

No.: *04*/TTr-HĐQT-PVL

Hanoi, *25*. March 2026

**PROPOSAL**

*On amendment of the Charter on organization and operation of the Company*

**To: General Meeting of Shareholders of Petroleum Real Estate Joint Stock Company**

*Pursuant to:*

*- Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly on June 17, 2020, and its guiding and amending documents;*

*- Law on Securities No. 54/2019/QH14 adopted by the National Assembly on November 26, 2019, and its guiding and amending documents;*

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

*- Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under Decree 155;*

*- The current Charter of Petroleum Real Estate Joint Stock Company;*

*- Based on the need to improve the corporate governance mechanism and enhance the stability of the organizational and management structure.*

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the amendment and supplementation of Article 23 of the Company's Charter with the following principal contents:

**1. Addition of provisions on the 65% voting threshold**

Resolutions of the General Meeting of Shareholders on the following matters must be approved by at least 65% of the total voting votes of shareholders attending and voting at the meeting:

**1.1. Amendment and supplementation of the Company's Charter;**

**1.2. Dismissal or removal of a member of the Board of Directors in the case where such member does not submit a resignation letter.**

**2. Provision on resignation cases**

In the event that a member of the Board of Directors submits a resignation letter, the approval of such resignation shall be carried out in accordance with the ordinary voting threshold as stipulated in the Company's Charter.

*(The full text of the Charter and the amended Appendix are attached)*

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the amendment, supplementation, and the full text of the Charter on organization and operation of Petroleum Real Estate Joint Stock Company, and authorizes the Board of Directors/the legal representative of the Company to organize the implementation of the Charter amendment in accordance with applicable laws.



Respectfully submitted to the General Meeting of Shareholders for consideration and approval./.

Sincerely!

**Recipients:**

- *As above;*
- *BOD, SB, Board of General Directors;*
- *Archived: Office*

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**Nguyen Viet Dung**

## APPENDIX

### AMENDMENT AND SUPPLEMENTATION TO ARTICLE 23 – COMPANY CHARTER

(Attached to Proposal No. 04/TTr-HDQT dated 25/03/2026)

CONTENT BEFORE AMENDMENT	CONTENT AFTER AMENDMENT
<p><b>Clause 3, Article 23:</b></p> <p>Resolutions on the following matters shall be adopted if approved by shareholders representing at least 65% of the total voting votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:</p> <ul style="list-style-type: none"> <li>a. Types of shares and total number of shares of each type;</li> <li>b. Changes in business lines, sectors and fields;</li> <li>c. Changes in the Company's management organizational structure;</li> <li>d. Investment projects or sale of assets with a value of 35% or more of the total asset value as recorded in the most recent financial statements;</li> <li>e. Reorganization or dissolution of the Company;</li> <li>f. Other cases as stipulated in this Charter.</li> </ul>	<p><b>Clause 3, Article 23 (amended and supplemented):</b></p> <p>Resolutions on the following matters shall be adopted if approved by shareholders representing at least 65% of the total voting votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises or where a higher threshold is required by law:</p> <ul style="list-style-type: none"> <li>a. Amendment and supplementation of the contents of the Company's Charter;</li> <li>b. Types of shares and total number of shares of each type;</li> <li>c. Changes in business lines, sectors and fields;</li> <li>d. Changes in the Company's management organizational structure;</li> <li>d. Investment projects or sale of assets with a value of 35% or more of the total asset value as recorded in the most recent financial statements;</li> <li>e. Reorganization or dissolution of the Company;</li> <li>f. Dismissal or removal of a member of the Board of Directors in the case where such member does not submit a resignation letter;</li> <li>g. Other cases as stipulated in this Charter</li> </ul>



**Clause 4, Article 23**

- *There is no separate provision regarding cases where a member of the Board of Directors submits a resignation letter.*
- Other resolutions shall be adopted if approved by shareholders holding more than 50% of the total voting votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3 and 5 of this Article and Clauses 4 and 6, Article 148 of the Law on Enterprises.

**Supplementation of Clause 4, Article 23:**

- In the event that a member of the Board of Directors submits a resignation letter, the approval of such resignation shall be adopted if approved by more than 50% of the total voting votes of shareholders attending and voting at the meeting.
- Other resolutions shall be adopted if approved by shareholders holding more than 50% of the total voting votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3 and 5 of this Article and Clauses 4 and 6, Article 148 of the Law on Enterprises.

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**APPROVAL**

This Charter is approved by the General Meeting of Shareholders of Petroleum Real Estate Joint Stock Company pursuant to Resolution No. 01/2025/NQ-ĐHĐCDBT-VPRO dated December 04, 2025, and fully accepts the entire content of this Charter.

**PART 1. DEFINITIONS OF TERMS IN THE CHARTER**

**Article 1. Interpretation of terms**

1. In this Charter, the following terms shall be construed as follows:
  - a. Charter capital means the total par value of shares sold or registered for subscription upon the establishment of a joint stock company and in accordance with Article 5 of this Charter;
  - b. Voting capital means share capital whereby the holder has the right to vote on matters falling within the decision-making authority of the General Meeting of Shareholders;
  - c. Law on Enterprises means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
  - d. Law on Securities means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
  - e. Vietnam means the Socialist Republic of Vietnam;
  - f. Date of establishment means the date on which the Company is first granted the Enterprise Registration Certificate (Business Registration Certificate and other documents of equivalent legal validity);
  - g. Executive means the Director (General Director), Deputy Director (Deputy General Director), Chief Accountant and other executives appointed under the authority of the Board of Directors;
  - h. Manager means a company manager, including the Chairman of the Board of Directors, members of the Board of Directors, the Director (General Director) and other individuals holding managerial titles under the authority of the Board of Directors;
  - i. Affiliated person means an individual or organization as prescribed in Clause 46, Article 4 of the Law on Securities;
  - j. Shareholder means an individual or organization owning at least one share of the joint stock company;
  - k. Founding shareholder means a shareholder owning at least one ordinary share and signing the list of founding shareholders of the joint stock company;



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- l. Major shareholder means a shareholder as prescribed in Clause 18, Article 4 of the Law on Securities;
- m. Operation term means the period of operation of the Company as prescribed in Article 2 of this Charter and any extension period (if any) approved by the General Meeting of Shareholders of the Company;
- n. Stock Exchange means the Vietnam Stock Exchange and its subsidiaries.
2. In this Charter, references to any provision or document shall include any amendments or replacements thereof.
3. Headings (chapters, articles of this Charter) are used for convenience of reference and shall not affect the content of this Charter;
4. Terms or expressions defined in the Law on Enterprises (if not inconsistent with the subject or context) shall have the same meanings in this Charter.

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**PART 2. NAME, LEGAL FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY**

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

1. Company name
  - Vietnamese name: **Công ty Cổ phần Địa ốc Dầu khí**
  - English name: **Petroleum Real Estate Joint Stock Company**
  - Abbreviated name: **PVL., JSC**
  - Logo:
2. The Company is a joint stock company with legal entity status in accordance with the current laws of Vietnam.
3. The registered head office of the Company is:
  - Address: Service Area 2, 6th Floor, The Golden Palm Building, No. 21 Le Van Luong, Thanh Xuan Ward, Hanoi City, Vietnam..
  - Telephone: 024. 3785 6969
  - E-mail: [vpro@vpr.vn](mailto:vpro@vpr.vn)
  - Website: [www.vpr.vn](http://www.vpr.vn)
4. The Company has 01 (one) legal representative. The Chairman of the Board of Directors or the General Director may act as the legal representative of the Company. The rights



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and obligations of the legal representative are stipulated in this Charter and in the Company's corporate governance regulations.

5. The Company may establish branches and representative offices in its business areas (domestically or overseas) to achieve the Company's operational objectives in accordance with the decision of the Board of Directors and within the scope permitted by law.

6. Unless early termination occurs in accordance with Clause 2, Article 54 of this Charter, the term of operation of the Company shall commence from the date of establishment and shall be indefinite.

**PART 3. OBJECTIVES, BUSINESS SCOPE AND OPERATION OF THE COMPANY****Article 3. Objectives of operation of the Company.**

1. Business lines of the Company:

- Real estate business, land use rights of owners, users or lessees (6810)

Real estate business: Investment in the creation of houses and construction works for sale, lease or lease-purchase; Purchase of houses and construction works for sale, lease or lease-purchase; Lease of houses and construction works for sublease; Investment in land improvement and investment in infrastructure works on leased land for leasing land with infrastructure; Services for receiving transfer of land use rights, investing in infrastructure works for transfer, lease, leasing land use rights with infrastructure for sublease;

Management, operation and trading of services in apartment buildings, urban areas, residential areas, parking lots, tourist hotels;

- Architectural activities and related technical consultancy (7110)

Details:

Construction supervision and completion of civil works;

Consultancy on construction investment project management (only operating when fully meeting capacity conditions as prescribed by law);

Bidding consultancy (excluding determination of package price and contract price in construction);

- Water collection, treatment and supply (3600)

- Sewerage and wastewater treatment (3700)

- Technical testing and analysis (7120)

- Electrical installation (4321)

- Site preparation (4312)

- Demolition (4311)

- Construction of hydraulic works (4291)

- Construction of mining works (4292)

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- Construction of processing and manufacturing works (4293)
- Construction of other civil engineering works (4299)
- Intermediation services for real estate activities (6821)

Details: Real estate service business (Clause 2, Article 3 of the Law on Real Estate Business 2023)

- Beverage serving services (5630)  
(Excluding bar business)
- Tour operation (7912)
- Activities of amusement parks and theme parks (9321)
- Restaurants and mobile food service activities (5610)  
(Excluding bar business, Karaoke rooms, discotheques)
- Other food service activities (5629)

Details:

Provision of food services under contracts with customers, within a specific period  
(Excluding bar business, Karaoke rooms, discotheques);

- Provision of occasional catering services to customers (Excluding bar business, Karaoke rooms, discotheques) (5621)
- Hotels and similar accommodation (Excluding bar business, Karaoke rooms, discotheques) (5510)
- Beauty care services and other beauty treatment activities (9622)
- Spa and steam bath services (9623)
- Travel agency activities (7911)
- Other reservation service and related activities (7990)
- Other amusement and recreation activities (9329)

Details:

Other amusement and recreation activities (excluding amusement parks and theme parks);  
Activities of recreational areas, beaches, including rental of equipment such as bathhouses, lockers, deck chairs, umbrellas, etc.;

Activities of recreational transport facilities, such as cruises;

Rental of leisure equipment as part of recreational facilities;

Activities of performing sound and light shows;

Creative and performance activities of fireworks;

Activities of fairs and exhibitions of recreational nature;

- Other business support service activities n.e.c (8299)

Presentation of television program schedules about meetings;

Barcoding; Mail sorting services;



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Entrusted import and export;

Import and export of goods in which the Company conducts business;

- Freight transport by road (4933)
- Warehousing and storage (5210)
- Other professional, scientific and technical activities n.e.c (7499)

Details: Consultancy on engineering and technology;

- Printing (1811)
- Service activities related to printing (1812)
- Agents, brokers and auctioneers (4610)

Details: Agency for sale of goods; Brokerage of goods purchase and sale (excluding auction activities);

- Reproduction of recorded media (1820)
- Advertising (7310)
- Renting and leasing of machinery, equipment and other tangible goods without operator (7730)

Details:

Leasing of agricultural and forestry machinery and equipment without operator;

Leasing of construction machinery and equipment without operator;

Leasing of office machinery and equipment (including computers) without operator;

Leasing of other machinery, equipment and tangible goods without operator n.e.c;

- Renting of motor vehicles (7710)
- Market research and public opinion polling (excluding investigation and information services prohibited by the State) (7320)
- Organization of introduction and promotion of trade (8230)

Organization of events, promotion and management of events in business activities, exhibitions, introductions, conferences;

- Wholesale of other machinery, equipment and parts (4659)

Wholesale of office machinery and equipment, office desks, chairs, cabinets, means of transport excluding automobiles, motorcycles, motorbikes and bicycles, robots in automated production lines, wires, switches and other installation equipment for industrial purposes, other electrical materials such as electric motors, transformers, machine tools for all kinds of materials, other machinery and equipment n.e.c used for industrial production, commerce, maritime and other services, computer-controlled machine tools, computer-controlled machinery for the textile industry, measuring equipment and instruments;

Supply of materials for power plants;

Trading of equipment and spare parts for the steel industry;

Trading of materials, machinery and equipment serving investment projects, construction

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works, interior and exterior equipment, water supply and drainage, environment and technical infrastructure;

- Wholesale of other household goods (4649)

Details: Wholesale of luggage, briefcases, bags, wallets, leather and imitation leather goods, perfumes, cosmetics and toiletries, ceramic, porcelain and glassware, electrical household appliances, lamps and lighting sets, beds, wardrobes, tables, chairs and similar furniture, books, newspapers, magazines, stationery, sports equipment, medical instruments;

- Wholesale of food (4632)

- Wholesale of computers, peripheral equipment and software (4651)

- Other specialized wholesale n.e.c (4679)

Details:

Wholesale of fertilizers and agrochemical products;

Wholesale of textile fibers, yarns, accessories for garments and footwear;

Wholesale of scrap, metal and non-metal waste;

Wholesale of industrial chemicals such as: Aniline, printing ink, essential oils, industrial gases, chemical adhesives, pigments, synthetic resins, methanol, paraffin, fragrances and flavorings, soda, industrial salt, acids and sulfur, starch derivatives... (Clause 2, Article 3 of Decree No. 113/2017/ND-CP detailing and guiding the implementation of a number of articles of the Law on Chemicals);

Wholesale of primary plastics;

Wholesale of rubber;

Wholesale of textile fibers;

Wholesale of pulp;

Wholesale of precious stones;

Other specialized wholesale n.e.c (as permitted by the State);

- Wholesale of agricultural, forestry raw materials (excluding wood, bamboo, rattan) and live animals (excluding those prohibited by the State) (4620)

- Wholesale of metals and metal ores (4672)

- Retail sale of food (4722)

Details: Retail sale of nutritional foods and functional foods

- Retail sale of information and communication technology equipment (4740)

- Retail sale of pharmaceuticals, medical and orthopedic goods, cosmetics and toilet articles (4772)

Details:

Retail sale of drugs; herbal medicines, traditional medicines (Point dd, Clause 2, Article 32 of the Law on Pharmacy 2016);

Retail sale of medical instruments and equipment (Article 40 of Decree No. 98/2021/ND-



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CP dated November 08, 2021 of the Government on management of medical equipment);

Retail sale of perfumes, cosmetics and toilet articles;

- Retail sale of other new goods (excluding automobiles, motorcycles, motorbikes and parts) (4773)

Details:

Retail sale of chemicals in the industrial sector and food additives (excluding trading in gold, silver, precious stones; trading in firearms, hunting or sporting ammunition; trading in stamps and metallic money);

- Growing of rice (0111)
- Growing of maize and other cereals (0112)
- Growing of root crops with starch content (0113)
- Growing of sugar cane (0114)
- Growing of tobacco and tobacco leaves (0115)
- Growing of fiber crops (0116)
- Growing of oil-bearing crops (0117)

- Marine fishing (0311)

- Inland fishing (0312)

- Other mining and quarrying n.e.c (0899)

Mining, processing and trading of minerals (excluding minerals prohibited by the State);

- Marine aquaculture (0321)

- Inland aquaculture (0322)

- Manufacture of starches and starch products (1062)

- Manufacture of bakery products (1071)

- Manufacture of sugar (1072)

- Manufacture of macaroni, noodles and similar farinaceous products (1074)

- Manufacture of prepared meals and dishes (1075)

- Manufacture of other food products n.e.c (1079)

- Manufacture of prepared animal feeds (1080)

- Manufacture of plastics products (2220)

- Forging, pressing, stamping and roll-forming of metal; powder metallurgy (2591)

- Machining; treatment and coating of metals (2592)

- Manufacture of other fabricated metal products n.e.c (2599)

- Manufacture of medical, dental, orthopedic and rehabilitation equipment (3250)

Details:

Manufacture of medical equipment (Articles 8, 9 of Decree No. 98/2021/NĐ-CP dated November 08, 2021 of the Government on management of medical equipment)

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- Manufacture of wooden beds, wardrobes, tables and chairs (3101)
- Manufacture of metal beds, wardrobes, tables and chairs (3102)
- Manufacture of beds, wardrobes, tables and chairs of other materials (3109)
- Processing and preserving of meat and meat products (1010)
- Processing and preserving of fruit and vegetables (1030)
- Manufacture of vegetable and animal oils and fats (1040)
- Manufacture of dairy products (1050)
- Grain milling and manufacture of crude flour (1061)
- Processing and preserving of fish, crustaceans and mollusks and products thereof (1020)
- Manufacture of other products of wood; manufacture of articles of bamboo, rattan, straw and plaiting materials (1629)
- Manufacture of cocoa, chocolate and sugar confectionery (1073)
- Growing of vegetables, legumes and flowers (0118)
- Silviculture and other forestry activities (0210)
- Logging (excluding those prohibited by the State) (0220)
- Gathering of forest products other than wood (excluding those prohibited by the State) (0230)
- Forestry support activities (0240)
- Scientific research and technological development in natural sciences (7211)
- Scientific research and technological development in engineering and technology (7212)
- Scientific research and technological development in medical and pharmaceutical sciences (7213)
- Scientific research and technological development in agricultural sciences (7214)
- Computer game development, game software and game software tools (6211)
- Other computer programming activities (6219)
- Computer consultancy and computer system management (6220)
- Data processing, hosting and related activities (6310)
- Web portals and other information service activities (6390)
- Office administrative and support activities (8210)
- Literary and musical creation activities (9011)
- Visual arts creation activities (9012)
- Other artistic creation activities (9019)
- Performing arts (9020)
- For conditional business lines, the enterprise shall only operate when fully satisfying the business conditions as prescribed by law.

2. Objectives of operation of the Company:



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The Company is established to mobilize and use capital effectively for the development of production and business activities with the objective of maximizing profits, creating stable employment for employees, increasing returns for shareholders, and contributing to the State Budget.

3. The Board of Directors has the right to supplement additional functions and business lines of the Company from time to time and shall report to the General Meeting of Shareholders at the nearest meeting.

**Article 4. Business scope and operation**

1. The Company is entitled to plan and carry out all business activities in accordance with its registered business lines as published on the National Enterprise Registration Portal and this Charter, in compliance with the provisions of current law, and to implement appropriate measures to achieve the objectives of the Company.

2. The Company is free to conduct business in sectors not prohibited by law and approved by the General Meeting of Shareholders.

**PART 4. OBJECTIVES, BUSINESS SCOPE AND OPERATION OF THE COMPANY****Article 5. Charter capital, shares, founding shareholders.**

1. The charter capital of the Company is VND 500,000,000,000 (Five hundred billion Vietnamese Dong).

The total charter capital of the Company is divided into 50,000,000 shares with a par value of VND 10,000 per share, all of which have been fully paid.

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

3. All shares of the Company at the time of adoption of this Charter are ordinary shares. The rights and obligations of shareholders holding ordinary shares are stipulated in Articles 14 and 15 of this Charter.

4. The Company may issue other classes of preference shares after obtaining approval from the General Meeting of Shareholders and in accordance with the provisions of law.

5. When offering shares for sale, such shares must be offered on a priority basis to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares not subscribed for by shareholders shall be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to other persons under conditions and methods it deems appropriate, but shall not sell such shares on terms more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or in cases where shares are sold through the Stock Exchange by auction method.

6. The Company may repurchase its issued shares in accordance with the methods prescribed in this Charter and applicable law. Ordinary shares repurchased by the Company shall be treasury shares, and the Board of Directors may re-offer them in accordance with this Charter,

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the Law on Securities and relevant guiding documents.

7. The Company may issue other types of securities upon written approval by the General Meeting of Shareholders and in accordance with the laws on securities and the securities market.

**Article 6. Shares.**

1. A share certificate is a certificate issued by a joint stock company, a book entry or electronic data certifying the ownership of one or more shares of such company.

2. Where share certificates are issued in physical form, they must bear the seal of the Company and the signature of the legal representative of the Company or an authorized person. Share certificates must clearly state the number and class of shares held by the shareholder, the full name of the holder (in case of registered shares) and other information as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Shares must contain the following principal contents:

- a. Name, enterprise code, and address of the head office of the Company;
- b. Number of shares and class of shares;
- c. Par value of each share and total par value of the shares stated in the certificate;
- d. Full name, contact address, nationality, and legal identification of the shareholder being an individual; name, enterprise code or legal documents of the organization, and head office address of the shareholder being an organization;
- e. Summary of procedures for transfer of shares;
- f. Specimen signature of the legal representative and the seal of the Company;
- g. Registration number in the shareholder register of the Company and date of issuance of the share certificate;
- h. Other contents as prescribed in Articles 116, 117 and 118 of the Law on Enterprises for preference share certificates.

4. Where only a portion of registered shares stated in a share certificate is transferred, the Company shall certify such transfer on the share certificate, and new certificates shall be issued free of charge.

5. In case of errors in the content or form of share certificates issued by the Company, the rights and interests of the holders shall not be affected. The legal representative of the Company shall be responsible for damages caused by such errors.

6. Where a share certificate is lost, destroyed or otherwise damaged, the shareholder shall be reissued a share certificate at the request of such shareholder. The request must include:

- a. Confirmation that the share certificate has been lost, destroyed or otherwise damaged; in case of loss, a commitment that all efforts have been made to locate it and that it will be returned to the Company for destruction if found;
- b. Acceptance of responsibility for any disputes arising from the reissuance of the new share certificate.



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For shares with a total par value exceeding ten million Vietnamese Dong, before accepting the request for reissuance, the legal representative of the Company may require the owner to publish a notice of loss, destruction or damage, and after 15 days from the date of publication, request the Company to issue a new certificate.

7. The holder of bearer share certificates shall be responsible for safekeeping them, and the Company shall not be liable in cases where such certificates are lost or used for fraudulent purposes.

8. The shareholder register shall be kept at the head office of the Company or at other organizations having the function of maintaining shareholder registers. Shareholders have the right to inspect, search, extract and copy names and contact addresses of shareholders in the shareholder register.

9. Where a shareholder changes their contact address, they must promptly notify the Company for updating in the shareholder register. The Company shall not be responsible for failure to contact shareholders due to lack of notice of such changes.

**Article 7. Other securities certificates**

1. The Company has the right to issue bonds, convertible bonds and other types of bonds in accordance with law and this Charter.

2. The Company shall not issue bonds in the following cases, unless otherwise provided by securities laws:

a. Failure to fully pay principal and interest of issued bonds, or failure to pay or insufficient payment of due debts in three consecutive preceding years;

b. The average after-tax profit rate of the preceding three consecutive years is not higher than the expected interest rate of the bonds to be issued.

The issuance of bonds to creditors being selected financial institutions shall not be restricted by the provisions in Points a and b of this Clause.

3. Unless otherwise provided in this Charter, the Board of Directors has the authority to decide the type of bonds, total value of bonds and timing of issuance, but must report to the General Meeting of Shareholders at the nearest meeting, together with relevant documents and explanatory materials.

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

**Article 8. Offering of shares**

1. Offering of shares means the Company increases the number of shares authorized to be offered and sells such shares during its operation to increase charter capital.

2. Offering of shares may be conducted in one of the following forms:

a. Offering to existing shareholders;

b. Public offering;

c. Private placement;



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- d. Other forms in accordance with the laws on securities and the Law on Enterprises.
- e. The Company shall register the change of charter capital within 10 days from the completion date of the share offering.

**Article 9. Transfer of shares**

- 1. All shares may be freely transferred unless otherwise provided in this Charter and by law. Shares registered for trading or listed on the Stock Exchange shall be transferred in accordance with the laws on securities and the securities market of the Stock Exchange.
- 2. Shares that have not been fully paid shall not be transferred and shall not enjoy related rights such as the right to receive dividends, bonus shares issued from equity, pre-emptive rights to purchase new shares, and other rights in accordance with law.

**Article 10. Recovery of shares**

- 1. In the event that a shareholder fails to fully and punctually pay the amount payable for subscribed shares, the Board of Directors shall notify such shareholder and has the right to request payment of the outstanding amount together with interest thereon and any expenses arising from such failure to make full payment, in accordance with regulations.
- 2. Such notice must specify a new payment deadline (which shall be at least seven (07) days from the date of dispatch of the notice), the place of payment, and must clearly state that, in the event of non-compliance, the unpaid shares shall be subject to recovery.
- 3. If the requirements set out in the above notice are not fulfilled, prior to the full payment of all amounts due, interest and related expenses, the Board of Directors shall have the right to recover such shares.
- 4. Recovered shares shall be deemed shares authorized for offering. The Board of Directors may directly, or authorize others to, sell, reallocate or otherwise dispose of such shares to the former holder or other persons under such terms and conditions as it deems appropriate. In the event that not all recovered shares are sold, the Company must register an adjustment of its charter capital corresponding to the par value of the shares that have been fully paid, in accordance with Article 113 of the Law on Enterprises.
- 5. A shareholder whose shares have been recovered shall cease to be a shareholder in respect of such shares but shall remain liable to pay all related amounts together with interest (not exceeding 10% per annum) calculated from the date of recovery until the date of full payment, as decided by the Board of Directors. The Board of Directors shall have full authority to enforce payment of the entire value of the shares at the time of recovery or may waive, in whole or in part, such payment obligation.
- 6. Notice of recovery shall be sent to the holder of the recovered shares prior to the recovery. The recovery shall remain valid notwithstanding any error or omission in the delivery of such notice.

**Article 11. Repurchase of shares at the request of shareholders**

- 1. A shareholder who votes against a resolution on the reorganization of the Company or on changes to the rights and obligations of shareholders as stipulated in this Charter shall have the right to request the Company to repurchase its shares. Such request must be made in writing, clearly stating the name and address of the shareholder, the number of shares of each class, the

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proposed selling price, and the reasons for the request, and must be delivered to the Company within ten (10) days from the date on which the General Meeting of Shareholders adopts the relevant resolution.

2. The Company shall repurchase the shares at the request of the shareholder as prescribed in Clause 1 of this Article at the market price or at a price determined in accordance with the principles set by the Company and approved by the Board of Directors for each specific period, within ninety (90) days from the date of receipt of such request. In the event that the parties fail to reach an agreement on the price, the shareholder may sell the shares to another party or request a professional valuation organization to determine the price. The Company shall introduce at least three (03) professional valuation organizations for the shareholder to select, and such selection shall be final.

**Article 12. Repurchase of shares by decision of the Company**

The Company shall have the right to repurchase no more than thirty percent (30%) of the total number of issued ordinary shares, and part or all of issued dividend preference shares, in accordance with the following provisions:

1. The Board of Directors shall have the authority to decide on the repurchase of no more than ten percent (10%) of the total number of shares of each class that have been offered within a period of twelve (12) months. In other cases, the repurchase of shares shall be decided by the General Meeting of Shareholders;

2. The Board of Directors shall determine the repurchase price. For ordinary shares, the repurchase price shall not exceed the market price at the time of repurchase, except as provided in Clause 3 of this Article. For other classes of shares, unless otherwise stipulated in the Charter or agreed between the Company and the relevant shareholders, the repurchase price shall not be lower than the market price;

3. The Company may repurchase shares from each shareholder in proportion to their shareholding in the Company in accordance with the following procedures:

a. The decision on share repurchase must be notified to all shareholders within thirty (30) days from the date of its approval. Such notice must include the name and address of the head office of the Company, the total number and class of shares to be repurchased, the repurchase price or the principles for determining such price, payment procedures and deadlines, and procedures and deadlines for shareholders to offer their shares to the Company;

b. Shareholders agreeing to sell their shares must send their offer by a method ensuring delivery to the Company within thirty (30) days from the date of the notice. The offer must include the full name, permanent address, Citizen Identity Card number, Identity Card number, Passport or other lawful personal identification of the shareholder being an individual; the name, enterprise code or establishment decision number, and head office address of the shareholder being an organization; the number of shares owned and the number of shares offered for sale; payment method; and the signature of the shareholder or the legal representative of the shareholder. The Company shall only repurchase shares offered within the aforesaid period;

4. The repurchase of shares as stipulated in Articles 11 and 12 of this Charter shall only be permitted if it does not affect the Company's ability to settle its debts. After full payment



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for the repurchased shares, if the total value of assets recorded in the Company's accounting books decreases by more than ten percent (10%), the Company must disclose such information on its website within fifteen (15) days from the date of completion of payment for the repurchased shares.

**PART 5. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND SUPERVISION****Article 13. Organizational structure, management and supervision**

The organizational structure, management and supervision of the Company comprise:

- a. General Meeting of Shareholders;
- b. Board of Directors;
- c. Board of Supervisors;
- d. Director or General Director (Chief Executive Officer).

**PART 6. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS****Article 14. Rights of shareholders**

1. A holder of ordinary shares shall be an ordinary shareholder.
2. An ordinary shareholder shall have the following rights:
  - a. To attend and speak at meetings of the General Meeting of Shareholders and to exercise voting rights directly at such meetings or through an authorized representative or by other forms as prescribed by law and this Charter. Each ordinary share shall carry one vote;
  - b. To receive dividends corresponding to the contributed capital at a rate decided by the General Meeting of Shareholders;
  - c. To freely transfer their shares to others, except as provided in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises;
  - d. To be given priority in subscribing for newly offered shares in proportion to their ownership of ordinary shares in the Company;
  - e. To examine, search and extract information in the list of shareholders entitled to vote and request correction of inaccurate information;
  - f. To examine, search, extract or copy the Charter, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
  - g. In case of dissolution or bankruptcy of the Company, to receive a portion of the remaining assets corresponding to their shareholding ratio after the Company has paid all debts (including obligations to the State, taxes and fees) and made payments to holders of other classes of shares in accordance with law;
  - h. To request the Company to repurchase their shares in the cases specified in Article 11 of this Charter;
  - i. To be treated fairly and equally;
  - j. To have access to full periodic and extraordinary information disclosed by the Company in accordance with law;
  - k. To have their lawful rights and interests protected; to request suspension or cancellation of resolutions or decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;



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1. Other rights as provided in this Charter and by law.
3. A shareholder or a group of shareholders holding five percent (05%) or more of the total number of ordinary shares shall have the following rights:
  - a. To request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3, Article 115 and Point c, Clause 1, Article 140 of the Law on Enterprises;
  - b. To examine, search and extract the minutes book and resolutions and decisions of the Board of Directors, mid-year and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company, including but not limited to:
    - + Contracts and transactions that are or will remain in effect for implementation;
    - + Contracts and transactions already performed but not yet liquidated;
    - + Information relating to individuals involved in the implementation of contracts and transactions;
  - c. To request the Board of Supervisors to inspect each specific issue relating to the management and operation of the Company when deemed necessary. Such request must be made in writing and must include full identification details of shareholders, number of shares held, time of registration, total shares held by the group, ownership ratio, matters to be inspected and purpose of inspection;
  - d. Other rights as provided by law and this Charter.

A shareholder or a group of shareholders holding ten percent (10%) or more of the total number of ordinary shares shall have the right to nominate candidates to the Board of Directors and the Board of Supervisors when the term of office expires or in the cases specified in Points a, b Clause 1 and Point a Clause 2 Article 160 of the Law on Enterprises

**Article 15. Obligations of shareholders**

An ordinary shareholder shall have the following obligations:

1. To fully and punctually pay for the shares subscribed;
2. Not to withdraw the contributed capital in the form of ordinary shares from the Company in any manner, except where such shares are repurchased by the Company or another person. In case a shareholder withdraws part or all of the contributed capital in violation of this provision, such shareholder and related persons shall be jointly liable for the Company's debts and other property obligations within the value of the withdrawn shares and for any damages incurred;
3. To comply with the Charter and internal management regulations of the Company;
4. To comply with resolutions of the General Meeting of Shareholders and the Board of Directors;
5. To keep confidential the information provided by the Company in accordance with the Charter and law; to use such information only for the exercise and protection of their lawful rights and interests; and not to disclose, copy or send such information to other organizations or individuals;

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6. To provide an accurate address when registering to subscribe for shares. In case of any change in contact address, the shareholder must notify the Company in writing within thirty (30) days from the date of such change. The Company shall not be liable for failure to contact shareholders due to lack of such notification;

7. To attend meetings of the General Meeting of Shareholders and exercise voting rights by the following forms:

- a. Attending and voting directly at the meeting;
- b. Authorizing another individual or organization to attend and vote at the meeting;
- c. Attending and voting via online conference, electronic voting or other electronic forms;
- d. Sending voting ballots to the meeting by mail, fax or email;
- e. Sending voting ballots by other means to the Company's head office;

8. To bear personal responsibility when acting in the name of the Company in any form to carry out any of the following acts:

- a. Violating the law;
  - b. Conducting business or other transactions for personal gain or for the benefit of other organizations or individuals;
  - c. Paying debts not yet due in the event of potential financial risks to the Company;
9. To fulfill other obligations as prescribed by applicable law.

**Article 16. General Meeting of Shareholders**

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

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select an appropriate venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and this Charter, particularly the approval of annual financial statements and the business plan for the following fiscal year. In the event that the audit report on the annual financial statements contains material qualifications, the Company may invite a representative of the independent auditing firm to attend the annual General Meeting of Shareholders to explain relevant matters.

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

- a. The Board of Directors deems it necessary in the interests of the Company;
- b. The number of members of the Board of Directors is fewer than that prescribed by law or is reduced by more than one-third (1/3) compared to the number stipulated in the Charter;



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in this case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date such reduction occurs;

c. At the request of a shareholder or group of shareholders as prescribed in Clause 3, Article 14 of this Charter by a written request clearly stating the reasons and purposes of the meeting and bearing the signatures of the relevant shareholders;

d. At the request of the Board of Supervisors;

e. Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders

a. The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the number of remaining members falls below the statutory minimum or from the date of receipt of the requests specified in Points c and d of Clause 3 of this Article. If the Board of Directors fails to convene the meeting as prescribed, the Chairman and members of the Board of Directors shall be liable before the law and must compensate for any damage caused to the Company.

b. If the Board of Directors fails to convene the meeting as prescribed above, within the following thirty (30) days, the Board of Supervisors shall replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises. If the Board of Supervisors fails to convene the meeting, it shall be liable before the law and must compensate for any damage caused to the Company.

c. If the Board of Supervisors fails to convene the meeting as prescribed, the shareholder or group of shareholders as specified shall have the right to request a representative of the Company to convene the General Meeting of Shareholders in accordance with the Law on Enterprises.

d. In such case, the convening shareholders may request the business registration authority to supervise the order and procedures for convening, conducting the meeting and adopting resolutions of the General Meeting of Shareholders.

e. Procedures for organizing the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

f. All expenses with valid supporting documents incurred for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include costs incurred by shareholders when attending the meeting, including accommodation and travel expenses.

**Article 17. Rights and obligations of the General Meeting of Shareholders**

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

a. To approve the development orientation of the Company;

b. To decide on the classes of shares and the total number of shares of each class authorized for offering; to decide the annual dividend rate for each class of shares;



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- c. To elect, dismiss and remove members of the Board of Directors and members of the Board of Supervisors;
  - d. To decide on investment or disposal of assets with a value equal to or exceeding thirty-five percent (35%) of the total assets recorded in the most recent financial statements of the Company;
  - e. To decide on amendments and supplements to the Charter;
  - f. To approve annual financial statements;
  - g. To decide on the repurchase of more than ten percent (10%) of the total number of issued shares of each class;
  - h. To examine and handle violations committed by members of the Board of Directors and the Board of Supervisors causing damage to the Company and its shareholders;
  - i. To decide on reorganization and dissolution of the Company;
  - j. To decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;
  - k. To approve the internal corporate governance regulations and the operating regulations of the Board of Directors and the Board of Supervisors;
  - l. To approve the list of approved auditing firms; to decide on the auditing firm to audit the Company's operations and to dismiss the approved auditor when necessary;
  - m. Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders shall discuss and approve the following matters:
- a. Annual business plan of the Company;
  - b. Audited annual financial statements;
  - c. Report of the Board of Directors on its governance and performance and that of each member;
  - d. Report of the Board of Supervisors on business results and performance of the Board of Directors and the Director (General Director);
  - e. Self-assessment report of the Board of Supervisors and its members;
  - f. Dividend rate for each class of shares;
  - g. Number of members of the Board of Directors and the Board of Supervisors;
  - h. Election, dismissal and removal of members of the Board of Directors and the Board of Supervisors;
  - i. Decision on budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;
  - j. Approval of the list of approved auditing firms and decision on the appointment of the auditing firm when necessary;
  - k. Amendments and supplements to the Charter;
  - l. Classes and number of new shares to be issued for each class and transfer of shares of founding shareholders within the first three (03) years from the date of establishment;
  - m. Division, separation, consolidation, merger or conversion of the Company;
  - n. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;

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- o. Decision on investment or disposal of assets with a value equal to or exceeding thirty-five percent (35%) of total assets recorded in the most recent financial statements;
  - p. Decision on repurchase of more than ten percent (10%) of issued shares of each class;
  - q. Approval of contracts and transactions with persons specified in Clause 1, Article 167 of the Law on Enterprises having a value equal to or exceeding thirty-five percent (35%) of the Company's total assets recorded in the most recent financial statements;
  - r. Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020;
  - s. Approval of internal corporate governance regulations and operating regulations of the Board of Directors and the Board of Supervisors;
  - t. Other matters as prescribed by law and this Charter.
3. Shareholders shall not be entitled to vote in the following cases:
- a. Contracts specified in Clause 2 of this Article where such shareholder or a related person of such shareholder is a party to the contract;
  - b. Repurchase of shares of such shareholder or a related person, except where the repurchase is conducted proportionally among all shareholders or through order matching or public tender offer on the Stock Exchange.
4. All matters within the authority of the General Meeting of Shareholders must be discussed and voted on at the meeting or through written collection of shareholders' opinions.

**Article 18. Authorization to Attend the General Meeting of Shareholders**

- 1. A shareholder or an authorized representative of an institutional shareholder may attend the meeting in person or authorize one or more individuals or organizations to attend or attend through one of the forms specified in Clause 3 Article 144 of the Law on Enterprises.
  - 2. The authorization must be made in writing. The power of attorney shall be in the form prescribed by the Company or in accordance with civil law and must clearly state the name of the authorized person/organization and the number of shares authorized. The authorized person must present the authorization document upon registration before entering the meeting room.
  - 3. Voting ballots of authorized representatives shall remain valid within the scope of authorization in the following cases:
    - a. The authorizing person has died, has limited civil act capacity, or has lost civil act capacity;
    - b. The authorizing person has revoked the authorization;
    - c. The authorizing person has revoked the authority of the authorized representative;
- This provision shall not apply if the Company receives notice of such events before the opening of the meeting or before reconvening.

**Article 19. Variation of rights**

- 1. The modification or cancellation of special rights attached to a class of preference shares shall be valid only when approved by shareholders holding at least 65% of the ordinary shares attending the meeting and simultaneously approved by shareholders holding at least 65% of the voting rights of such preference shares.



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2. A meeting for this purpose is valid only when attended by at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the par value of issued shares of that class. If quorum is not met, a second meeting shall be held within thirty (30) days, and shareholders present shall constitute a valid quorum regardless of number and shareholding. At such meetings, holders of such shares present in person or by proxy may request secret ballot voting, and each share of the same class shall carry equal voting rights.

3. The procedures for conducting such separate meetings shall be carried out in the same manner as prescribed in Article 21 and Article 23.

4. Unless otherwise provided in the terms of issuance of shares, the special rights attached to classes of shares with preferential rights in respect of profit distribution or assets of the Company shall not be altered when the Company issues additional shares of the same class..

**Article 20. Convening of the General Meeting of Shareholders, meeting agenda, and notice of meeting of the General Meeting of Shareholders**

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene extraordinary General Meetings of Shareholders in the cases specified in Clause 3 Article 16 of this Charter.

2. The convener of the General Meeting of Shareholders must perform the following duties:

a. To prepare a list of shareholders entitled to attend the meeting based on the Company's shareholder register. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no earlier than ten (10) days prior to the date of sending the notice of invitation. The Company must disclose information on the preparation of such list at least twenty (20) days prior to the record date;

b. To provide information and resolve complaints related to the list of shareholders;

c. To prepare the agenda and contents of the meeting;

d. To prepare documents for the meeting;

e. To draft resolutions of the General Meeting of Shareholders corresponding to the expected agenda; list and detailed information of candidates in case of election of members of the Board of Directors and Supervisors;

f. To determine the time and venue of the meeting;

g. To send the notice of invitation to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;

h. To perform other tasks serving the meeting.

3. The notice of invitation to the General Meeting of Shareholders shall be sent by a guaranteed method to the contact address of each shareholder and simultaneously published on the Company's website and on the information disclosure systems of the State Securities Commission and the Stock Exchange. The notice must be sent at least twenty-one (21) days prior to the meeting date (calculated from the date the notice is validly sent, prepaid, or deposited into the mailbox). The meeting agenda and documents related to matters to be voted on shall be sent to shareholders or published on the Company's website. In case documents are not enclosed with the notice, the notice must clearly indicate the website address where shareholders may access, including:



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- a. Meeting agenda and documents used in the meeting;
  - b. List and detailed information of candidates in case of election of members of the Board of Directors and Supervisors;
  - c. Voting ballots;
  - d. Form of proxy appointment;
  - e. Draft resolutions for each matter in the agenda.
4. Shareholders or groups of shareholders referred to in Clause 3 Article 14 of this Charter have the right to propose matters to be included in the meeting agenda. Such proposals must be made in writing and sent to the Company at least seven (07) working days prior to the opening date of the General Meeting of Shareholders. The proposal must include the full name, permanent address, nationality, citizen identification number, identity card, passport or other lawful personal identification of individual shareholders; name, enterprise code or establishment decision number, and head office address of institutional shareholders; number and class of shares held; and the proposed content to be included in the agenda.
5. The convener of the General Meeting of Shareholders has the right to refuse proposals referred to in this Clause 4 in the following cases:
- a. The proposal is not submitted within the prescribed time limit or does not contain sufficient or correct contents as required;
  - b. The proposed matter does not fall within the authority of the General Meeting of Shareholders to discuss and approve.
6. In case the convener refuses a proposal, a written response stating the reasons must be provided no later than two (02) working days prior to the opening date of the meeting.
7. The Board of Directors must prepare draft resolutions for each matter in the meeting agenda.
8. The convener must accept and include valid proposals into the draft agenda and contents of the meeting unless falling under cases of refusal as prescribed; such proposals shall be officially added if approved by the General Meeting of Shareholders.
9. In case all shareholders representing 100% of the total voting shares attend the meeting in person or through authorized representatives, all decisions unanimously approved shall be valid even if the procedures for convening the meeting are not fully complied with or the voting contents are not included in the agenda.

**Article 21. Conditions for holding a meeting of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than fifty percent (50%) of the total voting shares.
2. If within thirty (30) minutes from the scheduled opening time the required quorum is not met, the convener shall cancel the meeting. The meeting shall be reconvened within thirty (30) days from the intended date of the first meeting. The reconvened meeting shall be conducted when shareholders representing at least thirty-three percent (33%) of the total voting shares attend.
3. If the second meeting does not meet the quorum requirement, a third meeting shall be convened within twenty (20) days from the intended date of the second meeting. In this case,

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the meeting shall be valid regardless of the number of voting shares represented and shall have the authority to decide on all matters scheduled to be approved at the first meeting.

**Article 22. Procedures for conducting meetings and voting at the General Meeting of Shareholders**

1. Prior to the opening of the meeting, the Company must conduct registration of attending shareholders.

2. During registration, the Company shall issue to each shareholder or authorized representative a voting card indicating the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting rights of such shareholder. When voting at the meeting, affirmative votes shall be collected first, followed by dissenting votes, and finally the total number of affirmative and dissenting votes shall be counted to determine the result. The total number of votes in favor, against, abstaining, or invalid for each matter shall be announced by the Chairperson immediately after voting on that matter. The meeting shall elect vote-counting or vote-supervising persons as proposed by the Chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the Chairperson's proposal but shall not exceed the number prescribed by applicable law.

3. Shareholders or authorized representatives arriving after the opening of the meeting shall have the right to register immediately and thereafter participate and vote. In this case, the Chairperson shall not be required to suspend the meeting to allow late registration, and the validity of matters already voted on prior to their arrival shall not be affected.

4. The Chairman of the Board of Directors shall act as the Chairperson of meetings convened by the Board of Directors. In the absence or temporary incapacity of the Chairman, the remaining members of the Board of Directors shall elect one among themselves to act as Chairperson based on the majority principle. If no Chairperson is elected, the Head of the Supervisory Board shall preside over the election of the Chairperson by the General Meeting of Shareholders, and the person receiving the highest number of votes shall act as Chairperson.

In other cases, the person signing the decision to convene the meeting shall preside over the election of the Chairperson, and the person receiving the highest number of votes shall act as Chairperson.

5. The decision of the Chairperson regarding procedures, order, or matters arising outside the agenda shall be final. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly specify the time allocation for each matter. Only the General Meeting of Shareholders has the authority to amend the agenda.

6. The Chairperson may adjourn the meeting upon approval or request of the General Meeting of Shareholders when quorum is satisfied as prescribed by law.

7. If the Chairperson adjourns or suspends the meeting contrary to regulations, the General Meeting of Shareholders shall elect another person to preside, and all resolutions passed at that meeting shall remain valid.

8. The Chairperson may take necessary actions to ensure orderly and lawful conduct of the meeting in accordance with the approved agenda.

9. The convener of the meeting has the right to:



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a. Require all attendees to undergo security checks or other measures;  
b. Request competent authorities to maintain order and expel persons who disrupt the meeting or fail to comply with the Chairperson's instructions.

10. After careful consideration, the convener may implement appropriate measures to:

- a. Arrange seating at the meeting venue;  
b. Ensure safety of attendees;  
c. Facilitate shareholders' participation or continued participation.

The convener has full authority to change such measures and apply all necessary actions, including issuing entry passes or other selection methods.

11. Where such measures are applied, the convener may:

a. Announce that the meeting shall be held at the specified venue where the Chairperson is present ("Main Venue");

b. Arrange for shareholders or authorized representatives who cannot attend at the Main Venue to participate simultaneously at another location.

Notices of the meeting are not required to detail such arrangements.

12. For the purpose of this Charter, unless otherwise required, all shareholders shall be deemed to attend the meeting at the Main Venue.

13. The agenda and contents of the meeting must be approved at the opening session and must clearly specify the time allocation for each item.

The Company must hold at least one General Meeting of Shareholders annually. The Annual General Meeting of Shareholders shall not be conducted by written consultation.

14. The meeting may be conducted physically or via online conference where some or all shareholders in different locations can:

- a. See and hear the Chairperson and other participants; and  
b. Communicate with the Chairperson and other shareholders simultaneously, directly or via teleconference or other technological means.

15. Shareholders shall be deemed to attend and vote at the meeting through the forms prescribed in Clause 3 Article 18 of this Charter.

**Article 23. Adoption of resolutions of the General Meeting of Shareholders**

1. The General Meeting of Shareholders (General Meeting of Shareholders) shall adopt decisions within its authority by voting at meetings or by collecting written opinions.

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

- a. Amendments and supplements to the Company's Charter;  
b. Development orientation of the Company;  
c. Types of shares and total number of shares of each type;  
d. Election, dismissal, and removal of members of the Board of Directors and the Board of Supervisors;  
e. Decisions on investment or sale of assets with a value equal to or exceeding 35% (thirty-five percent) of the total asset value recorded in the most recent financial statements of the Company;  
f. Approval of annual financial statements;

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g. Reorganization or dissolution of the Company.

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

a. Amendments and supplements to the Company's Charter;

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

c. Changes in business lines, trades, and sectors;

d. Changes in the organizational and management structure of the Company;

d. Investment projects or sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statements;

e. Reorganization or dissolution of the Company;

f. Dismissal or removal of a member of the Board of Directors in cases where such member does not submit a resignation letter;

g. Other cases as prescribed in this Charter.

4. In the case where a member of the Board of Directors submits a resignation letter, the acceptance of such resignation shall be approved if more than 50% of the total voting shares of shareholders attending and voting at the meeting vote in favor.

– Other resolutions shall be adopted if approved by shareholders holding more than 50% of the total voting shares of all shareholders attending and voting at the meeting, except for cases specified in Clauses 3 and 5 of this Article and Clauses 4 and 6 Article 148 of the Law on Enterprises.

5. The election of members of the Board of Directors and the Board of Supervisors shall be conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or Supervisors, and shareholders may allocate all or part of their votes to one or several candidates. Elected candidates shall be determined based on the number of votes from highest to lowest until the required number of members as prescribed in the Company's Charter is met. In case two or more candidates receive the same number of votes for the final position, a re-election shall be conducted among those candidates or selection shall be made in accordance with the election regulations.

6. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares shall be lawful and effective even if the procedures for convening the meeting and adopting such resolutions are not in compliance with the Law on Enterprises and the Company's Charter.

7. Resolutions of the General Meeting of Shareholders must be notified to shareholders entitled to attend the meeting within 15 days from the date of adoption; in case the Company has a website, such notification may be replaced by posting on the Company's website.

**Article 24. Authority and procedures for collecting shareholders' written opinions for adoption of resolutions of the General Meeting of Shareholders**

The authority and procedures for collecting written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders shall be implemented as follows:

1. Except for matters required to be adopted by voting at a General Meeting of Shareholders meeting as specified in Clause 2 Article 23 of this Charter, the Board of Directors has



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the right to collect written opinions of shareholders to adopt General Meeting of Shareholders resolutions when deemed necessary for the benefit of the Company.

2. The Board of Directors must prepare opinion ballots, draft resolutions of the General Meeting of Shareholders, explanatory documents, and send them to shareholders entitled to vote at least 10 (ten) days before the deadline for returning the ballots. The list of shareholders for this purpose shall be prepared in accordance with Clause 2 Article 20 of this Charter. The requirements and method of sending ballots and accompanying documents shall comply with Article 143 of the Law on Enterprises.

3. An opinion ballot must contain the following principal contents:
  - a. Name, head office address, and enterprise code;
  - b. Purpose of collecting opinions;
  - c. Full name, permanent address, nationality, ID card/Passport or other lawful personal identification of individual shareholders; name, head office address, nationality, enterprise code or establishment decision number of organizational shareholders; or details of authorized representatives of organizational shareholders; number of shares of each type and number of voting rights;
  - d. Matters on which opinions are sought;
  - e. Voting options including approval, disapproval, and abstention;
  - f. Deadline for returning completed ballots;
  - g. Full name and signatures of the Chairman of the Board of Directors and the legal representative of the Company.

4. Opinion ballots shall be returned to the Company by the following methods:

- a. By mail: Completed ballots must bear the signature of individual shareholders, authorized representatives, or legal representatives of organizational shareholders, and must be sealed; no one is permitted to open them before counting;

- b. By fax or email: Ballots must be kept confidential until the time of vote counting.

Ballots received after the deadline, or ballots opened (for mailed ballots) or disclosed (for fax/email ballots), shall be invalid. Ballots not returned shall be deemed as non-participation in voting.

5. The Board of Directors shall count votes and prepare a vote-counting record in the presence of the Board of Supervisors or shareholders not holding management positions. The record must include:

- a. Name, head office address, and enterprise code;
  - b. Purpose and matters for voting;
  - c. Number of shareholders and total votes, distinguishing valid and invalid votes, and voting methods, with an appendix listing participating shareholders;
  - d. Total votes for, against, and abstentions for each matter;
  - e. Matters approved;
  - f. Full names and signatures of the Chairman of the Board of Directors, the legal representative, the vote counters, and supervisors.

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Members of the Board of Directors, vote counters, and supervisors shall be jointly liable for the accuracy and truthfulness of the vote-counting record and for damages arising from dishonest or inaccurate vote counting.

6. The vote-counting record must be sent to shareholders within 15 days from the completion of vote counting; if the Company has a website, it may be published within 24 hours instead.

7. All ballots, vote-counting records, adopted resolutions, and related documents must be archived at the Company's head office.

8. Resolutions adopted through written opinions of shareholders shall have the same validity as those adopted at a General Meeting of Shareholders meeting.

9. Such resolutions shall be approved if shareholders holding more than 50% of the total voting shares of all voting shareholders vote in favor, except for cases specified in Clause 3 Article 23 of this Charter.

**Article 25. Minutes of meetings of the General Meeting of Shareholders**

1. The General Meeting of Shareholders meeting must be recorded in minutes and may be audio-recorded or stored electronically. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, and must include:

- a. Name, head office address, and enterprise code;
- b. Time and location of the meeting;
- c. Agenda and contents;
- d. Full names of the Chairperson and Secretary;
- e. Summary of proceedings and opinions expressed on each agenda item;
- f. Number of shareholders and total voting shares attending, with an appendix listing attendees and their respective shares and votes;
- g. Total votes for each matter, including voting method, valid/invalid votes, votes for, against, and abstentions, and corresponding percentages;
- h. Approved matters and corresponding voting ratios;
- i. Full names and signatures of the Chairperson and Secretary.

If the Chairperson or Secretary refuses to sign, the minutes shall still be valid if signed by all other attending members of the Board of Directors and containing all required contents, clearly stating such refusal.

2. The minutes must be completed and approved before the end of the meeting.

3. The Chairperson, Secretary, and signatories shall be jointly liable for the accuracy and truthfulness of the minutes.

4. Minutes in Vietnamese and foreign languages shall have equal legal validity; in case of discrepancies, the Vietnamese version shall prevail.

5. Minutes must be sent to all shareholders within 15 days from the end of the meeting; this may be replaced by posting on the Company's website.

6. Minutes, attendance lists, adopted resolutions, and related documents must be disclosed in accordance with securities disclosure laws and archived at the Company's head office.

**Article 26. Request for annulment of resolutions of the General Meeting of Shareholders**



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Within 90 days from receipt of the meeting minutes or written voting results, members of the Board of Directors, Supervisors, the Director (General Director), or shareholders/groups of shareholders specified in Clause 3 Article 14 may request a court or arbitration to annul a General Meeting of Shareholders resolution in the following cases:

1. Procedures for convening the meeting are not in compliance with the Law on Enterprises and the Company's Charter, except as provided in Clause 2 Article 27 of this Charter;
2. Procedures for decision-making or contents of the resolution violate the law or the Company's Charter.

If a resolution is annulled by a court or arbitration, the convener may reorganize the General Meeting of Shareholders within 30 days in accordance with the Law on Enterprises and this Charter.

**Article 27. Effectiveness of resolutions of the General Meeting of Shareholders**

1. Resolutions of the GMS shall take effect from the date of adoption or from the effective date specified therein.
2. Resolutions adopted by 100% of the total voting shares shall be lawful and effective even if the procedures for adoption are not fully compliant.
3. In cases where shareholders request annulment under Article 26, such resolutions shall remain effective until a court or arbitration decides otherwise, except where interim emergency measures are applied by competent authorities.

**PART 7. BOARD OF DIRECTORS****Article 28. Standards of Members of the Board of Directors**

1. Members of the Board of Directors must satisfy the following criteria and conditions:
  - a. Have full civil act capacity and not fall under the categories prohibited from managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;
  - b. Possess professional qualifications and experience in business management of the Company. A member of the Board of Directors is not necessarily required to be a shareholder of the Company;
  - c. A member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors of another company.
2. An independent member of the Board of Directors must meet the following criteria and conditions:
  - Not be a person currently working for the Company or its subsidiary; not have worked for the Company or its subsidiary for at least the preceding three (03) consecutive years;
  - Not be a person currently receiving salary or remuneration from the Company, except for allowances to which members of the Board of Directors are entitled in accordance with regulations;
  - Not be a person whose spouse, biological parent, adoptive parent, biological child, adopted child, or sibling is a major shareholder of the Company or a manager of the Company or its subsidiary;

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–Not be a person who directly or indirectly owns at least 1% of the total voting shares of the Company;

–Not be a person who has served as a member of the Board of Directors or the Supervisory Board of the Company for at least the preceding five (05) consecutive years.

3. An independent member of the Board of Directors who no longer meets the conditions prescribed in Clause 2 of this Article shall automatically cease to be an independent member of the Board of Directors from the date such conditions are no longer satisfied. The Board of Directors must notify such case at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replacement independent members of the Board of Directors within six (06) months from the date of receiving notice from the relevant independent member.

**Article 29. Nomination and Candidacy for Members of the Board of Directors**

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

- a. Full name, date of birth;
- b. Educational background;
- c. Professional qualifications;
- d. Employment history;
- e. Companies in which the candidate is currently holding positions as a member of the Board of Directors or other managerial positions;
- f. Report assessing the candidate's contributions to the Company, if the candidate is currently a member of the Board of Directors of the Company;
- g. Interests related to the Company (if any);
- h. Name(s) of the shareholder or group of shareholders nominating the candidate (if any);
- i. Other information (if any).

2. A shareholder or a group of shareholders holding from ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors. Specifically, shareholders or groups of shareholders holding from ten percent (10%) to under thirty percent (30%) may nominate up to two (02) candidates; from thirty percent (30%) to under forty percent (40%) may nominate up to three (03) candidates; from forty percent (40%) to under fifty percent (50%) may nominate up to four (04) candidates; from fifty percent (50%) to under sixty percent (60%) may nominate up to five (05) candidates; from sixty percent (60%) to under seventy percent (70%) may nominate up to six (06) candidates; from seventy percent (70%) to under eighty percent (80%) may nominate up to seven (07) candidates; and from eighty percent (80%) to under ninety percent (90%) may nominate up to eight (08) candidates.



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3. Where the number of candidates nominated and self-nominated is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations in accordance with the mechanism prescribed in the Company's internal corporate governance regulations. The procedure for the incumbent Board of Directors to introduce additional candidates must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

**Article 30. Composition and Term of Office of Members of the Board of Directors**

1. The Board of Directors shall consist of five (05) members. The term of the Board of Directors shall be five (05) years. The term of each member shall not exceed five (05) years; members may be re-elected for an unlimited number of terms. The total number of independent members must account for at least one-third (1/3) of the total number of members of the Board of Directors. The minimum number of independent members shall be determined by rounding down.

2. A member of the Board of Directors shall cease to hold office in the following cases;

a. No longer meeting the criteria and conditions as prescribed in Article 28 of this Charter or being prohibited by law from serving;

b. Submitting a written resignation to the Company's head office;

c. Being mentally incapacitated and other members have professional evidence proving the loss of civil act capacity;

d. Failing to attend meetings of the Board of Directors for six (06) consecutive months, except in cases of force majeure;

e. By decision of the General Meeting of Shareholders;

f. No longer being an authorized representative of an institutional shareholder;

g. Providing false personal information when submitting candidacy;

h. Other cases as prescribed by law.

3. The appointment of members of the Board of Directors must be disclosed in accordance with laws on securities and the securities market.

4. Members of the Board of Directors are not required to be shareholders of the Company.

**Article 31. Rights and obligations of the Board of Directors**

1. The business operations and affairs of the Company shall be managed or directed by the Board of Directors. The Board of Directors is the governing body with full authority to exercise all rights on behalf of the Company, except those falling under the authority of the General Meeting of Shareholders.

2. The Board of Directors is responsible for supervising the Director or General Director and other managers.

3. The rights and obligations of the Board of Directors shall be prescribed by law, the Charter, internal regulations, and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following powers:

a. To decide on strategies, medium-term development plans, and annual business plans of the Company;

b. To propose types of shares and the total number of shares to be offered for each type;

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- c. To decide on the sale of unsold shares within the authorized number of shares of each type; to decide on additional capital mobilization in other forms;
  - d. To decide on the selling price of shares and bonds of the Company;
  - e. To decide on the repurchase of shares in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
  - f. To decide on investment plans and investment projects within its authority and in accordance with law;
  - g. To decide on solutions for market development, marketing, and technology;
  - h. To approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of thirty-five percent (35%) or more of the total asset value recorded in the latest financial statements of the Company. This provision shall not apply to contracts and transactions falling under the authority of the General Meeting of Shareholders as prescribed in Point d Clause 2 Article 138, Clause 1 and Clause 3 Article 167 of the Law on Enterprises;
  - i. To elect, dismiss, and remove the Chairman of the Board of Directors; to appoint, dismiss, enter into, and terminate contracts with the Director or General Director, Deputy General Director or Deputy Director, Chief Accountant, and Heads/Deputy Heads of project management units; to decide on their salaries, remuneration, bonuses, and other benefits; to appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders in other companies, and to decide on remuneration and other benefits of such representatives;
  - j. To supervise and direct the Director (General Director) and other managers in the conduct of daily business operations of the Company;
  - k. To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or acquisition of shares in other enterprises;
  - l. To approve the agenda, contents, and documents for General Meetings of Shareholders; to convene General Meetings of Shareholders or organize the collection of written opinions for the General Meeting of Shareholders to adopt resolutions;
  - m. To submit the audited annual financial statements to the General Meeting of Shareholders;
  - n. To propose dividend levels; to decide on the timing and procedures for dividend payment or handling of business losses;
  - o. To propose the reorganization or dissolution of the Company; to request the bankruptcy of the Company;
  - p. To decide on the issuance of regulations on the operation of the Board of Directors and internal corporate governance regulations after approval by the General Meeting of Shareholders; to decide on the issuance of regulations on the operation of the Audit Committee under the Board of Directors and regulations on information disclosure of the Company;
  - q. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant laws, and this Charter.
- 4. The following matters must be approved by the Board of Directors:
    - a. Establishment of branches or representative offices of the Company;
    - b. Establishment of subsidiaries of the Company;



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- c. Appointment and dismissal of persons authorized by the Company to act as commercial representatives and lawyers of the Company;
- d. Borrowings and the execution of mortgages, security, guarantees, and indemnities of the Company;
- e. Acquisition or disposal of shares or capital contributions in other companies in Vietnam or abroad;
- f. Valuation of assets contributed to the Company not in cash in relation to the issuance of bonds or shares of the Company, including gold, land use rights, intellectual property rights, technology, and technical know-how;
- g. Decisions on investments or sale of assets with a value of less than thirty-five percent (35%) of the total asset value recorded in the latest financial statements of the Company. This provision shall not apply to contracts and transactions falling under the authority of the General Meeting of Shareholders as prescribed in Point d Clause 2 Article 138 and Clause 3 Article 167 of the Law on Enterprises;
- h. Approval of contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of thirty-five percent (35%) or more of the total asset value recorded in the latest financial statements of the Company. This provision shall not apply to contracts and transactions falling under the authority of the General Meeting of Shareholders as prescribed in Point d Clause 2 Article 138, Clause 1 and Clause 3 Article 167 of the Law on Enterprises;
- i. Investments not included in the business plan and exceeding ten percent (10%) of the annual business plan and budget value;
- j. The Company's purchase or recovery of not more than ten percent (10%) of each class of shares; decision on the price of purchase or recovery of shares of the Company;

Other matters not falling under the authority of the General Meeting of Shareholders which the Board of Directors deems necessary to be approved within its authority and responsibilities.

5. The Board of Directors must report to the General Meeting of Shareholders on its activities, particularly on its supervision of the Director or General Director and other managers during the financial year. If the Board of Directors fails to submit such report, the annual financial statements of the Company shall be deemed invalid and not approved by the Board of Directors.

6. Unless otherwise prescribed by law and this Charter, the Board of Directors may delegate authority to subordinate employees and managers to act on behalf of the Company.

7. Members of the Board of Directors (excluding alternate representatives) shall be entitled to remuneration for their services. The total remuneration of the Board of Directors shall be determined by the General Meeting of Shareholders. Such remuneration shall be allocated among members as agreed within the Board of Directors or equally in the absence of such agreement.

8. The total remuneration paid to members of the Board of Directors (and the remuneration of each member) including remuneration, expenses, commissions, share purchase rights, and other benefits received from the Company, its subsidiaries, affiliated companies, and other companies where such members act as representatives of contributed capital must be detailed in the Company's annual report.

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9. Members of the Board of Directors holding executive positions (including Chairman or Vice Chairman), or serving on committees of the Board of Directors, or performing duties beyond the normal scope of a Board member, may receive additional remuneration in the form of lump-sum payments, salary, commission, profit percentage, or other forms as decided by the Board of Directors.

10. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, and other reasonable expenses incurred in performing their duties, including expenses incurred in attending meetings of the Board of Directors, its committees, or the General Meeting of Shareholders.

**Article 32. Chairman and Vice Chairman of the Board of Directors**

1. The Board of Directors shall elect from among its members one (01) Chairman and one (01) Vice Chairman (if necessary). The Chairman of the Board of Directors shall not concurrently hold the position of Director or General Director of the Company.

2. The Chairman of the Board of Directors shall have the following rights and duties:

- a. To formulate the programs and plans for the activities of the Board of Directors;
- b. To prepare agendas, contents, and documents for meetings; to convene and preside over meetings of the Board of Directors;
- c. To organize the adoption of resolutions of the Board of Directors;
- d. To supervise the implementation of resolutions of the Board of Directors;
- e. To preside over General Meeting of Shareholders and meetings of the Board of Directors;

f. The Chairman of the Board of Directors shall be responsible for ensuring that the Board of Directors submits the annual financial statements, reports on the Company's operations, audit reports, and supervisory reports of the Board of Directors to shareholders at the General Meeting of Shareholders;

g. Other rights and obligations as prescribed by the Company's Charter and laws.

3. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she shall authorize in writing another member to exercise the rights and obligations of the Chairman. In the absence of such authorization, the remaining members shall elect one among them to temporarily act as Chairman of the Board of Directors on the principle of majority.

4. The Chairman of the Board of Directors may be dismissed by decision of the Board of Directors. In case the Chairman resigns or is removed, the Board of Directors must elect a replacement within ten (10) days.

**Article 33. Meetings of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of that term of the Board of Directors. This meeting shall be convened and chaired by the member with the highest number or highest proportion of votes. In case there is more than one (01) member having the highest and equal number or proportion of votes, such members shall elect, by majority, one (01) among them to convene the Board of Directors meeting.

2. Regular meetings. The Chairman of the Board of Directors shall convene regular meetings, prepare the agenda, time, and venue of the meeting at least five (05) working days prior



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to the expected meeting date. The Chairman may convene meetings whenever necessary, but at least once per quarter.

3. The Chairman shall convene extraordinary meetings when deemed necessary in the interest of the Company. In addition, the Chairman must convene a meeting of the Board of Directors in any of the following cases:

- a. Upon request of the Supervisory Board or an independent member of the Board of Directors;
- b. Upon request of the Director or General Director or at least five (05) other managers;
- c. Upon request of at least two (02) executive members of the Board of Directors;

d. Such request must be made in writing, clearly stating the purpose, matters to be discussed, and decisions within the authority of the Board of Directors.

4. The meetings mentioned in Clause 3 of this Article must be held within seven (07) working days from the date of receipt of the request. If the Chairman fails to convene the meeting as requested, he/she shall be responsible for any damages incurred by the Company; the persons requesting the meeting shall have the right to convene the meeting of the Board of Directors themselves.

5. Where requested by the independent auditing firm performing the audit of the Company's financial statements, the Chairman must convene a meeting of the Board of Directors to discuss the audit report and the Company's situation.

6. Venue of meetings. Meetings of the Board of Directors shall be held at the head office of the Company or at other locations within or outside Vietnam as decided by the Chairman and agreed upon by the Board of Directors.

7. The Chairman or the convener must send meeting notices at least three (03) working days prior to the meeting date. The notice must specify the time, venue, agenda, issues for discussion and decision. Attached documents and voting forms must be enclosed.

The notice shall be sent by post, fax, email, or other means, ensuring delivery to the registered contact address of each member of the Board of Directors.

8. Quorum. Meetings of the Board of Directors shall be conducted and decisions shall be passed only when at least three-quarters (3/4) of the members are present in person or through authorized representatives if approved by the majority of members. If the quorum is not met, a second meeting shall be convened within seven (07) days. In such case, the meeting shall be valid if more than half (1/2) of the members attend.

9. A member shall be deemed to attend and vote at a meeting if he/she:

- a. Attends and votes directly;
- b. Authorizes another person to attend if approved by the majority of members;
- c. Attends and votes via online conference or similar means;
- d. Sends voting ballots via post, fax, or email.

In case of online meetings where members are in different locations, it must be ensured that each participant can:

–Hear other members speaking;

–Speak simultaneously with other participants. Members participating in such manner shall be deemed present. The meeting venue shall be the location where the largest number of members are present or where the Chairman is present.

Resolutions adopted via telephone meetings shall be valid immediately upon conclusion but must be confirmed by signatures of all attending members in the minutes.

If voting ballots are sent by post, they must be sealed and delivered to the Chairman at least one hour before the meeting; ballots shall be opened in the presence of attendees.

10. Voting.

a. Except as provided in Point b Clause 10 of this Article, each member or authorized representative present in person shall have one (01) vote.

b. A member shall not vote on contracts, transactions, or proposals in which he/she or related persons have interests that conflict or may conflict with the Company's interests. Such member shall not be counted in the quorum for those decisions.

c. Where an issue related to a member's interest arises and is not resolved by voluntary abstention, it shall be referred to the Chairman whose decision shall be final, unless the interest has not been fully disclosed.

d. A member benefiting from contracts as prescribed in Article 40 Clause 5 Points a and b shall be deemed to have significant interest therein.

e. Members of the Supervisory Board may attend meetings, participate in discussions but shall not vote.

11. Disclosure of interests. A member who directly or indirectly benefits from a contract or transaction with the Company must disclose the nature and content of such interest at the meeting where it is first considered. If unaware at the time of signing, disclosure must be made at the first meeting after becoming aware.

12. Majority voting. Resolutions are passed by majority vote (over 50%). In case of a tie, the Chairman's vote shall prevail.

13. Written resolutions. Written resolutions are adopted based on majority approval and have equal validity as resolutions passed at duly convened meetings.

14. Minutes of meetings.

14.1 Meetings must be recorded in minutes and may be recorded electronically. Minutes shall be in Vietnamese and may be in a foreign language, including:

- a. Name, head office address, enterprise code;
- b. Time and venue;
- c. Purpose, agenda, contents;



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- d. Names of attendees or authorized representatives and attendance methods; names of absentees and reasons;
- e. Issues discussed and voted;
- f. Summary of opinions of each attending member in chronological order of the meeting;
- g. Voting results, specifying approvals, disapprovals, abstentions;
- h. Resolutions passed and voting ratios;
- i. Full names and signatures of the Chairman and the minute-taker, except as provided in Clause 2 of this Article.

14.2 In case the Chairman or the minute-taker refuses to sign the minutes, the minutes shall still be valid if signed by all other attending members of the Board of Directors and containing all contents as prescribed in Points a, b, c, d, e, g and h Clause 14.1 of this Article. The minutes must clearly state the refusal of the Chairman and/or the minute-taker to sign. The signatories of the minutes shall bear joint responsibility for the accuracy and truthfulness of the contents of the minutes. The Chairman and the minute-taker shall bear personal liability for damages caused to the enterprise due to their refusal to sign the minutes in accordance with the Law on Enterprises, the Company's Charter and relevant laws.

14.3 The Chairman, the minute-taker and the persons signing the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of the Board of Directors' meeting.

**Article 34. Committees under the Board of Directors**

1. The Board of Directors may establish subordinate committees responsible for development policy, human resources, remuneration, and internal audit. The number of members of each committee shall be decided by the Board of Directors, but should be at least three (03) persons, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute the majority of the committee, and one of these members shall be appointed as the Chairman of the committee by decision of the Board of Directors. The operation of the committee must comply with the regulations of the Board of Directors. Resolutions of the committee shall only be valid when approved by the majority of members attending and voting at the committee meeting who are members of the Board of Directors.

2. The implementation of decisions of the Board of Directors, or of committees under the Board of Directors, or of persons acting in the capacity of committee members of the Board of Directors must comply with applicable laws and the provisions of the Company's Charter.

**Article 35. Person in charge of Corporate Governance**

The Board of Directors shall appoint one (01) Person in charge of corporate governance to support governance activities of the Company. The Person in charge of corporate governance may concurrently act as the Company Secretary in accordance with Clause 5 Article 156 of the Law on Enterprises. The Person in charge of corporate governance must not concurrently work for an approved auditing firm that is auditing the Company's financial statements.

The Person in charge of corporate governance shall have the following rights and obligations:

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- a. To advise the Board of Directors in organizing General Meetings of Shareholders in accordance with regulations and handling relations between the Company and shareholders;
- b. To prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;
- c. To advise on procedures of meetings;
- d. To attend meetings;
- e. To advise on procedures for preparing resolutions of the Board of Directors in compliance with legal regulations;
- f. To supervise and report to the Board of Directors on the Company's information disclosure activities;
- g. To act as a focal contact point with stakeholders;
- h. To maintain confidentiality of information in accordance with legal regulations and the Company's Charter;
- i. Other rights and obligations as prescribed by law.

**PART 8. GENERAL DIRECTOR (DIRECTOR) AND OTHER MANAGERS****Article 36. Organization of the Management Structure**

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and operates under its leadership. The Company shall have one Director or General Director (Chief Executive Officer), several Deputy Directors or Deputy General Directors, and one Chief Accountant appointed by the Board of Directors. The General Director and the Deputy Directors or Deputy General Directors may concurrently serve as members of the Board of Directors. The appointment, dismissal, or removal of the above-mentioned positions must be carried out by a duly adopted resolution of the Board of Directors.

**Article 37. Managers**

1. Company executives include the Director (General Director), Deputy Directors (Deputy General Directors), Chief Accountant, and other executives appointed by the Board of Directors.
2. Upon the proposal of the Director or General Director and subject to the approval of the Board of Directors, the Company may recruit additional executives in such number and with such qualifications as appropriate to the Company's organizational structure and internal management regulations as determined by the Board of Directors. Executives must be responsible for supporting the Company in achieving its operational and organizational objectives.
3. The salaries of executives shall be accounted for as operating expenses of the Company in accordance with corporate income tax laws, shall be presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at its annual meeting.

**Article 38. Appointment, Dismissal, Duties and Powers of the Director or General Director**

1. Appointment. The Board of Directors shall appoint one of its members or another person as the Director or General Director and shall enter into an agreement specifying salary, remuneration, benefits, and other relevant terms.



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Information regarding salary, allowances, and benefits of the Director or General Director must be reported at the Annual General Meeting of Shareholders, presented as a separate item in the annual financial statements, and disclosed in the Company's annual report.

2. The term of office of the Director or General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The appointment may terminate in accordance with the provisions of the labor contract.

3. The Director or General Director must meet the following criteria and conditions:

a. Having full legal capacity and not being subject to any prohibition from managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;

b. Possessing professional qualifications and experience in business administration of the Company.

4. Powers and Duties. The Director or General Director shall have the following powers and responsibilities:

a. To implement resolutions of the Board of Directors and the General Meeting of Shareholders;

b. To decide on all matters relating to the Company's daily business operations without requiring a resolution of the Board of Directors, including entering into financial and commercial contracts on behalf of the Company, and organizing and managing the Company's day-to-day business activities in accordance with best management practices;

c. To organize the implementation of business plans and investment plans of the Company;

d. To propose to the Board of Directors plans on organizational structure and internal management regulations;

e. To propose the number and types of managers that the Company needs to employ for appointment or dismissal by the Board of Directors when necessary; to apply appropriate management practices as proposed by the Board of Directors; and to advise the Board of Directors on salary, remuneration, benefits, and other contractual terms of Company managers;

f. To appoint, dismiss, or remove managerial positions within the Company, except for those under the authority of the Board of Directors;

g. To decide salaries and other benefits for employees of the Company, including managers under his/her authority;

h. To recruit employees;

i. To propose dividend distribution plans or solutions for handling business losses;

j. To submit to the Board of Directors for approval detailed business plans for the following fiscal year in line with budget requirements and the five (05)-year financial plan;

k. To propose measures to improve the Company's operations and management;

l. To prepare long-term, annual, and monthly budgets of the Company (hereinafter referred to as "budgets") to serve long-term, annual, and monthly management in accordance with business plans. The annual budget (including projected balance sheet, income statement, and cash flow statement) for each fiscal year must be submitted to the Board of Directors for approval and must include information as required by the Company's regulations;

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m. To perform all other rights and obligations as delegated by the Board of Directors in accordance with this Charter, internal regulations, resolutions of the Board of Directors, the labor contract of the Director or General Director, and applicable laws;

n. The Director or General Director shall be accountable to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these bodies upon request.

5. Dismissal and Removal. The Director or General Director shall be dismissed or removed in the following cases:

- a. Failing to meet the criteria and conditions specified in Clause 3 of this Article;
- b. Submitting a resignation letter;
- c. Being removed by the Board of Directors when a majority of attending members with voting rights approve, and a new Director/General Director is appointed as a replacement.

**PART 9. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, THE GENERAL DIRECTOR (DIRECTOR) AND MANAGERS****Article 39. Duty of Care**

Members of the Board of Directors, Supervisors, the Director or General Director, and other managers shall perform their duties, including those performed in the capacity of members of committees of the Board of Directors, in good faith for the best interests of the Company and with the level of care that a prudent person would exercise when holding an equivalent position and under similar circumstances.

**Article 40. Duty of Loyalty and Avoidance of Conflicts of Interest**

1. Members of the Board of Directors, Supervisors, the Director or General Director, and other managers must disclose related interests in accordance with Article 164 of the Law on Enterprises and other relevant legal regulations.

2. Members of the Board of Directors, members of the Board of Supervisors, the Director (General Director), other managers, and their related persons may only use information obtained by virtue of their positions for the benefit of the Company.

3. Members of the Board of Directors, members of the Board of Supervisors, the Director (General Director), and other managers are obliged to notify in writing the Board of Directors and the Board of Supervisors of transactions between the Company, its subsidiaries, or other companies in which the public company holds more than 50% of the charter capital, and such persons or their related persons in accordance with the law. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with securities laws on information disclosure.

4. Unless otherwise decided by the General Meeting of Shareholders, the Company is not permitted to provide loans or guarantees to members of the Board of Directors, Supervisors, the Director or General Director, other managers, or related individuals or organizations, or to legal entities in which such persons have financial interests, except where the public company and related organizations are companies within the same group or operating under a group structure, including parent–subsidiary relationships, economic groups, or where otherwise provided by specialized laws.



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5. Contracts or transactions between the Company and one or more members of the Board of Directors, Supervisors, the Director or General Director, managers, or their related persons, or with companies, partners, associations, or organizations in which such persons have membership or financial interests, shall not be invalidated in the following cases:

a. For contracts valued at less than 20% of the total asset value recorded in the most recent financial statements, where material details of the contract or transaction, as well as relationships and interests of managers or Board members, have been reported to the Board of Directors or the relevant committee, and such Board or committee has approved the contract or transaction in good faith by a majority vote of disinterested members; or

b. For contracts valued at more than 20% of the total asset value recorded in the most recent financial statements, where material details and related interests have been disclosed to shareholders without related interests who are entitled to vote on the matter, and such shareholders have approved the contract or transaction;

c. Where the contract or transaction is deemed fair and reasonable in all respects to the shareholders of the Company by an independent consulting organization at the time it is approved by the Board of Directors or the General Meeting of Shareholders.

6. Members of the Board of Directors, Supervisors, the Director or General Director, other managers, and their related persons must not use undisclosed information of the Company or disclose such information to others to conduct related transactions.

7. Members of the Board of Directors must not vote on transactions that bring benefits to themselves or their related persons in accordance with the Law on Enterprises and the Company's Charter.

**Article 41. Liability and Compensation for Damages**

1. Liability for Damages. Members of the Board of Directors, Supervisors, the Director or General Director, and managers who breach their duties of honesty and care, fail to perform their obligations with due care, diligence, and professional competence, shall be liable for damages caused by such violations.

2. The Company shall indemnify persons who have been, are, or may become parties to claims, lawsuits, or prosecutions (including civil and administrative cases and not those initiated by the Company) if such person is or was a member of the Board of Directors, a manager, an employee, or an authorized representative of the Company (or its subsidiaries), provided that such person has acted honestly, prudently, and diligently in the interest of the Company or not in conflict with the Company's interests, in compliance with the law, and there is no evidence proving that such person has breached his or her responsibilities.

**PART 10. SUPERVISORY BOARD****Article 42. Supervisors**

1. The number of Supervisors of the Company shall be at least three (03) and at most five (05).

2. Criteria and conditions for Supervisors. A Supervisor must satisfy the following criteria and conditions:

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–Being at least 21 years of age, having full legal capacity, and not being subject to any prohibition from establishing and managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises;

–Not being the spouse, father, adoptive father, mother, adoptive mother, biological child, adopted child, sibling of any member of the Board of Directors, the Director or General Director, or other managers;

–Not holding any managerial position in the Company. Members of the Board of Supervisors are not required to be shareholders or employees of the Company and must not work in the accounting or finance departments of the Company;

–Not being a member or employee of the independent auditing firm that has audited the Company's financial statements within the preceding three (03) consecutive years.

3. The Supervisors shall elect one among themselves as the Head of the Board of Supervisors. The Head of the Board of Supervisors must have expertise in finance and accounting and meet the standards and conditions prescribed by law. The Head of the Board of Supervisors has the following rights and responsibilities:

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

4. The nomination and candidacy of Supervisors shall be carried out in accordance with Clauses 1 and 2, Article 29 of this Charter.

5. Where the number of candidates nominated and self-nominated is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with this Charter and the Company's internal corporate governance regulations. Such additional nominations must be clearly disclosed prior to the General Meeting of Shareholders voting to elect Supervisors in accordance with the law.

6. Supervisors shall be elected by the General Meeting of Shareholders. The term of the Board of Supervisors shall not exceed five (05) years, and Supervisors may be re-elected for an unlimited number of terms. More than half of the members of the Board of Supervisors must reside in Vietnam.

7. A Supervisor shall be dismissed in the following cases:
- a. No longer meeting the criteria and conditions specified in Clause 2 of this Article;
  - b. Failing to perform his/her rights and obligations for six (06) consecutive months, except in cases of force majeure;
  - c. Submitting a resignation letter that is accepted.
8. A Supervisor shall be removed in the following cases:
- a. Failing to fulfill assigned duties and responsibilities;
  - b. Seriously or repeatedly violating the obligations of a Supervisor as prescribed by the Law on Enterprises and this Charter;
  - c. By decision of the General Meeting of Shareholders;



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- d. Other cases as prescribed by law.

**Article 43. Supervisory Board**

1. The Company shall have a Board of Supervisors, which shall have the rights and responsibilities as prescribed in Article 170 of the Law on Enterprises and this Charter, mainly including the following:

- a. To propose and recommend to the General Meeting of Shareholders the approval of an independent auditing organization to audit the Company's financial statements;
- b. To be accountable to shareholders for its supervisory activities;
- c. To supervise the Company's financial status, the legality of operations of members of the Board of Directors, the Director (General Director), and other managers, as well as the coordination between the Board of Supervisors, the Board of Directors, the Director (General Director), and shareholders;
- d. Where violations of law or the Company's Charter by members of the Board of Directors, the General Director, or other managers are detected, to notify the Board of Directors in writing within forty-eight (48) hours, request the violator to cease the violation, and propose remedial measures;
- e. To report to the General Meeting of Shareholders in accordance with the Law on Enterprises;
- f. To develop its operating regulations and submit them to the General Meeting of Shareholders for approval;
- g. To have access to the Company's records and documents kept at the head office, branches, and other locations; and to access the workplaces of managers and employees during working hours;
- h. To request the Board of Directors, its members, the Director (General Director), and other managers to provide full, accurate, and timely information and documents on management, administration, and business operations of the Company;
- i. Other rights and obligations as prescribed by law and this Charter.

2. Members of the Board of Directors, the Director or General Director, and other managers must provide all information and documents relating to the Company's operations at the request of the Board of Supervisors. The Company Secretary must ensure that copies of financial information and other information provided to members of the Board of Directors, as well as copies of minutes of Board meetings, are also provided to Supervisors at the same time they are provided to the Board of Directors.

3. After consulting the Board of Directors, the Board of Supervisors may issue regulations on its meetings and operations. The Board of Supervisors must meet at least twice (02) per year, and at least two-thirds (2/3) of its members must attend such meetings.

4. Members of the Board of Supervisors shall be entitled to remuneration based on their work and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total remuneration and annual operating budget of the Board of Supervisors based on the estimated working days, the number and nature of tasks, and the average daily remuneration of members. Such total remuneration and expenses shall not exceed the

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annual operating budget approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders. Supervisors shall also be reimbursed for reasonable travel, accommodation, and other expenses incurred when attending meetings of the Board of Supervisors or performing other duties.

**PART 11. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS****Article 44. Right to Inspect Books and Records**

1. Shareholders or groups of shareholders referred to in Clause 2, Article 29 and Clause 4, Article 42 of this Charter shall have the right, directly or through a lawyer or an authorized representative, to submit a written request to inspect, during working hours and at the Company's principal place of business, the shareholder register, minutes of the General Meeting of Shareholders, and to make copies or extracts thereof. Requests for inspection made by a lawyer or other authorized representative must be accompanied by a power of attorney from the shareholder represented or a notarized copy thereof. The inspection of the Company's books and records must comply with Clause 5, Article 15 of this Charter.

2. Members of the Board of Directors, Supervisors, the Director or General Director, and managers shall have the right to inspect the Company's shareholder register, shareholder list, and other books and records of the Company for purposes related to their positions, provided that such information is kept confidential.

3. The Company must retain this Charter and its amendments and supplements, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books, and any other documents as required by law at its head office or another location, provided that shareholders and the business registration authority are notified of the location where such documents are kept.

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

**PART 12. EMPLOYEES AND TRADE UNION****Article 45. Employees and Trade Union**

The Director or General Director shall prepare plans for submission to the Board of Directors for approval regarding matters related to recruitment, dismissal, salaries, social insurance, welfare, rewards, and disciplinary actions for managers and employees, as well as matters relating to the Company's relationship with trade union organizations, in accordance with best standards, practices, and management policies, the provisions of this Charter, the Company's internal regulations, and applicable laws.

**PART 13. PROFIT DISTRIBUTION****Article 46. Dividends**

1. Subject to the decision of the General Meeting of Shareholders and in accordance with the law, dividends shall be declared and paid out of the Company's retained earnings but shall



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not exceed the level proposed by the Board of Directors after consultation with shareholders at the General Meeting of Shareholders.

2. In accordance with the Law on Enterprises, the Board of Directors may decide to pay interim dividends if it deems that such payment is consistent with the Company's profitability.

3. The Company shall not pay interest on any dividend payments or other amounts payable in respect of any class of shares.

4. The Board of Directors may propose to the General Meeting of Shareholders the payment of all or part of dividends in specific assets (such as fully paid shares or bonds issued by another company), and the Board of Directors shall implement such resolution.

5. Where dividends or other amounts related to a class of shares are paid in cash, the Company must pay in Vietnamese Dong and may do so by cheque or payment order sent by post to the registered address of the entitled shareholder; any risks arising (from the registered address of the shareholder) shall be borne by the shareholder. In addition, such cash payments may be made by bank transfer if the Company has sufficient banking details of the shareholder to effect direct transfer to the shareholder's account. Where the Company has transferred funds in accordance with the bank details provided by the shareholder but the shareholder does not receive the funds, the Company shall not be liable for such amount. Payment of dividends for shares listed on a Stock Exchange/ Securities Trading Center may be carried out through a securities company or the Vietnam Securities Depository and Clearing Corporation.

6. With the approval of the General Meeting of Shareholders, the Board of Directors may decide and announce that holders of ordinary shares shall receive dividends in the form of additional ordinary shares in lieu of cash dividends. Such additional shares shall be recorded as fully paid, with a value equivalent to the cash dividend amount.

7. Pursuant to the Law on Enterprises, the Board of Directors may adopt a resolution to determine a specific record date. Based on such date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distributions, shares, notices, or other documents.

8. Other matters relating to profit distribution shall be carried out in accordance with the law.

**PART 14. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME****Article 47. Financial Year**

The Company's financial year shall commence on the first day of January each year and end on the thirty-first (31st) day of December of the same year. The first financial year shall commence on the date of issuance of the Enterprise Registration Certificate (or the Business License for conditional business lines) and end on the thirty-first (31st) day of December immediately following the date of issuance of such Enterprise Registration Certificate (or Business License).

**Article 48. Accounting Regime**

1. The accounting regime applied by the Company shall be the Vietnamese Accounting Standards (VAS), the enterprise accounting regime, or any other specific accounting regime issued by competent authorities and approved by the Ministry of Finance.

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2. The Company shall maintain its accounting books in Vietnamese. The Company shall retain accounting records in accordance with the laws on accounting and other relevant laws. Such records must be accurate, updated, systematic, and sufficient to evidence and explain the Company's transactions.

3. The Company shall use Vietnam Dong (VND) as the accounting currency. Where the Company has economic transactions mainly denominated in a foreign currency, it may select such foreign currency as its accounting currency, shall be responsible for such selection before the law, and must notify the directly managing tax authority.

**Article 49. Bank Accounts**

1. The Company shall open bank accounts at Vietnamese banks or foreign banks permitted to operate in Vietnam. The opening or closing of bank accounts shall be decided by the General Director and reported to the Board of Directors.

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

3. The Company shall conduct payments and accounting transactions through its Vietnam Dong or foreign currency accounts opened at banks.

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**PART 15. ANNUAL REPORT, FINANCIAL STATEMENTS AND INFORMATION DISCLOSURE OBLIGATIONS****Article 50. Annual, Semi-Annual and Quarterly Financial Reports**

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

2. The annual financial statements must include all reports, appendices and explanatory notes as prescribed by the laws on corporate accounting and must truthfully and fairly reflect the Company's operational results.

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

4. Audited financial statements (including the auditor's opinion), semi-annual financial statements, and quarterly financial statements must be published on the Company's website.

5. Organizations and individuals shall have the right to inspect or copy the audited annual financial statements, semi-annual and quarterly financial statements during the Company's working hours at its head office, subject to payment of a reasonable copying fee.

**Article 51. Annual Report**

The Company shall prepare and disclose its annual report in accordance with the laws on securities and the securities market.

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**PART 16. COMPANY AUDIT****Article 52. Audit**



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1. The Annual General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of them to audit the Company for the following financial year based on terms and conditions agreed with the Board of Directors.
2. The independent auditing firm shall examine, certify, prepare the audit report, and submit it to the Board of Directors within two (02) months from the end of the financial year.
3. A copy of the audit report must be attached to the Company's annual financial statements.
4. Independent auditors are entitled to attend all General Meeting of Shareholders and have the right to receive notices and other information relating to the General Meeting of Shareholders that shareholders are entitled to receive, and to express their opinions at the meeting on matters relating to the audit.

**PART 17. SEAL****Article 53. Seal**

1. The Board of Directors shall decide on the number, form, and contents of the Company's seal. The Company is responsible for notifying the seal specimen to the business registration authority, and the seal shall be engraved in accordance with the law.
2. The Board of Directors, the Director or the General Director shall manage and use the seal in accordance with the prevailing laws.

**PART 18. TERMINATION OF OPERATION AND LIQUIDATION****Article 54. Termination of Operations**

1. The Company may terminate its operation in the following cases:
  - a. Pursuant to a resolution or decision of the General Meeting of Shareholders;
  - b. Failing to maintain the minimum number of shareholders as prescribed by the Law on Enterprises for a continuous period of six (06) months without carrying out procedures for conversion of the enterprise type;
  - c. Revocation of the Enterprise Registration Certificate, except where otherwise provided by the Law on Tax Administration;
  - d. Other cases as prescribed by law.
2. The termination of operation of the Company prior to its term shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such decision must be notified to or approved by competent authorities (where required) in accordance with applicable regulations.
3. The Company shall only terminate its operation upon ensuring full payment of all debts and other property obligations.
4. Procedures for termination of operation in cases specified at Points b and c, Clause 1 of this Article. The termination of operation of the Company shall be carried out as follows:
  - a. Adoption of the decision on termination of operation. Such decision must include the following principal contents:

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- Name and address of the Company's head office;
  - Reasons for termination;
  - Time limit and procedures for liquidation of contracts and settlement of the Company's debts; such time limit shall not exceed six (06) months from the date of adoption of the decision;
  - Plan for handling obligations arising from labor contracts;
  - Full name and signature of the legal representative of the Company.
- b. The Board of Directors shall directly organize the liquidation of the Company's assets.

Within seven (07) working days from the date of adoption, the decision on termination and meeting minutes must be sent to the business registration authority, tax authority, and employees; and must be published on the National Business Registration Portal and publicly posted at the Company's head office, branches, and representative offices.

Where the Company still has outstanding financial obligations, it must send together with the decision a debt settlement plan to creditors and relevant parties, including details of creditors, debt amounts, time limits, methods of payment, and procedures for handling complaints.

- c. The Company's debts shall be settled in the following order:
- Employees' salaries, severance allowances, social insurance, and other benefits;
  - Other debts;
  - Remaining assets after settlement shall be distributed to shareholders in proportion to their shareholding.

5. **Bankruptcy**

Bankruptcy shall be carried out in accordance with the Law on Bankruptcy.

**Article 55. Liquidation**

1. At least six (06) months after a dissolution decision, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two members shall be appointed by the General Meeting of Shareholders and one member by the Board of Directors from an independent auditing firm. The Liquidation Committee shall establish its own operating regulations. Members may be selected from Company employees or independent experts. All liquidation expenses shall be prioritized for payment before other debts.

2. The Liquidation Committee must report its establishment and commencement date to the business registration authority. From that time, it shall represent the Company in all matters relating to liquidation before courts and administrative authorities.

3. Proceeds from liquidation shall be distributed in the following order:
- a. Liquidation expenses;
  - b. Employees' salaries, severance allowances, social insurance, and other benefits under collective labor agreements and signed labor contracts;
  - c. Tax obligations;
  - d. Other debts of the Company;

The remaining amount after settlement of all debts from items (a) to (d) above shall be distributed to shareholders. Preference shares shall be paid in priority.

**PART 19. SETTLEMENT OF INTERNAL DISPUTES**



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**PETROLEUM REAL ESTATE JOINT STOCK COMPANY****Article 56. Internal Dispute Resolution**

1. In the event of any dispute or complaint relating to the operation of the Company or to the rights of shareholders arising from the Charter or from any rights or obligations prescribed by the Law on Enterprises, other laws, or administrative regulations, between:

- a. Shareholders and the Company; or
- b. Shareholders and the Board of Directors, the Board of Supervisors, the Director (General Director), or other executives.

The relevant parties shall endeavor to resolve such dispute through negotiation and conciliation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman shall preside over the resolution process and request each party to present relevant facts within fifteen (15) working days from the date the dispute arises. Where the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as a mediator for the dispute resolution process.

2. If no conciliation decision is reached within six (06) weeks from the commencement of the conciliation process, or if the mediator's decision is not accepted by the parties, any party may bring the dispute before a competent court for settlement.

3. Each party shall bear its own costs relating to negotiation and conciliation procedures. Court costs shall be borne as determined by the court.

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**PART 20. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER****Article 57. Amendments and Supplements to the Charter**

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

2. In cases where relevant legal provisions governing the Company's operations are not yet included in this Charter, or where new legal provisions differ from those in this Charter, such legal provisions shall automatically apply and govern the Company's operations.

**PART 21. EFFECTIVENESS****Article 58. Effective Date**

1. This Charter, comprising 21 Parts and 58 Articles, was unanimously adopted by the General Meeting of Shareholders of Petroleum Real Estate Joint Stock Company on December 4, 2025 pursuant to the Resolution of the Extraordinary General Meeting of Shareholders and shall take effect from the date of approval.

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

3. Copies or extracts of this Charter shall be valid only when bearing the signature of the Chairman of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors.

**LEGAL REPRESENTATIVE  
PETROLEUM REAL ESTATE JOINT STOCK COMPANY  
GENERAL DIRECTOR**

**Trinh Quoc Khanh**