

*Dong Nai, day 11 month 04 year 2026*

No.: 68 /CV-DNC

## **INFORMATION DISCLOSURE**

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

### **I. Name of the organization disclosing information**

1. Organization Name: DONG NAI MATERIAL & BUILDING INVESTMENT JOINT - STOCK COMPANY
2. Head Office Address: No. 138, Khu Pho 1, Nguyen Ai Quoc Street, Trang Dai Ward, Dong Nai Province.
3. Stock Code: **DND**
4. Trading Platform: UPCOM
5. Telephone: 02513 899 886
6. Email: [tckt@vatlieudongnai.vn](mailto:tckt@vatlieudongnai.vn)
7. Person responsible for information disclosure: Mr. Tran Anh Dien – General Director, Legal Representative.
8. Type of information disclosure:  
☒ Periodic               ☐ Extraordinary               ☐ 24h               ☐ Upon request

### **II. Content of information disclosure:**

Dong Nai Material & Building Investment Joint-Stock Company discloses information regarding the Company Charter and Internal Regulations on Corporate Governance.

This information has been published on the website of Dong Nai Material & Building Investment Joint-Stock Company at the link: <http://www.vatlieudongnai.vn>

We commit that the disclosed information above is truthful and we take full responsibility before the law for the content of the disclosed information.

#### **Recipients:**

- As above;
- Archive: Vt, HC.

#### **Attached documents:**

- Company Charter;
- Internal Regulations on Corporate Governance.

#### **LEGAL REPRESENTATIVE OF**

**THE COMPANY**

**GENERAL DIRECTOR**

  
**Tran Anh Dien**



**DONG NAI MATERIAL & BUILDING  
INVESTMENT JOINT - STOCK COMPANY**

---



**COMPANY CHARTER OF DONG NAI  
MATERIAL & BUILDING INVESTMENT  
JOINT STOCK COMPANY**



**April 11, 2026**



## TABLE OF CONTENTS

CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER.....	5
Article 1. Interpretation of Terms.....	5
CHAPTER II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, DURATION OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY .....	2
Article 2. Name, Form, Head Office, Branches, Representative Offices, and Duration of Operation of the Company .....	2
Article 3. Legal Representative of the Company .....	3
CHAPTER III. OBJECTIVES, SCOPE OF BUSINESS, AND OPERATIONS OF THE COMPANY .....	3
Article 4. Business Sectors and Objectives .....	3
Article 5. Scope of Business and Operations .....	3
CHAPTER IV. CHARTER CAPITAL, SHARES .....	4
Article 6. Charter Capital, Shares.....	4
Article 7. Share Certificates .....	4
Article 8. Other Security Certificates .....	5
Article 9. Transfer of Shares .....	5
CHAPTER V. MANAGEMENT STRUCTURE.....	5
Article 10. Management Structure .....	5
CHAPTER VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS .....	5
Article 11. Rights of Shareholders .....	5
Article 12. Obligations of Shareholders .....	7
Article 13. General Meeting of Shareholders.....	8
Article 14. Rights and Obligations of the General Meeting of Shareholders .....	10
Article 15. Authorized Representation .....	11
Article 16. Convening, Agenda, and Notice of the General Meeting of Shareholders...	13
Article 17. Conditions for Conducting the General Meeting of Shareholders.....	14
Article 18. Procedures for Conducting and Voting at the General Meeting of Shareholders .....	14
Article 19. Forms of Resolution Approval by the General Meeting of Shareholders.....	16
Article 20. Conditions for Approval of Resolutions by the General Meeting of Shareholders .....	17
Article 21. Authority and Procedures for Collecting Written Opinions of Shareholders for Resolution Approval by the General Meeting of Shareholders .....	17



Article 22. Resolutions, Meeting Minutes of the General Meeting of Shareholders .....	19
Article 23. Request for Annulment of the Resolution of the General Meeting of Shareholders .....	20
CHAPTER VII. BOARD OF DIRECTORS .....	21
Article 24. Candidacy and Nomination for Members of the Board of Directors .....	21
Article 25. Composition and Term of the Board of Directors .....	22
Article 26. Powers and Duties of the Board of Directors.....	23
Article 27. Remuneration, Salaries, Bonuses, and Other Benefits of Members of the Board of Directors .....	24
Article 28. Chairman of the Board of Directors .....	25
Article 29. Meetings of the Board of Directors .....	26
Article 30. Corporate Governance Officer .....	27
CHAPTER VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES .....	28
Article 31. Organization of the Management Apparatus .....	28
Article 32. Company Executives .....	28
Article 33. Appointment, Dismissal, Duties, and Powers of the General Director .....	29
CHAPTER IX. SUPERVISORY BOARD .....	30
Article 34. Nomination and Candidacy for Members of the Supervisory Board.....	30
Article 35. Composition and Term of the Supervisory Board .....	31
Article 36. Head of the Supervisory Board .....	31
Article 37. Rights and Obligations of the Supervisory Board.....	31
Article 38. Meetings of the Supervisory Board.....	33
Article 39. Salaries, Remuneration, Bonuses, and Other Benefits of Supervisory Board Members .....	33
CHAPTER X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, THE GENERAL DIRECTOR, AND OTHER EXECUTIVES .....	34
Article 40. Duty of Care .....	34
Article 41. Duty of Honesty and Avoidance of Conflicts of Interest.....	34
Article 42. Disclosure of Related Interests.....	34
Article 43. Contracts and Transactions with Related Persons .....	35
Article 44. Liability for Damages and Compensation.....	36
CHAPTER XI. RIGHT TO INSPECT BOOKS AND RECORDS.....	37
Article 45. Right to Inspect Books and Records .....	37
CHAPTER XII. EMPLOYEES AND TRADE UNION .....	37
Article 46. Employees and Trade Union .....	37



CHAPTER XIII. PROFIT DISTRIBUTION.....	38
Article 47. Profit Distribution.....	38
CHAPTER XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING REGIME .....	39
Article 48. Bank Accounts .....	39
Article 49. Fiscal Year.....	39
Article 50. Accounting Regime.....	39
CHAPTER XV. FINANCIAL STATEMENTS, ANNUAL REPORTS, AND INFORMATION DISCLOSURE RESPONSIBILITIES .....	39
Article 51. Annual, Semi-Annual, and Quarterly Financial Statements .....	39
Article 52. Annual Report .....	40
CHAPTER XVI. AUDIT .....	40
Article 53. Audit .....	40
CHAPTER XVII. COMPANY SEAL .....	40
Article 54. Company Seal.....	40
CHAPTER XVIII. DISSOLUTION OF THE COMPANY.....	40
Article 55. Dissolution of the Company.....	40
Article 56. Liquidation .....	41
CHAPTER XIX. RESOLUTION OF INTERNAL DISPUTES.....	42
Article 57. Resolution of Internal Disputes.....	42
CHAPTER XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER.....	43
Article 58. Amendment and Supplementation of the Charter.....	43
CHAPTER XXI. EFFECTIVENESS .....	43
Article 59. Effectiveness .....	43
APPENDIX NO. 01/PLDL .....	1

## **CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER**

### **Article 1. Interpretation of Terms**

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

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

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

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

d. "Manager" includes the Chairman of the Board of Directors, members of the Board of Directors, and executives.

e. "Executive" refers to the General Director, Deputy General Directors, and Chief Accountant.

f. "Relatives" of a person include: the spouse, biological parents, adoptive parents, parents-in-laws, biological children, adopted children, children-in-law, biological siblings, siblings-in-law and biological siblings of the spouse.

g. "Related Person" refers to individuals or organizations as defined in Clause 46, Article 4 of the Securities Law and Clause 23, Article 4 of the Enterprise Law;

h. "Vietnam" refers to the Socialist Republic of Vietnam;

i. "Shareholder" refers to an individual or organization owning at least one share of the Company;

j. "Common Shareholder" refers to a shareholder owning common shares;

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

l. "Stock Exchange" refers to the Vietnam Stock Exchange and its subsidiaries.

m. "Shareholder's Contact Address" refers to the address of the shareholder in the Consolidated List of Securities Holders provided by the Vietnam Securities Depository and Clearing Corporation at the most recent time.

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

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



## **CHAPTER II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, DURATION OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2. Name, Form, Head Office, Branches, Representative Offices, and Duration of Operation of the Company**

#### **1. Company Name**

- Vietnamese Name: CONG TY CO PHAN DAU TU XAY DUNG VA VAT LIEU DONG NAI

- English Name: DONG NAI MATERIAL & BUILDING INVESTMENT JOINT STOCK COMPANY

- Abbreviated Name: DNC

- Company Logo:



- Product Logo:

+ Stone Product Logo:



+ Concrete Product Logo:



+ Brick Product Logo



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

3. The registered head office of the Company is:

- Address: No. 138, Quarter 1, Nguyen Ai Quoc Street, Trang Dai Ward, Dong Nai Province.

- Telephone: (84.251) 3 899 886

- E-mail: [dnc@vatlieudongnai.vn](mailto:dnc@vatlieudongnai.vn)

- Website: <http://www.vatlieudongnai.vn>

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

The Company has 01 Branch:

Branch Name: DONG NAI CONCRETE ENTERPRISE – BRANCH OF DONG NAI MATERIAL & BUILDING INVESTMENT JOINT STOCK COMPANY.

Branch Address: Lot E – Lot F, Ho Nai 3 Industrial Cluster, Ho Nai 3 Commune, Trang Bom District, Dong Nai Province.

Branch Telephone: 0915 832719

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

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

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

2. Powers and Duties of the Legal Representative:

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

b. The legal representative performs responsibilities under Article 13 of the Enterprise Law and other rights and obligations as prescribed by current law.

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

### **Article 4. Business Sectors and Objectives**

1. Business Sectors: as per Appendix No. 01/PLDL attached to the Charter.

2. The Company's operational objectives are to become one of the leading building materials manufacturers in Dong Nai Province and the region; to create the best value for customers, shareholders, and employees, and to share responsibility with the community; to fully fulfill obligations to the State Budget, contributing to the industrialization and modernization of the country.

### **Article 5. Scope of Business and Operations**

The Company is authorized to conduct business activities in the sectors specified in this Charter, which have been registered, notified of registration changes with the business registration authority, and published on the National Business Registration Portal.



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

### **Article 6. Charter Capital, Shares**

1. The Company's charter capital is VND 128,340,000,000 (One hundred twenty-eight billion, three hundred forty million Vietnamese dong).

The total charter capital of the Company is divided into 12,834,000 shares, with a par value of VND 10,000 per share.

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

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

4. The Company may issue other types of preferred shares upon approval by the General Meeting of Shareholders and in accordance with legal regulations.

5. Common shares must be offered preferentially to existing shareholders in proportion to their ownership of common shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Shares not fully subscribed by shareholders will be determined by the Company's Board of Directors. The Board of Directors may distribute such shares to entities under conditions and methods deemed appropriate by the Board, but may not sell those shares under more favorable conditions than those offered to existing shareholders unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase shares it has issued in the manner prescribed in this Charter and applicable law.

7. The Company may issue other types of securities in accordance with legal regulations.

### **Article 7. Share Certificates**

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

2. A share certificate is a type of security that confirms the legal rights and interests of the holder in a portion of the Company's share capital. Share certificates must contain all the contents as stipulated in Clause 1, Article 121 of the Enterprise Law.

3. Within thirty (30) days from the date of submission of a complete application for the transfer of share ownership, or within two (02) months from the date of full payment for the purchase of shares, or another period specified in the issuance plan, shareholders shall be issued share certificates. Shareholders shall not be charged by the Company for the cost of printing share certificates.

4. In the event that a share certificate is lost, damaged, or destroyed in any other form, the Company shall reissue the share certificate at the shareholder's request. The shareholder's request must include the following contents:



a. Information about the share certificate that was lost, damaged, or destroyed in another form;

b. A commitment to bear responsibility for any disputes arising from the issuance of a new share certificate.

#### **Article 8. Other Security Certificates**

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

#### **Article 9. Transfer of Shares**

1. All shares are freely transferable unless otherwise stipulated by this Charter and the law. The Company's shares have been registered for trading on UPCOM, and the transfer shall be conducted in accordance with the provisions of the law on securities and the securities market.

2. Shares that have not been fully paid for shall not be transferable and shall not enjoy related rights 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 issued shares, and other rights as prescribed by law.

3. In the event that an individual shareholder passes away, the heir by will or by law of that shareholder shall be a shareholder of the Company. In the case where the shares of a deceased individual shareholder have no heir, the heir refuses to accept the inheritance, or is disqualified from inheritance, such shares shall be handled in accordance with the provisions of civil law.

4. Shareholders have the right to donate part or all of their shares to others; use shares to pay debts. In such cases, the recipient of the donation or the debt payment in shares shall become a shareholder of the Company upon completion of the transfer procedures in accordance with this Charter and relevant laws.

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

#### **Article 10. Management Structure**

The management structure of the Company includes:

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

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

#### **Article 11. Rights of Shareholders**

1. Common shareholders have the following rights:



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

b. Receive dividends at the rate determined by the General Meeting of Shareholders;

c. Have the preemptive right to purchase newly issued shares in proportion to the ownership ratio of each common shareholder;

d. Freely transfer their shares to others, except for the cases specified in Clause 2, Article 9 of this Charter.

e. Review, inspect, and extract information regarding names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information;

f. Review, inspect, extract, or copy the Company Charter, meeting minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;

g. Upon the dissolution or bankruptcy of the Company, receive a portion of the remaining assets corresponding to the ownership ratio of shares in the Company;

h. Request the Company to repurchase shares in cases specified in Article 132 of the Enterprise Law;

i. Be treated equally;

k. Access full periodic and extraordinary information disclosed by the Company in accordance with the law;

l. To have their lawful rights and interests protected; to request the suspension or annulment of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Enterprise Law;

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

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

a. To request the Board of Directors to convene a General Meeting of Shareholders in cases where the Board of Directors seriously violates the rights of shareholders, the obligations of managers, or makes decisions beyond the authority granted, and pursuant to Clauses 3 and 4 of Article 13 of this Charter.

b. To review, examine, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, transactions requiring Board of Directors' approval, and other documents, except those related to the Company's trade secrets and business secrets;



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

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

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

3. Shareholders or groups of shareholders owning 10% or more of the total common shares have the right to nominate individuals to the Board of Directors and the Supervisory Board as stipulated in Clause 2 of Article 24 and Clause 2 of Article 34 of this Charter. Common shareholders forming a group to nominate individuals to the Board of Directors and the Supervisory Board must notify the shareholders attending the meeting prior to the commencement of the General Meeting of Shareholders.

## **Article 12. Obligations of Shareholders**

Common shareholders have the following obligations:

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

2. Not to withdraw the contributed capital in the form of common shares from the Company in any manner, except for the cases where the Company or another party repurchases the shares; If a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this clause, that shareholder and any related parties in the Company shall jointly be liable for the debts and other property obligations of the Company within the value of the shares withdrawn and any resulting damages;

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

4. To keep confidential the information provided by the Company as stipulated in this Charter and by law; to use the information provided solely to exercise and protect their lawful rights and interests; to strictly prohibit the dissemination, copying, or sending the information provided by the Company to other organizations or individuals;

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



- a. Attend and vote directly at the meeting;
  - b. Authorization for another person to attend and vote at the meeting;
  - c. Attendance and voting through online conferences, electronic voting, or other electronic forms;
  - d. Submission of voting ballots to the meeting via mail, fax, or email;
6. Personal liability when acting on behalf of the Company in any of the following actions:
- a. Violation of the law;
  - b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
  - c. Payment of debts not yet due in the face of potential financial risks to the Company.
7. Fulfillment of other obligations as prescribed by law and this Charter.

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

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders convenes annually once a year and within four (4) months from the end of the fiscal year. The Board of Directors may extend the Annual General Meeting of Shareholders if necessary, but not exceeding six (6) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may convene extraordinarily. The location of the General Meeting of Shareholders is determined as the place where the Chairman attends and must be within the territory of Vietnam.

2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects an appropriate venue. The Annual General Meeting of Shareholders decides on matters as prescribed by law and this Charter, particularly the approval of the audited annual financial statements. In cases where the audit report on the Company's annual financial statements contains material exceptions, adverse opinions, or disclaimers, the Company must invite representatives of the auditing organization that audited the Company's financial statements to attend the 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 number of remaining members of the Board of Directors or the Supervisory Board is less than the minimum number of members as prescribed by law;



c. At the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 11 of this Charter; the request to convene the General Meeting of Shareholders must be in writing, clearly stating the reasons and purpose of the meeting, with sufficient signatures of the relevant shareholders or the written request is made in multiple copies and gathers enough signatures of the relevant shareholders; accompanied by the request to convene the meeting must be documents and evidence of violations by the Board of Directors, the extent of violations, or decisions beyond authority. The shareholder or group of shareholders shall bear full legal responsibility for the accuracy and truthfulness of the documents and evidence provided to the competent authority when requesting to convene the General Meeting of Shareholders.

d. At the request of the Supervisory Board;

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

4. Convening an Extraordinary General Meeting of Shareholders:

a. The Board of Directors must convene the General Meeting of Shareholders within sixty (60) days from the date the number of members of the Board of Directors or the Supervisory Board remains as specified in point b, clause 3 of this Article or upon receiving the request as specified in points c and d, clause 3 of this Article;

b. In the event that the Board of Directors does not convene the General Meeting of Shareholders as stipulated in point a, clause 4 of this Article, the Supervisory Board must replace the Board of Directors in convening the General Meeting of Shareholders within the next thirty (30) days in accordance with clause 3, Article 140 of the Enterprise Law;

c. In the event that the Supervisory Board does not convene the General Meeting of Shareholders as stipulated in point b, clause 4 of this Article, the shareholder or group of shareholders specified in point c, clause 3 of this Article shall have the right to request the Company's representative to convene the General Meeting of Shareholders in accordance with the Enterprise Law;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order, procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These expenses do not include the ones incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

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



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

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

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

2. In addition to the contents stipulated in clause 1 of this Article, the Annual and Extraordinary General Meeting of Shareholders shall discuss and approve the following matters:

- a. Approval of the Company's development orientation;
- b. Decision on the type of shares and the total number of shares of each type to be offered for sale;
- c. Election, dismissal, and removal of members of the Board of Directors and members of the Supervisory Board;
- d. Decision on investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent Financial Statements;
- đ. Decision on amendments and supplements to the Company Charter;
- e. Decision on repurchasing more than 10% of the total number of shares sold of each type;
- g. Consideration and handling of violations by members of the Board of Directors and members of the Supervisory Board causing damage to the Company and its shareholders;
- h. Decision on reorganization or dissolution of the Company;
- i. Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- k. Approval of the internal regulations on corporate governance, the operational regulations of the Board of Directors, and the operational regulations of the Supervisory Board;
- l. Approval of the list of independent auditing firms to audit the Company's Financial Statements; decision on the independent auditing firm to inspect the



Company's operations, and dismissal of the independent auditor when deemed necessary.

m. The execution of contracts and transactions with related parties as stipulated in Clause 4, Article 43 of this Charter;

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

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

#### **Article 15. Authorized Representation**

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

a. A shareholder that is an organization must authorize an individual representative as follows:

- A shareholder owning up to less than 10% of the total shares may authorize one representative.

- A shareholder owning from 10% to less than 20% of the total shares may authorize up to two representatives.

- A shareholder owning from 20% to less than 30% of the total shares may authorize up to three representatives.

- A shareholder owning from 30% to less than 40% of the total shares may authorize up to four representatives.

- A shareholder owning from 40% to less than 50% of the total shares may authorize up to five representatives.

- A shareholder owning 50% or more of the total shares may authorize up to six representatives.

b. In the event that a shareholder is an organization appointing multiple authorized representatives, the specific number of shares for each representative must be determined. If the shareholder does not specify the corresponding number of shares for each authorized representative, the shares shall be equally divided among the authorized representatives.

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

- Name, enterprise code, and head office address of the shareholder;

- Number of authorized representatives and the corresponding shareholding ratio or capital contribution of each authorized representative;

- Full name, contact address, nationality, and legal identification documents of each authorized representative;



- The corresponding authorization term of each authorized representative, specifying the start date of representation;

- Full name and signature of the legal representative of the shareholder and of the authorized representative.

d. The authorized representative must meet the following standards and conditions:

- Not subject to the provisions of Clause 2, Article 17 of the Enterprise Law;
- A shareholder that is a state-owned enterprise as stipulated in Point b, Clause 1, Article 88 of the Enterprise Law shall not appoint a person with family relations to the enterprise's manager and the person authorized to appoint the enterprise's manager as an authorized representative at the Company.

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

a. Shareholders, or authorized representatives of shareholders that are organizations, may directly attend the meeting or authorize one or more individuals or other organizations to attend the meeting or attend the meeting through one of the forms stipulated in Clause 3, Article 144 of the Enterprise Law.

b. The authorization for individuals or organizations to represent shareholders at the General Meeting of Shareholders, as stipulated in point a, clause 2 of this Article, must be made in writing. The authorization document must comply with civil law regulations and clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party.

The authorized representative attending the General Meeting of Shareholders must present the authorization document upon registration for the meeting. In the case of re-authorization, the attendee must also present the original authorization document of the shareholder, or the authorized representative of the shareholder organization (if not previously registered with the Company).

c. The voting ballot of the authorized representative attending the meeting within the scope of the authorization remains valid in the following circumstances:

- The authorizing party has died, is restricted in civil act capacity, or has lost civil act capacity;
- The authorizing party has revoked the authorization appointment;
- The authorizing party has revoked the authority of the person executing the authorization.

This clause does not apply if the Company receives notification of any of the above events prior to the commencement of the General Meeting of Shareholders or before the meeting is reconvened.



## **Article 16. Convening, Agenda, and Notice of the General Meeting of Shareholders**

1. The Board of Directors shall convene the Annual General Meeting of Shareholders and Extraordinary General Meetings, or the General Meeting of Shareholders shall be convened extraordinarily under the circumstances stipulated in point b or point c, clause 4, Article 13 of this Charter.

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

a. Prepare the list of shareholders eligible to participate and vote at the General Meeting of Shareholders; The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days before the date of sending the Notice of Meeting of the General Meeting of Shareholders; The Company must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the Final Registration Date;

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

c. Prepare documents for the General Meeting of Shareholders;

d. Draft the resolutions of the General Meeting of Shareholders according to the anticipated content of the meeting;

đ. Determine the time and venue for the meeting;

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

g. Other tasks serving the meeting.

3. The Notice of Meeting of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to the shareholder's contact address, and simultaneously published on the Company's website and the State Securities Commission, Stock Exchange. The convener of the General Meeting of Shareholders must send the Notice of Meeting to all shareholders on the Shareholder List entitled to attend the meeting no later than twenty-one (21) days before the meeting's commencement date (calculated from the date the notice is sent or properly dispatched). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be posted on the Company's website. The Notice of Meeting must specify the link to all meeting documents so that shareholders can access them, including:

a. Meeting agenda and documents used during the meeting;

b. List and detailed information of candidates in the event of the election of members to the Board of Directors and members of the Supervisory Board;

c. Voting Ballot;

d. Draft resolution for each matter on the meeting agenda.



4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 11 of this Charter have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than five (5) working days prior to the opening date of the General Meeting of Shareholders. The proposal must clearly state the name of the shareholder, the number of each type of shares held by the shareholder, and the issue proposed to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders has the right to refuse the proposal stipulated in Clause 4 of this Article if it falls under one of the following cases:

- a. The proposal was not sent in accordance with Clause 4 of this Article;
- b. At the time of the proposal, the shareholder or group of shareholders does not hold at least five (5) percent of the common shares as stipulated in Clause 2, Article 11 of this Charter;
- c. The proposed issue is not within the decision-making authority of the General Meeting of Shareholders;
- d. Other cases as stipulated by law and this Charter.

6. The convener of the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 4 of this Article in the proposed agenda and content of the meeting, except in the cases stipulated in Clause 5 of this Article. The proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

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

1. The General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent more than 50% of the total voting rights of the Company.

2. If within thirty (30) minutes from the scheduled opening time the meeting does not meet the conditions for proceeding as stipulated in Clause 1 of this Article, a second notice of meeting shall be sent within 30 days from the date of the first scheduled meeting. The second convened General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent at least 33% of the total voting rights of the Company.

3. If within thirty (30) minutes from the scheduled opening time the second convened meeting does not meet the conditions for proceeding as stipulated in Clause 2 of this Article, a third notice of meeting must be sent within 20 days from the date of the second scheduled meeting. In this case, the General Meeting of Shareholders shall be conducted regardless of the total voting rights of the shareholders attending the meeting.

#### **Article 18. Procedures for Conducting and Voting at the General Meeting of Shareholders**



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

2. Upon registration for the meeting, shareholders or their representatives shall be issued a voting card and a voting ballot, indicating the registration number, full name of the shareholder or the representative, and the number of voting rights of the shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by agreeing, disagreeing, or abstaining. During the voting process, shareholders shall raise their voting cards and mark the corresponding box on the voting ballot. After collecting and counting the votes, the total number of votes in favor, against, abstentions, or invalid votes for each issue shall be announced by the Chairman before the conclusion of the meeting.

3. Shareholders or authorized representatives arriving after the meeting has commenced shall still be registered and have the right to participate in voting immediately upon registration; in such cases, the validity of previously voted matters shall remain unchanged.

4. The election of the Chairman, Secretary, and Vote Counting Committee is stipulated as follows:

a. The Chairman of the Board of Directors shall preside or authorize another member of the Board of Directors to preside over the General Meeting of Shareholders convened by the Board of Directors. In the absence or temporary incapacity of the Chairman, the remaining members of the Board of Directors shall elect one among them to preside over the meeting by majority vote. If no Chairman is elected, the Head of the Supervisory Board shall facilitate the election of a Chairman from among the attendees, with the individual receiving the highest number of votes presiding over the meeting;

b. Except for point a of clause 4 of this Article, the individual signing the notice to convene the General Meeting of Shareholders shall facilitate the election of a Chairman, with the individual receiving the highest number of votes presiding over the meeting;

c. The Chairman shall appoint one or more individuals to serve as the Secretary of the meeting;

d. The General Meeting of Shareholders shall elect one or more individuals to the Vote Counting Committee as proposed by the Chairman of the meeting.

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

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



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

b. Requesting the competent authorities to maintain order during the meeting; expelling individuals who do not comply with the Chairman's authority, intentionally disrupt order, impede the normal progress of the meeting, or fail to comply with security inspection requirements from the General Meeting of Shareholders.

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

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

đ. Facilitating shareholders to attend (or continue to attend) the meeting.

7. The Chairman has the authority to postpone the General Meeting of Shareholders, which has sufficient registered attendees, for a maximum of three working days from the scheduled opening date, and may only postpone the meeting or change the meeting venue in the following circumstances:

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

b. Communication facilities at the meeting venue do not ensure that shareholders can participate, discuss, and vote;

c. Attendees obstruct or disrupt order, posing a risk that the meeting cannot be conducted fairly and legally.

8. In the event that the Chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 7 of this Article, the General Meeting of Shareholders shall elect another attendee to replace the Chairman to conduct the meeting until its conclusion; all resolutions passed at such meeting shall be effective.

9. The online General Meeting of Shareholders shall be conducted in accordance with the Company's internal governance regulations.

#### **Article 19. Forms of Resolution Approval by the General Meeting of Shareholders**

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

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

a. Approval of the audited annual financial statements;

b. Company's development orientation;

c. Election, dismissal, and removal of members of the Board of Directors and the Supervisory Board.

d. Reorganization or dissolution of the Company.



## **Article 20. Conditions for Approval of Resolutions by the General Meeting of Shareholders**

1. Resolutions of the General Meeting of Shareholders on the following contents shall be approved if at least 65% of the total voting shares of all attending and voting shareholders at the meeting are in favor:

- a. Type of shares and total number of each type of shares offered;
- b. Change of business lines and sectors;
- c. Change of management structure;
- d. Investment projects or sale of assets valued at 35% or more of the total asset value recorded in the Company's latest financial statements;
- đ. Reorganization or dissolution of the Company.

2. Voting for the election of members of the Board of Directors and the Supervisory Board shall be conducted in accordance with Clause 3, Article 148 of the Enterprise Law and the Company's internal governance regulations.

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

4. Resolutions of the General Meeting of Shareholders approved by 100% of the total voting shares are legal and effective even if the procedures for convening the meeting and approving the resolution violate the provisions of the Enterprise Law and this Charter.

## **Article 21. Authority and Procedures for Collecting Written Opinions of Shareholders for Resolution Approval by the General Meeting of Shareholders**

1. The Board of Directors has the authority to collect written opinions of shareholders to approve resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except for the case specified in Clause 2, Article 19 of this Charter.

2. The Board of Directors shall prepare the voting ballots, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions, and send them to all shareholders with voting rights no later than ten (10) days before the deadline for returning the voting ballots. The preparation of the shareholder list for sending the voting ballots shall be conducted in accordance with point a, clause 2, Article 16 of this Charter. The requirements and methods for sending the voting ballots and accompanying documents shall be carried out in accordance with clause 3, Article 16 of this Charter, except for the time requirement.

3. The voting ballot must contain the following essential contents:

- a. Name, address of the head office, and company code;
- b. Purpose of the opinion solicitation;



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

d. Issues to be consulted for approval;

đ. Voting options including agree, disagree, and no opinion for each issue consulted;

e. Deadline for returning the answered voting ballots to the Company;

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

4. Shareholders may send the answered voting ballots to the Company by mail, fax, or email as per the following provisions:

a. In the case of mailing, the answered voting ballot must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. The voting ballots sent to the Company must be sealed in an envelope and no one is authorized to open it before the vote counting;

b. In the case of sending by fax or email, the voting ballots sent to the Company must be kept confidential until the time of vote counting;

c. Voting ballots sent to the Company after the deadline specified in the content of voting ballots or opened in case of mailing and disclosed in case of fax or email are invalid. Voting ballots not sent back are considered non-participating in the vote.

5. The Board of Directors shall count the votes and prepare the Vote Counting Record under the supervision of the Supervisory Board or shareholders not holding managerial positions in the Company. The Vote Counting Record must contain the following essential contents:

a. Name, address of the head office, and company code;

b. Purpose and issues to be consulted for resolution approval;

c. Number of shareholders with the total number of voting ballots participating in the vote, distinguishing between valid voting ballots, invalid voting ballots, and the method of sending voting ballots, accompanied by an appendix of the list of shareholders participating in the vote;

d. Total number of votes in favor, against, and no opinion for each issue;

đ. Issues approved and the corresponding voting approval ratio;

e. Full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote counting supervisor.



Members of the Board of Directors, vote counters, and vote supervisors shall jointly be responsible for the honesty and accuracy of the Vote Counting Record; they shall also be jointly liable for any damages arising from decisions passed due to dishonest or inaccurate vote counting.

6. The Vote Counting Record and resolutions must be disclosed on the Company's website within twenty-four (24) hours from the conclusion of the vote counting and information disclosure in accordance with securities market regulations.

7. The answered voting ballots, Vote Counting Record, full text of the resolutions passed, and related documents attached to the voting ballots must be retained at the Company's headquarters.

8. Resolutions on the following matters shall be passed by collecting shareholders' opinions in writing when shareholders holding at least 65% of the total voting rights of all shareholders entitled to vote agree:

- a. Type of shares and total number of each type of shares offered;
- b. Changes in business lines, industries, and fields;
- c. Changes in the management structure;
- d. Investment projects or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
- đ. Reorganization or dissolution of the Company;

9. Except for the matters stipulated in Clause 8 of this Article, resolutions on other matters passed by collecting shareholders' opinions in writing must be agreed upon by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote.

10. Resolutions passed by collecting shareholders' opinions in writing under this Article shall have the same validity as resolutions passed at the General Meeting of Shareholders.

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

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

- a. Name, address of the headquarters, and company code;
- b. Time and venue of the General Meeting of Shareholders;
- c. Meeting Agenda and content of the meeting;
- d. Name of the Chairman and Secretary;
- đ. Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;



e. Number of shareholders and total number of voting rights of the shareholders attending the meeting, appendix of the registered shareholder list, shareholder representatives attending the meeting with corresponding shares and voting rights;

g. Total number of votes for each voting issue, specifying the voting method, total number of valid, invalid, in favor, against, and abstained votes; corresponding percentage of the total voting rights of the shareholders attending the meeting;

h. Issues approved and the corresponding voting approval ratio;

i. Name and signature of the Chairman and Secretary; In case the Chairman and Secretary refuse to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain all the contents as stipulated in this clause; The meeting minutes shall clearly state the refusal of the Chairman and Secretary to sign the meeting minutes.

2. The Meeting Minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The Chairman and the meeting secretary or any other individual signing the Meeting Minutes shall bear joint responsibility for the truthfulness and accuracy of the content of the minutes.

3. The Resolution, Meeting Minutes of the General Meeting of Shareholders, all documents attached to the Minutes (if any), and related materials accompanying the Notice of Meeting must be published on the Company's website within twenty-four (24) hours from the conclusion of the meeting and disclosed in accordance with legal regulations on the securities market.

4. The Resolution, Meeting Minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting with shareholder signatures, letters of authorization for meeting attendance, all documents attached to the Minutes (if any), and related materials accompanying the Notice of Meeting must be retained at the Company's headquarters.

### **Article 23. Request for Annulment of the Resolution of the General Meeting of Shareholders**

Within ninety (90) days from the date of receipt of the resolution or Meeting Minutes of the General Meeting of Shareholders or the Vote Counting Record of the General Meeting of Shareholders, shareholders or groups of shareholders as stipulated in Clause 2, Article 11 of this Charter have the right to request the Court or Arbitration to consider and annul the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and this Charter, except as provided in Clause 4, Article 20 of this Charter.

2. The content of the resolution violates the law or this Charter.



## **CHAPTER VII. BOARD OF DIRECTORS**

### **Article 24. Candidacy and Nomination for Members of the Board of Directors**

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

- a. Full name, date, month, year of birth;
- b. Professional qualifications;
- c. Work experience;
- d. Other managerial titles (including titles on the Board of Directors/ Members' Council of other companies);
- e. Interests related to the Company and the Company's related parties;
- f. Information about companies where the candidate holds the position of member of the Board of Directors/Members' Council, other managerial titles, and interests related to the candidate's company (if any).

2. Shareholders have the right to aggregate their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% or more may nominate up to five (05) candidates.

3. In the event that the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as required by Clause 1, Article 25 of this Charter, the incumbent Board of Directors shall introduce additional candidates. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Board of Directors.

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

- a. Not be subject to the provisions of Clause 2, Article 17 of the Enterprise Law;



b. Possess professional qualifications and experience in business management or in the Company's business sector, and need not necessarily be a shareholder of the company;

c. May concurrently serve as a member of the Board of Directors or the Members' Council at a maximum of five (05) other companies;

d. Must not be a family member of:

- The General Director and other managers of the Company;

- Managers or persons authorized to appoint managers of the parent company;

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

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

2. The term of a member of the Board of Directors shall not exceed five (05) years and may be re-elected for an unlimited number of terms. In the event that all members of the Board of Directors simultaneously end their term, those members shall continue to serve as members of the Board of Directors until new members are elected and assume their duties.

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

4. Dismissal, removal, replacement, and supplementation of members of the Board of Directors:

a. The General Meeting of Shareholders shall dismiss a member of the Board of Directors if that member does not meet the standards and conditions as per Clause 4, Article 24 of this Charter or submits a resignation that is accepted.

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

c. When deemed necessary, the General Meeting of Shareholders shall decide to replace a member of the Board of Directors, dismiss, or remove a member of the Board of Directors outside the cases specified in points a and b of Clause 4 of this Article.

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

đ. Except for the case specified in point d of this Clause, the General Meeting of Shareholders shall elect new members to replace the dismissed or removed members of the Board of Directors at the nearest meeting.



## **Article 26. Powers and Duties of the Board of Directors**

1. The Board of Directors is the management body of the Company, vested with full authority to act on behalf of the Company to decide, execute the rights and obligations of the Company, except for the rights and obligations of the General Meeting of Shareholders.

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

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

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

c. To decide on the sale of unsold shares within the authorized number of shares to be offered for each type; to decide on raising additional capital through other forms;

d. To decide on the sale price of shares and bonds of the Company;

đ. To decide on the repurchase of shares as stipulated in Clauses 1 and 2, Article 133 of the Enterprise Law;

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

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

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

i. To elect, dismiss, and remove the Chairman of the Board of Directors; to appoint, dismiss, sign contracts, terminate contracts, decide on salaries, bonuses, and other benefits of the General Director and other executives; to appoint representatives of the Company's capital in other enterprises, and to decide on bonuses and other benefits for these individuals;

k. To supervise and direct the General Director and other executives in managing the Company's daily business operations;

l. To decide on the organizational structure of the Company except for the management structure stipulated in Article 10 of this Charter; to decide on the Company's internal management regulations except for regulations under the authority of the General Meeting of Shareholders; to decide on the establishment of subsidiaries, branches, representative offices; to decide on capital contribution, share purchase of other enterprises;



m. To approve the agenda, content, and documents for the General Meeting of Shareholders, to convene the General Meeting of Shareholders or to collect opinions for the General Meeting of Shareholders to approve resolutions;

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

o. To propose the dividend payment ratio; to decide on the timing and procedures for dividend payment or to handle losses arising during business operations;

p. To propose the reorganization, dissolution of the Company; to request the bankruptcy of the Company;

q. To decide on the issuance of the Board of Directors' Operating Regulations, Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders;

r. To organize training and workshops on corporate governance and necessary skills for members of the Board of Directors, the General Director, the Corporate Governance Officer, and other managers of the company.

s. To execute the payment of dividends to shareholders in accordance with the law after being approved by the Annual General Meeting of Shareholders.

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

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

#### **Article 27. Remuneration, Salaries, Bonuses, and Other Benefits of Members of the Board of Directors**

1. The Company is entitled to pay salaries, remuneration, and bonuses to members of the Board of Directors based on business results and efficiency.

2. Non-executive members of the Board of Directors shall receive remuneration from the non-executive management remuneration fund as determined by the General Meeting of Shareholders.

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

4. Members of the Board of Directors are entitled to bonuses in accordance with the Company's Regulations on Salaries, Bonuses, and Remuneration. The bonus amounts for the Chairman and each member of the Board of Directors, as provisionally paid during the year, are approved by the Board of Directors and shall be submitted to the nearest Annual General Meeting of Shareholders for approval.

5. The salary of the Chairman of the Board of Directors and the remuneration of each member of the Board of Directors shall be recorded as business expenses of the Company in accordance with the provisions of the law on corporate income tax,



presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

6. Members of the Board of Directors holding executive positions or members working in committees of the Board of Directors or performing tasks beyond the usual duties of a member of the Board of Directors may receive additional remuneration in the form of a lump sum payment per occurrence, salary, commission, profit percentage, or other forms as decided by the Board of Directors.

7. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred in the discharge of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders or the Board of Directors or its committees.

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

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

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

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

- a. Develop the program and operational plan of the Board of Directors;
- b. Prepare the agenda, content, and materials for meetings; convene, preside over, and chair meetings of the Board of Directors;
- c. Organize the adoption of resolutions and decisions of the Board of Directors;
- d. Supervise the implementation of resolutions and decisions of the Board of Directors;
- e. Chair meetings of the General Meeting of Shareholders;
- f. Other rights and obligations as prescribed by the Enterprise Law and this Charter.

4. In the event that the Chairman of the Board of Directors resigns or is dismissed or removed from office, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or dismissal or removal.

5. In the event that the Chairman of the Board of Directors is absent or unable to fulfill their duties, they must authorize another member in writing to perform the rights and obligations of the Chairman. If there is no authorized representative or if the Chairman is deceased, missing, detained, serving a prison sentence, undergoing administrative measures at a compulsory rehabilitation center, compulsory education center, absconding, restricted or incapacitated, experiencing cognitive or behavioral difficulties, or prohibited by the Court from holding a position, practicing



a profession, or performing certain work, the remaining members shall elect one among them to hold the position of Chairman of the Board of Directors by majority vote until a new decision is made by the Board of Directors.

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

1. The first meeting of the term of the Board of Directors to elect the Chairman must be conducted within seven (7) working days from the conclusion of the election of the Board of Directors for that term. This meeting is convened by the member with the highest number of votes. In the event of more than one (1) member having the highest equal number of votes, the members shall elect by majority vote to select one (1) among them to convene the meeting of the Board of Directors.

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

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

- a. Upon request of the Supervisory Board;
- b. Upon request of the General Director or at least five other managers;
- c. Upon request of at least two members of the Board of Directors.

4. The request stipulated in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (7) working days from the date of receiving the request stipulated in Clause 3 of this Article. If the meeting is not convened as requested, the Chairman of the Board of Directors shall be liable for any damages incurred by the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting must send the notice of meeting no later than three (3) working days before the meeting date. The notice of meeting must specify the time and place of the meeting, agenda, issues for discussion, and decisions. The notice of meeting must be accompanied by documents to be used at the meeting and the voting ballot of the member. The notice of meeting of the Board of Directors may be sent by invitation letter, phone message, email, fax, or other electronic means ensuring delivery to the contact address of each member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the person convening the meeting shall send the notice of meeting and accompanying documents to the members of the Supervisory Board as to the members of the Board of Directors.



Members of the Supervisory Board have the right to attend meetings of the Board of Directors; they have the right to discuss but not to vote.

8. A meeting of the Board of Directors shall be conducted when at least three-fourths (3/4) of the total members are present. If the meeting convened under this provision does not meet the required number of attendees, it shall be reconvened within seven (7) days from the date initially scheduled. In this case, the meeting shall proceed if more than half of the Board of Directors members are present.

9. A member of the Board of Directors shall be considered as attending and voting at the meeting in the following cases:

- a. Attending and voting directly at the meeting;
- b. Authorizing another person to attend and vote as stipulated in Clause 11 of this Article;
- c. Attending and voting via online conference, electronic voting, or other electronic forms;
- d. Sending a voting ballot to the meeting via mail, fax, or email;

10. In the case of sending a voting ballot to the meeting via mail, the voting ballot must be sealed in an envelope and delivered to the Chairman of the Board of Directors no later than one hour before the commencement. The voting ballot shall only be opened in the presence of all attendees.

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

12. The Board of Directors shall pass resolutions and decisions by voting at the meeting or by collecting written opinions. Each member of the Board of Directors shall have one vote. Resolutions and decisions of the Board of Directors shall be passed if approved by the majority of members; in the event of a tie, the final decision shall rest with the opinion of the Chairman of the Board of Directors.

### **Article 30. Corporate Governance Officer**

1. The Board of Directors must appoint at least one Corporate Governance Officer to support governance activities at the Company. The Corporate Governance Officer may concurrently serve as the Company Secretary as stipulated in Clause 5, Article 156 of the Enterprise Law.

2. The Corporate Governance Officer shall not concurrently work for the auditing organization auditing the Company's financial statements.

3. The Corporate Governance Officer shall have the following rights and obligations:



- a. Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and matters related to the Company and shareholders;
- b. Preparing meetings of the Board of Directors, Supervisory Board, and General Meeting of Shareholders as requested by the Board of Directors or Supervisory Board;
- c. Advising on the procedures of company meetings;
- d. Attending meetings (if required);
- e. Advising on the procedures for drafting resolutions of the Board of Directors in compliance with legal regulations;
- f. Providing financial information, copies of the Board of Directors meeting minutes, and other information to members of the Board of Directors and Supervisory Board members;
- g. Monitoring and reporting to the Board of Directors on the Company's information disclosure activities;
- h. Serving as the liaison with stakeholders;
- i. Maintaining confidentiality of information in accordance with legal regulations and this Charter.

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

### **Article 31. Organization of the Management Apparatus**

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

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

1. Based on the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in a number and with qualifications suitable to the Company's structure and management regulations as prescribed by the Board of Directors. Company executives are responsible for assisting the Company in achieving its set objectives in operations and organization.

2. The General Director is entitled to salary and bonuses. The salary and bonuses of the General Director are determined by the Board of Directors.

3. The salary of executives is recorded as a business expense of the Company in accordance with the provisions of the law on corporate income tax, is presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.



### **Article 33. Appointment, Dismissal, Duties, and Powers of the General Director**

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

2. The General Director is the person who manages the Company's daily business operations; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and the law for the exercise of assigned rights and obligations.

3. The term of the General Director is five (5) years and may be reappointed for an unlimited number of terms.

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

a. Not falling under the subjects specified in Clause 2, Article 17 of the Enterprise Law;

b. Not being a related person as defined in Point d, Clause 46, Article 4 of the Securities Law of:

- Managers, members of the Supervisory Board of the parent company;
- Managers, members of the Supervisory Board of the Company;
- Representatives of state capital at the parent company;
- Representatives of the parent company's capital at the Company.

c) Having professional qualifications and experience in the business management of the company.

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

a. Deciding on matters related to the Company's daily business operations that do not fall under the authority of the Board of Directors;

b. Organizing the implementation of resolutions and decisions of the Board of Directors and the General Meeting of Shareholders;

c. Organizing the implementation of the Company's business plans and investment projects;

d. Proposing organizational structure plans, internal management regulations of the Company; Proposing to the Board of Directors the recruitment, appointment, and contracting with executives in a number and with qualifications suitable to the Company's structure and management regulations.

e. Appointing, dismissing, and removing Heads and Deputy Heads of departments, divisions of the Company, Directors and Deputy Directors of branches, directors and deputy directors of affiliated units except for positions under the authority of the Board of Directors;

f. Deciding on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director;



- g. Recruiting labor;
- h. Proposal for dividend distribution or handling of business losses;
- i. Other rights and obligations as prescribed by law, this Charter, and resolutions and decisions of the Board of Directors.

6. The Board of Directors may dismiss the General Director when a majority of the Board members with voting rights present at the meeting agree, and appoint a new General Director as a replacement.

## **CHAPTER IX. SUPERVISORY BOARD**

### **Article 34. Nomination and Candidacy for Members of the Supervisory Board**

1. The identification of candidates for the Supervisory Board and information disclosure shall be conducted similarly to the provisions of Clause 1, Article 24 of this Charter.

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

3. In the event that the number of candidates for the Supervisory Board through nomination and candidacy is insufficient, the incumbent Supervisory Board may nominate additional candidates. The nomination of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board.

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

a. Not falling under the subjects specified in Clause 2, Article 17 of the Enterprise Law;

b. Trained in one of the fields of economics, finance, accounting, auditing, law, business administration, or a field relevant to the business operations of the enterprise;

c. Not having family relations with:

- Members of the Board of Directors, the General Director, and other managers of the parent company;
- Members of the Board of Directors, the General Director, and other managers of the Company;
- Representatives of state capital at the parent company;
- Representatives of the parent company's capital at the Company.



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

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

e. Not being a member or employee of the independent auditing firm auditing the Company's financial statements in the preceding three years.

### **Article 35. Composition and Term of the Supervisory Board**

1. The number of members of the Supervisory Board is three (3). The term of a Member of the Supervisory Board shall not exceed five (5) years and may be re-elected for an unlimited number of terms.

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

a. No longer meeting the standards and conditions for being a member of the Supervisory Board as stipulated in Clause 4, Article 34 of this Charter;

b. Submission of a resignation letter and acceptance thereof;

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

a. Failure to complete assigned tasks and duties;

b. Failure to exercise their rights and obligations for six (6) consecutive months, except in cases of force majeure;

c. Repeated or serious violations of the obligations of a member of the Supervisory Board as prescribed by the Enterprise Law and this Charter.

d. Other cases as per the resolution of the General Meeting of Shareholders.

### **Article 36. Head of the Supervisory Board**

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

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

a. Convene meetings of the Supervisory Board;

b. Request the Board of Directors, General Director, and other executives to provide relevant information for reporting to the Supervisory Board;

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

### **Article 37. Rights and Obligations of the Supervisory Board**

The Supervisory Board shall have the following rights and obligations:



1. Supervise the Board of Directors, General Director, and other executives in managing and operating the company; monitor the Company's financial situation; be accountable to shareholders for its supervisory activities;

2. Examine the reasonableness, legality, honesty, and prudence in the management and operation of business activities; the systematic, consistent, and appropriate nature of accounting, statistics, and financial reporting;

3. Appraise the completeness, legality, and honesty of the business situation report, annual and semi-annual financial statements of the Company, evaluate the management activities of the Board of Directors, and present the appraisal report at the annual General Meeting of Shareholders; Review and make recommendations on contracts and transactions with related parties under the approval authority of the Board of Directors or the General Meeting of Shareholders;

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

5. Examine the accounting books, accounting records, and other documents of the Company, as well as the management and operation activities of the Company when deemed necessary or as per the resolution of the General Meeting of Shareholders or at the request of shareholders or groups of shareholders as stipulated in Clause 2, Article 11 of this Charter;

6. Conduct inspections within seven working days from the date of receipt of the request from shareholders or groups of shareholders as stipulated in Clause 2, Article 11 of this Charter; Within fifteen days from the conclusion of the inspection, report to the Board of Directors and the requesting shareholders or groups of shareholders on the matters requested for inspection; The inspection stipulated in this clause shall not neither obstruct the normal activities of the Board of Directors, nor disrupt the business operations of the Company;

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

8. Upon discovering any legal violations or breaches of this Charter by members of the Board of Directors, the General Director, or other executives, the Supervisory Board must notify the Board of Directors in writing within forty-eight hours, request the violator to cease the violation, and propose solutions to remedy the consequences;

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

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

11. May consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;



12. Propose and recommend that the General Meeting of Shareholders approve the list of independent auditing firms to audit the Company's Financial Statements; Propose that the Board of Directors appoint an independent auditing firm to inspect the Company's operations and dismiss independent auditors when deemed necessary;

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

14. Develop and issue the Regulations on the Operations of the Supervisory Board after approval by the General Meeting of Shareholders;

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

16. Have the right to access the Company's records and documents stored at the headquarters, branches, and other locations; have the right to visit the workplaces of the Company's managers and employees during working hours;

17. 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 regarding the management, administration, and business operations of the Company;

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

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

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

2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of the independent auditing organization to attend and address issues that need clarification.

#### **Article 39. Salaries, Remuneration, Bonuses, and Other Benefits of Supervisory Board Members**

1. Non-executive members of the Supervisory Board shall receive remuneration from the non-executive management remuneration fund as decided by the General Meeting of Shareholders. The annual operating budget of the Supervisory Board is determined by the General Meeting of Shareholders.

2. The full-time Head of the Supervisory Board shall be paid a salary as determined by the General Meeting of Shareholders.

3. Members of the Supervisory Board are entitled to bonuses in accordance with the Company's Regulations on Salaries, Bonuses, and Remuneration. The bonus amounts for the Head and each member of the Supervisory Board, as provisionally paid during the year, are approved by the Board of Directors and shall be submitted to the nearest Annual General Meeting of Shareholders for approval.



4. Members of the Supervisory Board shall be reimbursed for expenses related to meals, accommodation, travel, and the use of independent consulting services within the annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders.

5. Salaries and operating expenses of the Supervisory Board shall be accounted for as business expenses of the Company in accordance with the law on corporate income tax and other relevant legal regulations and must be itemized separately in the Company's annual financial statements.

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

### **Article 40. Duty of Care**

Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives are obligated to perform their duties with honesty and diligence for the benefit of the Company.

### **Article 41. Duty of Honesty and Avoidance of Conflicts of Interest**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives must disclose any related interests in accordance with the Enterprise Law and relevant legal documents.

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

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

4. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons are prohibited from using or disclosing internal information to others to conduct related transactions.

### **Article 42. Disclosure of Related Interests**

The disclosure of interests and related persons of the Company shall be conducted as follows:

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



a. The name, business registration number, head office address, and business sector of the enterprise in which they hold capital contributions or shares; the percentage and timing of ownership of such capital contributions or shares;

b. The name, business registration number, head office address, and business sector of the enterprise in which their related persons jointly or individually hold capital contributions or shares exceeding 10% of the charter capital.

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

3. Members of the Board of Directors and the General Director, acting in their personal capacity or on behalf of others, must explain the nature and content of any work performed within the scope of the Company's business to the Board of Directors and the Supervisory Board and may only proceed with the majority approval of the remaining members of the Board of Directors; if conducted without disclosure or approval from the Board of Directors, all income derived from such activities shall belong to the Company.

#### **Article 43. Contracts and Transactions with Related Persons**

1. The Company is prohibited from providing loans or guarantees to all shareholders and related persons of the shareholders.

2. The Company shall not provide loans or guarantees to any of its managers and their related parties.

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

a. Shareholders, authorized representatives of institutional shareholders holding more than 10% of the total common shares of the Company, and their related parties;

b. Members of the Board of Directors, members of the Supervisory Board, the General Director, and their related parties;

c. Enterprises in which members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers of the Company must declare interests as stipulated in Clause 1, Article 42 of this Charter.

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

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

b. Contracts and transactions involving loans, lending, or asset sales with a value greater than 10% of the total asset value recorded in the Company's most recent



financial statements between the Company and shareholders holding 51% or more of the total voting shares or their related parties;

In the event of approval of contracts and transactions as stipulated in this clause, the Company representative signing the contract or transaction must notify the Board of Directors and members of the Supervisory Board about the related parties concerning the contract or transaction and attach the draft contract or notify the main contents of the transaction. The Board of Directors shall present the draft contract, transaction, or explanation of the main contents of the contract or transaction at the General Meeting of Shareholders or collect shareholder opinions in writing. In these cases, shareholders shall not have the right to vote on contracts or transactions in which they have a related interest.

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

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

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

In the event of approval of contracts and transactions as stipulated in this clause, the Company representative signing the contract or transaction must notify members of the Board of Directors and members of the Supervisory Board about the related parties concerning the contract or transaction and attach the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 7 days from the date of receiving the notification. Members of the Board of Directors shall not have the right to vote on contracts or transactions in which they or their related parties have a related interest.

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

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

2. The Company shall indemnify individuals who have been, are, or may become parties to claims, lawsuits, or prosecutions (including civil and administrative cases, excluding cases initiated by the Company) if such individuals have been or are members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, employees, or authorized representatives of the Company, or have acted on behalf of the Company, provided they acted honestly, prudently, in the interest of the Company, in compliance with the law, and there is no evidence confirming that they breached their duties.



3. Indemnification costs shall include judgment costs, fines, and actual expenses incurred (including attorney fees) in resolving these matters within the framework of the law. The Company may purchase insurance for these individuals to mitigate the aforementioned indemnification liabilities.

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

### **Article 45. Right to Inspect Books and Records**

1. Common shareholders shall have the right to inspect books and records in accordance with the provisions of point d, point e, clause 1, Article 11, and point b, clause 2, Article 11 of this Charter.

2. In cases where an authorized representative of a shareholder or group of shareholders requests to inspect books and records, such request must be accompanied by a letter of authorization from the shareholder or group of shareholders represented, or a notarized copy of such letter of authorization.

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

4. The Company must retain this Charter and any amendments thereto, the Enterprise Registration Certificate, regulations, documents proving asset ownership, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as prescribed by law at the head office or another location, provided that shareholders and the Business Registration Authority are informed of the storage location of these documents.

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

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

### **Article 46. Employees and Trade Union**

1. The General Director shall prepare a plan for the Board of Directors to approve policies on matters related to the recruitment, dismissal, salaries, social insurance, benefits, rewards, and discipline of employees and executives of the Company.

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



## **CHAPTER XIII. PROFIT DISTRIBUTION**

### **Article 47. Profit Distribution**

1. After offsetting any previous years' losses (if any), the Company shall allocate funds from post-tax profits to the Development Investment Fund, Reward and Welfare Fund, Bonus Fund for relevant individuals and units, Community Social Work Fund, and other funds if approved by the General Meeting of Shareholders.

2. The General Meeting of Shareholders shall determine the dividend payment ratio and the form of annual dividend payment from the Company's retained earnings.

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

4. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of dividends in whole or in part in the form of shares, and the Board of Directors shall execute this decision.

5. The Board of Directors may decide on interim dividend payments within the scope of the plan approved by the General Meeting of Shareholders if it deems such payments consistent with the Company's profitability.

6. In cases where dividends or other amounts related to a class of shares are paid in cash, the Company must pay in Vietnamese Dong. Payments can be made directly or through banks based on the bank account details provided by the shareholders. If the Company has transferred funds according to the bank details provided by the shareholder and the shareholder does not receive the money, the Company shall not be liable for the funds transferred to that shareholder. Dividend payments for shares may be conducted through a securities company or the Vietnam Securities Depository.

7. Pursuant to the Enterprise Law and Securities Law, the Board of Directors shall pass a resolution to determine a specific date to finalize the shareholder list. Based on this date, those registered as shareholders or holders of other securities shall be entitled to receive dividends in cash or shares, and receive notices or other documents.

#### **8. Principles for handling business losses:**

In the event of a financial year-end loss, the Board of Directors must propose to the General Meeting of Shareholders to handle it according to the following two options:

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

b. In the event that the Company suffers prolonged business losses without resolution, the General Meeting of Shareholders shall consider and decide on measures to address the situation in accordance with the Bankruptcy Law.



9. Other issues related to profit distribution shall be carried out in accordance with the law.

## **CHAPTER XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING REGIME**

### **Article 48. Bank Accounts**

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

2. With prior approval from the competent authority, if necessary, the Company may open bank accounts abroad in accordance with legal regulations.

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

The Company's fiscal year shall commence on the first day of January each year and conclude on December 31. The first fiscal year shall begin on the date of issuance of the Enterprise Registration Certificate and end on the following December 31.

### **Article 50. Accounting Regime**

1. The accounting regime utilized by the Company shall be either the enterprise accounting regime or a specific accounting regime issued and approved by the competent authority.

2. The Company shall maintain accounting records in Vietnamese and retain accounting documentation in accordance with the legal provisions on accounting and related laws. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the Company's transactions.

3. The currency used in the Company's accounting shall be the Vietnamese Dong.

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

### **Article 51. Annual, Semi-Annual, and Quarterly Financial Statements**

1. The Company is required to prepare annual financial statements in accordance with legal regulations, and these annual financial statements must be audited as stipulated in Article 53 of this Charter. The Company shall disclose the audited annual financial statements in compliance with securities law and submit them to the competent state authority.

2. The annual financial statements must include all reports, appendices, and explanatory notes as required by enterprise accounting law. The annual financial statements must accurately and objectively reflect the Company's operational status.

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



## **Article 52. Annual Report**

The Company is required to prepare and disclose the Annual Report in accordance with the legal provisions on securities.

## **CHAPTER XVI. AUDIT**

### **Article 53. Audit**

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

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

3. The independent auditor conducting the audit of the Company's financial statements shall be entitled to attend the General Meeting of Shareholders and receive notifications and other information related to the General Meeting of Shareholders and shall have the right to express opinions at the meeting on matters related to the audit of the Company's financial statements.

## **CHAPTER XVII. COMPANY SEAL**

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

1. The Company Seal includes a seal made at a seal engraving facility or a seal in the form of a digital signature in accordance with the legal provisions on electronic transactions.

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

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

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

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

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

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

b. Revocation of the Enterprise Registration Certificate, except as otherwise provided by the Tax Administration Law;

c. Other cases as prescribed by law.

2. The dissolution of the Company is decided by the General Meeting of Shareholders and executed by the Board of Directors. This dissolution decision must



be notified or approved by the competent authority (if required) in accordance with regulations.

### 3. Procedures for the dissolution of the Company

The dissolution of the Company as stipulated in Clause 1 of this Article shall be conducted as follows:

a. The General Meeting of Shareholders approves the resolution and decision to dissolve the Company. In the event of dissolution due to the revocation of the Enterprise Registration Certificate or by court decision, within ten days from the date of receipt of the revocation decision or the court's effective decision, the Company must convene a General Meeting of Shareholders to approve the resolution to decide on dissolution.

b. The resolution and decision to dissolve the Company must contain the following principal contents:

- Name and address of the Company's head office;
- Reason for dissolution;
- Time limit and procedures for liquidating contracts and settling the Company's debts;
- Plan for handling obligations arising from labor contracts;
- Full name and signature of the Chairman of the Board of Directors.

c. The Board of Directors establishes the Company's Asset Liquidation Committee.

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

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

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

### **Article 56. Liquidation**

1. After the decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three members. Two members are appointed by the General Meeting of Shareholders, and one member is appointed by



the Board of Directors from an independent auditing company. The Liquidation Committee prepares its operational regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All costs related to liquidation are prioritized for payment by the Company before other debts.

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

3. Proceeds from the liquidation are paid in the following order:

a. Liquidation expenses;

b. Salary debts, severance allowances, social insurance, health insurance, unemployment insurance as prescribed by law, and other benefits of employees according to the collective labor agreement and signed labor contracts;

c. Tax debts;

d. Other debts;

d. The remainder, after settling all debts from points a to d above, shall be distributed to the shareholders. Preferred shares (if any) shall be prioritized for payment first.

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

### **Article 57. Resolution of Internal Disputes**

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

a. Shareholders and the Company;

b. Shareholders and the Board of Directors, Supervisory Board, General Director, or other executives,

The parties involved shall endeavor to resolve such disputes through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board, the Chairman of the Board shall preside over the resolution of the dispute and request each party to present relevant information concerning the dispute within fifteen (15) working days from the date the dispute arises. In cases involving the Board of Directors or the Chairman of the Board, any party may request the Head of the Supervisory Board to appoint an independent expert to mediate the dispute resolution process.

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



3. Each party shall bear its own costs related to the negotiation and mediation procedures. Court costs shall be settled according to the Court's Judgment/Decision.

## **CHAPTER XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER**

### **Article 58. Amendment and Supplementation of the Charter**

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

2. In cases where legal provisions related to the Company's operations are not mentioned in this Charter or where new legal provisions differ from the contents of this Charter, such provisions shall be applied to regulate the Company's operations.

## **CHAPTER XXI. EFFECTIVENESS**

### **Article 59. Effectiveness**

1. This Charter, comprising 21 chapters and 59 articles, was approved by the General Meeting of Shareholders of Dong Nai Material & Building Investment Joint - Stock Company on April 11, 2026, replacing the Charter dated April 13, 2025. This Charter is made in ten (10) copies, each of equal validity. One (01) copy shall be submitted to the Business Registration Authority as prescribed by Enterprise Law; nine (09) copies shall be retained at the Company.

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

4. Copies or extracts of this Charter shall be valid when signed by the Chairman of the Board of Directors or the General Director.

**LEGAL REPRESENTATIVE  
GENERAL DIRECTOR**



**Tran Anh Dien**



**APPENDIX NO. 01/PLDL**

**Attached is the Charter of Dong Nai Material & Building Investment Joint -  
Stock Company**

**BUSINESS LINES**

<b>No.</b>	<b>Industry Name</b>	<b>Industry Code</b>
1	Mining of stone, sand, gravel, and clay Details: Mining and processing of various types of sand, soil, and stone.	0810
2	Direct support activities for water transportation	5222
3	Manufacture of cement, lime, and plaster Details: Cement production.	2394
4	Manufacture of concrete and products from concrete, cement, and plaster Details: Production of ready-mixed concrete; Production of cement-based bricks.	2395
5	Construction of residential buildings Details: Construction of civil works, investment in residential areas, restaurants, high-rise buildings, and office leasing.	4101
6	Construction of non-residential buildings Details: Investment in industrial zones, commercial centers.	4102
7	Construction of power projects Details: Investment in hydropower plants.	4221
8	Construction of water projects Details: Construction of irrigation works.	4291
9	Construction of other civil engineering projects Details: Construction of industrial works. Investment in construction and business of industrial zone infrastructure, residential areas.	4299
10	Site preparation Details: Ground leveling.	4312
11	Installation of electrical systems Details: Construction and installation of electrical works up to 220KV.	4321



No.	Industry Name	Industry Code
12	Wholesale of machinery, equipment, and other machine parts Details: Trading, import, and export of industrial and agricultural machinery and equipment.	4659
13	Wholesale of other construction materials and installation equipment Details: Trading of various types of sand, soil, and stone. Trading, import, and export of construction materials, Trading of cement-based bricks.	4673
14	Technical testing and analysis Details: Inspection, analysis, and quality testing services for construction materials.	7120
15	Real estate business, land use rights owned, used, or leased.	6810
16	Road freight transport.	4933
17	Manufacture of building materials from clay Details: Production of various types of tiles.	2392

**LEGAL REPRESENTATIVE  
GENERAL DIRECTOR**



**Tran Anh Dien**



No.: *4*/QĐ.HĐQT-DNC

Dong Nai, day/*1* month/*04* year 2026

**DECISION**

Regarding the Issuance of the Internal Regulations on Corporate Governance

**BOARD OF DIRECTORS  
DONG NAI MATERIAL & BUILDING INVESTMENT  
JOINT - STOCK COMPANY**

- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024;
- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022, and Law No. 76/2025/QH15 dated June 17, 2025.
- Pursuant to the Charter of Dong Nai Material & Building Investment Joint - Stock Company;
- Pursuant to Resolution No. 01/NQ.ĐHĐCD-DNC dated April 11, 2026, of the 2026 Annual General Meeting of Shareholders.

**DECISION**

**Article 1.** The decision to issue the "Internal Regulations on Corporate Governance of Dong Nai Material & Building Investment Joint - Stock Company" is hereby made.

**Article 2.** This decision shall take effect as of the date of signing. Any previous decisions contrary to this Decision are no longer effective.

**Article 3.** Members of the Board of Directors, the Board of Management, departments, affiliated units, and relevant individuals shall implement this Decision.

**OB. OF THE BOARD OF DIRECTORS**

**CHAIRMAN** *sh*

**Recipients:**

- As per Article 3;
- Head of the Supervisory Board of the Company;
- Archive Documentation.



**Truong Viet Hoang Son**



**INTERNAL REGULATIONS ON GOVERNANCE  
DONG NAI MATERIAL & BUILDING INVESTMENT JOINT - STOCK  
COMPANY**

*(Issued in conjunction with Decision No.: 14 /QĐ.HĐQT-DNC dated April 11, 2026  
of the Board of Directors of Dong Nai Material & Building Investment Joint - Stock  
Company)*

---

**Article 1. Legal Basis**

- Securities Law No. 54/2019/QH14 dated November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024;
- Enterprise Law No. 59/2020/QH14 dated June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022, and Law No. 76/2025/QH15 dated June 17, 2025.
- Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law;
- Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Securities Law;
- The Charter of Dong Nai Material & Building Investment Joint - Stock Company approved by the General Meeting of Shareholders on April 11, 2026;
- Resolution of the General Meeting of Shareholders No. 01/NQ.ĐHĐCĐ-DNC dated April 11, 2026.

**Article 2. Scope and Subjects of Application**

1. Scope of Application: The internal regulations on corporate governance detail certain contents regarding the procedures for convening the General Meeting of Shareholders; election of members to the Board of Directors, Supervisory Board, and governance matters not stipulated in the Company's Charter.
2. Subjects of Application: These regulations apply to members of the Board of Directors, members of the Supervisory Board, the Executive Management Team, and relevant individuals and entities.

**Article 3. General Meeting of Shareholders**

1. Procedures for convening the General Meeting of Shareholders to pass resolutions through voting at the meeting include the following contents:
  - a) Authority to convene the General Meeting of Shareholders pursuant to Article 13 of the Company's Charter.



b) Notification of the finalization of the shareholder list entitled to attend the meeting and preparation of the list of shareholders entitled to attend the meeting as per point a, clause 2, Article 16 of the Company's Charter.

c) Notice of Meeting of the General Meeting of Shareholders shall be conducted according to clause 3, Article 16 of the Company's Charter.

d) Shareholders' proposals for inclusion in the meeting agenda pursuant to clauses 4, 5, 6, Article 16 of the Company's Charter. In the event that the convener of the General Meeting of Shareholders refuses the proposal stipulated at this point, a written response stating the reasons must be provided no later than two working days before the opening of the General Meeting of Shareholders.

đ) Authorization for representatives to attend the General Meeting of Shareholders pursuant to clause 2, Article 15 of the Company's Charter.

e) Method of registration for attendance at the General Meeting of Shareholders:

The method for registering to attend the General Meeting of Shareholders is clearly stipulated in the Notice of Meeting, including direct contact or submission of the Registration/Authorization Form (as attached to the Notice of Meeting) to the Company.

Shareholders register their form of attendance at the General Meeting of Shareholders as specified in the notice, including:

- Attending and voting/electing directly at the meeting;
- Authorizing another representative to attend and vote/elect at the meeting.
- Attending and voting via online conference, electronic voting, or other electronic means.
- Sending voting ballots/election ballots to the meeting via mail, fax, or email.

g) Conditions for conducting the meeting according to Article 17 of the Company Charter.

h) The method of voting, vote counting, and announcement of vote counting results shall be conducted according to Clauses 2 and 3, Article 18 of the Company Charter. Additionally, shareholders or their representatives must sign the voting ballot before submitting it to the Vote Counting Committee.

i) Conditions for the resolution to be approved according to Clauses 1, 3, and 4, Article 20 of the Company Charter.

k) Method of opposing the resolution of the General Meeting of Shareholders:

Shareholders who voted against the resolution on the reorganization of the Company or changes to the rights and obligations of shareholders as stipulated in the Company Charter have the right to request the Company to repurchase their shares. The request must be in writing, clearly stating the name, address of the shareholder, the number of shares of each type, the proposed selling price, and the reason for requesting the Company to repurchase. The request must be sent to the Company within 10 days from the date the General Meeting of Shareholders passed the resolution on the matters specified in this point.



The Company must repurchase the shares at the shareholder's request as stipulated in this point at market price within 90 days from the date of receiving the request. If there is no agreement on the price, the parties may request a professional valuation organization to determine the price. The Company shall introduce at least three professional valuation organizations for the shareholder to choose from, and that choice shall be final.

L) The Meeting Minutes of the General Meeting of Shareholders and the Resolution of the General Meeting of Shareholders shall be prepared and disclosed in accordance with Article 22 of the Company Charter.

2. The procedure for the General Meeting of Shareholders to pass resolutions by collecting written opinions shall be conducted according to Article 21 of the Company Charter.

3. The procedure for the General Meeting of Shareholders to pass resolutions via online conference includes the following contents:

a) Notice of convening the online General Meeting of Shareholders:

- Authority to convene the General Meeting of Shareholders according to Article 13 of the Company Charter.

- Notice of finalizing the list of shareholders entitled to attend the meeting and preparing the list of shareholders entitled to attend the meeting according to point a, Clause 2, Article 16 of the Company Charter.

- Notice of Meeting of the General Meeting of Shareholders shall be conducted according to Clause 3, Article 16 of the Company Charter.

b) Method of registering to attend the online General Meeting of Shareholders:

The method for registering to attend the online General Meeting of Shareholders is clearly stipulated in the Notice of Meeting, including:

- Conditions for participation:

- + Being listed in the list of shareholders entitled to attend the General Meeting of Shareholders prepared according to the notice of the Company's exercise of rights.

- + Authorized representatives eligible to attend in accordance with the provisions of law and the Company Charter.

- Technical requirements: Shareholders or their representatives must have electronic devices connected to the Internet (e.g., computers, tablets, smartphones, or other internet-connected electronic devices).

- Method of recording shareholders or their representatives attending the online meeting: Shareholders or their representatives are recorded by the electronic voting system as attending the online meeting when they access the system using the login information provided as per point c, clause 3 of this article, and have voted on the online system to confirm attendance at the online General Meeting of Shareholders.

c) Provision of login information and execution of electronic voting:

- Access link information to the electronic voting system, username, access password, and other identification factors (if any) for attending the online General Meeting of Shareholders will be provided in the Notice of Meeting (or the form of login information



notification as stipulated by the Board of Directors). Shareholders or their representatives are responsible for securing the username, access password, and other identification factors provided, to ensure that only the shareholder or their representative has the right to vote on the electronic voting system and bear full responsibility for the registered information.

- When shareholders or their representatives request re-provision of login information, the Organizing Committee of the meeting may notify through the following methods: Directly, via email, or by phone. The provision of login information via email or phone is only carried out based on shareholder information from the Shareholder List with voting rights established by the Vietnam Securities Depository and Clearing Corporation according to the Company's notice of rights execution.

- Shareholders or their representatives use the username, access password, or other identification factors (if any) to access the electronic voting system and execute electronic voting according to the content of the online General Meeting of Shareholders agenda.

d) Authorization for representatives to attend the online General Meeting of Shareholders;

- Shareholders execute authorization according to clause 2, article 15 of the Company Charter.

- Some regulations to note when executing online authorization:

- + Shareholders must provide complete information to execute online authorization, especially providing information of the authorized party: phone number, contact address, and email address. This is the basis for issuing the username, access password, and other identification factors (if any) to the authorized party.

- + Online authorization is only legally effective when the following conditions are met:

- \* When shareholders fill in all information according to the online authorization form and complete the online authorization.

- \* The Letter of Authorization is printed according to the online authorization form with full signatures, clearly stating full names, and stamped (if an organization) by both the authorizing party and the authorized party.

- \* The Company receives the original Letter of Authorization before the commencement of the meeting.

- + Cancellation of authorization for shareholders who have authorized online: shareholders send an official document requesting the cancellation of online authorization to the Company before the commencement of the meeting. Note that the effective time of recording the cancellation of authorization is calculated according to the time the Company receives the official document requesting the cancellation of online authorization.

- + The revocation of authorization shall be invalid if the authorized representative has cast a voting ballot/election on any matter within the content of the online General Meeting of Shareholders agenda.

d) Conditions for conducting the meeting pursuant to Article 17 of the Company Charter.



e) Form of Resolution adoption for the meeting as selected by the Board of Directors from one of the two options below and stipulated in the Regulations on the Conduct of the Meeting:

- Conducted by electronic voting as per point h, clause 3 of this Article.

- Or another form as prescribed by the Regulations on the Conduct of the Online General Meeting of Shareholders.

g) Discussion at the Online General Meeting of Shareholders:

- Principles:

- + Discussions shall only be conducted within the stipulated time and within the scope of the content and session of the General Meeting of Shareholders;

- + Only shareholders or their representatives are entitled to participate in the discussion;

- + Shareholders or their representatives wishing to discuss must register the discussion content in accordance with the specific form prescribed in the Regulations on the Conduct of the Meeting;

- + The Secretariat shall arrange the discussion contents of shareholders or their representatives in the order of registration and forward them to the Chairman.

- Response to opinions of shareholders or their representatives:

- + Based on the opinions of shareholders or their representatives, the Chairman or a member designated by the Chairman shall respond to the opinions of shareholders or their representatives;

- + In cases where time constraints prevent direct responses during the meeting, the Company shall provide answers afterward.

h) Method of electronic voting:

- Method of casting voting ballots:

- + Shareholders or their representatives select one of the three voting options: **Agree**, **Disagree** or **No opinion** for each item put to vote at the meeting, as configured on the electronic voting system.

- + Subsequently, shareholders or their representatives must confirm their vote for the electronic voting system to record the result.

- Method of casting election ballots: the election of members to the Board of Directors and Supervisory Board must be conducted by cumulative voting (either equally distributed or by specifying the number). Accordingly, shareholders or their representatives shall cast their votes by selecting the "Equally Distributed" box or specifying the number of votes in the "Number of Votes" box for the respective candidates on the election ballot configured on the electronic voting system. Subsequently, shareholders or their representatives must confirm their election for the electronic voting system to record the result.

- Other regulations when conducting electronic voting:

- + In cases where shareholders or their representatives do not complete all voting or election items according to the meeting agenda, the items not voted or elected on shall be deemed as not having been voted or elected by the shareholder or their representative.



+ In the event that additional matters arise beyond the meeting agenda that has been sent, shareholders or their representatives may vote or conduct supplementary elections. If shareholders or their representatives do not vote or conduct elections on the arising matters, it shall be considered that the shareholders or their representatives have not participated in voting or elections on those matters.

+ Shareholders or their representatives may change the results of voting or elections (but cannot cancel the results of voting or elections); this includes the results of voting or elections on additional matters arising beyond the meeting agenda. The online system only records the voting results at the conclusion of the electronic voting period for each voting session as stipulated in the Regulations on the Conduct of the Meeting.

+ Shareholders or their representatives shall conduct voting by number: an invalid ballot is one where the total number of votes cast for candidates exceeds the total number of votes that the shareholder or their representative is entitled to cast.

+ The electronic voting period is specifically stipulated in the Regulations on the Conduct of the Meeting. Shareholders or their representatives may access the electronic voting system and cast their votes 24 hours a day, 7 days a week, except in cases of system maintenance or other reasons beyond the Company's control. At the end of the voting period, the system will not record any additional electronic voting results from shareholders or their representatives.

i) Method of online vote counting: When shareholders or their representatives exercise their voting rights, the number of votes in favor, against, and abstentions are recorded in the system.

k) Approval of vote counting results: Based on the vote counting record as stipulated in point i, clause 3 of this Article, the Supervisory Board shall verify, compile, and report the vote counting results for each agenda item to the Chairman. The results and data will be output in both soft and hard copies and stored at the Company.

L) Preparation of Meeting Minutes of the General Meeting of Shareholders:

- To be conducted in accordance with Article 22 of the Company Charter.

- The location recorded in the Meeting Minutes of the online General Meeting of Shareholders is the location where the Chairman is present. This location must be within the territory of Vietnam.

- The form of approval of the Meeting Minutes is specifically stipulated in the Regulations on the Conduct of the General Meeting of Shareholders.

m) Disclosure of the Resolution of the General Meeting of Shareholders pursuant to Article 22 of the Company Charter.

n) In the event of force majeure:

- During the online General Meeting of Shareholders and electronic voting, force majeure events may occur at the location where the Chairman conducts the meeting (excluding force majeure events affecting one or several shareholders or their representatives attending), such as natural disasters, fires, power outages, or internet connection loss, technical failures, or directives from competent authorities.

- In the event of force majeure that cannot be resolved to allow the meeting to continue within 60 minutes, the Chairman shall declare a temporary suspension of the



meeting, and all matters voted on prior to the suspension (if any) shall be annulled. These matters will be voted on again at the nearest convened General Meeting of Shareholders.

4. The sequence and procedures for convening the General Meeting of Shareholders to pass resolutions via a combination of in-person and online conference include the following contents:

a) Notice of convening the General Meeting of Shareholders via a combination of in-person and online conference:

- Authority to convene the General Meeting of Shareholders pursuant to Article 13 of the Company Charter.

- Notice regarding the finalization of the shareholder list entitled to attend the meeting and the preparation of the shareholder list entitled to attend the meeting in accordance with point a, clause 2, Article 16 of the Company Charter.

- Notice of Meeting of the General Meeting of Shareholders shall be conducted in accordance with clause 3, Article 16 of the Company Charter. Voting Ballots/Election Ballots are not required to be sent with the online meeting notice.

b) Method of registration for attending the General Meeting of Shareholders via a combination of in-person and online conference:

- For shareholders or authorized representatives of shareholders registering for in-person attendance: follow point e, clause 1 of this Article.

- For shareholders or authorized representatives of shareholders registering for online attendance: follow point b, clause 3 of this Article.

c) Provision of login information and implementation of electronic voting via a combination of in-person and online conference (applicable to shareholders or authorized representatives of shareholders registering for online attendance) in accordance with point c, clause 3 of this Article.

d) Authorization for representatives to attend the General Meeting of Shareholders via a combination of in-person and online conference:

- For shareholders or authorized representatives of shareholders registering for in-person attendance: follow point d, clause 1 of this Article.

- For shareholders or authorized representatives of shareholders registering for online attendance: follow point d, clause 3 of this Article.

đ) Conditions for conducting the meeting pursuant to Article 17 of the Company Charter.

e) Form of approval of the General Meeting of Shareholders' Resolution:

- For shareholders or authorized representatives of shareholders registering for in-person attendance: follow point h, clause 1 of this Article.

- For shareholders or authorized representatives of shareholders registering for online attendance: follow point e, clause 3 of this Article.

g) Discussion at the General Meeting of Shareholders: Follow point g, clause 3 of this Article.

h) Method of electronic voting:



- For shareholders or authorized representatives of shareholders registering for in-person attendance: follow point h, clause 1 of this Article.

- For shareholders or authorized representatives of shareholders registering for online attendance: follow point h, clause 3 of this Article.

- i) Method of vote counting:

- For shareholders or authorized representatives of shareholders registering for in-person attendance: follow point h, clause 1 of this Article.

- For shareholders or authorized representatives of shareholders registering for online attendance: follow point i, clause 3 of this Article.

- k) Approval of vote counting results: Based on the Vote Counting Record as stipulated at point i, clause 4 of this Article, the Vote Counting Committee shall verify, consolidate, and report the vote counting results of each agenda item to the Chairman. The vote counting results shall be announced by the Chairman/Vote Counting Committee immediately before the closing of the meeting.

- L) Preparation of the Meeting Minutes of the General Meeting of Shareholders:

- Conducted in accordance with Article 22 of the Company Charter.

- The location recorded in the Meeting Minutes of the General Meeting of Shareholders is the location where the Chairman is present. This location must be within the territory of Vietnam.

- The method for approving the Meeting Minutes is specifically stipulated in the Regulations on the Conduct of the General Meeting of Shareholders.

- m) Disclosure of the Resolution of the General Meeting of Shareholders pursuant to Article 22 of the Company Charter.

#### **Article 4. Nomination, Candidacy, Election, Dismissal, and Removal of Members of the Board of Directors**

- 1. Members of the Board of Directors must meet the standards and conditions stipulated in Clause 4, Article 24 of the Company Charter.

- 2. The method of candidacy and nomination of members of the Board of Directors according to Clauses 2 and 3, Article 24 of the Company Charter.

- 3. Method of election of members of the Board of Directors:

- a. Prior to the election, shareholders or shareholder representatives shall be issued voting ballots indicating the registration number, full name of the shareholder or the full name of the shareholder's representative, the number of voting rights, and the list of candidates.

- b. The election of members of the Board of Directors shall be conducted by cumulative voting, whereby each shareholder has a total number of votes equal to the total number of voting rights multiplied by the number of members to be elected to the Board of Directors. Shareholders may allocate all or part of their total votes to one or several candidates. The elected members of the Board of Directors shall be determined based on the number of votes from highest to lowest, starting with the candidate receiving the highest number of votes until the required number of members is elected. In the event that two or



more candidates receive the same number of votes for the final position on the Board of Directors, the following shall apply: the candidate who owns or represents a greater number of shares shall be selected; if the number of shares owned or represented is equal, a re-election shall be conducted among the candidates with the same number of votes.

4. Members of the Board of Directors shall be dismissed or removed in the cases stipulated in Clause 4, Article 25 of the Company Charter.

5. The Company shall disclose information regarding the election, dismissal, and removal of members of the Board of Directors on the Company's website and in accordance with the legal regulations on the securities market.

#### **Article 5. Selection, Appointment, Dismissal, and Removal of the Corporate Governance Officer**

1. The Corporate Governance Officer must meet the following standards:

a. Knowledgeable about the Enterprise Law, Securities Law, and other legal regulations related to the Company's business operations;

b. Must not concurrently work for the independent auditing firm auditing the Company's financial statements;

c. Other standards as determined by the Board of Directors.

2. The Board of Directors shall decide on the appointment of the Corporate Governance Officer.

3. Cases of dismissal and removal of the Corporate Governance Officer:

a. No longer meets the standards stipulated in Clause 1 of this Article;

b. Submission of a resignation letter;

c. Violation of the duties of the Corporate Governance Officer as stipulated in Clause 3, Article 30 of the Company Charter;

d. Failure to complete assigned tasks;

e. Pursuant to a Resolution of the Board of Directors; the Board of Directors may remove the Corporate Governance Officer when necessary, provided it does not contravene current labor laws.

4. The Company shall disclose information regarding the appointment, dismissal, and removal of the Corporate Governance Officer on the Company's website and in accordance with the legal regulations on the securities market.

#### **Article 6. Nomination, Candidacy, Election, Dismissal, and Removal of Members of the Supervisory Board**

1. Members of the Supervisory Board must meet the standards and conditions stipulated in Clause 4, Article 34 of the Company Charter.

2. The method of candidacy and nomination of members of the Supervisory Board shall follow Clauses 2 and 3, Article 34 of the Company Charter.

3. Method of electing members of the Supervisory Board:



a. Prior to the election, shareholders or shareholder representatives shall be issued ballots indicating the registration number, full name of the shareholder or the representative, the number of voting rights, and the list of candidates.

b. The election of members of the Supervisory Board shall be conducted by cumulative voting, whereby each shareholder has a total number of votes equal to the number of voting rights multiplied by the number of members to be elected to the Supervisory Board. Shareholders may allocate all or part of their total votes to one or several candidates. Successful candidates for the Supervisory Board are determined by the highest number of votes, starting from the candidate with the most votes until the required number of members is elected. In the event that two or more candidates receive the same number of votes for the final position on the Board of Directors, the following procedure shall apply: The candidate who owns or represents more shares shall be selected; if the number of shares owned or represented is equal, a re-election shall be conducted among the candidates with the same number of votes.

4. Members of the Supervisory Board shall be dismissed or removed in the cases specified in Clauses 2 and 3, Article 35 of the Company Charter.

5. The Company shall disclose information regarding the election, dismissal, and removal of members of the Supervisory Board on the Company's website and in accordance with securities market regulations.

#### **Article 7. Coordination of Activities between the Board of Directors, Supervisory Board, and General Director**

1. The procedures, sequence for convening, notice of meeting, recording of minutes, and announcement of meeting results between the Board of Directors, Supervisory Board, and General Director shall be conducted in accordance with Article 29 of the Company Charter and the following provisions:

a. The Supervisory Board shall receive the notice of meeting, opinion solicitation forms of the Board of Directors members, and accompanying documents simultaneously and in the same manner as the Board of Directors members.

b. In the event the General Director is invited to attend the Board of Directors meeting, they shall receive the notice and accompanying documents (if any).

c. The minutes of the Board of Directors meeting and resolutions of the Board of Directors shall be sent to the Supervisory Board and General Director at the same time and in the same manner as to the Board of Directors members.

##### **2. Meetings of the Supervisory Board:**

a. The Supervisory Board has the right to request members of the Board of Directors and the General Director to attend Supervisory Board meetings and address issues of concern to the Supervisory Board members. The request to attend the Supervisory Board meeting must be made in writing, clearly stating the purpose, issues to be discussed, and any accompanying documents (if any).

b. The minutes of the Supervisory Board meetings with the participation of Board of Directors members and the General Director must be sent to the meeting participants.

3. In the event that the Supervisory Board or the General Director requests to convene a meeting of the Board of Directors, a written document must be sent to the Chairman of the Board of Directors, clearly stating the purpose, issues to be discussed, and decisions



within the authority of the Board of Directors. The Chairman of the Board of Directors must convene the meeting of the Board of Directors within the time frame stipulated in Clause 5, Article 29 of the Company Charter.

4. No later than 30 days from the end of the quarter, the General Director must prepare a report to be sent to the Board of Directors and the Supervisory Board regarding:

- a. Business results and operational status;
- b. The execution of assigned duties and powers;
- c. The implementation of resolutions of the Board of Directors and matters authorized by the Board of Directors.

5. Coordination of control, management, and supervision activities among members of the Board of Directors, Supervisors, and the General Director:

a. The Board of Directors supervises the General Director in the daily business operations of the Company; the Supervisory Board oversees the Board of Directors and the General Director in the management and administration of the Company. If any member of the Board of Directors or the General Director is found to violate legal regulations, the Company Charter, or resolutions of the Board of Directors, the supervising body (Board of Directors or Supervisory Board) must immediately notify the violator in writing, requesting the cessation of the violation and proposing remedial measures.

b. If the Board of Directors discovers that a member of the Supervisory Board has violated the execution of assigned rights and duties, the Board of Directors must notify the Supervisory Board in writing; request the violator to cease the violation and propose remedial measures.

c. The annual internal audit plan must be sent to the Supervisory Board for coordination in inspection and control activities.

d. The Board of Directors organizes inspection teams at the Company and its subsidiaries and must send inspection decisions to the Supervisory Board for information. The Supervisory Board has the right to appoint representatives to participate in these inspection teams and must notify the Board of Directors in writing about this participation.

e. The Supervisory Board must notify the Board of Directors and the General Director in writing at least 5 working days before conducting inspection activities at the Company.

**Article 8. Regulations on annual evaluation, commendation, and discipline for members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives**

**1. Annual Evaluation:**

Based on the assigned functions and duties, the Board of Directors organizes the evaluation of the performance of each member of the Board of Directors, the Head of the Supervisory Board, the General Director, and other executives.

Based on the assigned functions and duties, the Head of the Supervisory Board organizes the evaluation of the performance of each member of the Supervisory Board.

**2. Commendation:**



Based on business results and annual evaluation results, members of the Board of Directors, the Supervisory Board, the General Director, and other executives receive bonuses according to the Company's Salary, Bonus, and Remuneration Regulations.

### 3. Discipline:

Based on the Enterprise Law, the Company Charter, and the Labor Code, the Board of Directors considers and submits to the General Meeting of Shareholders for decision on disciplinary actions against members of the Board of Directors if violations occur. The level of disciplinary action ranges from reminders, reprimands, warnings, dismissal, to removal.

Pursuant to the Enterprise Law, the Company Charter, and the Labor Code, the Supervisory Board shall review and submit to the General Meeting of Shareholders for decision any disciplinary actions against members of the Supervisory Board in case of violations. The disciplinary measures range from reminders, reprimands, warnings, dismissal, to removal from office.

Pursuant to the Enterprise Law, the Company Charter, and the Labor Code, the Board of Directors shall review and decide on disciplinary actions against the General Director and executives in case of violations. The disciplinary measures range from reminders, reprimands, warnings, extension of salary grade advancement, dismissal, to removal from office.

## Article 9. Amendments and Supplements

1. Any amendments or supplements to this Regulation must be reviewed by the Company's Board of Directors and submitted to the General Meeting of Shareholders for approval.

2. In the event that there are legal provisions related to the Company's governance activities not mentioned in this Regulation, or in the event of new legal provisions and the Company's Charter differing from the terms in this Regulation, such provisions shall automatically apply and adjust the Company's governance activities.

## Article 10. Effective Date

1. This Regulation shall take effect from the date of issuance. Any previous provisions contrary to this Regulation shall be annulled.

2. Members of the Board of Directors, the Executive Management Team, Department Heads, affiliated units, and company employees concerned are responsible for implementation and compliance.

**ON BEHALF OF THE BOARD OF  
DIRECTORS**



**Trương Việt Hoàng Sơn**