



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

# **CHARTER**

## **CMC INVESTMENT JOINT STOCK COMPANY**

*(This Charter is amended and supplemented on October 26, 2026)*

**HANOI, OCTOBER 2026**



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## INTRODUCTION - LEGAL BASES

This Charter is amended, supplemented, and passed in accordance with the Resolution of the Extraordinary General Meeting of Shareholders No. 01/NQ-DHĐCĐBT dated Oct 26, 2026. This Charter takes effect from Oct 26, 2026 and replaces the Charter dated July 22, 2025.

## I. DEFINITIONS OF TERMS IN THE CHARTER

### Article 1. Interpretation of terms

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

- a. **"Charter Capital"** means the total par value of shares sold or registered for purchase upon the establishment of the joint stock company and specified in Article 6 of this Charter;
- b. **"Voting Capital"** means the share capital under which the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
- c. **"Law on Enterprises"** means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d. **"Law on Securities"** means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 26, 2019;
- d. **"Vietnam"** means the Socialist Republic of Vietnam;
- e. **"Date of Establishment"** means the date on which the Company was first granted the Enterprise Registration Certificate (Business Registration Certificate and other papers of equivalent value);
- g. **"Enterprise Executive Officer"** means the Director (General Director), Deputy Director (Deputy General Director), Chief Accountant, and other executive officers as prescribed by the Company's Charter;
- h. **"Enterprise Manager"** means the manager of the company, including the Chairman of the Board of Directors, members of the Board of Directors, the Director (General Director), and other individuals holding management titles as prescribed in the Company's Charter;
- i. **"Related Person"** means any individual or organization prescribed in Clause 46, Article 4 of the Law on Securities;
- k. **"Shareholder"** means an individual or organization owning at least one share of the joint stock company;
- l. **"Founding Shareholder"** means a shareholder owning at least one ordinary share and signing his/her name on the list of founding shareholders of the joint stock company;
- m. **"Major Shareholder"** means a shareholder prescribed in Clause 18, Article 4 of the Law on Securities;
- n. **"Operating Term"** means the duration of operation of the Company specified in Article 2 of this Charter and the extension period (if any) approved by the General Meeting of Shareholders of the Company;
- o. **"Stock Exchange"** means the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to one or several other regulations or documents include their amendments or replacement documents.
3. The headings (chapters, articles of this Charter) are used for convenience of understanding and do not affect the content of this Charter.

## **II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, OPERATING TERM AND LEGAL REPRESENTATIVE OF THE COMPANY**

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

**1. Company Name:**

- **Vietnamese name:** CÔNG TY CỔ PHẦN ĐẦU TƯ CMC
- **English name:** CMC INVESTMENT JOINT STOCK COMPANY
- **Transaction name:** CÔNG TY CỔ PHẦN ĐẦU TƯ CMC
- **Abbreviated name:** CMCI., JSC

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

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

- **Address:** Alley 83 Ngoc Hoi Street, Yen So Ward, Hanoi City
- **Telephone:** 024.38612718      Fax: 024.3861.2718
- **E-mail:** [cmci.jsc@gmail.com](mailto:cmci.jsc@gmail.com)      Website: <http://www.cmci.com.vn>

4. The Company may establish branches and representative offices in its business areas to carry out the Company's operational objectives in accordance with the decisions of the Board of Directors and to the extent permitted by law.

5. Unless terminating operations before the term specified in Clause 2 of Article 54 or extending operations according to the provisions of Article 55 of this Charter, the operating term of the Company is indefinite from the date of establishment.

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

1. The Company has one (01) legal representative, who is the General Director.

2. Powers and obligations of the legal representative: The legal representative of the Company has the rights and obligations prescribed in the Law on Enterprises and this Charter.

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

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

**1. Business lines of the Company:**

| No. | Industry Name                                                                                                                                                                                                                                                                                                                                   | Industry Code       |
|-----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| 1   | Real estate business, land use rights owned, used or leased<br>Details: Real estate business; Business of all types of parking lots, office leasing; Trading houses, infrastructure of new urban areas, concentrated residential areas                                                                                                          | 6810                |
| 2   | Architectural and related technical consultancy activities<br>Details: Construction survey of traffic, irrigation, civil and industrial works                                                                                                                                                                                                   | 7110                |
| 3   | Road freight transport<br>Details: Automobile transport business                                                                                                                                                                                                                                                                                | 4933                |
| 4   | Wholesale of solid, liquid and gaseous fuels and related products<br>Details: Purchase and sale of petroleum and its products                                                                                                                                                                                                                   | 4661                |
| 5   | Manufacture of clay building materials<br>Details: Production of building materials and precast structural material components                                                                                                                                                                                                                  | 2392                |
| 6   | Wholesale of other materials and equipment installed in construction<br>Details: Trade in building materials and precast structural material components                                                                                                                                                                                         | 4663                |
| 7   | Other remaining business support service activities not yet classified elsewhere<br>Details: Import, export and trading of materials, raw materials, petroleum agencies, means of transport and spare parts, equipment, all types of machinery, consumer goods; Agency for purchasing, selling and leasing construction machinery and equipment | 8299<br>(Principal) |
| 8   | Other manufacturing not yet classified elsewhere<br>Details: Production of other industrial products; Production of automobiles and all types of auto parts, mechanical and industrial products; repair, assembly, renovation, modification, restoration of construction equipment and transport vehicles, processing of import-export goods    | 3290                |
| 9   | Maintenance and repair of motor vehicles and other motor vehicles                                                                                                                                                                                                                                                                               | 4520                |

|    |                                                                                                                                                                                                                       |              |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|
|    | Details: Automobile repair and assembly                                                                                                                                                                               |              |
| 10 | Wholesale of other household goods<br>Details: Wholesale of books, newspapers, magazines, stationery                                                                                                                  | 4619         |
| 11 | Retail sale of books, newspapers, magazines, stationery in specialized stores                                                                                                                                         | 4761         |
| 12 | Other specialized wholesale not yet classified elsewhere<br>Details: Wholesale of teaching and learning equipment, tools and utensils                                                                                 | 4669         |
| 13 | Construction of other civil engineering works<br>Details: Investment and construction of works in the telecommunications industry                                                                                     | 4299         |
| 14 | Investment in the construction of private crèches and kindergartens                                                                                                                                                   | 8510         |
| 15 | Construction of transport, industrial, civil engineering, irrigation works and infrastructure, residential clusters, new urban areas, industrial parks, construction of transmission lines and substations up to 35KV | 4210         |
| 16 | Production of electricity<br>Transmission and distribution of electricity<br>Details: Wholesale and retail of electricity                                                                                             | 3511<br>3512 |
| 17 | Installation of electrical systems                                                                                                                                                                                    | 4321         |
| 18 | Installation of water supply, drainage, heating and air conditioning systems                                                                                                                                          | 4322         |
| 19 | Other building installation activities                                                                                                                                                                                | 4329         |
| 20 | Installation of industrial machinery and equipment                                                                                                                                                                    | 3320         |
| 21 | Wholesale of other machinery, equipment and parts<br>Details: Trading in equipment and materials serving solar energy                                                                                                 | 4659         |

2. Operating objectives of the Company: To mobilize and use capital effectively, constantly innovate technology, innovate management methods, improve production and business efficiency; expand business fields and business scale according to market demands to satisfy customer needs

and maximize profits, create stable jobs for employees, increase dividends for shareholders, fully perform obligations to the State so that the Company is always stable and developing.

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

The Company is permitted to conduct business operations in the registered lines of business specified in this Charter, notify changes in registration contents to the business registration authority, and publish them on the national business registration portal. [In case the Company conducts business in conditional investment and business lines, the Company must fully satisfy business conditions as prescribed by the Law on Investment and relevant specialized laws].

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

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

1. The Charter Capital of the Company is 51,083,470,000 VND (in words: Fifty-one billion, eighty-three million, four hundred and seventy thousand Vietnamese Dong). The total charter capital of the Company is divided into 5,108,347 shares with a par value of 10,000 VND/share.
2. The Company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.
3. The shares of the Company on the date of adoption of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each type of share are prescribed in Article 12 and Article 13 of this Charter.
4. The Company may issue other types of preference shares after obtaining approval from the General Meeting of Shareholders and in accordance with the provisions of law.
5. Names, addresses, number of shares, and other information about founding shareholders shall be in accordance with the provisions of the Law on Enterprises. Ordinary shares must be preferentially offered to existing shareholders in proportion to their ownership percentage of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders; the number of shares that shareholders do not register to purchase fully will be decided by the Board of Directors of the Company. The Board of Directors may distribute those shares to shareholders and other persons on conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
6. The Company may repurchase shares issued by the Company itself in accordance with the methods prescribed in this Charter and current laws.
7. The Company may issue other types of securities in accordance with the provisions of law.

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

1. Shareholders of the Company shall be granted share certificates corresponding to the number of shares and types of shares owned.
2. A share certificate is a type of security confirming the legitimate rights and interests of the owner over a part of the share capital of the issuer; the share certificate must fully contain the contents prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within a period of 30 days from the date of submission of a complete dossier requesting transfer of share ownership according to the regulations of the Company or within 02 months (or another period according to the specified issuance terms) from the date of full payment for share purchase as prescribed in the share issuance plan of the Company, the owner of the shares shall be granted a share certificate. Share owners do not have to pay the Company for the cost of printing share certificates.

4. In case a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be re-issued a share certificate by the Company at the request of such shareholder. The request of the shareholder must include the following contents:

- a) Information about the share certificate that was lost, damaged, or otherwise destroyed;
- b) Commitment to bear responsibility for disputes arising from the re-issuance of the new share certificate.

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

Bond certificates or other securities certificates of the Company shall be issued with the signature of the legal representative and the seal of the Company.

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

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

2. Shares that have not been fully paid for shall not be transferred and shall not enjoy related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares, and other benefits prescribed by law.

#### **Article 10. Forfeiture of shares**

1. In case a shareholder fails to pay fully and on time the amount due to purchase shares, the Board of Directors shall notify and have the right to request such shareholder to pay the remaining amount and bear responsibility corresponding to the total par value of registered shares for the financial obligations of the Company arising from the failure to make full payment.

2. The above payment notice must clearly state the new payment term (at least seven (07) days from the date of sending the notice), the place of payment, and must clearly state that in case payment is not made as requested, the unpaid shares will be forfeited.

3. The Board of Directors has the right to forfeit shares that have not been fully and timely paid in case the requirements in the above notice are not fulfilled.

4. Forfeited shares are considered shares entitled to be offered as prescribed in Clause 3, Article 111 of the Law on Enterprises. The Board of Directors may directly or authorize the sale and redistribution under conditions and methods that the Board of Directors deems appropriate.

5. Shareholders holding forfeited shares must give up their shareholder status for those shares, but must still pay relevant amounts and interest arising at the rate prescribed by the Board of Directors at the time of forfeiture according to the decision of the Board of Directors from the date of

forfeiture until the date of payment. The Board of Directors has full authority to decide on the enforcement of payment of the entire value of shares at the time of forfeiture.

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

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

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

The organizational management, governance, and control structure of the Company comprises:

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. The Supervisory Board;
4. The General Director.

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

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

1. Ordinary shareholders have the following rights:

- a. To attend and speak at meetings of the General Meeting of Shareholders and exercise the right to vote directly at meetings or through an authorized representative or execute remote voting. Each ordinary share has one vote;
- b. To receive dividends at the rate decided by the General Meeting of Shareholders;
- c. To preferentially purchase new shares corresponding to the ordinary share ownership proportion of each shareholder in the Company;
- d. To freely transfer their shares to others, except for cases prescribed in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of law;
- đ. To review, look up, and extract information on names and contact addresses in the list of shareholders entitled to vote; request correction of their inaccurate information;
- e. To review, look up, extract, or photocopy the Company's Charter, minutes of meetings, and resolutions of the General Meeting of Shareholders;
- g. When the Company is dissolved or bankrupt, to receive a part of the remaining assets corresponding to the share ownership ratio in the Company;
- h. To request the Company to repurchase shares in cases prescribed in Article 132 of the Law on Enterprises;
- i. To be treated equally. Each share of the same type gives the holder equal rights, obligations, and interests. In case the Company has preference shares, the rights and obligations attached to preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

- k. To have full access to periodic and extraordinary information disclosed by the Company as prescribed by law;
- l. To have their lawful rights and interests protected; request suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors as prescribed by the Law on Enterprises;
- m. Other rights prescribed by law and this Charter.

2. A shareholder or a group of shareholders holding 5% or more of the total ordinary shares has the following rights:

- a) To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;
- b) To review, look up, and extract minutes and resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, and transactions that must be passed by the Board of Directors and other documents, except for documents related to commercial secrets and business secrets of the Company;
- c) To request the Supervisory Board to inspect specific issues related to the management and executive operation of the Company when deemed necessary. The request must be in writing and contain all required statutory information;
- d) To propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date;
- đ) Other rights prescribed by law and this Charter.

3. A shareholder or a group of shareholders owning 10% or more of the total ordinary shares has the right to nominate candidates to the Board of Directors and the Supervisory Board as prescribed in Article 25 and Article 36 of this Charter.

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

Ordinary shareholders have the following obligations:

- 1. To pay fully and on time for the shares committed to purchase.
- 2. Not to withdraw the capital contributed by ordinary shares from the Company in any form, except in case of repurchase by the Company or others. If a shareholder withdraws capital contrary to this provision, such shareholder and related persons must be jointly liable for the debts and other property obligations of the Company
- 3. To comply with the Company's Charter and Internal Management Regulations.
- 4. To execute Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
- 5. To maintain confidentiality of information provided by the Company; strictly prohibit distributing or copying/sending information to other entities.
- 6. To attend meetings of the General Meeting of Shareholders and exercise voting rights through permissible forms (direct, authorized, online, electronic, mail, fax, etc.).

7. To bear personal responsibility when acting in the name of the Company to violate the law, conduct business for self-interest, or pay premature debts.
8. To fulfill other obligations as prescribed by current law.

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

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall convene an annual meeting once a year within four (04) months from the end of the financial year. The Board of Directors may decide to extend the time for holding the annual General Meeting of Shareholders where necessary, but not beyond six (06) months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders shall be the location where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable venue. The annual General Meeting of Shareholders shall decide on matters prescribed by law and the Company's Charter, and specifically shall approve the audited annual financial statements. In the event that the audit report on the Company's annual financial statements contains material exceptions, an adverse opinion, or a disclaimer of opinion, the Company must invite a representative of the approved auditing firm that conducted the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and said representative shall be responsible for attending the Company's annual General Meeting of Shareholders.

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

- a) The Board of Directors deems it necessary for the interests of the Company;
- b) The number of remaining members of the Board of Directors or the Supervisory Board falls below the minimum number prescribed by law;
- c) Upon the request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, and must bear the signatures of the relevant shareholders, or the written request may be prepared in multiple copies and collectively bear the signatures of the relevant shareholders;
- d) At the request of the Supervisory Board;
- dd. Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders

- a) The Board of Directors must convene the General Meeting of Shareholders within [30] days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board falls to the level specified in Point b, Clause 3 of this Article, or from the date of receipt of the request specified in Points c and d, Clause 3 of this Article;

b) In the event that the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, the Supervisory Board shall, within the next 30 days, convene the General Meeting of Shareholders in place of the Board of Directors in accordance with Clause 3, Article 140 of the Law on Enterprises;

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

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

d) Procedures for convening the General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Law on Enterprises.

#### **Article 15. Rights and duties of the General Meeting of Shareholders**

1. The Annual General Meeting of Shareholders has the right to discuss and approve the following matters:

- a. Audited annual financial statements;
- b. Report of the Board of Directors;
- c. Report of the Supervisory Board;
- d. Short-term and long-term development plans of the Company.

2. The Annual and Extraordinary General Meetings of Shareholders adopt resolutions on the following matters:

- a. Approval of annual financial statements;
- b. Annual dividend rates for each class of shares, in accordance with the Law on Enterprises and the rights attached to such class of shares; such dividend rates shall not exceed the rates proposed by the Board of Directors after consulting with shareholders at the General Meeting of Shareholders;
- c. Number of members of the Board of Directors;
- d. Selection of an independent auditing firm;
- e. Election, dismissal, removal, and replacement of members of the Board of Directors and the Supervisory Board;
- f. Total remuneration for members of the Board of Directors and the report on the Board of Directors' remuneration;
- g. Amendments and supplements to the Company Charter;

- h. Classes of shares and the number of new shares to be issued for each class, and the transfer of shares held by founding shareholders within the first three (03) years from the date of establishment;
  - i. Division, splitting, consolidation, merger, or transformation of the Company;
  - j. Reorganization and dissolution (liquidation) of the Company and appointment of a liquidator;
  - k. Review and handling of violations by the Board of Directors or the Supervisory Board that cause damage to the Company and its shareholders;
  - l. Decisions on transactions to invest in or sell assets valued at 35% or more of the total value of the Company's assets as recorded in the most recently audited financial statements;
  - m. Decisions to repurchase more than 10% of the total issued shares of each class;
  - n. The Company's entry into contracts or transactions with the persons specified in Clause 1, Article 162 of the Law on Enterprises, where the value is equal to or greater than 35% of the total value of the Company's assets as recorded in the most recent financial statements;
  - o. Other matters as prescribed by law and this Charter.
3. Shareholders shall not participate in voting in the following cases:
- a. Approval of contracts specified in Clause 2 of this Article where such shareholder or a person related to such shareholder is a party to the contract;
  - b. Repurchase of shares held by such shareholder or by a person related to such shareholder, except where the share repurchase is conducted in proportion to the ownership ratio of all shareholders, or where the repurchase is executed via order matching on a stock exchange or through a public tender offer in accordance with the law.
4. All resolutions and matters included in the meeting agenda must be discussed and voted upon at the General Meeting of Shareholders.

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

- 1. Shareholders and authorized representatives of shareholders who are organizations may directly attend the meeting or authorize one or several other individuals or organizations to attend the meeting or attend the meeting through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.
- 2. Authorization for individuals and organizations to represent the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document is made according to the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the authorization content, the scope of authorization, the authorization term, and the signatures of the authorizing party and the authorized party.

Persons authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting. In case of re-authorization, the meeting attendee must additionally present the original authorization document of the shareholder or the authorized representative of the shareholder who is an organization (if not previously registered with the Company).

3. The vote of the person authorized to attend the meeting within the scope of authorization remains valid when one of the following cases occurs except:

- a) The authorizer has died, has limited civil act capacity or has lost civil act capacity;
- b) The authorizer has canceled the authorization appointment;
- c) The authorizing person has revoked the authority of the person performing the authorization.

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

### **Article 17. Change of rights**

1. Changing or canceling special rights attached to a type of preferred stock takes effect when approved by shareholders representing 65% or more of the total votes of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders on content that adversely changes the rights and obligations of shareholders owning preferred shares may only be passed if it is approved by the number of preferred shareholders of the same type attending the meeting owning 75% or more of the total number of preferred shares of that type or approved by preferred shareholders of the same type owning 75% or more of the total number of preferred shares of that type in the case of passing a resolution in the form of written opinions.

2. Organizing a meeting of shareholders holding a type of preferred shares to approve the above change of rights is only valid when there are at least 02 shareholders (or their authorized representatives) and hold at least 1/3 of the par value of the issued shares of that type. In case there is not enough delegates as mentioned above, the meeting will be re-organized within the next 30 days and the holders of shares of that type (regardless of the number of people and shares) present in person or through an authorized representative will be considered to have the required number of delegates. At the meetings of shareholders holding preferred shares mentioned above, holders of shares of that type present in person or through representatives may request a secret vote. Each share of the same type has equal voting rights at the above meetings.

3. Procedures for conducting such separate meetings are similar to the provisions in Articles 19, 20 and 21 of this Charter.

4. Unless the terms of share issuance provide otherwise, the special rights attached to shares with preferential rights over some or all issues related to the distribution of profits or assets of the Company are not changed when the Company issues additional shares of the same type.

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

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

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

- a) Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days prior to the date of sending the notice of the General Meeting of

Shareholders. The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days prior to the record date;

- b) Prepare the agenda and content of the meeting;
- c) Prepare documents for the meeting;
- d) Draft the resolution of the General Meeting of Shareholders based on the expected content of the meeting;
- đ) Determine the time and venue of the meeting;
- e) Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend;
- g) Perform other tasks in preparation for the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders via a method ensuring delivery to the shareholders' contact addresses, and simultaneously disclosed on the websites of the Company, the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send the meeting notice to all shareholders on the list of shareholders entitled to attend no later than 21 days prior to the opening date of the meeting (calculated from the date the notice is duly sent or dispatched). The General Meeting of Shareholders agenda and documents related to matters to be voted upon at the meeting shall be sent to shareholders and/or posted on the Company's website. In cases where documents are not enclosed with the meeting notice, the notice must clearly state the link to access the full set of meeting documents, including:

- a) The meeting agenda and documents to be used during the meeting;
- b) The list and detailed information of candidates in the event of an election for members of the Board of Directors or the Supervisory Board;
- c) Voting ballots;
- d) Draft resolutions for each matter on the meeting agenda.

4. Shareholders or groups of shareholders as prescribed in Clause 2, Article 12 of this Charter have the right to propose matters for inclusion in the General Meeting of Shareholders agenda. Such proposals must be made in writing and sent to the Company no later than [03] working days prior to the opening date of the meeting [unless otherwise provided in the Company Charter]. The proposal must clearly state the shareholder's name, the quantity of each class of shares held by the shareholder, and the matter proposed for inclusion in the agenda.

5. The convener of the General Meeting of Shareholders has the right to reject a proposal made under Clause 4 of this Article if any of the following circumstances apply:

- a) The proposal is not submitted in accordance with Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least [5%] of ordinary shares as prescribed in Clause 2, Article 12 of this Charter;
- c) The proposed matter falls outside the decision-making authority of the General Meeting of Shareholders;

d) Other cases as prescribed by law and this Charter. 6. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and content of the meeting, except in the cases specified in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

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

1. A General Meeting of Shareholders shall be convened when the attending shareholders represent more than 50% of the total voting rights.
2. If the first meeting fails to meet the conditions for convening specified in Clause 1 of this Article, a notice for the second meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be convened when the attending shareholders represent 33% or more of the total voting rights.
3. If the second meeting fails to meet the conditions for convening specified in Clause 2 of this Article, a notice for the third meeting shall be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be convened regardless of the total voting rights of the attending shareholders.

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

1. Prior to the opening of the meeting, the Company must conduct shareholder registration procedures and continue registration until all shareholders eligible to attend have registered, in accordance with the following sequence:
  - a) Upon shareholder registration, the Company shall issue a voting card to each shareholder or authorized representative holding voting rights; the card shall state the registration number, the full name of the shareholder, the full name of the authorized representative (if applicable), and the number of votes held by that shareholder. The General Meeting of Shareholders shall discuss and vote on each issue included in the agenda. Voting shall be conducted by indicating approval, disapproval, or abstention. At the meeting, cards indicating approval of a resolution shall be collected first, followed by cards indicating disapproval; finally, the total number of votes for approval or disapproval shall be tallied to reach a decision. The vote-counting results shall be announced by the Chairperson immediately prior to the closing of the meeting. The Meeting shall elect the persons responsible for counting or supervising the vote count, based on the Chairperson's proposal. The number of members of the vote-counting committee shall be determined by the General Meeting of Shareholders based on the Chairperson's proposal;
  - b) Shareholders, authorized representatives of institutional shareholders, or authorized proxies who arrive after the meeting has commenced are entitled to register immediately and subsequently participate and vote at the meeting. The Chairperson is not required to halt the meeting to allow late-arriving shareholders to register, and the validity of matters previously voted upon shall remain unchanged. 2. The election of the chairperson, secretary, and vote-counting committee shall be conducted as follows:

a) The Chairperson of the Board of Directors shall act as the chairperson or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairperson is absent or temporarily unable to perform their duties, the remaining members of the Board of Directors shall elect one of their number to chair the meeting based on the majority principle. If a chairperson cannot be elected, the Head of the Supervisory Board shall preside over the election of the meeting chairperson by the General Meeting of Shareholders from among the attendees, and the person receiving the highest number of votes shall chair the meeting;

b) Except for the case specified in Point a of this Clause, the person who signed the notice convening the General Meeting of Shareholders shall preside over the election of the meeting chairperson by the General Meeting of Shareholders, and the person receiving the highest number of votes shall chair the meeting;

c) The chairperson shall appoint one or more persons to act as the meeting secretary;

d) The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee upon the proposal of the meeting chairperson.

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

4. The meeting chairperson has the right to implement necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and in a way that reflects the wishes of the majority of attendees:

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

b) Ensuring the safety of all persons present at the meeting venue;

c) Facilitating the attendance (or continued attendance) of shareholders at the meeting. The convener of the General Meeting of Shareholders has full authority to modify the aforementioned measures and implement all necessary measures. Such measures may include issuing admission passes or utilizing other alternative methods.

5. The General Meeting of Shareholders shall discuss and vote on each item of the agenda. Voting shall be conducted by casting votes for, against, or abstaining. The vote count results shall be announced by the chairperson immediately prior to the closing of the meeting.

6. Shareholders or authorized representatives arriving after the meeting has commenced may still register and exercise their right to vote immediately upon registration; in such cases, the validity of matters previously voted upon shall remain unchanged.

7. The convener or the chairperson of the General Meeting of Shareholders shall have the following rights:

a) To require all attendees to submit to security checks or other lawful and reasonable security measures;

b) To request competent authorities to maintain order at the meeting; and to eject from the General Meeting of Shareholders any persons who fail to comply with the chairperson's direction,

intentionally disrupt order, obstruct the normal proceedings of the meeting, or refuse to comply with security check requirements.

8. The chairperson has the right to postpone a General Meeting of Shareholders—for which a quorum of attendees has already registered—for a period not exceeding 03 working days from the intended opening date; however, the meeting may only be postponed or the venue changed in the following circumstances:

a) The meeting venue lacks sufficient, suitable seating for all attendees;  
b) Communication facilities at the venue are inadequate to enable attending shareholders to participate, discuss, and vote; c) An attendee obstructs proceedings or disrupts order, creating a risk that the meeting cannot be conducted in a fair and lawful manner.

9. In the event that the chairperson postpones or suspends the General Meeting of Shareholders in violation of the provisions of Clause 8 of this Article, the General Meeting of Shareholders...

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

1. Resolutions regarding the following matters shall be adopted if approved by shareholders representing 65% or more of the total voting rights of all shareholders attending the meeting, except in the cases specified in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:

a) Classes of shares and the total number of shares of each class;  
b) Changes to business lines and business sectors;  
c) Changes to the Company's organizational management structure;  
d) Investment projects or the sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements, unless the Company's Charter stipulates a different ratio or value;  
đ) Reorganization or dissolution of the Company;

2. Resolutions shall be adopted if approved by shareholders holding more than 50% of the total voting rights of all shareholders attending the meeting, except in the cases specified in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders adopted with the approval of 100% of the total voting shares shall be lawful and valid even if the order and procedures for convening the meeting and adopting such resolutions violate the provisions of the Law on Enterprises and the Company's Charter.

#### **Article 22. Authority and procedures for obtaining shareholders' opinions in writing to adopt a Resolution of the General Meeting of Shareholders**

The authority and procedures for obtaining shareholders' opinions in writing to adopt a Resolution of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors has the authority to obtain shareholders' opinions in writing to adopt a resolution of the General Meeting of Shareholders when deemed necessary for the interests of the Company, except in the cases specified in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors must prepare the opinion collection ballot, the draft resolution of the General Meeting of Shareholders, and documents explaining the draft resolution, and send them to all shareholders entitled to vote no later than 10 days prior to the deadline for returning the opinion collection ballot. Requirements and methods for sending the opinion collection ballot and accompanying documents shall be implemented in accordance with the provisions of Clause 3, Article 18 of this Charter.

3. The opinion collection ballot must contain the following principal contents:

- a) Name, head office address, and enterprise identification number;
- b) Purpose of obtaining opinions;
- c) Full name, contact address, nationality, and legal identification document number of the individual (for individual shareholders); name, enterprise identification number or legal identification document number of the organization, and head office address (for institutional shareholders), or full name, contact address, nationality, and legal identification document number of the individual representing the institutional shareholder; quantity of shares of each class and number of voting rights held by the shareholder;
- d) Matters requiring opinions for the adoption of a decision;
- đ) Voting options, including "agree," "disagree," and "no opinion," for each matter on which opinions are sought; e) The deadline for returning the completed ballot to the Company;
- g) Full name and signature of the Chairperson of the Board of Directors.

4. Shareholders may submit completed ballots to the Company via post, fax, or email in accordance with the following regulations:

- a) In the case of submission by post, the completed ballot must bear the signature of the individual shareholder, or the authorized representative or legal representative of the institutional shareholder. Ballots submitted to the Company must be enclosed in a sealed envelope, and no person shall have the right to open them prior to the vote counting;
- b) In the case of submission by fax or email, the ballot submitted to the Company must be kept confidential until the time of vote counting;
- c) Ballots submitted to the Company after the deadline specified in the ballot itself, or ballots that have been opened (in the case of postal submission) or disclosed (in the case of fax or email submission), shall be invalid. Ballots that are not submitted shall be deemed as abstentions.

5. The Board of Directors shall count the votes and prepare a vote-counting record in the presence of the Supervisory Board or a shareholder who does not hold a management position in the Company. The vote-counting record must contain the following principal contents:

- a) Name, head office address, and enterprise identification number;
- b) Purpose and matters requiring opinions for the adoption of a resolution;
- c) Number of shareholders and total voting rights participating in the vote, distinguishing between valid and invalid votes and the method of submission, accompanied by an appendix listing the shareholders who participated in the vote;

- d) Total number of votes for, against, and abstentions regarding each matter; dd) The matters approved and the corresponding voting ratios for approval;
- e) Full names and signatures of the Chairperson of the Board of Directors, the vote counter(s), and the vote-counting supervisor(s).

Members of the Board of Directors, vote counters, and vote-counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote-counting minutes; they shall also be jointly liable for any damages arising from decisions approved as a result of dishonest or inaccurate vote counting.

- 6. The vote-counting minutes and the resolution must be sent to shareholders within 15 days from the date the vote counting concludes. Alternatively, the vote-counting minutes and the resolution may be posted on the Company's website within 24 hours of the conclusion of the vote counting.
- 7. Completed ballots, vote-counting minutes, adopted resolutions, and documents accompanying the ballots must be kept at the Company's headquarters.
- 8. A resolution adopted via written consultation with shareholders is valid and equivalent to a resolution passed at a General Meeting of Shareholders if it is approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote.

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

1. Minutes of the General Meeting of Shareholders must be recorded and may also be audio-recorded or recorded and stored in other electronic formats. The minutes must be prepared in Vietnamese—though they may also be prepared in a foreign language—and must contain the following principal contents:

- a) Name, head office address, and enterprise identification number;
- b) Time and venue of the General Meeting of Shareholders;
- c) Meeting agenda and content;
- d) Full names of the chairperson and the secretary;
- đ) Summary of meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each agenda item;
- e) Number of shareholders and total voting shares of shareholders attending the meeting; an appendix containing the list of registered shareholders and shareholder representatives attending, along with their corresponding shareholdings and voting rights;
- g) Total votes for each matter put to a vote, specifying the voting method and the total number of valid, invalid, affirmative, negative, and abstention votes, as well as the corresponding percentage of the total votes held by attending shareholders;
- h) Matters approved and the corresponding percentage of votes for approval;
- i) Full names and signatures of the chairperson and the secretary. In the event that the chairperson or secretary refuses to sign the minutes, the minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and contain all the information required by this Clause. The minutes must clearly record the refusal of the chairperson or secretary to sign.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting concludes. The meeting chairperson and secretary, or other signatories of the meeting minutes, shall be jointly liable for the truthfulness and accuracy of the content of the minutes.

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

4. Resolutions, minutes of the General Meeting of Shareholders, the attached list of registered shareholders (bearing their signatures), proxies for meeting attendance, all documents attached to the minutes (if any), and relevant documents accompanying the meeting notice must be disclosed in accordance with regulations on information disclosure in the securities market and must be kept at the Company's headquarters.

#### **Article 24. Request to cancel the Resolution of the General Meeting of Shareholders**

Within 90 days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the minutes of vote counting results to collect opinions from the General Meeting of Shareholders, a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises has the right to request a Court or Arbitrator to consider and cancel the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the company's Charter, except for the case specified in Clause 3, Article 21 of this Charter.
2. The content of the resolution violates the law or this Charter.

## **VII. BOARD OF DIRECTORS**

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

1. Where candidates for the Board of Directors have been identified, the Company must disclose information regarding such candidates on the Company's website at least 10 days prior to the opening date of the General Meeting of Shareholders so that shareholders may review the candidates before voting. Candidates for the Board of Directors must provide a written undertaking regarding the truthfulness and accuracy of the disclosed personal information and commit to performing their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Directors. Information regarding candidates for the Board of Directors to be disclosed includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work history;
- d) Other management positions (including Board of Directors positions at other companies);
- đ) Interests related to the Company and the Company's related parties;
- e) Other information (if any) as prescribed in the Company's Charter;

g) A public company is responsible for disclosing information regarding the companies where the candidate currently holds the position of member of the Board of Directors or other management positions, as well as any interests related to the company held by the candidate (if any).

2. Shareholders or groups of shareholders holding 10% or more of the total ordinary shares have the right to nominate candidates for the Board of Directors in accordance with the Company's Charter. Shareholders or groups of shareholders holding 10% of the total voting shares have the right to nominate one (01) candidate; ...from 10% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% to less than 70% may nominate a maximum of six (06) candidates; from 70% to 80% may nominate a maximum of seven (07) candidates; and from 80% to less than 90% may nominate a maximum of eight (08) candidates.

3. In the event that the number of candidates for the Board of Directors resulting from nominations and self-nominations remains insufficient to meet the requirements set forth in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate additional candidates or organize a nomination process in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The nomination of additional candidates by the incumbent Board of Directors must be clearly disclosed prior to the General Meeting of Shareholders voting 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 prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company's Charter.

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

1. The Board of Directors shall consist of 05 members.

2. The term of office of a member of the Board of Directors shall not exceed 05 years, and members may be re-elected for an unlimited number of terms. An individual may serve as an independent member of the Board of Directors of a company for no more than two consecutive terms. In the event that the terms of office of all members of the Board of Directors expire simultaneously, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and assume their duties.

3. The composition of the Board of Directors shall be as follows:

The composition of the Board of Directors of a public company must ensure that at least one-third (1/3) of the total number of members are non-executive members. The Company shall minimize the number of Board members who concurrently hold executive positions within the Company in order to ensure the independence of the Board of Directors.

For listed companies, the total number of independent members of the Board of Directors must comply with the following regulations:

a) There must be at least 01 independent member if the Board of Directors consists of 03 to 05 members;

4. A member of the Board of Directors shall cease to hold such status if dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
5. The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure in the securities market.
6. Members of the Board of Directors are not required to be shareholders of the Company.

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

1. The Board of Directors is the management body of the Company, possessing full authority to act on behalf of the Company to make decisions and exercise the Company's rights and obligations, except for those rights and obligations falling within the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are prescribed by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:
  - a) To decide on the strategy, medium-term development plan, and annual business plan of the Company;
  - b) To propose the classes of shares and the total number of shares authorized for offering for each class;
  - c) To decide on the sale of unsold shares within the limit of the number of shares authorized for offering for each class; to decide on raising additional capital in other forms;
  - d) To decide on the selling price of the Company's shares and bonds;
  - đ) To decide on the repurchase of shares in accordance with the provisions of Clauses 1 and 2, Article 133 of the Law on Enterprises;
  - e) To decide on investment plans and investment projects within the authority and limits prescribed by law;
  - g) To decide on solutions for market development, marketing, and technology;
  - h) To approve contracts for purchase, sale, borrowing, and lending, as well as other contracts and transactions valued at 35% or more of the total asset value recorded in the Company's most recent financial statements, and contracts or transactions falling within the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises;
  - i) To elect, dismiss, or remove the Chairperson of the Board of Directors; appoint, dismiss, enter into contracts with, and terminate contracts with the General Director and other key managers as prescribed by the Company Charter; decide on the salaries, remuneration, bonuses, and other benefits of such managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders of other companies, and decide on the remuneration and other benefits of such representatives;
  - k) Supervise and direct the General Director and other managers in the day-to-day business operations of the Company;

- l) Decide on the organizational structure and internal management regulations of the Company; decide on the establishment of subsidiaries, branches, and representative offices, as well as capital contributions to or the purchase of shares in other enterprises;
- m) Approve the agenda and content of documents for the General Meeting of Shareholders; convene the General Meeting of Shareholders or solicit opinions for the General Meeting of Shareholders to adopt resolutions;
- n) Submit audited annual financial statements to the General Meeting of Shareholders;
- o) Propose dividend payout levels; decide on the timing and procedures for dividend payments or the handling of losses incurred during business operations;
- p) Propose the reorganization or dissolution of the Company; petition for the Company's bankruptcy;
- q) Decide on the issuance of the Board of Directors' operating regulations and internal corporate governance regulations following their approval by the General Meeting of Shareholders; decide on the issuance of operating regulations for the Audit Committee under the Board of Directors and the Company's information disclosure regulations;
- s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other legal regulations, and the Company Charter. 3. The Board of Directors must report its operational results to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government, detailing the implementation of a number of articles of the Law on Securities.

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

1. The Company is entitled to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.
2. Members of the Board of Directors are entitled to receive remuneration for their work and bonuses.

Remuneration for work is calculated based on the number of working days required to complete the duties of a Board member and the daily remuneration rate. The Board of Directors estimates the remuneration level for each member based on the principle of consensus. The total remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions, or members working on Board sub-committees or performing tasks outside the scope of a Board member's ordinary duties, may be paid additional remuneration in the form of a lump-sum fee, salary, commission, a percentage of profits, or in other forms as decided by the Board of Directors.
5. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred while performing their duties as Board members, including

expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors, or Board sub-committees. 6. The Company may purchase liability insurance for members of the Board of Directors subject to the approval of the General Meeting of Shareholders. This insurance does not cover liabilities of Board members arising from violations of the law or the Company's Charter.

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

1. The Chairperson of the Board of Directors shall be elected, relieved of office, or dismissed by the Board of Directors from among its members.
2. The Chairperson of the Board of Directors shall not concurrently hold the position of General Director.
3. The Chairperson of the Board of Directors shall have the following rights and obligations:
  - a) To formulate the operational program and plan of the Board of Directors;
  - b) To prepare the agenda, content, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;
  - c) To organize the adoption of resolutions and decisions of the Board of Directors;
  - d) To supervise the implementation of resolutions and decisions of the Board of Directors;
  - đ) To chair meetings of the General Meeting of Shareholders;
  - e) Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.
4. In the event that the Chairperson of the Board of Directors submits a resignation or is relieved of office or dismissed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation or the date of relief of office or dismissal.
5. In the event that the Chairperson of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to exercise the rights and perform the obligations of the Chairperson of the Board of Directors. In the event that there is no authorized person, or the Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is undergoing an administrative handling measure at a compulsory drug rehabilitation or education facility, absconds from their place of residence, has limited or lost civil act capacity, has difficulty in cognition or behavioral control, or is prohibited by the Court from holding certain positions, practicing a certain profession, or performing certain work, the remaining members shall elect one of their own to serve as Chairman of the Board of Directors—based on the principle of majority approval among the remaining members—until a new decision is issued by the Board of Directors.

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

1. The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors within 07 working days from the end of the election of that Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest and equal number of votes or percentage of votes, the members vote according to the majority principle to select 01 person among them to convene a meeting of the Board of Directors.

2. The Board of Directors must meet at least once a quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors convenes a meeting of the Board of Directors in the following cases:
  - a) There is a request from the Supervisory Board or an independent member of the Board of Directors;
  - b) There is a request from the General Director or at least 05 other managers;
  - c) There is a request from at least 02 members of the Board of Directors;
4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decided within the authority of the Board of Directors.
5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors as requested, the Chairman of the Board of Directors must be responsible for any damage caused to the Company; The requester has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.
6. The Chairperson of the Board of Directors or the person convening the Board meeting must send the meeting notice no later than 03 working days prior to the meeting date. The meeting notice must specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided upon. The meeting notice must be accompanied by the documents to be used at the meeting and the members' voting ballots.

The meeting notice for the Board of Directors may be sent via written invitation, telephone, fax, electronic means, or other methods prescribed by the Company's Charter, provided that it reaches the contact address of each Board member registered with the Company.

7. The Chairperson of the Board of Directors or the convener shall send the meeting notice and accompanying documents to members of the Supervisory Board in the same manner as for members of the Board of Directors.

Members of the Supervisory Board have the right to attend Board of Directors meetings and to participate in discussions, but they do not have the right to vote.

8. A meeting of the Board of Directors shall be conducted when at least three-quarters of the total number of members are present. If a meeting convened in accordance with this Clause lacks the required number of attendees, a second meeting shall be convened within 07 days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the Board members are present.

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

- a) Attending and voting in person at the meeting;
- b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting, or other electronic forms;

d) Sending a voting ballot to the meeting via mail, fax, or email; dd) Sending the ballot via other means as prescribed in the Company Charter.

10. Where a ballot is submitted to the meeting by mail, it must be enclosed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than one hour before the meeting commences. The ballot shall only be opened in the presence of all meeting attendees.

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

12. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the members present at the meeting; in the event of a tie, the final decision shall rest with the side supported by the Chairperson of the Board of Directors.

### **Article 31. Sub-committees of the Board of Directors**

1. The Board of Directors may establish sub-committees to oversee areas such as development policy, human resources, remuneration, internal audit, and risk management. The Board of Directors shall determine the number of members for each sub-committee, with a minimum of three members comprising both Board members and external members. Independent Board members or non-executive Board members must constitute the majority of the sub-committee, and one of these members shall be appointed as the Head of the sub-committee by the Board of Directors. Sub-committee operations must comply with regulations prescribed by the Board of Directors. A resolution of a sub-committee shall only be effective if passed by a majority of the members present and voting at the sub-committee meeting.

2. The implementation of decisions made by the Board of Directors or its sub-committees must comply with applicable laws, the Company Charter, and the internal regulations on corporate governance.

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

1. The Company's Board of Directors must appoint at least one person in charge of corporate governance to assist with corporate governance activities within the enterprise. The person in charge of corporate governance may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.

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

a) To advise the Board of Directors on organizing General Meetings of Shareholders in accordance with regulations and on matters concerning the relationship between the Company and its shareholders;

b) To prepare for meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;

c) To advise on meeting procedures;

d) To attend meetings;

- đ) To advise on procedures for drafting resolutions of the Board of Directors in compliance with the law;
- e) To provide financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and the Supervisory Board;
- g) To monitor and report to the Board of Directors on the Company's information disclosure activities;
- h) To act as the point of contact with stakeholders;
- i) To maintain confidentiality in accordance with the law and the Company's Charter;
- k) Other rights and obligations as prescribed by law and the Company's Charter.

## **VIII. GENERAL DIRECTOR AND EXECUTIVE OFFICERS (Articles 33 - 35)**

### **Article 33. Management Structure**

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and operates under the supervision and direction of the Board of Directors regarding the Company's day-to-day business operations. The Company shall have a General Director, Deputy General Directors, a Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be approved by a resolution of the Board of Directors.

### **Article 34. Company Executives**

1. Company executives include the General Director, Deputy General Directors, the Chief Accountant, and other executives as prescribed by the Company's Charter.
2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in numbers and with qualifications consistent with the Company's management structure and regulations as stipulated by the Board of Directors. Company executives are responsible for assisting the Company in achieving its operational and organizational objectives.
3. The General Director shall receive a salary and bonuses. The salary and bonuses of the General Director shall be determined by the Board of Directors.
4. The salaries of executives shall be accounted for as business expenses of the Company in accordance with regulations on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

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

1. The Board of Directors shall appoint a member of the Board of Directors or hire another person to serve as the General Director.
2. The General Director manages the day-to-day business operations of the Company; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and the law for the exercise of assigned rights and obligations.

3. The term of office of the General Director shall not exceed five years, and the General Director may be re-appointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and the Company's Charter.

4. The General Director has the following rights and obligations:

- a) To decide on matters relating to the day-to-day business operations of the Company that do not fall within the authority of the Board of Directors;
  - b) To organize the implementation of resolutions and decisions of the Board of Directors;
  - c) To organize the implementation of the Company's business plans and investment schemes;
  - d) To propose the organizational structure and internal management regulations of the Company;
  - e) To appoint, dismiss, and remove managerial positions within the Company, except for positions falling within the authority of the Board of Directors;
  - f) To decide on salaries and other benefits for the Company's employees, including managers subject to the General Director's appointment authority;
  - g) To recruit employees;
  - h) To propose plans for dividend payments or the handling of business losses;
  - i) Other rights and obligations as prescribed by law, the Company's Charter, and resolutions or decisions of the Board of Directors.
5. The Board of Directors may dismiss the General Director if a majority of the voting members of the Board of Directors present at the meeting approve, and appoint a new General Director as a replacement.

## **IX. SUPERVISORY BOARD**

### **Article 36. Self-nomination and nomination of Supervisors**

1. The self-nomination and nomination of Supervisors shall be conducted in accordance with the provisions of Clauses 1 and 2, Article 25 of this Charter.
2. In the event that the number of candidates for the Supervisory Board resulting from nominations and self-nominations is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the mechanism prescribed in the Company's Charter and the internal regulations on corporate governance. The mechanism by which the incumbent Supervisory Board nominates candidates for the Supervisory Board must be clearly disclosed and approved by the General Meeting of Shareholders prior to the commencement of the nomination process.

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

1. The Supervisory Board of the Company shall consist of 03 members. The term of office of a member of the Supervisory Board shall not exceed 05 years, and members may be re-elected for an unlimited number of terms.
2. Members of the Supervisory Board must meet the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into any of the following categories:
  - a) Working in the accounting or finance department of the Company;

b) Being a member or employee of an independent audit firm that has audited the Company's financial statements during the preceding 03 consecutive years.

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

a) Ceasing to meet the standards and conditions for membership of the Supervisory Board as prescribed in Clause 2 of this Article;

b) Submitting a resignation that is accepted;

4. A member of the Supervisory Board shall be removed from office in the following cases:

a) Failing to complete assigned tasks or duties;

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

c) Repeatedly violating or committing serious violations of the obligations of a Supervisory Board member as prescribed by the Law on Enterprises and the Company's Charter;

d) Other cases as determined by a resolution of the General Meeting of Shareholders.

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

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members; the election, dismissal, and removal shall be conducted based on the majority principle. More than half of the members of the Supervisory Board must reside permanently in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in economics, finance, accounting, auditing, law, business administration, or a discipline relevant to the enterprise's business operations.

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

a) To convene meetings of the Supervisory Board;

b) To request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Supervisory Board;

c) To prepare and sign the Supervisory Board's report—after consulting the Board of Directors—for submission to the General Meeting of Shareholders.

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

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

1. To propose and recommend that the General Meeting of Shareholders approve the list of audit firms authorized to audit the Company's financial statements; to decide on the authorized audit firm to examine the Company's operations; and to dismiss the authorized auditor when deemed necessary.

2. To be accountable to shareholders for its supervisory activities.

3. To supervise the Company's financial status and the compliance with the law regarding the activities of members of the Board of Directors, the General Director, and other managers.

4. To ensure coordination of activities with the Board of Directors, the General Director, and shareholders.

5. In the event that a violation of the law or the Company's Charter by a member of the Board of Directors, the General Director, or another executive of the enterprise is discovered, the Supervisory Board must notify the Board of Directors in writing within 48 hours and require the violator to cease the violation and implement measures to remedy the consequences.
6. To formulate the Operating Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
7. To report to the General Meeting of Shareholders in accordance with Article 290 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities.
8. To have the right to access the Company's records and documents kept at the headquarters, branches, and other locations; and to have the right to visit the workplaces of the Company's managers and employees during working hours.
9. The right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Company.
10. Other rights and obligations as prescribed by law and this Charter.

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

1. The Supervisory Board shall meet at least twice a year, with the attendance of at least two-thirds of its members. Minutes of Supervisory Board meetings shall be prepared in a detailed and clear manner. The minute-taker and the attending members of the Supervisory Board must sign the meeting minutes. Minutes of Supervisory Board meetings must be retained to establish the responsibility of each member of the Supervisory Board.
2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend and respond to issues requiring clarification.

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

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

1. Supervisory Board members shall be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salaries, remuneration, bonuses, and other benefits, as well as the annual operating budget of the Supervisory Board.
2. Supervisory Board members shall be reimbursed for reasonable expenses regarding meals, accommodation, travel, and the use of independent advisory services. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries and operating expenses of the Supervisory Board shall be accounted for as business expenses of the Company in accordance with regulations on corporate income tax and other

relevant laws, and must be recorded as a separate item in the Company's annual financial statements.

## **X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, THE DIRECTOR (GENERAL DIRECTOR), AND OTHER MANAGERS**

### **Article 42. Duty of honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers must disclose relevant interests in accordance with the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons shall only use information obtained by virtue of their positions to serve the interests of the Company.
3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers are obliged to notify the Board of Directors and the Supervisory Board in writing regarding transactions between the Company, its subsidiaries, or other companies controlled by the public company (holding over 50% of charter capital) and themselves or their related persons, in accordance with the law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information regarding these resolutions in accordance with securities laws on information disclosure.
4. Members of the Board of Directors shall not vote on transactions that yield benefits to themselves or their related persons, in accordance with the Law on Enterprises and the Company's Charter.
5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons shall not use or disclose internal information to others for the purpose of executing relevant transactions.
6. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and individuals or organizations related to such persons shall not be rendered void in the following cases:
  - a) For transactions with a value equal to or less than 20% of the total asset value recorded in the most recent financial statements, the material terms of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, or other managers, have been reported to the Board of Directors and approved by the Board of Directors with a majority vote of the members of the Board of Directors who do not have a related interest;
  - b) For transactions with a value exceeding 20%, or transactions resulting in an aggregate transaction value—within 12 months from the date of the first transaction—of 20% or more of the total asset value recorded in the most recent financial statements, the material terms of the transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, or other managers, have been disclosed to

shareholders and approved by the General Meeting of Shareholders through the votes of shareholders who do not have a related interest.

#### **Article 43. Liability for damages and indemnification**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives who violate their obligations or their duties of loyalty and care, or who fail to fulfill their duties, shall be liable for damages caused by their violations.
2. The Company shall indemnify persons who have been, are, or may become parties to claims, lawsuits, or legal proceedings (including civil and administrative cases, but excluding lawsuits initiated by the Company itself) if such persons—whether acting as members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, employees, or authorized representatives of the Company—performed their duties under the Company's authorization, acted in good faith and with due care in the Company's best interests in compliance with the law, and provided there is no evidence confirming a breach of their responsibilities.
3. Indemnification costs include judgment costs, fines, and actual expenses incurred (including legal fees) in resolving such matters, to the extent permitted by law. The Company may purchase insurance for such persons to cover the aforementioned indemnification liabilities.

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

#### **Article 44. Right to examine books and records**

1. Ordinary shareholders have the right to examine books and records, specifically as follows:
  - a) Ordinary shareholders have the right to review, examine, and extract information regarding the names and contact addresses in the list of shareholders with voting rights; to request the correction of inaccurate information concerning themselves; and to review, examine, extract, or copy the Company's Charter, minutes of General Meeting of Shareholders meetings, and resolutions of the General Meeting of Shareholders;
  - b) Shareholders or groups of shareholders holding 05% or more of the total ordinary shares have the right to review, examine, and extract minutes, resolutions, and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions requiring approval by the Board of Directors, and other documents, excluding documents related to the Company's trade secrets or business secrets.
2. Where an authorized representative of a shareholder or group of shareholders requests to examine books and records, such request must be accompanied by the power of attorney from the shareholder or group of shareholders whom that person represents, or a notarized copy thereof.
3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers have the right to examine the Company's share register, list of shareholders, and other books and records of the Company for purposes related to their positions, provided that such information is kept confidential.
4. The Company shall keep this Charter and any amendments or supplements thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing asset ownership, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors,

reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as prescribed by law at its headquarters or at another location, provided that shareholders and the Business Registration Authority are notified of the storage location of such documents.

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

Governs the inspection rights of books and records, labor welfare and trade union coordination, profit and cash dividend distributions in VND, corporate bank accounts, calendar fiscal year (Jan 1 - Dec 31), financial reporting, independent audit appointment, digital or physical corporate seal management, dissolution rules, internal arbitration/court mediation within 6 weeks, and charter execution provisions in 10 copies signed by the Legal Representative in Hanoi in October 2026.

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

### **Article 45. Employees and Trade Union**

1. The General Director shall prepare plans for the Board of Directors to approve matters concerning the recruitment, termination of employment, remuneration, social insurance, benefits, rewards, and disciplinary actions regarding employees and corporate executives.
2. The General Director shall prepare plans for the Board of Directors to approve matters concerning the Company's relationship with trade union organizations, in accordance with best management standards, practices, and policies, as well as the practices and policies stipulated in this Charter, the Company's internal regulations, and applicable laws.

## **XIII. PROFIT DISTRIBUTION**

### **Article 46. Profit distribution**

1. The General Meeting of Shareholders shall decide the annual dividend payout rate and the form of dividend payment from the Company's retained earnings.
2. The Company shall not pay interest on dividend payments or any other payments related to a class of shares.
3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of the dividends in the form of shares, and the Board of Directors shall be the body responsible for implementing this decision.
4. Where dividends or other payments related to a class of shares are made in cash, the Company shall make such payments in Vietnamese Dong. Payments may be made directly or through banks based on bank account details provided by the shareholder. In the event that the Company has transferred funds in accordance with the bank details provided by the shareholder but the shareholder does not receive the funds, the Company shall not be held liable for the amount transferred to said shareholder. Dividend payments for shares listed or registered for trading on a Stock Exchange may be effected through securities companies or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution determining a specific date to finalize the list of shareholders. Based on that date,

persons registered as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distributions, and shares, as well as to receive notices or other documents.

6. Other matters related to profit distribution shall be handled in accordance with the provisions of law.

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

##### **Article 47. Bank accounts**

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

2. Subject to prior approval from competent authorities and where necessary, the Company may open bank accounts abroad in accordance with the provisions of law.

3. The Company shall conduct all payments and accounting transactions through accounts denominated in Vietnamese Dong or foreign currencies at the banks where the Company maintains accounts.

##### **Article 48. Financial year**

The Company's financial year commences on January 1 and ends on December 31 of each year. The first financial year commences on the date of issuance of the Enterprise Registration Certificate and ends on December 31 of that same year.

##### **Article 49. Accounting system**

1. The accounting system applied by the Company shall be the enterprise accounting system or a specific accounting system issued or approved by competent authorities.

2. The Company shall maintain accounting books in Vietnamese and preserve accounting records in accordance with the law on accounting and relevant laws. Such records must be accurate, up-to-date, and systematic, and must be sufficient to substantiate and explain the Company's transactions.

3. The Company shall use the Vietnamese Dong as its accounting currency. In cases where the Company's economic transactions are primarily denominated in a specific foreign currency, it may select that foreign currency as its accounting currency, provided that it bears legal responsibility for such selection and notifies the direct tax management authority.

#### **XV. ANNUAL REPORTS, FINANCIAL STATEMENTS, AND INFORMATION DISCLOSURE OBLIGATIONS**

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

1. The Company shall prepare annual financial statements, which must be audited in accordance with the law. The Company shall disclose the audited annual financial statements in accordance with regulations on information disclosure in the securities market and submit them to competent state authorities.

2. Annual financial statements must include all reports, appendices, and notes as prescribed by law regarding corporate accounting. Annual financial statements must truthfully and objectively reflect the Company's operational status.

3. The Company shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with regulations on information disclosure in the securities market and submit them to competent state authorities.

### **Article 51. Annual report**

The Company shall prepare and disclose the Annual Report in accordance with the law on securities and the securities market.

## **XVI. COMPANY AUDIT**

### **Article 52. Audit**

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

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

3. The independent auditor performing the audit of the Company's financial statements is entitled to attend General Meetings of Shareholders, receive notices and other information regarding General Meetings of Shareholders, and express opinions at the meeting on matters related to the audit of the Company's financial statements.

## **XVII. ENTERPRISE SEAL**

### **Article 53. Enterprise seal**

1. The seal includes a seal made at a seal-making facility or a seal in the form of a digital signature in accordance with the law on electronic transactions.

2. The Board of Directors shall decide on the type, quantity, form, and content of the seal for the Company, its branches, and its representative offices (if any).

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

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

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

1. The Company may be dissolved in the following cases:

a) Expiration of the operating duration stated in the Company Charter without a decision to extend it;

b) Pursuant to a resolution or decision of the General Meeting of Shareholders;

c) Revocation of the Enterprise Registration Certificate, except where otherwise provided by the Law on Tax Administration; d) Other cases as prescribed by law.

2. The early dissolution of the Company (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if required) in accordance with regulations.

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

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months prior to the expiration of the term of operation so that shareholders may vote on the extension of the Company's operation, as proposed by the Board of Directors.
2. The term of operation shall be extended upon approval by at least 65% of the total votes of voting shareholders present in person or represented by authorized representatives at the General Meeting of Shareholders.

## **Article 56. Liquidation**

1. At least six (06) months prior to the expiration of the Company's term of operation or following a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders, and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be paid by the Company in priority to other debts of the Company.
2. The Liquidation Committee is responsible for reporting its establishment date and the date it commences operations to the Business Registration Authority. From that time onwards, the Liquidation Committee shall represent the Company in all matters related to the Company's liquidation before the Court and administrative agencies.
3. Proceeds from the liquidation shall be distributed in the following order of priority:
  - a. Liquidation expenses;
  - b. Outstanding wages, severance allowances, social insurance, and other employee benefits in accordance with the collective labor agreement and signed labor contracts;
  - c. Tax debts;
  - d. The Company's other debts;
  - d. The remaining amount after the settlement of all debts specified in items (a) through (d) above shall be distributed to the shareholders. Preference shares shall be entitled to priority payment.

## **XIX. RESOLUTION OF INTERNAL DISPUTES**

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

1. In the event of a dispute or complaint arising in connection with the Company's operations or the rights and obligations of shareholders as prescribed by the Law on Enterprises, the Company's Charter, other legal regulations, or agreements between:
  - a. A shareholder and the Company;
  - b. A shareholder and the Board of Directors, the Supervisory Board, the General Director, or other executives;

The relevant parties shall endeavor to resolve such dispute through negotiation and conciliation. Except where the dispute involves the Board of Directors or the Chairman of the Board of

Directors, the Chairman of the Board of Directors shall preside over the dispute resolution process and require each party to present information relevant to the dispute within seven (07) working days from the date the dispute arises. In cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as a conciliator for the dispute resolution process.

2. If a conciliation agreement is not reached within six (06) weeks from the commencement of the conciliation process, or if the conciliator's decision is not accepted by the parties, any party may refer the dispute to economic arbitration or an economic court.

3. The parties shall bear their own costs associated with the negotiation and conciliation procedures. Payment of court costs shall be made in accordance with the court's judgment.

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

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

1. Any amendment or supplement to this Charter must be considered and decided upon by the General Meeting of Shareholders.

2. In the event that legal regulations concerning the Company's operations are not addressed in this Charter, or if new legal regulations differ from the provisions herein, such legal regulations shall apply to govern the Company's operations.

## **XXI. EFFECTIVE DATE**

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

1. This Charter was unanimously adopted by the 2026 Extraordinary General Meeting of Shareholders in Hanoi, with full approval of its entire text.

2. This Charter is executed in ten (10) copies of equal validity, which shall be kept at the Company's headquarters.

3. This Charter constitutes the sole and official Charter of the Company.

4. Copies or extracts of the Company Charter shall be valid only when signed by the Chairman of the Board of Directors or by at least one-half (1/2) of the total members of the Board of Directors.

*Hanoi, Oct 26, 2026*

**Legal Representative**

**General Director**



**Ngô Anh Phuong**