shall be included in the General Meeting of Shareholders' meeting materials and disclosed at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review such candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness, accuracy, and reasonableness of their disclosed personal information, and must undertake to perform their duties honestly if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors disclosed shall include at least the following contents.:

- a. Full name, date of birth;
- b. Educational level;
- c. Professional qualifications;
- d. Work experience;
- e. Companies where the candidate currently holds positions as a member of the Board of Directors and other management positions;
- f. Interests related to the Company and its related parties (if any);
- g. The full name of the shareholder or group of shareholders nominating the candidate (if any);

h. Other information (if any).

2. A shareholder or group of shareholders owning from 05% or more of the total ordinary shares shall have the right to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding up to less than 10% of voting shares shall have the right to nominate one (1) candidate member; from 10% to less than 30% shall have the right to nominate two (2) candidate members; from 30% to less than 50% shall have the right to nominate three (3) candidate members; from 50% to less than 65% shall have the right to nominate four (4) candidate members; and from 65% or more shall have the right to nominate up to the full number of members to be elected..

3. If the number of candidates for the Board of Directors, through nominations and candidacies, is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations according to a mechanism stipulated by the Company. The nomination mechanism or the method by which the incumbent Board of Directors nominates candidates for the Board of Directors must be clearly announced and approved by the General Meeting of Shareholders before proceeding with the vote 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 stipulated in Clauses 1 and 2 of Article 155 of the Enterprise Law and this Charter.

**Article 28: Composition and term of office of the Board of Directors.**

1. The number of Board of Directors members is five (05) people and a maximum of eleven (11) people. The term of the Board of Directors is five (05) years. The term of a Board of Directors member is not more than five (05) years; Board of Directors members can be re-elected for an unlimited number of terms. An individual can only be elected as an independent member of the Board of Directors for no more than 02 consecutive terms. In case all Board of Directors members finish their term at the same time, those members will continue to be Board of Directors members until new members are elected to replace them and take over the work.

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

The structure of the Company's Board of Directors must ensure that at least the minimum number of non-executive members of the Board of Directors as required under Article 79, Clause 1 of Decree No. 245/2025/ND-CP is met. The Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company in order to ensure the independence of the Board of Directors..

a. The total number of independent members of the Board of Directors must meet the following requirements:

b. There must be at least one independent member in the case where the company has a Board of Directors with 3 to 5 members;

c. There must be at least two independent members in the case where the company has between six and eight members on its Board of Directors;

d. There must be at least 3 independent members in the case where the company has 9 to 11 members on its Board of Directors.

3. A member of the board of directors shall lose their status as a member in cases of dismissal, removal, or replacement by the general meeting of shareholders according to the following provisions:

a. That member does not meet the qualifications and conditions for membership in the Board of Directors as stipulated in Article 155 of the Enterprise Law, or is prohibited by law from being a member of the Board of Directors;

b. That member submits a written resignation letter to the Company's head office and it is accepted;

c. That member suffers from a mental disorder, and another member of the Board of Directors has professional evidence demonstrating that the person is no longer capable of acting.

d. The member is absent from board meetings for a continuous period of six months without the board's permission, and the board has ruled that the position is vacant, except in cases of force majeure;

e. That member is replaced, dismissed, or removed from office by a decision of the General Meeting of Shareholders;

f. Other cases as prescribed by law and this charter.

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

a. The number of Board of Directors members is reduced by more than one-third compared to the number stipulated in the company's charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

b. The number of independent members of the Board of Directors has decreased, failing to meet the number stipulated in Clause 2 of this Article;

c. Except for the cases in points a and b of this clause, the general meeting of shareholders shall elect new members to replace those dismissed or removed at the nearest meeting.

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

6. Members of the Board of Directors do not necessarily have to be shareholders of the Company.

7. A member of the Board of Directors of the Company shall not concurrently be a member of the Board of Directors or a member of the Members' Council of more than five (05) other companies..

#### **Article 29: Powers and obligations of the Board of Directors**

1. The Company's business operations and activities are subject to the management or direction of the Board of Directors. The Board of Directors is the body with full authority to exercise all the rights and obligations of the Company, except for those powers reserved to the General Meeting of Shareholders.

2. The Board of Directors is responsible for overseeing the General Director and other management personnel.

3. The rights and obligations of the Board of Directors are stipulated by law, this Charter, the Company's internal regulations, and decisions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

- a. Making strategic decisions on production and business development plans and annual budgets;
- b. Determine operational objectives based on the strategic objectives approved by the General Meeting of Shareholders;
- c. Appointing and dismissing company managers upon the recommendation of the Director or determining their salaries;
- d. Deciding on the company's organizational structure;
- e. Resolving the Company's complaints against management personnel, as well as deciding on the Company's representatives to handle matters related to legal proceedings against such management personnel;
- f. Propose the types of shares and the total number of shares authorized for sale for each type;
- g. Decisions to sell unsold shares within the permitted number of shares for each class; decisions to raise additional capital through other means;
- h. Propose the issuance of bonds, convertible bonds, and warrants that allow holders to purchase shares at a predetermined price;
- i. Determining the offering price of bonds, shares, and convertible securities;
- j. Decision to repurchase shares as stipulated in Clauses 1 and 2 of Article 133 of the Enterprise Law;
- k. Appointing, dismissing, or removing the Director or management officer or representative of the Company when the Board of Directors believes that it is in the best interests of the Company. Such dismissal must not be contrary to the contractual rights of the dismissed persons (if any);
- l. Deciding on investment options and investment projects within the authority and limits prescribed by law;
- m. Deciding on solutions for market development, marketing, and technology;
- n. Propose annual dividend rates and determine interim dividend rates; organize dividend payments;
- o. Propose restructuring or dissolution/bankruptcy of the Company;
- p. Decision to issue the Regulations on the operation of the Board of Directors, the Internal Regulations on corporate governance after approval by the General Meeting of Shareholders; and the Regulations on information disclosure of the company;
- q. Other rights and obligations as prescribed by the Enterprise Law, the Securities Law, other legal regulations, and this Charter.

4. The following matters require approval from the Board of Directors:

- a. Establish branches or representative offices of the Company;
- b. Establishing subsidiaries of the Company;
- c. Within the scope stipulated in Clause 2, Article 153 of the Enterprise Law, and excluding the cases stipulated in Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Enterprise Law, and Clauses 4 and 5, Article 38 of this Charter, which must be approved by the General Meeting of Shareholders, the Board of Directors shall, at any time, decide on the implementation, amendment, and cancellation of major contracts of the Company (including contracts for the purchase, sale, merger, acquisition, and joint ventures);
- d. Appoint and dismiss individuals authorized by the Company to act as its commercial representatives and lawyers;
- e. The Company's borrowing and the execution of mortgages, guarantees, and compensation, except as provided in Clause 4 of Article 38 of these Charters, must be approved by the General Meeting of Shareholders;
- f. Investments not included in the business plan and budget exceeding 10% of the charter capital or investments exceeding 10% of the annual business plan and budget, except in cases within the authority of the General Meeting of Shareholders as stipulated in Article 16 of these Charters ;
- g. The purchase or sale of shares in other companies established in Vietnam or abroad;
- h. Valuation of non-monetary assets contributed to the Company related to the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and technological know-how;
- i. The company's purchase or repurchase shall not exceed 10 % of each class of shares; The total number of shares of each class offered for sale within a period of 12 (twelve) months. Otherwise, the repurchase of shares shall be decided by the General Meeting of Shareholders.;
- j. Business matters or transactions that the Board decides require approval within the scope of its authority and responsibility;
- k. Deciding on the price to buy or repurchase the Company's shares.

5. The board of directors must report to the general meeting of shareholders on its activities, specifically on its supervision of the general director and other management officers during the financial year. If the board of directors fails to submit this report, the company's annual financial statements shall be deemed invalid and not approved by the board of directors.

6. Unless otherwise provided by law and the Articles of Association, the Board of Directors may authorize subordinate staff and management personnel to act on behalf of the Company.

7. Members of the board of directors (not including alternate authorized representatives) shall receive remuneration for their work as board members. The total remuneration for the board of directors shall be decided by the general meeting of shareholders. This remuneration shall be divided among board members as agreed within the board or equally if no agreement can be reached.

8. The total amount of remuneration paid to the members of the Board of Directors (and the amount of remuneration for each member) must be detailed in the Company's annual report.

9. Members of the Board of Directors who hold executive positions (including the position of Chairman) or perform other duties which, in the view of the Board of Directors, fall outside the ordinary scope of a Board member's duties, may be compensated in the form of a lump-sum payment, salary, commission, percentage of profits, or other forms as determined by the Board of Directors.

10. Members of the Board of Directors are entitled to reimbursement for all travel, meal, and other reasonable expenses incurred in performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the Board of Directors or the General Meeting of Shareholders..

### **Article 30: Chairman of the Board of Directors.**

1. The Chairman of the Board of Directors is elected, dismissed, or removed from office by the Board of Directors from among its members. The Chairman of the Board of Directors may not simultaneously hold the position of General Director of the Company.

2. The Chairman of the Board of Directors is responsible for preparing the agenda and documents, convening and presiding over the General Meeting of Shareholders and meetings of the Board of Directors, and also has other rights and responsibilities as stipulated in Clause 3, Article 156 of the Enterprise Law and these Charters..

3. The Chairman of the Board of Directors is responsible for ensuring that the Board of Directors submits the annual financial statements, the company's operational report, the audit report, and the Board's inspection report to the shareholders at the General Meeting of Shareholders..

4. In the event the chairperson is absent or unable to perform their duties, they must authorize another member in writing to exercise the rights and obligations of the chairperson according to the principles of this charter. If no one is authorized, or the chairperson dies, is missing, is in temporary detention, is serving a prison sentence, is subject to administrative measures at a compulsory detoxification center or compulsory educational institution, flees their residence, has their civil act capacity restricted or lost, has difficulty in perceiving or controlling their behavior, or is prohibited by a court from holding certain positions or practicing certain professions, the remaining members shall elect one person from among them to hold the position of chairperson based on a majority principle until a new decision is made by the board of directors.

5. If the Chairman of the Board of Directors submits a resignation letter or is dismissed, removed from office, or replaced for any reason, the Board of Directors must elect a replacement within ten days of receiving the resignation letter or the dismissal, removal, or replacement.

### **Article 31: Replacement of Board Members.**

1. A member of the board of directors (who is not an alternate appointee for another member) may appoint another board member, or a person approved by the board of directors and willing to perform this task, to act as his/her alternate and has the right to remove such alternate.

2. An alternate board member has the right to receive notices of meetings of the board of directors and of board sub-committees of which his/her appointor is a member. The alternate has the right to attend and vote at meetings when his/her appointor is absent, and is authorized to perform all functions of the appointor as a board member in the event of the appointor's absence. This alternate member is not entitled to receive any remuneration from the company for his/her work as an alternate board member. However, the company is not obligated to send meeting notices to an alternate board member who is currently not present in Vietnam.

3. An alternate member shall forfeit his/her status as a board member if his/her appointor no longer holds the status of a board member. In case a board member ends his/her term but is re-appointed or deemed re-appointed at the same general meeting of shareholders where he/she retired by rotation, any appointment of an alternate member made by him/her immediately prior to the expiration of the term shall continue to be effective after the member is re-appointed.

4. The appointment or removal of an alternate member must be made in writing by the appointing board member and signed and sent to the company, or made in another form approved by the board of directors.

5. Apart from other provisions stated in this charter, an alternate member shall be considered a board member in all respects and shall be personally liable for his/her acts and errors, and shall not be deemed an agent acting under the authorization of the board member who appointed him/her.

### **Article 32: Meetings of the Board of Directors.**

1. In the event that the Board of Directors elects a Chairman, the first meeting of the Board's term to elect the Chairman and make other decisions within its authority must be held within seven working days from the date of the conclusion of the election of the Board of Directors for that term. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. If more than one member has the highest number of votes and they are equal, the members shall elect by majority vote one of them to convene the Board meeting.

2. Regular Meetings: The Chairman of the Board of Directors must convene Board meetings, set the agenda, time, and place of the meeting at least seven days before the scheduled meeting date. The Chairman may convene a meeting whenever necessary, but at least one meeting must be held quarterly.

3. Extraordinary Meetings: The Chairman must convene a meeting of the Board of Directors, without delay unless justifiable, when one of the following parties submits a written request outlining the purpose of the meeting and the issues to be discussed and decided within the authority of the Board of Directors :

a. The General director or at least five other managers;

- b. At least two members of the Board of Directors;
- c. Chairman of the Board of Directors;
- d. Supervisory Board;
- e. An independent member of the board of directors.

4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 7 working days from the date of receiving the request as stipulated in Clause 3 of this Article. If the Chairman of the Board of Directors fails to accept the request to convene a meeting, the Chairman shall be liable for any damages incurred by the company. Those who requested the meeting as mentioned in Clause 3 of this Article have the right to replace the Chairman of the Board of Directors in convening the Board of Directors meeting.

5. Upon the request of the accredited auditing firm auditing the company's financial statements, the chairperson must convene a board meeting to discuss the audit report and the company's situation..

6. Venue: Board meetings shall be conducted at the registered address of the company or at other locations in Vietnam or abroad as decided by the chairperson and agreed upon by the board of directors.

7. Notice and agenda: Notice of a board meeting must be sent to board members at least five days before the meeting date. Board members may refuse a meeting notice in writing, and such refusal may have retroactive effect. The notice must be in Vietnamese and provide full details of the agenda, time, and venue, accompanied by necessary documents on issues to be discussed and voted upon, along with voting ballots for members who cannot attend. The meeting notice shall be sent via post, fax, email, or other means, but must ensure delivery to the address of each board member as registered with the company.

8. The Chairman of the Board of Directors or the convener shall notify the Auditors of the meeting invitation and accompanying documents as with the members of the Board of Directors.

9. Minimum Attendance: Board of Directors meetings may only be held and decisions made when at least three-quarters of the Board members are present, either in person or through a representative if approved by a majority of the Board members. If the required number of members is not present, the meeting must be reconvened within 7 (seven) days from the date of the first scheduled meeting. The reconvened meeting will be held if more than half (1/2) of the Board members are present.

10. Voting :

a. Except as provided in point b of this Clause, each member of the Board of Directors or their authorized representative present in their personal capacity at the Board of Directors meeting shall have one vote;

b. A board member shall not vote on contracts, transactions, or proposals in which such member or their related person has an interest that conflicts or may conflict with the interests of the company. Such member shall not be counted toward the quorum required to hold a board meeting regarding decisions on which the member has no right to vote;



c. In accordance with point d of this clause, any issue arising at a board meeting concerning the level of interest or the voting rights of a member that is not resolved by that member voluntarily waiving their right to vote shall be referred to the chairperson of the meeting. The chairperson's ruling in relation to all other board members shall be final, except where the nature or scope of the relevant member's interest has not been fully disclosed;

d. A member of the Board of Directors who benefits from a contract as stipulated in points a and b of Clause 5, Article 38 of these Charters shall be deemed to have a substantial interest in that contract;

e. Auditors have the right to attend Board of Directors meetings and participate in discussions, but do not have the right to vote.

11. A member of the Board of Directors shall be deemed to have attended and voted at the meeting in the following circumstances:

a. Attend and vote directly at the meeting;

b. Authorize another person to attend the meeting and vote on their behalf if approved by a majority of the Board of Directors members;

c. Attend and vote via online conference, electronic voting, or other similar methods;

d. Send the ballot to the meeting via mail, fax, or email;

In case of sending ballots to the meeting by mail, the ballots must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening. The ballots may only be opened in the presence of all attendees.

12. Disclosure of Interests: A Board member who directly or indirectly benefits from a contract or transaction already concluded or slated for conclusion with the Company, and who is aware of having an interest in it, shall disclose the nature and content of that interest at the first Board meeting considering the conclusion of such contract or transaction. If a Board member is unaware that they or related parties have an interest at the time the contract or transaction is concluded with the Company, that Board member shall disclose the relevant interests at the first Board meeting held after they become aware of having or will have an interest in the aforementioned transaction or contract.

13. Majority Voting: The Board of Directors adopts resolutions and makes decisions by following the approval of a majority of the Board members present and entitled to vote (over 50%), except as stipulated in Clause 5, Article 35 of these Charters. In the event of a tie vote, the vote of the Chairman of the Board of Directors or the chairperson of the meeting shall be the deciding vote .

14. Meetings by telephone or other means. Board meetings may be held in the form of a deliberative session among the members of the Board when all or some members are in different locations, provided that each member participating in the meeting is able to:

a. Listen to each of the other Board members who are participating in the meeting speak;

- b. If they wish, they can speak to all other attendees simultaneously.

Communication between members may take place directly by telephone or by other means of communication ( including whether such means are used at the time of the adoption of the bylaws or later), or a combination of all these methods. Under these Bylaws, a Board member attending such a meeting is deemed to be “present” at that meeting. The meeting place as prescribed by these Bylaws is the place where the largest group of Board members is assembled, or, if no such group exists, the place where the Chairperson is present.

15. Written Resolution: A written resolution must be signed by all of the following members of the Board of Directors:

- a. Members have the right to vote on resolutions at the Board of Directors meeting;
- b. The number of members present must not be less than the minimum number of members required to hold a Board of Directors meeting.

Resolutions of this type have the same effect and value as resolutions adopted by the members of the Board of Directors at a meeting convened and held in accordance with established practice. Resolutions may be adopted using multiple copies of the same document if each copy bears at least one member's signature.

16. Minutes of board meetings: The chairperson or the meeting chair is responsible for preparing the minutes of the board meeting in accordance with article 158 of the law on enterprises and sending them to the members. Such minutes shall be considered authentic evidence of the work conducted in the meetings unless an objection to the content of the minutes is raised within ten days from the date of delivery. Minutes must be in Vietnamese and signed at least by the chairperson and the person recording the minutes. If the chairperson or the recorder refuses to sign, the minutes shall be valid if signed by all other attending board members and containing all required contents as per clause 2, article 158 of the law on enterprises.

17. Legal validity of actions: Actions taken to implement decisions of the board of directors shall be considered legally valid even if there may have been an error in the election or appointment of a member of a sub-committee or the board of directors.

## **CHAPTER VIII**

## **GENERAL DIRECTOR, OTHER MANAGERS AND COMPANY SECRETARY**

### **Article 33: Organization of the management apparatus.**

The company shall promulgate a management system under which the management apparatus shall be responsible to the board of General directors. The company shall have one general General director, a number of deputy general General directors, and a chief accountant appointed by the board of General directors. The general General director and deputy general General directors may concurrently be members of the board of General directors and shall be appointed or dismissed by the board of General directors through a duly approved resolution.

### **Article 34: Management personnel.**

1. Upon the recommendation of the General director and with the approval of the board of General directors, the company may employ management officers in such quantity and with such qualifications as are necessary or appropriate for the company's management structure and practices proposed by the board of General directors from time to time. Management officers must exercise the necessary diligence to ensure that the company's organized activities achieve the set objectives.

2. Salaries, remuneration, benefits, and other terms in the labor contracts for General directors shall be decided by the board of General directors; and contracts for other management officers shall be decided by the board of General directors after consulting with the general General director

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

1. Appointment: The Board of General directors will appoint a member of the Board or another person as General director and will sign a contract specifying the salary, remuneration, benefits, and other terms related to the employment. Information regarding the General director's salary, allowances, and benefits must be reported at the Annual General Meeting of Shareholders, presented as a separate section in the Annual Financial Statements, and included in the Company's annual report.

2. Term of Office: The General director's term of office is 5 years and can be reappointed for an unlimited number of terms. The appointment may expire based on the provisions of the employment contract. The General director must meet the standards and conditions prescribed by law and is not permitted to hold this position if prohibited by law, including minors, persons lacking legal capacity, convicted prisoners, persons currently serving prison sentences, members of the armed forces, civil servants, and persons who have been found to have caused the bankruptcy of the company they previously led.

3. Authority and Responsibilities: The General director has the following authority and responsibilities:

a. Implement the resolutions of the Board of General directors and the General Meeting of Shareholders, and the business plan and investment plan of the Company that have been approved by the Board of General directors and the General Meeting of Shareholders;

b. To decide on all matters not requiring a resolution from the Board of General directors, including signing financial and commercial contracts on behalf of the company, and

organizing and managing the company's daily production and business operations in accordance with best management practices;

c. To recommend the number and types of management officers the company needs to hire for appointment or dismissal by the board of General directors when necessary to implement good management activities and structures proposed by the board; and to advise the board on deciding salaries, remuneration, benefits, and other terms of labor contracts for management officers. The general General director has the power to appoint positions from department heads (or equivalent) downward and report in writing to the board of General directors;

d. Report to the Board of General directors before deciding on the number of employees, salaries, allowances, benefits, appointments, dismissals, and other terms related to employee employment contracts in the Company, except for positions under the authority of the Board of General directors;

e. By December 31 each year, the general General director must submit a detailed business plan for the next financial year to the board of General directors for approval based on meeting appropriate budget requirements and the annual financial plan.;

f. Implement the annual business plan approved by the General Meeting of Shareholders and the Board of General directors;

g. Propose measures to improve the company's operations and management;

h. To prepare long-term, annual, and monthly budget estimates of the company (hereinafter referred to as "estimates") for long-term, annual, and monthly management activities in accordance with the business plan. The annual estimates (including the projected balance sheet, income statement, and cash flow statement) for each financial year must be submitted to the board of General directors for approval and must include the information required by the company's regulations.;

i. To perform all other activities as prescribed by this charter, the company's regulations, board resolutions, the general General director's labor contract, and the law.;

j. To recommend to the board of General directors the organizational structure and internal management regulations of the company;

k. Propose a plan for paying dividends or handling business losses;

4. Reporting to the Board of General directors and Shareholders: The General director is accountable to the Board of General directors and the General Meeting of Shareholders for the performance of assigned duties and responsibilities and must report to these bodies when requested.

5. Dismissal: The board of General directors may dismiss the general General director when at least two-thirds (2/3) of the board members vote in favor (in this case, the vote of the general General director is not counted) and appoint a new general General director as a replacement. The dismissed general General director has the right to object to this dismissal at the nearest general meeting of shareholders.

1. The board of General directors shall appoint at least one (01) person as the person in charge of corporate governance concurrently acting as the company secretary to support effective corporate governance. The term of office shall be decided by the board of General

directors, up to a maximum of five (05) years. This person must meet the criteria prescribed in clause 2, article 281 of decree 155/2020/nd-cp and exercise the rights and obligations under clause 3, article 281 of decree 155/2020/nd-cp.

2. When deemed necessary, the board of General directors may appoint a person as the company secretary with a term and conditions decided by the board. The board may dismiss the company secretary when necessary, provided it does not violate current labor laws. The roles and duties of the company secretary include:

- a. Assisting in organizing meetings of the board of General directors, the supervisory board, and the general meeting of shareholders as ordered by the chairperson of the board or the supervisory board;
- b. Recording minutes of meetings;
- c. Advising on meeting procedures;
- d. Providing financial information, copies of board meeting minutes, and other information to members of the board of General directors and the supervisory board;
- e. Assisting board members in performing their assigned rights and obligations;
- f. Assisting the board of General directors in applying and implementing corporate governance principles;
- g. Assisting the company in building shareholder relations and protecting the legitimate rights and interests of shareholders; ensuring compliance with obligations for information provision, disclosure, and administrative procedures.

The company secretary is responsible for information confidentiality in accordance with the law and this charter.

3. The person in charge of corporate governance may concurrently serve as the company secretary

## **CHAPTER VIX**

### **DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, THE GENERAL DIRECTOR AND MANAGEMENT OFFICERS**

**Article 37: Duty of care of members of the board of directors, members of the supervisory board, the general director and management officers.**

Members of the board of directors, members of the supervisory board, the general director, and authorized management officers are responsible for performing their duties honestly and in a manner that they believe to be in the best interests of the company, and with the degree of care that a prudent person would exercise in a similar position and under similar circumstances.

**Article 38: Duty of loyalty and avoidance of conflicts of interest.**

1. Members of the Board of General directors, members of the Supervisory Board, the General director, and other management personnel must disclose their related interests as prescribed in Article 164 of the Enterprise Law and other legal regulations..

2. Members of the Board of General directors, members of the Supervisory Board, General directors, and management staff are not permitted to use business opportunities that may benefit the Company for personal gain; nor are they permitted to use information obtained through their positions for personal gain or to serve the interests of other organizations or individuals.

3. Members of the Board of General directors, members of the Supervisory Board, General directors, and management personnel are obligated to inform the Board of General directors of all potential conflicts of interest with the Company's interests that they may obtain through other economic entities, transactions, or individuals. These entities may only utilize such opportunities when members of the Board of General directors with no vested interest have decided not to pursue the matter.

4. The company is not permitted to grant loans, guarantees, or credit to members of the Board of General directors, members of the Supervisory Board, General directors, management officers and their related parties, or legal entities in which these persons have financial interests, unless otherwise decided by the General Meeting of Shareholders.

5. A contract or transaction between the Company and one or more members of the Board of General directors, members of the Supervisory Board, General directors, managers, or persons related to them, or a company, partner, association, or organization of which one or more members of the Board of General directors, managers, or persons related to them are members or have a financial interest, shall not be invalidated on the grounds of such relationship, or because such member of the Board of General directors or manager was present or participated in the relevant meeting or in the Board or subcommittee that authorized the contract or transaction, or because their votes were also counted when voting on such purposes, if:

a. For contracts with a value of 35% or less, or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value less than 35% of the total asset value recorded in the most recent financial statement, excluding transactions stipulated in point b, clause 3, Article 167 of the Enterprise Law which must be approved by the General Meeting of Shareholders, the important contents of the contract or transaction, as well as the relationships and interests of management officers or members of the Board of General directors, members of the Supervisory Board, and the General director, have been reported to the Board of General directors. At the same time, the Board of General directors has authorized the execution of that contract or transaction in good faith by a majority vote of the Board members who have no vested interest;

b. or transactions resulting in a transaction value arising within 12 months from the date of the first transaction that is greater than 35% the total asset value recorded in the most recent financial statement, or transactions stipulated in point b, clause 3, Article 167 of the Enterprise Law, where the important contents of this contract or transaction, as well as the relationship and interests of management officers or members of the Board of General directors, members of the Supervisory Board, and the General director, have been disclosed to shareholders and approved by the General Meeting of Shareholders by voting of shareholders without an interest;

c. The contract or transaction is deemed fair and reasonable in all respects relating to the company's shareholders at the time the transaction or contract is authorized, approved, or ratified by the Board of General directors or the shareholders.;

d. Members of the Board of General directors are not permitted to vote on transactions that benefit that member or a related party as stipulated in the Enterprise Law and these Charters.;

e. Members of the Board of General directors, members of the Supervisory Board, General directors, managers, or their related parties are not permitted to buy, sell, or otherwise trade in any form the shares of the Company or its subsidiaries at a time when they have information that would reliably affect the price of those shares and which other shareholders are unaware of.

6. Members of the Board of General directors, members of the Supervisory Board, General directors, and other managers are obligated to notify the Board of General directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries, and companies in which the Company holds control of more than fifty percent (50%) of the charter capital, and the member themselves or their related parties, as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of General directors, the public company must disclose information on these resolutions in accordance with the securities law on information disclosure.

#### **Article 39: Liability for damages and compensation.**

1. Liability for damages: Members of the board of directors, members of the supervisory board, the general director, and management officers who violate the obligations of honesty and care, or fail to fulfill their duties with due care, diligence, and professional competence, shall be liable for the damages caused by their violations.

2. Compensation: The company shall compensate those who were, are, or may become a related party in claims, lawsuits, or prosecutions that have been, are, or may be conducted, whether civil or administrative (not being a lawsuit initiated by or under the right of the company), if that person was or is a member of the board of directors, a member of the supervisory board, the general director, a management officer, an employee, or an authorized representative of the company (or its subsidiary), or if that person was or is acting at the request of the company (or its subsidiary) as a board member, management officer, employee, or authorized representative of another company, partner, joint venture, trust, or legal entity. Compensated costs include: arising expenses (including legal fees), judgment costs, fines, and payments arising in reality or deemed reasonable when resolving these cases within the framework permitted by law, provided that the person acted honestly, carefully, diligently, and with professional competence in a manner that the person believed to be in the interest of, or not against the best interests of, the company, based on compliance with the law and without any discovery or confirmation that the person violated their responsibilities. The company has the right to purchase insurance for such persons to avoid the aforementioned compensation liabilities.

## **CHAPTER X SUPERVISORY BOARD**

#### **Article 40: Candidacy and nomination of members of the supervisory board**

1. The nomination and candidacy of members of the Supervisory Board shall be conducted in accordance with the provisions of Clauses 1 and 2 of Article 27 of these Charters..

2. A shareholder or group of shareholders owning from 05% or more of the total ordinary shares shall have the right to nominate candidates for the Supervisory Board. A shareholder or group of shareholders holding up to less than 10% of voting shares shall have the right to nominate one (1) candidate member; from 10% to less than 30% shall have the right to nominate two (2) candidate members; from 30% to less than 50% shall have the right to nominate three (3) candidate members; from 50% to less than 65% shall have the right to nominate four (4) candidate members; and from 65% or more shall have the right to nominate up to the full number of members to be elected.

3. If the number of candidates for the Supervisory Board nominated through election and candidacy is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the Internal Regulations on Corporate Governance and the Operating Regulations of the Supervisory Board. The incumbent Supervisory Board's nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

#### **Article 41: Composition of the Supervisory Board.**

1. The supervisory board consists of three (03) members. At least one member of the supervisory board must be an expert in finance or accounting. Members of the supervisory board must satisfy the standards and conditions prescribed in article 169 of the law on enterprises; must not be employees in the accounting or finance departments of the company; and must not be members or employees of the independent auditing firm that performed audits of the company's financial statements in the three (03) preceding years. Furthermore, they must not be the spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, or biological sibling of any member of the board of General directors, the general General director, or other management officers.

2. Members of the supervisory board shall elect one (01) person among them to be the head of the supervisory board based on a majority principle. More than half of the supervisory board members must reside in Vietnam. The head of the supervisory board must possess a university degree or higher in one of the following majors: finance, banking, accounting, auditing, or a major related to the company's business activities.

3. Members of the supervisory board are appointed by the general meeting of shareholders. The term of office of a supervisor shall not exceed five (05) years; supervisors may be re-elected for an unlimited number of terms.

4. The head of the supervisory board has the following rights and responsibilities :

a. Convene a meeting of the Supervisory Board and act as the Head of the Supervisory Board.;



b. Request the Board of General directors, the General director or General General director, and other executives to provide relevant information for reporting to the members of the Supervisory Board;

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

5. Members of the Supervisory Board shall be dismissed in the following cases:

a. No longer meets the qualifications and conditions to be a Supervisor as stipulated in Article 169 of the Enterprise Law;

b. That member resigns by sending a written notice to the Company's head office and receiving its acceptance;

c. Other cases as prescribed by law and these Regulations;

d. Other rights and responsibilities as prescribed by law and these Statutes.

6. Members of the Supervisory Board shall be dismissed in the following cases:

a. Failure to complete assigned tasks or duties;

b. Failure to exercise one's rights and obligations for six (06) consecutive months, except in cases of force majeure;

c. Serious or repeated violations of the duties of the Auditor as stipulated in the Enterprise Law and the company's charter.

#### **Article 42: Rights and obligations of the Supervisory Board.**

1. The company must have a Supervisory Board, and the Supervisory Board shall have the powers and responsibilities as stipulated in Article 170 of the Enterprise Law and this Charter, as well as the following powers and obligations:

a. To propose and recommend to the General Meeting of Shareholders the approval of the list of approved auditing firms, audit fees, and all matters related to the withdrawal or dismissal of approved auditing firms; to decide which approved auditing firm will conduct audits of the Company's operations when deemed necessary;

b. To discuss the nature and scope of the audit with the independent auditor before the audit commences;

c. To seek independent professional or legal advice and ensure the participation of external experts with appropriate expertise and experience in the company's affairs if deemed necessary;

d. To examine the annual, semi-annual, and quarterly financial statements before submission to the board of General directors;

e. To discuss difficulties and issues identified from interim or year-end audit results, as well as any matters that the independent auditor wishes to discuss;

f. To review the management letter from the independent auditor and the responses from the company's management;

g. To review the company's reports on internal control systems before approval by the board of General directors

h. To review internal investigation results and management's responses;

- i. To report to the general meeting of shareholders as prescribed by the law on enterprises;
  - j. To be responsible to the shareholders for its supervisory activities;
  - k. To supervise the company's financial situation, the legality of the activities of board members, the general General director, and other managers, and the coordination between the supervisory board and the board of General directors, the general General director, and shareholders;
1. Upon discovering violations of the law or the charter by a board member, the general General director, or other managers, to notify the board of General directors in writing within 48 hours, requesting the violator to cease the violation and provide solutions for remedial action;
- m. To issue the operating regulations of the supervisory board after approval by the general meeting of shareholders
2. Members of the board of General directors, the general General director, and management officers must provide full, accurate, and timely information and documents related to the management, administration, and operations of the company upon request by the supervisory board. The company secretary must ensure that all copies of financial information, other information provided to board members and shareholders, and copies of meeting minutes and resolutions of the general meeting of shareholders and the board of General directors are provided to the supervisory board members at the same time and in the same manner as they are provided to the board of General directors and shareholders.
3. After consulting the board of General directors, the supervisory board may issue regulations on its meetings and methods of operation. The supervisory board must meet at least twice a year, and a meeting shall be conducted when at least two-thirds (2/3) of the supervisors are present. Minutes of the supervisory board meetings must be prepared in a detailed and clear manner. The recorder and the attending supervisory board members must sign the minutes. These minutes must be archived to determine the responsibility of each supervisory board member. The supervisory board has the right to request board members, the general General director, and representatives of the accredited auditing firm to attend and answer matters requiring clarification.
4. Remuneration, salaries, and other benefits of supervisory board members shall be decided by the general meeting of shareholders. Members shall also be reimbursed for reasonable travel, hotel, and other expenses incurred while attending supervisory board meetings or in connection with the company's business activities.

## **CHAPTER XI**

### **RIGHT TO INSPECT BOOKS AND RECORDS OF THE COMPANY**

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

1. Ordinary shareholders have the right, either directly or through an authorized representative, to submit written requests to access accounting records and documents during business hours and at the Company's head office, specifically as follows:

a. Ordinary shareholders have the right to review, search, and extract information about their name and contact address in the list of shareholders with voting rights; request correction of inaccurate information about themselves; review, search, extract, or copy the company's charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b. Shareholders or groups of shareholders referred to in Clause 3 of Article 27 and Clause 2 of Article 40 of these Charters have the right to review, examine, and extract minutes and resolutions, decisions of the Board of General directors, interim and annual financial statements, reports of the Supervisory Board, contracts, transactions requiring approval from the Board of General directors, and other documents, except for documents related to the Company's trade secrets and business secrets .

c. Requests for examination made by the lawyer or other authorized representative of the shareholder must be accompanied by a power of attorney from the shareholder they represent or a notarized copy of such power of attorney.

2. Members of the Board of General directors, members of the Supervisory Board, the General director, and management personnel have the right to inspect the Company's shareholder registration numbers, shareholder lists, and other books and records of the Company for purposes related to their positions, provided that such information is kept confidential.

3. The company must archive this charter and any amendments or supplements thereto, the enterprise registration certificate, regulations, documents proving ownership of assets, minutes of the general meeting of shareholders and board of General directors meetings, reports of the board of General directors and the supervisory board, annual financial statements, accounting books, and any other documents as prescribed by law at the company's head office.

4. Shareholders have the right to receive a copy of the company's charter free of charge. If the company has its own website, this charter must be published on that website.

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

### **Article 44: Employees and trade union.**

1. The general General director must prepare plans for approval by the board of General directors regarding matters related to recruitment, termination of employment, salaries, social insurance, benefits, rewards, and discipline for management officers and employees.

2. The general General director must prepare plans for approval by the board of General directors regarding the company's relationship with trade unions in accordance with the best management standards, practices, and policies, as well as the practices and policies prescribed in this charter, the company's regulations, and current legal provisions

## **CHAPTER XIII PROFIT DISTRIBUTION**

#### **Article 45: Profit Distribution.**

1. In accordance with the decision of the General Meeting of Shareholders and the provisions of the law, dividends will be announced and paid from the Company's retained earnings, but shall not exceed the amount proposed by the Board of General directors after consulting with shareholders at the General Meeting of Shareholders.

2. According to the provisions of the Enterprise Law, the Board of General directors may decide to pay interim dividends if it deems such payment appropriate to the company's profitability.

3. The company does not pay interest on dividend payments or other payments related to a particular stock.

4. The Board of General directors may propose to the General Meeting of Shareholders the approval of the payment of all or part of the dividend in shares, and the Board of General directors is the body responsible for implementing this resolution.

5. In the event that dividends or other payments related to a stock are paid in cash, the Company shall make the payment in Vietnamese Dong and may make the payment by check or postal money order to the registered address of the beneficiary shareholder. In the event of any risks arising from the registered address of the shareholder, the shareholder shall bear the responsibility. Alternatively, dividends or other payments related to a stock paid in cash may be made by bank transfer when the Company has the shareholder's bank details to allow direct transfer to the shareholder's bank account. If the Company has transferred the funds according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company shall not be liable for the amount transferred to the beneficiary shareholder. Dividend payments for shares listed/registered on the Stock Exchange can be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.

6. With the approval of the General Meeting of Shareholders, the Board of General directors may decide and announce that holders of common shares will receive dividends in the form of common shares instead of cash dividends. These additional shares for dividend payment shall be recorded as fully paid shares, on the basis that the value of the dividend-paying shares is equivalent to the amount of cash dividend paid.

7. Pursuant to the Enterprise Law and the Securities Law, the Board of General directors may pass a resolution designating a specific date as the record date for shareholders. Based on that date, registered shareholders or holders of other securities are entitled to receive dividends, interest, profit distributions, shares, notices, or other documents. This record date may be on the same day or before these rights are exercised. This does not affect the rights of either party in the transfer of shares or related securities.

8. Other matters related to profit distribution shall be handled in accordance with the law.

### **CHAPTER XIV USE OF VIGLACERA BRAND AND LOGO**

#### **Article 46: Use of brand and logo**

The company uses the brand and logo of Viglacera Corporation - JSC in accordance with the contract.

## **CHAPTER XV**

### **BANK ACCOUNTS, RESERVE FUNDS, FINANCIAL YEAR AND ACCOUNTING SYSTEM**

#### **Article 47: Bank Accounts.**

1. The company will open an account at a Vietnamese bank or at a foreign bank licensed to operate in Vietnam.
2. With prior approval from the competent authority, the Company may, if necessary, open bank accounts abroad in accordance with the provisions of the law.
3. The Company will conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company has opened accounts..

#### **Article 48: Fiscal Year**

The Company's fiscal year begins on the first day of January each year and ends on the 31st day of December of the same year. The first fiscal year begins on the date of issuance of the Business Registration Certificate (or business license for conditional business sectors) and ends on the 31st day of December of that year.

#### **Article 49: Accounting System.**

1. The accounting system used by the Company is the Vietnamese Accounting System (VAS) or another accounting system approved by the Ministry of Finance.
2. The company shall maintain accounting records in Vietnamese. The company shall retain accounting records according to the type of business activities in which it engages, in accordance with accounting laws and related legislation. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the company's transactions.
3. The company uses Vietnamese Dong as the currency for accounting purposes. If the company's economic transactions are primarily conducted in a foreign currency, it may choose that foreign currency as its accounting currency, is legally responsible for that choice, and must notify the relevant tax authority.

## **CHAPTER XVI**

### **ANNUAL REPORTS, FINANCIAL STATEMENTS, AND INFORMATION DISCLOSURE RESPONSIBILITIES**

#### **Article 50: Annual, semi-annual, and quarterly financial statements.**

1. The company must prepare annual financial statements in accordance with the law and the regulations of the State Securities Commission, which must be audited as prescribed in article 52 of this charter. The company discloses audited annual financial statements in accordance with the law on information disclosure in the securities market and submits them to the competent state authorities.

2. The audited annual financial statements must include a business result report reflecting truly and objectively the company's profit and loss situation in the financial year, a balance sheet reflecting truly and objectively the company's operational status at the time of reporting, a cash flow statement, and notes to the financial statements. In the event the company is a parent company, in addition to the annual financial statements, it must also include a consolidated balance sheet on the operational status of the company and its subsidiaries at the end of each financial year.

3. The company must prepare and disclose reviewed semi-annual financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authorities.

4. A summary of the audited annual financial statements must be sent to all shareholders. Audited financial statements, quarterly, and semi-annual reports of the company must be published on the company's website.

5. Interested shareholders are entitled to inspect or photocopy the audited annual, semi-annual, and quarterly financial statements during the company's working hours at the company's head office and must pay a reasonable fee for photocopying

#### **Article 51: Annual Report**

The company must prepare and publish an Annual Report in accordance with the laws and regulations on securities and the securities market..

## **CHAPTER XVII AUDITING OF THE COMPANY**

#### **Article 52: Auditing.**

1. At the Annual General Meeting of Shareholders, an independent auditing firm will be appointed, or a list of independent auditing firms will be approved, and the Board of General directors will be authorized to select one of these firms to audit the Company's financial statements for the following fiscal year, based on terms and conditions agreed upon with the Board of General directors.

2. The company will have to prepare and submit annual financial statements to an independent auditing firm after the end of the fiscal year.

3. The audit report must be attached to the Company's annual financial statements.

4. The independent auditor performing the audit of the Company's financial statements will be permitted to attend all General Meetings of Shareholders and will have the right to receive notices and other information related to the General Meeting of Shareholders and to express their opinion at the meeting on matters related to the audit of the Company's financial statements.

## **CHAPTER XVIII**

## **SEAL**

### **Article 53: Seals.**

1. The seal includes a seal made at a seal engraving facility or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The board of General directors shall decide on the type, quantity, form, and content of the seal of the company, its branches, and representative offices (if any), and the seal shall be engraved in accordance with legal regulations.
3. The board of General directors and the general General director shall use and manage the seal in accordance with current legal provisions

## **CHAPTER XIX TERMINATION OF OPERATIONS AND LIQUIDATION**

### **Article 54: Termination of operations.**

1. The company may be dissolved or cease operations in the following circumstances:
  - a. The court declared the company bankrupt in accordance with current law;
  - b. Dissolution before the scheduled date by decision of the General Meeting of Shareholders;
  - c. The business registration certificate is revoked, except where the Law on Tax Administration provides otherwise;
  - d. Other cases as prescribed by law.
2. The dissolution of the company before the expiration of its term shall be decided by the general meeting of shareholders and implemented by the board of General directors. This dissolution decision must be notified to or approved by the competent authority (if mandatory) as prescribed.

### **Article 55: Deadlock between board members and shareholders.**

Unless otherwise provided in these Articles of Association, shareholders holding half of the outstanding shares with voting rights in the election of Board members have the right to file a complaint with the court requesting dissolution on one or more of the following grounds:

1. The members of the board of General directors are not in agreement in managing the company's affairs, leading to a situation where the required number of votes for the board to operate cannot be achieved.
2. The shareholders are not in agreement, making it impossible to achieve the required number of votes to elect board members.
3. There is internal disagreement and the shareholders are divided into two or more factions such that dissolution would be the most beneficial option for all shareholders

### **Article 56: Liquidation**

1. At least six (06) months after a decision to dissolve the Company, the Board of General directors shall establish a Liquidation Committee of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders and one (1) member shall be appointed by the Board of General directors from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to the liquidation shall be paid by the Company in priority over other debts of the Company.

2. The Liquidation Committee is responsible for reporting the date of establishment and the date of commencement of operations to the business registration authority. From that point onwards, the Liquidation Committee will represent the Company in all matters related to the Company's liquidation before the Court and administrative agencies.

3. The proceeds from the liquidation will be paid out in the following order:

- a. Liquidation costs;
- b. Outstanding wages, severance pay, social insurance contributions, and other employee benefits as stipulated in collective bargaining agreements and signed employment contracts;
- c. Taxes and other tax-related payments that the Company is liable to pay to the State;
- a. Loans (if any);
- b. Other liabilities of the Company;

The remaining balance after all debts from items (a) to (e) above have been paid will be distributed to the shareholders. Preferred shares will be paid first.

## **CHAPTER XX**

### **INTERNAL DISPUTE RESOLUTION**

#### **Article 57: Internal dispute resolution.**

1. In the event of a dispute or claim arising in connection with the company's operations or concerning the rights and obligations of shareholders arising from this charter, or from any rights or obligations prescribed by the law on enterprises or other laws, administrative regulations, or agreements between:

- a. A shareholder and the company;
- b. A shareholder and the board of General directors, the supervisory board, the general General director, or senior management officers.

2. The relevant parties shall attempt to resolve the dispute through negotiation and conciliation. Except for disputes involving the board of General directors or the chairperson of the board, the chairperson shall preside over the dispute resolution and request each party to present the factual elements related to the dispute within 10 working days from the date the dispute arises. If the dispute involves the board of General directors or the chairperson, any



party may request a third party or appoint an independent expert to act as an arbitrator for the dispute resolution process.

3. In the event that a conciliation decision is not reached within six weeks from the commencement of the conciliation process, or if the decision of the mediator is not accepted by the parties, any party may refer the dispute to economic arbitration or an economic court.

4. Each party shall bear its own costs related to negotiation and conciliation procedures. Court fees shall be implemented in accordance with the court's judgment

## **CHAPTER XXI SUPPLEMENTS AND AMENDMENTS TO THE CHARTER**

### **Article 58: Amendments and Supplements to the Charter.**

1. Any additions or amendments to these Charters must be considered and decided upon by the General Meeting of Shareholders.

2. In the event that there are legal provisions relating to the Company's operations not addressed in this Charter, or in the event that new legal provisions differ from the provisions in this Charter, those legal provisions shall automatically apply and govern the Company's operations..

## **CHAPTER XXII IMPLEMENTATION PROVISIONS**

### **Article 59: Effectiveness.**

1. This Charter consists of 22 chapters and 59 articles, which were approved by the General Meeting of Shareholders of the Company pursuant to Resolution No. 06/VIT-ĐHĐCĐ dated May 20, 2026.

2. This charter is the sole and official charter of the company.

**LEGAL REPRESENTATIVE**

**AMENDMENTS TO THE CHARTER ON ORGANIZATION AND OPERATION OF VIGLACERA TIEN SON JOINT STOCK  
COMPANY POST-MERGER OF VIGLACERA CERAMIC TILES TRADING COMPANY LIMITED**

No.	Charter of organization and operation before amendment	Charter of organization and operation after amendment	Reason for amendment
1	<p><b>Article 1: Explanation of Terms</b></p> <p>"Management Officers " Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director, Chief Accountant, and other management positions in the Company approved by –the Board of Directors</p>	<p><b>Article 1: Explanation of Terms</b></p> <p>"Management Officers " is Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director, Chief Accountant, and other management positions in the Company approved by –the Board of Directors</p>	Amendment of wording
2	<p><b>Article 7: Certification of Shares..</b></p> <p>3.3. In the event that a shareholder has not yet deposited their shares at the <u>Vietnam Securities Depository and Clearing Corporation (VSDC)</u>, a share certificate shall be issued to the shareholder within one (01) month from the date of submission of a complete application for share ownership transfer in accordance with the Company's regulations, or within two (02) months from the date of full payment for the shares as stipulated in the Company's share issuance plan. The shareholder is not required to pay the Company any costs for the initial printing of the share certificate</p>	<p><b>Article 7: Certification of Shares..</b></p> <p><b>3. In the event that shares have not been deposited at the Vietnam Securities Depository and Clearing Corporation, the shareholder shall promptly notify the Company so that the Company may carry out procedures to request updates or changes of ownership of non-deposited securities in accordance with VSDC regulations in case of share transfer under the VSDC rules, or within two (02) months from the date of full payment for shares in accordance with the Company's share issuance plan. The owner of such shares shall be issued share certificates. Shareholders shall not be required to pay the Company any fees for the first issuance of share certificates.</b></p>	Amendment to align with the Company's actual situation and regulations on share ownership transfer at VSDC

No.	Charter of organization and operation before amendment	harter of organization and operation after amendment	Reason for amendment
3	<p><b>Article 9: Transfer of Shares</b></p> <p>3. Transfers shall be executed by <u>standard contract or through transactions on the stock market</u>. In the case of a contract transfer, the transfer documents must be signed by the transferor and the transferee or their authorized representatives. For transactions on the stock market, the sequence, procedures, and recognition of ownership shall follow the law on securities</p>	<p><b>Article 9: Transfer of Shares</b></p> <p>3. Transfers shall be conducted <b>through transactions on the securities market or in accordance with the regulations on securities registration or ownership transfer procedures of VSDC (for non-deposited securities)</b>. In the case of transfers conducted via transactions on the securities market, the order, procedures, and ownership recording shall comply with the provisions of securities law</p>	<p>Amendment to align with the Company's actual situation and regulations on share ownership transfer at VSDC</p>
	<p>7. In cases where a shareholder has not deposited shares at the VSDC and transfers a portion of their shares, the old share certificate shall be canceled, and the Company shall issue a new share certificate reflecting the number of shares transferred and the remaining shares.</p>	<p>7. In the event that a shareholder who has not deposited shares at <b>the VSDC (in the form prescribed under the regulations of VSDC)</b>, the old share certificate shall be cancelled and the Company shall issue a new share certificate reflecting the transferred shares and the remaining shares.</p>	<p>Update of VSDC name and amendment to align with the Company's actual situation and regulations on share ownership transfer at VSDC</p>
	<p>8. 8. Individuals or organizations receiving shares in the cases specified in this Article shall only become Company shareholders from the moment their information, <u>as prescribed in Clause 2, Article 122 of the Law on Enterprises, is fully recorded in the Register of Shareholders</u></p>	<p>8. An individual or organization receiving shares in the cases specified in Clause 7 of this Article shall only become a shareholder of the Company <b>after VSDC has completed the transfer of share ownership in accordance with applicable laws and the regulations and rules of VSDC</b></p>	<p>Update of VSDC name and amendment to align with the Company's actual situation and regulations on share ownership transfer at VSDC</p>



No.	Charter of organization and operation before amendment	Charter of organization and operation after amendment	Reason for amendment
4	<p><b>Article 11. Share repurchase</b></p> <p>4. Repurchased shares are <b>considered unpaid</b> shares according to Clause 4, Article 112 of the Law on Enterprises. The Company must complete procedures to decrease the Charter Capital corresponding to the total par value of the repurchased shares within 10 (ten) days from the date of completion of the repurchase payment, unless otherwise prescribed by securities law</p>	<p><b>Article 11. Share repurchase</b></p> <p>4. Shares repurchased pursuant to <b>Clause 1</b> of this Article shall be considered unsold shares in accordance with Clause 4, Article 112 of the Law on Enterprises. The Company must carry out procedures to reduce its charter capital corresponding to the total par value of the shares repurchased by the Company within 10 (ten) days from the date of completion of payment for the repurchased shares, unless otherwise provided by securities laws</p>	<p>Revision of cross-references</p>
5	<p><b>Article 13: Rights of Shareholders.</b></p> <p><u>e. To nominate or stand for election to the Board of Directors and the Supervisory Board, provided they meet the eligibility criteria as prescribed;</u></p>	<p><b>Article 13: Rights of Shareholders</b></p> <p>Remove</p> <p>4. A shareholder or group of shareholders owning from 05% or more of the total ordinary shares shall have 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:</p> <p>- Shareholders forming a group to nominate candidates to the Board of Directors and the Supervisory Board must notify other attending shareholders of the formation of such group before the General Meeting of Shareholders commence;</p>	<p>Transfer of provision to Clause 4 regarding shareholders' rights.</p> <p>Details on additional nomination of candidates to the Board of Directors/Supervisory Board</p>

No.	Charter of organization and operation before amendment	Charter of organization and operation after amendment	Reason for amendment
		<p>- Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders referred to in this Clause shall have the right to nominate one or more persons, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors and the Supervisory Board. Where the number of candidates nominated by the shareholder or group of shareholders is less 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</p>	
6	<p><b>Article 15: General Meeting of Shareholders.</b></p> <p>4. The Board of Directors must convene an extraordinary general meeting of shareholders in the following cases:</p> <p>d. A shareholder or group of shareholders as specified in Clause 3, Article 13 of this Charter requests the convening of a meeting via a written proposal. <u>The proposal must clearly state the reason and purpose of the meeting and be signed by all relevant shareholders</u></p>	<p><b>Article 15: General Meeting of Shareholders.</b></p> <p>4. The Board of Directors must convene an extraordinary general meeting of shareholders in the following cases:</p> <p>A shareholder or group of shareholders specified in Clause 3, Article 13 of this Charter may request the convening of a General Meeting of Shareholders in the cases provided in Clause 3, Article 115 of the Law on Enterprises 2020. Such request must be made in writing in the form of a petition. The petition for convening the meeting must clearly state the following contents: full name, contact address, nationality, and legal document number of individual shareholders in the case of individual shareholders; name, enterprise identification number or legal</p>	<p>Amendment in accordance with Clause 18, Article 1 of Law No. 76/2025/QH15</p>



No.	Charter of organization and operation before amendment	Charter of organization and operation after amendment	Reason for amendment
		document number, and head office address in the case of organizational shareholders; number of shares and time of share registration of each shareholder; total number of shares of the entire group of shareholders and their ownership ratio in the Company's total shares; grounds and reasons for requesting the convening of the General Meeting of Shareholders. The request must be accompanied by documents and evidence of violations committed by the Board of Directors, the extent of such violations, or decisions made beyond its authority. The shareholder or group of shareholders shall bear full legal responsibility for the accuracy and truthfulness of the documents and evidence provided to competent authorities when requesting the convening of the General Meeting of Shareholders	
7	<b>Article 22: Adoption of Resolutions by the General Meeting of Shareholders</b>	<b>Article 22: Adoption of Resolutions by the General Meeting of Shareholders</b>	
	<p>1. Except for the cases specified in clauses 2, 3, and 4 of this article and clause 1 of article 18, other resolutions and decisions of the general meeting of shareholders shall be approved if they are passed by shareholders representing <b>at least 51% (fifty-one percent)</b> of the total voting rights of all attending shareholders present in person or via authorized representation. These matters include:</p> <p><b>a. Approval of annual financial statements.</b></p>	<p>1. Except for the cases specified in Clauses 2, 3 and 4 of this Article and Clause 1 of Article 18, other resolutions and decisions of the General Meeting of Shareholders shall be adopted when shareholders representing more than <b>50% (fifty per cent)</b> of the total voting shares of attending shareholders, either in person or through authorized representatives, vote in favor</p>	Amendment in accordance with Article 148 of the Law on Enterprises No. 59/2020/QH14

No.	Charter of organization and operation before amendment	Charter of organization and operation after amendment	Reason for amendment
	<p>b. Short-term and long-term development plans of the company.</p> <p>c. Election, removal, and replacement of members of the board of directors and the supervisory board, and ratification of the board of directors' appointment of the general director.</p>		
	<p>2. Decisions of the General Meeting of Shareholders relating to amendments and supplements to the Charter; types of shares and total number of shares of each type; changes in business lines and sectors; changes in the organizational and management structure of the Company; mergers, reorganizations and dissolution of the Company; investment projects or transactions, sale of Company assets or assets of its branches, or purchase transactions conducted by the Company or its branches with a value of 35% or more of the total assets of the Company and its branches as recorded in the most recent audited financial statements, shall only be adopted when at least 75% of the total voting shares of attending shareholders, either in person or through authorized representatives, vote in favor, except for the cases specified in <u>Clauses 3, 4, <b>5</b> and <b>6</b></u> of this Article</p>	<p>2. Decisions of the General Meeting of Shareholders relating to amendments and supplements to the Charter; types of shares and total number of shares of each type; changes in business lines and sectors; changes in the organizational and management structure of the Company; mergers, reorganizations and dissolution of the Company; investment projects or transactions, sale of Company assets or assets of its branches, or purchase transactions conducted by the Company or its branches with a value of 35% or more of the total assets of the Company and its branches as recorded in the most recent audited financial statements, shall only be adopted when at least 75% of the total voting shares of attending shareholders, either in person or through authorized representatives, vote in favor, except for the cases specified in <b>Clauses 3, 4 and 5</b> of this Article</p>	Revision of cross-reference
<b>8</b>	<b>Article 27 : Nomination and candidacy of Board members</b>	<b>Article 27 : Nomination and candidacy of Board members</b>	
	<p>1. In the event that candidates have been identified in advance, information relating to candidates for the Board of Directors shall be included in the General Meeting of Shareholders' meeting materials and</p>	<p>1. In the event that candidates have been identified in advance, information relating to candidates for the Board of Directors shall be included in the General Meeting of Shareholders' meeting materials and</p>	Amendment in accordance with Article 274 of Decree No. 155/2020/ND-CP



No.	<b>Charter of organization and operation before amendment</b>	<b>harter of organization and operation after amendment</b>	<b>Reason for amendment</b>
	<p>disclosed at least twenty-one (21) days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review such candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness, accuracy, and reasonableness of their disclosed personal information, and must undertake to perform their duties honestly if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors disclosed shall include at least the following contents</p>	<p>disclosed at least <b>ten (10)</b> days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review such candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness, accuracy, and reasonableness of their disclosed personal information, and must undertake to perform their duties honestly if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors disclosed shall include at least the following contents</p>	
	<p><b><u>2. Shareholders or groups of shareholders holding at least 5% of the total voting shares for a continuous period of at least six months have the right to aggregate their voting rights to nominate candidates for the board of directors.</u></b> A shareholder or group of shareholders holding less than 10% of the total voting shares for a continuous period of at least six months may nominate one member; from 10% to less than 30% may nominate two members; from 30% to less than 50% may nominate three members; from 50% to less than 65% may nominate four members; and from 65% or more may nominate up to the full required number of members.</p>	<p><b>2. A shareholder or group of shareholders owning from 05% or more of the total ordinary shares shall have the right to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding up to less than 10% of voting shares shall have the right to nominate one (1) candidate member; from 10% to less than 30% shall have the right to nominate two (2) candidate members; from 30% to less than 50% shall have the right to nominate three (3) candidate members; from 50% to less than 65% shall have the right to nominate four (4) candidate members; and from 65% or more shall have the right to nominate up to the full number of members to be elected</b></p>	<p>Amendment in accordance with Clause 2, Article 274 of Decree No. 155/2020/ND-CP</p>
9	<p><b>Article 28: Composition and term of office of the Board of Directors.</b></p>	<p><b>Article 28: Composition and term of office of the Board of Directors.</b></p>	



No.	Charter of organization and operation before amendment	harter of organization and operation after amendment	Reason for amendment
	<p>2. The structure of the Board of Directors is as follows:</p> <p>The composition of the board of directors must <u>ensure that at least one-third (1/3) of the total members are non-executive members.</u> The company shall minimize the number of board members concurrently holding executive positions to ensure the independence of the board of directors</p>	<p>2. The structure of the Board of Directors is as follows</p> <p>The structure of the Company's Board of Directors must ensure that at least the minimum number of <b>non-executive members of the Board of Directors as required under Article 79, Clause 1 of Decree No. 245/2025/ND-CP</b> is met. The Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company in order to ensure the independence of the Board of Directors</p>	<p>Amendment in accordance with Clause 79, Article 1 of Decree No. 245/2025/ND-CP</p>
	<p>d. The member is absent from board meetings for a continuous period of six months without the board's permission, and the board has ruled that the position is <u>vacant; or the member is absent and does not participate in board activities for a continuous period of six months without permission, and the board has ruled the position vacant, except in cases of force majeure;</u></p>	<p>d. The member is absent from board meetings for a continuous period of six months without the board's permission, and the board has ruled that the position is vacant, except in cases of force majeure;</p>	<p>Removed due to duplicated wording</p>
	<p>7. A member of the board of directors of the company shall not concurrently be a member of the board of directors (or board of members) <u>at more than 05 other companies.</u></p>	<p>7. A member of the Board of Directors of the Company shall not concurrently be a member of the Board of Directors or a member of the Members' Council of more than five (05) other companies.</p>	<p>Amendment in accordance with Clause 78, Article 1 of Decree No. 245/2025/ND-CP</p>
10	<p><b>Article 38: Duty of loyalty and avoidance of conflicts of interest.</b></p>	<p><b>Article 38: Duty of loyalty and avoidance of conflicts of interest.</b></p>	
	<p>5. A contract or transaction between the Company and one or more members of the Board of General directors, members of the Supervisory Board,</p>	<p>5. A contract or transaction between the Company and one or more members of the Board of General directors, members of the Supervisory Board, General</p>	<p>Amendment to avoid overlap with authority between the</p>

No.	Charter of organization and operation before amendment	Charter of organization and operation after amendment	Reason for amendment
	<p>General directors, managers, or persons related to them, or a company, partner, association, or organization of which one or more members of the Board of General directors, managers, or persons related to them are members or have a financial interest, shall not be invalidated on the grounds of such relationship, or because such member of the Board of General directors or manager was present or participated in the relevant meeting or in the Board or subcommittee that authorized the contract or transaction, or because their votes were also counted when voting on such purposes, if:</p> <p>a. For contracts with a value of <u>20%</u> or less, or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value less than <u>20%</u> of the total asset value recorded in the most recent financial statement, excluding transactions stipulated in point b, clause 3, Article 167 of the Enterprise Law which must be approved by the General Meeting of Shareholders, the important contents of the contract or transaction, as well as the relationships and interests of management officers or members of the Board of General directors, members of the Supervisory Board, and the General director, have been reported to the Board of General directors. At the same time, the Board of General directors has authorized the execution of that contract or transaction in good faith by a majority vote of the Board members who have no vested interest;</p>	<p>directors, managers, or persons related to them, or a company, partner, association, or organization of which one or more members of the Board of General directors, managers, or persons related to them are members or have a financial interest, shall not be invalidated on the grounds of such relationship, or because such member of the Board of General directors or manager was present or participated in the relevant meeting or in the Board or subcommittee that authorized the contract or transaction, or because their votes were also counted when voting on such purposes, if:</p> <p>a. For contracts with a value of <b>35%</b> or less, or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value less than <b>35%</b> of the total asset value recorded in the most recent financial statement, excluding transactions stipulated in point b, clause 3, Article 167 of the Enterprise Law which must be approved by the General Meeting of Shareholders, the important contents of the contract or transaction, as well as the relationships and interests of management officers or members of the Board of General directors, members of the Supervisory Board, and the General director, have been reported to the Board of General directors. At the same time, the Board of General directors has authorized the execution of that contract or transaction in good faith by a majority vote of the Board members who have no vested interest;</p>	<p>General Meeting of Shareholders (GMS) and the Board of Directors (BOD)</p>



No.	Charter of organization and operation before amendment	harter of organization and operation after amendment	Reason for amendment
	<p>b. . or transactions resulting in a transaction value arising within 12 months from the date of the first transaction that is greater than <u>20%</u> the total asset value recorded in the most recent financial statement, or transactions stipulated in point b, clause 3, Article 167 of the Enterprise Law, where the important contents of this contract or transaction, as well as the relationship and interests of management officers or members of the Board of General directors, members of the Supervisory Board, and the General director, have been disclosed to shareholders and approved by the General Meeting of Shareholders by voting of shareholders without an interest</p>	<p>b. or transactions resulting in a transaction value arising within 12 months from the date of the first transaction that is greater than <b>35%</b> the total asset value recorded in the most recent financial statement, or transactions stipulated in point b, clause 3, Article 167 of the Enterprise Law, where the important contents of this contract or transaction, as well as the relationship and interests of management officers or members of the Board of General directors, members of the Supervisory Board, and the General director, have been disclosed to shareholders and approved by the General Meeting of Shareholders by voting of shareholders without an interest</p>	
11	<p><b>Article 40: Candidacy and nomination of members of the supervisory board</b></p>	<p><b>Article 40: Candidacy and nomination of members of the supervisory board</b></p>	
	<p><u>2. Shareholders or groups of shareholders holding at least 5% of the total voting shares for a continuous period of at least six months have the right to aggregate their voting rights to nominate candidates for the supervisory board.</u> A shareholder or group of shareholders holding less than 10% of the voting shares for a continuous period of at least six months may nominate one member; from 10% to less than 30% may nominate two members; from 30% to less than 50% may nominate three members; from 50% to less than 65% may nominate four members; and from 65% or more may nominate up to the full required number of members</p>	<p><b>2. A shareholder or group of shareholders owning from 05% or more of the total ordinary shares shall have the right to nominate candidates for the Supervisory Board.</b> A shareholder or group of shareholders holding up to less than 10% of voting shares shall have the right to nominate one (1) candidate member; from 10% to less than 30% shall have the right to nominate two (2) candidate members; from 30% to less than 50% shall have the right to nominate three (3) candidate members; from 50% to less than 65% shall have the right to nominate four (4) candidate members; and from 65% or more shall have the right to nominate up to the full number of members to be elected</p>	<p>Amendment for wording consistency.</p>