

**DA NANG  
PHARMACEUTICAL –  
MEDICAL EQUIPMENT  
JOINT STOCK COMPANY**

No. 11/2026/QD-HDQT

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

*Da Nang, April 9, 2026*

**DECISION**

promulgating the Company's amended and supplemented Charter

**BOARD OF DIRECTORS  
DA NANG PHARMACEUTICAL – MEDICAL EQUIPMENT  
JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020.
- Pursuant to the Resolution of the Annual General Meeting of Shareholders of Da Nang Pharmaceutical – Medical Equipment Joint Stock Company No. 10/2026/NQ-ĐHDCĐ dated 5/4/2026.

**DECISION**

**Article 1.** Promulgating the amended and supplemented Charter of Da Nang Pharmaceutical – Medical Equipment Joint Stock Company (*details in the attached file*).

**Article 2. Enforcement:**

- This Decision takes effect from the date of signing.
- Members of the Board of Directors, the Board of Directors and relevant departments, units and individuals shall base themselves on the implementation decision./.

**Recipients:**

- As in Article 2;
- Archive.

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN OF THE BOARD OF DIRECTORS**



**Do Thanh Trung**

**DA NANG PHARMACEUTICAL – MEDICAL EQUIPMENT  
JOINT STOCK COMPANY**

**CHARTER**

**DA NANG PHARMACEUTICAL – MEDICAL EQUIPMENT  
JOINT STOCK COMPANY**

*Da Nang, April 09, 2026*

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## **FOREWORD**

This Charter is amended in accordance with the Valid Decision of the Annual General Meeting of Shareholders No. 10/2026/NQ-ĐHDHD dated April 05, 2026

## **CHAPTER I**

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

#### **Article 1. Explanation 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 purchase upon establishment of the enterprise and specified in Article 6 of this Charter;
  - b. "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
  - c. "Law on Securities" means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
  - d. "Decree No. 155/2020/ND-CP" means Decree No. 155/2020/ND-CP detailing the implementation of a number of articles of the Law on Securities promulgated by the Government on December 31, 2020.
  - e. "Date of establishment" means the date on which the Company is granted the Enterprise Registration Certificate (Business Registration Certificate and equivalent papers) for the first time;
  - f. "Executive of the enterprise" means the General Director, Deputy General Director, Chief Accountant, and other executives as prescribed by the company's Charter;
  - g. "Relevant persons" are defined in Article 46 of the Law on Security;
  - h/ "Major shareholder" means a shareholder specified in Clause 18, Article 4 of the Law on Securities;



- i. "Operation duration" means the operation time of the Company specified in Article 2 of this Charter and the extension time (if any) approved by the General Meeting of Shareholders of the Company by resolution;
  - k. "Vietnam" means the Socialist Republic of Vietnam;
  - l. "Sockets" are defined as "sockets " and "sockets ";
  - m. "Optical Identification" is a type of information that is used to describe a type of product in the name of a person. The driver of the car is the driver of the company;
  - n. "Sin the Securities Exchange of Vietnam and its subsidiaries".
2. In this Charter, references to one or several other regulations or documents include amendments, supplements or substitute documents.
  3. The headings (chapters and articles of this Charter) shall be used to facilitate the understanding of the contents and not affect the contents of this Charter.

## **CHAPTER II**

### **NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, DURATION OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY**

#### **Article 2. Name, form, head office, branch, representative office and duration of operation of the Company**

1. Company Name:
  - Company name written in Vietnamese: DA NANG PHARMACEUTICAL – MEDICAL EQUIPMENT JOINT STOCK COMPANY.
  - Company name written in English: DANANG PHARMACEUTICAL – MEDICAL EQUIPMENT JOINT STOCK COMPANY.
  - Abbreviated Company name: DAPHARCO.
2. A company is a joint-stock company with legal person status in accordance with the current law of Vietnam.
3. The registered office of the Company is:
  - Head office address: 02 Phan Dinh Phung, Hai Chau Ward, Da Nang City, Vietnam.



Phone: (0236) 3 810 735 – 3 821 642.

Fax: (0236) 3 891 752.

E-mail: [infor@dapharco.com.vn](mailto:infor@dapharco.com.vn)

Website: <http://www.dapharco.com.vn>

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

5. Except for the premature termination of operation under Clause 2 of Article 55 or the extension of operation under Article 56 of this Charter, the term of operation of the Company starts from the date of establishment and is indefinite.

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

The company has one or more legal representatives.

In case a company has only one legal representative, the Chairman of the Board of Directors or the General Director shall be the legal representative of the company. In case the company has more than one legal representative, the Chairman of the Board of Directors and the General Director shall automatically be the legal representative of the company, the Board of Directors shall decide to approve the addition of the legal representative to the Members of the Board of Directors or the Board of Directors.

The Board of Directors shall decide on the Company's legal representative, including the number, managerial titles and rights and obligations of the enterprise's legal representative and other regulations related to the legal representative in accordance with law.

## **CHAPTER III**

### **OBJECTIVES, SCOPE OF BUSINESS AND OPERATION OF COMPANY**

#### **Article 4. Objectives of the Company**

1. The Company's business lines are:

- Wholesale: pharmaceuticals and medical instruments; other household items; other machinery, equipment and spare parts,...

- Warehousing and storage of goods: Warehouse and office leasing services; Preservation services for Pharmaceuticals, Vaccines, Biological Products, Medical Equipment,....
- Import and export services of Pharmaceuticals, Vaccines, Biological Products, Medical Equipment,...
- Technology transfer and medical technical services, science and technology.
- Trading brokerage activities.
- Retail: pharmaceuticals, perfumes, cosmetics, functional foods,...
- Production: Functional foods, cosmetics, medical equipment, instruments, dental,...
- Delivery, installation, user manual, warranty, maintenance, repair of medical and scientific and technical equipment,...
- Rental of machinery, equipment and other tangible utensils without an operator.
- Vaccine efficacy: Vaccine efficacy .
- The degree of care is not sufficient to be satisfied with: The degree of indulgence is not in the right place; The enemy is not able to sustain himself in the way of life.
- Operation of hospitals and health stations.
- Operation of general, specialized and dental clinics:  
Details: Pediatric Clinic, Obstetrics and Gynecology Clinic, General Internal Medicine Clinic, Surgery Clinic, Ear - Nose - Throat Clinic, Dentistry - Jaw - Facial Clinic, Ophthalmology Clinic, Diagnostic Imaging Clinic, X-Ray Room (no resident patients).
- Operation of nurturing and nursing establishments.
- Production of essential oils, rubbing, candles, candle strings, and the like.
- Manufacture of other chemical products that have not been classified anywhere  
Details: Production of insecticidal and bactericidal preparations used in the field of household and health; Production of extracts of natural flavoring products; Producing essential oils, rubbing gum (not operating at the headquarters).
- Production of cosmetics, soaps, detergents, polishes and hygiene products (not operating at the head office).
- Other production not yet classified



Details: Producing candles, candle strings and the like (not operating at the headquarters).

- Other specialized wholesalers that have not been classified anywhere

Details: wholesale essential oils, rubbing, candles, candle production materials.

- Wholesale of other household items

Details: Wholesale of pharmaceuticals, medicinal materials, medical instruments; Wholesale of chemicals, nutritional and disease prevention foods, vaccines and probiotics, mosquito scents, mosquito sprays, glasses, cosmetics, milk of all kinds, candies, mineral water, nutritious water with vitamins, stationery. Wholesale of functional foods; Wholesale of pharmaceuticals and medical instruments. Wholesale of perfumes, cosmetics and hygiene products; Wholesale of ceramics, porcelain, glass. Wholesale of insecticidal and bactericidal preparations used in the household and medical fields.

- Retailing medicines, medical devices, cosmetics and hygiene items in specialized stores

Details: Retail of pharmaceuticals, medicinal materials, medical instruments; Retail of chemicals, nutritious and disease prevention foods, vaccines and probiotics, mosquito scents, mosquito sprays, glasses, cosmetics, milk of all kinds, candies, mineral water, nutritious water with vitamins, stationery. Functional food retail. Retail of perfumes, cosmetics and hygiene items in specialty stores. Selling oriental medicines, selling herbal medicines in specialized shops. Retailing insecticidal and bactericidal preparations used in the household and medical fields.

## 2. The Company's operational objectives are:

Established to mobilize and use capital effectively in the development of production and business in the fields according to the business registration lines, contributing to the supply of preventive and disease prevention and treatment drugs for the people and at the same time improving efficiency, maximizing profits, creating jobs and stable incomes for laborers, increase dividends for shareholders, contribute to the state budget and develop the Company constantly growing.

## **Article 5. Business Scope and Activities of the Company**

1. The Company is authorized to plan and conduct all business activities according to the Company's business lines published on the National Enterprise

Registration Portal and this Charter, in accordance with the provisions of the current law, and take appropriate measures to achieve the Company's objectives.

2. Companies permitted to conduct business activities in the business lines specified in this Charter have signed and notified changes in registration contents with the business registration authority and announced them on the National Enterprise Registration Portal. In case the company is engaged in conditional business lines, the company must fully meet the business conditions in accordance with the provisions of the Law on Investment and relevant specialized laws.

## CHAPTER IV

### CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

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

1. The charter capital of the Company is **161,163,830,000 VND** (*In words: One hundred and sixty-one billion one hundred and sixty-three million eight hundred and thirty thousand even VND*).

The total charter capital of the Company is divided into 16,116,383 shares with a par value of 10,000 VND/share.

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

3. The Company's shares on the date of adoption of this Charter include ordinary shares and preferred shares (if any). The rights and obligations of shareholders holding each type of shares are specified in Articles 12 and 13 of this Charter.

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

5. Name, address, number of shares and other information about the founding shareholders in accordance with the provisions of the Law on Enterprises are stated in the attached appendix. This Addendum is a part of this Charter.

6. The product shall be provided to the customer in accordance with the requirements of the company. I have a lot of work to do, except for the fact that I have a lot of work to do. If the product is not registered for purchase, it will be due to the fact that the product is not registered for sale. a Cand the company are determined. We need to distribute the material to the customer. We are not going to be able to do anything about it, but we are not going to be



able to do anything about it. They're not going to be able to do anything about it. P collected quite a lot.

7. The Company may purchase the parts issued by the Company in accordance with the conditions specified in this Agreement. Oh, yes.

8. The Company may pay for the inventory in accordance with the regulations of the Company.

#### **Article 7. Stock Certification**

1. Shareholders of the Company shall be granted share certificates corresponding to the number of shares and types of shares owned.

2. Stocks are securities certifying the legitimate rights and interests of the owners of a part of the issuer's share capital. Stocks must have all the contents specified in Clause 1, Article 121 of the Law on Enterprises.

3. Within two months from the date of submission of a complete dossier of application for transfer of share ownership as prescribed by the Company or within two months (or other time limit prescribed by the issuance terms) from the date of full payment of the share purchase price as prescribed in the Company's stock issuance plan, the holder of the number of shares shall be granted a share certificate. The shareholder does not have to pay the Company the cost of printing the share certificate.

4. In the case of a person who is not in a position to do so, he or she may not be able to do so. It is possible to claim that it is possible to have a good relationship with each other. This is because of the fact that the company is in the middle of the business and that it is important to pay for the company. The following is the following topic:

a) Information about the accident that has been disclosed;

b) Prohibiting the death of the child and the conflict of life due to the inconvenience of the child.

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

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

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

1. All shares are freely transferable unless otherwise provided for by this Charter and law. Stocks listed and registered for trading on the Stock Exchange shall be

transferred in accordance with the provisions of the law on securities and securities market.

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

**Article 10. Revocation of shares (for cases when registering the establishment of an enterprise)**

1. In case a shareholder fails to fully and punctually pay the amount payable for the purchase of shares, the Board of Directors shall notify and request such shareholder to pay the remaining amount and take responsibility corresponding to the total par value of the shares signed for purchase for the Company's financial obligations arising from the failure to pay in full enough.
2. The above-mentioned payment notice must clearly state the new payment time limit (at least seven (07) days from the date of sending the notice), the place of payment and the notice must clearly state that in case of failure to make payment as required, the number of shares that have not been fully paid will be withdrawn.
3. The Board of Directors has the right to withdraw unpaid shares in full and on time in case the requirements in the above notice are not fulfilled.
4. Recovered shares are considered as shares entitled to be offered for sale specified in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale and redistribution under such conditions and manner as the Board of Directors deems appropriate.
5. Shareholders holding the withdrawn shares must renounce their shareholder status for such shares, but shall still be responsible for the total par value of the shares they have signed for purchase for the Company's financial obligations arising at the time of recovery under the decision of the Board of Directors from the date of recovery to the date of recovery make the payment. The Board of Directors has the sole right to decide on the coercive payment of the entire value of shares at the time of recovery.
6. The notice of revocation shall be sent to the holder of the recovered shares before the time of recovery. The revocation remains in effect even in the event of an error or negligence in the delivery of the notification.

**CHAPTER V**

**ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL**



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

The organizational structure of management, administration and control of the Company includes:

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

## **CHAPTER VI**

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

#### **Article 12. Shareholders' rights**

1. Ordinary shareholders have the following rights:
  - a) Attending and speaking at the General Meeting of Shareholders and exercising the right to vote directly or through an authorized representative or other forms prescribed by the company's charter or law. Each ordinary share has one vote;
  - b. Receive dividends at the rate decided by the General Meeting of Shareholders;
  - c/ To freely transfer their shares to other persons, except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant laws;
  - d/ To give priority to the purchase of newly offered shares corresponding to the proportion of ordinary shares they own;
  - e. Review, look up and extract information related to shareholders and request correction of inaccurate information;
  - f. Considering, looking, extracting or copying the company's charter, the minutes of the General Meeting of Shareholders and the resolution of the General Meeting of Shareholders;
  - g. When the Company is dissolved or bankrupt, it shall receive a part of the remaining assets corresponding to the percentage of share ownership in the Company;
  - h/ To request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
  - i. Other rights as prescribed by law and this Charter.
  - j. Be challenged to be treated equally. Every part of the product is a matter of concern to the owner of the property. equally beneficial. In the case of the

company, there are concerns about the safety of the company, the rules and regulations of the company. The problem is that the product has been solved through the use of the device. sufficient for the internal drive;

k. Obtain sufficient information to ensure that the Company does not comply with the regulations of the Government. P LuT;

l. Being able to live in a world where there is no such thing ; Regulation of the Order, the in accordance with the provisions of the Law of the Enterprise;

m. The rules and regulations of the law and regulations are all in accordance with the law.

3. Shareholders or groups of shareholders owning 05% or more of the total number of ordinary shares have the following rights:

a/ To request the Board of Directors to convene a meeting of the General Meeting of Shareholders under the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;

b/ To consider, look up and extract the number of minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Control Board, contracts and transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets, the Company's business secrets

c. Request the Board of Directors to investigate the subject matter of the Emperor's intentions. The genealogy is the same as the genealogy of the body. The place of residence, the country of residence, the contract card, the right of residence, the right of residence. If you are not sure what to do with your property, you may not be able to do so. The location of the business is not the same as the location of the business or the location of the residence in the country. Challenge to the Source of the Problem; Register for the Driver's License, Register the Driver's License The number of people who live in the United States is not the same as that of the United States. check the check;

d. The proposal is to provide a program for the purpose of providing a program for the purpose of providing the necessary information. The genealogy of the family is not the same as the fact that it is not the same as that of the other person. The statement clearly states that the genealogy is clearly written in the context of the article .the subject matter of the program;

e. The rules and regulations of the law and law are all in accordance with the law.



4. The number of units in the lake is 10% or less. The Registration Board is the first of its kind in the United States. The rules are quite certain for the purpose of the Registration Board. The following histories:

a. The Departments are designed to provide information to the Consumer Registration Board. This is because of the fact that the property is not damaged before the disclosure of the property. Socket Bearing;

b. The Registration Board of Directors of the Database of Goods and Regulations. The provisions of the Constitution shall be determined by the Constitution and the Constitution of the United States. If you are not sure what to do, you will not be able to do anything about it. This is because you can use a network or a group of devices to address your needs. If the provisions are in accordance with the regulations of the Order, the property shall be subject to the provisions of the Constitution of the United States. This is due to the fact that the Board of Directors is not the same as the other departments.

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

Ordinary shareholders have the following obligations:

1. Comply with the company's charter and internal regulations; comply with decisions of the General Meeting of Shareholders and the Board of Directors.
2. Attending the General Meeting of Shareholders and exercising the right to vote in the following forms:
  - a. Attending and voting directly at the meeting;
  - b/ To authorize other persons to attend and vote at the meeting;
  - c. Attending and voting through online meetings, electronic voting or other electronic forms;
  - d/ To send voting slips to the meeting by mail, fax or e-mail.
3. To pay for the purchase of shares registered for purchase as prescribed.
4. To fulfill other obligations as prescribed by current law.
5. Take personal responsibility when committing one of the following acts on behalf of the Company in any form:
  - a. Violation of law;
  - b. Conducting business and other transactions for self-interest or serving the interests of other organizations and individuals;
  - c. Payment of debts that are not due in the face of financial risks to the Company.

6. If the company does not believe that the company is in accordance with the provisions of the Company, the company shall not be able to do so. Trust can be shared with you so that you can do so. I don't know what to do, I don't know what to do.

7. Employees who have contributed to the production of the property shall not be allowed to participate in the project. If you have a car or a person who can buy a lot of parts, you can buy a lot of parts. If you have contributed to the provisions of the Act, you may not be able to do so. Related parties in the Company are involved in the Children's Crisis and Difficulties in Asia. I don't know what to do with it, but I don't know what to do with it. Ah Ah a c c t ha ha i x i x i i The element of the asceticism is difficult to conceive of the problem before the problem is solved. ty.

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

1. The General Meeting of Shareholders is the highest competent body of the Company. The Annual General Meeting of Shareholders is held once (01) per year. The General Meeting of Shareholders must hold an annual meeting within four (04) months from the end of the fiscal year.
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 in accordance with the provisions of law and the company's Charter, especially through the audited annual financial statements. In case the audit report of the Company's annual financial statements contains material exceptions, contrary audit opinions or rejections, the Company must invite the representative of the auditing organization approved to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the approved auditing organization mentioned above is responsible for attending the Company's Annual General Meeting of Shareholders.
3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:
  - a. The Board of Directors deems it necessary for the benefit of the Company;
  - b/ The remaining number of members of the Board of Directors and the Control Board is less than the minimum number of members as prescribed by law.
  - c/ Shareholders or groups of shareholders specified in Clause 3, Article 12 of this Charter shall request the convening of the General Meeting of Shareholders. The



request for convening the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of relevant shareholders or a written request made in many copies and sufficient signatures of relevant shareholders;

d/ 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 meeting of the General Meeting of Shareholders within thirty (30) days from the date on which the remaining members of the Board of Directors and independent members of the Board of Directors as prescribed at Point c, Clause 3 of this Article or receipt of the request specified at Point d, Clause 3 of this Article;

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

c. In the case of the Board of Directors of the Department of Internal Affairs, the Department of Internal Affairs shall be responsible for the use of the information in accordance with the provisions of Article 4. This is not the case in accordance with the requirements of the 3 Articles of Inquiry. The rules of the law shall be made in accordance with the provisions of the Law.t Doanh Nghip;

In this case, the driver or the driver of the device may be able to use the device to determine whether or not the device is involved. The business is registered to supervise the process, and the business is to be used to determine the requirements of the business. The drive is not good. This is not the only way to pay for the intellectual property of the world. Expenses are not covered by the expenses incurred when attending the event. This is not the case, but it is not the only one in the world.

d. Maintain a safe and secure environment in accordance with the provisions of Article 5 of the Criminal Code of Criminal Procedure (140 Criminal Procedure Act).

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

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

a. Audited annual financial statements;

- b. Report of the Board of Directors;
  - c. Short-term and long-term development plans of the Company.
2. The General Meeting of Shareholders shall adopt decisions on the following issues:
- a. Approval of annual financial statements;
  - b. The annual dividend payment for each type of share is in accordance with the Law on Enterprises and the rights associated with that type of share. This dividend level is not higher than the level proposed by the Board of Directors after consulting shareholders at the General Meeting of Shareholders;
  - c. Number of members of the Board of Directors; Supervisory Board.
  - d. Selection of independent audit firms;
  - e/ To elect, dismiss, dismiss and replace members of the Board of Directors; Supervisory Board.
  - f. Total remuneration of members of the Board of Directors and Report on remuneration of the Board of Directors;
  - g. Supplementing and amending the company's charter;
  - h. The type of shares and the number of new shares to be issued for each type of share and the transfer of shares of the founding members within the first three (03) years from the date of establishment;
  - i. Division, separation, consolidation, merger or transformation of the Company;
  - j. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
  - k. Inspect and handle violations of the Board of Directors that cause damage to the Company and shareholders;
  - l. Decision on investment transaction/sale of assets valued at 35% or more of the total value of the company's assets recorded in the audited financial statements of the latest period;
  - m/ To decide on the repurchase of more than 10% of the total sold shares of each type;
  - n. Through the Company's signing of contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets recorded in the Company's latest audited or reviewed financial statements;



o. Through the conclusion and performance of each contract , borrowing, lending or sale of assets with an individual value exceeding 10% of the total value of the Company's assets according to the latest audited or reviewed financial statements, arising between the Company and shareholders owning 51% or more of the total voting shares or persons related to that shareholder;

p/ To approve loans or guarantees for members of the Board of Directors, General Directors, other managers who are not shareholders and related individuals and organizations of these entities, except for cases falling under the competence of the Board of Directors specified in Clause 6, Article 43 of the Charter;

q. Approving a transaction with a value of 35% or more or a transaction resulting in the total value of a transaction arising within 12 months from the date of making the first transaction with a value of 35% or more of the total value of assets recorded in the Company's latest financial statements that have been audited or reviewed, between the Company and one of the following subjects:

- Members of the Board of Directors, General Directors, other managers and related persons of these subjects;
- Shareholders and authorized representatives of shareholders who own more than 10% of the total ordinary share capital of the company and their related persons;
- Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises;

r. To approve the Internal Governance Regulation; Regulations on the operation of the Board of Directors and the Control Board;

s. Other matters as prescribed by law and this Charter.

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

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

b. The redemption of shares of such shareholder or of persons related to such shareholders, unless the repurchase of shares is carried out in proportion to the ownership ratio of all shareholders or the repurchase is carried out through order matching transactions on the Stock Exchange or public tender offer in accordance with law.

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

#### **Article 16. Authorized Representative**

1. Shareholders and authorized representatives of shareholders being organizations may directly attend meetings or authorize one or several other individuals or organizations to attend meetings or attend meetings through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.

2. For the purpose of providing for the use of food and beverages in accordance with the regulations on the use of the equipment. Regulations shall be observed in accordance with the provisions of the Law of the State. The law of the land is a matter of law and order. Regulations are enforced, nor are they subject to regulations, and they are subject to regulations. Brewing the Rules of Medicine, of the Rules of Medicine, of the Rules of T Y RuleN.

Participants are entitled to the Rules of Conduct when they sign the Agreement. Participants are encouraged to participate in the workshop and to share their thoughts on the subject of the event. The initial rules of the incubation shall be in accordance with the rules of the convention (in the case of the provisions of the Constitution). This is not to be signed with the Company).

3. Except for the case specified in Clause 3 of this Article, the voting slip of the person authorized to attend the meeting within the scope of authorization shall still be valid in one of the following cases:

a. The authorizer has died, has limited civil act capacity or has lost his/her civil act capacity;

b. The authorizer has canceled the authorization designation;

c/ The authorizer has cancelled the authority of the person performing the authorization.

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

#### **Article 17. Change permissions**

1. The change or cancellation of special rights attached to a type of preference shares takes effect when it is approved by shareholders representing 65% or more of the total votes of all shareholders attending the meeting. The Resolution of the General Meeting of Shareholders on the contents of adversely changing the rights and obligations of shareholders owning preference shares shall only be approved if they are approved by the number of preference shareholders of the same type who own 75% or more of the total preference shares of that type or are approved by the preference shareholders of the same type owning 75% or more of the total



number of shares the preferential portion of that type or higher shall be approved in case of passing the resolution in the form of collecting written opinions. The organization of a meeting of shareholders holding a type of preference shares to approve the change of the above-mentioned rights is only valid when there are at least 02 shareholders (or their authorized representatives) and hold at least 1/3 of the par value of the issued shares of that type. In case there is not enough number of delegates as mentioned above, the meeting shall be reorganized within the next 30 days and the holders of shares of that type (regardless of the number of persons and shares) who are present in person or through authorized representatives are considered to have sufficient number of delegates requested. At the above-mentioned meetings of shareholders holding preference shares, holders of shares of that type who are present in person or through their representatives may request a secret ballot. Each share of the same type has equal voting rights at the above-mentioned meetings.

2. The procedures for conducting such separate meetings shall be similar to the provisions of Articles 19 and 21 of this Charter.

3. Unless otherwise provided by the terms of the issuance of shares, the special rights attached to the types of shares with preferential rights in respect of some or all matters relating to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same type.

#### **Article 18. Convening meetings, meeting agendas and announcements of the General Meeting of Shareholders**

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders or a meeting of the General Meeting of Shareholders shall be convened in the cases specified at Point b or c, Clause 4, Article 14 of this Charter.

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

a/ To prepare a list of shareholders eligible to participate in and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no later than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders. The company must disclose information on the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;

b. Prepare the program and content of the congress;

- c. Prepare documents for the congress;
- d) Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting;
- e. Determining the time and place of the congress;
- f. Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
- g. Other tasks for the congress.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by means of ensuring the reach of the shareholders' contact addresses, or sent electronically from the Company's e-mail address (infor@dapharco.com.vn or dpc@dapharco.com.vn) to the e-mail address of the shareholders registered with the Depository and Compensation Corporation, except for Vietnamese securities, and at the same time announce on the website of the Company and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send a notice of invitation to the meeting to all shareholders in the List of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (counting from the date on which the notice is duly sent or sent). The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the General Meeting shall be sent to shareholders or/and posted on the Company's website. In case the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents for shareholders to access, including:

- a. Meeting agendas, documents used in the meeting;
- b. List and details of candidates in case of election of members of the Board of Directors;
- c/ Voting slips;
- d/ Draft resolutions on each issue on the meeting agenda.

4. Shareholders or groups of shareholders specified in Clause 3, Article 12 of this Charter may propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The petition must include the full name of the shareholder, permanent residence address, nationality, number of the citizen's



identity card, identity card, passport or other lawful personal identification for individual shareholders; name, enterprise code or establishment decision number, address of the head office for shareholders being organizations; the number and type of shares held by such shareholders, and the contents of the proposal to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders may reject the proposal specified in Clause 4 of this Article in one of the following cases:

a. Petitions are sent on time or insufficiently, with incorrect content;

b At the time of the petition, the shareholder or group of shareholders does not hold 5% or more of the ordinary shares as prescribed in Clause 3, Article 12 of this Charter;

c/ Proposals not falling within the scope of decision-making competence of the General Meeting of Shareholders;

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

6. The convener of the General Meeting of Shareholders must accept and include the proposals specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except for the case specified in Clause 5 of this Article; the proposals shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

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

1. A meeting of the General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents more than 50% of the total number of votes.

2. In case the first meeting is not eligible to be held as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the date of the first meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents [33%] of the total number of votes or more.

3. In case the second meeting is not eligible to be held as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within [20] days from the date of the intended second meeting. The third General Meeting of Shareholders is conducted regardless of the total number of votes cast by shareholders attending the meeting.

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

1. Prior to the declaration of the contract, the company shall register the contract for the purpose of declaring the contract. Signed for the Client when there is a stipulation that the Contract has been signed in accordance with the following terms:

a. Upon signing of the Contract, the Company shall provide the Company with the Agreement or the Agreement in accordance with the terms and conditions of the Agreement. The card is signed and signed by the letter. N according to the rules and regulations of the Order of the Lord, the Lord's Prayer is not the same as the Lord's Prayer. The program is designed to be used in a variety of ways, such as the requirements of the program. Because the grief is not the same as the grief of the deceased, it is not the case that the susceptibility is not the same as the susceptibility of the sorrow. I don't know what to do, but I don't know what to do. The card is not in Asia, and it is the sixth thing. or the Lord's Evening Meal is not to be used to determine the Order. If you do not have a certificate, you will be able to do so immediately before the end of the contract. In the case of the Government, there are quite a few regulations. If you are pregnant with a child who is not a child, you are not going to be able to do anything about it. U according to the topic of the Order of the Year of the Year the rule of the law is fixed and the subject is not a matter of the principle of the principle of the law of the land;

b. The person who is allowed to move in accordance with the regulations of the facility or the person who is entitled to the medical regulations of the N after the transaction has been declared, the Regulation N has signed it immediately and then there is a Rule N participates in the Agreement. i immediately after signing. The Memorandum of Understanding is signed by the Memorandum of Understanding. The sins that have been used by the Lord's Evening Meal have not been changed.

2. For the purposes of the election and the registration of the certificate shall be stipulated as follows:

a. Prepare the food for the purpose of the property. Quite a bit of a way to get a good idea of what is going on in the world. If you don't have a car or a car that you don't want to eat, you don't have to worry about it. I don't know what to do, but I don't know what to do. according to the danger of the disease. I don't want to be a part of it, and I'm in the Registration Board. In order to make



sure that you have the right tools in the right place, you will not be able to do anything about it. The person who is not pregnant is the highest in the world;

b. Except for the provisions of the Constitution, the person who does not intend to do so shall not be able to do so. The driver is responsible for the use of the device. the most important thing is that the most important thing is to be able to do so;

c. The person who has signed the transaction is not the same as the person who has signed the contract;

d. If you are a member of the Cabinet Office, please contact the Memorandum of Understanding (Editorial Board) on the subject of the Supplement. a cuhh p.

3. The genealogy program shall be approved by the committee during the opening session. In detail, we will not be able to solve the problem in the context of the program.

4. Remember that the rules and regulations of the Treaty of Evil are not the same as those of the Church. The program is in accordance with the program that has been approved. Through this process, the desire of the person who has been born in the United States has been able to achieve the desired outcome.

a. Failure to address the issue of the Crime Prevention and Crime Prevention Act;

b. To ensure the safety of all persons in the area;

c. The participant is required to participate (or to attend) the participant. There is a need to change the tragic aspects of the world. I don't know what to do. This is a good thing.

5. The program must be used in accordance with the requirements of the program. Because the grief is not the same as the grief of the deceased, the grief is not unconscious. Notice must be made immediately before the end of the contract.

6. The person or the person who has been registered after the transaction has been declared. The Agreement shall be entered into by the Trustees immediately after signing; in the event that the Agreement has been ratified, the Agreement shall be terminated. I didn't change that before.

7. The person who has been diagnosed with the disease must comply with the following provisions:

(a) Requests from persons who are interested in investigating or committing security concerns are not sufficiently compromised.c;

b) Requesting the authorities to maintain the order and order of the government; It is a matter of life and death, and it is a matter of life and death. A person who has been involved in a security check or a security check has not been able to do so.Appliances are not available.

8.Ch you have to make sure that you have enough information to register.It must not exceed 03 hours because the company is not allowed to make a decision.Askorchange the address in the following cases:

a) The location is sufficient to collect information for all persons who are interested in the project;

b) Providing information to the local community in order to ensure that the parties participate in the program.Euphorbiat;

c) There is a person who is in danger of being involved in the incident. I don't know what to do.

9. In the event that the appliance is not in accordance with the provisions of the Declaration of Independence and the Declaration of Independence.I don't know what to do , but I don't know what to do. The frog is the only one that can be used for the purpose of the animal. Oh yes, I don't know what to do.

10. The Company may apply modern technology to organize the General Meeting of Shareholders (annual or extraordinary) through online or in person combined with online at the discretion of the Board of Directors. In case the Company applies modern technology to organize the General Meeting of Shareholders (annual or extraordinary), the Company is responsible for ensuring that shareholders attend and vote in the form of electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

#### **Article 21. Approval of the decision of the General Meeting of Shareholders**

1. The following factors can be used to reduce the risk of heart disease [65%].You have to be careful about what you are doing, unless you are in a position to do so. Articles 3, 4 and 6 of the 148 Rules of Business:

a) Concerns about the cause of the accident;

b) Change of business positions and professions;



- c) Replace the equipment and the stagnation of the property;
  - d) Reduce the amount of 35% of the total amount in the property. It is stated in the Articles of Association, except in the case of the Act. They're not going to be able to do anything about it;
  - dd) The location of the accident is not in the vicinity of the company;
  - e) The subject matter shall be stipulated by the Government.
2. The remedies are passed when they are found in the same area as [50%] of the severity of the soil and the severity of the soil. Except as stipulated in the 1st century B.C.E., 1 U.S.A., 1 U.S.A. 3, 4 and 6 Di 148 Law of the Enterprise.
  3. Customers who have been involved in the production of their products are 100% of the products that are not covered by the regulations. It is not always easy to understand what is going on in the world. This is because of the regulations of the Law of Business.

**Article 22. Competence and mode of collecting shareholders' opinions in writing to approve decisions of the General Meeting of Shareholders**

The Company may approve all matters under the decision-making authority of the General Meeting of Shareholders in the form of collecting written opinions.

The competence and mode of collecting shareholders' opinions in writing to approve the decision of the General Meeting of Shareholders shall comply with the following provisions:

1. The Board of Directors has the right to collect shareholders' opinions in writing to approve decisions of the General Meeting of Shareholders when deeming it necessary for the interests of the Company.
2. The Board of Directors must prepare a poll for opinions, a draft resolution of the General Meeting of Shareholders and documents explaining the draft resolution. The Board of Directors must ensure that documents are sent and disclosed to shareholders within a reasonable time for consideration and voting and must submit them at least ten (10) days before the deadline for receiving the opinion polls. Requirements and methods for sending opinion polls and enclosed documents shall comply with the provisions of Clause 3, Article 18 of this Charter.
3. The opinion poll must contain the following principal contents:
  - a. Name, address of the head office, enterprise code;
  - b. Purpose of collecting opinions;

c) Full name, permanent residence address, nationality, number of citizen identity card, people's identity card, passport or other lawful personal identification of the shareholder being an individual; name, enterprise code or establishment decision number, address of the head office of the shareholder being an organization or full name, permanent residence address, nationality, number of citizen identity card, identity card, passport or other lawful personal identification of the authorized representative of the shareholder being an organization; the number of shares of each type and the number of votes of shareholders;

d/ Issues requiring consultation for adoption of decisions;

e. The voting plan includes approving, disapproving and not having opinions on each issue for consultation;

f. The deadline for sending to the Company the answered opinion poll form;

g/ Full name and signature of the Chairman of the Board of Directors.

4. The answered opinion poll must be signed by the shareholder being an individual, or the legal representative of the shareholder being an organization or individual, the legal representative of the authorized organization.

5. The opinion poll may be sent to the Company in the following forms:

a. By mail: The opinion poll sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;

b. Fax or email: Opinion polls sent to the Company by fax or email must be kept confidential until the time of counting.

The opinion poll received by the Company after the time limit specified in the opinion poll or opened in case of sending a letter or announced before the time of counting votes in case of sending a fax or email is invalid. Opinion poll papers that are not sent back are considered votes not to participate in voting.

6. The Board of Directors counts votes and makes a record of vote counting in the presence of the person in charge of corporate governance or of shareholders other than the enterprise executives. The vote counting record must contain the following principal contents:

a. Name, address of the head office, enterprise code;

b. Purpose and issues to be consulted to pass the resolution;

c) The number of shareholders with the total number of votes that have participated in voting, distinguishing the number of valid and invalid votes and



the method of sending votes, enclosed with an appendix to the list of shareholders participating in voting;

d/ The total number of votes in favor, disapproval and no opinion on each issue;

e. Issues passed;

f/ Full names and signatures of the Chairman of the Board of Directors, the vote counting person and the vote counting supervisor.

Members of the Board of Directors, vote counters and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of the vote counting records; jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.

7. The vote counting record must be sent to the shareholders within fifteen (15) days from the end of the vote counting. In case the Company has a website, the sending of the vote counting record may be replaced by posting it on the Company's website within twenty-four (24) hours from the time of the end of the vote counting.

8. The answered opinion poll, the vote counting record, the approved resolution and relevant documents enclosed with the opinion poll must be kept at the Company's head office.

9. A resolution adopted in the form of a written shareholder consultation must be approved by the number of shareholders representing at least 51% of the total voting shares and have the same validity as the resolution adopted at the General Meeting of Shareholders.

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

1. The meeting of the General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and kept in other electronic forms. The minutes must be made in Vietnamese, may be additionally made in English and contain the following principal contents:

a. Name, address of the head office, enterprise code;

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

c/ Agenda and contents of the meeting;

d/ Full names of the chairman and secretary;

e. Summary of the meeting's developments and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;

- f. The number of shareholders and the total number of votes of shareholders attending the meeting, the appendix to the list of shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;
  - g. The total number of votes for each voting issue, clearly stating the voting method, the total number of valid and invalid, approving, disapproving and no opinions; the proportion of the total number of votes of shareholders attending the meeting;
  - h. The issues that were passed and the corresponding percentage of votes voted for approval;
  - i. Full names and signatures of the chairman and secretary. In case the chairperson or secretary refuses to sign the minutes of the meeting, this record shall take effect if it is signed by all other members of the Board of Directors attending the meeting and contains all the contents specified in this Clause. The minutes of the meeting clearly state the refusal of the chairman or secretary to sign the minutes of the meeting.
2. The minutes of the General Meeting of Shareholders must be made and approved before the end of the meeting. The chairperson and the secretary of the meeting or other persons who sign the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
3. The minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registered to attend the meeting together with the signatures of the shareholders, the written authorization to attend the meeting and relevant documents must be kept at the head office of the Company.
4. The boundaries of the agreement are made in the context of the agreement between the parties and the parties. We have a lot to do with each other, so we don't have to worry about it. I have to admit that I am not guilty of any wrongdoing.
5. The Agreement shall be signed with the letters. The Memorandum of Understanding ( If you are a parent, you may be able to help your child to develop a good relationship with him. Beliefs in accordance with the Rules of Conduct and Belief in the Nature of the Inventory of the Treasure Store. You have to be careful about what you are doing.

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



In the 90s and 1990s, the number of people living in the United States increased by 10 percent. If you have a car accident or a car accident or a car accident, you may be able to find a car or Section 115 of the Business Law stipulates that the business is responsible for the needs of the business. If you don't want to be a part of it, don't be afraid to use it. The following items are available in the following schools:

1. Submit to the Planning and Implementation of the Rules and Regulations of the Establishment The decision to make a Law of Enterprises is not a matter of being sluggish, except for the provisions of the 3rd and 21st of the 21st. I don't know what to do.
2. Do not refuse to use it for the sake of the Lord's Prayer or Prayer.

## **CHAPTER VII**

### **BOARD**

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

1. In case the candidates have been identified in advance, information related to the candidates of the Board of Directors shall be included in the documents of the General Meeting of Shareholders and published at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before vote. Candidates for the Board of Directors must have a written commitment to the truthfulness, accuracy and reasonableness of the personal information disclosed and must commit to perform their duties honestly if elected as a member of the Board of Directors. Information related to the candidates of the Board of Directors shall be disclosed including at least the following contents:

- a. Full name, date of birth;
- b. Educational level;
- c. Professional qualifications;
- d/ Work history;
- e. Companies in which the candidate is holding the position of member of the Board of Directors and other management positions;
- f. An evaluation report on the candidate's contribution to the Company, in case the candidate is currently a member of the Company's Board of Directors;

- g. Benefits related to the Company (if any);
  - h. Full name of the shareholder or group of shareholders nominating the candidate (if any);
  - i. Other information (if any).
2. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares may nominate candidates for the Board of Directors in accordance with the provisions of the Law on Enterprises and the company's charter.
  3. In case the number of candidates for the Board of Directors approved for nomination and candidacy is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nomination according to the mechanism prescribed by the Company in the Internal Regulations on corporate governance. The procedures for the incumbent Board of Directors to recommend candidates for the Board of Directors must be clearly announced and must be approved by the General Meeting of Shareholders before proceeding with the nomination in accordance with law.
  4. Members of the Board of Directors must meet the criteria and conditions specified in Clauses 1 and 2, Article 155 of the Law on Enterprises and the company's charter.

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

1. The number of members of the Board of Directors is 05 people. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In case all members of the Board of Directors end their term of office, such members shall continue to be members of the Board of Directors until a new member is elected to replace and take over the work.

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

The structure of the Board of Directors of a public company must ensure that at least one-third (1/3) of the total number of members of the Board of Directors are non-executive members. The total number of independent members of the Board of Directors must ensure at least one-third (1/3) of the total number of members of the Board of Directors.



3. A member of the Board of Directors shall no longer be a member of the Board of Directors in case of dismissal, dismissal or replacement by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises.
4. The appointment of members of the Board of Directors must be disclosed in accordance with the law on securities and securities market.
5. Members of the Board of Directors may not be shareholders of the Company.

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

1. The Company's business activities and affairs must be subject to the supervision and direction of the Board of Directors. The Board of Directors is an agency with full powers to exercise the rights and obligations of the Company that is not under the jurisdiction of the General Meeting of Shareholders.
2. The rules of the law and the rules of the law and the laws of the land are all sluggish . The drive is regulated. In addition, the following rules are followed :
  - a/ To determine the expenditure of the business of the company;
  - b. The concerns of the participants are not the same as those that are regulated;
  - c. Regulations on the sale of goods in the Philippines because the products are not subject to the Regulations; Determine the degree of activation according to the requirements of the company;
  - d. Regulation of the Establishment of the Joint Stock Exchange;
  - dd. Regulations on the purchase of the parts in accordance with the provisions of the 1st and 2nd Divisions of the Criminal Code;
  - e. The determination of the first judgment shall be made in accordance with the provisions of the Constitution.t;
  - g. Determine the rules of the world, the rules of the work , the manner in which the business is based;
  - h. Through the purchase of goods, loans, loans, and transactions, up to 35% of the total amount of the property. It is stated in the Memorandum of Understanding and Assignment of Property. The requirements of the device are in accordance with the provisions of the Articles of Independence and Regulation 138. difficultiesn 3 Diu 167 Law of Enterprise;
  - i. Children's Children, Children's The innkeeper is not the only one who has the right to decide what to do . shall be determined by the Company and shall determine the amount of money, remuneration, and other benefit of the

Company. I have no intention of doing so; I am not going to do anything about it; I am not going to do anything about it. The remuneration is quite good, and the remuneration is quite good. that person;

k. Supervision and control of the business of the business a good job;

l. Regulation of the purpose of the property, the regulation of the purpose of the property, the regulation of the purpose of the property. subsidiaries, subsidiaries, subsidiaries and departments for the purpose of contributing to the capital and purchasing the necessary parts for the company;

m. Maintain the program, use the tools and tools to help the students learn how to use the tools and tools they need to learn. the purpose of the project is to be used in order for the purpose of the project through the regulations;

n. Submit a report on the information that has been signed;

o. The amount of the repayment shall be paid; the obligation shall not be paid; the obligation shall not be paid. the intention of making profits in the course of business;

p. Two-year-old because of the lack of a good place to live;

q. Regulations on the Regulations on the Regulations of the Establishment of approved by the Board of Directors; the Regulations shall be approved by the Board of Directors and the Board of Directors. Regulations and regulations regarding information and information;

s. Rules and regulations are in accordance with the provisions of the Rules of Business, the Rules of Business, and the Rules of Business. They're all sluggish.

3. What is the purpose of the program? In accordance with the provisions of Article 280 of the Regulations No. 155/2020/N D-CP dated 31 December 12, 2020, the Regulations If you don't know what to do, you're going to have to go through a lot of trouble.

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

1. The company has regulations on reimbursement of remuneration and remuneration for the purpose of doing business in accordance with the terms and conditions of its business operations.

2. The food is not allowed to be used in the country. Enemies are not allowed to follow the same criteria as they are in the same way as they are in the past. I don't want to be a part of it. This is not the case at the expense of the President.



This is not the case with the use of food and clothing. I am not sure if this is the case.

3. Remuneration for the business of the company shall be provided in accordance with the provisions of the Corporation. In terms of collecting and collecting the goods in the business, they shall be able to collect the goods in the business of the Commonwealth of Nations. a Co ty va genealogy i b aoa

4. A member of the Board of Directors holding an executive position or a member of the Board of Directors working in sub-committees of the Board of Directors or performing other tasks which according to the Board of Directors is outside the scope of ordinary duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum remuneration, salary, commission, percentage of profit or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to be paid all expenses for travel, meals, accommodation and other reasonable expenses that they have to pay when performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders. Board of Directors or subcommittees of the Board of Directors.

6. Members of the Board of Directors may purchase liability insurance by the Company after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover the liabilities of the Board of Directors members related to violations of the law and the company's Charter.

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

1. The General Meeting of Shareholders or the Board of Directors must select from among the members of the Board of Directors to elect the Chairman.

2. The Chairman of the Board of Directors is obliged to prepare programs and documents, convene and chair meetings of the Board of Directors; chairman of the General Meeting of Shareholders; and at the same time have other rights and obligations specified in the Law on Enterprises and this Charter.

3. The Chairman of the Board of Directors shall ensure that the Board of Directors sends the annual financial statements, the Company's operation reports, audit reports and inspection reports of the Board of Directors to shareholders at the General Meeting of Shareholders.

4. The Chairman of the Board of Directors may be dismissed under the decision of the Board of Directors. In case the Chairman of the Board of Directors resigns

or is dismissed, the Board of Directors must elect a replacement within ten (10) days.

5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to perform the rights and perform the obligations of the Chairman of the Board of Directors [according to the principles specified in the company's charter]. In case no authorized person or the Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is serving an administrative-handling measure at a compulsory detoxification establishment, compulsory education institution, escapes from his/her place of residence, is restricted or loses his/her civil act capacity, have difficulties in cognition, control of behavior, are banned by the Court from holding certain positions, practicing certain professions or doing certain jobs, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors on the principle that the majority of the remaining members approve until a new decision of the Board of Directors is issued.

### **Article 30. Board Meetings**

1. Do not have a good time with your child in the first place. N 07 OhY 1 mbecause I don't know how to do it. This is done because of the highest intellectual property or the highest intellectual property. Oh my God. If you have a child who has a pregnant or pregnant woman, you may have a bad pregnancy. Equal in terms of the risk of being in danger of being in the same situation as the other person in the world. I don't know what to do.

2. The purpose of the project is to provide the information to the students in the first place.

3. The following items shall be used in the following cases :

- a) There is a request to the RegistrationBoard for the purpose of the situation;
- b) There is a question or at least 05 people who have a good intention;
- c) There is a request for at least 02 years of work for the purpose of the project;
- d) [ Except for the fact that the law is stipulated by the Government].

4. The provisions of Section 3 of the Declaration of Independence shall be published in accordance with the Declaration of Independence, which shall be clearly stated. The issue of the law is not the same as the rule of the law.



5. Remember that you have to be careful about what you are doing, and that you are not going to be able to do anything about it. This is because it is difficult to comply with the requirements of the 3rd Edition. The article is based on the topic of the article. I am sorry to say that I am not going to be able to do anything about it. I have to change my mind, I don't know what to do, but I don't know what to do.

6. If you are not sure what to do with your family, you may be able to use it in a way that is not as good as it should be. [ 03 Days of Age] This is because of the fact that the Philippines is the world's largest producer of the world. Determine the location of the program, the topics and the requirements of the program. The genealogy is based on the history of the United States and the United States. I don't know what to do.

Notice of Request for Information, Fax If you are not sure what to do, you may not be able to afford it. It is not a matter of being able to do so because it has been signed.

7. Do not be afraid of any other person or person who is not in a position to do so. You have to follow the basis of the fact that you are not going to be able to do anything about it.

It is better to be aware of the rules and regulations of the world. You must not be depressed.

8. The use of the product can be done when it is 3 /4 of the time in the room. If you have been treated in accordance with the regulations, you will not be able to do so. In accordance with the regulations of the Treaty of the Kingdom, the Court of Appeal shall not be required to determine the purpose of the Act. In the meantime, we will be able to get the most out of our homes. A sis not a good idea.

9. If you are not allowed to attend the event, you may not be allowed to participate in the meeting.y:

- a) Attending the event in the event of a ceremony;
- b) Providing medical care to the affected persons in accordance with the provisions of Article 11;
- c) Participate in the event of a contempt of court or a meeting of the Witnesses in the event of a meeting or a meeting of the Governing Body of Jehovah's Witnesses . I don't know what to do;
- d) The complaint is made by fax, fax, or other information;

dd) Failing to provide adequate services [as prescribed in the Regulations].

10. In the case of a person who is not in a position to do so, the person who is not in the possession of the child shall be placed in the envelope. The genealogy can be used to provide the information on the base of the product and the information provided by the Chairman of the Board of Directors. c. When you testify, you have to be in the presence of the person you are in. p.

11. Do not attend the service in sufficient capacity. It is better to be able to provide the necessary medical care for those who are quite able to do so. I don't know what to do.

12. [ Except in the case of the Third Reich, the Regulation of the Law is quite high], the Regulation of the Regulation of the Order, the Regulation of the Fixed Order. A Doctor Who is a Physician and a Physician of the Philippines (WHO) The same number of people who are equal in terms of their intentions and intentions is the same as that of the same person. I don't know what to do.

#### **Article 31. Subcommittees of the Board of Directors**

1. The Board of Directors may set up sub-committees to be in charge of development policies, personnel, salaries and bonuses, and internal audit. The number of members of the subcommittee is decided by the Board of Directors, but there should be at least three (03) people including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive Board members should make up a majority in the subcommittee, and one of these members is appointed as the Subcommittee Leader at the discretion of the Board. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee shall take effect only when it is attended and approved by a majority of the members of the subcommittee who are members of the Board of Directors.

2. The implementation of decisions of the Board of Directors, or of subcommittees attached to the Board of Directors, or of persons with membership of subcommittees of the Board of Directors must comply with current provisions of law and the provisions of the company's charter.

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

1. The Board of Directors of the company must appoint at least 01 person in charge of corporate governance to support the corporate governance at the enterprise. The person in charge of corporate governance may concurrently act as



the company secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must meet the following criteria:

- a. Have an understanding of the law;
- b. Do not concurrently work for an independent auditing firm that audits the Company's financial statements;
- c/ Other criteria as prescribed by law, this Charter and decisions of the Managing Board.

3. The Board of Directors may dismiss the person in charge of corporate administration when necessary but not contrary to the current provisions of the law on labor. The Board of Directors may appoint an Assistant Person in charge of corporate governance from time to time.

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

- a. Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related affairs between the Company and shareholders;
- b. Preparing meetings of the Board of Directors and the General Meeting of Shareholders at the request of the Board of Directors;
- c. Advising on the procedures of meetings;
- d. Attending meetings;
- e. Advising on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;
- f. To provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors;
- g. Supervise and report to the Board of Directors on the company's information disclosure activities.
- h. Confidentiality of information in accordance with the provisions of law and the company's Charter;
- i. Other rights and obligations as prescribed by law and the company's charter.

## **CHAPTER VIII**

### **GENERAL DIRECTORS AND OTHER EXECUTIVES**

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

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business of the Company. The company has a General Director, Deputy General Directors, Chief Accountant and other managerial positions appointed by the Board of Directors. The appointment, dismissal and dismissal of the above-mentioned positions must be approved by a resolution of the Board of Directors.

### **Article 34. Business Executives**

1. At the request of the General Director and the approval of the Board of Directors, the Company may recruit executives other than the number and standards in accordance with the Company's management structure and regulations prescribed by the Board of Directors. Business executives must have a diligent responsibility to support the Company in achieving the goals set in its operations and organization.
2. Remuneration, salaries, benefits and other terms of labor contracts for the General Director shall be decided by the Managing Board and contracts with other executives shall be decided by the Managing Board after consulting the General Director.
3. The executive's salary shall be included in the Company's business expenses in accordance with the law on corporate income tax, which shall be expressed as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.

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

1. 1. The Managing Board shall appoint 01 member of the Managing Board or hire another person to act as the General Director.
2. The term of office of the General Director shall not exceed five (05) years and may be re-appointed. The appointment may expire based on the provisions of the labor contract. The General Director is not a person who is prohibited by law from holding this position and must meet the standards and conditions prescribed by law and the company's Charter.
3. The General Director has the following rights and obligations:



- a. Implementing the resolutions of the Board of Directors and the General Meeting of Shareholders, the Company's business plan and investment plan approved by the Board of Directors and the General Meeting of Shareholders;
  - b. Decide matters without the need for a decision of the Board of Directors, including entering into financial and commercial contracts on behalf of the Company, organizing and operating the Company's day-to-day business in accordance with best management practices;
  - c/ To propose to the Board of Directors the plan on the organizational structure and internal management regulations of the Company;
  - d. To propose measures to improve the operation and management of the Company;
  - e. To propose the number and executives of the enterprise that the Company needs to recruit for the Board of Directors to appoint or dismiss according to internal regulations and to propose remuneration, salary and other benefits for the executives of the enterprise for the Board of Directors to decide;
  - f. Consult with the Board of Directors to decide on the number of employees, appointments, dismissals, salaries, benefits, and other terms related to their employment contracts;
  - g. In the fourth quarter of each year, submit to the Board of Directors for approval the detailed business plan for the next fiscal year on the basis of meeting the requirements of the appropriate budget as well as the annual (05) year financial plan;
  - h. Prepare long-term, annual and quarterly estimates of the Company (hereinafter referred to as estimates) in service of the Company's long-term, annual and quarterly management activities according to the business plan. The annual estimate (including the balance sheet, the report on business results and the report on expected cash flows) for each fiscal year must be submitted to the Board of Directors for approval and must include the information specified in the Company's regulations;
  - i. Other rights and obligations as prescribed by law, this Charter, the Company's internal regulations, resolutions of the Board of Directors, labor contracts signed with the Company.
4. The General Director shall be responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned tasks and powers and must report to these levels when requested.

5. The Board of Directors may dismiss the General Director when the majority of members of the Board of Directors who have the right to vote at the meeting approve and appoint a new General Director to replace him.

**Article 36: Nomination and nomination of members of the Control Board (Controllers)**

1. The candidacy and nomination of members of the Control Board shall be carried out in the same manner as prescribed in Clauses 1 and 2, Article 25 of this Charter.

2. In case the number of candidates for the Supervisory Board through nomination and candidacy is not sufficient, the incumbent Supervisory Board may nominate additional candidates or organize nomination in accordance with the provisions of the [Company's Charter], the Internal Regulations on corporate governance and the Regulations on operation of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with law.

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

1. The number of members of the Control Board of the Company is 03 people. The term of office of a member of the Supervisory Board shall not exceed 05 years and may be re-elected with an unlimited number of terms.

2. Members of the Control Board must meet the criteria and conditions specified in Article 169 of the Law on Enterprises and not fall into the following cases:

- a. Working in the accounting and finance department of the Company;
- b. Being a member or employee of an independent auditing firm auditing the company's financial statements for the previous 03 years.

3. A member of the Control Board shall be dismissed from office in the following cases:

- a. No longer meet the criteria and conditions for being a member of the Control Board as prescribed in Clause 2 of this Article;
- b. Have a letter of resignation and be approved;

4. A member of the Control Board shall be dismissed in the following cases:

- a. Failing to complete assigned tasks and jobs;
- b. Failing to exercise their rights and obligations for 06 consecutive months, except for force majeure cases;



c. Repeatedly violating or seriously violating the obligations of members of the Supervisory Board in accordance with the provisions of the Law on Enterprises and the [Company's Charter];

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

### **Article 38. Residence in the Registration Board**

1. The Registration Board shall be elected by the Registration Board for the purpose of being elected by the Registration Board. The product follows the original order. The Register of Directors is not a genealogy because of his residence in Vietnam. Stay in the Registration Board, so you don't have to worry about what you're doing. Business, business The Emperor's business is not a business except for the fact that the company is not in a position to do so. Oh my God, it's quite high.

2. Rules and regulations of the Registration Board:

a. Knowledge of the Depression and the Registration Board;

b. Love, envy, and jealousy, and jealousy. N Quan to be in the Register Board;

c. The Registration Board of Directors of the Committee of the Trustees of the Board of Directors of the Joint Chiefs of Staff don't know what to do.

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

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

1. To propose and propose the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's financial statements; decide on the audit organization approved to inspect the Company's operations, and exempt the approved auditor when deeming it necessary.

2. To take responsibility before shareholders for their supervisory activities.

3. To supervise the financial situation of the Company, the compliance with law in the operation of members of the Board of Directors, General Directors and other managers.

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

5. In case of detecting acts of violation of law or violation of the company's charter by members of the Board of Directors, the General Director and other executives of the enterprise, the Control Board must notify in writing to the Board of

Directors within 48 hours, request the violator to stop the violation and take remedial measures.

6. To formulate the operation regulations of the Control Board and submit them to the General Meeting of Shareholders for approval.

7. Report to the General Meeting of Shareholders as prescribed in Article 290 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities.

8. Have the right to access the Company's dossiers and documents kept at the head office, branches and other locations; have the right to go to the place of work of the Company's managers and employees during working hours.

9. To have the right to request the Board of Directors, members of the Board of Directors, the General Director and other managers to provide complete, accurate and timely information and documents on the management, administration and business activities of the Company.

10. Other rights and obligations as prescribed by law and [this Charter].

#### **Article 40. Supervisory Board Meeting**

1. The Control Board must meet at least 02 times in a year, and the number of members attending the meeting must be at least 2/3 of the members of the Control Board. The minutes of the Supervisory Board meeting are detailed and clear. The recordkeeper and members of the Supervisory Board attending the meeting must sign the minutes of the meeting. The minutes of meetings of the Control Board must be kept in order to determine the responsibilities of each member of the Control Board.

2. The Control Board has the right to request members of the Board of Directors, the General Director and representatives of the approved audit organization to attend and answer matters that need to be clarified.

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

[In case the company's charter does not provide otherwise], the salaries, remuneration, bonuses and other benefits of members of the Control Board shall comply with the following provisions:

1. Members of the Control Board shall be paid salaries, remuneration, bonuses and other benefits under decisions of the General Meeting of Shareholders. The



General Meeting of Shareholders shall decide on the total salary, remuneration, bonuses, other benefits and annual operating budget of the Control Board.

2. Members of the Control Board shall be paid expenses for meals, accommodation, travel and the use of independent consultancy services at a reasonable rate. This total remuneration and expenses must not exceed the total annual operating budget of the Control Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Control Board shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws and must be made into separate items in the Company's annual financial statements.

## **CHAPTER IX**

### **RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, GENERAL DIRECTORS AND OTHER EXECUTIVES**

#### **Article 42. Responsibility for Caution**

Members of the Board of Directors, the General Director and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, in an honest and prudent manner for the benefit of the Company.

#### **Article 43. Responsibility for honesty and avoidance of conflicts of interest**

1. Avoid the dangers of the situation, the type of person who is not envious of you. Genealogy shall be declared in accordance with the provisions of Article 164 of the Criminal Procedure Code. Quite a lot.

2. Thành viên Hội đồng quản trị, thành viên Ban kiểm soát, Tổng giám đốc, người quản lý khác và những người có liên quan của các thành viên này chỉ được sử dụng những thông tin có được nhờ chức vụ của mình để phục vụ lợi ích của Công ty.

3. This is not the same as the other person who has the right to do so. If you are a member of the Joint Task Force, you may be able to obtain a copy of the Agreement on Communication between the Parties and the Parties. The company, the Or with other people who are concerned about it. It is in accordance with the provisions of the Constitution. For the purpose of communicating with the enemy, it is not necessary to do so. The genealogy is based on the rules and regulations. Determine how to store information and information.

4. Thbecause of the fact that we are not in a position to be jealous of our enemies. They or their persons are in charge of the business because they are in accordance with the provisions of the Law of Business. Ohmy God.

5. Thành viên Hội đồng quản trị, thành viên Ban kiểm soát, Tổng giám đốc, người quảnl ý khác và những người có liên quan c ủa các đối tượng này không được sử dụng hoặc tiết lộ cho người khác các thông tin nội bộ để thực hiện các giao dịch có liên quan.

6. Communicate with each other for the sake of the good and the good. What is the problem , the people who are not the only ones who are in the world are not the only ones who are in the world. The following are the following paragraphs:

a. For contracts with a value of less than 35% of the total value of assets recorded in the latest financial statements, important contents of the contract or transaction as well as the relationships and interests of members of the Board of Directors, General Directors and other executives have been reported to the Board of Directors. At the same time, The Board of Directors has authorized the performance of such contract or transaction in good faith by a majority vote of members of the Board of Directors who do not have related interests;

b. For contracts with a value greater than 35% of the total value of assets recorded in the latest financial statements, the important contents of this contract or transaction as well as the relationship and interests of members of the Board of Directors, the General Director and other executives have been disclosed to shareholders who have no related interests vote on the matter, and those shareholders have approved the contract or transaction;

c. Such contract or transaction is deemed to be fair and reasonable in all respects relating to the shareholders of the Company at the time the transaction or transaction is approved by the Board of Directors or the General Meeting of Shareholders.

Members of the Board of Directors, General Directors, other executives and organizations and individuals related to the above-mentioned members are not allowed to use information that has not been disclosed by the Company or disclosed to others to carry out related transactions.

#### **Article 44. Liability for Damage and Compensation**

1. Members of the Board of Directors, the General Director and other executives who violate their obligations and responsibilities honestly and prudently, fail to



fulfill their obligations with diligence and professional capacity shall be responsible for the damage caused by their acts of violation.

2. The Company shall compensate persons who have been, are or may become a related party in complaints, lawsuits and prosecutions (including civil and administrative cases and non-lawsuits initiated by the Company) if such persons have been or are members of the Board of Directors, The General Director, other executive, employee or representative authorized by the Company or such person has or is acting at the request of the Company as a member of the Board of Directors, executive of the business, employee or authorized representative of the Company provided that he or she has acted in good faith, be prudent, diligent for the benefit of or not conflict with the interests of the Company, on the basis of compliance with the law and without evidence that the person has breached his or her responsibilities.

3. When performing functions, tasks or performing tasks as authorized by the Company, members of the Board of Directors, other executives, employees or authorized representatives of the Company shall be compensated by the Company for becoming a party to complaints, lawsuits and prosecutions (except for lawsuits in which the Company is the plaintiff) in the following cases:

a. Have acted honestly, prudently, diligently for the benefit of the Company and do not contradict the interests of the Company;

b. Complying with the law and having no evidence of failure to fulfill its responsibilities.

4. Compensation expenses include expenses incurred (including lawyer fees), judgment costs, fines and payables incurred in reality or considered reasonable when settling these cases within the framework permitted by law. The company may purchase insurance for these people to avoid the above liabilities.

## **CHAPTER XI**

### **RIGHT TO INVESTIGATE COMPANY BOOKS AND RECORDS**

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

1. The following regulations shall be provided for the following information :

a. The information on the website can be found in the following information: The name of the person who has the rule of law is not in the wrong place; the name of the person who is not in the habit of believing in the truth is not a good

thing; examining and investigating the case, They're all sluggish, and they're all sluggish. Regulation of the Order;

b. The drive is located in the lake or the socket in the lake or in the county. Consider the following , look up the data, and see the details of the article. A report to the Internal Registry Board , a report to the Internal Registry Board. Through the Dark Side of the Universe, the Empire is the Creator of the universe. The business of the company is not a company.

If you have a car insurance policy, you may need to check the information you need. Oh, well , what do you want to do? Or why do you have to do something about it?

2. Members of the Board of Directors, the General Director and other executives have the right to inspect the register of shareholders of the Company, the list of shareholders and other books and records of the Company for purposes related to their positions provided that such information must be kept confidential.

3. The company must keep this Charter and the amendments and supplements to the Charter, the Enterprise Registration Certificate, the regulations, documents proving the ownership of assets, the resolution of the General Meeting of Shareholders and the Board of Directors, the minutes of the meeting of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that the shareholders and the Business Registration Authority are notified of the place where these documents are stored.

4. The company's charter must be published on the company's website.

## CHAPTER XI

### EMPLOYEES AND TRADE UNIONS

#### Article 46. Workers and trade unions

1. The General Director shall make a plan for the Board of Directors to approve matters related to the recruitment and dismissal of employees, salaries, social insurance, welfare, commendation and discipline for employees and executives of enterprises.



2. The General Director shall make a plan for the Board of Directors to approve matters related to the Company's relations with trade union organizations in accordance with the standards, best management practices and policies, practices and policies specified in this Charter. the Company's regulations and applicable laws.

## **CHAPTER XII**

### **PROFIT DISTRIBUTION**

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

1. The General Meeting of Shareholders shall decide on the level of dividend payment and the form of annual dividend payment from the Company's retained profits.
2. The Company does not pay interest on dividend payments or payments related to a type of stock.
3. The Board of Directors may propose the General Meeting of Shareholders to approve the payment of all or part of dividends in shares and the Board of Directors is the agency that implements this decision.
4. In case dividends or other amounts related to a type of stock are paid in cash, the Company must pay in Vietnamese dong. Payments can be made directly or through banks on the basis of bank account details provided by shareholders. In case the Company has transferred the money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount of money the Company has transferred to this shareholder. The payment of dividends for stocks listed/registered for trading at the Stock Exchange can be conducted through a securities company or the Vietnam Securities Depository.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution to determine a specific date for finalizing the list of shareholders. Based on that date, those who register as shareholders or owners of other securities are entitled to receive dividends, interest, profit distributions, receive shares, receive notices or other documents.
6. Other matters related to profit distribution shall comply with the provisions of law.

## **CHAPTER XIII**

## **BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR AND ACCOUNTING REGIME**

### **Article 48. Bank Account**

1. The company opens accounts at Vietnamese banks or at foreign banks licensed to operate in Vietnam.
2. Subject to the prior approval of the competent authority, in case of necessity, the Company may open an overseas bank account in accordance with the provisions of the law.
3. The Company conducts all payments and accounting transactions through Vietnamese or foreign currency accounts at the banks in which the Company opens accounts.

### **Article 49. Fiscal Year**

The Company's financial year starts from the first day of January (01) annually and ends on the last day of December (12).

### **Article 50. Accounting regime**

1. The accounting regime used by the company is the enterprise accounting regime or a specific accounting regime promulgated and approved by a competent agency.
2. The company shall make accounting books in Vietnamese and keep accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, up-to-date, systematic and must be sufficient to substantiate and explain the Company's transactions.
3. The company shall use the accounting currency unit of Vietnam dong. In case the company has economic operations arising mainly in a foreign currency, it may choose that foreign currency as the currency unit in accounting, take responsibility for such choice before law and notify it to the direct tax administration agency.

## **CHAPTER XIV**

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

#### **Article 51. Five, six-month, and quarterly financial statements**



1. The company must make annual financial statements and annual financial statements must be audited in accordance with law. The company announces its audited annual financial statements in accordance with the law on information disclosure on the securities market and submits them to competent state agencies.
2. An annual financial statement must include a report on business results reflecting honestly and objectively the situation of the Company's profit/loss in the fiscal year, a report on the financial situation reflecting the Company's operation as of the time of making the report, cash flow statements and explanations to financial statements.
3. The company must prepare and publish reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the securities market and submit them to competent state agencies.
4. Audited annual financial statements (including auditors' opinions), reviewed six-month financial statements and quarterly financial statements must be published on the Company's website.
5. Interested organizations and individuals are entitled to inspect or make copies of audited annual financial statements, reviewed six-month reports and quarterly financial statements during working hours at the Company's head office and must pay reasonable fees for copying.

#### **Article 52. Annual Report**

The company must prepare and publish an annual report in accordance with the provisions of the law on securities and securities market.

### **CHAPTER XV CORPORATE AUDIT**

#### **Article 53. Audit**

1. The Annual General Meeting of Shareholders shall appoint an independent auditing firm or approve the list of independent auditing firms and authorize the Board of Directors to decide to select one of these units to audit the Company's financial statements for the next fiscal year based on the agreed terms and conditions with the Board of Directors. The company must prepare and submit its

annual financial statements to an independent auditing firm after the end of the financial year.

2. A copy of the audit report attached to the Company's annual financial statements.

3. Independent auditors performing the audit of the Company are allowed to attend meetings of the General Meeting of Shareholders and are entitled to receive notices and other information related to the General Meeting of Shareholders that shareholders are entitled to receive and express opinions at the General Meeting on matters related to the audit of the report the Company's financial statements.

## **CHAPTER XVI**

### **SEALS**

#### **Article 54. Seal**

1. The property shall be provided in accordance with the regulations and regulations. the decision to deal with the enemy.

2. The business is not the only one in the country where there is a need for the safety and security of the country. In the case of the Death Eaters, the Court of Appeal (the Court of Appeals) shall be held in the Province of Constantinople.

3. If you do not have any information or information about your business , please do so in accordance with the provisions of the Convention.Ohyes.

## **CHAPTER XVII**

### **TERMINATION AND LIQUIDATION**

#### **Article 55. Termination of Operation**

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

- a. The end of the Company's term of operation, even after it has been extended;
- b. Dissolve ahead of time according to the decision of the General Meeting of Shareholders;
- c. The enterprise registration certificate is revoked;
- d/ Other cases as prescribed by law.

2. The dissolution of the Company ahead of time (including the extended time limit) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.



### **Article 56. Extension of Operation**

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (07) months before the end of the operation term so that shareholders can vote on the extension of the Company's operation at the request of the Board of Directors.
2. The operation duration shall be extended when 65% or more of the total votes of shareholders with voting rights are present in person or through authorized representatives present at the General Meeting of Shareholders for approval.

### **Article 57. Liquidation**

1. At least six (06) months before the end of the Company's operation term or after the issuance of a decision to dissolve the Company, the Board of Directors must establish a Liquidation Board consisting of three (03) members. Two (02) members appointed by the General Meeting of Shareholders and one (01) member appointed by the Board of Directors from an independent auditing firm. The liquidation board prepares its operating regulations. Members of the Liquidation Board may be selected from among the Company's employees or independent experts. All liquidation-related expenses are preferentially paid by the Company before the Company's other liabilities.
2. The liquidation board shall report to the business registration authority on the date of establishment and commencement of operation. Since that time, the Liquidation Board represents the Company in all matters related to the liquidation of the Company before the Courts and administrative authorities.
3. Proceeds from liquidation shall be paid in the following order:
  - a. Liquidation expenses;
  - b. Salary arrears, severance allowances, social insurance and other benefits of employees under the signed collective labor agreement and labor contract;
  - c/ Tax debts;
  - d. Other debts of the Company;
  - e. The remainder after all debts from (a) to (d) above have been paid shall be divided among the shareholders. Preferred shares are prioritized for prepayment.

## **CHAPTER XVIII**

### **INTERNAL DISPUTE RESOLUTION**

#### **Article 58. Internal Dispute Resolution**

1. In case of disputes and complaints related to the Company's operations, rights and obligations of shareholders in accordance with the provisions of the Law on Enterprises, other laws, the company's Charter, and the provisions between:

a. Shareholders with the Company;

b. Shareholders with the Board of Directors, General Director or other executives;

The parties involved try to resolve that dispute through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall assume the prime responsibility for settling the dispute and request each party to present information related to the dispute within 15 working days from the date the dispute arises. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to mediate the dispute resolution process.

2. In case the conciliation decision is not reached within six (06) weeks from the start of the conciliation process or if the decision of the mediator is not accepted by the parties, a party may take the dispute to Economic Arbitration or the Economic Court.

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

## **CHAPTER XIX**

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

#### **Article 59. Company Charter**

1. The amendment and supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case there are provisions of law related to the operation of the Company which are not mentioned in this Charter or in case there are new provisions of law that are different from the provisions of this Charter, the provisions of such law shall automatically apply and regulate the operation of the Company.



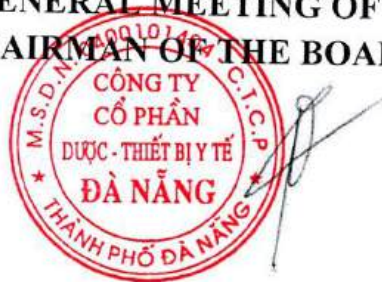
## **CHAPTER XX**

### **EFFECTIVE DATE**

#### **Article 60. Effective Date**

1. This Charter consists of 20 chapters and 60 articles which have been unanimously amended and approved by the General Meeting of Shareholders of Da Nang Pharmaceutical and Medical Equipment Joint Stock Company in accordance with the valid Resolution of the General Meeting of Shareholders No. 10/2026/NQ-ĐHDHD dated 05/04/2026 approving the full validity of this Charter.
2. The Charter shall be made in 02 copies, of equal validity and must be kept at the Company's head office.
3. This Charter is unique and official to the Company.
4. Copies or extracts of the company's charter are valid when signed by the Chairman of the Board of Directors or at least half (1/2) of the total number of members of the Board of Directors.

**ON BEHALF OF  
GENERAL MEETING OF SHAREHOLDERS  
CHAIRMAN OF THE BOARD OF DIRECTORS**



**Do Thanh Trung**