

**THE SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**



**CHARTER**  
**DANANG SEAPRODUCTS**  
**IMPORT-EXPORT CORPORATION**

**Da Nang, April 2026**

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## PREAMBLE

This Charter was adopted in accordance with the Resolution of the General Meeting of Shareholders No. 01/2026/NQ-DHĐCĐ dated April 15, 2026.

### I. DEFINITIONS OF TERMS IN THE CHARTER

#### Article 1. Definitions

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

a. “Charter Capital” means the total par value of shares sold or registered for purchase upon the establishment of the Joint Stock Company and in accordance with the provisions of Article 6 of this Charter;

b. “Voting Capital” means the share capital whose owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;

c. “Law on Enterprises” means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

d. “Law on Securities” means the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

d. “Vietnam” means the Socialist Republic of Vietnam;

e. “Date of Establishment” means the date on which the Company was first granted the Enterprise Registration Certificate (Business Registration Certificate or other equivalent documents);

g. “Executive Officers” include the General Director, Deputy General Directors, Chief Accountant, and other executives as prescribed by the Company's Charter;

h. “Company Managers” means the managers of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other management positions as prescribed in the Company's Charter;

i. “Related Persons” means any individual or organization as prescribed in Clause 46, Article 4 of the Law on Securities;

k. “Shareholder” means an individual or organization owning at least one share of the joint-stock company;

l. “Founding Shareholder” means a shareholder owning at least one ordinary share and whose signature is in the list of founding shareholders of the joint-stock company;

m. “Major Shareholder” means a shareholder as prescribed in Clause 18, Article 4 of the Law on Securities;

n. “Duration of Operation” means the duration of the Company's operation as prescribed in Article 2 of this Charter and any extension thereof (if any) as approved by the General Meeting of Shareholders;

o. “Stock Exchange” means the Vietnam Stock Exchange and its subsidiaries;

2. In this Charter, references to one or several other regulations or documents include any amendments, supplements, or replacement documents thereof.

3. Headings (Sections and Articles of this Charter) are used for convenience of reference and shall not affect the interpretation of the content of this Charter.

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

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

#### 1. Company Name

- Company name in Vietnamese: CÔNG TY CỔ PHẦN XUẤT NHẬP KHẨU THỦY SẢN MIỀN TRUNG

- Company name in English: DANANG SEAPRODUCTS IMPORT- EXPORT CORPORATION

- Abbreviated name: SEADANANG

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

#### 3. Registered Headquarters of the Company:

- Head office address: No. 01 Bui Quoc Hung, Son Tra Ward, Da Nang City, Vietnam.

- Telephone: (0236) 3821436 - 3824160

- Fax: (0236) 3823769 - 3921958

- E-mail: [info@seadanang.com.vn](mailto:info@seadanang.com.vn)

- Website: [www.seadanang.com.vn](http://www.seadanang.com.vn)

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

At the time of adopting this Charter, the Company has the following production and business establishments (branches, business locations - dependent units of the Company):

#### • **Company Branch: Tho Quang Seafood Processing and Export Company – DL 190**

Address: No. 01 Bui Quoc Hung – Da Nang Fisheries Service Industrial Zone, Son Tra Ward, Da Nang City, Vietnam.

Telephone: (0236).3921959

Fax: (0236).3921958

#### • **Company Branch: Fisheries Resources Development Company**

Address: Lot 7A – Dien Nam - Dien Ngoc Industrial Zone, Dien Ban Dong Ward, Da Nang City, Vietnam.

Telephone: (0235).39444499

Fax: (0235).3943974



• **Business Location: Son Tra Food Processing Factory - DL 506 (under the Company)**

Address: No. 01 Bui Quoc Hung – Da Nang Fisheries Service Industrial Zone, Son Tra Ward, Da Nang City, Vietnam..

• **Business Location: Special Seafood Processing Factory – DL 10 (under the Company)**

Address: No. 01 Bui Quoc Hung – Da Nang Fisheries Service Industrial Zone, Son Tra Ward, Da Nang City, Vietnam.

• **Business Location: Business Location of Danang Seaproducts Import-Export Corporation**

Address: 166 Nguyen Cong Tru, Ben Thanh Ward, Ho Chi Minh City, Vietnam.

• **Business Location: Business Location of Danang Seaproducts Import-Export Corporation**

Address: 1064 Ta Quang Buu, Binh Dong Ward, Ho Chi Minh City, Vietnam

5. Unless early termination of operation under Clause 2, Article 54 or extension of operation under Article 55 of this Charter occurs, the duration of operation of the Company shall commence from the date of establishment and shall be indefinite.

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

The Company has 01 (one) legal representative.

The General Director is the legal representative of the Company.

The legal representative of the enterprise is the individual representing the enterprise to exercise the rights and perform the obligations arising from the enterprise's transactions; representing the enterprise as the person requesting the settlement of civil matters, plaintiff, defendant, and person with related interests and obligations before Arbitration, Courts, and other rights and obligations as prescribed by law.

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

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

1. The business lines of the Company are:

1. Manufacture of metal structures;
2. Forging, stamping, pressing and roll-forming of metal; powder metallurgy;
3. **Processing and preserving of aquatic products and products from aquatic products (Primary);**
4. Manufacture of feeds for livestock, poultry and aquatic animals;
5. Warehousing and storage of goods;
6. Cargo handling;
7. Wholesale of metals and metal ores (except gold bars);
8. Wholesale of other construction materials and equipment;

9. Other specialized wholesale not elsewhere classified;
10. General wholesale;
11. Retail sale of food in specialized stores;
12. Retail sale of food products in specialized stores;
13. Retail sale of computers, peripheral units, software and telecommunications equipment in specialized stores;
14. Retail sale of textiles, wool, yarn, sewing thread and other textile goods in specialized stores;
15. Retail sale of hardware, paints, glass and other construction materials in specialized stores;
16. Retail sale of household electrical appliances, beds, wardrobes, tables, chairs and similar furniture, lamps and lighting sets, other household articles not elsewhere classified in specialized stores;
17. Restaurants and mobile food service activities;
18. Construction of all types of houses;
19. Wholesale of motor vehicles and other motor vehicles;
20. Retail sale of passenger cars (12 seats or less);
21. Agents for motor vehicles and other motor vehicles;
22. Maintenance and repair of motor vehicles and other motor vehicles;
23. Sale of motor vehicle parts and accessories;
24. Sale of motorcycles and motorbikes;
25. Maintenance and repair of motorcycles and motorbikes;
26. Sale of motorcycle and motorbike parts and accessories;
27. Agents, brokers, auctioneers;
28. Wholesale of agricultural and forestry raw materials (except wood, bamboo, cork) and live animals;
29. Wholesale of food products;
30. Wholesale of beverages.
31. Wholesale of textiles, ready-made garments, and footwear;
32. Wholesale of other household goods (except pharmaceuticals);
33. Wholesale of computers, peripheral units and software.
34. Freight transport by road.
35. Activities auxiliary to financial services not elsewhere classified (specifically: financial investment).



36. Wholesale of electronic and telecommunications equipment and components.
37. Wholesale of other machinery, equipment and parts.
38. Real estate activities with own or leased property (specifically: real estate business; leasing of warehouses; leasing of houses and offices).

2. The Company's operational objective is to constantly develop production, trade, and service activities within its business sectors to enhance the Company's value and bring maximum benefits to shareholders. To step-by-step improve the living standards, working conditions, and income for officers, employees, and laborers; while simultaneously fulfilling all obligations to the State budget..

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

1. The Company is permitted to conduct all business activities in accordance with the business lines and sectors prescribed in this Charter, which have been registered, or for which changes to registration contents have been notified to the business registration authority and published on the National Business Registration Portal, in compliance with prevailing laws, and may implement appropriate measures to achieve the Company's objectives.

2. The Company may conduct business activities in other business lines and sectors as permitted by law and approved by the General Meeting of Shareholders.

### **IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS**

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

1. The Charter Capital of the Company is 120,000,000,000 VND (One hundred and twenty billion Vietnamese Dong).

The total Charter Capital of the Company is divided into 12,000,000 shares (Twelve million shares) with a par value of 10,000 VND/share.

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

3. The shares of the Company as of the date of adoption of this Charter consist of ordinary shares. The associated rights and obligations of shareholders holding each type of share are prescribed in Article 12 and Article 13 of this Charter.

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

5. The names, addresses, number of shares, and other information regarding founding shares as prescribed by the Law on Enterprises are set out in Appendix 01 attached hereto. This Appendix forms an integral part of this Charter.

Ordinary shares must be offered with priority to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Any shares not fully subscribed by shareholders shall be decided by the Board of Directors. The Board of Directors may distribute such shares to shareholders and other parties on conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase shares issued by itself in accordance with the manners prescribed in this Charter and prevailing laws.

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

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

1. Shareholders of the Company shall be granted share certificates corresponding to the number and type of shares they own.

2. A share certificate is a type of security certifying the legal rights and interests of the owner over a portion of the share capital of the issuer. Share certificates must contain all the contents required under Clause 1, Article 121 of the Law on Enterprises.

3. Within 10 days from the date of submission of a complete application for share ownership transfer as per Company regulations, or within 2 months (or another period as stipulated by the issuance terms) from the date of full payment for the shares as prescribed in the Company's share issuance plan, the share owner shall be granted a share certificate. Share owners are not required to pay the Company for the cost of printing share certificates.

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

- a. Information about the lost, damaged, or otherwise destroyed share certificate;
- b. A commitment to take responsibility for any disputes arising from the reissuance of the new share certificate.

#### **Article 8. Other Securities Certificates**

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

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

1. All shares are freely transferable unless otherwise provided by this Charter and the law. Shares listed or registered for trading on the Stock Exchange shall be transferred in accordance with the regulations on securities and the securities market.

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

#### **Article 10. Forfeiture of Shares (for cases of enterprise establishment registration)**

1. In the event that a shareholder fails to pay in full and on time the amount due for the purchase of shares, the Board of Directors shall notify and have the right to request such shareholder to pay the remaining balance and be liable for the Company's financial obligations arising from the failure to pay in full, in proportion to the total par value of the registered shares.

2. The aforementioned payment notice must clearly state the new payment deadline (at least seven (07) days from the date of the notice) and the place of payment; it must also specify that if payment is not made as requested, the unpaid shares will be forfeited.

3. The Board of Directors has the right to forfeit shares that are not fully paid on time if the requirements in the aforementioned notice are not met.

4. Forfeited shares are considered shares available for offering as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell or authorize the sale and redistribution of such shares under conditions and in a manner that the Board deems appropriate.

5. Shareholders holding forfeited shares must relinquish their shareholder status regarding those shares but remain liable for the Company's financial obligations arising at the time of forfeiture, in proportion to the total par value of the registered shares, from the date of forfeiture until the date of payment as decided by the Board of Directors. The Board of Directors has full authority to decide on the enforcement of full payment for the shares and the timing of forfeiture.

6. A notice of forfeiture shall be sent to the holder of the forfeited shares prior to the time of forfeiture. The forfeiture remains effective even in the event of an error or negligence in sending the notice.

## **V. ORGANIZATIONAL, CORPORATE GOVERNANCE AND CONTROL STRUCTURE**

### **Article 11. Organizational, Corporate Governance and Control Structure**

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

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

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

### **Article 12. Rights of Shareholders**

1. Ordinary shareholders have the following rights:
  - a. To attend and speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or in other forms prescribed by the Company's Charter and the law. Each ordinary share carries one vote;
  - b. To receive dividends at the rate decided by the General Meeting of Shareholders;
  - c. To be given priority in purchasing newly issued shares in proportion to their respective ownership of ordinary shares in the Company;
  - d. To freely transfer their shares to others, except as provided in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
  - d. To review, look up, and extract information regarding names and contact addresses in the list of shareholders entitled to vote; to request correction of their own inaccurate information;
  - e. To review, look up, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;

- g. Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their share ownership in the Company;
  - h. To request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
  - i. To be treated equally. Each share of the same class entitles the owning shareholder to equal rights, obligations, and interests. In the event the Company has classes of preferred shares, the rights and obligations attached to such preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
  - k. To have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;
  - l. To have their legal rights and interests protected; to request the suspension or cancellation of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;
  - m. Other rights as prescribed by law and this Charter.
2. A shareholder or a group of shareholders owning 5% or more of the total ordinary shares has the following rights:
- a. To request the Board of Directors to convene a General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;
  - b. To review, look up, and extract the minutes and resolutions/decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Supervisory Board, contracts and transactions requiring Board approval, and other documents, except those relating to the Company's trade secrets or 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: full name, contact address, nationality, legal document number for individual shareholders; name, enterprise code or legal document number, and head office address for institutional shareholders; number of shares and timing of share registration for each shareholder, total shares of the group, and ownership percentage; the issue to be inspected, and the purpose of inspection;
  - d. 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 at least three working days before the opening date. The proposal must clearly state the shareholder's name, the number of each class of shares held, and the matter proposed for the agenda;
  - đ. Other rights as prescribed by law and this Charter.
3. A shareholder or a group of shareholders owning 10% or more of the total ordinary shares has the right to nominate candidates to the Board of Directors and the Supervisory Board, specifically:
- a. Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Supervisory Board must notify the meeting of the group's formation to the attending shareholders before the opening of the General Meeting of Shareholders;
  - b. Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this clause is entitled to



nominate one or several candidates as decided by the General Meeting of Shareholders. If the number of candidates nominated is fewer than the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

### **Article 13. Obligations of Shareholders**

Ordinary shareholders have the following obligations:

1. To pay in full and on time for the number of shares committed to purchase;
2. Not to withdraw the capital contributed by ordinary shares from the Company in any form, except where such shares are repurchased by the Company or another person. In the event that a shareholder withdraws part or all of the contributed share capital in contravention of this clause, such shareholder and any person with related interests in the Company shall be jointly and severally liable for the debts and other property obligations of the Company within the limit of the value of the withdrawn shares and any resulting damages;
3. To comply with the Company's Charter and internal management regulations;
4. To observe the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;
5. To maintain the confidentiality of information provided by the Company in accordance with the Company's Charter and the law; to use the provided information solely to exercise and protect their legal rights and interests; strictly prohibit the dissemination, copying, or sending of information provided by the Company to other organizations or individuals;
6. To attend the General Meeting of Shareholders and exercise the right to vote through the following forms:
  - a. Attending and voting directly at the meeting;
  - b. Authorizing another individual or organization to attend and vote at the meeting;
  - c. Attending and voting via online conferences, electronic voting, or other electronic forms;
  - d. Sending voting ballots to the meeting via mail, fax, or email.
7. To bear personal liability when acting in the name of the Company in any form to perform one of the following acts:
  - a. Violating the law;
  - b. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
  - c. Paying undue debts in the face of financial risks to the Company.
8. To fulfill other obligations as prescribed by prevailing laws.

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

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The Annual General Meeting of Shareholders is held once every year and within 04 (four) months from the end of the fiscal year. Unless otherwise provided by the Charter, the Board of Directors may decide to extend

the Annual General Meeting of Shareholders if necessary, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders is determined as the location where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue. The Annual General Meeting of Shareholders shall decide on matters prescribed by law and the Company's Charter, particularly approving the audited annual financial statements. In the event that the audit report on the Company's annual financial statements contains material exceptions, adverse opinions, or disclaimers, the Company must invite a representative of the approved auditing organization that performed the audit to attend the Annual General Meeting of Shareholders, and said representative has the responsibility to attend.

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

- a. The Board of Directors deems it necessary for the interests of the Company;
- b. The remaining number of members of the Board of Directors or the Supervisory Board is less than the minimum number required by law;
- c. At the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene must be in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of relevant shareholders, or the request may be made in multiple copies with the collective signatures of the relevant shareholders;
- d. At the request of the Supervisory Board;
- d. Other cases as prescribed by law.

4. Convening an Extraordinary General Meeting of Shareholders

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

b. If the Board of Directors fails to convene the meeting as prescribed in Point a, Clause 4 of this Article, the Supervisory Board shall, within the next 30 (thirty) days, replace the Board of Directors to convene the meeting in accordance with Clause 3, Article 140 of the Law on Enterprises;

c. If the Supervisory Board fails to convene the meeting as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders prescribed in Point c, Clause 3 of this Article has the right to request the Company's representative to convene the meeting in accordance with the Law on Enterprises;

In this case, the shareholder or group of shareholders convening the meeting may request the Business Registration Authority to supervise the sequence and procedures for convening, conducting the meeting, and issuing decisions. All costs for convening and conducting the meeting shall be reimbursed by the Company. These costs do not include



expenses incurred by shareholders when attending the meeting, such as meals, accommodation, and travel;

d. The procedures for organizing the General Meeting of Shareholders shall be in accordance with Clause 5, Article 140 of the Law on Enterprises.

**Article 15. Rights and Obligations of the General Meeting of Shareholders**

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

- a. To adopt the development orientation of the Company;
- b. To decide on the classes of shares and the total number of shares of each class authorized to be offered; to decide on the annual dividend rate for each class of shares;
- c. To elect, dismiss, or remove members of the Board of Directors and members of the Supervisory Board;
- d. To decide on investments or the sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;
- d. To decide on amendments and supplements to the Company's Charter;
- e. To approve the annual financial statements;
- g. To decide on the repurchase of more than 10% to 30% of the total sold shares of each class;
- h. To consider and handle violations by members of the Board of Directors and the Supervisory Board that cause damage to the Company and its shareholders;
- i. To decide on the reorganization or dissolution of the Company;
- k. To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- l. To approve the Internal Governance Regulations; the Operating Regulations of the Board of Directors and the Supervisory Board;
- m. To approve the list of accredited auditing firms; to decide on the accredited auditing firm to conduct audits of the Company's activities, and to dismiss accredited auditors when deemed necessary;
- n. Other rights and obligations as prescribed by law.

2. The 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. Reports of the Board of Directors on governance and the performance results of the Board and each of its members;
- d. Reports of the Supervisory Board on the Company's business results, the performance of the Board of Directors and the General Director; and self-assessment reports on the performance of the Supervisory Board and its members;
- d. The dividend rate for each share of each class;
- e. The number of members of the Board of Directors and the Supervisory Board;

- g. The election, dismissal, or removal of members of the Board of Directors and the Supervisory Board;
- h. The budget or total remuneration, bonuses, and other benefits of the Board of Directors and the Supervisory Board;
- i. The approval of the list of accredited auditing firms; deciding on the auditing firm to conduct audits of the Company's activities when deemed necessary;
- k. Amendments and supplements to the Company's Charter;
- l. The classes of shares and the number of newly issued shares for each class, and the transfer of shares by founding members within the first 03 years from the date of establishment;
- m. The division, separation, consolidation, merger, or conversion of the Company;
- n. Reorganization and dissolution (liquidation) of the Company and the appointment of liquidators;
- o. Decisions on investments or the sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;
- p. Decisions to repurchase more than 10% of the total sold shares of each class;
- q. The Company entering into contracts or transactions with subjects prescribed in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the Company's total asset value recorded in the most recent financial statements;
- r. Approval of transactions prescribed in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of several articles of the Law on Securities regarding transactions with shareholders, managers, and their related persons;
- s. Approval of the Internal Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Supervisory Board;
- t. Other matters as prescribed by law and this Charter.

3. All resolutions and matters included in the meeting agenda must be brought forth for discussion and voting at the General Meeting of Shareholders.

#### **Article 16. Authorization to Attend the General Meeting of Shareholders**

1. Shareholders or authorized representatives of institutional shareholders may attend the meeting directly or authorize one (1) or several other individuals or organizations to attend the meeting, or attend through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization for individuals or organizations to represent a shareholder at the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The power of attorney shall be established in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of authorization, the scope of authorization, the duration of authorization, and the signatures of both the authorizer and the

authorized party.

The person authorized to attend the General Meeting of Shareholders must submit the power of attorney upon registration. In the case of re-authorization, the attendee must also present the original power of attorney from the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).

3. The voting ballot of the authorized person within the scope of authorization remains valid even if one of the following cases occurs:

- a. The authorizer has deceased, has limited civil capacity, or has lost civil capacity;
- b. The authorizer has cancelled the appointment of authorization;
- c. The authorizer has cancelled the authority of the person performing the authorization.

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

#### **Article 17. Variation of Rights**

1. The variation or cancellation of special rights attached to a class of preferred shares shall take effect when approved by shareholders representing 65% or more of the total voting shares of all attending shareholders. A Resolution of the General Meeting of Shareholders on content that adversely changes the rights and obligations of preferred shareholders shall only be adopted if it is approved by the number of attending preferred shareholders of that same class owning 75% or more of the total preferred shares of that class, or approved by preferred shareholders of the same class owning 75% or more of the total preferred shares of that class in the case of adopting a resolution via written opinion.

2. A meeting of shareholders holding a class of preferred shares to approve the aforementioned variation of rights is valid only if there are at least 02 (two) shareholders (or their authorized representatives) present, holding at least 1/3 of the par value of the issued shares of that class. If the required quorum is not met, the meeting shall be reorganized within the next 30 days, and the holders of shares of that class (regardless of the number of people and shares) present in person or through authorized representatives shall be considered a sufficient quorum. At such meetings of preferred shareholders, those present in person or via representatives may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.

3. The procedures for conducting such separate meetings shall be carried out similarly to the provisions in Articles 19, 20, and 21 of this Charter.

4. Unless otherwise provided by the terms of share issuance, special rights attached to classes of shares with preference regarding some or all matters related to the distribution of profits or assets of the Company are not considered varied by the Company issuing additional shares of the same class.

## **Article 18. Convening, Agenda, and Notice of the General Meeting of Shareholders**

1. The Board of Directors shall convene the Annual and Extraordinary General Meetings of Shareholders. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the cases prescribed in Clause 3, Article 14 of this Charter.

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

a. Prepare a list of shareholders eligible to participate and vote. The list of shareholders entitled to attend the meeting shall be compiled no more than 10 (ten) days prior to the date of sending the notice of the General Meeting of Shareholders. The Company must disclose information regarding the compilation of the list of shareholders at least 20 days before the final registration date;

b. Prepare the agenda and contents of the meeting;

c. Prepare documents for the meeting;

d. Draft resolutions of the General Meeting of Shareholders in accordance with the proposed content of the meeting;

d. Determine the time and venue for the meeting;

e. Notify and send the meeting invitation to all shareholders entitled to attend;

f. Other tasks serving the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses, while simultaneously being posted on the website of the Company, the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the meeting must send the invitation to all shareholders in the List of shareholders entitled to attend at least 21 (twenty-one) days before the opening date (calculated from the date the notice is validly sent or dispatched). The meeting agenda and documents related to matters to be voted on shall be sent to shareholders and/or posted on the Company's website. If the documents are not attached to the notice, the invitation must clearly state the URL link to all meeting documents so that shareholders can access them, including:

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

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

c. Voting ballots;

d. Draft resolutions for each issue on the agenda.

4. A shareholder or group of shareholders as prescribed in Clause 2, Article 12 of this Charter has the right to propose matters to be included in the agenda. The proposal must be in writing and sent to the Company at least 03 (three) working days before the opening date.



The proposal must clearly state the shareholder's name, the number of each class of shares held, and the matter proposed for the agenda.

5. The person convening the meeting has the right to refuse the proposal specified in Clause 4 of this Article in any of the following cases:

- a. The proposal is 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 5% of the ordinary shares as prescribed in Clause 2, Article 12 of this Charter;
- c. The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;
- d. Other cases as prescribed by law and this Charter.

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

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

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

2. In the event that the first meeting does not meet the conditions specified in Clause 1 of this Article, the notice for the second meeting must be sent within 30 (thirty) days from the originally scheduled date of the first meeting. The second General Meeting of Shareholders shall be conducted only when the number of attending shareholders represents 33% or more of the total voting shares.

3. In the event that the second meeting does not meet the conditions specified in Clause 2 of this Article, the notice for the third meeting must be sent within 20 (twenty) days from the originally scheduled date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares of the attending shareholders.

#### **Article 20. Procedures for Conducting and Voting at the General Meeting of Shareholders**

1. Before the opening of the meeting, the Company must carry out shareholder registration procedures and shall continue registration until all shareholders entitled to attend have registered, in accordance with the following sequence:

- a. Upon registration, the Company shall issue each shareholder or authorized representative with voting rights a voting card, which specifies the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes held by that shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted in the forms of "agree," "disagree," and "no opinion." At the General Meeting, cards for "agreeing" with the Resolution are collected first,

followed by cards for "disagreeing," after which the total votes are counted to reach a decision. The counting results shall be announced by the Chairperson immediately before the closing of the meeting. The General Meeting shall elect persons responsible for counting or supervising the counting of votes at the proposal of the Chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting based on the proposal of the Chairperson;

b. Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has opened have the right to register immediately and subsequently participate and vote at the meeting. The Chairperson is not responsible for stopping the meeting to allow latecomers to register, and the validity of matters already voted upon shall remain unchanged.

2. The election of the Chairperson, Secretary, and Vote-counting Committee is regulated as follows:

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

b. Except for the cases in Point a of this Clause, the person who signed the notice to convene the meeting shall lead the General Meeting to elect a Chairperson, and the person with the highest votes shall be appointed as Chairperson.

c. The Chairperson shall appoint one (01) or several persons as Secretary of the meeting;

d. The General Meeting shall elect one (01) or several persons to the Vote-counting Committee at the proposal of the Chairperson.

3. The agenda and contents of the meeting must be approved by the General Meeting during the opening session. The agenda must specify clearly and in detail the time allocated for each issue.

4. The Chairperson has the right to take necessary and reasonable measures to lead the meeting in an orderly manner, consistent with the approved agenda, and to reflect the wishes of the majority of attendees.

a. Arrange seating at the meeting venue;

b. Ensure the safety of everyone present at the meeting venues;

c. Facilitate the attendance (or continued attendance) of shareholders.

The person convening the meeting has full authority to change these measures and apply any necessary actions, including issuing entry permits or using other selection methods.



5. The General Meeting shall discuss and vote on each issue in the agenda. Voting shall be conducted as "agree," "disagree," and "no opinion." Counting results shall be announced by the Chairperson before the closing of the meeting.

6. Shareholders or authorized representatives arriving after the opening of the meeting may still register and have the right to vote immediately after registration; in such cases, the validity of matters previously voted upon shall not change.

7. The person convening the meeting or the Chairperson of the General Meeting of Shareholders has the following rights:

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

b. To request competent authorities to maintain order; to expel individuals who fail to comply with the Chairperson's leadership, intentionally disrupt order, prevent the normal progress of the meeting, or fail to comply with security check requirements.

8. The Chairperson has the right to adjourn a General Meeting for which a sufficient number of attendees have registered for a maximum of no more than 03 (three) working days from the scheduled opening date, and may only adjourn or change the venue in the following cases:

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

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

c. Attendees obstruct or disrupt order, posing a risk that the meeting may not be conducted fairly and lawfully.

9. If the Chairperson adjourns or suspends a General Meeting contrary to the provisions of Clause 8 of this Article, the General Meeting shall elect another person from among the attendees to replace the Chairperson and lead the meeting until its conclusion; all resolutions approved at that meeting shall be valid.

10. In the event the Company applies modern technology to organize the General Meeting via online platforms, the Company is responsible for ensuring shareholders can participate and vote through electronic ballots or other electronic forms as prescribed by Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP.

#### **Article 21. Conditions for Approval of Resolutions of the General Meeting of Shareholders**

1. Except as provided in Clauses 3 and 6, Article 148 of the Law on Enterprises, Resolutions shall be adopted if approved by shareholders representing 65% or more of the total votes of all attending shareholders, or approved by shareholders representing 65% or more of the total votes of all shareholders with voting rights in the case of approval via written opinions.

2. Resolutions of the General Meeting of Shareholders approved by 100% of the total voting shares are lawful and effective even if the sequence and procedures for convening the

meeting and approving such resolutions violate the provisions of the Law on Enterprises and the Company's Charter.

## **Article 22. Authority and Procedures for Collecting Written Opinions of Shareholders to Adopt Resolutions of the General Meeting of Shareholders**

The authority and procedures for collecting written opinions of shareholders to adopt Resolutions of the General Meeting of Shareholders shall be carried out in accordance with the following regulations:

1. The Board of Directors has the right to collect written opinions of shareholders to adopt a Resolution of the General Meeting of Shareholders whenever it is deemed necessary for the interests of the Company, except for the cases prescribed in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors must prepare the opinion forms, the draft Resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution, and send them to all shareholders with voting rights at least 10 (ten) days before the deadline for returning the opinion forms. The requirements and methods for sending the opinion forms and accompanying documents shall be implemented in accordance with Clause 3, Article 18 of this Charter.

3. The opinion form must contain the following primary details:

- a. Name, head office address, and enterprise code;
- b. Purpose of collecting opinions;
- c. Full name, contact address, nationality, and legal document number for individual shareholders; name, enterprise code or legal document number, and head office address for institutional shareholders or the full name, contact address, nationality, and legal document number for the authorized representative of institutional shareholders; the number of shares of each class and the number of votes of the shareholder;
- d. Matters requiring opinions for approval;
- d. Voting options including "agree," "disagree," and "no opinion" for each matter;
- e. The deadline by which the completed opinion form must be returned to the Company;
- g. Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may return the completed opinion forms to the Company via mail, fax, or email in accordance with the following:

- a. For mail: The completed form must be signed by the individual shareholder, or the authorized representative/legal representative of an institutional shareholder. The form must be placed in a sealed envelope, and no one is permitted to open it before the vote counting;

b. For fax or email: The returned form must be kept confidential until the time of vote counting.

c. Opinion forms received by the Company after the deadline specified in the form, or those opened (for mail) or disclosed (for fax/email) prematurely, are invalid. Forms that are not returned shall be considered as non-participating votes.

5. The Board of Directors shall count the votes and prepare a vote-counting minutes under the supervision of the Supervisory Board or shareholders who do not hold management positions in the Company. The minutes must contain the following primary details:

- a. Name, head office address, and enterprise code;
- b. Purpose and matters requiring opinions;
- c. Number of shareholders and total votes participating, distinguishing between valid and invalid votes and the method of submission, with an attached list of participating shareholders;
- d. Total number of votes "agree," "disagree," and "no opinion" for each matter;
- d. Matters approved and the corresponding approval percentage;
- e. Full names and signatures of the Chairman of the Board of Directors, the vote counter, and the supervisor;

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

6. The vote-counting minutes and the Resolution must be sent to shareholders within 15 (fifteen) days from the completion of the counting. Alternatively, the minutes and Resolution may be posted on the Company's website within 24 (twenty-four) hours after the counting concludes.

7. Returned opinion forms, vote-counting minutes, approved Resolutions, and related documents must be archived at the Company's headquarters.

A Resolution adopted via written opinions shall be valid if approved by shareholders representing more than 65% of the total votes of all shareholders with voting rights and shall have the same legal value as a resolution adopted at a General Meeting of Shareholders..

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

1. The General Meeting of Shareholders must be recorded in minutes and may be tape-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may additionally be prepared in English, and must include the following primary contents:

- a. Name, head office address, and enterprise code;

- b. Time and venue of the General Meeting of Shareholders;
  - c. Meeting agenda and contents;
  - d. Full names of the chairperson and secretary;
  - đ. Summary of the proceedings and opinions expressed at the meeting regarding each issue in the agenda;
  - e. Number of shareholders and total votes of attending shareholders; an appendix listing registered shareholders and representatives present with their corresponding shares and votes;
  - g. Total votes for each matter, clearly stating the voting method, total valid votes, invalid votes, "agree," "disagree," and "no opinion"; and the corresponding percentage of the total votes of attending shareholders;
  - h. Matters approved and the corresponding approval percentage;
  - i. Full names and signatures of the chairperson and secretary. In the event the Chairperson or Secretary refuses to sign the minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and containing all required contents as prescribed in this Clause. The minutes must clearly state the refusal of the Chairperson or Secretary to sign.
2. The minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The chairperson, secretary, or any other person signing the minutes shall be jointly liable for the truthfulness and accuracy of the contents.
3. Minutes prepared in both Vietnamese and English shall have equal legal validity. In the event of any discrepancy between the Vietnamese and English versions, the Vietnamese version shall prevail.
4. Resolutions, minutes of the General Meeting of Shareholders, the appendix of registered shareholders with signatures, powers of attorney, all documents attached to the minutes (if any), and documents accompanying the meeting invitation must be disclosed in accordance with the law on information disclosure in the securities market and must be archived at the Company's headquarters.

#### **Article 24. Request for Cancellation of Resolutions of the General Meeting of Shareholders**

Within ninety (90) days from the date of receiving the Resolution, the minutes of the General Meeting of Shareholders, or the vote-counting minutes for written opinions, shareholders or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on



Enterprises have the right to request a Court or Arbitration to review and cancel the resolution or a part thereof in the following cases:

1. The sequence and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company's Charter, except for the case specified in Clause 2, Article 21 of this Charter.

2. The content of the resolution violates the law or the Company's Charter.

## **VII. BOARD OF DIRECTORS**

### **Article 25. Nomination and Candidacy of Members of the Board of Directors**

1. If candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 (ten) days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can research these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the published personal information and must commit to performing their duties honestly, prudently, and for the best interests of the Company if elected. Information disclosed regarding candidates for the Board of Directors must include at least:

- a. Full name, date of birth;
- b. Educational background;
- c. Professional qualifications;
- d. Work history;
- d. Other management titles (including Board of Directors positions in other companies);
- e. Interests related to the Company and related parties of the Company;
- g. Other information (if any) as prescribed by the Company's Charter.

h. The Company is responsible for disclosing information about other companies in which the candidates currently hold positions as members of the Board of Directors or other management positions, and any interests the candidates have in the Company (if any).

2. Shareholders holding ordinary shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 5% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% 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% to less than 60% may nominate up to five (05) candidates; from 60% to less than 70% may nominate up to six (06) candidates; from 70% to less than 80% may nominate up to seven (07) candidates; and from 80% to less than 90% may nominate up to eight (08) candidates.

3. If the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as required by Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors may introduce additional candidates or organize nominations in accordance with the Company's Charter, the Internal Regulations on

Corporate Governance, and the Operating Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 1 and Clause 2, Article 155 of the Law on Enterprises and the Company's Charter.

**Article 26. Composition and Term of Office for Members of the Board of Directors**

1. The number of members of the Board of Directors is 05 persons.

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

3. The composition of the Board of Directors is as follows: The structure of the Company's Board of Directors must ensure that at least one-third (1/3) of the total members are non-executive members. The Company shall minimize cases where Board members concurrently hold executive titles to ensure the independence of the Board:

A member of the Board of Directors shall lose their status if dismissed, removed, or replaced by the General Meeting of Shareholders according to the following.

4. Thành viên Hội đồng quản trị không còn tư cách thành viên Hội đồng quản trị trong trường hợp bị Đại hội đồng cổ đông miễn nhiệm, bãi nhiệm, thay thế theo quy định sau:

4.1. The General Meeting of Shareholders shall dismiss a Board member if:

a. They no longer meet the standards and conditions prescribed in Article 155 of the Law on Enterprises;

b. They submit a resignation letter which is accepted.

4.2. The General Meeting of Shareholders shall remove a Board member if they do not participate in the Board's activities for 06 (six) consecutive months, except in cases of force majeure.

4.3. The General Meeting of Shareholders shall replace a Board member when deemed necessary, or dismiss/remove a member in cases other than those specified in Clauses 4.1 and 4.2 of this Article.

4.4. The Board of Directors must convene a General Meeting of Shareholders to elect supplementary members in the following cases:

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

b. Except for the case in Point a of this Clause, the General Meeting shall elect new members to replace those dismissed or removed at the nearest meeting.



5. The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure in the securities market.

6. A member of the Board of Directors does not necessarily have to be a shareholder of the Company.

7. A member of the Board of Directors may only concurrently be a member of the Board of Directors or Member's Council at a maximum of 05 other companies.

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

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

2. The powers and obligations of the Board of Directors are prescribed by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:

- a. To decide on the strategy, medium-term development plan, and annual business plan of the Company;
- b. To recommend the classes of shares and the total number of shares of each class authorized to be offered;
- c. To decide on the sale of unsold shares within the limit of shares of each class authorized to be offered; to decide on raising additional capital in other forms;
- d. To decide on the selling price of shares and bonds of the Company;
- đ. To decide on share repurchases in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
- e. To decide on investment plans and projects valued from 15 billion VND up to less than 35% of the total asset value recorded in the Company's most recent financial statements;
- g. To decide on solutions for market development, marketing, and technology;
- h. To approve contracts for purchase, sale, borrowing, lending, and other contracts/transactions valued from **15 billion VND** or more, except those under the authority of the General Meeting of Shareholders as prescribed by law;
- i. To elect, dismiss, or remove the Chairman of the Board of Directors; to appoint, dismiss, sign, and terminate contracts for the General Director, Deputy General Directors, and Chief Accountant; to decide on their compensation; and to appoint authorized representatives for other companies;
- k. To supervise and direct the General Director and other managers in the day-to-day business operations;
- l. To decide on the organizational structure, internal management regulations, and the establishment of subsidiaries, branches, and representative offices;
- m. To approve agendas and documents for the General Meeting of Shareholders and to convene said meetings;

- n. To submit audited annual financial statements to the General Meeting of Shareholders;
- o. To recommend dividend rates and decide on the procedures for dividend payments or handling business losses;
- p. To recommend reorganization, dissolution, or request bankruptcy of the Company;
- q. To issue the Operating Regulations of the Board of Directors and Internal Corporate Governance Regulations after approval by the General Meeting of Shareholders.
- r. Other rights and obligations as prescribed by the Law on Enterprises, Law on Securities, and other legal provisions.

3. The Board of Directors must report its performance results to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/ND-CP.

#### **Article 28. Remuneration, Bonuses, and Other Benefits of Board Members**

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

2. Members of the Board of Directors are entitled to remuneration and bonuses for their work. Remuneration is calculated based on the number of working days required to fulfill their duties and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member based on the principle of unanimity. The total amount of remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors is recorded as a business expense of the Company in accordance with the Law on Corporate Income Tax, 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.

4. Members of the Board of Directors holding executive positions, working on Sub-committees of the Board, or performing other tasks outside the normal scope of a Board member's duties may be paid additional remuneration in the form of a lump-sum fee per instance, salary, commission, percentage of profits, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred in the performance of their responsibilities as Board members, including expenses related to attending meetings of the General Meeting of Shareholders, the Board of Directors, or Sub-committees of the Board.

6. The Company may purchase liability insurance for members of the Board of Directors upon approval by the General Meeting of Shareholders. This insurance does not cover the liabilities of Board members related to violations of the law or the Company's Charter.

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

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

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

3. The Chairman has the following rights and obligations:

- a. To establish the Board's work programs and plans;
- b. To prepare meeting agendas, contents, and documents; to convene and preside over Board meetings;
- c. To organize the adoption of Board Resolutions and decisions;
- d. To supervise the implementation of Board Resolutions and decisions;
- d. To preside over the General Meeting of Shareholders;
- e. Other rights and obligations as prescribed by the Law on Enterprises.

4. If the Chairman resigns or is removed, the Board must elect a replacement within 10 (ten) days. If the Chairman is absent or unable to perform duties, they must authorize another member in writing. If no authorization exists or in cases of death/incapacity, the remaining members shall elect an acting Chairman by majority vote until a new decision is made.

5. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and perform the obligations of the Chairman of the Board of Directors (in accordance with the principles prescribed in the Company's Charter). In cases where no person is authorized or the Chairman of the Board of Directors is deceased, missing, detained, serving a prison sentence, serving administrative handling measures at a compulsory detoxification center or compulsory educational establishment, absconding from their place of residence, has limited or lost civil capacity, has difficulty in perceiving or controlling their behavior, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs, the remaining members shall elect one person among them to hold the position of Chairman of the Board of Directors, based on the principle of a majority of the remaining members' approval, until a new decision is made by the Board of Directors..

### **Article 30. Meetings of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected during the first meeting of the Board's term within seven (07) working days from the date the election of the Board for that term concludes. This meeting shall be convened and presided over by the member who received the highest number of votes or the highest percentage of votes. In the event that more than one (01) member holds the same highest number or percentage of votes, the members shall elect by majority rule to choose one (01) person among them to convene the Board meeting.

2. The Chairman of the Board of Directors must convene Board meetings in the following cases.

3. The Chairman of the Board of Directors must convene Board meetings in the following cases:

- a. At the request of the Supervisory Board;
- b. At the request of the General Director or at least five (05) other managers;
- c. At the request of at least two (02) members of the Board of Directors;
4. Requests specified in Clause 3 of this Article must be made in writing, clearly

stating the purpose, matters to be discussed, and decisions within the Board's authority.

5. The Chairman of the Board of Directors must convene a meeting within seven (07) working days from the date of receiving the request. If the Chairman fails to do so, he/she shall be liable for any resulting damages to the Company; the requester(s) shall then have the right to convene the meeting in place of the Chairman.

6. The Chairman or the person convening the meeting must send a notice of the meeting at least three (03) working days before the scheduled date. The notice must specify the time, venue, agenda, and matters to be discussed and decided upon. It must be accompanied by relevant documents and voting ballots.

The notice can be sent via invitation letter, telephone, fax, electronic means, or email, ensuring it reaches the registered contact address of each Board member.

7. The Chairman or the convener shall send the notice and accompanying documents to the members of the Supervisory Board in the same manner as for Board members.

Members of the Supervisory Board have the right to attend Board meetings and participate in discussions but do not have voting rights.

8. A Board meeting shall be conducted when three-quarters (3/4) or more of the total members are present. If the quorum is not met, a second meeting shall be convened within seven (07) days of the first scheduled date. The second meeting shall be conducted if more than half of the Board members are present.

9. A member is considered present and voting in the following cases:

a. Attending and voting directly at the meeting;

b Authorizing another person to attend and vote in accordance with Clause 11 of this Article.

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

d. Sending a voting ballot via mail, fax, or email;

đ. Sending a voting ballot via other means.

10. If a voting ballot is sent via mail, it must be in a sealed envelope and reach the Chairman at least one (01) hour before the opening of the meeting. Ballots shall only be opened in the presence of all attendees.

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

12. Resolutions and decisions of the Board are adopted if approved by a majority of attending members; in the event of a tie, the final decision shall belong to the side with the Chairman's opinion.

### **Article 31. Sub-committees of the Board of Directors**

1. The Board of Directors may establish sub-committees to oversee development policy, personnel, compensation, internal audit, and risk management. The number of members in a sub-committee is decided by the Board, with a minimum of three (03) people,



including Board members and external members. The sub-committee's activities must comply with the Board's regulations. Resolutions of a sub-committee are valid only when approved by a majority of members attending and voting at its meeting.

2. The implementation of decisions by the Board or its sub-committees must comply with current legal provisions, the Company's Charter, and Internal Regulations on Corporate Governance.

### **Article 32. Person in Charge of Corporate Governance**

1. The Board of Directors must appoint at least one (01) person in charge of corporate governance to support governance activities. This person may concurrently serve as the Company Secretary as prescribed by law.

2. The person in charge of corporate governance must not simultaneously work for the accredited auditing firm currently auditing the Company's financial statements.

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

a. Advising the Board on organizing General Meetings of Shareholders and related matters between the Company and shareholders;

b. Preparing meetings for the Board of Directors, Supervisory Board, and General Meeting of Shareholders;

c. Advising on meeting procedures;

d. Attending meetings;

đ. Advising on the procedures for drafting Board Resolutions in accordance with the law;

e. Providing financial information, copies of Board meeting minutes, and other information to Board and Supervisory Board members;

g. Monitoring and reporting to the Board on the Company's information disclosure activities;

h. Serving as a point of contact for stakeholders;

i. Maintaining confidentiality of information;

k. Other rights and obligations as prescribed by law.

## **VIII. GENERAL DIRECTOR AND OTHER MANAGERS**

### **Article 33. Organization of the Management Apparatus**

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and subject to the supervision and direction of the Board of Directors in the day-to-day business of the Company. The Company shall have a General Director, Deputy General Directors, a Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be approved by resolutions or decisions of the Board of Directors.

### **Article 34. Company Managers**

1. Company managers include: The General Director, Deputy General Directors, and the Chief Accountant.

2. At the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other managers with a quantity and standards consistent with the Company's organizational structure and management regulations as prescribed by the Board of Directors. Corporate managers are responsible for assisting the Company in achieving its operational and organizational goals.

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

4. The salaries of managers shall be recorded as business expenses of the Company in accordance with the Law on Corporate Income Tax, 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 35. Appointment, Dismissal, Duties, and Powers of the General Director**

1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person to serve as the General Director.

2. The General Director is the person who manages the day-to-day business operations of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.

3. The term of office of the General Director shall not exceed five (05) years and they may be re-appointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law.

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

a. To decide on matters related to the day-to-day business operations of the Company that do not fall under the authority of the Board of Directors;

b. To organize the implementation of resolutions and decisions of the Board of Directors;

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

d. To propose organizational structure plans and internal management regulations of the Company;

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

e. To decide on salaries and other benefits for the Company's employees, including managers under the General Director's appointing authority;

g. To recruit labor;

h. To propose plans for dividend payments or handling business losses;



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

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

## **IX. THE SUPERVISORY BOARD**

### **Article 36. Nomination and Candidacy of Members of the Supervisory Board (Supervisors)**

1. The nomination and candidacy of members of the Supervisory Board shall be carried out similarly to the provisions in Clause 1 and Clause 2, Article 25 of this Charter.

2. A shareholder or group of shareholders owning 10% or more of the total ordinary shares has the right to nominate or run for the position of member of the Supervisory Board in accordance with the Law on Enterprises and the Company's Charter.

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 or organize nominations as prescribed by the Company's Charter, Internal Regulations on Corporate Governance, and the Operating Regulations of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

### **Điều 37. Thành phần Ban kiểm soát**

1. The number of members of the Company's Supervisory Board is **03 persons**. The term of office for a member of the Supervisory Board shall not exceed five (05) years, and they may be re-elected for an unlimited number of terms.

2. Members of the Supervisory Board must meet the standards and conditions prescribed in Article 169 of the Law on Enterprises and shall not fall into the following cases:

- a. Working in the accounting or finance department of the Company;
- b. Being a member or employee of the independent auditing firm that performed audits of the Company's financial statements during the preceding three (03) consecutive years.

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

- a. No longer meeting the standards and conditions to be a member of the Supervisory Board as prescribed in Clause 2 of this Article;
- b. Submitting a resignation letter which is accepted;

4. A member of the Supervisory Board shall be removed in the following cases:

- a. Failing to complete assigned duties or tasks;
- b. Failing to exercise their rights and obligations for 06 (six) consecutive months, except in cases of force majeure;
- c. Committing serious or repeated violations of the obligations of a Supervisory Board member as prescribed by the Law on Enterprises and the Company's Charter;

- d. Other cases as determined by a resolution of the General Meeting of Shareholders.

### **Article 38. 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, or removal shall be based on the majority principle. More than half of the members of the Supervisory Board must be permanent residents of Vietnam. The Head of the Supervisory Board must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise.

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

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

### **Article 39. Rights and Obligations of the Supervisory Board**

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

1. To propose and recommend the General Meeting of Shareholders to approve the list of accredited auditing organizations to audit the Company's financial statements; to decide on the accredited auditing organization to inspect the Company's activities; and to dismiss accredited auditors when deemed necessary.

2. To be responsible to shareholders for its supervisory activities;

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

4. To ensure coordination of activities with the Board of Directors, the General Director, and shareholders;

5. In the event of discovering violations of the law or the Company's Charter by a member of the Board of Directors, the General Director, or other managers, the Supervisory Board must notify the Board of Directors in writing within forty-eight (48) hours, requesting the violator to cease the violation and provide solutions to remedy the consequences;

6. To draft the Operating Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.

7. To report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP.

8. To have the right to access the Company's records and documents stored at the head office, branches, and other locations; to have the right to enter the workplaces of the Company's managers and employees during working hours.

9. To have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide full, accurate, and timely information

and documents regarding the management, administration, and business operations of the Company.

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

#### **Article 40. Meetings of the Supervisory Board**

1. The Supervisory Board must meet at least 02 (two) times a year, and the number of attending members must be at least 2/3 of the total members. Minutes of the meetings must be detailed and clear. The person recording the minutes and the attending members must sign the minutes. Meeting minutes must be archived to determine the responsibility of each member.

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

#### **Article 41. Salaries, Remuneration, Bonuses, and Other Benefits of Supervisory Board Members**

The salaries, remuneration, bonuses, and other benefits of Supervisory Board members shall be implemented as follows:

1. Members are paid salaries, remuneration, bonuses, and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total amount and the annual operating budget of the Supervisory Board.

2. Members are reimbursed for expenses such as meals, accommodation, travel, and reasonable costs for using independent consulting services. The total remuneration and expenses shall not exceed the annual operating budget approved by the General Meeting of Shareholders, unless otherwise decided.

3. Salaries and operating expenses of the Supervisory Board are recorded as business expenses of the Company in accordance with corporate income tax laws and must be presented as a separate item in the annual financial statements.

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

Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers are responsible for performing their duties, including duties as members of Board sub-committees, in an honest and prudent manner for the best interests of the Company.

#### **Article 42. Responsibility 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 managers must disclose their related interests in accordance with the Law on Enterprises and relevant legal documents.

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

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers have the obligation to notify the Board of Directors and the Supervisory Board in writing of transactions between the Company, its subsidiaries, or other companies in which the Company controls 50% or more of the charter capital, and themselves or their related persons as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information regarding these resolutions in accordance with securities laws on information disclosure.

4. Members of the Board of Directors shall not vote on transactions that bring benefits to themselves or their related persons as prescribed by the Law on Enterprises and the Company's Charter.

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

6. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and individuals or organizations related to these subjects shall not be invalidated in the following cases:

a. For transactions with a value less than or equal to 20% of the total asset value recorded in the most recent financial statements, the key contents of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, the Supervisory Board, the General Director, or other managers, have been reported to and approved by the Board of Directors by a majority vote of the Board members who do not have related interests;

b. For transactions with a value greater than 20%, or transactions leading to a total transaction value arising within 12 months from the date of the first transaction reaching 20% or more of the total asset value recorded in the most recent financial statements, the key contents of this transaction, as well as the relationships and interests of the members of the Board of Directors, the Supervisory Board, the General Director, and other managers, have been disclosed to the shareholders and approved by the General Meeting through the votes of shareholders who do not have related interests.

7. The General Director must not be a related person of the enterprise manager, the Supervisor of the company and the parent company, the representative of the state capital portion, or the representative of the enterprise's capital portion at the company and the parent company, as prescribed in Point d, Clause 46, Article 4 of the Law on Securities.

#### **Article 43. Responsibility for Damages and Compensation**

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

2. The Company shall compensate those who have been, are, or may become a related party in claims, lawsuits, or prosecutions (including civil and administrative cases, excluding



lawsuits initiated by the Company) if such persons are or were members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, employees, or authorized representatives performing duties under the Company's authorization; provided that such persons acted honestly and prudently for the best interests of the Company, in compliance with the law, and there is no evidence confirming a breach of their responsibilities.

Compensation includes incurred expenses (including attorney fees), judgment costs, fines, and payments actually incurred or considered reasonable in settling these cases within the framework permitted by law. The Company may purchase insurance for these individuals to cover the aforementioned compensation liabilities.

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

### **Article 44. Right to Inspect Books and Records**

1. Ordinary shareholders have the right to inspect Company books and records as follows:

- a. Ordinary shareholders have the right to review, look up, and extract information and contact addresses from the list of shareholders with voting rights; request correction of their own inaccurate information; and review, look up, extract, or photocopy the Company's Charter, Minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;
- b. A shareholder or group of shareholders owning 5% or more of the total ordinary shares has the right to review, look up, and extract minutes books, resolutions, and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, and transactions required to be approved by the Board of Directors, and other documents, except for documents related to trade secrets or business secrets of the Company.

2. In the event that an authorized representative of a shareholder or a group of shareholders requests to inspect books and records, the request must be accompanied by a power of attorney from the represented shareholder or group, or a notarized copy thereof.

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

4. The Company must archive this Charter and its amendments, the Business Registration Certificate, regulations, documents proving asset ownership, resolutions and minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors and 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 notified of the storage location.

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

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

### **Article 45. Employees and Trade Union**

1. The managing General Director decides on matters related to recruitment, termination of employees, salaries, social insurance, benefits, rewards, and discipline for employees.

2. The General Director must prepare plans for the Board of Directors to approve regarding the Company's relationship with trade union organizations in accordance with the best management standards, practices, and policies, as well as the practices and policies prescribed in this Charter, the Company's regulations, and current legal provisions.

## **XIII. PROFIT DISTRIBUTION**

### **Article 46. Profit Distribution**

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

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

3. The Board of Directors may recommend that the General Meeting of Shareholders approve the payment of all or part of dividends in the form of shares, and the Board of Directors is the body responsible for implementing this decision.

4. 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 may be made directly or through banks based on the bank account details provided by shareholders. If the Company has transferred funds according to the correct bank details provided by a shareholder but that shareholder does not receive the money, the Company is not responsible for the amount transferred. Dividend payments for shares listed/registered for trading on the Stock Exchange may be conducted through securities companies or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution or decision to determine a specific record date to finalize the list of shareholders. Based on that date, persons registered as shareholders or owners of other securities are entitled to receive cash or stock dividends, notices, or other documents.

6. Other matters related to profit distribution shall be implemented in accordance with the law.

## **XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM**

### **Article 47. Bank Accounts**

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

2. With prior approval from competent authorities, if necessary, the Company may open foreign bank accounts in accordance with the law.

3. The Company conducts all payments and accounting transactions through

Vietnamese Dong or foreign currency accounts at the banks where the Company has opened accounts.

#### **Article 48. Fiscal Year**

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

#### **Article 49. Accounting System**

1. The accounting system used by the Company is the Vietnamese Accounting Standards (VAS), the enterprise accounting system, or specific accounting systems issued or approved by competent authorities.

2. The Company maintains accounting books in Vietnamese and stores accounting records in accordance with accounting laws and related regulations. These records must be accurate, updated, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company uses Vietnamese Dong as the accounting currency. In the event that the Company's economic transactions arise primarily in a foreign currency, it may choose that foreign currency as its accounting currency, take responsibility for that choice before the law, and notify the direct tax management authority.

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

#### **Article 50. Annual, Semi-annual, and Quarterly Financial Statements**

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

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

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

#### **Article 51. Annual Report**

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

### **XVI. COMPANY AUDIT**

#### **Article 52. Audit**

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of these entities to conduct the audit of the Company's financial statements for the

following fiscal year, based on the terms and conditions agreed upon with the Board of Directors.

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

3. Independent auditors performing the audit of the Company's financial statements are entitled to attend General Meetings of Shareholders and receive notices and other information related to such meetings. They are also entitled to express their opinions at the meeting regarding matters related to the audit of the Company's financial statements..

## **XVII. CORPORATE SEAL**

### **Article 53. Company Seal**

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

2. The Board of Directors decides on the type, quantity, form, and content of the seal of the Company, its branches, and representative offices.

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

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

### **Article 54. Dissolution of the Company**

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

- a. The operating term stated in the Company's Charter expires without a decision for extension;
- b. According to a Resolution or decision of the General Meeting of Shareholders;
- c. Revocation of the Business Registration Certificate, unless otherwise provided by the Law on Tax Administration;
- d. Other cases as prescribed by law.

2. The early dissolution of the Company (including extended terms) is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if mandatory) as regulated.

### **Article 55. Extension of Operation**

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months before the end of the operating term so that shareholders can vote on the extension of the Company's operation at the proposal of the Board.

2. The operating term is extended if approved by shareholders representing 65% or more of the total votes of all attending shareholders.

### **Article 56. Liquidation**

1. At least six (06) months before the end of the operating term or after a dissolution decision, the Board of Directors must establish a Liquidation Committee consisting of three (03) members, of whom two (02) are appointed by the General Meeting of Shareholders and



one (01) is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members may be selected from Company employees or independent experts. All costs related to liquidation shall be prioritized for payment before other debts..

2. The Liquidation Committee is responsible for reporting its establishment and commencement dates to the business registration authority. From that point, the Committee represents the Company in all matters related to liquidation before Courts and administrative agencies.

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

- a. Liquidation costs;
- b. Salary debts, severance pay, social insurance, and other employee benefits under collective labor agreements and signed labor contracts;
- c. Tax debts;
- d. Other debts of the Company;
- d. The remainder, after all debts from items (a) to (d) are paid, shall be distributed to shareholders. Preference shares are prioritized for payment first.

## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 57. Internal Dispute Resolution**

1. In the event of disputes or claims related to the Company's operations or the rights and obligations of shareholders between:

- a. Shareholders and the Company;
- b. Shareholders and the Board of Directors, Supervisory Board, General Director, or other managers.

The parties involved shall attempt to resolve the dispute through negotiation and conciliation. Except for disputes involving the Board of Directors or its Chairman, the Chairman shall preside over the resolution. If the dispute involves the Board or the Chairman, any party may request Economic Arbitration to appoint an independent expert as a mediator.

2. If no conciliation decision is reached within six (06) weeks or if the mediator's decision is not accepted, a party may bring the dispute to Arbitration or a Court.

3. Parties bear their own costs related to negotiation and conciliation. Court costs are paid according to the Court's judgment.

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

### **Article 58. Company Charter**

1. Supplements and amendments to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In cases where laws related to the Company's activities are not mentioned in this Charter or new legal provisions differ from the terms herein, such legal provisions shall automatically apply and govern the Company's operations.

**XXI. EFFECTIVE DATE**

**Article 59. Effective Date**

1. This Charter, consisting of XXI chapters and 59 articles, was unanimously approved by the General Meeting of Shareholders of Danang Seaproducts Import-Export Corporation on April 15, 2026, in Da Nang City, and its full text is hereby effective.
2. The Charter is made in ten (10) copies of equal value and shall be archived at the Company's head office.
3. This is the sole and official Charter of the Company.
4. Copies or extracts are valid only when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total Board members.

**LEGAL REPRESENTATIVE**

General Director

  
*Trần Như Thiên My*

**BOARD OF DIRECTORS**

Chairman

  
  
**Lê Vĩnh Hòa**

## APPENDIX NO. 01

**1. Name of Founding Shareholder:**

Vietnam Seaproducts Joint Stock Corporation

**2. Registered Head Office Address:**

No. 2-4-6 Dong Khoi, Sai Gon Ward, Ho Chi Minh City.

Telephone: 0838290514.

Fax: 0838290146.

**3. Number of shares at Danang Seaproducts Import-Export Corporation:**

+ At the time of establishment: 2.819.200 shares (representing 51,26%)

+ At the current time: 4.367.538 shares (representing 36,40%)

This appendix is an integral part of the Charter of Danang Seaproducts Import-Export Corporation.