

Số: 271/VEAM-VPĐQT  
No: 271/VEAM-VPĐQT

Hà Nội, ngày 22 tháng 4 năm 2026  
Hanoi, April 22, 2026

**CÔNG BỐ THÔNG TIN TRÊN CỔNG THÔNG TIN ĐIỆN TỬ  
CỦA ỦY BAN CHỨNG KHOÁN NHÀ NƯỚC**  
**INFORMATION DISCLOSURE ON THE ELECTRONIC INFORMATION PORTAL  
OF THE STATE SECURITIES COMMISSION**

Kính gửi:

- Ủy ban Chứng khoán Nhà nước;
- Sở Giao dịch chứng khoán.

To:

- The State Securities Commission;
- The Stock Exchange.

- **Tên công ty:** TỔNG CÔNG TY MÁY ĐỘNG LỰC VÀ MÁY NÔNG NGHIỆP VIỆT NAM - CTCP (VEAM)

*Company's name: VIETNAM ENGINE AND AGRICULTURAL MACHINERY CORPORATION (VEAM)*

- **Mã chứng khoán:** VEA

*Stock code: VEA*

- **Trụ sở chính:** Lô D, Khu D1, phường Tây Hồ, Thành phố Hà Nội.

*Head office: Lot D, Zone D1, Tay Ho Ward, Ha Noi City.*

Điện thoại /Tel: 024.62800802

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- **Người thực hiện công bố thông tin:** Ông Phạm Anh Tuấn - Phó Tổng Giám đốc

*Person responsible for disclose information: Mr. Pham Anh Tuan - Deputy General Director*

Địa chỉ: Lô D, Khu D1, phường Tây Hồ, Thành phố Hà Nội.

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- **Loại thông tin công bố:** 24h ☒ 72h ☐ Yêu cầu ☐ Bất thường ☒ Định kỳ ☐

*Type of information disclosure:*

24h ☒ 72h ☐ Upon request ☐ Extraordinary ☒ Periodic ☐

- **Nội dung thông tin công bố:** Sửa đổi, bổ sung điều lệ VEAM

*Content of the disclosure: Amendment, supplementation of Certain Provision of the VEAM's Charter*

Căn cứ Nghị quyết số 46/NQ-HĐQT ngày 21/4/2026 của Hội đồng quản trị, chúng tôi trân trọng thông báo việc sửa đổi, bổ sung điều lệ VEAM.

*Based on Resolution No. 46/NQ-HĐQT date April 21<sup>st</sup>, 2026 of the Board of Directors, we would like to approval of the amendment, supplementation of certain provision of the VEAM's Charter.*

Thông tin này được công bố trên trang thông tin điện tử của VEAM tại đường dẫn dưới đây:

*This information is disclosed on VEAM's website at the following link:*

<http://veamcorp.com/quan-he-co-dong/cong-bo-thong-tin-114.html>

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố./.

*We hereby certify that the information disclosed above is true and we take full responsibility before the law for the content of the disclosed information./.* ✓

**Nơi nhận:**

- Như trên;
- HĐQT (để b/c);
- TGD (để b/c);
- CBTT;
- Lưu: VT, VP.HĐQT.

**Recipients:**

- As above;
- Board of Directors (for reporting);
- General Director (for reporting);
- Information Disclosure;
- Archive: AD, Office of the BOD.

**Người được ủy quyền công bố thông tin**  
**Person Authorized to Disclose Information**

**Phó Tổng Giám đốc**

**Deputy General Director**



**Phạm Anh Tuấn**

**Pham Anh Tuan**

Tài liệu kèm theo: Nghị quyết số 46/VEAM-HĐQT ngày 21 tháng 4 năm 2026 của HĐQT VEAM.

Attached documents: Resolution No. 46 /VEAM-HĐQT date April 21<sup>st</sup>, 2026 of the Board of Directors of VEAM.



No: 46 /NQ-HĐQT

Hanoi, April 21 , 2026

**RESOLUTION**  
**On the Amendment and Supplementation of Certain Provisions**  
**of VEAM's Charter**

**THE BOARD OF DIRECTORS**  
**VIETNAM ENGINE AND AGRICULTURAL MACHINERY CORPORATION – JSC**

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, as amended and supplemented by Law No. 76/2025/QH15 dated June 17, 2025;*

*Pursuant to the Charter of Vietnam Engine and Agricultural Machinery Corporation – JSC (VEAM), approved by the General Meeting of Shareholders on June 20, 2024;*

*Pursuant to the Internal Regulations on Corporate Governance of VEAM issued together with Decision No. 42/QĐ-HĐQT dated June 25, 2021 of the Board of Directors (BOD);*

*Pursuant to the Regulations on the Operation of the BOD issued together with Decision No. 43/QĐ-HĐQT dated June 25, 2021 of the BOD;*

*Pursuant to the Regulations on the management of title and position holders and VEAM's capital representatives at enterprises in which VEAM holds equity, issued together with Decision No. 26/QĐ-HĐQT dated June 20, 2023 of the BOD;*

*Pursuant to Resolution No. 02/NQ-ĐHĐCĐ dated June 20, 2025 of VEAM's 2025 Annual General Meeting of Shareholders;*

*Having considered the following documents: the Report and request for opinion dated May 13, 2025 of the group of VEAM's capital representatives at Honda Vietnam Company (HVN) regarding the agenda of the Members' Council meeting of HVN; Report No. 02/BC-TGD dated January 7, 2026 of the General Director regarding the review of amendments and supplements to VEAM's Charter;*

*Based on Minutes of the expanded meeting of the BOD No. 05/BB-HĐQT dated April 16, 2026.*

**RESOLVES:**

**Article 1.** Joint approval of the amendment to the Charter of Vietnam Engine and Agricultural Machinery Corporation – JSC (VEAM Charter) to supplement business lines and sectors as proposed by the General Director in Report No. 02/BC-TGD dated January 7, 2026, specifically as follows:

Supplementation of business lines and sectors:

- Industry Code 2732: Manufacture of other electronic and electrical wires

and cables;

- Industry Code 2733: Manufacture of wiring devices of all types;
- Industry Code 7310: Advertising.

**Article 2.** The General Director is hereby authorized, based on the contents of Article 1, to update and issue the revised VEAM Charter, and to carry out information disclosure requirements in accordance with applicable regulations.

**Article 3.** Members of the BOD, the General Director, the Chief Accountant/ Person in charge of accounting, the Head of the Office of the BOD; the Group of VEAM's Capital Representatives at HVN; and all relevant organizations and individuals shall, within their respective functions and responsibilities, implement this Resolution./.

**Recipients:**

- As per Article 3;
- State Ownership Representative Body;
- Supervisory Board;
- Deputy General Directors;
- Departments: PC, KTKH, KTNB;
- Authorized Representative;
- Information Disclosure;
- Filed by: Registry, BOD Office.

**ON BEHALF OF THE BOD  
CHAIRMAN**



**Ngo Khai Hoan**

**TỔNG CÔNG TY MÁY ĐỘNG LỰC VÀ MÁY NÔNG NGHIỆP  
VIỆT NAM – CTCP**

**VIETNAM ENGINE AND AGRICULTURAL MACHINERY CORPORATION**



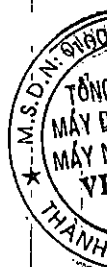
**ĐIỀU LỆ TỔNG CÔNG TY MÁY ĐỘNG LỰC VÀ  
MÁY NÔNG NGHIỆP VIỆT NAM – CTCP**

**THE CHARTER OF VIETNAM ENGINE AND AGRICULTURAL MACHINERY  
CORPORATION - JSC**

*Hà nội, 2026*

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## **PREAMBLE**

The Charter of Vietnam Engine and Agricultural Machinery Corporation - JSC was approved pursuant to the resolution of the General Meeting of Shareholders held on 20 June 2024.

## **Chapter I**

### **DEFINITIONS**

#### **Article 1. Definitions**

1. In this Charter, the following terms shall be construed as follows:
  - a) “VEAM” means Vietnam Engine and Agricultural Machinery Corporation - JSC;
  - b) “Parent Company” means VEAM in the relationship of Parent Company - Subsidiary, where VEAM makes capital investments in the Subsidiaries;
  - c) “Subsidiary” means companies organized in the form of single-member limited liability companies and the Technology Institute in which the Parent Company holds 100% of the charter capital, or joint stock companies in which the Parent Company holds controlling rights, or other cases as provided by law;
  - d) “Dependent Unit” means the Factories, Branches, and Management Boards under the Parent Company;
  - e) “Charter Capital” means the total par value of shares already sold or registered to be purchased upon establishment of the joint stock company and as provided for in Article 6 of this Charter;
  - f) “Voting Capital” means share capital whose owner is entitled to vote on matters falling within the decision-making authority of the General Meeting of Shareholders;
  - g) “Law on Enterprises” means Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020;
  - h) “Law on Securities” means Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019;
  - i) “Vietnam” means the Socialist Republic of Vietnam;
  - k) “Establishment date” means the date on which VEAM was first issued the Enterprise Registration Certificate;
  - l) “Executives of VEAM” or “Executives” means the General Director, Deputy General Directors, and Chief Accountant of VEAM;
  - m) “Managers” include: the President of the Board of Directors, members of the Board of Directors, the General Director, Deputy General Directors, and Chief Accountant of VEAM;
  - n) “Related Persons” means individuals and organizations as provided in Clause 46, Article 4 of the Law on Securities;
  - o) “Persons with Family Relationship” includes: spouses, biological fathers, biological mothers, adoptive fathers, adoptive mothers, fathers-in-law, mothers-

in-law, biological children, adopted children, sons-in-law, daughters-in-law, biological siblings (brothers and sisters), brothers-in-law, sisters-in-law, biological brothers of spouse, biological sisters of spouse, biological younger siblings of spouse;

p) “Shareholder” means an individual or organization holding at least one share of VEAM;

q) “Major Shareholder” means a shareholder holding 05% (five percent) or more of the voting shares;

r) “Term of Operation” means the operating period of VEAM as provided for in Article 2 of this Charter;

s) “Stock Exchange” means the Vietnam Stock Exchange and its subsidiaries;

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

3. Headings (Chapters, Articles of this Charter) are used for ease of understanding and do not affect the content of this Charter.

## **Chapter II**

### **NAME, TYPE OF BUSINESS, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, OPERATING PERIOD, AND LEGAL REPRESENTATIVE**

**Article 2. Name, type of business, headquarters, branches, representative offices, business locations, and operating period of VEAM**

1. Enterprise Name:

- Vietnamese name : TỔNG CÔNG TY MÁY ĐỘNG LỰC VÀ MÁY NÔNG NGHIỆP VIỆT NAM - CTCP
- Foreign language name : VIETNAM ENGINE AND AGRICULTURAL MACHINERY CORPORATION
- Abbreviation name : VEAM
- Logo : The logo is elliptical, with a blue background, and the letters VEAM in red capital letters in the center



2. VEAM is a joint stock company, which is a legal entity and is in compliance with applicable regulations of law of Vietnam

3. Headquarters

- Address: Lot D, Area D1, Phu Thuong Ward, Tay Ho District, Hanoi City.
- Phone number: (84) 024.62800802
- Fax: (84) 024.62800809
- E-mail: office@veamcorp.com
- Website: www.veamcorp.com

4. VEAM may establish branches and representative offices in business areas to pursue the operational objectives of VEAM in accordance with the decision of the Board of Directors and the law.

5. Unless terminated prior to expiration in accordance with Clause 2, Article 54 of this Charter, the term of operation of VEAM shall commence from the Date of Establishment and shall be indefinite.

### **Article 3. VEAM's legal representative**

1. VEAM shall have one legal representative being the General Director.
2. The rights and obligations of the legal representative shall be in accordance with the law.

## **Chapter III**

### **TARGETS, SCOPE OF BUSINESS AND OPERATIONS OF VEAM**

### **Article 4. Targets of VEAM**

1. VEAM's business lines:

<b>No.</b>	<b>Industry Name</b>	<b>Industry Code</b>
1	Manufacture of agricultural and forestry machinery	2821 (Principal)
2	Manufacture of engines and turbines (except aircraft, automobile, motorcycle and motor vehicle engines)	2811
3	Manufacture of motorcycles and mopeds	3091
4	Manufacture of machinery for food, beverage and tobacco processing	2825
5	Manufacture of bearings, gears, gearing and driving elements	2814
6	Manufacture of other fabricated metal products not elsewhere classified	2599
7	Manufacture of pumps, compressors, taps and valves	2813
8	Wholesale of agricultural machinery, equipment and spare parts	4653
9	Wholesale of automobiles and other motor vehicles	4511
10	Agency for automobiles and other motor vehicles	4513
11	Maintenance and repair of automobiles and other motor vehicles	4520
12	Sale of spare parts and accessories for automobiles and other motor vehicles	4530
13	Sale of motorcycles and mopeds Details: Wholesale of motorcycles and mopeds;	4541



No.	Industry Name	Industry Code
	Retail of motorcycles and mopeds; Agency for motorcycles and mopeds	
14	Maintenance and repair of motorcycles and mopeds	4542
15	Sale of spare parts and accessories for motorcycles and mopeds	4543
16	Manufacture of ovens, furnaces and furnace burners	2815
17	Manufacture of lifting and handling equipment	2816
18	Manufacture of power-driven hand tools	2818
19	Manufacture of other general-purpose machinery	2819
20	Manufacture of metal-forming machinery and machine tools	2822
21	Manufacture of machinery for metallurgy	2823
22	Manufacture of machinery for mining, quarrying and construction	2824
23	Manufacture of basic iron and steel	2410
24	Casting of iron and steel	2431
25	Casting of non-ferrous metals	2432
26	Manufacture of structural metal products	2511
27	Manufacture of tanks, reservoirs and containers of metal	2512
28	Manufacture of steam generators (except central heating hot water boilers)	2513
29	Forging, pressing, stamping and roll-forming of metal; powder metallurgy	2591
30	Machining; treatment and coating of metals	2592
31	Repair of fabricated metal products	3311
32	Repair of machinery and equipment	3312
33	Repair of electronic and optical equipment	3313
34	Repair of electrical equipment	3314
35	Repair of other equipment	3319
36	Installation of industrial machinery and equipment	3320
37	Wholesale of other machinery, equipment and spare parts	4659
38	Other professional, scientific and technical activities not elsewhere classified	7490
39	Electrical installation	4321
40	Other construction installation	4329

No.	Industry Name	Industry Code
41	Building completion and finishing	4330
42	Other specialized construction activities	4390
43	Mining of iron ores	0710
44	Mining of other non-ferrous metal ores	0722
45	Mining of precious metal ores	0730
46	Wholesale of metals and metal ores Details: Wholesale of metal ores; Wholesale of iron and steel; Wholesale of other metals	4662
47	Short-term accommodation services Details: Hotels; Villas or apartments providing short-term accommodation services; Guesthouses and inns providing short-term accommodation services	5510
48	Restaurants and mobile food service activities (excluding operation of bars, karaoke halls, and dance halls)	5610
49	Other food service activities	5629
50	Beverage serving activities (excluding operation of bars)	5630
51	Other specialized wholesale not elsewhere classified Details: Wholesale of other chemicals (except those used in agriculture); Wholesale of industrial chemicals (except those prohibited by the State); Wholesale of plastics in primary forms: granules, powder, paste; Wholesale of fibres, yarns and textile threads; Wholesale of fertilizers and other chemicals used in agriculture (except those prohibited by the State)	4669
52	General wholesale Details: General wholesale of various types of goods, not specialized in any particular type.	4690
53	Manufacture of starches and starch products	1062
54	Wholesale of fabrics, ready-made garments and footwear	4641
55	Construction of residential buildings	4101

No.	Industry Name	Industry Code
56	Wholesale of electronic and telecommunications equipment and components	4652
57	Wholesale of other household goods Details: Wholesale of household electrical appliances, lamps and lighting fittings	4649
58	Construction of non-residential buildings	4102
59	Manufacture of automobiles and other motor vehicles Manufacture of motor vehicles	2910
60	Wholesale of other construction materials and equipment Details: Wholesale of cement (including both black and white cement)	4663
61	Wholesale of solid, liquid and gaseous fuels and related products	4661
62	Manufacture of automobile and other motor vehicle bodies, trailers and semi-trailers Manufacture of motor vehicle bodies, trailers and semi-trailers	2920
63	Real estate activities involving owned or leased property, or use rights Details: Real estate business	6810
64	Retail of passenger cars (9 seats or fewer) Retail of passenger cars (12 seats or fewer)	4512
65	Repair and maintenance of transport vehicles (except automobiles, motorcycles, mopeds and other motor vehicles)	3315
66	Real estate consultancy, brokerage, auction services, and auction of land use rights Details: Real estate consultancy	6820
67	Scientific research and technological development in natural sciences	7211
68	Manufacture of parts and accessories for motor vehicles and other motor vehicles Manufacture of parts and accessories for motor vehicles and vehicle engines	2930
69	Other business support service activities not elsewhere classified Details: import and export of goods registered in the business registration of VEAM.	8299

No.	Industry Name	Industry Code
70	Architectural activities and related technical consultancy Details: - Supervision of installation of construction equipment and electrical technology installation for civil and industrial works; - Supervision of construction and completion of civil and industrial works	7110
71	Scientific research and technological development in engineering and technology	7212
72	Scientific research and technological development in medical and pharmaceutical sciences	7213
73	Scientific research and technological development in agricultural sciences	7214
74	Installation of water supply and drainage systems, heating and air conditioning systems	4322
75	Provision of food services under non-regular contracts with customers	5621
76	Manufacture of concrete and products of concrete, cement and plaster Details: Manufacture of unburnt bricks from sand, stone and cement materials	2395
77	Manufacture of other electric wire, cable and electronic cable	2732
78	Manufacture of various types of wiring devices	2733
79	Advertising	7310

## 2. VEAM's operating targets

- a) To increase the value of shareholders' contributed capital, bring benefits to employees and the community; enhance quality of life; contribute to the socio-economic development of the country;
- b) To build VEAM into a strong enterprise of Vietnam, with the production and trading of power machinery, agricultural machinery, automobiles, motorcycles, and supporting industries as the main pillars; to maintain and uphold its position as a leading enterprise in the Vietnamese market in the field of production and trading of power machinery and agricultural machinery;
- c) To enhance business efficiency; to increase revenue, reduce costs and achieve ever-higher profits on the basis of innovating organization, business methods, management and operational mechanisms, enhancing technical, technological and human resource capabilities, rationally organizing and effectively managing production and business activities, ensuring sustainable development, closely



linking production and business with science and technology, enhancing competitiveness, maximizing value and benefits for shareholders, and creating jobs and stable income for employees.

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

VEAM may conduct business within the business lines specified in this Charter and changes thereof which have been registered to the business registration authority and published on the National Enterprise Registration Portal.

### **Chapter IV**

#### **CHARTER CAPITAL, SHARES**

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

1. The charter capital of VEAM is VND 13,288,000,000,000 (in words: Thirteen thousand two hundred and eighty-eight billion VND).

The total charter capital of VEAM is divided into 1,328,800,000 (one billion, three hundred twenty-eight million, eight hundred thousand) shares, with a par value of VND 10,000 (ten thousand) per share.

2. VEAM may change its charter capital upon approval by the General Meeting of Shareholders and in compliance with the regulations of law.

3. The VEAM's shares on the ratification of this Charter include ordinary shares and preference shares for employees upon equitization. The rights and obligations of shareholders holding each class of shares are provided for in Articles 12 and 13 of this Charter.

4. VEAM may issue other classes of preference shares after approval by the General Meeting of Shareholders and in accordance with the provisions of law.

5. Ordinary shares must be offered on a priority basis to existing shareholders in proportion to their shareholding ratio of ordinary shares in VEAM. Unless otherwise decided by the General Meeting of Shareholders, any shares not fully subscribed by shareholders shall be decided by the Board of Directors of VEAM. The Board of Directors may distribute such shares to shareholders and other persons on terms no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. VEAM may repurchase shares issued by VEAM itself in the manner prescribed in this Charter and applicable law. Shares repurchased by VEAM are treasury shares, and the Board of Directors may decide to offer them for sale when permitted by the Law on Securities and related guiding documents.

7. VEAM may issue other types of securities upon approval by the General Meeting of Shareholders as prescribed by law.

##### **Article 7. Share Certificate**

1. Shareholders of VEAM shall be issued with share certificate which specify their holdings and types of shares being held.

2. A share is a type of security confirming the lawful rights and interests of its owner in a portion of the share capital of the issuing organization. Shares must contain all contents as provided in Clause 1, Article 121 of the Law on Enterprises.

3. Within 30 (thirty) days from the date of full submission of the application for the transfer of share ownership in accordance with VEAM's regulations, or within 02 (two) months from the date of full payment for the shares in accordance with VEAM's share issuance plan, the shareholder shall be issued a share certificate. The shareholder shall not be required to pay VEAM for the cost of printing the share certificate.

4. In case the share certificate is lost or damaged, the shareholder shall be reissued with another share certificate by VEAM on request. Such a request shall specify

- a) Information about the share certificate that has been lost, damaged or otherwise destroyed;
- b) Declaration to take responsibility for any dispute that arises from the reissuance of the share certificate.

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

Bond certificates or other securities certificates of VEAM shall be issued bearing the signature of the legal representative and the seal of VEAM.

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

1. All shares may be transferred freely unless otherwise prescribed by this Charter and the law. Shares that are listed and registered on Stock Exchanges may be transferred in accordance with regulations of law on securities and the securities market.

2. Shares that are not fully paid for must not be transferred and shall not receive relevant rights such as right to dividends, right to receive shares additionally issued to increase share capital from equity, right to buy new shares and other benefits prescribed by law

#### **Article 10. Forfeiture of shares**

1. In case a shareholder fails to fully and punctually pay for the shares, the Board of Directors shall send a notice and is entitled to request the shareholder to pay the remaining amount and take liability in proportion to the total face value of the subscribed shares to VEAM for the damage caused by the failure to fully pay for the shares.

2. The notice shall specify the new deadline (at least [07 days] from the noticing date), payment location and that the unpaid shares will be withdrawn if they are not paid for as requested.

3. The Board of Directors is entitled to withdraw the shares that are not fully and punctually paid for if such a request is not fulfilled.

4. Withdrawn shares shall be considered authorized shares as prescribed in Clause 3 Article 112 of the Law on Enterprises. The Board of Directors may, directly or through a third party, sell or redistribute these shares under the conditions and methods considered appropriate by the Board of Directors.

5. The shareholder holding the withdrawn shares will no longer be shareholder of these shares but still has the liability in proportion to the total nominal value of the subscribed shares upon withdrawal under the decision of the Board of Directors for the period from the date of withdrawal to the date of payment. The Board of Directors has the full authority to enforce payment for the entire value of the share certificate at the time of withdrawal.

6. The withdrawal notice shall be sent to the holder of withdrawn shares before the withdrawal time. The withdrawal shall be still carried out if the notice is erroneous or the notice is not successfully sent.

## **Chapter V**

### **ORGANIZATIONAL STRUCTURE, ADMINISTRATION AND CONTROL**

#### **Article 11. Organizational Structure, administration and Control**

The management, governance and control structure of VEAM comprises:

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

## **Chapter VI**

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

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

1. Ordinary shareholders have the right to:
  - a) Attend, speak at, and vote at the GSM directly or through authorized representatives or another method prescribed by the VEAM's Charter and the law. Each ordinary share shall have one vote;
  - b) Receive dividends at the rate decided by the General Meeting of Shareholders;
  - c) Priority in purchasing new shares in proportion to their ordinary shareholding in VEAM;
  - d) To freely transfer their shares to other persons, except as otherwise provided by relevant law;
  - d) Access, examine, and extract information on names and contact addresses in the list of shareholders with voting rights; to request correction of inaccurate information relating to themselves;
  - e) Access, examine, extract, or copy VEAM's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
  - g) Upon dissolution or bankruptcy of VEAM, to receive a portion of the remaining assets corresponding to their shareholding in VEAM;
  - h) Request VEAM to redeem their shares in the cases prescribed in Article 132 of the Law on Enterprises;

i) Equal treatment. Each share of the same class shall confer equal rights, obligations and benefits upon the shareholder. If VEAM has preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

k) Access to periodic and extraordinary information disclosed by VEAM in accordance with the law;

l) Have their lawful rights and interests protected; to request 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 provided by law.

2. A shareholder or a group of shareholders holding 05% (five percent) or more of the total ordinary shares shall have the following rights:

a) 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) Examine, examine and extract the minutes book and resolutions or decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to the approval of the Board of Directors, and other documents, except for documents relating to commercial secrets and business secrets of VEAM;

c) Request the Supervisory Board to inspect specific matters relating to the management and operation of VEAM when deemed necessary. The request shall be made in writing and shall contain the following: full name, contact address, nationality, and number of personal legal document for individual shareholders; name, business code or legal document number, and address of head office for institutional shareholders; the number of shares and the time of registration of each shareholder, the total number of shares of the group and their percentage of total shareholding in VEAM; the matter to be inspected and the purpose of the inspection;

d) Propose items to be included in the agenda of the General Meeting of Shareholders. The proposal shall be made in writing and sent to VEAM no later than 03 (three) working days before the opening date. The proposal shall clearly state the shareholder's name, quantity of each type of shares being held by the shareholder and the proposed issues;

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

3. A shareholder or a group of shareholders holding 05% (five percent) or more of the total ordinary shares may nominate persons to the Board of Directors and the Supervisory Board as follows:

a) The group of shareholders that nominate candidates to the Board of Directors and the Supervisory Board must inform the participating shareholders before the opening of the General Meeting of Shareholders;

b) Depending on the quantity of members of the Board of Directors and the Supervisory Board, the shareholders or group of shareholders referred to in this Clause shall have the right to nominate one or more persons in accordance with



Clause 2, Article 25 of this Charter as candidates for the Board of Directors and the Supervisory Board. In case the number of nominated candidates is smaller than the maximum permissible number of candidates specified in the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by Board of Directors, the Supervisory Board and other shareholders.

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

Ordinary shareholders shall have the following obligations:

1. Fully and punctually pay for the subscribed shares.
2. Not to withdraw the capital that has been contributed as ordinary shares from VEAM in any form, unless the shares are redeemed by VEAM or another person. If a shareholder withdraws part or all of their contributed share capital in violation of this Clause, such shareholder and persons with related interests in VEAM shall be jointly liable for the debts and other property obligations of VEAM up to the value of the shares withdrawn and any damages incurred.
3. Comply with VEAM's Charter and internal regulations on company administration.
4. Comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Protect confidential information provided by VEAM in accordance with VEAM's Charter and the law; only use the information provided for the purpose of exercising and protecting their lawful rights and interests; it is strictly prohibited to disseminate, copy or forward the information provided by VEAM to other organizations or individuals.
6. Participate in the General Meeting of Shareholders and exercise voting rights in the following manners:
  - a) Participate and vote in person at the meeting;
  - b) Authorize other organizations and individuals to participate and vote at the meeting;
  - c) Participate and vote at online meeting; cast electronic votes or in other electronic forms;
  - d) Send votes by mail, fax or email.
7. Take personal responsibility when committing any of the following acts in the name of VEAM in any form:
  - a) Violating the law;
  - b) Business operations and other transactions for personal gain or serving the interests of other organizations and individuals;
  - c) Paying undue debts while the VEAM is facing financial risks.
8. Fulfill other obligations as provided by current law.

### **Article 14. General Meeting of Shareholders (GMS)**

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of VEAM. The General Meeting of Shareholders shall be conducted annually once a year and within 04 (four) months from the end of the fiscal year. The Board of Directors shall decide to extend the annual General Meeting of Shareholders where necessary, but not

beyond 06 (six) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of General Meeting of Shareholders is where the chair participates in and must be within Vietnam's territory.

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 matters as provided by law and the Charter of VEAM, in particular approving the audited annual financial statements. Where the audit report on VEAM's annual financial statements contains material qualifications, an adverse opinion, or a disclaimer of opinion, VEAM shall invite a representative of the approved audit organization that audited VEAM's financial statements to attend the annual General Meeting of Shareholders, and the above-mentioned representative of the approved audit organization shall be responsible for attending VEAM's annual General Meeting of Shareholders.

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

- a) It is considered necessary for the VEAM's interests by the Board of Directors;
- b) The quarterly, semi-annual (06 months) or annual audited financial statements reflect that owners' equity has been reduced by 1/2 (one half) compared with the beginning balance;
- c) The remaining number of members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board is less than the minimum number required by law; or the number of Board members has decreased by more than 1/3 (one third) of the number prescribed in this Charter;
- d) At the request of a shareholder or group of shareholders referred to in Clause 2, Article 12 of this Charter; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and bear the signatures of all relevant shareholders, or the request may be made in multiple copies collecting sufficient signatures of the relevant shareholders;
- đ) The Supervisory Board requests the convening of the meeting if the Supervisory Board has reasonable grounds to believe that members of the Board of Directors or Executives of VEAM have seriously violated their obligations under Article 165 of the Law on Enterprises, or that the Board of Directors has acted or intends to act beyond the scope of its authority;
- e) Other cases prescribed by law and this Charter.

4. Convening of the Extraordinary General Meeting of Shareholders

- a) The Board of Directors shall convene the General Meeting of Shareholders within 30 (thirty) days from the date on which the number of members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board remaining is as provided in point c, Clause 3 of this Article, or from the date of receipt of the request provided in points d and e, Clause 3 of this Article;
- b) In the case Board of Directors fails to convene the General Meeting of Shareholders as provided in point a, Clause 4 of this Article, within the following

30 (thirty) days, the Supervisory Board shall convene the General Meeting of Shareholders in place of the Board of Directors in accordance with Clause 3, Article 140 of the Law on Enterprises;

c) Where the Supervisory Board fails to convene the General Meeting of Shareholders as provided in point b, Clause 4 of this Article, the shareholder or group of shareholders provided in point d, Clause 3 of this Article shall have the right to represent VEAM in convening the General Meeting of Shareholders in accordance with Clause 4, Article 140 of the Law on Enterprises;

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

d) Procedures for holding a 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 shall have the following rights and obligations:

- a) Approve the development orientation of VEAM;
- b) Decide on classes of shares and the total number of shares of each class authorized to be offered for sale; to decide on the annual dividend rate for each class of shares;
- c) Elect, dismiss, and remove members of the Board of Directors and members of the Supervisory Board;
- d) Decide on investments in, or sale of, assets valued at 35% (thirty-five percent) or more of the total value of assets recorded in the most recent financial statements of VEAM;
- đ) Decide on amendments and supplements to VEAM's Charter;
- e) Approve the annual financial statements;
- g) Decide on the repurchase of more than 10% (ten percent) of the total shares of each class already sold;
- h) Consider and handle violations by members of the Board of Directors and members of the Supervisory Board that cause damage to VEAM and its shareholders;
- i) Decide on the reorganization and dissolution of VEAM;
- k) Decide on the budget or total amount of remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board;
- l) Approve the internal regulations on company administration of VEAM; the regulations on operation of the Board of Directors and the regulations on operation of the Supervisory Board;

m) Approve the list of approved audit firms; to decide on the approved audit firm to conduct the inspection of VEAM's operations and to dismiss approved auditors when deemed necessary;

n) Other rights and obligations as provided by law.

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

a) The annual business plan of VEAM;

b) The audited annual financial statements;

c) The report of the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors;

d) The report of the Supervisory Board on the business results of VEAM and the performance of the Board of Directors and the General Director;

đ) The self-assessment report on the performance of the Supervisory Board and each member thereof;

e) The dividend rate for each class of shares;

g) The number of members of the Board of Directors and the Supervisory Board;

h) Election, dismissal and removal of members of the Board of Directors and the Supervisory Board;

i) Decision on the budget or total amount of remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board;

k) Approval of the list of approved audit firms; decision on the approved audit firm to inspect VEAM's operations when deemed necessary;

l) Amendments and supplements to VEAM's Charter;

m) Classes of shares and the number of new shares to be issued for each class;

n) Division, separation, consolidation, merger or conversion of VEAM;

o) Reorganization and dissolution (liquidation) of VEAM and appointment of liquidators;

p) Decision on investments in, or sale of, assets valued at 35% (thirty-five percent) or more of the total value of assets recorded in the most recent financial statements of VEAM;

q) Decision on the repurchase of more than 10% (ten percent) of the total shares of each class already sold;

r) VEAM entering into contracts or transactions with the persons specified in Clause 1, Article 167 of the Law on Enterprises with a value of 35% (thirty-five percent) or more of the total value of assets recorded in the most recent financial statements of VEAM;

s) Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

t) Internal regulations on company administration of VEAM, regulations on operation of the Board of Directors, and regulations on operation of the Supervisory Board;

u) Other matters as provided by law and this Charter.

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



**Article 16. Authorizing participation in General Meeting of Shareholders**

1. Shareholders, and authorized representatives of shareholders that are organizations, may attend the meeting in person or authorize one or more other individuals or organizations to attend, or may participate in one of the following forms:

- a) Attending and voting directly at the meeting;
- b) Authorizing another individual or organization to attend and vote at the meeting;
- c) Attending and voting via online conference, electronic voting, or other electronic means;
- d) Sending votes to the meeting by post, facsimile or email.

2. The authorization mentioned in Clause 1 of this Article shall be made into written documents. Authorization documents shall specify the name of the authorizing shareholder, the authorized individual or organization, the quantity of shares authorized, authorization contents and scope, authorization period, signatures of the authorizing party and the authorized party.

The authorized participants shall submit the authorization documents when registering their participation in the meeting. In case an authorized participant authorizes another person to participate in the meeting, the original authorization document issued by the shareholder or authorized representative of the shareholder that is an organization shall be presented (if it is yet to be registered with the VEAM).

3. Votes casted the authorized participants within authorization scope shall be effective unless:

- a) The authorizing person is dead, has limited legal capacity or is incapacitated;
- b) The authorizing person has cancelled the authorization;
- c) The authorizing person has cancelled the authority of the authorized person.

This Clause does not apply in case the Company receives a notification of any of the aforementioned events before the opening hour of the GMS or before the GMS is re-convened.

**Article 17. Changes of rights**

1. The change or cancellation of special rights associated with a certain type of preference shares is effective when it is voted for by a number of shareholders that represent at least 65% of the votes. The GMS's resolution that contains adverse changes to the rights and obligations of preference shareholders may only be ratified if it is voted for by a number of participating preference shareholders that hold at least 75% of preference shares of the same type, or approved by a number of preference shareholders that hold at least 75% of preference shares of the same type in case of Written opinion.

2. A meeting of shareholders holding a type of preference shares for approving the aforementioned change of right shall only be carried out when it is participated in by at least 02 shareholders (or their authorized representatives) that hold at least one third (1/3) of the nominal value of these shares. If the number

of participating shareholders is not adequate, another meeting shall be carried out within 30 days regardless of the number of participating shareholders of that type of shares (or their authorized representatives) and the quantity of their shares. During the meeting, shareholders of that type of shares may, directly or through their representatives, request a vote. Each share of that type has the same number of votes in such a meeting.

3. Procedures for carrying out such a meeting are similar to those specified in Articles 19, 20 and 21 of this Charter.

4. Unless otherwise prescribed by shares issuance clauses, special rights associated with preference shares regarding some or all issues relevant to distribution of profit or assets of the Company shall not be changed when the Company issues additional shares of the same type.

#### **Article 18. Convening, agenda and invitations to 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 provided for in Clause 3, Article 14 of this Charter.

2. The person convening the General Meeting of Shareholders shall undertake the following tasks:

- a) Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be drawn up no more than [10 days] before the date of sending the notice convening the General Meeting of Shareholders. VEAM shall disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days prior to the last registration date;
- b) Prepare the agenda and content of the meeting;
- c) Prepare documents for the meeting;
- d) Draft resolutions of the General Meeting of Shareholders based on the expected content of the meeting;
- đ) Determine the time and location of the meeting;
- e) Make an announcement and send invitations to all shareholders that are eligible to participate in the General Meeting of Shareholders;
- g) Other tasks required to support the meeting.

3. The invitations to the General Meeting of Shareholders shall be sent to all shareholders by means ensuring that it reaches the contact addresses of the shareholders, and shall be simultaneously published on VEAM's website, the State Securities Commission's website, and the Stock Exchange where VEAM's shares are listed or registered for trading. The person convening the General Meeting of Shareholders shall send the notice to all shareholders on the list of shareholders entitled to attend no later than 21 days before the opening date of the meeting (counting from the date on which the notice is validly sent or delivered). The agenda of the General Meeting of Shareholders and documents relating to the matters to be voted on at the meeting shall be sent to shareholders

or posted on VEAM's website. If the documents are not enclosed with the notice, the notice shall clearly state the link to all meeting documents so that shareholders may access them, including:

- a) The meeting agenda and documents to be used at the meeting;
- b) The list and detailed information of candidates in the case of election of members of the Board of Directors and members of the Supervisory Board;
- c) Votes;
- d) Draft resolutions for each item on the agenda.
- e) Form for appointing an authorized representative to attend the meeting as provided in Article 16 of this Charter;

4. The shareholders or group of shareholders mentioned in Clause 2, Article 12 of this Charter shall have the right to propose items to be included in the agenda of the General Meeting of Shareholders. The proposal shall be made in writing and sent to VEAM no later than 03 (three) working days before the opening date of the meeting. The proposal shall contain the following: full name, contact address, nationality, number of personal legal document for individual shareholders; name, business code or legal document number, address of head office for institutional shareholders; the number of shares and the time of registration of each shareholder, the total number of shares of the group and the shareholding ratio in the total shares of VEAM, and the matter proposed for inclusion in the agenda.

5. The person convening the General Meeting of Shareholders shall have the right to reject the proposal provided for in Clause 4 of this Article in any of the following cases:

- a) The proposal is not submitted in accordance with Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold 05% (five percent) or more of ordinary shares as provided in Clause 2, Article 12 of this Charter;
- c) The proposed matter does not fall within the scope of the decision-making authority of the General Meeting of Shareholders;
- d) Other cases as provided by law.

6. The person convening the General Meeting of Shareholders shall accept and include the proposal provided in Clause 4 of this Article in the draft agenda and content of the meeting, except in the cases provided in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

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

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

2. Where the necessary quorum is not met within 30 (thirty) minutes from the time scheduled for the opening of the meeting, the person convening the meeting shall cancel it. The General Meeting of Shareholders shall be reconvened within 30 (thirty) days from the date scheduled for the first meeting. The second General Meeting of Shareholders shall only be conducted when the number of attending

shareholders represents at least 33% (thirty-three percent) of the total voting shares.

3. In the case that the second meeting cannot be conducted due to the lack of a quorum within 30 (thirty) minutes from the scheduled opening time, a third General Meeting of Shareholders may be convened within 20 (twenty) days from the date scheduled for the second meeting. In this case, the meeting shall be conducted regardless of the total number of voting shares of the attending shareholders, shall be deemed valid, and shall have the authority to decide on all matters intended to be approved at the first General Meeting of Shareholders.

**Article 20. Procedures for carrying out and voting at a General Meeting of Shareholders**

1. Before the opening of the meeting, VEAM shall carry out the procedures for registering shareholders and shall conduct such registration until all shareholders entitled to attend who are present have registered, in the following order:

a) Upon carrying out the shareholder registration, VEAM shall issue to each shareholder or authorized representative with voting rights a vote card, bearing the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of votes of such shareholder. The General Meeting of Shareholders shall discuss and vote on each matter on the agenda. Voting shall be conducted by vote in favor, vote against, and abstention. At the meeting, vote cards in favor of the resolution shall be collected first, followed by vote cards against the resolution, and finally the total number of votes in favor or against shall be counted to make the decision. The results of the vote-counting shall be announced by the chair immediately before the close of the meeting. The General Meeting of Shareholders shall elect persons responsible for vote-counting or supervising the vote-counting as proposed by the chair. The number of members of the vote-counting board shall be decided by the General Meeting of Shareholders on the proposal of the chair;

b) The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register their presence, participate and vote after registration. The chair does not have the responsibility to suspend the meeting and the effect of the decisions voted on before their presence shall remain unchanged.

2. Election of the chair, secretary and vote-counting board shall be as follows:

a) The President of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the General Meeting of Shareholders if it is convened by the Board of Directors. If the President of the Board of Directors is absent or not able to work, other members of the Board of Directors shall elect one of them as the chair under the majority rule. In case a chair cannot be elected, the Head of the Supervisory Board shall preside over the election of the chair among the participants by the General Meeting of Shareholders, in which case the person who receives the most votes shall chair the meeting;

b) In the case specified in Point a of this Clause, the person that signs the decision to convene the General Meeting of Shareholders preside over the

election of the chair by the General Meeting of Shareholders. The person who receives the most votes shall chair the meeting;

c) The chair shall appoint one or more persons as secretaries of the meeting;

d) The General Meeting of Shareholders shall elect one or more persons to the vote-counting board on the proposal of the chairperson.

3. The meeting agenda and content of the meeting shall be approved by the General Meeting of Shareholders at the opening session. The agenda shall specify clearly and in detail the time allocated to each item on the agenda.

4. The chair of the meeting shall have the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of the attendees.

a) Arrange seats at the meeting location;

b) Ensure safety of the participants;

c) Enable shareholders to participate in (or continue to participate in) the GMS. The person who convenes the GMS has the full authority to change the aforementioned measures and implement any necessary measures such as issuing entry passes or other methods of selection.

5. The GMS shall discuss and vote on each issue in the agenda. Votes include affirmatives, negatives and abstentions. The vote counting result shall be announced right before the meeting is closed.

6. The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register their presence, participate and vote after registration. The effect of the decisions voted on before their presence shall remain unchanged.

7. The person who convenes the GMS or the chair has the rights to:

a) Request all participants to undergo inspection or other lawful and reasonable security measures;

b) Request a competent authority to maintain order during the meeting; expel those who refuse to comply with the chair's requests, disrupt the order, obstruct the progress of the meeting or refuse to undergo security measures.

8. The chair shall have the right to postpone a General Meeting of Shareholders for which the required number of registered attendees has been reached, for a maximum of 03 (three) working days from the date scheduled for the opening of the meeting, and may only postpone the meeting or change the venue in the following cases:

a) The current location does not have adequate convenient seats for all participants;

b) Communications equipment is not sufficient for discussion and voting by participating shareholders;

c) The meeting is disrupted by one or some participants thus threatening the fairness and legitimacy of the meeting.

9. In case the chair delay or suspend the GMS against the regulations of Clause 8 of this Article, the GMS shall elect another participant as the chair, who will

chair the meeting until the end; all resolutions ratified at that meeting shall be effective

10. In case of an online meeting, the Company shall ensure that participating shareholders are able to vote electronically in accordance with Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.

**Article 21. Conditions for ratification of resolutions of the General Meeting of Shareholders**

1. Resolutions on the following issued shall be issued if they receive at least 65% (sixty-five percent) or more of the total voting rights of all shareholders attending and voting at the meeting, except for the cases provided in Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises:

- a) Types of shares and quantity of each type;
- b) Change of business lines;
- c) Changes to the Company's organizational structure;
- d) Investment projects or sale of assets with a value of 35% (thirty-five percent) or more of the total value of assets recorded in the most recent financial statements of VEAM;
- đ) Reorganization and dissolution of VEAM.

2. Other resolutions shall be passed if approved by shareholders holding more than 50% (fifty percent) of the total voting rights of all shareholders attending and voting at the meeting, except for the cases provided in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises.

3. Election of members of the Board of Directors and the Supervisory Board shall be conducted in accordance with Clause 3, Article 148 of the Law on Enterprises.

4. Resolutions of the General Meeting of Shareholders passed by 100% (one hundred percent) of the total voting shares shall be lawful and valid even if the procedures for convening the meeting and passing such resolutions violate the Law on Enterprises and VEAM's Charter.

**Article 22. Authority and procedures for carrying out Written opinion for ratification of resolutions of the General Meeting of Shareholders**

The authority and procedures for ratifying resolutions of the GMS by Written opinion:

1. The Board of Directors shall have the right to obtain written opinions of shareholders to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of VEAM, except for the following cases:

- a) Amendments and supplements to VEAM's Charter;
- b) Development orientation of VEAM;
- c) Classes of shares and the total number of shares of each class;
- d) Decision on investments in, or sale of, assets valued at 35% (thirty-five percent) or more of the total value of assets recorded in the most recent financial statements of VEAM;
- đ) Approval of the annual financial statements;



e) Reorganization and dissolution of VEAM.

2. The Board of Directors shall prepare opinion votes, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions, and shall send them to all shareholders with voting rights no later than 10 (ten) days before the deadline for the return of the opinion votes. The requirements and methods for sending opinion votes and accompanying documents shall comply with Clause 3, Article 18 of this Charter.

3. A questionnaire shall contain the following information:

- a) The enterprise's name, headquarters address, identification number;
- b) Purposes of the survey;
- c) Full name, mailing address, nationality, ID number of the shareholder that is an individual; name, enterprise/organization ID number and headquarters address of the shareholder that is an organization or full name, mailing address, nationality, ID number of the representative of the shareholder that is an organization; quantity of shares of each type and the number of votes of the shareholder;
- d) The issues being voted on;
- d) Voting options for each issue, including affirmative, negative and abstentions;
- e) The deadline for returning the completed opinion vote to VEAM;
- g) Full name and signature of the President of the Board of Directors.

4. Shareholders may send their completed questionnaires to the Company by mail, fax or email as follows:

- a) In the case of sending by post, the completed questionnaire vote must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. The questionnaire returned to VEAM must be enclosed in sealed envelopes, which no one shall have the right to open before vote-counting;
- b) In the case of sending by facsimile or email, the questionnaire vote returned to VEAM must be kept confidential until the time of vote-counting;
- c) The questionnaire returned to VEAM after the deadline specified in the content of the opinion vote, or which have been opened in the case of post or disclosed in the case of facsimile or email, shall be invalid. The shareholders that do not submit their questionnaires shall be considered not voting.

5. The Board of Directors shall count the votes and prepare a vote-counting records in the presence of the Supervisory Board or of shareholders not holding management positions at VEAM. The vote-counting minutes shall contain the following principal contents:

- a) The enterprise's name, headquarters address, identification number;
- b) The purposes and issues voted on;
- c) The quantity of shareholders and cast votes, including the quantity of valid and invalid votes, vote sending methods and the list of shareholders that have cast their votes;
- d) Quantity of affirmative votes, negative votes and abstentions on each issue;
- d) Ratified issues and ratio of affirmative votes;
- e) Full name and signature of the President of the Board of Directors.

Members of the Board of Directors, vote counters and vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting records and any damage caused by the decisions that are ratified because of inaccurate vote counting..

6. The vote-counting minutes and the resolution shall be sent to shareholders within 15 (fifteen) days from the end of the vote-counting. The sending of the vote-counting minutes and the resolution may be replaced by posting on VEAM's website within 24 (twenty-four) hours from the end of the vote-counting.

7. The completed questionnaires, vote counting record, ratified resolutions and documents enclosed with questionnaires shall be retained at the Company's headquarters.

8. A resolution passed by way of obtaining written opinions of shareholders shall be valid if approved by shareholders holding more than 50% (fifty percent) of the total voting rights of all shareholders with voting rights, and shall have the same effect as a resolution passed at a meeting of the General Meeting of Shareholders.

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

1. Minutes of all GMS shall be taken in the form of written documents and may also be recorded or stored in other electronic forms. The minutes must be taken in Vietnamese and may also be in foreign languages with the following contents:

- a) The enterprise's name, headquarters address, identification number;
- b) Time and location of the GMS;
- c) Agenda and contents of the meeting;
- d) Full names of the chair and secretaries;
- đ) Summary of developments of the meeting and comments made during the meeting on each issue in the meeting agenda;
- e) The number of shareholders and their votes; a list of registered shareholders, shareholders' representatives that participated in the meeting, their holdings and votes;
- g) Total votes on each issue, voting method, numbers of valid votes, invalid votes, affirmative votes, negative votes and abstentions; corresponding ratios of these votes to total number of votes of participating shareholders;
- h) Ratified issues and ratios of affirmative votes;
- i) Full name and signatures of the chair and secretaries. In case the chair or a secretary refuses to sign the minutes, the minutes is still effective if it bears the signatures of all other participating members of the Board of Directors and have adequate information prescribed in this Clause. The minutes shall specify that the chair or secretary refuses to sign it.

2. The GMS minutes shall be completed and ratified before the meeting ends. The chair and secretaries or other persons that sign the minutes shall be jointly responsible for its truthfulness and accuracy.

3. The minutes in Vietnamese and foreign languages have equal legal value. In case of discrepancies between the Vietnamese version and the foreign language version, the former shall apply.

4. Resolutions, minutes of the GMS, the list of registered participating shareholders bearing their signatures, meeting participation authorization documents, documents enclosed to the minutes (if any) and documents enclosed to the invitations shall be disclosed in accordance with regulations of law on disclosure of information on the securities market and retained at the VEAM's headquarters..

#### **Article 24. Requesting cancellation of a resolution of the General Meeting of Shareholders**

Within 90 (ninety) days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders, or the vote-counting results of written opinions of the General Meeting of Shareholders, a shareholder or group of shareholders as provided in Clause 2, Article 115 of the Law on Enterprises shall have the right to request the Court or Arbitration to consider and cancel the resolution or a part thereof in the following cases:

1. The procedures for convening the meeting and making decisions by the General Meeting of Shareholders seriously violate the Law on Enterprises and VEAM's Charter, except for the case provided in Clause 4, Article 21 of this Charter.
2. The contents of the resolution violate regulations of law or this Charter.

Where a decision of the General Meeting of Shareholders is cancelled by a decision of the Court or Arbitration, the person who convened the cancelled General Meeting of Shareholders may consider reconvening the General Meeting of Shareholders within 30 (thirty) days in accordance with the order and procedures provided in the Law on Enterprises and this Charter.

## **Chapter VII**

### **BOARD OF DIRECTORS**

#### **Article 25. Nomination and self-nomination of members of the Board of Directors**

1. After candidates for the Board of Directors have been nominated, VEAM shall publish information about these candidates at least 10 (ten) days before the opening date of the General Meeting of Shareholders on VEAM's website for the shareholders to study their profile before voting. Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an honest and prudent manner for the best interests of VEAM if he/she is given the position of member of the Board of Directors. Information about candidates includes:

- a) Full name, date of birth;

- b) Educational qualifications;
- b) Professional qualifications;
- c) Work experience;
- d) Other managerial positions (including positions in the Board of Directors of other companies);
- đ) Interests relevant to VEAM and VEAM's related parties;
- e) Other information (if any) specified in VEAM's Charter;
- g) VEAM shall publish information about the companies in which the candidates are holding the position of members of the Board of Directors and other managerial positions and their interests in these companies (if any).

2. Holders of ordinary shares may aggregate their voting rights to nominate candidates to the Board of Directors. A shareholder or group of shareholders holding from 5% (five percent) to less than 10% (ten percent) of the total voting shares may nominate 01 (one) candidate; from 10% (ten percent) to less than 30% (thirty percent) may nominate up to 02 (two) candidates; from 30% (thirty percent) to less than 40% (forty percent) may nominate up to 03 (three) candidates; from 40% (forty percent) to less than 50% (fifty percent) may nominate up to 04 (four) candidates; from 50% (fifty percent) to less than 60% (sixty percent) may nominate up to 05 (five) candidates; from 60% (sixty percent) to less than 70% (seventy percent) may nominate up to 06 (six) candidates; from 70% (seventy percent) to less than 80% (eighty percent) may nominate up to 07 (seven) candidates; and from 80% (eighty percent) to less than 90% (ninety percent) may nominate up to 08 (eight) candidates.

In case the number of candidates nominated by a shareholder or group of shareholders is smaller than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

3. In case the number of candidates for member of the Board of Directors nominated and self-nominated in accordance with Clause 2 of this Article is smaller than the required number, the incumbent Board of Directors shall nominate additional candidates or organize the nomination in accordance with VEAM's Charter, the internal regulations on company administration of VEAM, and the regulations on operation of the Board of Directors. The nomination of additional candidates by the incumbent Board of Directors shall be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. Unless otherwise provided by the law on securities, members of the Board of Directors shall satisfy the following standards and conditions:

- a) Not be among the persons specified in Clause 2 Article 17 of the Law on Enterprises;
- b) Possess professional qualifications and experience in corporate governance or in the field or industry of VEAM's business for at least 05 (five) years;
- c) A member of VEAM's Board of Directors may concurrently hold the position of member of the Board of Directors of no more than 05 other companies;



d) A member of VEAM's Board of Directors shall not be a Person with Family Relationship of the General Director and other managers of VEAM; of managers, or persons with authority to appoint, dismiss, or remove managers of the parent company.

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

6. Members of the Board of Directors are not required to be shareholders of VEAM.

#### **Article 26. Term of office and composition of the Board of Directors**

1. The Board of Directors has 07 (seven) members.

2. The term of office of a member of the Board of Directors shall not exceed 05 (five) years and has no term limit. An individual may only be elected as an independent member of the Board of Directors of VEAM for up to 02 (two) consecutive terms. In case the term of office of all members of the Board of Directors end at the same time, they shall remain members of the Board of Directors until new members are elected and take over the works.

3. The composition of the Board of Directors:

At least one third (1/3) of the members of the Board of Directors of VEAM shall be non-executive members. VEAM shall minimize the number of members of the Board of Directors that concurrently hold executive positions in VEAM to ensure the independence of the Board of Directors. The number of independent members of the Board of Directors shall be at least 02 (two) members.

4. A member of the Board of Directors loses the status of member of the Board of Directors when he/she is replaced, dismissed or discharged by the General Meeting of Shareholders in accordance with Clauses 5 and 6 of this Article.

5. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

- a) Failure to satisfy the standards and conditions set out in Article 155 of the Law on Enterprises and Clause 4, Article 25 of this Charter;
- b) Submitting a resignation letter which is accepted;
- c) Other cases prescribed by law.

6. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:

- a) Failure to participate in the activities of the Board of Directors for 06 (six) consecutive months, except in cases of force majeure;
- b) Suffering from mental disorder, where other members of the Board of Directors have professional evidence proving that such person has lost civil act capacity;
- c) Other cases prescribed by law.

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

1. The Board of Directors is a managerial body of VEAM and has the full authority to make decisions, exercise rights and obligations of VEAM, except for the rights and obligations of the General Meeting of Shareholders.

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

- a) Decide the strategy, medium-term development and annual business plans of VEAM;
- b) Propose types of authorized shares and quantity of each type;
- c) Decide the sale of unsold shares within the number of authorized shares of each type; decide other forms of raising additional capital;
- d) Decide selling prices for shares and bonds of VEAM;
- đ) Decide repurchase of shares in accordance with Clauses 1 and 2 Article 133 of the Law on Enterprises;
- e) Decide investment plans and investment projects within its jurisdictions and limits prescribed by law;
- g) Decide solutions for market development, marketing and technology;
- h) Approve contracts for purchase, sale, borrowing, lending and other contracts and transactions that are worth at least 35% (thirty-five percent) of the total assets written in VEAM's latest financial statement, except for contracts and transactions within the jurisdiction of the General Meeting of Shareholders as prescribed in point d Clause 2 Article 138, Clauses 1 and 3 Article 167 of the Law on Enterprises;
- i) Elect, dismiss, discharge the President of the Board of Directors; designate, discharge, conclude and terminate contracts with the General Director, Deputy General Director, Chief Accountant of VEAM and other positions in accordance with VEAM's Charter and regulations; decide salaries, remuneration, bonuses and other benefits of these managers; authorize representatives to participate in the Board of Members or General Meeting of Shareholders of other companies; decide their remunerations and other benefits;
- k) Supervise the General Director and other managers operating everyday business of VEAM;
- l) Decide on the organizational structure and internal management regulations of VEAM, decide on the establishment of subsidiary companies, branches, representative offices, and capital contribution and purchases of shares of other enterprises;
- m) Approve the agenda and documents serving the General Meeting of Shareholders; convene the General Meeting of Shareholders or collect comments for the General Meeting of Shareholders to ratify its resolutions;
- n) Submit audited annual financial statements to the General Meeting of Shareholders;
- o) Propose dividends; decide the deadlines and procedures for paying dividends or setting losses incurred during business operation;
- p) Propose re-organization, dissolution of VEAM; request bankruptcy of VEAM
- q) Decide to promulgate the regulations on Operation of the Board of Directors and the internal regulations on company administration of VEAM after they have been approved by the General Meeting of Shareholders, and decide to promulgate the regulations on Information Disclosure of VEAM;
- r) Propose the issuance of convertible bonds and bonds with warrants;
- s) Designate and dismiss persons authorized by VEAM to act as its commercial representatives and lawyers;



t) Other rights and obligations prescribed by the Law on Enterprises, the Law on Securities, and other regulations of law.

3. The Board of Directors shall submit reports on its performance Pursuant to Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.

**Article 28. Remunerations, bonuses and other benefits of members of the Board of Directors**

1. VEAM is entitled to pay remunerations and bonuses to members of the Board of Directors according to business performance.

2. Members of the Board of Directors are entitled to remunerations and bonuses. Remunerations are calculated according to the number of working days necessary for completion of their tasks and the daily rate. The Board of Directors shall estimate the remuneration of each member under unanimity rule. The total remunerations and bonuses for the Board of Directors shall be decided by the annual General Meeting of Shareholders.

3. Remunerations of each member of the Board of Directors shall be recorded as VEAM's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of VEAM's annual financial statement and reported at the annual General Meeting of Shareholders.

4. Members of the Board of Directors who are holding the executive positions or working in subcommittees of the Board of Directors or performing tasks other than normal tasks of members of the Board of Directors may be paid an additional remuneration in the form of a lump sum, salary, commission, profit percentage or another form decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for the costs of travel, lodging and other reasonable costs incurred during the performance of their tasks, including the costs of participation in meetings of the General Meeting of Shareholders, the Board of Directors or its subcommittees.

6. Members of the Board of Directors may have responsibility insurance purchased by VEAM if this is approved by the General Meeting of Shareholders. This insurance does not cover responsibility of members of the Board of Directors relevant to violations against the law and the VEAM's Charter.

**Article 29. President of the Board of Directors**

1. The President of the Board of Directors shall be elected among the members of the Board of Directors by the Board of Directors, and dismissed by the Board of Directors.

2. The President of the Board of Directors must not concurrently hold the position of Director/General Director.

3. Rights and obligations of the President of the Board of Directors:

a) Formulate operating plans and programs of the Board of Directors;

b) Prepare the agenda, contents and documents for the meeting; convene, chair and preside over meetings of the Board of Directors;

c) Organize the ratification of resolutions and decisions of the Board of Directors;

- d) Supervise the process of implementation of resolutions and decisions of the Board of Directors;
  - đ) Chair the General Meeting of Shareholders;
  - e) Other rights and obligations prescribed by the Law on Enterprises.
4. In case the President of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors shall elect a new President within 10 (ten) days from the resignation or dismissal date.
5. In case the President of the Board of Directors is not present or is not able to perform his duties, he/she shall authorize another member in writing to perform the rights and obligations of the President of the Board of Directors in accordance with the VEAM's Charter. In case no one is authorized or the President of the Board of Directors is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his/her behaviors, is prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one of them to hold the position of President of the Board of Directors under the majority rule until a new decision is issued by the Board of Directors.

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

1. The President of the Board of Directors shall be elected during the first meeting of the Board of Directors within 07 (seven) working days after the same Board of Directors is elected. This meeting shall be convened and chaired by the member that receives the most votes. In case of a tie, the members shall vote under the majority rule to choose 01 (one) person to convene the Board of Directors.
2. The Board of Directors shall have at least 01 (one) meeting per quarter and may have ad hoc meetings.
3. The President of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
- a) The meeting is requested by the Supervisory Board or independent members of the Board of Directors;
  - b) The meeting is requested by the Director/General Director or at least 05 (five) more managers;
  - c) The meeting is requested by at least 02 (two) members of the Board of Directors;
  - d) Other cases (if any).
4. The request for meeting mentioned in Clause 3 must be made in writing, specify the purposes, issues that need discussing and deciding by the Board of Directors.
5. The President of the Board of Directors shall convene the Board of Directors within 07 (seven) working days from the receipt of the request mentioned in Clause 3 of this Article. Otherwise, the President of the Board of Directors shall be responsible for the damage incurred by VEAM; the requester is entitled to convene the meeting instead of the President of the Board of Directors.

6. The President of the Board of Directors or the person who convenes the meeting of the Board of Directors shall send invitations at least 03 (three) working days before the meeting. The invitation shall specify the meeting time, location, agenda, issues that need discussing and deciding. The invitation shall be enclosed with documents to be used at the meeting and votes. The invitations to the meeting of the Board of Directors may be a physical invitation, by phone, fax, email or other forms prescribed by the VEAM's Charter as long as they are delivered to the mailing address of each member of the Board of Directors registered at VEAM.

7. The President of the Board of Directors or the person who convenes the meeting shall send the same invitations and enclosed documents to members of the Supervisory Board. Members of the Supervisory Board are entitled to attend meetings of the Board of Directors; they are entitled to discuss but must not vote.

8. The meeting of the Board of Directors shall be opened when it is participated in by 3/4 (three fourths) of the members. In case the number of participating members is not adequate, the second meeting shall be convened within 07 (seven) days from the intended date of the first meeting. The second meeting shall be opened when it is participated in by more than half of the members of the Board of Directors.

9. It is considered that a member of the Board of Directors has participated in and voted at a meeting when he/she:

- a) Participate and vote in person at the meeting;
- b) Authorizes another person to participate in the meeting and vote in accordance with Clause 11 of this Article;
- c) Participate and vote at online meeting; cast electronic votes or in other electronic forms;
- d) Send votes by mail, fax or email;
- d) Sends his/her votes using other means.

10. In case the votes are sent to the meeting by mail, they must be put in sealed envelopes and delivered to the President of the Board of Directors at least 01 (one) hour before the opening hour. The votes shall only be opened in the presence of the meeting participants.

11. The members shall participate in all meetings of the Board of Directors. A member may authorize another person to participate in the meeting and vote if it is approved by the majority of the members of the Board of Directors.

12. A resolution or decision of the Board of Directors will be ratified if it is approved by the majority of the participating members. In case of a tie, the President of the Board of Directors shall have the casting vote.

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

1. The Board of Directors may establish subcommittees that will take charge of development policies, personnel, salaries and bonuses, internal audit, risk management. The quantity of members of each subcommittee shall be decided by the Board of Directors with at least 03 (three) persons that are members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors shall make up a

majority of the subcommittee and one of these member shall be designated as the chief of the subcommittee under a decision of the Board of Directors. The subcommittees shall operate in accordance with regulations of the Board of Directors. A subcommittee's resolution is only effective when it is voted for by the majority of its members during its meetings. In case of a tie, chief of the subcommittee shall have the casting vote.

2. The implementation of decisions of the Board of Directors or its subcommittees shall be in compliance with applicable regulations of law, the VEAM's Charter and VEAM administration regulations.

**Article 32. Person in charge of VEAM administration**

1. The Board of Directors of VEAM shall appoint at least 01 (one) person in charge of VEAM administration, who will assist in administration works and may concurrently hold the position of VEAM's secretary as prescribed in Clause 5 Article 156 of the Law on Enterprises.

2. The person in charge of VEAM administration must not concurrently work for the accredited audit organization that is auditing VEAM's financial statements.

3. The Board of Directors may dismiss or remove the person in charge of VEAM administration where necessary, provided that such dismissal or removal is not contrary to the applicable labour laws. The Board of Directors may appoint an assistant to the person in charge of VEAM administration from time to time.

4. The person in charge of VEAM administration has the following rights and obligations:

- a) Provide consultancy for the Board of Directors in organizing the General Meeting of Shareholders and performance of relevant tasks between VEAM and its shareholders;
- b) Prepare for meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;
- c) Provide consultancy on meeting procedures;
- d) Participate in the meetings;
- đ) Provide consultancy on procedures for lawful issuance of resolutions of the Board of Directors;
- e) Provide financial information, copies of minutes of meetings of the Board of Directors and other information for members of the Board of Directors and the Supervisory Board;
- g) Supervise and report to the Board of Directors on the VEAM's information disclosure;
- h) Assist in contact between parties with relevant interests;
- i) Protect confidentiality of in accordance with regulations of law and the VEAM's Charter;
- j) Other rights and obligations prescribed by law.



## **Chapter VIII**

### **THE GENERAL DIRECTOR, DEPUTY GENERAL DIRECTOR AND CHIEF ACCOUNTANT**

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

VEAM's management apparatus shall be responsible to the Board of Directors, supervised and controlled by the Board of Directors in VEAM'S everyday business operation. VEAM has a General Director, Deputy General Directors, a Chief Accountant and persons designated by the Board of Directors to hold other managerial positions. The designation, dismissal and removal of these persons are subject to ratification by resolutions or decisions of the Board of Directors.

#### **Article 34. VEAM's executives**

1. VEAM's executives include the General Director, Deputy General Director, and Chief Accountant.
2. When requested by the General Director and approved by the Board of Directors, VEAM may recruit Deputy General Director and Chief Accountant with the quantity and qualifications conformable the organizational structure and management regulations of VEAM prescribed by the Board of Directors. Executives shall assist VEAM in achieving its organizational and business objectives.
3. The General Director shall receive salaries and bonuses, which are decided by the Board of Directors.
4. Salaries of executives shall be recorded as the VEAM's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the VEAM's annual financial statement and reported at the annual General Meeting of Shareholders.

#### **Article 35. Designation, dismissal, removal, duties and entitlements of the General Director**

1. The Board of Directors shall designate 01 (one) member of the Board of Directors or hires a person as the General Director.
2. General Director shall administer the VEAM's everyday business operation; be supervised by the Board of Directors; is responsible to the Board of Directors and the law for the performance of his/her rights and obligations.
3. The term of office of the General Director shall not exceed 05 years without term limit. The General Director shall satisfy the requirements prescribed by law and VEAM's Charter, specially as follows:
  - a) Not be among the persons specified in Clause 2 Article 17 of the Law on Enterprises;
  - b) Not be a family member of the enterprise managers or controllers of the company and its parent company; the representative of State capital or the representative of the enterprise's capital at the company and its parent company;
  - c) Have professional qualifications and at least 05 (five) years of experience in business administration in the business lines and sectors of VEAM.

d) In case he/she is the representative of the State capital in VEAM, in addition to the foregoing requirements, the General Director shall also satisfy the conditions and requirements prescribed by laws relevant to the representative of the State capital in an enterprise.

4. General Director has the following rights and obligations:

a) Decide the issues relevant to VEAM's everyday business operation outside the jurisdiction of the Board of Directors;

b) Organize the implementation of resolutions and decisions of the Board of Directors;

c) Organize the implementation of VEAM's business plans and investment plans;

d) Propose organizational structure and internal administration regulations of VEAM;

d) Designate, dismiss and discharge managerial positions in VEAM, except for those within the jurisdiction of the Board of Directors;

e) Decide the salaries and other benefits of the VEAM's employees, including the managers designated by the General Director;

g) Recruit employees;

h) Propose dividend payment plan or business loss settlement;

i) Before 31 December of each year, submit to the Board of Directors for approval a detailed business plan for the following fiscal year on the basis of meeting the requirements of the appropriate budget as well as the 05 (five) year financial plan;

k) Prepare the long-term, annual and quarterly budgets of VEAM (hereinafter referred to as the "Budgets") for VEAM's long-term, annual and quarterly management and operation in accordance with the business plan. The annual Budget (including the projected balance sheet, projected income statement and projected cash flow statement) for each fiscal year shall be submitted to the Board of Directors for approval and shall include the information prescribed in the regulations of VEAM;

l) Other rights and obligations prescribed by law and VEAM's Charter, resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director if it is approved by the majority of members of the Board of Directors who have the right to vote and participate in the meeting, and designate a new General Director.

## **Chapter IX**

### **THE SUPERVISORY BOARD**

#### **Article 36. Nomination and self-nomination of members of the Supervisory Board**

1. The nomination and self-nomination of members of the Supervisory Board shall comply with Clause 1 and Clause 2 Article 25 of this Decree.



2. In case the number of candidates for members of the Supervisory Board nominated and self-nominated in accordance with Clause 1 of this Article is smaller than the required number, the incumbent Supervisory Board shall nominate additional candidates or organize the nomination in accordance with the VEAM Charter, the internal regulations on company administration of VEAM and the Regulations on Operation of the Supervisory Board. The nomination of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with law.

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

1. The Supervisory Board of VEAM has 03 (three) members. The term of office of members of the Supervisory Board shall not exceed 05 (five) years without term limit.

2. Members of the Supervisory Board shall satisfy the standards and conditions specified in Article 169 of the Law on Enterprises and, at the same time, satisfy the following conditions:

- a) Not work in the accounting and finance department of VEAM;
- b) Not be a member or employee of the independent accredited audit organization that is auditing VEAM's financial statements over the last 03 (three) years.

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

- a) He/she no longer fully satisfies the requirements specified in Clause 2 of this Article;
- b) He/she hands in resignation letter which is accepted;
- c) Other cases prescribed by law.

4. A member of the Supervisory Board will be discharged in the following cases:

- a) He/she fails to fulfill the assigned tasks and duties;
- b) He/she fails to perform his/her rights and obligations for 06 (six) consecutive months, except in force majeure events;
- c) He/she commits multiple or serious violations against obligations of members of the Supervisory Board prescribed by the Law on Enterprises and VEAM's Charter;
- d) Other cases specified in the 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 among its members under the majority rule. More than half of the members of the Supervisory Board shall be residents of Vietnam. The Head of the Supervisory Board shall have a bachelor's degree or higher in economics, finance, accounting, audit, law, business administration or another major that is relevant to the VEAM's operation.

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

- a) Convene meetings of the Supervisory Board;

- b) Request the Board of Directors, the General Director, Deputy General Director and the Chief Accountant to provide relevant information for reporting to the Supervisory Board;
- c) Prepare and sign reports of the Supervisory Board after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

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

In addition to the rights and obligations in Article 170 of the Law on Enterprises, the Supervisory Board also has the following rights and obligations:

1. Submit and request the General Meeting of Shareholders to approve the list of accredited audit organizations, which will audit VEAM's financial statements; choose the accredited audit organization that audits VEAM's operation; discharge accredited auditors where necessary.
2. Take responsibility to the shareholders for the supervision tasks performed by the Supervisory Board.
3. Supervise VEAM's finance, lawfulness of operation of members of the Board of Directors, the General Director and other managers.
4. Cooperate with the Board of Directors, the General Director and shareholders.
5. Send a written notice to the Board of Directors within 48 (forty-eight) hours after discovery of violations against the law or VEAM's Charter by a member of the Board of Directors, General Director, Deputy General Director or the Chief Accountant, and request the violator to stop committing the violations and take remedial measures.
6. Formulate the regulations on operation of the Supervisory Board and submit them to the General Meeting of Shareholders for ratification.
7. Submit reports to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.
8. Access VEAM's documents retained at its headquarters, branches and other locations; enter the working locations of VEAM's managers and employees during office hours.
9. Request the Board of Directors, its members, the General Director and other managers to provide accurate, adequate and timely information and documents about the VEAM's management and operation.
10. Other rights and obligations prescribed by law.

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

1. The Supervisory Board shall have at least 02 (two) meetings per year. Each meeting must be participated in by at least 2/3 (two thirds) of its members. Minutes of these meetings must be detailed, bear the signatures of the minute taker and participating members. All minutes of meetings of the Supervisory Board must be retained in order to attribute responsibility of each member.
2. The Supervisory Board is entitled to request members of the Board of Directors, the General Director and representatives of the accredited audit organization to participate in its meetings and clarify raised issues.

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

1. Members of the Supervisory Board shall receive salaries, remunerations, bonuses and other benefits under the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the salaries, remunerations, bonuses and other benefits and annual budget of the Supervisory Board.
2. Members of the Supervisory Board shall have the reasonable costs of accommodation, travel and independent counseling services reimbursed. The total costs must not exceed the annual budget of the Supervisory Board which has been approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries and operating costs of the Supervisory Board shall be recorded as VEAM's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of VEAM's annual financial statement.

**Chapter X****RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, THE GENERAL DIRECTOR, DEPUTY GENERAL DIRECTORS AND THE CHIEF ACCOUNTANT****Article 42. Responsibility for honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors and the Chief Accountant shall perform their duties, including duties as members of subcommittees of the Board of Directors, in an honest and prudent manner for the interests of VEAM.
2. Members of the Board of Directors, members of the Supervisory Board, the General Director and other managers shall disclose their related interests in accordance with the Law on Enterprises and relevant laws.
3. 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 by virtue of their positions for the interests of VEAM.
4. Members of the Board of Directors, members of the Supervisory Board, the General Director and other managers shall notify the Board of Directors and the Supervisory Board in writing of transactions between VEAM, its subsidiaries and other companies in which VEAM holds control of 50% (fifty percent) or more of the charter capital, on the one hand, and such persons or their related persons, on the other hand, in accordance with law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, VEAM shall disclose information on such resolutions in accordance with the securities laws on information disclosure.

5. A member of the Board of Directors shall not vote on any transaction that gives rise to benefits for such member or his/her related persons in accordance with the Law on Enterprises.

6. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers and their related persons shall not use or disclose to others any internal information in order to carry out relevant transactions.

7. Transactions between VEAM, on the one hand, and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors, the Chief Accountant, and individuals or organizations related to persons shall not be invalidated in the following cases:

a) For transactions whose value do not exceed 35% (thirty five percent) of the total assets written in the latest financial statement, important contents of the contracts or transactions as well as relationships and interests of members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Director and Chief Accountant have been reported to the Board of Directors and are approved by the majority of the members of the Board of Directors without relevant interests;

b) For transactions whose separate value or cumulative value over 12 months from the day the first transaction is conducted exceed 35% (thirty five percent) of the total assets written in the latest financial statement, important contents of the contracts or transactions as well as relationships and interests of members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Director and Chief Accountant have been disclosed to the shareholders and are approved by the General Meeting of Shareholders by votes of shareholders without relevant interests.

#### **Article 43. Responsibility for damage and compensation**

1. Any members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Director and Chief Accountant fail to fulfill their duties in a truthful and prudent manner shall be held responsible for their violations.

2. VEAM shall pay compensation for the persons who have become or may become a related party in the complaints, lawsuits, charges (including administrative and civil cases other than lawsuits filed by VEAM) if they were or are members of the Board of Directors, members of the Supervisory Board, General Director, Deputy General Director and Chief Accountant, employees or authorized representatives of VEAM who performed or are performing their duties as authorized by VEAM, act in a lawful, honest and prudent manner for the VEAM's interests, and there is no evidence that they fail to fulfill their duties.

3. Indemnification expenses shall include judgment costs, fines, and amounts actually paid (including legal fees) in resolving such cases within the limits permitted by law. VEAM may purchase insurance for such persons to cover the foregoing indemnification liabilities.



## **Chapter XI**

### **RIGHTS TO ACCESS VEAM’S DOCUMENTS AND RECORDS**

#### **Article 44. Rights to access VEAM’s documents and records**

1. Ordinary shareholders have the rights to access VEAM’s documents and records. To be specific:
  - a) Ordinary shareholders are entitled to access, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves; examine, access, extract or copy VEAM’s Charter, minutes and resolutions of the General Meeting of Shareholders;
  - b) The shareholder or group of shareholders that hold at least 05% (five percent) of ordinary shares is entitled to examine, access extract the minutes, resolutions and decisions of the Board of Directors, biannual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the Board of Directors and other documents, except documents relevant to the VEAM’s trade secrets.
2. In case the authorized representatives of the aforementioned shareholder or group of shareholders request access to documents and records, the request shall be enclosed with the authorization letter (or its notarized copy) issued by the shareholder or group of shareholders.
3. Members of the Board of Directors, members of the Supervisory Board, the General Director and other executives are entitled to access VEAM’s shareholder register, list of shareholders, other documents and records for the purposes that are relevant to their positions, provided this information is kept confidential.
4. VEAM shall retain this Charter and its revising documents, the Certificate of Enterprise Registration, regulations and documents proving the ownership of assts, resolutions of the General Meeting of Shareholders and the Board of Directors, 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 records and other documents prescribed by law at its headquarters or another location, provided the shareholders and business registration authorities are informed of the location where these documents are retained.
5. VEAM’s Charter shall be posted on VEAM’s website.

## **Chapter XII**

### **EMPLOYEES AND TRADE UNION**

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

1. The General Director shall formulate a plan for the Board of Directors to approve issues relevant to recruitment, resignation, salaries, social insurance, benefits, discipline and commendation of employees and executives.
2. The General Director shall formulate a plan for the Board of Directors to approve issues relevant to VEAM’s relationships with trade union organizations

according to best standards, practice and management policies, the practice and policies specified in this Charter, the VEAM's regulations and applicable laws.

## **Chapter XIII**

### **DISTRIBUTION OF PROFITS**

#### **Article 46. Distribution of profits**

1. The General Meeting of Shareholders shall decide the dividends and method of annual dividend payment from VEAM's retained profit.
2. VEAM shall not pay interest on dividends or the payments relevant to a certain type of shares.
3. The Board of Directors may request the General Meeting of Shareholders to decide payment of all or part of dividends in shares, and the Board of Directors shall execute this decision.
4. In case the dividends or other amounts are relevant to a type of shares are paid in cash, VEAM shall pay them in VND. Payment may be carried out directly or through banks on the basis of detailed information about bank accounts provided by the shareholders. VEAM is not responsible if a shareholder does not receive money after VEAM has transferred money according to the information provided by that shareholder. Dividends of shares listed/registered on other Stock Exchanges may be paid via securities companies or VSDCC.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall ratify the resolution or decision which specifies the shareholder list closing date. Registered shareholders or holders of other securities are entitled to receive dividends in cash or shares, notice and other documents.
6. Other issues relevant to profit distribution prescribed by law.

## **Chapter XIV**

### **BANK ACCOUNTS, FISCAL YEARS AND ACCOUNTING**

#### **Article 47. Bank accounts**

1. VEAM shall open accounts at Vietnamese banks or foreign bank branches that are permitted to operate in Vietnam.
2. Where necessary and if permitted by competent authorities, VEAM may open foreign bank accounts in accordance with regulations of law.
3. All payments and accounting transactions of VEAM shall be carried out through VEAM's VND or foreign currency bank accounts.

#### **Article 48. Fiscal year**

VEAM's fiscal year begins on January 01 and ends on December 31 every year.

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

1. The accounting regime applied by VEAM shall be the corporate accounting regime or the specific accounting regime issued or approved by the competent authority.

2. VEAM shall keep accounting books in Vietnamese and shall maintain accounting records in accordance with the law on accounting and related laws. Such records shall be accurate, up-to-date, systematic, and sufficient to evidence and explain VEAM's transactions.

3. VEAM shall use Vietnamese Dong as the accounting currency unit. Where VEAM has economic transactions arising mainly in a particular foreign currency, VEAM may choose such foreign currency as the accounting currency unit, shall be liable for such choice before the law, and shall notify the directly managing tax authority.

## **Chapter XV**

### **FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE**

#### **Article 50. Annual, half-year and quarterly financial statements**

1. VEAM shall prepare annual financial statements, which have to be audited as prescribed by law. VEAM shall disclose the audited annual financial statements in accordance with regulations of law on disclosing information on the securities market and submit them to competent authorities.

2. The annual financial statements shall have adequate contents, appendices and descriptions prescribed by corporate accounting laws. Annual financial statements shall truthfully and objectively reflect VEAM's operation.

3. VEAM shall prepare and disclose examined biannual financial statements and quarterly financial statements in accordance with regulations of law on disclosing information on the securities market and submit them to competent authorities.

#### **Article 51. Annual reports**

VEAM shall prepare and publish annual reports in accordance with regulations of law on securities and the securities market.

## **Chapter XVI**

### **VEAM'S AUDIT**

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

1. The General Meeting of Shareholders shall appoint an independent audit company or authorize the Board of Directors to select one on the list of independent audit companies, which will audit VEAM's financial statements of the next year under agreements with the Board of Directors.

2. Audit reports shall be enclosed with VEAM's annual financial statements.

3. Independent auditors that audit VEAM's financial statements are entitled to participate in the General Meeting of Shareholders, receive notices and information relevant to the General Meeting of Shareholders, comment at the General Meeting of Shareholders on the issues relevant to the audit of VEAM's financial statements.



## **Chapter XVII**

### **VEAM’S SEALS**

#### **Article 53. VEAM’s seals**

1. Seals include physical seals and digital signatures prescribed by regulations of law on electronic transactions.
2. The Board of Directors shall decide the type, quantity, form and content of the seals of VEAM, its branches and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seals in accordance with applicable regulations of law.

## **Chapter XVIII**

### **DISSOLUTION OF VEAM**

#### **Article 54. Dissolution of VEAM**

1. VEAM can be dissolved in the following cases:
  - a) The dissolution is decided under a resolution or decision of the General Meeting of Shareholders;
  - b) The Certificate of Enterprise Registration is revoked, unless otherwise prescribed by the Law on Tax Administration;
  - c) Other cases prescribed by law.
2. Dissolution of VEAM ahead of schedule shall be decided by the General Meeting of Shareholders and carried out by the Board of Directors. Such dissolution decision shall be announced and subject to approval by competent authorities as per regulations.

#### **Article 55. Liquidation**

1. After a decision on dissolution of VEAM is issued, the Board of Directors shall establish a liquidation board, which consists of 03 (three) members, 02 (two) of whom shall be appointed by the General Meeting of Shareholders and 01 (one) by the Board of Directors from 01 (one) independent audit company. The liquidation board shall formulate its own operating regulations. Members of the liquidation board may be selected from VEAM’s employees or independent experts. Priority shall be given to payment of liquidation costs over other debts of VEAM.
2. The liquidation board shall inform the business registration authority of its establishment date and commencement date. From that date, the liquidation board shall perform all liquidation tasks on behalf of VEAM in the court and administrative authorities.
3. Revenues from the liquidation shall be used in the following order:
  - a) Liquidation costs;
  - b) Unpaid salaries, severance pay, social insurance and other benefits of employees according to the collective bargaining agreement and employment contracts;
  - c) Tax debts;

- d) Other debts of VEAM;
- đ) The remainder after payment of the debts specified in (a) to (d) shall be divided among the shareholders. Priority shall be given to preference shares.

## **Chapter XIX**

### **SETTLEMENT OF INTERNAL DISPUTES**

#### **Article 56. Settlement of internal disputes**

1. In case of disputes and complaints relevant to VEAM's operation, rights and obligations of shareholders prescribed by the Law on Enterprises, VEAM's Charter, other laws or agreements between:

- a) The shareholders and VEAM;
- b) The shareholders and the Board of Directors, the Supervisory Board, the General Director, Deputy General Directors and the Chief Accountant;

The parties shall try to settle these disputes through negotiation and mediation. Except for disputes that involve the Board of Directors or the President of the Board of Directors, the President of the Board of Directors shall preside over the settlement of disputes and request each party to provide information about their dispute within 30 (thirty) working days from the occurrence of the dispute. In case the dispute involves the Board of Directors or the President of the Board of Directors, either party is entitled to request an independent expert as a mediator.

2. In case the dispute cannot be settled through mediation within 06 weeks or the mediator's decision is not accepted by the parties, either party may bring the case to court or arbitration.

3. The parties shall pay the cost of negotiation and mediation. The cost of proceedings at court shall be paid under the court's judgment.

## **Chapter XX**

### **REVISING THE VEAM'S CHARTER**

#### **Article 57. VEAM's Charter**

1. Revisions to this Charter are subject to approval by the General Meeting of Shareholders.

2. In case regulations of law that are relevant to VEAM's operation are not mentioned in this Charter or new regulations of law contradict the contents of this Charter, the regulations of law shall be applied to regulate VEAM's operation.

## **Chapter XXI**

### **EFFECTIVE DATE**

#### **Article 58. Effective date**

1. This Charter has 21 Sections, 58 Articles and is fully ratified by the General Meeting of Shareholders of Vietnam Engine and Agricultural Machinery

Corporation - JSC on June 20, 2024 in Ha Noi, and the full text of this Charter was concurrently approved to take effect.

2. This Charter replaces the Charter of Vietnam Engine and Agricultural Machinery Corporation - JSC. adopted under the decision of the General Meeting of Shareholders held on June 25, 2021.

3. This Charter shall be made into 05 (five) copies with equal value and retained at VEAM's headquarters.

4. This is the only and official Charter of VEAM.

5. Copies and extracts of this Charter shall be effective when they bear the signature of the President of the Board of Directors or at least half of the members of the Board of Directors *all*

**LEGAL REPRESENTATIVE  
GENERAL DIRECTOR**



The stamp is circular and red. It contains the following text: "M.S.D.N: 0110000000" at the top, "TỔNG CÔNG TY" in the center, "MÁY ĐỘNG LỰC VÀ" below it, "MÁY CÔNG NGHIỆP" below that, "VIỆT NAM" in large letters, "CTCP" below that, and "THÀNH PHỐ HÀ NỘI" at the bottom. A blue signature is written over the stamp.

**Nguyen Hoang Giang**

