

**DISCLOSURE OF INFORMATION ON THE WEBSITE OF THE STATE
SECURITIES COMMISSION AND HANOI STOCK EXCHANGE**

To: - State Securities Commission;
- Hanoi Stock Exchange.

- Company name: Dong Nai Water Joint Stock Company (Dowaco)
- Head office address: No. 48, Cach Mang Thang 8 Street, Trung Dung Ward, Bien Hoa, Dong Nai.
- Telephone: (0251)3843 316 Fax: (0251)3847 149
- Website: www.dowaco.vn
- Stock code: DNW
- Information disclosure officer: **Nguyen Cao Ha**
- Position: Member of Board of Directors, Deputy Director of the Company.
- Type of information disclosed:
☒ Periodic ☐ 24h ☐ As requested ☐ Other

Details of the information disclosed:

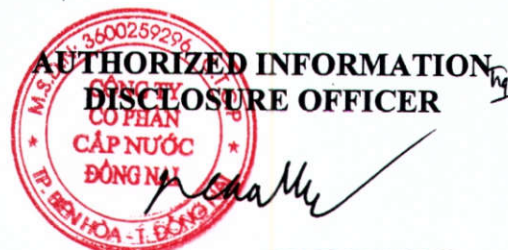
Information Disclosure of Charter of Dong Nai Water Joint Stock Company - Amended and supplemented for the 5th time.

This information is published on the Company's website on..01../...3../2025 at the link <https://dowaco.vn/quan-he-co-dong>.

We hereby commit that the information disclosed above is accurate and take full legal responsibility for its content.

*** Enclosed:**

- Charter of Dong Nai Water Joint Stock Company- Amended and supplemented for the 5th time



Nguyen Cao Ha

TỔNG CÔNG TY SONADEZI
CÔNG TY CỔ PHẦN CẤP NƯỚC ĐỒNG NAI



CHARTER
DONG NAI WATER JOINT STOCK COMPANY
(The 5th revision)

Ngày 28 tháng 02 năm 2025

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CHAPTER I

DEFINITION OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

1. In this Charter, the following terms are construed as follows:

a) "Charter capital" is the total par value of shares sold and is specified in Article 6 of this Charter.

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

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

d) "Managers" include the Chairman of the BOD, members of the BOD and executives.

d) "Executives" means Director, Deputy Director and Chief Accountant.

e) "Family relations" include: wife, husband, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, father-in-law, mother-in-law, biological child, adopted child, son-in-law, daughter-in-law, brother, sister, younger sibling, brother-in-law, sister-in-law, sister-in-law, brother-in-law, sister-in-law, brother-in-law of wife, husband's brother, wife's sister, husband's sister, wife's younger sibling, husband's biological child.

g) "Related person" means an individual or organization specified in Clause 46, Article 4 of the Law on Securities and Clause 23, Article 4 of the Law on Enterprises;

h) "Vietnam" means the Socialist Republic of Vietnam;

i) "Shareholder" is an individual or organization that owns at least one share of the Company.

k) "Common shareholder" means a shareholder owning common shares;

l) "Major shareholder" is a shareholder owning 5% or more of the Company's voting shares;

m) "Parent Company" is Industrial Park Development Corporation (SONADEZI Corporation).

n) "Stock Exchange" means the Vietnam Stock Exchange and its subsidiaries.

o) "Shareholder contact address" is the shareholder's address in the Summary List of Securities Owners provided by the Vietnam Securities Depository and Clearing Corporation at the most recent time.

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

3. The titles (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, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, form, headquarters, branches, representative offices and term of operation of the Company

1. Company Name

- Vietnamese name: CÔNG TY CỔ PHẦN CẤP NƯỚC ĐỒNG NAI
- English name: DONG NAI WATER JOINT STOCK COMPANY
- Abbreviation: DOWACO
- Company Logo:



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

3. The Company's registered office is:

- Address: No. 48, Cach Mang Thang Tam Street, Trung Dung Ward, Bien Hoa City, Dong Nai Province

- Phone: (0251) 3843316

- Fax: (0251) 3847149

E-mail: capnuocdongnai@dowaco.vn

Website: www.dowaco.vn

4. The Company may establish branches and representative offices in the business area to carry out the Company's operational objectives in accordance with the BOD' decisions and within the scope permitted by law. At the time of approval of this Charter, the Company has the following branches:

a) Revenue Management Branch

- Address: No. 48, Cach Mang Thang 8 Street, Trung Dung, Bien Hoa City, Dong Nai Province.

b) Bien Hoa Water Supply Branch

- Address: No. 48, Cach Mang Thang 8 Street, Trung Dung, Bien Hoa City, Dong Nai Province.

c) Long Binh Water Supply Branch

- Address: Group 8, Quarter 9, Tan Bien Ward, Bien Hoa City, Dong Nai Province.

d) Thien Tan Water Supply Branch

- Address: No. 329, Hoang Van Bon Street, Group 2, Quarter 10, Tan Bien Ward, Bien Hoa City, Dong Nai Province.

d) Nhon Trach Water Supply Branch

- Address: No. 327, Hoang Van Bon Street, Group 2, Quarter 10, Tan Bien Ward, Bien Hoa City, Dong Nai Province

e) Thanh Phu Water Supply Branch

- Address: No. 119A, Road 768, Hamlet Vam, Thien Tan Commune, Vinh Cuu District, Province Dong Nai

g) Vinh An Water Supply Branch

- Address: No. 02, Vo Van Tan Street, Group 2, Quarter 1, Vinh An Town, Vinh Cuu district, Dong Nai province.

h) Xuan Loc Water Supply Branch

- Address: Group 1, Zone 7, Gia Ray Town, Xuan Loc District, Dong Nai Province

i) Long Thanh Water Supply Branch

- Address: No. 113, Le Duan Street, Phuoc Hai Area, Long Thanh Town, Long Thanh district, Dong Nai province

5. Except for the case of dissolution under Article 55 of this Charter, the Company operates indefinitely.

Article 3. Legal representative of the Company

1. The company has 01 (one) legal representative. The Director is the legal representative of the Company.

2. Rights and obligations of the legal representative:

a) The legal representative represents the Company in exercising the rights and obligations arising from the Company's transactions, represents the Company as the person requesting settlement of civil matters, plaintiff, defendant, person with related rights and obligations before the Arbitration and Court.

b) The legal representative shall perform the responsibilities under Article 13 of the Law on Enterprises and other rights and obligations as prescribed by current laws.

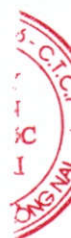
CHAPTER II I

OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY

Article 4. Industry, profession and operational objectives

1. The Company's business lines are:

Status	Industry name	Industry code
1	Water exploitation, treatment and supply. - Exploiting and treating water for urban and industrial use, distributing clean water.	3600 (Main)
2	Mechanical processing; metal treatment and coating: - Manufacture of specialized mechanical products for water industry.	2592
3	Short-term accommodation services: - Hotel business	5510
4	Wholesale of other construction materials and installation equipment - Trading in specialized water equipment and accessories.	4663
5	Related architectural and engineering consultancy activities: - Consulting on structural design of civil and industrial works - Design of water supply works; Design of water supply systems for works; Construction support services; Other design consulting services; Design of drainage works; - Survey, supervise construction and inspect water supply and drainage works ; - Investment project preparation, investment project appraisal; - Construction supervision of civil and industrial works; - Investment project preparation, investment project appraisal ; - Construction supervision of civil and industrial works; - Prepare bidding documents; Evaluate bidding documents; Appraise technical designs; Finalize investment projects; - Investment project management consulting; - Appraisal of bidding documents and estimates - total estimates; - Appraisal of bidding results.	7110
6	Real estate business, land use rights owned, used or leased: - Investing in building urban and industrial park infrastructure. Building and leasing houses. Leasing offices. Real estate business.	6810
7	Production of non-alcoholic beverages, mineral water: - Production of bottled purified water.	1104
8	Construction of other civil engineering works: - Construction of industrial works.	4290
9	Installation of water supply, drainage, heating and air conditioning systems: - Installation of water supply and drainage systems.	4322



10	Construction of public works: - Construction of water supply and drainage works.	4220
11	- Construction of all types of houses: - Construction of civil works.	4100
12	Technical testing and analysis - Check water meter from 15mm to 100mm.	7120
13	Tour Operator	7912
14	Support services related to promotion and organization of tours.	7920
15	Rental of machinery, equipment and other tangible goods without operator	7730

2. The Company's operational objectives are: Mobilizing and using capital in the most effective way; constantly developing resources, improving quality, enhancing competitiveness to satisfy the increasing needs of customers; improving working conditions, stabilizing the lives of employees, ensuring the legitimate interests of shareholders and fulfilling obligations to the State.

Article 5. Scope of business and operations

The Company is permitted to conduct business activities in the fields stated in this Charter, has registered, notified changes of registration contents to the business registration authority and has announced on the National Business Registration Information Portal.

CHAPTER IV CHARTER CAPITAL, SHARES

Article 6. Charter capital and shares

1. The Company's charter capital is 1,200,000,000,000 VND (in words: One thousand two hundred billion VND)

The total charter capital of the Company is divided into 120,000,000 shares with a par value of VND 10,000/share.

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

3. All shares of the Company on the date of adoption of this Charter are common shares.

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

5. Common shares must be offered to existing shareholders in proportion to their ownership of common shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares that shareholders do

not register to buy in full will be decided by the BOD of the Company. The BOD may distribute such shares to subjects under conditions and in a manner that the BOD deems appropriate, but may 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 laws.

7. The Company may issue other types of securities in accordance with the provisions of law.

8. Total shares of all foreign investors own less than 10% of the Company's Charter Capital.

Article 7. Stock certificates

1. Shareholders of the Company are issued stock certificates corresponding to the number of shares and type of shares owned.

2. Shares are securities that confirm the legal rights and interests of the owner to a part of the Company's equity capital. Shares must have full contents as prescribed in Clause 1, Article 121 of the Enterprise Law.

3. Within 30 days from the date of submission of a complete application for transfer of ownership of shares or within 02 months from the date of full payment for the shares or other period specified in the issuance plan, shareholders shall be issued a share certificate. Shareholders shall not have to pay the Company the cost of printing the share certificate.

4. In case a share certificate is lost, damaged or otherwise destroyed, the shareholder shall be reissued a share certificate by the Company upon the shareholder's request. The shareholder's request must include the following contents:

a) Information about shares that have been lost, damaged or destroyed in any other way;

b) Commit to take responsibility for disputes arising from the re-issuance of new shares.

Article 8. Other securities certificates

Bond certificates or other securities certificates issued by the Company shall be signed by the legal representative and sealed by the Company.

Article 9. Transfer of shares

1. All shares are freely transferable unless otherwise provided by this Charter and the law. The Company's shares have been registered for trading on the Stock Exchange, and transfers shall be made in accordance with the provisions of the law on securities and the securities market.

2. Shares that have not been fully paid for cannot be transferred and cannot



enjoy related rights 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, the heir according to the will or according to the law of that shareholder shall be a shareholder of the Company. In case the shares of a shareholder who is an individual dies without an heir, the heir refuses to receive the inheritance or is deprived of the right to inherit, the shares shall be resolved in accordance with the provisions of the civil law.

4. Shareholders have the right to donate part or all of their shares to others; use shares to pay debts. In this case, the person who receives the gift or debt payment in shares will be a shareholder of the Company after completing the transfer procedures according to the provisions of this Charter and relevant laws.

CHAPTER V MANAGEMENT ORGANIZATION STRUCTURE

Article 10. Management structure

The Company's management structure includes:

1. General meeting of shareholders;
2. BOD;
3. Supervisory Board;
4. Director.

CHAPTER VI SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 11. Shareholders' rights

1. Common shareholders have the following rights:

a) Attend and speak at the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative or in other forms as prescribed by the Company's internal regulations on corporate governance, this Charter and the law; Each common share has one vote;

b) Receive dividends at the level decided by the General Meeting of Shareholders;

c) Be given priority to purchase newly offered shares corresponding to the ratio of common shares owned by each shareholder;

d) Freely transfer his/her shares to others, except for the case specified in

Clause 2, Article 9 of this Charter;

d) Review, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of incorrect information.

e) Review, look up, extract or copy the Company Charter, minutes of the Shareholders' Meeting and Resolutions of the Shareholders' Meeting;

g) When the Company is dissolved or bankrupt, receive a portion of the remaining assets corresponding to the percentage of shares owned in the Company;

h) Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;

i) Be treated equally;

k) Have full access to periodic and irregular information published by the Company in accordance with the provisions of law;

l) To protect their legitimate rights and interests; to request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the BOD in accordance with the provisions of the Law on Enterprises;

m) Other rights as prescribed by law and this Charter.

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

a) Request the BOD to convene a General Meeting of Shareholders in case the BOD seriously violates the rights of shareholders, the obligations of managers or makes decisions beyond the assigned authority and according to Clause 3, Clause 4, Article 13 of this Charter.

b) Review, look up, and extract the minutes and resolutions and decisions of the BOD, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions that must be approved by the BOD and other documents, except for documents related to the Company's trade secrets and business secrets;

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

d) Propose issues to be included in the agenda of the General Meeting of

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Shareholders according to Clause 4, Article 16 of this Charter;

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

3. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate people to the BOD and the Supervisory Board according to the corresponding provisions in Clause 2, Article 24 and Clause 2, Article 34 of this Charter. Common shareholders forming a group to nominate people to the BOD and the Supervisory Board 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

Common shareholders have the following obligations:

1. Be responsible for the debts and other financial obligations of the Company within the scope of the capital contributed to the Company;

2. The capital contributed in common shares must not be withdrawn from the Company in any form, except in cases where the Company or another person buys back the shares; In case a shareholder withdraws part or all of the contributed capital contrary to the provisions of this clause, that shareholder and the person with related interests in the Company must be jointly responsible for the debts and other property obligations of the Company within the value of the withdrawn shares and any damages incurred;

3. Comply with the Company's Charter and regulations; implement resolutions and decisions of the General Meeting of Shareholders and the BOD;

4. Keep confidential the information provided by the Company according to the provisions of this Charter and the law, only use the information provided to exercise and protect one's legitimate rights and interests; strictly prohibit the dissemination or copying or sending of information provided by the Company to other organizations or individuals;

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

a) Attend and vote directly at the meeting;

b) Authorize another person to attend and vote at the meeting;

c) Attend and vote via online conference, electronic voting or other electronic form;

d) Send voting ballots to the meeting via mail, fax, or email;

6. Be personally responsible when performing one of the following acts on behalf of the Company in any form:

a) Violation of the law;

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

c) Pay off debts that are not due in the face of possible financial risks to the Company,

7. Perform other obligations as prescribed by law and this Charter.

Article 13. General meeting of shareholders

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders meets annually once a year and within 04 months from the end of the fiscal year. The BOD decides to extend the annual General Meeting of Shareholders if necessary, but not more than 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 of the General Meeting of Shareholders is determined to be the place where the chairperson attends the meeting and must be in Vietnam.

2. The BOD shall convene the Annual General Meeting of Shareholders and select a suitable location. The Annual General Meeting of Shareholders shall decide on matters as prescribed by law and this Charter, especially approving the audited annual financial statements. In case the Audit Report of the Company's annual financial statements contains material exceptions, contrary audit opinions or rejections, the Company must invite a representative of the auditing organization that audited the Company's financial statements to attend the Annual General Meeting of Shareholders.

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

- a) The BOD deems it necessary for the benefit of the Company;
- b) The number of remaining members of the BOD and the Supervisory Board is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 11 of this Charter; the request to convene a meeting of the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders or the request must be made in multiple copies and must include sufficient signatures of the relevant shareholders;
- d) At the request of the Supervisory Board;
- d) Other cases as prescribed by law and this Charter.

4. Convening an extraordinary meeting of shareholders:

- a) The BOD must convene the General Meeting of Shareholders within 30 days from the date the number of remaining members of the BOD or members of the Supervisory Board is as prescribed in Point b, Clause 3 of this Article or from the date of receipt of the request prescribed in Point c and Point d, Clause 3 of this Article;

b) In case the BOD fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, within the next 30 days, the Supervisory Board must replace the BOD in convening the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;

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

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting and making decisions of the General Meeting of Shareholders. All 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 discusses and approves the following issues:

- a) The company's annual business plan;
- b) Audited annual financial statements;
- c) Report of the BOD on the management and performance of the BOD and each member of the BOD;
- d) Report of the Supervisory Board on the company's business results, performance of the BOD and Director;
- d) Self-assessment report on the performance of the Supervisory Board and each member of the Supervisory Board;
- c) Dividend level for each share of each type.

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

- a) Approving the Company's development orientation;
- b) Decide on the type of shares and the total number of shares of each type that can be offered for sale;
- c) Elect, dismiss, remove members of the BOD and members of the

Supervisory Board;

d) Decision to invest or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;

d) Decision to amend and supplement the Company Charter;

e) Decision to buy back more than 10% of total sold shares of each type:

g) Review and handle violations by members of the BOD and members of the Supervisory Board that cause damage to the Company and its shareholders;

h) Decision to reorganize and dissolve the Company;

i) Decide on the budget or total remuneration, bonuses and other benefits for the BOD and the Supervisory Board;

k) Approve the internal regulations on corporate governance, the operating regulations of the BOD, and the operating regulations of the Supervisory Board;

1) Approve the list of independent auditing organizations to audit the Company's Financial Statements; decide on an independent auditing organization to inspect the Company's operations, and dismiss independent auditors when deemed necessary;

m) Signing of contracts and transactions as prescribed in Clause 5, Article 43 of this Charter;

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

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

Article 15. Authorized representative

1. Authorized representative of a shareholder that is an organization.

a) Shareholders who are organizations must authorize an individual representative according to the following regulations:

- Shareholders owning less than 10% of total shares can only authorize 01 representative.

- Shareholders owning from 10% to less than 20% of total shares can authorize up to 02 representatives.

- Shareholders owning from 20% to less than 30% of total shares can authorize up to 03 representatives.

- Shareholders owning from 30% to less than 40% of total shares can authorize up to 04 representatives.

- Shareholders owning from 40% to less than 50% of total shares can authorize up to 05 representatives.

- Shareholders owning from 50% to less than 60% of total shares can authorize up to 06 representatives.



- Shareholders owning 60% or more of total shares can authorize up to 07 representatives.

b. In case a shareholder is an organization and appoints multiple authorized representatives, the number of shares for each representative must be specifically determined. In case the shareholder does not determine the corresponding number of shares for each authorized representative, the number of shares will be divided equally among the number of authorized representatives.

c) The document appointing an authorized representative must be notified to the Company and is only effective for the Company from the date the Company receives the document. The document appointing an authorized representative must include the following main contents:

- Name, business registration number, head office address of shareholder;
- Number of authorized representatives and corresponding share ownership ratio and capital contribution of each authorized representative;
- Full name, contact address, nationality, legal document number of each authorized representative;
- The corresponding authorization period of each authorized representative; clearly stating the date of commencement of representation;
- Full name and signature of the shareholder's legal representative and of the authorized representative.

d) The authorized representative must have the following qualifications and conditions:

- Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;

- A shareholder that is a state-owned enterprise as prescribed in Point b, Clause 1, Article 88 of the Law on Enterprises is not allowed to appoint a person who has a family relationship with the enterprise manager and the person with the authority to appoint the enterprise manager as an authorized representative at the Company.

2. Authorization to attend the General Meeting of Shareholders

a) Shareholders and authorized representatives of organizational shareholders may directly attend the meeting or authorize one or more other individuals or organizations to attend the meeting or attend the meeting 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 the General Meeting of Shareholders as prescribed in Point a, Clause 2 of this Article must be made in writing. The authorization document shall be made in accordance with the provisions of civil law and must clearly state the authorizing shareholder, the name of the authorized individual or organization,

the number of authorized shares, the content of the authorization, the scope of authorization, the duration of authorization, and the signatures of the authorizing party and the authorized party.

The person authorized to attend the General Meeting of Shareholders must present a power of attorney when registering to attend the meeting. In case of re-authorization, the person attending the meeting must also present the original power of attorney of the shareholder or the authorized representative of the shareholder being an organization (if not previously registered with the Company).

c) The voting ballot of the person authorized to attend the meeting within the scope of authorization remains valid when one of the following cases occurs:

- The authorized person has died, has limited civil capacity or has lost civil capacity;
- The principal has revoked the authorization;
- The principal has revoked the authority of the person performing the authorization .

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

Article 16. Convening, meeting agenda and notice of General Meeting of Shareholders

1. The BOD convenes the annual and extraordinary General Meeting of Shareholders or the extraordinary General Meeting of Shareholders is convened in accordance with the cases specified 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 invitation to the General Meeting of Shareholders; The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;
- b) Prepare agenda and content of the General Meeting of Shareholders;
- c) Prepare documents for the General Meeting of Shareholders;
- d) Draft resolution of the General Meeting of Shareholders according to the expected content of the meeting;
- d) Determine the time and place of the meeting;



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

g) Other work serving the meeting.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures that it reaches the shareholders' contact addresses, and shall be published on the Company's website, the State Securities Commission, and the Stock Exchange. The person convening the General Meeting of Shareholders shall send the notice of invitation to all shareholders on the List of Shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (calculated from the date the notice is validly sent or transmitted). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be posted on the Company's website. The notice shall clearly state the link to all meeting documents for shareholders to access, including:

a) Meeting agenda and documents used in the meeting;

b) List and detailed information of candidates in case of election of members of the BOD and members of the Supervisory Board;

c) Voting ballot;

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

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

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

a) The proposal is sent not as prescribed in Clause 4 of this Article;

b) At the time of the proposal, the shareholder or group of shareholders does not hold 5% or more of common shares as prescribed in Clause 2, Article 11 of this Charter;

c) The proposed issue is not within the scope of decision-making authority of the General Meeting of Shareholders;

d) Other cases as prescribed by law and this Charter.

6. The person convening the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and content of the meeting, except for the case specified in Clause 5 of this Article. The proposal shall be officially added to the agenda and content of

the meeting if approved by the General Meeting of Shareholders.

Article 17. Conditions for holding a General Meeting of Shareholders

1. The General Meeting of Shareholders is held when the number of shareholders attending the meeting represents more than 50% of the total number of votes of the Company.

2. Within 30 minutes from the time of the meeting opening, if the meeting does not meet the conditions for proceeding as prescribed in Clause 1 of this Article, a second meeting invitation shall be sent within 30 days from the date of the first meeting. The second meeting of the General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents at least 33% of the total number of votes of the Company.

3. Within 30 minutes from the scheduled opening time of the meeting, if the second meeting is not eligible to be held as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the scheduled date of the second meeting. In this case, the meeting of the General Meeting of Shareholders shall be held regardless of the total number of votes of the shareholders attending the meeting.

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 procedure of registering shareholders attending the meeting and must continue to register until all shareholders entitled to attend the meeting present have registered.

2. When registering to attend the meeting, shareholders or shareholders' representatives are given a voting card and a ballot on which the registration number, full name of the shareholder or full name of the shareholder's representative and the number of votes of that shareholder are recorded. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by voting for approval, disapproval and no opinion. When voting at the meeting, shareholders raise their voting cards and mark the corresponding box on the ballot. After collecting and counting the ballots, the total number of votes of approval, disapproval, no opinion from voting or invalid for each issue is announced by the chairman before the end of the meeting.

3. Shareholders or authorized persons who arrive after the meeting has opened may still register and have the right to vote immediately after registration: in this case, the validity of the previously voted contents remains unchanged.

4. The election of the chairman, secretary and ballot counting board is regulated as follows:

a) The Chairman of the BOD shall chair or authorize another member of the BOD to chair the General Meeting of Shareholders convened by the BOD. In

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case the Chairman is absent or temporarily unable to work, the remaining members of the BOD shall elect one of them to chair the meeting according to the majority principle. In case no one can be elected as the chair, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect the meeting chair from among the attendees and the person with the highest number of votes shall chair the meeting;

b) Except for the case specified in Point a, Clause 4 of this Article, the person who signs the summons for the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect the meeting chairperson and the person with the highest number of votes shall chair the meeting;

c) The chairperson appoints one or more people to act as meeting secretaries;

d) The General Meeting of Shareholders elects one or more people to the vote counting board at the request of the meeting chairperson.

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

6. The person convening or chairing 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 reflecting the wishes of the majority of attendees, including:

a) Require all meeting attendees to submit to inspection or other reasonable, legal security measures;

b) Request competent authorities to maintain order at the meeting; expel those who do not comply with the chairman's authority, intentionally disrupt order, prevent the normal progress of the meeting or do not comply with security check requirements from the General Meeting of Shareholders;

c) Seating arrangement at the venue of the General Meeting of Shareholders;

d) Ensure safety for everyone present at meeting locations;

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

7. The Chairman has the right to postpone a General Meeting of Shareholders with a sufficient number of registered attendees for no more than 03 working days from the date of the scheduled opening of the meeting and may only postpone the meeting or change the meeting location in the following cases:

a) The meeting location does not have enough convenient seating for all attendees;

b) The media at the meeting location does not ensure that shareholders attending the meeting can participate, discuss and vote;

c) There are attendees who obstruct or disrupt the meeting, creating a risk of preventing the meeting from being conducted fairly and legally.

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

9. The online General Meeting of Shareholders shall be held in accordance with the provisions of 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 within its authority by voting at a meeting or by obtaining 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) Approval of audited annual financial statements;
- b) Company development plan
- c) Elect, dismiss, remove members of the BOD and the Supervisory Board;
- d) Reorganization and dissolution of the Company,

Article 20. Conditions for passing resolutions of the General Meeting of Shareholders

1. Resolutions of the General Meeting of Shareholders on the following contents shall be passed if approved by at least 65% of the total votes of all shareholders attending and voting at the meeting:

- a) Type of shares and total number of shares of each type offered for sale;
- b) Change of industry, profession and business line;
- c) Change in management structure;
- d) Investment project 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;
- e) Reorganize and dissolve the Company.

2. Voting to elect members of the BOD and the Supervisory Board 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 votes of all shareholders attending and voting at the meeting.



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

Article 21. Authority and procedures for obtaining shareholders' written opinions to pass resolutions of the General Meeting of Shareholders

1. The BOD has the right to obtain written opinions from shareholders to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except for the case specified in Clause 2, Article 19 of this Charter.

2. The BOD shall prepare the voting ballot, draft resolution of the General Meeting of Shareholders and documents explaining the draft resolution and send them to all shareholders with voting rights at least 10 days before the deadline for returning the voting ballot. The preparation of the list of shareholders to send the voting ballot shall be carried out in accordance with Point a, Clause 2, Article 16 of this Charter. The requirements and method of sending the voting ballot and accompanying documents shall be carried out in accordance with Clause 3, Article 16 of this Charter, except for the time requirement.

3. The opinion form must have the following main contents:

a) Name, head office address, and company code

b) Purpose of collecting opinions;

c) Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders or full name, contact address, nationality, legal document number of the individual for the representative of the organizational shareholder; number of shares of each type and number of votes of the shareholder

d) Issues requiring consultation for approval;

d) Voting options include approval, disapproval and no opinion on each issue for which opinions are sought;

e) Deadline for returning completed opinion forms to the Company;

g) Full name and signature of the Chairman of the BOD.

4. Shareholders may send completed ballots to the Company by mail, fax or email according to the following provisions:

a) In case of sending by mail, the answered opinion form must be signed by the individual shareholder, the authorized representative or the legal representative of the shareholder being an organization. The opinion form sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;

b) In case of sending by fax or email, the opinion form sent to the

Company must be kept confidential until the time of vote counting;

c) Voting forms sent to the Company after the deadline specified in the voting form or opened in the case of mailing and disclosed in the case of faxing or emailing are invalid. Voting forms that are not returned are considered as non-voting forms.

5. The BOD shall count the votes and prepare a vote counting record under the witness of the Supervisory Board or of shareholders who do not hold management positions in the Company. The vote counting record must contain the following main contents:

- a) Name, head office address, and company code;
- b) Purpose and issues to be consulted to pass the resolution;
- c) Number of shareholders with total number of votes participated in voting, in which distinguishing between valid and invalid votes and method of sending votes, with appendix of list of shareholders participating in voting;
- d) Total number of votes in approval, disapproval and no opinion on each issue;
- d) Issues passed and corresponding percentage of votes passed;
- e) Full name and signature of the Chairman of the BOD, the vote counter and the vote counting supervisor.

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

6. The vote counting minutes and resolutions must be published on the Company's website within 24 hours from the end of the vote counting and information disclosure in accordance with the law on the securities market.

7. The completed ballots, the vote counting minutes, the full text of the passed resolution and related documents attached to the ballots must all be kept at the Company's head office.

8. Resolutions on the following contents shall be passed by way of obtaining written opinions of shareholders when approved by shareholders holding at least 65% of the total number of votes of all shareholders with voting rights:

- a) Type of shares and total number of shares of each type offered for sale;
- b) Change of business line and field;
- c) Change in management structure;
- d) Investment project or sale of assets with value of 35% or more of the



asset value recorded in the Company's most recent financial statements;

c) Reorganize and dissolve the Company;

9. Except for the contents specified in Clause 8 of this Article, resolutions on other contents passed by way of collecting shareholders' opinions in writing must be approved by shareholders holding more than 50% of the total number of votes of all shareholders with voting rights.

10. Resolutions passed by way of obtaining written opinions of shareholders in accordance with this Article shall have the same validity as resolutions passed at the General Meeting of Shareholders.

Article 22. Resolutions and Minutes of Shareholders' Meeting

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

a) Name, head office address, and company code;

b) Time and place of the General Meeting of Shareholders;

c) Meeting agenda and content;

d) Full name of chairman and secretary:

d) Summarize the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;

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

g) Total number of votes for each voting issue, clearly stating the voting method, total number of valid, invalid, approving, disapproving and no opinion votes, and corresponding percentage of the total number of votes of shareholders attending the meeting;

h) Issues passed and corresponding percentage of votes passed ;

i) Full name and signature of the chairperson and secretary; In case the chairperson and secretary refuse to sign the meeting minutes, the minutes shall be valid if signed by all other members of the BOD attending the meeting and contain all the contents as prescribed in this clause; The meeting minutes shall clearly state the refusal of the chairperson and secretary to sign the meeting minutes.

2. Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairman and secretary of the meeting or other persons signing the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. Resolutions, Minutes of the General Meeting of Shareholders, all

documents attached to the Minutes (if any) and relevant documents attached to 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 stock market.

4. Resolutions, Minutes of the General Meeting of Shareholders, appendix of list of shareholders registered to attend the meeting with shareholders' signatures, authorization letter to attend the meeting, all documents attached to the Minutes (if any) and related documents attached to the meeting invitation must be kept at the Company's head office.

Article 23. Request to cancel resolution of General Meeting of Shareholders

Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of the vote counting to collect opinions of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 11 of this Charter has the right to request the Court or Arbitration to review and cancel the resolution or 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 specified 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 (BOD)

Article 24. Candidacy and nomination of members of the BOD

1. In case the BOD candidates 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. The BOD candidates must have a written commitment to the honesty and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully and in the best interests of the Company if elected as a member of the BOD. Information related to the BOD candidates to be disclosed includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work process;
- d) Other management positions (including positions on the BOD of other



companies);

d) Benefits related to the Company and its related parties;

e) Information about companies in which the candidate holds the position of Board member, other management positions and related interests to the company of the BOD candidate (if any).

2. Shareholders have the right to pool their voting rights to nominate candidates for the BOD. Shareholders or groups of shareholders holding from 10% to less than 20% of the total number of shares with voting rights may nominate 01 candidate; from 20% to less than 30% may nominate up to 02 candidates; from 30% to less than 40% may nominate up to 03 candidates; from 40% to less than 50% may nominate up to 04 candidates; from 50% to less than 60% may nominate up to 05 candidates; from 60% to less than 65% may nominate up to 06 candidates; from 65% or more may nominate up to 07 candidates.

3. In case the number of candidates approved for nomination and candidacy by the BOD is still not enough as required under Clause 1, Article 25 of this Charter, the incumbent BOD shall introduce additional candidates. The nomination of additional candidates by the incumbent BOD must be clearly announced before the General Meeting of Shareholders votes to elect members of the BOD.

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

a) Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;

b) Have professional qualifications and experience in business administration or in the Company's business fields, industries and professions and do not necessarily have to be a shareholder of the Company;

c) Can only be a member of the Board of Directors at a maximum of 05 other companies at the same time;

d) Must not be a relative of:

- Director and other managers of the Company;

- Manager, person with authority to appoint manager of Parent Company.

Article 25. Composition and term of the BOD

1. The number of members of the BOD is 07 people.

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

3. The composition of the BOD must ensure that at least one-third (1/3) of the total number of BOD members are non-executive members.

4. Dismissal, removal, replacement and addition of members of the BOD:

a) The General Meeting of Shareholders shall dismiss a member of the BOD in case that member does not meet the standards and conditions according to Clause 4, Article 24 of this Charter or submits a resignation letter and it is accepted;

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

c) When deemed necessary, the General Meeting of Shareholders shall decide to replace, dismiss or remove members of the BOD, other than in the cases specified in Point a and Point b, Clause 4 of this Article;

d) The BOD must convene a meeting of the General Meeting of Shareholders to elect additional members of the BOD when the number of members of the BOD is reduced by more than one-third (1/3) compared to the number of members specified in this Charter. In this case, the BOD must convene a meeting of the 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 specified in Point d of this Clause, the General Meeting of Shareholders shall elect new members to replace members of the BOD who have been dismissed or removed at the most recent meeting.

Article 26. Powers and obligations of the BOD

1. The BOD is the Company's management body, with full authority to decide and exercise the Company's rights and obligations on behalf of the Company, except for the rights and obligations of the General Meeting of Shareholders.

2. The rights and obligations of the BOD are stipulated by law, this Charter and the General Meeting of Shareholders. Specifically, the BOD has the following rights and obligations:

a) Decide on the Company's strategy, medium-term development plan and annual business plan;

b) Propose the type of shares and the total number of shares of each type that can be offered for sale;

c) Decision to sell unsold shares within the number of shares allowed to be offered for sale of each type; decision to raise additional capital in other forms;

d) Decide on the selling price of the Company's shares and bonds;

d) Decision to repurchase 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 purchase, sale, loan, lending contracts and other contracts and transactions with a value equal to or greater than 10% of the total asset value recorded in the Company's most recent financial statements, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 14 and Clause 5, Article 43 of this Charter;
- i) Elect, dismiss, remove the Chairman of the BOD; appoint, dismiss, sign contracts, terminate contracts, decide on salaries, bonuses and other benefits of the Director and other executives; appoint representatives of the Company's capital at other enterprises, decide on bonuses and other benefits of these people;
- k) Supervise and direct the Director and other executives 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 the 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, representative offices; decide on capital contribution and purchase of shares of other enterprises;
- m) Approve the agenda and content of documents serving the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;
- n) Submit audited annual financial statements to the General Meeting of Shareholders;
- o) Propose dividend payment levels; decide on the time limit and procedures for paying dividends or handling losses arising during business operations;
- p) Proposing the reorganization and dissolution of the Company; requesting the bankruptcy of the Company;
- q) Decide to promulgate the BOD' Operating Regulations and the Company's internal regulations on corporate governance after being approved by the General Meeting of Shareholders;
- r) Other rights and obligations as prescribed by law and this Charter.

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

Article 27. Remuneration, salary, bonus and other benefits of members of the BOD

1. The Company has the right to pay salaries, remuneration and bonuses to members of the BOD based on business results and efficiency.

2. Non-professional members of the BOD shall receive remuneration from the remuneration fund of non-professional managers as decided by the General Meeting of Shareholders.

3. The full-time Chairman of the BOD is paid a salary. The salary of the full-time Chairman of the BOD is proposed by the BOD and decided by the General Meeting of Shareholders.

4. Members of the BOD receive bonuses from the manager's bonus fund decided by the General Meeting of Shareholders based on the results of production and business activities. The bonus level for the Chairman and each member is decided by the BOD.

5. The salary of the Chairman of the BOD and the remuneration of each member of the BOD shall be included in the Company's business expenses in accordance with the provisions of the law on corporate income tax, shall be shown as a separate item in the Company's annual financial statements and shall be reported to the General Meeting of Shareholders at the annual meeting.

6. A member of the BOD holding an executive position or a member of the BOD serving on subcommittees of the BOD or performing other tasks beyond the scope of the normal duties of a member of the BOD may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profits or in other forms as decided by the BOD.

7. Members of the BOD are entitled to be reimbursed for all travel, accommodation, meals and other reasonable expenses they have incurred in performing their responsibilities as members of the BOD, including expenses incurred in attending meetings of the General Meeting of Shareholders or the BOD or subcommittees of the BOD.

Article 28. Chairman of the BOD

1. The Chairman of the BOD is elected, dismissed, or removed from office by the BOD from among the members of the BOD.

2. The Chairman of the BOD may not concurrently hold the position of Director.

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

- a) Develop programs and plans for the BOD' activities;
- b) Prepare agenda, content, and documents for meetings; convene, chair and preside over meetings of the BOD;
- c) Organize the adoption of resolutions and decisions of the BOD;
- d) Supervise the implementation of resolutions and decisions of the BOD;
- d) Chair the General Meeting of Shareholders;
- e) Other rights and obligations under the Law on Enterprises and this Charter.

4. In case the Chairman of the BOD submits a resignation or is dismissed or removed from office, the BOD must elect a replacement within ten (10) days from the date of receipt of the resignation or dismissal or removal.

5. In case the Chairman of the BOD is absent or unable to perform his/her duties, he/she must authorize in writing the another member to exercise the rights and obligations of the Chairman of the BOD. In case there is no authorized person or the Chairman of the BOD dies, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, has fled from his/her place of residence, has limited or lost civil capacity, has difficulty in cognition, controlling his/her behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work, the remaining members shall elect one of the members to hold the position of Chairman of the BOD according to the principle of majority approval of the remaining members until a new decision of the BOD is made.

Article 29. Meetings of the BOD

1. The first meeting of the term of the BOD to elect the Chairman must be held within 07 working days from the date of completion of the election of the BOD for that term. This meeting is convened by the member with the highest number of votes. In case more than 01 member has the same number of votes, the members shall vote by majority to select 01 of them to convene the meeting of the BOD.

2. The BOD must meet at least once a quarter and may hold extraordinary meetings.

3. The Chairman of the BOD convenes a meeting of the BOD in the following cases:

- a) At the request of the Supervisory Board;
- b) At the request of the Director or at least 05 other managers;
- c) Requested by at least 02 members of the BOD.

4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed and decisions within the authority of the BOD.

5. The Chairman of the BOD must convene a meeting of the BOD within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. In case the meeting of the BOD is not convened as requested, the Chairman of the BOD shall be responsible for any damage caused to the Company; the person making the request has the right to replace the Chairman of the BOD in convening a meeting of the BOD.

6. The Chairman of the BOD or the person convening the BOD meeting must send a meeting invitation at least 03 working days before the meeting date. The meeting invitation must specify the time and location of the meeting, the

agenda, the issues to be discussed and decided. The meeting invitation must be accompanied by documents used at the meeting and the members' voting ballots. The BOD meeting invitation can be sent by invitation, telephone message, email, fax or other electronic means and must be guaranteed to reach the contact address of each member of the BOD registered with the Company.

7. The Chairman of the BOD or the convener shall send the meeting invitation and accompanying documents to the members of the Supervisory Board as to the members of the BOD. Members of the Supervisory Board have the right to attend meetings of the BOD; have the right to discuss but not to vote.

8. A meeting of the BOD shall be held when three-quarters (3/4) or more of the total number of members attend the meeting. In case the meeting convened in accordance with the provisions of this clause does not have the required number of members, it shall be convened for the second time within 07 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the BOD attend the meeting.

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

- a) Attend and vote directly at the meeting;
- b) Authorize another person to attend the meeting and vote as prescribed in Clause 11 of this Article;
- c) Attend and vote via online conference, electronic voting or other electronic form;
- d) Send voting ballots to the meeting via mail, fax, or email.

10. In case of sending voting ballots to the meeting by mail, the voting ballots must be contained in a sealed envelope and must be delivered to the Chairman of the BOD at least 01 hour before the opening. The voting ballots may only be opened in the presence of all attendees.

11. Members must attend all BOD meetings. Members may authorize others to attend meetings and vote if approved by a majority of BOD members.

12. The BOD shall pass resolutions and decisions by voting at meetings or by obtaining written opinions. Each member of the BOD shall have one vote. Resolutions and decisions of the BOD shall be passed if approved by the majority of members; in case of equal votes, the final decision belongs to the side with the opinion of the Chairman of the BOD.

Article 30. Person in charge of corporate governance

1. The BOD must appoint at least 01 person in charge of corporate governance to support corporate governance. The person in charge of corporate governance may concurrently hold the position of Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must not concurrently



work for the auditing organization that is auditing the Company's financial statements.

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

a) Advise the BOD on organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;

b) Prepare meetings of the BOD, Supervisory Board and General Meeting of Shareholders at the request of the BOD or Supervisory Board;

c) Advise on meeting procedures;

d) Attend meetings;

d) Consulting on procedures for preparing resolutions of the BOD in accordance with legal provisions;

e) Provide financial information, copies of BOD meeting minutes and other information to BOD members and Supervisory Board members;

g) Monitor and report to the BOD on the Company's information disclosure activities;

h) Be the point of contact with stakeholders;

i) Keep information confidential in accordance with the provisions of law and this Charter,

CHAPTER VIII DIRECTORS, OTHER EXECUTIVES

Article 31. Organization of management apparatus

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

Article 32. Company Executives

1. Upon the request of the Director and with the approval of the BOD, the Company may recruit other executives with the number and qualifications appropriate to the Company's management structure and regulations as prescribed by the BOD. The Company's executives must be responsible for supporting the Company in achieving its objectives in operations and organization.

2. The Director is paid salary and bonus. The Director's salary and bonus

are decided by the BOD.

3. The salary of the executive is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 33. Appointment, dismissal, duties and powers of the Director

1. The BOD shall appoint a member of the BOD or another person as Director.

2. The Director is the person who runs the daily business of the Company; is supervised by the BOD; is responsible to the BOD and before the law for the implementation of assigned rights and obligations.

3. The term of the Director is 05 years and can be reappointed for an unlimited number of terms.

4. The Director must meet the following standards and conditions:

a) Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;

b) Must not be a relative of:

- Manager, member of the Supervisory Board of the parent company;
- Manager, member of the Company's Supervisory Board;
- Representative of state capital at the parent company;
- Representative of the parent company's capital at the Company,

c) Have professional qualifications and experience in business administration of the Company.

5. The Director has the following rights and obligations:

a) Decide on matters related to the Company's daily business operations that are not under the authority of the BOD;

b) Organize the implementation of resolutions and decisions of the BOD;

c) Organize the implementation of the Company's business plan and investment plan ;

d) Proposing organizational structure plan and internal management regulations of the Company;

d) Appoint, dismiss, remove Heads and Deputy Heads of units under the Company , except for positions under the authority of the BOD;

e) Decide on salaries and other benefits for employees in the Company, including officers under the appointment authority of the Director;

g) Labor recruitment;

h) Proposing plans to pay dividends or handle business losses;

i) Other rights and obligations as prescribed by law, this Charter and resolutions and decisions of the BOD.

6. The BOD may dismiss the Director when the majority of the BOD with voting rights present at the meeting agree and appoint a new Director to replace him.

CHAPTER IX SUPERVISORY BOARD

Article 34. Candidacy and nomination of members of the Supervisory Board

1. The determination of candidates for the Supervisory Board and the disclosure of information shall be carried out similarly to the provisions in Clause 1, Article 24 of this Charter.

2. Shareholders have the right to aggregate their voting rights to nominate candidates for the Supervisory Board. Shareholders or groups of shareholders holding from 10% to less than 25% of the total number of shares with voting rights may nominate 01 candidate; from 25% to less than 50% may nominate up to 02 candidates; from 50% or more may nominate up to 03 candidates.

3. In case the number of candidates for the Supervisory Board through nomination and candidacy is not sufficient, the incumbent Supervisory Board may nominate additional candidates. The nomination of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board.

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

a) Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises;

b) Trained in one of the following majors: economics, finance, accounting, auditing, law, business administration or majors suitable for the business activities of the enterprise;

c) Must not be a relative of:

- Members of the BOD, General Director and other managers of the Parent Company;

- Members of the BOD, Directors and other managers of the Company;

- Representative of state capital at the parent company;

- Representative of the parent company's capital at the Company.

d) Not a manager of the Company; not necessarily 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 the independent auditing company that audited the Company's financial statements in the previous 3 consecutive years .

Article 35. Composition and term of the Supervisory Board

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

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

- a) No longer meets the standards and conditions to be a member of the Supervisory Board as prescribed in Clause 4, Article 34 of this Charter;

- b) Have a resignation letter and it is accepted.

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

- a) Failure to complete assigned tasks and work:

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

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

- d) Other cases according to the resolution of the General Meeting of Shareholders.

Article 36. Chief of the Supervisory Board

1. The Chief of the Supervisory Board is elected by the Supervisory Board from among its members; the election, dismissal, and removal are based on the majority principle. The Supervisory Board must have more than half of its members permanently residing in Vietnam. The Chief of the Supervisory Board must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the Company's business activities.

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

- a) Convene the Supervisory Board meeting;

- b) Request the BOD, Director and other executives to provide relevant information to report to the Supervisory Board;

- c) Prepare and sign the report of the Supervisory Board after consulting with the BOD to submit to the General Meeting of Shareholders.

Article 37. Rights and obligations of the Supervisory Board

The Supervisory Board has the following rights and obligations:

1. Supervise the BOD, Director and other executives in managing and operating the company, supervise the financial situation of the Company; be responsible to shareholders for his/her supervision activities;

2. Check the reasonableness, legality, honesty and level of prudence in management and operation of business activities; the systematicity, consistency and appropriateness of accounting, statistics and financial reporting;

3. Appraise the completeness, legality and honesty of the Company's business situation report, annual and semi-annual financial statements, management assessment reports of the BOD and submit the appraisal report at the annual General Meeting of Shareholders; Review and make recommendations on contracts and transactions with related parties under the approval authority of the BOD 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. Review the Company's accounting books, accounting records and other documents, the Company's management and operation when deemed necessary or according to the resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 11 of this Charter;

6. Conduct the inspection within 07 working days from the date of receipt of the request of the shareholder or group of shareholders as prescribed in Clause 2, Article 11 of this Charter; Within 15 days from the date of completion of the inspection, report to the BOD and the shareholder or group of shareholders with the request on the issues requested for inspection; The inspection prescribed in this Clause must not hinder the normal operation of the BOD and must not interrupt the Company's business operations;

7. Propose to the BOD or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure for management, supervision, and operation of the company's business activities;

8. Upon discovering any violation of the law or this Charter by a member of the BOD, Director or other executive, the Supervisory Board must notify the BOD in writing within 48 hours, requesting the violator to stop the violation and take measures to remedy the consequences;

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

10. Use independent consultants and the Company's internal audit department to perform assigned tasks;

11. The BOD may be consulted before submitting reports, conclusions and recommendations to the General Meeting of Shareholders;

12. Propose and recommend the General Meeting of Shareholders to

approve the list of independent auditing organizations to audit the Company's Financial Statements; decide on the independent auditing organization to inspect the Company's operations, and dismiss the independent auditor when deemed necessary;

13. Ensure coordination of activities with the BOD, Director and shareholders;

14. Develop and promulgate the Operating Regulations of the Supervisory Board after being approved by the General Meeting of Shareholders;

15. Report at the General Meeting of Shareholders as prescribed in Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government;

16. 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 workplace of the Company's managers and employees during working hours;

17. Have the right to request the BOD, members of the BOD, the Director and other managers to provide complete, accurate and timely information and documents on the management, operation and business activities of the Company;

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

Article 38. Meeting of the Supervisory Board

1. The Supervisory Board must meet at least twice a year, with at least two-thirds (2/3) of the members of the Supervisory Board attending the meeting. Minutes of the Supervisory Board meetings must be detailed and clear. The person taking the minutes and the members of the Supervisory Board attending the meeting must sign the minutes of the meeting. Minutes of the Supervisory Board meetings must be kept to determine the responsibilities of each member of the Supervisory Board.

2. The Supervisory Board has the right to request members of the BOD, the Director and representatives of the independent auditing organization to attend and answer questions that need to be clarified.

Article 39. Salary, remuneration, bonuses and other benefits of members of the Supervisory Board

1. Non-professional members of the Supervisory Board shall receive remuneration from the remuneration fund of non-professional managers as decided by the General Meeting of Shareholders. The annual operating budget of the Supervisory Board shall be decided by the General Meeting of Shareholders.

2. The full-time Chief of the Supervisory Board is paid a salary according to the decision of the General Meeting of Shareholders.

3. Members of the Supervisory Board receive bonuses from the manager's

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bonus fund decided by the General Meeting of Shareholders based on the results of production and business activities; The bonus level for the Chief of the Board and each member is decided by the BOD.

4. Members of the Supervisory Board shall be paid for their meals, accommodation, travel, and independent consulting services within the annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders.

5. Salaries and operating expenses of the Supervisory Board are included in the Company's business expenses according to the provisions of the law on corporate income tax, other relevant legal provisions and must be recorded as a separate item in the Company's annual financial statements.

CHAPTER X

RESPONSIBILITIES OF BOD, SUPERVISORY BOARD MEMBERS, DIRECTORS AND OTHER MANAGERS

Article 40. Responsibility for care

Members of the BOD, members of the Supervisory Board, the Director and other executives are responsible for performing their duties honestly and carefully for the benefit of the Company.

Article 41. Responsibility to be honest and avoid conflicts of interest

1. Members of the BOD, members of the Supervisory Board, the Director and other executives must publicly disclose related interests in accordance with the provisions of the Law on Enterprises and relevant legal documents.

2. Members of the BOD, members of the Supervisory Board, Directors, 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 BOD, members of the Supervisory Board, the Director and other executives are obliged to notify in writing the BOD and the Supervisory Board of transactions between them and their related persons with the Company and its subsidiaries in accordance with the provisions of law. The Company must disclose information in accordance with the provisions of the law on securities on resolutions of the General Meeting of Shareholders or the BOD approving these transactions.

4. Members of the BOD, members of the Supervisory Board, Directors, other managers and their related persons shall not use or disclose to others inside information to carry out related transactions.

Article 42. Disclosure of related interests

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

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

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

b) Name, enterprise code, head office address, business lines of the enterprise whose related persons jointly own or separately own capital contribution or shares of more than 10% of charter capital.

2. The declaration specified in Clause 1 of this Article must be made within 07 working days from the date of arising of related interests; any amendment or supplement must be notified to the Company within 07 working days from the date of such amendment or supplement.

3. Members of the BOD and the Director, acting on their own behalf or on behalf of others, to perform work in any form within the scope of the Company's business operations must explain the nature and content of that work to the BOD and the Supervisory Board and may only perform it when approved by the majority of the remaining members of the BOD; if they perform it without declaring or without the approval of the BOD, all income derived from that activity belongs to the Company.

Article 43. Contracts and transactions with related persons

1. The Company shall not provide loans or guarantees to any shareholders or related persons of shareholders.

2. The Company shall not provide loans or guarantees to all managers of the Company and their related persons, except in the case specified in Clause 3 of this Article.

3. The Company is allowed to provide loans or guarantees to its subsidiaries after being approved by the General Meeting of Shareholders or the BOD as prescribed in Clause 5 and Clause 6 of this Article.

4. The General Meeting of Shareholders or the BOD approves contracts and transactions between the Company in the following cases:

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

b) Members of the BOD, members of the Supervisory Board, Directors, other managers and their related persons;

c) Enterprises whose members of the BOD, members of the Supervisory Board, Directors and other managers of the Company must declare according to the provisions of Clause 1, Article 42 of this Charter.

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



a) Contracts and transactions as prescribed in Clause 3 and Clause 4 of this Article have a value of 35% or more or transactions leading to the total transaction value arising within 12 months from the date of the first transaction having a value 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 shareholders owning 51% or more of the total number of voting shares or related persons of such shareholders;

In case of approving a contract or transaction as prescribed in this clause, the representative of the Company signing the contract or transaction must notify the BOD and members of the Supervisory Board of the entities related to that contract or transaction and send along a draft contract or a notice of the main content of the transaction. The BOD shall submit a draft contract or transaction or explain the main content of the contract or transaction at the General Meeting of Shareholders or obtain written opinions from shareholders. In these cases, shareholders shall not have the right to vote on contracts or transactions in which they have related interests.

6. The following contracts and transactions must be approved by the BOD:

a) Contracts and transactions at Point a, Clause 5 of this Article have a value of less than 35% of the total value of assets recorded in the most recent financial statements;

b) Contracts and transactions at Point b Clause 5 of this Article have a value less than or equal to 10% of the total value of assets recorded in the most important financial statements;

In case of approving a contract or transaction as prescribed in this clause, the representative of the Company signing the contract or transaction must notify the members of the BOD and members of the Supervisory Board of the entities related to that contract or transaction and enclose a draft contract or the main content of the transaction. The BOD shall decide on the approval of the contract or transaction within 15 days from the date of receipt of the notification. A member of the BOD shall not have the right to vote on contracts or transactions in which that member or a related person of that member has a related interest.

Article 44. Liability for damage and compensation

1. Members of the BOD, members of the Supervisory Board, Directors and other executives who violate their obligations and responsibilities of honesty and prudence and fail to fulfill their obligations shall be responsible for damages caused by their violations.

2. The Company shall indemnify those who have been, are or may become a party to any claim, lawsuit or prosecution (including civil and administrative

cases and not lawsuits initiated by the Company) if such person has been or is a member of the BOD, a member of the Supervisory Board, a Director, another executive, an employee or a representative authorized by the Company or such person has been or is performing duties authorized by the Company, acting honestly and prudently for the benefit of the Company on the basis of compliance with the law and there is no evidence confirming that such person has breached his/her responsibilities.

3. Compensation costs include judgment costs, fines, and actual payments (including attorney fees) incurred in resolving these cases within the framework of the law. The Company may purchase insurance for these people to avoid the above compensation liabilities .

CHAPTER XI

RIGHT TO SEARCH BOOKS AND RECORDS

Article 45. Right to look up books and records

1. Ordinary shareholders have the right to look up books and records corresponding to the provisions in Point d, 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 group of shareholders requests to look up books and records, he/she must attach a power of attorney from the shareholder or group of shareholders that he/she represents or a public copy of this power of attorney.

3. Members of the BOD, members of the Supervisory Board, the Director and other executives have the right to look up the Company's shareholder register, list of shareholders, books and other records of the Company for purposes related to their positions, provided that such information must be kept confidential.

4. The Company must keep this Charter and amendments to the Charter, the Certificate of Business Registration, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the BOD, minutes of meetings of the General Meeting of Shareholders and the BOD, reports of the BOD, reports of the Board of Supervisors, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.

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

CHAPTER XII

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EMPLOYEES AND TRADE UNIONS

Article 46. Employees and trade unions

1. The Director submits to the BOD for approval policies on issues related to recruitment, employee leave, salary, social insurance, benefits, rewards and discipline for employees and Company executives.

2. The Director submits to the BOD for approval the policy on the Company's relationship with trade union organizations in accordance with the Trade Union Law, Trade Union Charter and current legal regulations.

CHAPTER XI II PROFIT DISTRIBUTION

Article 47. Profit distribution

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

2. The Company does not pay interest on dividends or payments relating to a kind of shares.

3. The BOD may propose to the General Meeting of Shareholders to approve the payment of all or part of dividends in shares and the BOD is the body implementing this decision.

4. The BOD may decide to pay interim dividends within the plan approved by the General Meeting of Shareholders if it deems that such payment is consistent with the Company's profitability.

5. In case dividends or other amounts related to a type of shares are paid in cash, the Company must pay in Vietnamese Dong. Payments can be made directly or through banks based on the bank account details provided by the shareholder. In case the Company has transferred money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount the Company has transferred to this shareholder. Payment of dividends for shares can be made through a securities company or the Vietnam Securities Depository and Clearing Company.

6. Pursuant to the Law on Enterprises and the Law on Securities, the BOD shall pass a resolution to determine a specific date to close the list of shareholders. Based on that date, those who register as shareholders or holders of other securities are entitled to receive dividends in cash or shares, receive notices or other documents.

7. The Company sets aside funds from its annual after-tax profits after compensating for losses from previous years (if any), including: development

investment fund, employee welfare reward fund, manager bonus fund, community social work fund, bonus fund for individuals, relevant units and other funds if approved by the General Meeting of Shareholders.

8. Principles of handling losses in business:

In case of a loss in the fiscal year settlement, the BOD must propose to the General Meeting of Shareholders to handle it according to the following two options:

a) Transfer losses to the following year according to current regulations, and at the same time, the General Meeting of Shareholders must decide on remedial measures.

b) In case the Company has been operating at a loss for many years and still cannot overcome the situation, the General Meeting of Shareholders will consider and decide on handling measures according to the Bankruptcy Law.

9. Other issues related to profit distribution are carried out in accordance with the provisions of law.

CHAPTER XIV BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME

Article 48. Bank accounts

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

2. Subject to prior approval of the competent authority, if necessary, the Company may open a bank account abroad in accordance with the provisions of law.

Article 49. Fiscal year

The Company's fiscal year begins on the first day of January each year and ends on December 31. The first fiscal year begins on the date of issuance of the Business Registration Certificate and ends on December 31 of the following day.

Article 50. Accounting regime

1. The accounting regime used by the Company is the corporate accounting regime or a specific accounting regime issued and approved by a competent authority.

2. The Company shall prepare accounting books in Vietnamese and maintain accounting records in accordance with the provisions of the law on accounting and related laws. These records must be accurate, up-to-date, systematic and sufficient to demonstrate and explain the Company's transactions.



3. The Company uses Vietnamese Dong as the accounting currency.

CHAPTER XV

FINANCIAL STATEMENTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE RESPONSIBILITY

Article 51. Annual, semi-annual and quarterly financial reports

1. The Company must prepare annual financial statements in accordance with the provisions of law and the annual financial statements must be audited in accordance with the provisions of Article 53 of this Charter. The Company shall publish the audited annual financial statements in accordance with the provisions of the law on securities and submit them to the competent state agency.

2. The annual financial statements must include all reports, appendices, and explanations in accordance with the law on corporate accounting. The annual financial statements must honestly and objectively reflect the Company's operations

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

Article 52. Annual report

The Company must prepare and publish the Annual Report in accordance with the provisions of the law on securities.

CHAPTER XVI

AUDITING

Article 53. Auditing

1. The General Meeting of Shareholders shall appoint an independent auditing organization or approve a list of independent auditing organizations and authorize the BOD to decide on the selection of one of these organizations to audit the Company's Financial Statements.

2. The audit report is 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 the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders and to express opinions at the meeting on issues related to the audit of the Company's financial statements.

CHAPTER XVI COMPANY SEAL

Article 54. Company Seal

1. The Company's seal includes a seal made at a seal engraving facility or a seal in the form of a digital signature in accordance with the provisions of law on electronic transactions.
2. The BOD decides on the type, quantity, form and content of the seal of the Company, branches and representative offices of the Company (if any).
3. The BOD and Director use and manage the seal in accordance with current laws.

CHAPTER XVIII DISSOLUTION OF COMPANY

Article 55. Dissolution of the Company

1. The company may be dissolved in the following cases:
 - a) Dissolution according to the resolution and decision of the General Meeting of Shareholders;
 - b) The Certificate of Business Registration is revoked, except in cases where the Law on Tax Administration provides otherwise ;
 - c) Other cases as prescribed by law.
2. The dissolution of the Company is decided by the General Meeting of Shareholders and implemented by the BOD. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.
3. Procedures for Company Dissolution

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

 - a) The General Meeting of Shareholders shall pass a resolution or decide to dissolve the Company. In case of dissolution due to revocation of the Certificate of Business Registration or by a Court decision, within 10 days from the date of receipt of the decision to revoke the Certificate of Business Registration or the Court decision that has come into legal effect, the Company must convene a General Meeting of Shareholders to pass a resolution to decide on dissolution.
 - b) The resolution and decision to dissolve the Company must have the following main contents:
 - Name and head office address of the Company;
 - Reason for dissolution;
 - Time limit, procedures for contract liquidation and payment of the



Company's debts;

- Plan to handle obligations arising from labor contracts;
- Full name and signature of the Chairman of the BOD.

c) The BOD establishes the Company's Asset Liquidation Board.

d) Within 07 working days from the date of approval, the resolution, decision on dissolution and meeting minutes must be sent to the Business Registration Authority, tax authority, and employees of the Company. The resolution and decision on dissolution must be posted on the National Business Registration Information Portal and publicly posted at the Company's head office, branches, and representative offices.

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

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

Article 56. Liquidation

1. After the decision to dissolve the Company is made, the BOD must establish a Liquidation Board consisting of 03 members, 02 members appointed by the General Meeting of Shareholders and 01 member appointed by the BOD from an independent auditing company. The Liquidation Board shall prepare its operating regulations. Members of the Liquidation Board may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be paid by the Company with priority over other debts of the Company.

2. The Liquidation Board is responsible for reporting to the Business Registration Office on the date of establishment and the date of commencement of operations. From that time on, the Liquidation Board represents the Company in all matters related to the Company's liquidation before the Court and administrative agencies.

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

a) Liquidation costs:

h) Debts of wages, severance pay, social insurance, health insurance, unemployment insurance as prescribed by law and other benefits of employees according to the signed stereoscopic labor agreement and labor contract;

e) Tax debt:

d) Other debts

d) The remainder after paying all debts from point a to point d above shall be distributed to shareholders. Preferred shares (if any) shall be paid first.

CHAPTER XIX INTERNAL DISPUTE RESOLUTION

Article 57. Resolution of internal disputes

1. In case of any dispute or complaint related to the Company's operations or the rights and obligations of shareholders as prescribed in this Charter, the Enterprise Law or other legal provisions between:

- a) Shareholders with the Company;
- b) Shareholders with the BOD, Supervisory Board, Director or other executives,

The parties concerned shall attempt to resolve such dispute through negotiation and conciliation. Except in the case of a dispute involving the BOD or the Chairman of the BOD, the Chairman of the BOD shall preside over the resolution of the dispute and shall request each party to present information relating to the dispute within 15 working days from the date the dispute arises. In the case of a dispute involving the BOD or the Chairman of the BOD, any party may request the Chief of the Supervisory Board to appoint an independent expert to act as a mediator for the dispute resolution process.

2. In case no conciliation decision is reached within 06 weeks from the start of the conciliation process or if the conciliator's decision is not accepted by the parties, any party may bring the dispute to competent Court.

3. The parties shall bear their own costs related to the negotiation and conciliation procedures. Payment of the Court's costs shall be made according with the Judgment/Decision of the Court.

CHAPTER XX SUPPLEMENTS AND AMENDMENTS TO THE CHARTER

Article 58. Supplement and amendment of the Charter

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

2. In case the law has provisions related to the Company's operations that are not mentioned in this Charter or in case there are new legal provisions that are different from the contents of this Charter, those provisions shall be applied to regulate the Company's operations.

CHAPTER XXI

EFFECTIVENESS FOR IMPLEMENTATION

Article 59. Effectiveness

1. This Charter consists of 21 Chapters and 59 Articles approved by the General Meeting of Shareholders of Dong Nai Water Joint Stock Company in Resolution No. 01/NQ-DHDCD 2025 dated February 28, 2025, replacing the Charter dated April 20, 2021.

2. This Charter is made in 07 copies of equal value, 01 copy is registered at the business registration authority, the remaining 06 copies are kept at the Company's head office.

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

4. Copies or extracts of this Charter are valid when signed by the Chairman of the BOD or the Director.

LEGAL REPRESENTATIVE



Pham Thi Hong