





**SOCIAL REPUBLIC OF VIETNAM**  
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**CHARTER**  
**DONG NAI PAINT CORPORATION**



**Enhancing Value**

Amending and supplementing to Article 11 of Resolution 02/NQ-SDN/ĐHCĐ  
2026 of the 2026 Annual General Meeting of Shareholders

**(18<sup>TH</sup> AMENDMENT)**



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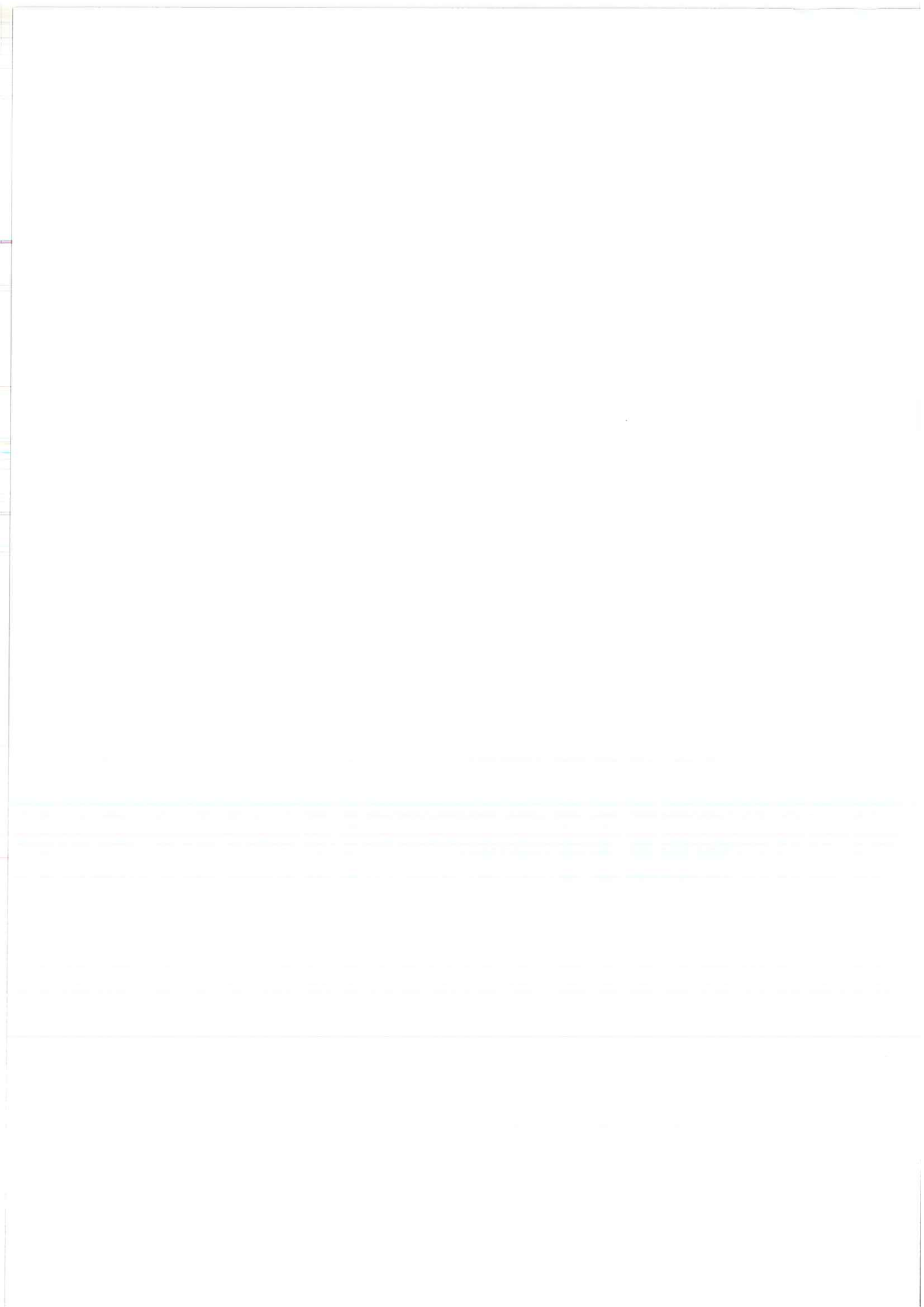
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## CHAPTER I. DEFINITION OF TERMS IN THE CHARTER

### Article 1. Interpretation of terms.

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

a. "Charter capital" means the total par value of shares sold and as stipulated in Article 6 of this Charter;

b. "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022, and Law No. 76/2025/QH15 dated June 17, 2025;

c. "Law on Securities" means the Law on Securities No. 54/2019/QH14 dated November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024.

d. "Enterprise Manager" includes the Chairman of the Board of Directors, Vice Chairman of the Board of Directors, members of the Board of Directors, and Executives.

đ. "Enterprise Executive" includes the General Director, Deputy General Directors, and Chief Accountant.

e. "Person with family relationship" includes: spouse, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, biological child, adopted child, son-in-law, daughter-in-law, biological brother, biological sister, biological younger sibling, brother-in-law, sister-in-law, spouse's biological brother, spouse's biological sister.

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

g. "Vietnam" means the Socialist Republic of Vietnam.

h. "Shareholder" means an individual or organization owning at least one share of the Company;

i. "Ordinary shareholder" means a shareholder owning ordinary shares;

k. "Major shareholder" means a shareholder owning 5% or more of the Company's voting shares;

l. "Stock Exchange" means the Vietnam Stock Exchange and its subsidiaries.

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

3. The headings (chapters, articles of this Charter) are used for convenience in understanding the content and do not affect the content of this Charter;

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

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

1. The legal name of the Company in Vietnamese is: Công ty Cổ phần Sơn Đồng Nai. The legal registered name of the Company in English is: "Dong Nai Paint Corporation". The abbreviated name of the Company is Donapaco. Securities code: SDN

2. The Company has legal entity status in accordance with the current laws of Vietnam.

3. The registered headquarters of the Company is:

3.1 Head office:

- Address: Road No. 6, Ho Nai Industrial Zone, Ho Nai Ward, Dong Nai City.
- Phone: (0251)3836112 – 3836662 – 3836663 – 3836451 3913355 - 3836283
- Fax: (0251) 3836 091
- E-mail: [visitsdn@hcm.vnn.vn](mailto:visitsdn@hcm.vnn.vn)
- Website: [www.dongnaipaint.vn](http://www.dongnaipaint.vn)
- Logo



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3.2 List of the Company's branches:

- Dong Nai Paint Corporation – Bac Ninh Branch.

Address: Yen Phong Industrial Zone, Yen Phong Commune, Bac Ninh Province.

- Dong Nai Paint Corporation – Long Binh Branch

Address: No. 13, 3A Road, Bien Hoa 2 Industrial Zone, Tran Bien Ward, Dong Nai City.

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

5. Except in the case of dissolution pursuant to Article 55 of this Charter, the Company shall operate indefinitely.

**Article 3. The Company's legal representative.**

1. The Company has 01 (one) legal representative. The General Director is the Company's legal representative.

2. Powers and obligations of the legal representative:

a. The legal representative represents the Company in exercising rights and performing obligations arising from the Company's transactions, and represents the Company in the capacity of a requester for civil proceedings, plaintiff, defendant, or person with related interests and obligations before Arbitration or the Court.

b. The legal representative shall perform responsibilities in accordance with Article 13 of the Law on Enterprises and other rights and obligations as prescribed by current law.

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

**Article 4. Business lines and operational objectives.**

1. The Company's business lines are:

- Road freight transport.
- Construction of residential buildings.
- Construction of non-residential buildings.
- Construction of mining works.
- Construction of processing and manufacturing works.
- Construction of other civil engineering works.
- Completion of construction works: Painting services.
- Manufacture of other chemical products not elsewhere classified:  
Manufacture of glue.
- Real estate business, land use rights owned, used, or leased by the owner.
- Manufacture of basic chemicals
- Other support service activities related to transport: Activities of procedures agents.
- Manufacture of paints, varnishes and similar coatings; manufacture of printing ink and mastics: Manufacture of paints; Manufacture of mastics (wall putty).
- Wholesale of other construction materials and installation equipment:  
Wholesale of paints
- Wholesale of other specialized products not elsewhere classified: Wholesale of glue, import and export of raw materials and products related to paints and glue.

Wholesale of mastics (wall putty). Wholesale of other chemicals (except those used in agriculture).

2. The Company's operational objectives are: To mobilize and use capital effectively in developing production and business activities in paint and other fields with the goal of maximizing profits; to create stable employment for workers; to increase dividends for shareholders; to contribute to the state budget and develop the company.

**Article 5: Business and operational scope.**

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

**CHAPTER IV. CHARTER CAPITAL, SHARES.**

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

1. The Company's charter capital is VND 30,364,360,000 (Thirty billion three hundred sixty-four million three hundred sixty thousand Vietnamese dong).

The total charter capital of the Company is divided into 3,036,436 shares with a par value of 10,000 VND/share.

2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.

3. All shares issued by the Company are ordinary shares.

4. The Company may issue other types of preference shares upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.

5. Ordinary shares must be offered for priority sale to existing shareholders in proportion to their ownership of ordinary shares in the Company, except where the General Meeting of Shareholders decides otherwise. The number of shares that shareholders do not register to purchase in full shall be decided by the Company's Board of Directors. The Board of Directors may distribute such shares to subjects under conditions and in a manner that the Board of Directors deems appropriate, but they must not sell such shares under conditions more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may purchase shares issued by the Company itself in the manner prescribed in this Charter and current law.

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 issued share certificates corresponding to the number and type of shares owned.

2. A share certificate is a type of security confirming the legal rights and interests of the owner in a portion of the Company's share capital.

3. Within two months from the date of full payment for the purchase of shares as prescribed in the issuance plan, shareholders shall be issued share certificates. Shareholders shall not have to pay the Company for the cost of printing share certificates.

4. In case a share certificate is lost, damaged, or destroyed in any other form, the shareholder shall be re-issued a share certificate by the Company upon the request of that shareholder. The shareholder's request must include the following contents:

a. Information about the share certificate that has been lost, damaged, or destroyed in any other form;

b. Commitment to take responsibility for disputes arising from the re-issuance of new share certificates.

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

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

#### **Article 9. Share transfer.**

1. All shares are freely transferable. The Company's shares listed on the Stock Exchange shall be transferred in accordance with the provisions of law on securities and the stock market.

2. Shares that have not been fully paid for may not be transferred or 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 rights as prescribed by law.

3. In case a shareholder who is an individual dies, their heir under a will or by law shall be a shareholder of the Company. In case the shares of a deceased individual shareholder have no heir, or the heir refuses to accept the inheritance or is disinherited, such shares shall be handled in accordance with the provisions of civil law.

4. Shareholders have the right to donate part or all of their shares to others; or use shares to pay debts. In this case, the person receiving the donation or receiving payment in shares shall become a shareholder of the Company after completing the transfer procedures in accordance with the provisions of law on securities and the stock market.

## **CHAPTER V. MANAGEMENT ORGANIZATIONAL STRUCTURE**

### **Article 10. Management organizational structure**

The Company's management organizational structure includes:

- a. General Meeting of Shareholders;
- b. Board of Directors;
- c. Board of Supervisors;
- d. General Director;

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

### **Article 11. Rights of shareholders**

1. Shareholders holding ordinary shares have the following rights:

- a. To attend and speak at meetings of the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or other forms as prescribed by the Internal Regulations on Corporate Governance, this Charter, and the law; Each ordinary share has one vote;
- b. To receive dividends at the rate decided by the General Meeting of Shareholders;
- c. To freely transfer fully paid shares in accordance with the provisions of this Charter and current law;
- d. To be given priority to purchase new shares in proportion to each shareholder's ordinary share ownership in the Company.
- d. To review, look up, and extract information on names and contact addresses in the list of shareholders with voting rights; to request the correction of inaccurate information about themselves;
- e. To review, look up, extract, or copy the Company Charter, minutes of meetings of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
- f. When the Company is dissolved or bankrupt, to receive a portion of the remaining assets corresponding to the proportion of share ownership in the Company;
- g. To request the Company to repurchase shares in the cases prescribed in Article 132 of the Law on Enterprises;
- h. To be treated equally.
- i. To have full access to periodic and extraordinary information disclosed by the Company in accordance with the provisions of law;

k. To have their legitimate rights and interests protected; to propose the suspension or cancellation of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;

1. Other rights as prescribed by law and this Charter.

2. Shareholders or groups of shareholders holding 5% or more of the total number of ordinary shares have the following rights:

a. To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in case the Board of Directors commits a serious violation of shareholders' rights, the obligations of managers, or makes decisions exceeding its assigned authority and in accordance with Clause 3, Clause 4, Article 13 of this Charter.

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

c. To request the Board of Supervisors to inspect specific issues related to the management and administration of the Company's operations when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, and legal document number of the individual for shareholders who are individuals; name, enterprise code or legal document number of the organization, and head office address for shareholders who are organizations; the number of shares and the time of share registration of each shareholder, the total number of shares of the entire group of shareholders, and the ownership ratio in the total number of shares of the Company; the issue to be inspected, and the purpose of the inspection;

d. To propose issues to be included in the agenda of the General Meeting of Shareholders in accordance with Clause 4, Article 16 of this Charter;

d. Other rights as prescribed by law and this Charter.

3. Shareholders or groups of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Board of Supervisors in accordance with the corresponding provisions in Clause 2, Article 24 and Clause 2, Article 34 of this Charter. Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Board of Supervisors must notify the shareholders attending the meeting of the group formation before the opening of the General Meeting of Shareholders.

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

Ordinary shareholders have the following obligations:

1. To be responsible for the debts and other property obligations of the Company within the scope of the capital contributed to the Company;

2. Not to withdraw capital contributed by ordinary shares from the Company in any form, except in cases where shares are repurchased by the Company or other persons; In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, that shareholder and the related person in the Company must be jointly and severally liable for the debts and other property obligations of the Company within the value of the withdrawn shares and any damages incurred;

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

4. To keep confidential the information provided by the Company in accordance with this Charter and the law; to use the provided information only to exercise and protect their legitimate rights and interests; it is strictly prohibited to disseminate, copy, or send the information provided by the Company to other organizations or individuals;

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

a. Attending and voting directly at the meeting;

b. Authorizing others to attend and vote at the meeting;

c. Attending and voting via online conference, electronic voting, or other electronic forms;

d. Sending ballots to the meeting via mail, fax, or email;

6. To be personally responsible when acting in the name of the Company in any form to commit any of the following acts:

a. Violating the law;

b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;

c. Paying undue debts before the risk of financial distress may occur to the Company.

7. To perform other obligations as prescribed by law and this Charter.

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

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall hold an annual meeting once a year within 04 months from the end of the fiscal year. The Board of Directors may decide to extend the annual General Meeting of Shareholders in case of necessity, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue for the

General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company Charter, especially approving the annual financial statements and the budget for the next fiscal year. In case the audit report of the company's annual financial statements contains material exceptions, the Company must invite a representative of the independent audit firm to attend the annual General Meeting of Shareholders to explain the relevant contents.

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 Board of Supervisors is less than the minimum number of members as prescribed by law.

c. Shareholders or groups of shareholders as prescribed in Clause 2, Article 11 of this Charter; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and must have sufficient signatures of the relevant shareholders or the written request must be made in multiple copies and collected with sufficient signatures of the relevant shareholders; the request to convene the meeting must be accompanied by documents and evidence of the violations of the Board of Directors, the level of violation, or the decision exceeding their authority. Shareholders or groups of shareholders shall be fully responsible before the law for the accuracy and honesty of the documents and evidence provided to the competent authority when requesting to convene the General Meeting of Shareholders.

d. At the request of the Board of Supervisors;

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

4. Convening an extraordinary General Meeting of Shareholders.

a. The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors, or the Board of Supervisors is as prescribed in Point b, Clause 3 of this Article or upon receiving the request as prescribed in Point c, Point d, Clause 3 of this Article.

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

c. In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholders or groups of shareholders as prescribed in Point c, Clause 3 of this Article 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 shareholders or groups of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d. Procedures for organizing the General Meeting of Shareholders as prescribed in Clause 2, Article 16 of this Charter.

#### **Article 14. Rights and obligations of the General Meeting of Shareholders**

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

- a. The annual business plan of the company;
- b. The audited annual financial statements;
- c. The report of the Board of Directors on the governance and performance results of the Board of Directors and each member of the Board of Directors;
- d. The report of the Board of Supervisors on the company's business results, the performance results of the Board of Directors, and the General Director;
- đ. The self-assessment report on the performance results of the Board of Supervisors and each member of the Board of Supervisors;
- e. The dividend rate for each share of each type.

2. In addition to the content prescribed in Clause 1 of this Article, the annual and extraordinary General Meeting of Shareholders shall discuss and approve the following matters:

- a. Approving the development orientation of the Company;
- b. Deciding on the types of shares and the total number of shares of each type authorized to be offered;
- c. Electing, dismissing, or removing members of the Board of Directors and members of the Board of Supervisors;
- d. Deciding on the investment or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;
- đ. Deciding on amendments and supplements to the Company Charter;

e. Deciding on the repurchase of more than 10% of the total sold shares of each type;

g. Considering and handling violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its shareholders;

h. Deciding on the reorganization or dissolution of the Company;

i. Deciding on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;

k. Approving the Internal Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Board of Supervisors;

l. Approving the list of independent audit firms to audit the Company's financial statements; deciding on the independent audit firm to inspect the Company's operations.

m. The signing of contracts and transactions as prescribed in Clause 4, Article 43 of this Charter;

n. Other rights and obligations as prescribed by law and this Charter.

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

#### **Article 15. Authorization to attend the General Meeting of Shareholders**

1. The authorized representative of a shareholder that is an organization.

a. A shareholder that is an organization must authorize an individual representative in accordance with the following provisions:

- A shareholder owning less than 10% of the total shares may only authorize 01 representative.

- A shareholder owning from 10% to less than 20% of the total shares may authorize a maximum of 02 representatives.

- A shareholder owning from 20% to less than 30% of the total shares may authorize a maximum of 03 representatives.

- A shareholder owning 30% or more of the total shares may authorize a maximum of 04 representatives.

b. In case a shareholder that is an organization appoints multiple authorized representatives, it must specify the number of shares for each representative. In case the shareholder does not specify the number of shares corresponding to each authorized representative, the shares shall be divided equally among the number of authorized representatives.

c. The appointment of an authorized representative must be made in writing, notified to the Company, and shall only be effective for the Company from the date

the Company receives such notice. The written authorization must contain the following essential contents:

- Name, enterprise identification number, and address of the head office of the shareholder;
- Number of authorized representatives and the corresponding share ownership ratio or capital contribution portion of each authorized representative;
- Full name, contact address, nationality, and legal document details of each individual authorized representative;
- The term of authorization for each authorized representative, specifying the start date of the representation;

## 2. Authorization to attend the General Meeting of Shareholders.

a. A shareholder or an authorized representative of a corporate shareholder may attend the meeting in person or authorize one or more other individuals or organizations to attend, or attend through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.

b. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders as prescribed in Point a, Clause 2 of this Article must be made in writing. The written authorization shall be prepared in accordance with the 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 content of the authorization, the scope of the authorization, the term of the authorization, and the signatures of the authorizing party and the authorized party.

The authorized person attending the General Meeting of Shareholders must present the written authorization when registering for the meeting. In case of re-authorization, the attendee must also present the original written authorization from the shareholder or the authorized representative of the corporate shareholder (if not previously registered with the Company).

c. The voting ballot of an authorized person attending the meeting within the scope of authorization remains valid even if one of the following events occurs:

- The authorizing person has died, has their civil act capacity restricted, or has lost their civil act capacity;
- The authorizing person has revoked the appointment of the authorization;
- The authorizing person has revoked the authority of the person performing the authorization.

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

**Article 16. Convocation, agenda, and notice of the General Meeting of Shareholders.**

1. The Board of Directors shall convene the annual and extraordinary General Meeting of Shareholders, or the General Meeting of Shareholders shall be convened in extraordinary cases as prescribed in Point b or Point c, Clause 4, Article 13 of this Charter.

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

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

b. Prepare the agenda and contents of the General Meeting of Shareholders;

c. Prepare documents for the General Meeting of Shareholders;

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

đ. Determine the time and venue for the meeting;

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

f. Other tasks to support the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring it reaches the shareholder's contact address, and simultaneously published on the Company's website and the websites of the State Securities Commission and the Stock Exchange. The person convening the General Meeting of Shareholders must send the notice of the meeting to all shareholders on the list of shareholders entitled to attend at least twenty-one (21) days before the opening date of the meeting (calculated from the date the notice is validly sent or dispatched). The agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the meeting shall be posted on the Company's website. The notice of the meeting must clearly state the link to all meeting documents so that shareholders can access them, including:

a. The meeting agenda and documents used in the meeting;

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

c. Voting ballots;

d. Draft resolutions for each issue in the meeting agenda.

4. A shareholder or group of shareholders as prescribed in Clause 2, Article 11 of this Charter has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 05 working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the quantity of each type of shares held by the shareholder, and the issue proposed to be included in the agenda.

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

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

b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of ordinary shares as prescribed in Clause 2, Article 11 of this Charter;

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

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

#### **Article 17. Conditions for conducting the General Meeting of Shareholders.**

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

2. If within 30 minutes from the scheduled opening time, the meeting does not meet the conditions for being conducted as prescribed in Clause 1 of this Article, the notice for the second meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending represents at least 33% of the total voting shares of the Company.

3. If within 30 minutes from the scheduled opening time, the second meeting does not meet the conditions for being conducted as prescribed in Clause 2 of this Article, the notice for the third meeting must be sent within 20 days from the intended date of the second meeting. In this case, the General Meeting of Shareholders shall be conducted regardless of the total number of voting shares of the attending shareholders.

**Article 18. Procedures for conducting meetings and voting at the General Meeting of Shareholders.**

1. Before opening the meeting, the Company must carry out the registration procedure for shareholders attending the meeting and must continue the registration until all shareholders entitled to attend have registered.

2. When registering for the meeting, shareholders or their representatives are issued a voting card and a ballot, on which the registration number, full name of the shareholder or their representative, and the number of voting shares of that shareholder are recorded. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by voting in favor, against, or abstaining. When voting at the meeting, shareholders raise their voting card and mark the corresponding box on the ballot. After collecting and counting the ballots, the total number of votes in favor, against, abstaining, or invalid for each issue shall be announced by the chairperson before the end of the meeting.

3. Shareholders or authorized persons arriving after the meeting has opened may still register and have the right to participate in voting immediately after registration; in this case, the validity of the contents already voted upon previously shall not change.

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

a. The Chairman of the Board of Directors shall act as the chairperson or authorize another member of the Board of Directors to act as the chairperson of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairperson is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to act as the chairperson of the meeting by majority principle. In case no chairperson can be elected, the Head of the Board of Supervisors shall preside over the General Meeting of Shareholders to elect a chairperson from among the attendees, and the person with the highest number of votes shall act as the chairperson of the meeting;

b. Except for the case prescribed in Point a, Clause 4 of this Article, the person who signed the convocation of the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect a chairperson, and the person with the highest number of votes shall act as the chairperson of the meeting;

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

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

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

6. The convener or the chairperson of the General Meeting of Shareholders has the right to take necessary and reasonable measures to organize and conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and to reflect the wishes of the majority of attendees, including:

a. Requiring all attendees to undergo security checks or other lawful and reasonable security measures;

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

c. Arranging seating at the venue of the General Meeting of Shareholders;

d. Ensuring the safety of all persons present at the meeting venues;

d. Creating conditions for shareholders to attend (or continue to attend) the meeting.

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

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

b. Communication equipment at the meeting venue does not ensure that attending shareholders can participate, discuss, and vote;

c. There are attendees who obstruct or disrupt order, posing a risk that the meeting will not be conducted fairly and legally.

8. In the event that the chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 7 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson and conduct the meeting until its conclusion; all resolutions passed at that meeting shall be legally effective.

9. Online General Meetings of Shareholders shall be conducted in accordance with the Internal Regulations on Corporate Governance.

#### **Article 19. Forms of passing Resolutions of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall pass resolutions under its authority by voting at the meeting or by collecting written opinions.

2. Resolutions of the General Meeting of Shareholders on the following matters must be passed by voting at the General Meeting of Shareholders:

a. Company development orientation;

b. Election, dismissal, and removal of members of the Board of Directors and the Board of Supervisors;

c. Approval of annual financial statements;

d. Reorganization or dissolution of the Company.

**Article 20. Conditions for approving resolutions of the General Meeting of Shareholders.**

1. A resolution on the following content shall be passed if approved by shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the meeting.

a. Types of shares and total number of shares of each type;

b. Change of business lines and fields;

c. Change of the Company's management organizational structure;

d. Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements.

d. Reorganization or dissolution of the Company;

2. Voting for members of the Board of Directors and the Board of Supervisors shall be carried out in accordance with Clause 3, Article 148 of the Law on Enterprises and the Internal Regulations on Corporate Governance.

3. Except for the cases specified in Clauses 1 and 2 of this Article, resolutions of the General Meeting of Shareholders on other matters shall be passed when approved by more than 50% of the total voting shares of all shareholders attending and voting at the meeting.

4. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares shall be legal and effective even if the order and procedures for convening the meeting and passing such resolutions violate the provisions of the Law on Enterprises and this Charter.

**Article 21. Authority and procedures for collecting written opinions from shareholders to approve resolutions of the General Meeting of Shareholders**

1. The Board of Directors has the right to collect written opinions from shareholders to pass 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 19 of this Charter.

2. The Board of Directors must prepare opinion ballots, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolution, and send them to all shareholders with voting rights at least 10 days before the deadline for returning the opinion ballots. The requirements and methods for sending opinion ballots and accompanying documents shall be carried out in accordance with the provisions of Clause 3, Article 16 of this Charter, except for the time requirement.

3. The opinion ballot must contain the following main contents:
  - a. Name, address of the head office, and Company code;
  - b. Purpose of collecting opinions;
  - c. Full name, permanent address, nationality, number of Citizen Identity Card, People's Identity Card, Passport, or other lawful personal identification of the individual shareholder; name, enterprise code or establishment decision number, address of the head office of the institutional shareholder; or full name, permanent address, nationality, number of Citizen Identity Card, People's Identity Card, Passport, or other lawful personal identification of the authorized representative of the institutional shareholder; number of shares of each type and number of voting shares of the shareholder;
  - d. Matters for which opinions are sought for approval.
  - e. Voting options including approve, disapprove, and abstain for each matter for which opinions are sought;
  - f. Deadline for returning the completed opinion ballots to the Company;
  - g. Full name and signature of the Chairman of the Board of Directors.
4. Shareholders may send their completed opinion ballots to the Company by post, fax, or email in accordance with the following provisions:
  - a. In case of sending by post, the completed opinion ballot must bear the signature of the individual shareholder, or the authorized representative or legal representative of the institutional shareholder. The opinion ballot sent to the Company must be in a sealed envelope and no one has the right to open it before the vote counting;
  - b. In case of sending by fax or email, the opinion ballot sent to the Company must be kept confidential until the time of vote counting;
  - c. Opinion ballots received by the Company after the deadline specified in the opinion ballot or those that have been opened in the case of post, or disclosed in the case of fax or email, shall be invalid. Opinion ballots that are not returned shall be considered as not participating in the vote.
5. The Board of Directors shall count the votes and prepare a vote counting minutes under the witness of the Board of Supervisors or shareholders who are not Company managers. The vote counting minutes must contain the following main contents:
  - a. Name, address of the head office, and code of the Company;
  - b. Purpose and matters for which opinions are sought to pass the resolution;

c. Number of shareholders with the total number of voting shares that participated in the vote, distinguishing between valid and invalid voting shares and the method of sending the ballots, accompanied by an appendix listing the shareholders who participated in the vote;

d. Total number of votes for, against, and no opinion for each matter;

d. Matters that have been passed;

e. Full names and signatures of the Chairman of the Board of Directors, the vote counters, and the vote counting supervisors.

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

6. The vote counting minutes and the Resolution must be published on the Company's website within twenty-four (24) hours from the completion of the vote counting and disclosed in accordance with the laws on securities and the stock market.

7. Completed opinion ballots, vote counting minutes, passed resolutions, and related documents sent with the opinion ballots must be kept at the Company's head office.

8. Resolutions on the following matters shall be passed by collecting written opinions from shareholders when approved by shareholders owning at least 65% of the total voting shares of all shareholders with voting rights:

a. Types of shares and total number of shares of each type offered for sale;

b. Change of business lines and fields;

c. Change of management organizational structure;

d. Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;

d. Reorganization or dissolution of the Company;

9. Except for the matters specified in Clause 8 of this Article, resolutions on other matters passed by collecting written opinions from shareholders must be approved by shareholders owning more than 50% of the total voting shares of all shareholders with voting rights.

10. A resolution passed by collecting written opinions from shareholders in accordance with this Article shall have the same validity as a resolution passed at a General Meeting of Shareholders.

## **Article 22. Resolutions and Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded or kept in other electronic forms. The minutes must be prepared in Vietnamese and contain the following main contents:

- a. Name, address of the head office, and code of the Company;
- b. Time and venue of the General Meeting of Shareholders;
- c. Meeting agenda and content of the meeting;
- d. Full names of the chairperson and secretary;
- d. A summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each issue on the meeting agenda;
- e. The number of shareholders and the total number of voting shares of shareholders attending the meeting, including an appendix of the list of registered shareholders and shareholder representatives attending the meeting with the corresponding number of shares and votes;
- f. The total number of votes for each voting issue, clearly stating the voting method, total number of valid and invalid votes, votes for, votes against, and abstentions; and the corresponding percentage of the total voting shares of shareholders attending the meeting;
- g. Issues that have been approved and the corresponding percentage of affirmative votes;
- h. Full names and signatures of the chairperson and the secretary; in case the chairperson or secretary refuses to sign the meeting minutes, the minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and contain full content as prescribed in this Clause; the meeting minutes must clearly record the refusal of the chairperson or secretary to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and the secretary of the meeting shall be jointly responsible for the truthfulness and accuracy of the content of the minutes.

3. The Resolution, the minutes of the General Meeting of Shareholders, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation must be published on the Company's website within 24 hours from the end of the meeting and disclosed in accordance with the law on the securities market.

4. The Resolution, the minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting with their signatures, the power of attorney to attend the meeting, all documents attached to

the minutes (if any), and related documents accompanying the meeting invitation must be kept at the Company's headquarters.

**Article 23. Requirements for requesting the cancellation of a Resolution of the General Meeting of Shareholders:**

Within 90 days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders or the vote counting minutes for collecting opinions of the General Meeting of Shareholders, shareholders or groups of shareholders as prescribed in Clause 2, Article 11 of this Charter have the right to request a Court or Arbitration to consider and cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except for the case prescribed in Clause 4, Article 20 of this Charter.
2. The content of the resolution violates the law or this Charter.

**CHAPTER VII. BOARD OF DIRECTORS**

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

1. In case candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information, family relationships as prescribed in Clause 22, Article 4 of the Law on Enterprises, and must commit to performing their duties honestly, carefully, and in the best interest of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

- a. Full name, date, month, and year of birth;
- b. Professional qualifications;
- c. Work history;
- d. Other management titles (including titles in the Board of Directors or Board of Members of other companies);
- đ. Interests related to the Company and related parties of the Company;
- e. Information about companies where the candidate is currently holding the position of member of the Board of Directors, other management titles, and interests related to the Company of the candidate for the Board of Directors (if any).

2. Shareholders have the right to aggregate their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 10% to less than 30% may nominate one member; from 30% to less than 50% may nominate two members; from 50% to less than 65% may nominate three members; and if holding 65% or more, they may nominate the full number of candidates.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not sufficient as required by Clause 1, Article 24 of this Charter, the incumbent Board of Directors shall introduce additional candidates. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors.

4. Members of the Board of Directors must meet the following standards and conditions:

a. Not falling into the categories prescribed in Clause 2, Article 17 of the Law on Enterprises;

b. Having professional qualifications and experience in business administration or in the field, industry, or business line of the Company, and they are not necessarily shareholders of the Company;

c. Being allowed to simultaneously serve as a member of the Board of Directors or Board of Members at a maximum of 05 other companies;

#### **Article 25. Composition and term of the Board of Directors**

1. The number of members of the Board of Directors is five (05).

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

3. The structure of the Board of Directors must ensure that at least 01 member of the Board of Directors is a non-executive member.

4. The Company must have 01 independent member of the Board of Directors. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms.

5. An independent member of the Board of Directors must meet the following standards and conditions:

a. Not being a person currently working for the company, and not being a person who has worked for the company for at least 03 consecutive years prior to that.

b. Not being a person currently receiving salary or remuneration from the company, except for allowances that members of the Board of Directors are entitled to as prescribed;

c. Not being a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the company; or is a manager of the company or a subsidiary of the company;

d. Not being a person who directly or indirectly owns at least 1% of the total voting shares of the Company;

đ. Not being a person who has served as a member of the Board of Directors or the Board of Supervisors of the company for at least 05 consecutive years prior to that, except in the case of being appointed for 02 consecutive terms.

6. An independent member of the Board of Directors must notify the Board of Directors if they no longer meet the standards and conditions prescribed in Clause 2 of this Article and shall automatically cease to be an independent member of the Board of Directors from the date they no longer meet the standards and conditions. The Board of Directors must announce the case where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent member of the Board of Directors within 06 months from the date of receiving the notice from the relevant independent member of the Board of Directors.

7. Dismissal, removal, replacement, and addition of members of the Board of Directors:

a. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in case that member does not meet the standards and conditions according to Clause 4, Article 24 of this Charter or has submitted a resignation letter which has been accepted.

b. The General Meeting of Shareholders shall remove a member of the Board of Directors in case that member does not participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure.

c. When deemed necessary, the General Meeting of Shareholders shall decide to replace a member of the Board of Directors, or dismiss or remove a member of the Board of Directors in cases other than those prescribed in Point a and Point b, Clause 4 of this Article.

d. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors when the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number of members prescribed in this Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third (1/3).

d. Except for the case prescribed in Point d of this Clause, the General Meeting of Shareholders shall elect a new member to replace the member of the Board of Directors who has been dismissed or removed at the nearest meeting.

#### **Article 26: Powers and duties of the Board of Directors**

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

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

a. Deciding on the strategy, medium-term development plan, and annual business plan of the company;

b. Recommending the classes of shares and the total number of shares authorized to be offered for each class;

c. Deciding on the sale of unsold shares within the scope of the number of shares authorized to be offered for each class; deciding on raising additional capital in other forms;

d. Deciding on the selling price of shares and bonds of the company;

d. Deciding on the repurchase of shares as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

e. Decide on investment plans and investment projects within the authority and limits prescribed by law;

g. Decide on solutions for market development, marketing, and technology;

h. Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value equal to or greater than 50% of the Company's charter capital, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 14 and Clause 4, Article 43 of this Charter;

i. Elect, dismiss, or remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts with, terminate contracts with, and decide on the salary, bonuses, and other benefits of the General Director and other executives.

k. Supervise and direct the General Director and other managers in the daily business operations of the Company;

l. Decide on the organizational structure of the Company, except for the management organizational structure prescribed in Article 10 of this Charter; decide on internal management regulations of the Company, except for regulations under the authority of the General Meeting of Shareholders; decide on the establishment of subsidiaries, branches, and representative offices.

m. Approve the program 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 pass resolutions;

n. Submit the audited annual financial statements to the General Meeting of Shareholders;

o. Propose the dividend payout rate; decide on the time limit and procedures for dividend payment or handling losses incurred during business operations;

p. Propose the reorganization or dissolution of the Company; request the bankruptcy of the Company;

q. Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, the General Director, the person in charge of Corporate Governance, and other managers of the Company.

r. Execute dividend payments to shareholders in accordance with the law after being approved by the Annual General Meeting of Shareholders.

s. Other rights and obligations as prescribed by law.

3. The Board of Directors must report to the General Meeting of Shareholders on the performance of the Board of Directors in accordance with Article 280 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government.

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

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

2. Non-executive members of the Board of Directors of the Company shall be entitled to remuneration and bonuses according to the Resolution of the Annual General Meeting of Shareholders.

3. Members of the Board of Directors holding executive positions in the Company, in addition to remuneration and bonuses according to the Resolution of the General Meeting of Shareholders, shall be paid other benefits according to the decision of the Board of Directors.

4. Remuneration and bonuses of each member of the Board of Directors shall be included in the business expenses of the Company in accordance with the law on corporate income tax, presented as a separate item in the annual financial statements of the Company, and must be reported to the General Meeting of Shareholders at the annual meeting.

5. Members of the Board of Directors are entitled to be reimbursed for all travel, accommodation, and other reasonable expenses that they have incurred in performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders and the Board of Directors.

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

1. The Board of Directors shall elect one member of the Board of Directors to be the Chairman of the Board of Directors.

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

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

- a. Establish the program and plan of activities of the Board of Directors;
- b. Prepare the program, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;
- c. Organize the passing of resolutions and decisions of the Board of Directors;
- d. Supervise the implementation of resolutions and decisions of the Board of Directors;
- d. Chair meetings of the General Meeting of Shareholders;
- e. Other rights and obligations as per the Law on Enterprises and this Charter.

4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or the dismissal or removal.

5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member to perform the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory detoxification center or compulsory education institution, flees from their place of residence, has their civil act capacity limited or lost, has difficulty in cognition or behavior control, is prohibited by the Court from holding certain positions, practicing certain professions, or doing certain jobs, the remaining members shall elect one among them to hold the position of Chairman of the Board of Directors based on the principle of majority approval by the remaining members until a new decision is made by the Board of Directors.

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

1. The first meeting of the term of the Board of Directors to elect the Chairman must be conducted within 07 working days from the date of completion of the election of the Board of Directors for that term. This meeting shall be convened by the member with the highest number of votes. In case there is more than 01 member with the same highest number of votes, the members shall elect by majority principle to choose 01 person among them to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least once per quarter and may hold extraordinary meetings.

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

- a. At the request of the Board of Supervisors;
- b. At the request of the General Director or at least 05 other managers;
- c. At the request of at least 02 members of the Board of Directors.

4. The request prescribed in Clause 3 of this Article must be made in writing, clearly stating the purpose and issues to be discussed and decided under 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 prescribed in Clause 3 of this Article. In case of failure to convene the meeting of the Board of Directors as requested, the Chairman of the Board of Directors must be responsible for any damages caused to the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the meeting invitation notice at least 05 working days before the meeting date. The meeting invitation notice must specify the time and location of the meeting, the program, and the issues to be discussed and decided. The meeting invitation notice must be accompanied by documents used at the meeting and the voting ballots of the members. The meeting invitation notice for the Board of Directors may be sent by invitation letter, phone message, email, fax, or other electronic means ensuring it reaches the contact address of each member of the Board of Directors registered at the Company.

7. The Chairman of the Board of Directors or the convener shall send the meeting invitation notice and accompanying documents to members of the Board of Supervisors as they do for members of the Board of Directors. Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; they have the right to discuss but not to vote.

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

9. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:

- a. Attending and voting directly at the meeting;
- b. Authorizing another person to attend and vote in accordance with Clause 11 of this Article;

c. Attending and voting via online conference, electronic voting, or other electronic forms;

d. Sending voting ballots to the meeting via mail, fax, or email;

10. In case of sending voting ballots to the meeting via mail, the voting ballot must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The voting ballot shall only be opened in the presence of all attendees.

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

12. The Board of Directors passes resolutions and decisions by voting at the meeting or by soliciting written opinions. Each member of the Board of Directors has one vote. A resolution or decision of the Board of Directors is passed if approved by the majority of members; in case of a tie, the final decision belongs to the side with the opinion of the Chairman of the Board of Directors.

### **Article 30. Person in charge of Corporate Governance**

1. The Board of Directors of the Company shall appoint at least 01 Person in charge of Corporate Governance to assist in corporate governance. 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 shall not concurrently work for an approved audit 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 the General Meeting of Shareholders in accordance with regulations and on matters related to the relationship between the Company and its shareholders;

b. To prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;

c. To advise on meeting procedures;

d. To attend meetings;

đ. To advise on procedures for drafting resolutions of the Board of Directors in accordance with legal provisions;

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 Board of Supervisors;

f. To supervise and report to the Board of Directors on the Company's information disclosure activities;

g. To act as the contact point for related parties;

h. To maintain confidentiality of information in accordance with the provisions of law and this Charter.

## **CHAPTER VIII. GENERAL DIRECTOR, OTHER EXECUTIVES**

### **Article 31. Organizational structure of management.**

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company has a General Director and other executives. The appointment, dismissal, and removal of executive positions must be approved by resolution or decision of the Board of Directors.

### **Article 32. Company Executives.**

1. At 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 suitable to the Company's structure and management regulations as prescribed by the Board of Directors. Company executives are responsible for assisting the Company in achieving the objectives set out in its operations and organization.

2. The General Director shall be paid a salary and bonus. The salary and bonus of the General Director shall be decided by the Board of Directors.

3. The salary of executives 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.

### **Article 33. Appointment, dismissal, obligations, and powers of the General Director**

1. The Board of Directors shall appoint a member of the Board of Directors or another person as the General Director.

2. The General Director is the person who manages the daily 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 performance of assigned rights and obligations.

3. The term of the General Director shall not exceed 05 years and they may be reappointed for an unlimited number of terms.

4. Standards and conditions for the General Director:

a. Not falling into the categories specified in Clause 2, Article 17 of the Law on Enterprises.

b. Not being a person with family relations to:

- A manager or member of the Board of Supervisors of the parent company.
- A manager or member of the Board of Supervisors of the Company.
- A representative of state capital in the parent company.
- A representative of the parent company's capital in the Company.

c. Possessing professional qualifications and experience in corporate business administration.

5. The General Director has the following powers and obligations.

a. To decide on matters related to the daily business operations of the Company that do not fall under 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 organizational structure plans and internal management regulations of the Company;

d. To appoint, dismiss, and remove management positions in the Company, except for positions under the authority of the Board of Directors;

e. To decide on salaries and other benefits for employees in the Company, including officers under the appointment authority of the General Director;

f. To recruit employees;

g. To propose plans for dividend payment or handling of business losses;

h. Other rights and obligations as prescribed by law, this Charter, and resolutions or decisions of the Board of Directors.

6. The Board of Directors may dismiss the General Director when 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.

## **CHAPTER IX. BOARD OF SUPERVISORS**

**Article 34. Candidacy and nomination of members of the Board of Supervisors.**

1. The identification of candidates and disclosure of candidate information shall be carried out similarly to the provisions of Clause 1, Article 24 of this Charter.

2. Shareholders have the right to aggregate their voting rights to nominate candidates for the Board of Supervisors. A shareholder or group of shareholders holding from 10% to less than 25% of the total voting shares may nominate one (01) candidate; from 25% to less than 50% may nominate up to two (02) candidates; from 50% or more may nominate up to three (03) candidates.

3. In case the number of candidates for the Board of Supervisors nominated by shareholders or groups of shareholders is insufficient, the remaining number of candidates shall be nominated by the incumbent Board of Supervisors. The procedure for the incumbent Board of Supervisors to introduce candidates for the Board of Supervisors must be clearly announced and approved by the General Meeting of Shareholders before proceeding with the nomination.

4. Members of the Board of Supervisors must meet the following standards and conditions:

a. Not falling into the categories specified in Clause 2, Article 17 of the Law on Enterprises;

b. Having been trained in one of the fields of economics, finance, accounting, auditing, law, business administration, or a major suitable for the business operations of the enterprise;

c. Not being a person with family relations to:

- A member of the Board of Directors, the General Director, or other managers of the parent company;

- A member of the Board of Directors, the General Director, or other managers of the Company;

- A representative of state capital in the parent company;

- A representative of the parent company's capital in the Company.

d. Not being a company manager; not necessarily being a shareholder or employee of the company.

d. Not working in the accounting or finance department of the company;

e. Not being a member or employee of an independent audit firm that has audited the company's financial statements in the three (03) preceding consecutive years.

#### **Article 35. Composition and term of the Board of Supervisors.**

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

2. A member of the Board of Supervisors shall be dismissed in the following cases:

a. No longer meeting the standards and conditions to be a member of the Board of Supervisors as prescribed in Clause 4, Article 34 of this Charter;

- b. Submitting a resignation letter that is accepted;
- 3. A member of the Board of Supervisors shall be removed 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 seriously violating the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and this Charter;
  - d. Other cases as decided by the General Meeting of Shareholders.

**Article 36. Head of the Board of Supervisors.**

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

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

- a. To convene meetings of the Board of Supervisors;
- b. To request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Board of Supervisors.
- c. To prepare and sign reports of the Board of Supervisors after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

**Article 37. Rights and obligations of the Board of Supervisors**

The Board of Supervisors has the following rights and obligations:

1. To supervise the Board of Directors, the General Director, and other executives in the management and administration of the Company; to supervise the Company's financial situation; to be accountable to shareholders for its supervisory activities;

2. To examine the reasonableness, legality, honesty, and level of prudence in the management and administration of business operations; the systematic, consistent, and appropriate nature of accounting, statistical, and financial reporting practices;

3. Appraise the completeness, legality, and honesty of the Company's business performance reports, annual and semi-annual financial statements, and the Board of Directors' management assessment reports, and submit the appraisal report at the annual General Meeting of Shareholders; Review and provide recommendations on

contracts and transactions with related persons that fall under the approval authority of the Board of Directors or the General Meeting of Shareholders.

4. Review, inspect, and evaluate the effectiveness and efficiency of the Company's internal control, internal audit, risk management, and early warning systems;

5. Examine accounting books, accounting records, and other documents of the Company, as well as the management and administration of the Company's operations when deemed necessary or pursuant to a resolution of the General Meeting of Shareholders or at the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 11 of this Charter;

6. Conduct an inspection within 07 working days from the date of receiving a request from a shareholder or a group of shareholders as stipulated in Clause 2, Article 11 of this Charter; Within 15 days from the date of completing the inspection, a report must be submitted to the Board of Directors and the requesting shareholder or group of shareholders regarding the issues requested for inspection; The inspection stipulated in this Clause must not hinder the normal operations of the Board of Directors or disrupt the administration of the Company's business activities;

7. Recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, or improve the organizational structure for management, supervision, and administration of the Company's business activities;

8. Upon detecting any violation of the law or this Charter by a member of the Board of Directors, the General Director, or other Executive, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and implement measures to remedy the consequences;

9. Attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the Company;

10. Consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;

11. Propose and recommend that the General Meeting of Shareholders approve the list of independent audit firms to audit the Company's financial statements; decide on the independent audit firm to inspect the Company's operations, and remove the independent auditor when deemed necessary;

12. Ensure coordination with the Board of Directors, the General Director, and shareholders;

13. Develop and issue the Operating Regulations of the Board of Supervisors after approval by the General Meeting of Shareholders;

14. Report to the General Meeting of Shareholders in accordance with the provisions of Article 290 of the Government's Decree No. 155/2020/NĐ-CP dated December 31, 2020;

15. Have the right to access the Company's records and documents kept at the head office, branches, and other locations; have the right to visit the workplaces of the Company's managers and employees during working hours;

16. Have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide full, accurate, and timely information and documents regarding the management, administration, and business activities of the Company;

17. Other rights and obligations as prescribed by law and this Charter.

### **Article 38. Meetings of the Board of Supervisors**

1. The Board of Supervisors must meet at least 02 times per year, with at least two-thirds (2/3) of its members in attendance. The minutes of the Board of Supervisors meetings must be prepared in detail and clearly. The minute-taker and the members of the Board of Supervisors attending the meeting must sign the meeting minutes. The minutes of the Board of Supervisors meetings must be kept to determine the responsibility of each member of the Board of Supervisors.

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the independent audit firm to attend and answer questions that need clarification.

### **Article 39. Remuneration, bonuses, and other benefits of members of the Board of Supervisors**

1. Members of the Board of Supervisors are paid remuneration, bonuses, and other benefits as per the Resolution of the annual General Meeting of Shareholders.

2. Members of the Board of Supervisors are reimbursed for all travel, accommodation, and other reasonable expenses they have incurred in the performance of their duties, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, and the Board of Supervisors.

3. Remuneration and bonuses of the Board of Supervisors are included in the Company's business expenses in accordance with the law on corporate income tax and other relevant legal regulations, and must be listed as a separate item in the Company's annual financial statements.

## **CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR, AND OTHER EXECUTIVES**

### **Article 40. Duty of care**

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

**Article 41. Duty of loyalty and avoidance of conflicts of interest**

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

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other Executives, and their related persons may only use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other Executives have the obligation to notify the Board of Directors and the Board of Supervisors in writing of transactions between them and their related persons with the Company in accordance with the law. The Company must disclose information in accordance with the law on securities regarding resolutions of the General Meeting of Shareholders or the Board of Directors approving these transactions.

4. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons must not use or disclose internal information to others to execute related transactions.

**Article 42. Disclosure of related interests.**

The disclosure of interests and related persons of the Company shall be carried out in accordance with the following provisions:

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers of the Company must declare to the Company their related interests, including:

a. Name, enterprise identification number, head office address, and business lines of the enterprise in which they own capital contributions or shares; the ratio and time of ownership of such capital contributions or shares;

b. Name, enterprise identification number, head office address, and business lines of the enterprise in which their related persons jointly or separately own capital contributions or shares exceeding 10% of the charter capital.

2. The declaration stipulated in Clause 1 of this Article must be made within 07 working days from the date the related interest arises; any amendments or supplements must be notified to the Company within 07 working days from the date of the corresponding amendment or supplement.

3. Members of the Board of Directors or the General Director, acting in their personal capacity or on behalf of others to perform work in any form within the scope of the Company's business, must explain the nature and content of such work

to the Board of Directors and the Board of Supervisors and may only perform it when approved by a majority of the remaining members of the Board of Directors; if performed without declaration or without the approval of the Board of Directors, all income derived from such activities shall belong to the Company.

**Article 43. Contracts and transactions with related persons**

1. The Company must not provide loans or guarantees to all shareholders and their related persons.

2. The Company must not provide loans or guarantees to all of the Company's managers and their related persons.

3. The General Meeting of Shareholders or the Board of Directors shall approve contracts and transactions between the Company and the following cases:

a. Shareholders, authorized representatives of shareholders owning more than 10% of the total ordinary shares of the Company and their related persons;

b. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons;

c. Enterprises in which members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers of the Company must declare in accordance with Clause 1, Article 42 of this Charter.

4. The following contracts and transactions must be approved by the General Meeting of Shareholders:

a. Contracts and transactions as stipulated in Clause 2 and Clause 3 of this Article with a value of 35% or more, or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction of 35% or more of the total asset value recorded in the Company's most recent financial statements;

b. Contracts and transactions with a value greater than 10% of the total asset value recorded in the most recent financial statements between the Company and a shareholder owning 51% or more of the total voting shares or their related persons.

In case of approval of a contract or transaction as stipulated in this Clause, the Company representative signing the contract or transaction must notify the Board of Directors and members of the Board of Supervisors regarding the related parties involved in such contract or transaction, and attach the draft contract or notify the essential terms of the transaction. The Board of Directors shall submit the draft contract or transaction or provide an explanation of the essential terms of the contract or transaction at the General Meeting of Shareholders or seek shareholders' opinions in writing. In these cases, shareholders do not have the right to vote on contracts or transactions in which they have a related interest.

5. The following contracts and transactions must be approved by the Board of Directors:

a. Contracts and transactions specified in Point a, Clause 4 of this Article with a value of less than 35% of the total asset value recorded in the most recent financial statements;

b. Contracts and transactions specified in Point b, Clause 4 of this Article with a value of less than or equal to 10% of the total asset value recorded in the most recent financial statements;

In case of approval of a contract or transaction as stipulated in this Clause, the Company representative signing the contract or transaction must notify the members of the Board of Directors and members of the Board of Supervisors regarding the related parties involved in such contract or transaction, and attach the draft contract or the essential terms of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notification. Members of the Board of Directors do not have the right to vote on contracts or transactions in which they or their related persons have a related interest.

#### **Article 44. Liability for damages and compensation**

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives who violate their obligations, duties of honesty and prudence, or fail to fulfill their obligations shall be liable for damages caused by their violations.

2. The Company shall indemnify persons who have been, are, or may become a related party in claims, lawsuits, or prosecutions (including civil, administrative, and non-criminal cases where the Company is not the plaintiff) if that person has been or is a member of the Board of Directors, a member of the Board of Supervisors, the General Director, another executive, an employee, or an authorized representative of the Company, or if that person has been or is performing duties under the Company's authorization, acting honestly and prudently in the best interest of the Company on the basis of compliance with the law, and there is no evidence confirming that the person has violated their responsibilities.

3. Compensation costs include judgment costs, fines, and actual expenses incurred (including legal fees) when resolving these cases within the framework permitted by law. The Company may purchase insurance for these persons to avoid the aforementioned compensation liabilities.

### **CHAPTER XI. RIGHT TO ACCESS BOOKS AND RECORDS**

#### **Article 45. Right to access books and records.**

1. Ordinary shareholders have the right to access books and records in accordance with the provisions of Point d and Point e, Clause 1, Article 11 and Point b, Clause 2, Article 11 of this Charter.

2. In case an authorized representative of a shareholder or a group of shareholders requests to access books and records, they must attach the power of

attorney from the shareholder or group of shareholders they represent or a notarized copy of this power of attorney.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives have the right to access the Company's register of shareholders, 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 must keep this Charter and its amendments and supplements, the Enterprise Registration Certificate, regulations, documents proving ownership of assets, 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 Board of Supervisors, annual financial statements, accounting books, and other documents as prescribed by law at the head office or another location, provided that shareholders and the Business Registration Authority are notified of the storage location of these documents.

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

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

### **Article 46. Employees and trade union**

1. The General Director shall submit to the Board of Directors for approval the policies regarding recruitment, termination of employment, salary, social insurance, welfare, rewards, and discipline for employees and executives of the Company.

2. The General Director shall submit to the Board of Directors for approval the policies regarding the Company's relationship with trade union organizations in accordance with the Law on Trade Union, the Trade Union Charter, and current legal regulations.

## **CHAPTER XIII. PROFIT DISTRIBUTION**

### **Article 47. Profit distribution**

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

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

3. After offsetting losses from previous years (if any), the Company shall set aside funds from profit after tax, including: Development Investment Fund; Reward and Welfare Fund; Bonus Fund for relevant individuals and units; and Community Social Work Fund.

4. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of dividends in shares, and the Board of Directors is the body responsible for executing this decision.

5. The Board of Directors may decide to advance dividends within the scope of the plan approved by the General Meeting of Shareholders if it deems such payment consistent with the Company's profitability.

6. In case dividends or other payments related to a class of shares are paid in cash, the Company must pay in VND. Payment may be made directly or through banks based on bank account details provided by the shareholder. In case the Company has transferred funds according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company shall not be liable for the amount transferred to the shareholder. Dividend payments will be settled by the Company through the Vietnam Securities Depository.

7. Based on the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution to determine a specific date to close the list of shareholders. Based on that date, those registered as shareholders or owners of other securities are entitled to receive dividends, interest, profit distributions, shares, notices, or other documents.

8. Principles for handling business losses.

In case the annual financial statement shows a loss, the Board of Directors must propose that the General Meeting of Shareholders handle it according to the following 2 options:

a. Carry forward the loss to the following year in accordance with current regulations, and the General Meeting of Shareholders must decide on measures to rectify the situation.

b. In case the Company incurs losses for many consecutive years and cannot rectify them, the General Meeting of Shareholders shall consider and decide on measures to handle the situation in accordance with the Law on Bankruptcy.

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

### **Article 48. Bank accounts**

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

2. Subject to prior approval from the competent authority, in case of necessity, the Company may open bank accounts abroad in accordance with the provisions of law.

### **Article 49. Financial year**

The Company's financial year begins on the first day of January each year and ends on December 31. The first financial year begins on the date of issuance of the

Enterprise Registration Certificate and ends on December 31 immediately following that date.

**Article 50. Accounting system**

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

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

3. The Company uses VND as the currency unit in accounting.

**CHAPTER XV. FINANCIAL STATEMENTS, ANNUAL REPORTS,  
AND RESPONSIBILITY FOR INFORMATION DISCLOSURE**

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

1. The Company must prepare annual financial statements in accordance with the law, and the annual financial statements must be audited as prescribed in Article 53 of this Charter. The Company shall disclose the audited annual financial statements in accordance with the law on securities and submit them to the competent state authority.

2. The annual financial statements must include full reports, appendices, and notes as prescribed by the law on enterprise accounting. The annual financial statements must reflect the Company's operational situation truthfully and objectively.

3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on the securities market and submit them to the competent state authority.

**Article 52. Annual report**

The Company must prepare and disclose an Annual Report in accordance with the regulations of the law on the securities market.

**CHAPTER XVI. AUDITING THE COMPANY**

**Article 53. Audit**

1. The annual General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of these entities to audit the Company's financial statements for the following fiscal year based on terms and conditions agreed upon with the Board of Directors. The Company must prepare and submit its annual financial statements to the independent auditing firm after the end of the fiscal year.

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 related to the General Meeting of Shareholders, and express their opinions at the meeting on matters related to the audit of the Company's financial statements.

## **CHAPTER XVII. COMPANY SEAL**

### **Article 54. Company seal.**

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

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

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

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

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

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

a. Dissolution pursuant to a resolution or decision of the General Meeting of Shareholders;

b. Revocation of the Enterprise Registration Certificate, except in cases where the Law on Tax Administration provides otherwise;

c. Other cases as prescribed by law.

2. The dissolution of the Company 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.

3. Sequence and procedures for dissolution of the Company

The dissolution of the Company pursuant to Clause 1 of this Article shall be carried out as follows:

a. The General Meeting of Shareholders shall pass a resolution or decision on the dissolution of the Company. In case of dissolution due to the revocation of the Enterprise Registration Certificate or by a court decision, within 10 days from the date of receiving the decision on revocation of the Enterprise Registration Certificate or the effective court decision, the Company must convene a General Meeting of Shareholders to pass a resolution to decide on the dissolution.

b. The resolution or decision on the dissolution of the Company must contain the following main contents:

- Name and address of the Company's headquarters;
- Reasons for dissolution;
- Time limit and procedures for contract liquidation and payment of the Company's debts;
- Plan for handling obligations arising from labor contracts;
- Full name and signature of the Chairperson of the Board of Directors.

c. The Board of Directors shall establish a Company Asset Liquidation Committee.

d. Within 07 working days from the date of passage, the resolution or decision on dissolution and the meeting minutes must be sent to the Business Registration Authority, tax authorities, and employees of the Company. The resolution or decision on dissolution must be posted on the National Business Registration Portal and publicly posted at the Company's headquarters, branches, and representative offices.

In case the Company still has unpaid financial obligations, it must send the resolution or decision on dissolution and the debt settlement plan to creditors, persons with related rights, obligations, and interests. The debt settlement plan must include the name and address of the creditor; the debt amount, time limit, location, and method of payment for such debt; and the method and time limit for resolving creditor complaints.

d. The legal representative shall submit the dissolution dossier to the Business Registration Authority within 05 working days from the date of full payment of the Company's debts.

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

1. After the decision on the dissolution of the Company is made, the Board of Directors must establish a Liquidation Committee consisting of 03 members, 02 members appointed by the General Meeting of Shareholders and 01 member 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 costs related to the liquidation shall be prioritized by the Company for payment before other debts of the Company.

2. The Liquidation Committee is responsible for reporting to the Business Registration Authority on the date of establishment and the date of commencement of operations. From that moment, the Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.

3. Proceeds from the liquidation shall be paid in the following order:
  - a. Liquidation expenses;
  - b. Debts for wages, severance pay, social insurance, health insurance, unemployment insurance as prescribed by law, and other benefits of employees under the signed collective labor agreement and labor contracts;
  - c. Tax debts;
  - d. Other debts;
  - d. The remainder after paying all debts from point a to point d above shall be distributed to shareholders.

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

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

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

- a. A shareholder and the Company.
- b. A shareholder and the Board of Directors, the Board of Supervisors, the General Director, or other executives.

The involved parties shall attempt to resolve such disputes through negotiation and conciliation. Except in cases where the dispute involves the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over the dispute resolution and request each party to present information related to the dispute within 15 working days from the date the dispute arises. In case the dispute involves the Board of Directors or the Chairperson of the Board of Directors, any party may request the Head of the Board of Supervisors to appoint an independent expert to act as a mediator for the dispute resolution process.

2. In case a conciliation decision is not reached within six weeks from the commencement of the conciliation process or if the mediator's decision is not accepted by the parties, any party may bring the dispute to a competent Court.

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

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

### **Article 58. Amendments and supplements to the Charter**

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

2. In case there are provisions of law related to the Company's operations that are not mentioned in this Charter or in case there are new provisions of law that differ from the terms in this Charter, those provisions of law shall automatically apply and govern the Company's operations.

## CHAPTER XXI. EFFECTIVE DATE

### Article 59. Effective date.

1. This Charter consists of XXI chapters and 59 articles, amended and passed according to Article 11 of Resolution 02/NQ-SDN/ ĐHCĐ 2026 dated April 22, 2026, of the 2026 Annual General Meeting of Shareholders and replaces the Charter dated April 18, 2025.

2. This Charter is made in seven (7) copies, with equal legal validity:

a. One (01) copy submitted to the Business Registration Authority in accordance with the Law on Enterprises;

b. One (01) copy sent to Sonadezi Corporation.

c. Five (05) copies kept at the Company's headquarters.

3. This Charter is the unique and official Charter of the Company.

4. Copies or extracts of the Company Charter must be signed by the Chairperson of the Board of Directors or the General Director.

This Charter was passed by the General Meeting of Shareholders and assigned to the Company's legal representative to sign and issue in May 18, 2026.

LEGAL REPRESENTATIVE

GENERAL DIRECTOR



Nguyen Duc Nhien