

No. 18 /VTQ

Quang Tri, April 29, 2026

**PUBLICATION OF INFORMATION ON THE ELECTRONIC  
INFORMATION PORTAL**

**Dear: Hanoi Stock Exchange.**

Company: **VIET TRUNG QUANG BINH JOINT STOCK COMPANY**

Head office: Residential Group 3, Nam Trach Commune, Quang Tri Province, Vietnam.

Phone: 0232. 3796 003

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Person responsible for information disclosure: Mr. **Nguyen Hai Thanh**

Position: Member of the Board of Directors and Deputy Director of the Company

Type of disclosed information:

☐ 24h ☐ 72h ☐ Request ☒ Abnormal ☐ Periodically

**Content of disclosed information:**

Viet Trung Quang Binh Joint Stock Company announces information regarding the promulgation of its Charter of Organization and Operation (fourth amendment).

**This information has been published on the Company's electronic information portal at the following link: <http://www.viettrungqb.com.vn>**

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

**Person responsible for information disclosure**

**Recipients:**

- As above;
- Archive: Clerical.

A red circular stamp of the Viet Trung Quang Binh Joint Stock Company. The text inside the stamp includes 'M.S.D.N: 3100114493-C.T.C', 'CÔNG TY CỔ PHẦN VIỆT TRUNG QUẢNG BÌNH', and 'X. NAM TRACH - T. QUANG TRI'. A blue ink signature is written over the stamp.

**Nguyen Hai Thanh**

No. 72 /VTQ

*Quang Tri, April 29, 2026*

**DECISION**

**On: Issuing the Charter of Organization and Operation of  
Viet Trung Quang Binh Joint Stock Company (fourth amendment)**

**BOARD OF DIRECTORS  
VIET TRUNG QUANG BINH JOINT STOCK COMPANY**

Pursuant to the Consolidated Document of the Law on Enterprises No. 07/VBHN-VPQH passed by the National Assembly of the Socialist Republic of Vietnam on January 25, 2022;

Pursuant to the Consolidated Document of the Law on Securities No. 24/VBHN-VPQH passed by the National Assembly of the Socialist Republic of Vietnam on February 26, 2025;

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

Pursuant to Decree No. 245/2025/ND-CP of the Government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the Company's Charter of Organization and Operation;

Pursuant to Shareholder General Meeting Resolution No. 01/2026/NQ-DHDCD dated April 28, 2026.

**DECISION:**

**Article 1.** The Charter on Organization and Operation of Viet Trung Quang Binh Joint Stock Company (fourth amendment) is issued together with this decision.

The Charter on Organization and Operation of Viet Trung Quang Binh Joint Stock Company includes 21 chapters and 60 articles.

**Article 2.** This Decision takes effect from the date of signing and replaces Decision No.97/QD-CT dated April 29, 2025, of the Company's Board of Directors on the promulgation of the Charter on Organization and Operation of Viet Trung Quang Binh Joint Stock Company (third amendment).

**Article 3.** Members of the Board of Directors, the Company's Supervisory Board, the Company's Board of Management, departments, affiliated units, and the Company's Shareholders are responsible for implementing this decision./.

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

***Recipients:***

- As per Article 3;
- Company Website;
- Archive: Office.



**Phan Van Thanh**

**VIET TRUNG QUANG BINH JOINT STOCK COMPANY**  
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**CHARTER**  
**ORGANIZATION AND OPERATION**  
**VIET TRUNG QUANG BINH JOINT STOCK COMPANY**  
**(Fourth adjustment and amendment)**

**Quang Tri, 2026**

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## **PREAMBLE**

This Charter was adopted by Resolution of the Annual General Meeting of Shareholders 2026 at the Meeting held on April 28, 2026.

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

### **Article 1. Interpretation of terms**

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

- a. "Charter Capital" is the total par value of shares sold or registered for purchase upon the establishment of the enterprise and specified in Article 6 of this Charter;
- b. "Enterprise Law" is Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on July 16, 2020;
- c. "Securities Law" is Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on December 06, 2019;
- d. "Vietnam" is the Socialist Republic of Vietnam;
- e. "Establishment Date" is the date the Company was first issued with the Certificate of Enterprise Registration (Certificate of Business Registration and equivalent documents);
- f. "Enterprise Executive" is the Director, Deputy Director, Chief Accountant;
- g. "Enterprise Manager" is the Chairman of the Board of Directors, member of the Board of Directors, Director and other individuals holding management titles as stipulated by the Company's Charter;
- h. "Family-related person" includes: spouse, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, son, adopted son, son-in-law, daughter-in-law, biological brother, biological sister, biological younger brother, biological younger sister, brother-in-law, sister-in-law, wife's biological brother, husband's biological brother, wife's biological sister, husband's biological sister, wife's biological younger brother, husband's biological younger brother;
- i. "Other Executives" are positions appointed by the Chairman of the Company's Board of Directors such as Head, Deputy Head of professional departments, team leaders, deputy leaders of production teams;
- j. "Related Person" is an individual or organization specified in Clause 46, Article 4 of the Securities Law;
- k. "Shareholder" is an individual or organization owning at least one share of the Company.
- l. "Major Shareholder" is a shareholder specified in Clause 18, Article 4 of the Securities Law;
- m. "Operating Term" is the operating period of the Company specified in Article 2 of this Charter approved by the Company's General Meeting of Shareholders;
- n. "Stock Exchange" is the Vietnam Stock Exchange and its subsidiaries
- o. "Company" is Viet Trung Quang Binh Joint Stock Company;
- p. "Owner's representative agency" is an agency assigned by the State to exercise the rights of the state capital owner in an enterprise.

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

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

## **II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING TERM, AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2. Name, form, head office, branches, representative offices, and operating term of the Company**

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

- Company name in Vietnamese: **CÔNG TY CỔ PHẦN VIỆT TRUNG QUẢNG BÌNH**

- Company name in foreign language: **VIET TRUNG QUANG BINH JOINT STOCK COMPANY**

- Abbreviated Company name: **VIETTRUNGQUANGBINH.JSC**

#### **2. Organizational form and legal status**

- Viet Trung Quang Binh Joint Stock Company (hereinafter referred to as "the Company") is established on the basis of converting Viet Trung One Member Limited Company - a 100% state-owned enterprise under the Quang Binh Provincial People's Committee - into a Joint Stock Company. The Company has charter capital owned by its shareholders, divided into equal parts called shares, and shareholders are only liable for the Company's debts and other property obligations to the extent of the capital contributed to the Company. The Company operates independently in terms of economics, is financially autonomous, and is responsible for its business performance.

- The Company is a joint stock company with legal status in accordance with current Vietnamese law.

#### **3. The Company's registered head office is:**

- Head office address: Group 3, Nam Trach Commune, Quang Tri Province, Vietnam.

- Phone: 0232.3796.003

- Fax: 0232.3796.060

- Email: viettrung.qb@gmail.com

- Website: viettrungqb.com.vn

4. The Company may establish branches and representative offices in its business areas to achieve its operational objectives in accordance with the decisions of the Board of Directors and within the limits permitted by law.

5. Unless operations are terminated prematurely as per Clause 2, Article 54, or extended as per Article 55 of this Charter, the Company's operating term is indefinite from the date of establishment.

#### **6. State Owner**

The Quang Tri Provincial People's Committee is the agency representing the owner of the state capital portion in the Company. The exercise of the rights, responsibilities, and obligations of the owner's representative agency shall be



carried out in accordance with the provisions of law on the management and use of state capital invested in enterprises and relevant documents.

**7. State Management**

The Company is subject to the management of competent state management agencies as prescribed by law.

8. The Communist Party of Vietnam organization within the Company operates in accordance with the constitution and laws of the Socialist Republic of Vietnam and the regulations of the Charter of the Communist Party of Vietnam.

9. Socio-political organizations: The Trade Union, Youth Union, and Veterans Association within the company operate in accordance with the Constitution, Laws, and their respective Charters. The Company respects and creates conditions for these organizations to operate in accordance with their functions, duties, and charters.

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

1. The Company has 01 legal representative, who is: The Chairman of the Board of Directors

2. Powers and obligations of the legal representative.

The legal representative of the Company represents the Company in exercising the rights and obligations arising from the Company's transactions, and represents the Company as a plaintiff, defendant, or person with related rights and obligations before Arbitration and Courts. The responsibilities of the legal representative are carried out in accordance with Article 13 of the Enterprise Law and other rights and obligations as prescribed by current law.

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

**Article 4. Objectives of the Company's operations**

1. The company shall develop 5-year and annual business production plans and submit them to the owner's representative agency for review and approval before implementation.

2. The Company's business lines are:

No	Industry, business line name	Industry code
1	Planting, tending rubber trees, and producing rubber seedlings	0125
2	Processing rubber latex	2013
3	Wholesale of rubber	4669
4	Hotels providing short-term accommodation services	5510
5	Planting other annual crops	0119
6	Processing and preserving fruits and vegetables	1030
7	Planting fruit trees	0121
8	General wholesale Details: + Displaying products, selling goods produced by the company, goods for workers' daily lives + Trading in various materials for the rubber industry;	4690

	wood processing industry + General import and export trading	
9	Planting vegetables, various beans, and flowers	0118
10	Planting perennial spice, medicinal, and aromatic plants	0128
11	Manufacture of fertilizers and nitrogen compounds	2012
12	Forestry, forest tending, and forestry seedling nurseries. Details: + Planting and tending timber forests + Planting and tending other forests + Forestry seedling nurseries	0210
13	Logging	0220
14	Harvesting other non-wood forest products	0231
15	Gathering other non-wood forest products	0232
16	Forestry service activities	0240
17	Sawing, planing wood and preserving wood Details: + Sawing, planing wood + Preserving wood	1610
18	Manufacture of plywood, veneer, laminated wood, and other thin wood	1621
19	Manufacture of wooden construction materials	1622
20	Manufacture of wooden packaging	1623
21	Manufacture of beds, wardrobes, tables, chairs Details: + Manufacture of beds, wardrobes, tables, chairs made of wood + Manufacture of beds, wardrobes, tables, chairs made of metal + Manufacture of beds, wardrobes, tables, chairs made of other materials	3100
22	Warehousing and storage of goods Details: Warehousing and storage of goods	5210
23	Other support service activities related to transportation Details: + Freight forwarding and agency services + Logistics + Other support services related to transportation not elsewhere classified	5229
24	Wholesale of other household goods Details: Wholesale of beds, cabinets, tables, chairs, and furniture	4649
25	Wholesale of other materials and installation equipment in construction Details: Wholesale of bamboo, rattan, timber, and	4663

	processed wood	
26	Retail sale of hardware, paints, glass, and other installation equipment in construction in specialized stores Details: Trading of auxiliary materials for the wood and interior/exterior design industries	4752
27	Other business support service activities not elsewhere classified Details: Import and export of goods	8299
28	Manufacture of other products from wood, and fine art wooden items Details: + Manufacture of wood chips, pellets, etc. + Manufacture of products from forest products (excluding wood), sedge, and braided materials	1629

3. The Company's operational objectives are:

- To mobilize and effectively use capital to achieve maximum profit;
- To continuously enhance the interests of the State, the Company, shareholders, and employees;
- To increase accumulation and develop the Company's production and business;
- To make practical contributions to the implementation of socio-economic development tasks of the province and the entire country.

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

The Company is permitted to conduct business activities in the registered business lines specified in this Charter and in business lines not prohibited by law, to notify changes in registration content to the business registration authority, and to have them published on the National Business Registration Portal. In cases where the Company conducts business in conditional investment and business lines, the Company must meet all business conditions as stipulated by the Investment Law and relevant specialized laws.

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

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

1. The Company's charter capital is VND **170,817,910,000** (*in words: One hundred seventy billion eight hundred seventeen million nine hundred ten thousand dong*).

The total charter capital of the Company is divided into **17,081,791 shares** (*in words: Seventeen million eighty-one thousand seven hundred ninety-one shares*) with a par value of VND 10,000 (ten thousand) per share.

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

3. The Company's shares on the date this Charter is approved are ordinary shares. The rights and obligations of shareholders holding each type of share are stipulated in Article 12, Article 13 of this Charter.

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

5. Ordinary shares must be offered preferentially to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless the General Meeting of Shareholders decides otherwise. The number of shares not subscribed for by shareholders will be decided by the Company's Board of Directors. The Board of Directors may distribute such shares to shareholders and others under conditions no less favorable than those offered to existing shareholders, unless the General Meeting of Shareholders approves otherwise.

6. The Company may repurchase shares issued by the Company itself in the manner stipulated in this Charter and current law.

7. The Company may issue other types of securities in accordance with the provisions of law.

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

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

2. A share certificate is a type of security that confirms the legal rights and interests of the owner to a portion of the issuing organization's share capital. A share certificate must contain all the information specified in Clause 1, Article 121 of the Enterprise Law.

3. Within 15 (fifteen) days from the date of submitting a complete application for transfer of share ownership as stipulated by the Company or within 15 (fifteen) days from the date of full payment for the purchase of shares as stipulated in the Company's share issuance plan (or other period as stipulated in the issuance terms), the owner of the shares shall be issued a share certificate. The share owner shall not be required to pay the Company the cost of printing the share certificate.

4. In case a share certificate is lost, damaged, or destroyed in any other form, the Company shall reissue the share certificate to the shareholder upon the shareholder's request. The shareholder's request must include the following information:

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

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

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

#### **Article 9. Share Transfer**

1. All shares are freely transferable unless otherwise stipulated by this Charter and the law. Listed shares, registered for trading on the Stock Exchange may be transferred in accordance with the provisions of securities law and the stock market.

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

**Article 10. Share forfeiture**

1. In cases where a shareholder fails to fully and timely pay the amount due for share purchase, the Board of Directors shall notify and have the right to require that shareholder to pay the remaining amount and bear responsibility corresponding to the total par value of the shares registered for purchase for the Company's financial obligations arising from the failure to make full payment.

2. The aforementioned payment notice must clearly state the new payment deadline (at least seven (07) days from the date of sending the notice), the payment location, and the notice must clearly state that if payment is not made as required, the unpaid shares will be forfeited.

3. The Board of Directors has the right to forfeit shares that have not been fully and timely paid for if the requirements in the aforementioned notice are not met.

4. Forfeited shares are considered shares eligible for offering as stipulated in Clause 3, Article 112 of the Enterprise Law. The Board of Directors may directly or authorize the sale and redistribution under such terms and conditions as the Board of Directors deems appropriate.

5. Shareholders holding forfeited shares must relinquish their shareholder status for those shares, but must still pay related amounts and accrued interest at a rate equivalent to the loan interest rate that the Company must pay to the bank at the time of forfeiture, as decided by the Board of Directors, from the date of forfeiture until the date of payment. The Board of Directors has full authority to decide on enforcing payment of the full value of the shares at the time of forfeiture.

6. A forfeiture notice shall be sent to the holder of the forfeited shares before the time of forfeiture. The forfeiture shall remain effective even in cases of error or negligence in sending the notice.

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

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

The Company's management, governance, and control structure includes:

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

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

**Article 12. Rights of shareholders**

1. Shareholders are the owners of the Company, having corresponding rights and obligations based on the number of shares. Ordinary shareholders have the following rights:

- a. To attend and speak at the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative or other forms as stipulated by the Company's Charter and law. Each ordinary share has one voting right;
  - b. To receive dividends at the rate decided by the General Meeting of Shareholders;
  - c. To have priority in purchasing new shares in proportion to the percentage of ordinary shares held by each shareholder in the Company;
  - d. To freely transfer their shares to others, except in cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Enterprise Law and other relevant legal provisions;
  - e. To review, search, and extract information about names and contact addresses in the list of shareholders with voting rights; to request correction of their inaccurate information;
  - f. To review, search, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;
  - g. Upon the Company's dissolution or bankruptcy, to receive a portion of the remaining assets corresponding to their shareholding percentage in the Company;
  - h. To request the Company to repurchase shares in cases specified in Article 132 of the Enterprise Law;
  - i. To be treated equally. Each share of the same type grants the owning shareholder equal rights, obligations, and benefits. If the Company has preferred shares, the rights and obligations associated with such preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
  - j. To have full access to periodic and extraordinary information disclosed by the Company in accordance with legal provisions;
  - k. To have their legitimate rights and interests protected; to request suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders, Board of Directors, in accordance with the Enterprise Law;
  - l. Other rights as stipulated by law and this Charter.
2. Shareholders or groups of shareholders holding 05% or more of the total ordinary shares have the following rights:
- a. To request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Enterprise Law;
  - b. To review, search, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Supervisory Board, contracts, transactions requiring Board of Directors approval, and other documents, except for documents related to the Company's trade secrets and business secrets;



c. To request the Supervisory Board to examine specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing and include the following information: full name, contact address, nationality, legal identification number of the individual for individual shareholders; name, enterprise code or legal identification number of the organization, head office address for organizational shareholders; number of shares and date of share registration for each shareholder, total number of shares of the entire group of shareholders and their ownership percentage in the Company's total shares; the issue to be examined, the purpose of the examination;

d. To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date. The proposal must clearly state the shareholder's name, the number of each type of share held by the shareholder, and the issue proposed for inclusion in the agenda;

e. Other rights as stipulated by law and this Charter;

3. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares or having the right to nominate individuals to the Board of Directors, Supervisory Board. The nomination of individuals to the Board of Directors and Supervisory Board is carried out as follows:

a. Common shareholders form a group to nominate individuals to the Board of Directors and the Supervisory Board and must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;

b. Based on the number of members of the Board of Directors and the Supervisory Board, shareholders or groups of shareholders specified in this clause have the right to nominate one or more individuals, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors and the Supervisory Board. If the number of candidates nominated by a shareholder or group of shareholders is less than the number of candidates they are entitled to nominate according to 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.

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

Common shareholders have the following obligations:

1. Pay in full and on time for the shares committed to be purchased.

2. Not withdraw capital contributed by common shares from the Company in any form, except when the Company or another party repurchases the shares. If a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this clause, that shareholder and related parties in the Company must jointly and severally bear responsibility for the Company's debts and other property obligations within the value of the withdrawn shares and any damages incurred.

3. Comply with the Company's Charter and the Company's Internal Management Regulations.
4. Abide by the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Keep confidential the information provided by the Company as stipulated in the Company's Charter and the law; only use the information provided to exercise and protect their legitimate rights and interests; strictly prohibit disseminating or copying, sending information provided by the Company to other organizations or individuals.
6. Attend the General Meeting of Shareholders and exercise voting rights through the following forms:
  - a. Attend and vote directly at the meeting;
  - b. Authorize an individual or another organization to attend and vote at the meeting;
  - c. Attend and vote through online conferences, electronic voting, or other electronic forms;
  - d. Send voting ballots to the meeting via mail, fax, email;
  - e. Send voting ballots by other means as stipulated in the Company's Charter.
7. Bear personal responsibility when acting on behalf of the Company in any form to perform any of the following acts:
  - a. Violating the law;
  - b. Conducting business and other transactions for self-interest or to serve the interests of other organizations or individuals;
  - c. Paying off debts not yet due before financial risks to the Company.
8. Fulfill other obligations as stipulated by current law.

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

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders convenes annually once a year and within four (04) months from the end of the fiscal year. Unless otherwise stipulated in the Company's Charter, the Board of Directors may decide to extend the annual General Meeting of Shareholders if necessary, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue for the General Meeting of Shareholders is defined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.
2. The Board of Directors convenes the annual General Meeting of Shareholders and selects an appropriate venue. The annual General Meeting of Shareholders decides on matters as stipulated by law and the Company's Charter, especially approving the audited annual financial statements. If the Company's audited annual financial statements contain material exceptions, adverse audit opinions, or disclaimers, the Company must invite a representative of the approved auditing firm that audited the Company's financial statements to attend the annual General Meeting of Shareholders, and the representative of the



aforementioned approved auditing firm is responsible for attending the Company's annual General Meeting of Shareholders.

3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases: a. The Board of Directors deems it necessary for the benefit of the Company;

b. The number of members of the Board of Directors, the Supervisory Board remaining is less than the minimum number of members prescribed by law;

c. At the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law; the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders or the request document is made into multiple copies and gathers sufficient signatures of the relevant shareholders;

d. At the request of the Supervisory Board;

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

4. Convening an extraordinary General Meeting of Shareholders

a. The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the number of members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board remains as stipulated in point b, Clause 3 of this Article or upon receiving a request as stipulated in points c and d, Clause 3 of this Article;

b. If the Board of Directors fails to convene a General Meeting of Shareholders as stipulated in point a, Clause 4 of this Article, then within the next 30 days, the Supervisory Board shall replace the Board of Directors to convene a General Meeting of Shareholders as stipulated in Clause 3, Article 140 of the Enterprise Law;

c. If the Supervisory Board fails to convene a General Meeting of Shareholders as stipulated in point b, Clause 4 of this Article, then the shareholder or group of shareholders stipulated in point c, Clause 3 of this Article has the right to request the Company's representative to convene a General Meeting of Shareholders as stipulated in the Enterprise Law;

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

d. Procedures for organizing a General Meeting of Shareholders as stipulated in Clause 5, Article 140 of the Enterprise Law.

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

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

- a. Approve the Company's development orientation;
  - b. Decide on the type of shares and the total number of shares of each type authorized for offer; decide on the annual dividend rate for each type of share;
  - c. Elect, dismiss, remove members of the Board of Directors, members of the Supervisory Board;
  - d. Decide on investment in or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial report;
  - e. Decide on amending and supplementing the Company's Charter;
  - f. Approve the annual financial report;
  - g. Decide on repurchasing more than 10% of the total sold shares of each type;
  - h. Review and handle violations by members of the Board of Directors, members of the Supervisory Board causing damage to the Company and its shareholders;
  - i. Decide on the reorganization, dissolution of the Company;
  - j. Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors, Supervisory Board;
  - k. Approve the Internal Governance Regulations; Operating Regulations of the Board of Directors, Supervisory Board;
  - l. Approve the list of approved auditing firms; decide on the approved auditing firm to conduct inspections of the Company's operations, dismiss approved auditors when deemed necessary;
  - m. Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders discusses and approves the following matters:
- a. The Company's annual business plan;
  - b. The audited annual financial report;
  - c. The Board of Directors' report on governance and the performance of the Board of Directors and each member of the Board of Directors;
  - d. The Supervisory Board's report on the Company's business results, the performance of the Board of Directors, and the General Director;
  - e. The self-assessment report on the performance of the Supervisory Board and its members;
  - f. The dividend rate for each share of each type;
  - g. The number of members of the Board of Directors, Supervisory Board;
  - h. Elect, dismiss, remove members of the Board of Directors, members of the Supervisory Board;
  - i. Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors, Supervisory Board;
  - j. Approve the list of approved auditing firms; decide on the approved auditing firm to conduct inspections of the company's operations when deemed necessary;
  - k. Supplement and amend the company's Charter;

- l. The type of shares and the number of new shares to be issued for each type of share and the transfer of shares by founding members within the first 03 years from the date of establishment;
  - m. Division, separation, consolidation, merger, or conversion of the Company;
  - n. Reorganization and dissolution (liquidation) of the Company and appointment of the liquidator;
  - o. Decide on investment in or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent Financial Report;
  - p. Decide on repurchasing more than 10% of the total sold shares of each type;
  - q. The Company enters into contracts, transactions with subjects specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the Company's total asset value recorded in the most recent financial report;
  - r. Approve transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Securities Law;
  - s. Approve the Internal Regulations on corporate governance, the Operating Regulations of the Board of Directors, the Operating Regulations of the Supervisory Board;
  - t. Other matters as prescribed by law and this Charter.
3. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

**Article 16. Authorization to attend the General Meeting of Shareholders**

1. Shareholders, authorized representatives of institutional shareholders may directly attend the meeting or authorize one or more individuals or other organizations to attend the meeting or attend the meeting through one of the forms specified in Clause 3, Article 144 of the Enterprise Law.
2. The authorization to an individual, organization authorized to attend the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be made in writing. The power of attorney must be prepared in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope of authorization, the duration of authorization, and the signatures of the authorizing party and the authorized party.  
The authorized person attending the General Meeting of Shareholders must submit the power of attorney when registering to attend the meeting. In case of re-authorization, the attending person must present the original power of attorney from the shareholder, or the authorized representative of the shareholder who is an organization (if not previously registered with the Company).
3. The ballot of the authorized person attending the meeting within the scope of authorization remains valid in one of the following cases, unless:

- a. The authorizing person has died, has their civil act capacity restricted, or has lost their civil act capacity;
- b. The authorizing person has revoked the authorization;
- c. The authorizing person has revoked the authority of the person performing the authorization.

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

#### **Article 17. Changes to Rights**

1. Any change or cancellation of special rights attached to a class of preferred shares shall be effective when approved by shareholders representing 65% or more of the total voting shares of all attending shareholders. A resolution of the General Meeting of Shareholders concerning content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be approved if it is assented to by preferred shareholders of the same class attending the meeting who own 75% or more of the total preferred shares of that class, or if it is assented to by preferred shareholders of the same class owning 75% or more of the total preferred shares of that class in the case of approving a resolution by written opinion.

2. The organization of a meeting of shareholders holding a class of preferred shares to approve the aforementioned change of rights is only valid if there are at least 02 shareholders (or their authorized representatives) and they hold at least 1/3 of the par value of the issued shares of that class. If there are not enough representatives as stated above, the meeting shall be reconvened within the next 30 days, and those holding shares of that class (regardless of the number of people and shares) who are present in person or through an authorized representative shall be considered to meet the required number of representatives. At such meetings of shareholders holding preferred shares, those holding shares of that class who are present in person or through a representative may request a secret ballot. Each share of the same class shall have equal voting rights at the aforementioned meetings.

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

4. Unless otherwise stipulated by the share issuance terms, special rights attached to classes of shares with preferential rights regarding some or all matters related to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

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

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene extraordinary General Meetings of Shareholders in the cases specified in Clause 3, Article 14 of these Articles of Association.

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

- a. Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 (ten) days before the date of sending the notice of invitation to the General Meeting of Shareholders. The Company must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date;
- b. Prepare the agenda and content of the meeting;
- c. Prepare documents for the general meeting;
- d. Draft the resolution of the General Meeting of Shareholders according to the proposed content of the meeting;
- e. Determine the time and place for holding the general meeting;
- f. Announce and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend;
- g. Other tasks serving the general meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by guaranteed method, and simultaneously published on the Company's website and the State Securities Commission, Stock Exchange. The convener of the General Meeting of Shareholders must send the notice of meeting to all shareholders on the list of shareholders entitled to attend at least twenty-one (21) days before the opening date of the General Meeting of Shareholders (calculated from the date the notice is validly sent or transmitted, postage paid, or placed in the mailbox). The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the general meeting shall be sent to shareholders or/and posted on the Company's website. In case the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of meeting must clearly state the link to all meeting documents for shareholders to access, including:

- a. Meeting agenda, documents used in the meeting;
- b. List and detailed information of candidates in case of electing members of the Board of Directors, members of the Supervisory Board;
- c. Voting slip;
- d. Draft resolution for each issue on the agenda.

4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of these Articles of Association have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least three (03) working days before the opening date of the meeting. The proposal must clearly state the shareholder's name, the number of each type of shares held by the shareholder, and the issue proposed to be included in the agenda.

5. In case the convener of the General Meeting of Shareholders rejects the proposal specified in Clause 4 of this Article, a written reply stating the reasons



must be provided at least two (02) working days before the opening date of the General Meeting of Shareholders. The convener of the General Meeting of Shareholders has the right to reject the proposal specified in Clause 4 of this Article if it falls into one of the following cases:

- a. The proposal is not sent in accordance with the provisions of Clause 4 of this Article;
- b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the total ordinary shares as stipulated in Clause 2, Article 12 of these Articles of Association;
- c. The proposed issue does not fall within the decision-making authority of the General Meeting of Shareholders;
- d. Other cases as stipulated by law and these Articles of Association.

6. The convener of the General Meeting of Shareholders must accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and content of the meeting, except for the cases specified 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 holding the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be held when the number of attending shareholders represents more than 50% of the total voting shares.
2. In case the first meeting does not meet the conditions for holding as stipulated in Clause 1 of this Article, the notice for the second meeting shall be sent within 30 days from the scheduled date of the first meeting. The second General Meeting of Shareholders shall be held when the number of attending shareholders represents 33% or more of the total voting shares.
3. In case the second meeting does not meet the conditions for holding as stipulated in Clause 2 of this Article, the notice for the third meeting must be sent within 20 days from the scheduled date of the second meeting. The third General Meeting of Shareholders shall be held regardless of the total voting shares of the attending shareholders.

**Article 20. Procedures for holding and voting at the General Meeting of Shareholders**

Before the opening of the meeting, The Company must carry out shareholder registration procedures and must continue the registration until all shareholders entitled to attend the meeting have registered.

- a. When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card, on which the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes of that shareholder are recorded. The General Meeting of Shareholders shall discuss and vote on each item on the agenda. Voting shall be conducted by affirmative vote, negative vote, and abstention. At the Meeting, affirmative voting cards for the resolution are collected first, negative voting cards for the resolution are collected later, and finally, the total number of affirmative or negative votes is counted to make

a decision. The vote counting results shall be announced by the Chairperson immediately before the close of the meeting. The General Meeting shall elect those responsible for vote counting or supervising vote counting at the proposal of the Chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the Chairperson's proposal;

b. Shareholders, authorized representatives of corporate shareholders, or authorized persons who arrive after the meeting has commenced have the right to register immediately and then have the right to participate and vote at the meeting immediately after registration. The Chairperson is not responsible for adjourning the meeting to allow late-arriving shareholders to register, and the validity of previously voted matters remains unchanged.

2. The election of the chairperson, secretary, and vote counting committee is stipulated as follows:

a. The Chairman of the Board of Directors shall act as chairperson or authorize another member of the Board of Directors to act as chairperson of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to act as chairperson of the meeting by majority rule. If no chairperson can be elected, the Head of the Supervisory Board shall preside over the General Meeting of Shareholders to elect a chairperson from among those present, and the person with the highest number of votes shall act as chairperson of the meeting;

b. Except for the case specified in point a of this clause, the person who signed the convocation of the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect a chairperson of the meeting, and the person with the highest number of votes shall act as chairperson of the meeting;

c. The chairperson shall appoint one or more persons to act as secretary of the meeting;

d. The General Meeting of Shareholders shall elect one or more persons to the vote counting committee at the proposal of the chairperson of the meeting.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically define the time for each item on the meeting agenda.

4. The chairperson of the meeting has 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 to reflect the wishes of the majority of attendees.

a. Arrange seating at the venue of the General Meeting of Shareholders;

b. Ensure the safety of all persons present at the meeting venues;

c. Facilitate shareholders' attendance (or continued attendance) at the meeting. The convener of the General Meeting of Shareholders has full authority to change the above measures and apply all necessary measures. Applicable measures may include issuing entry passes or using other forms of selection.

5. The General Meeting of Shareholders shall discuss and vote on each item on the agenda. Voting shall be conducted by affirmative vote, negative vote, and abstention. The vote counting results shall be announced by the chairperson immediately before the close of the meeting.

6. Shareholders or authorized representatives attending the meeting who arrive after the meeting has commenced may still register and have the right to participate and vote immediately after registration; in this case, the validity of previously voted matters remains unchanged.

7. The convener of the meeting or the chairperson of the General Meeting of Shareholders has the following rights:

a. Require all attendees to undergo inspection or other lawful, reasonable security measures;

b. Request competent authorities to maintain order at the meeting; expel those who do not comply with the chairperson's executive authority, intentionally disrupt order, obstruct the normal progress of the meeting, or fail to comply with security check requirements from the General Meeting of Shareholders;

8. The chairperson has the right to postpone a General Meeting of Shareholders that has a sufficient number of registered attendees for a maximum of 03 working days from the scheduled opening date of the meeting, and may only postpone the meeting or change the meeting venue in the following cases:

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

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

c. An attendee obstructs or disrupts order, posing a risk that the meeting cannot be conducted fairly and lawfully.

9. If the chairperson postpones or temporarily suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson to conduct the meeting until its conclusion; all resolutions passed at that meeting shall be effective;

10. If the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders can attend and vote by electronic ballot or other electronic means as stipulated in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities.

#### **Article 21. Conditions for the Resolution of the General Meeting of Shareholders to be adopted**

1. Resolutions on the following contents shall be adopted if approved by shareholders representing 65% or more of the total voting shares of all attending shareholders, except for cases specified in Clauses 3, 4, and 6 of Article 148 of the Enterprise Law:

a. Share classes and total number of shares of each class;



- b. Changes in business lines, sectors, and fields;
- c. Changes in the Company's management organizational structure;
- d. Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Company's latest financial report, unless the Company's Charter stipulates a different ratio or value;
- e. Reorganization, dissolution of the Company.

2. Resolutions shall be adopted when approved by shareholders owning more than 50% of the total voting shares of all attending shareholders, except for cases specified in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Enterprise Law.

3. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares are legal and effective even if the procedures for convening and adopting such resolutions violate the provisions of the Enterprise Law and the Company's Charter.

**Article 22. Authority and procedures for collecting shareholders' opinions in writing to adopt Resolutions of the General Meeting of Shareholders**

The authority and procedures for collecting shareholders' opinions in writing to adopt Resolutions of the General Meeting of Shareholders shall be carried out according to the following provisions:

- 1. The Board of Directors has the right to collect shareholders' opinions in writing to adopt decisions of the General Meeting of Shareholders when deemed necessary for the Company's benefit, except for cases specified in Clause 2 of Article 147 of the Enterprise Law.
- 2. The Board of Directors must prepare opinion forms, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions, and send them to all shareholders with voting rights at least 10 days before the deadline for returning the opinion forms. The requirements and methods for sending opinion forms and accompanying documents shall comply with the provisions of Clause 3 of Article 18 of this Charter.
- 3. The opinion form must contain the following main contents:
  - a. Name, head office address, enterprise code;
  - b. Purpose of collecting opinions;
  - c. Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders or full name, contact address, nationality, legal document number of the individual for the representative of an organizational shareholder; number of shares of each class and voting shares of the shareholder;
  - d. Issues for which opinions are sought to adopt a decision;
  - e. Voting options including approval, disapproval, and no opinion for each issue for which opinions are sought;
  - f. Deadline for returning the answered opinion form to the Company;
  - g. Full name, signature of the Chairman of the Board of Directors and the Company's legal representative.

4. Shareholders may send the answered opinion forms to the Company by mail, fax, or email according to the following provisions:

a. In case of sending by mail, the answered opinion form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. The opinion form sent to the Company must be enclosed in a sealed envelope and no one is allowed to open it before counting the votes;

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

c. Opinion forms sent to the Company after the deadline specified in the opinion form or opened in case of mail and disclosed in case of fax or email are invalid. Opinion forms not sent back are considered as not participating in the vote.

5. The Board of Directors shall count the votes and prepare a vote counting record under the supervision of the Supervisory Board or a shareholder who does not hold a management position in the Company. The vote counting record must contain the following main contents:

a. Name, head office address, enterprise code;

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

c. Number of shareholders with the total number of voting shares that participated in the voting, distinguishing between valid and invalid voting shares and the method of sending voting shares, accompanied by an appendix listing the shareholders participating in the voting;

d. Total number of votes for, against, and abstentions for each issue;

e. Issues approved and the corresponding approval rate;

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

Members of the Board of Directors, the vote counter, and the vote supervisor shall be jointly responsible for the honesty and accuracy of the vote counting record; jointly responsible for damages arising from decisions approved due to dishonest or inaccurate vote counting.

6. The vote counting record and resolution must be sent to shareholders within 15 days from the date the vote counting concludes. Sending the vote counting record and resolution can be replaced by posting them on the Company's website within 24 hours from the time the vote counting concludes.

7. The completed opinion forms, vote counting record, approved resolution, and related documents attached to the opinion forms must all be kept at the Company's head office.

8. A resolution passed by way of written shareholder opinion is valid if approved by shareholders holding over 50% of the total voting shares of all shareholders entitled to vote, and has the same value as a resolution passed at a General Meeting of Shareholders.

#### **Article 23. Resolutions, Minutes of General Meeting of Shareholders**

1. The General Meeting of Shareholders must be minuted and may be recorded or stored in other electronic forms. The minutes must be prepared in

Vietnamese, may also be prepared in English, and must contain the following main contents:

- a. Name, head office address, enterprise code;
  - b. Time and place of the General Meeting of Shareholders;
  - c. Meeting agenda and content of the meeting;
  - d. Full name of the chairperson and secretary;
  - e. Summary of the meeting's proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
  - f. Number of shareholders and total voting shares of attending shareholders, appendix of the list of registered shareholders, shareholder representatives attending the meeting with the corresponding number of shares and votes;
  - g. Total number of voting shares for each voting issue, clearly stating the voting method, total number of valid, invalid, for, against, and abstaining votes; the corresponding percentage of the total voting shares of attending shareholders;
  - h. Issues approved and the corresponding approval rate;
  - i. Signatures of the chairperson and secretary. If the chairperson or secretary refuses to sign the minutes, these minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain all the contents specified in this clause. The minutes shall clearly state that the chairperson or secretary refused to sign the minutes.
2. The minutes of the General Meeting of Shareholders must be prepared and approved before the end of the meeting. The chairperson and secretary of the meeting or other persons signing the minutes shall be jointly responsible for the honesty and accuracy of the content of the minutes.
3. Minutes prepared in Vietnamese and foreign languages shall have the same legal validity. In case of any discrepancy in content between the Vietnamese and foreign language minutes, the content in the Vietnamese minutes shall apply.
4. Resolutions, Minutes of the General Meeting of Shareholders, appendix of the list of registered shareholders with shareholder signatures, power of attorney to attend the meeting, all documents attached to the Minutes (if any), and related documents accompanying the meeting invitation notice must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at the Company's head office.

**Article 24. Request to annul a resolution of the General Meeting of Shareholders**

Within 90 days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the vote counting record of the General Meeting of Shareholders, a shareholder or group of shareholders specified in Clause 2, Article 115 of the Enterprise Law has the right to request the Court or Arbitration to review and annul the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law

and the company's Charter, except for the case specified in Clause 3, Article 21 of this Charter.

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

## **VII. BOARD OF DIRECTORS**

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

1. If candidates for the Board of Directors have been identified in advance, the Company must disclose information related to these candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Board of Directors candidates must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Board of Directors. Information related to Board of Directors candidates to be disclosed includes:

- a. Full name, date of birth;
  - b. Professional qualifications;
  - c. Work experience;
  - d. Other management positions (including Board of Directors positions in other companies);
  - e. Interests related to the Company and its related parties;
  - f. Public companies are responsible for disclosing information about companies where the candidate holds a Board of Directors position, other management positions, and any related interests of the Board of Directors candidate (if any).
2. Shareholders holding common shares have the right to pool their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares may nominate a maximum of one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% or more have the right to nominate the full number of candidates.
3. If the number of Board of Directors candidates through nomination and candidacy is still insufficient as required by Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall introduce additional candidates or organize nominations as stipulated in the company's Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors as prescribed by law.
4. Members of the Board of Directors must meet the standards and conditions specified in Clause 1, Clause 2, Article 155 of the Enterprise Law.

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

1. The number of members of the Board of Directors is 07.

2. The term of office for a member of the Board of Directors is five (05) years and they may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. If all members of the Board of Directors complete their terms simultaneously, those members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over the work.

3. The composition of the Board of Directors is as follows:

The composition of the Company's Board of Directors must ensure that at least one-third (1/3) of the total number of Board of Directors members are non-executive members. The minimum number of non-executive Board of Directors members is determined by rounding down. The Company shall minimize the number of Board of Directors members who also hold executive positions in the Company to ensure the independence of the Board of Directors.

4. A member of the Board of Directors shall cease to be a member of the Board of Directors in cases where they are dismissed, removed, or replaced by the General Meeting of Shareholders as stipulated in Article 160 of the Enterprise Law.

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

6. A member of the Board of Directors is not necessarily a shareholder of the Company.

7. For subsidiaries where the State holds more than 50% of the charter capital, a member of the Board of Directors must not be a spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, biological sibling, brothers-in-law, sisters-in-law, and other managers of the Company; must not be related to the managers or those authorized to appoint managers of the Parent Company.

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

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

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

- a. Deciding on the Company's strategy, medium-term development plan, and annual business plan;
- b. Proposing the types of shares and the total number of shares authorized for offer of each type;
- c. Deciding to sell unsold shares within the number of shares authorized for offer of each type; deciding to raise additional capital in other forms;
- d. Deciding on the selling price of the Company's shares and bonds;



- e. Deciding to repurchase shares as stipulated in Clauses 1 and 2 of Article 133 of the Enterprise Law;
  - f. Deciding on investment plans and investment projects within the authority and limits prescribed by law;
  - g. Deciding on market development, marketing, and technology solutions;
  - h. Approving contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements, and contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Enterprise Law;
  - i. Electing, dismissing, and removing the Chairman of the Board of Directors; appointing, dismissing, signing contracts with, and terminating contracts with the Director and other important managers as stipulated by the Company's Charter; deciding on the salaries, remuneration, bonuses, and other benefits of such managers; appointing authorized representatives to participate in the Members' Council or General Meeting of Shareholders in other companies, deciding on the remuneration and other benefits of such individuals;
  - j. Supervising and directing the Director and other managers in the daily business operations of the Company;
  - k. Deciding on the organizational structure, internal management regulations of the Company, deciding on the establishment of subsidiaries, branches, representative offices, and the capital contribution, share purchase in other enterprises;
  - l. Approving the agenda and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or soliciting opinions for the General Meeting of Shareholders to approve resolutions;
  - m. Submitting the audited annual financial statements to the General Meeting of Shareholders;
  - n. Proposing the dividend payout rate; deciding on the payment period and procedures for dividends or handling losses arising during business operations;
  - o. Proposing the reorganization, dissolution of the Company; requesting the bankruptcy of the Company;
  - p. Deciding to issue the Operating Regulations of the Board of Directors, Internal Regulations on corporate governance after approval by the General Meeting of Shareholders, and the Company's Information Disclosure Regulations;
  - q. Other rights and obligations as stipulated by the Enterprise Law, Securities Law, other legal provisions, and the Company's Charter.
3. The Board of Directors must report to the General Meeting of Shareholders on the results of its operations as stipulated in Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Securities Law.

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

1. Full-time members of the Board of Directors are entitled to salaries and bonuses in accordance with the law on labor management and salaries for state-owned enterprises.
2. The fund for salaries, remuneration, and bonuses of the Board of Directors is determined based on: Business production efficiency; The level of preservation and development of state capital; Assigned plan targets. The owner's representative agency decides or approves the salaries, remuneration, and bonuses of the Board of Directors in accordance with regulations and as approved by the General Meeting of Shareholders.
3. The remuneration of each member of the Board of Directors is accounted for as a business expense of the Company in accordance with the law on corporate income tax, is presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.
4. A member of the Board of Directors holding an executive position or a member of the Board of Directors serving on sub-committees of the Board of Directors or performing other tasks beyond the normal scope of duties of a Board member may be paid additional remuneration in the form of a lump sum fee per instance, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.
5. Members of the Board of Directors are entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred by them in the performance of their duties as Board members, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.
6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. This insurance does not cover liabilities of Board members related to violations of law and the Company's Charter.

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

1. The Chairman of the Board of Directors is elected, relieved, or dismissed by the Board of Directors from among its members. The Chairman of the Board of Directors is the legal representative and account holder of the Company.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
  - a. Prepare the agenda and activity plan of the Board of Directors;
  - b. Prepare the agenda, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;
  - c. Organize the adoption of resolutions and decisions of the Board of Directors;

- d. Supervise the implementation process of resolutions and decisions of the Board of Directors;
- e. Chair meetings of the General Meeting of Shareholders;
- f. Other rights and obligations as stipulated by the Law on Enterprises and this Charter.

4. In case the Chairman of the Board of Directors resigns or is relieved or dismissed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or being relieved or dismissed.

5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors dies, is missing, is temporarily detained, is serving a prison sentence, is serving an administrative sanction at a compulsory drug rehabilitation center, compulsory education institution, has absconded from their place of residence, has limited or lost civil act capacity, has difficulty in perception, controlling their behavior, or is prohibited by the Court from holding a position, practicing a profession, or performing certain work, the remaining members shall elect one person from among themselves to hold the position of Chairman of the Board of Directors by a majority vote of the remaining members until a new decision is made by the Board of Directors.

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

1. The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of that Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there are multiple members with the highest and equal number of votes or percentage of votes, the members shall elect one person from among them by majority vote to convene the meeting of the Board of Directors.

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

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

- a. Upon request of the Supervisory Board;
- b. There is a proposal from the Director or at least 05 other managers;
- c. There is a proposal from at least 02 members of the Board of Directors.

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

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the proposal specified in Clause 3 of this Article. If the meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damages incurred by the Company; the proposing person has



the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the notice of meeting at least 03 working days before the date. The notice of meeting must specify the time and place of the meeting, the agenda, issues for discussion, and decisions. The notice of meeting must be accompanied by documents to be used at the meeting and the voting slip of the member.

The notice of meeting of the Board of Directors can be sent by invitation letter, telephone, fax, electronic means, or other methods specified by the Company's Charter and must ensure delivery to the contact address of each Board of Directors member registered with the Company.

7. The Chairman of the Board of Directors or the convener sends the notice of meeting and accompanying documents to the members of the Supervisory Board as for the members of the Board of Directors.

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

8. A meeting of the Board of Directors shall be conducted when at least 3/4 of the total members are present. If the meeting convened under this clause does not have a sufficient number of members present as stipulated, a second meeting shall be convened within 07 days from the date of the first scheduled meeting, and the meeting shall be conducted if more than half of the members of the Board of Directors are present.

9. A member of the Board of Directors shall be deemed to have attended and voted at the meeting in the following cases:

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

10. In case of sending voting slips to the meeting via mail, the voting slip must be placed in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The voting slip shall only be opened in the presence of all attendees.

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

12. Resolutions and decisions of the Board of Directors shall be approved if supported by the majority of the attending members; in case of an equal number of votes, the final decision shall rest with the side supported by the Chairman of the Board of Directors.

**Article 31. Company Secretary**

1. The Company's Board of Directors must appoint at least 01 Company Secretary to support corporate governance within the enterprise. The Company Secretary may concurrently serve as the Company Secretary as stipulated in Clause 5, Article 156 of the Enterprise Law. The term of office for the Company Secretary, as decided by the Board of Directors, is five (05) years.
2. The Company Secretary must meet the following standards:
  - a. Possess knowledge of the law;
  - b. Not simultaneously work for an independent auditing organization that is auditing the Company's financial statements;
  - c. Other standards as prescribed by law, this Charter, and decisions of the Board of Directors.
3. The Board of Directors may dismiss the Company Secretary when necessary, provided it does not violate current labor laws. The Board of Directors may appoint an Assistant Company Secretary from time to time.
4. The Company Secretary has the following rights and duties:
  - a. Advise the Board of Directors on organizing General Meetings of Shareholders as prescribed and on related matters between the Company and shareholders;
  - b. Prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
  - c. Advise on meeting procedures;
  - d. Attend meetings;
  - e. Advise on the procedures for drafting resolutions of the Board of Directors in accordance with legal provisions;
  - f. Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and Supervisors;
  - g. Monitor and report to the Board of Directors on the Company's information disclosure activities;
  - h. Serve as the contact point for interested parties;
  - i. Maintain confidentiality of information in accordance with legal provisions and the Company's Charter;
  - j. Other rights and duties as prescribed by law and the Company's Charter.

**VIII. DIRECTOR AND OTHER EXECUTIVES**

**Article 32. Management Structure**

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company has a Director, two (02) Deputy Directors, and one (01) Chief Accountant, and other management positions appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be approved by a resolution or decision of the Board of Directors.

**Article 33. Company Executives**

1. Company Executives include the Director, Deputy Directors, and Chief Accountant.
2. Upon the Director's proposal and with the Board of Directors' approval, the Company may recruit other executives with the number and standards appropriate to the Company's structure and management regulations as stipulated by the Board of Directors. Company executives must be responsible for assisting the Company in achieving its operational and organizational goals.
3. The Director is paid a salary and bonus. The Director's salary and bonus are decided by the Board of Directors.
4. Executive salaries are included in the Company's business expenses in accordance with corporate income tax laws, are presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

**Article 34. Appointment, Dismissal, Duties, and Powers of the Director**

1. The appointment and dismissal of the Director must be approved by the owner's representative agency in accordance with the provisions of law.
2. The Board of Directors appoints 01 member of the Board of Directors or hires another person to be the Director.
3. The Director is responsible for the Company's daily business operations; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and before the law for the exercise of assigned rights and duties.
4. The Director's term of office shall not exceed 05 years and may be reappointed for an unlimited number of terms. The Director must meet the standards and conditions prescribed by law.
5. The Director has the following rights and duties:
  - a. Decide on matters related to the Company's daily business operations that are not within the authority of the Board of Directors;
  - b. Organize the implementation of resolutions and decisions of the Board of Directors;
  - c. Organize the implementation of the Company's business plan and investment plan;
  - d. Propose organizational structure plans and internal management regulations of the Company;
  - e. Appoint, dismiss, and remove management positions within the Company, except for positions within the authority of the Board of Directors;
  - f. Decide on salaries and other benefits for employees in the Company, including managers appointed by the Director;
  - g. Recruit employees;
  - h. Propose plans for dividend distribution or handling business losses.
  - i. On December 01 of each year, the Executive Director must submit to the Board of Directors for approval a detailed business plan for the next fiscal year

based on meeting the requirements of the corresponding budget as well as the five (05) year financial plan;

j. Other rights and obligations as stipulated by law, the Company's Charter, and resolutions and decisions of the Board of Directors.

6. The Board of Directors may dismiss the Director when a majority of the voting members of the Board of Directors present at the meeting approve and appoint a new Director to replace them.

## **IX. SUPERVISORY BOARD**

### **Article 35. Nomination and Candidacy for Supervisory Board Members**

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

2. Shareholders holding 10% of the voting shares have the right to pool their voting rights to nominate candidates for the Supervisory Board. A shareholder or group of shareholders holding from 10% to less than 30% of the total voting shares may nominate a maximum of one (01) candidate; from 30% to less than 50% of the total voting shares may nominate a maximum of two (02) candidates; from 50% of the total voting shares may nominate a maximum of three (03) candidates.

3. In case the number of candidates for the Supervisory Board through nomination and candidacy is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations as stipulated in the company's Charter, the internal regulations on corporate governance, and the operating regulations of the Supervisory Board. The incumbent Supervisory Board's introduction of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect Supervisory Board members as prescribed by law.

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

1. The Company's Supervisory Board shall consist of three (03) members. The term of office for a Supervisory Board member is five (05) years and they may be re-elected for an unlimited number of terms.

2. Supervisory Board members must meet the standards and conditions stipulated in Article 169 of the Enterprise Law, the Company's Charter, and must not fall into the following cases:

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

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

- a. No longer meeting the standards and conditions for office as stipulated in Clause 2 of this Article;
- b. Submitting a resignation letter and having it accepted;
- c. Other cases as stipulated by law and this Charter.

4. Supervisory Board members shall be removed from office in the following cases:

- a. Failing to complete assigned duties and tasks;
- b. Failing to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;
- c. Seriously violating or repeatedly violating the obligations of a Supervisory Board member as stipulated by the Enterprise Law and the Company's Charter;
- d. Other cases as stipulated by the General Meeting of Shareholders.

**Article 37: Head of the Supervisory Board**

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

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

- a. Convening meetings of the Supervisory Board;
- b. Requesting the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Supervisory Board;
- c. Preparing and signing the Supervisory Board's report after consulting with the Board of Directors, to be submitted to the General Meeting of Shareholders.

**Article 38. Rights and obligations of the Supervisory Board**

The Supervisory Board has the rights and obligations stipulated in Article 170 of the Enterprise Law and the following rights and obligations:

- 1. Proposing and recommending to the General Meeting of Shareholders to approve the list of approved auditing organizations to audit the Company's Financial Statements; deciding on the approved auditing organization to conduct inspections of the Company's operations, and dismissing approved auditors when deemed necessary.
- 2. Being accountable to shareholders for its supervisory activities.
- 3. Supervising the Company's financial situation, and the compliance with law in the activities of Board of Directors members, the General Director, and other managers.
- 4. Ensuring coordination of activities with the Board of Directors, the General Director, and shareholders.
- 5. In case of detecting acts violating the law or the Company's Charter by members of the Board of Directors, the General Director, and other executives of the enterprise, the Supervisory Board must notify the Board of Directors in writing within 48 hours, demand that the violator cease the violation, and propose solutions to remedy the consequences.
- 6. Developing the Operating Regulations of the Supervisory Board and submitting them to the General Meeting of Shareholders for approval.
- 7. Reporting to the General Meeting of Shareholders as stipulated in Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Securities Law.



8. Having the right to access the Company's records and documents stored at the head office, branches, and other locations; having the right to visit the workplaces of the Company's managers and employees during working hours.
9. Having the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide full, accurate, and timely information and documents regarding the Company's management, administration, and business operations.
10. In cases where a decision or action is found to show signs of violating the law or causing damage to the capital and assets of the Company, the Supervisory Board has the right to recommend that the Board of Directors and the Director consider temporarily suspending its implementation and simultaneously report to the owner's representative agency for handling according to their authority.
11. Other rights and obligations as stipulated by law and this Charter.

**Article 39. Meetings of the Supervisory Board**

1. The Supervisory Board must meet at least 02 times a year, the number of attending members must be at least 2/3 of the total members of the Supervisory Board. The minutes of the Supervisory Board meeting must be detailed and clear. The minute-taker and the attending members of the Supervisory Board must sign the meeting minutes. The minutes of the Supervisory Board meetings must be archived to determine the responsibilities of each Supervisory Board member.
2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing firm to attend and answer questions that need clarification.

**Article 40. Salaries, remuneration, bonuses, and other benefits of Supervisory Board members**

The salaries, remuneration, bonuses, and other benefits of Supervisory Board members shall be implemented according to the following provisions:

1. Members of the Supervisory Board shall receive salaries, remuneration, and bonuses in accordance with the provisions of the law on state-owned enterprises, with the opinion of the representative body of the owner, and approved by the General Meeting of Shareholders.
2. Supervisory Board members shall be reimbursed for reasonable expenses for accommodation, travel, and independent consulting services. The total amount of remuneration and these expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.
3. The salaries and operating expenses of the Supervisory Board shall be included in the Company's business expenses according to the provisions of corporate income tax law, other relevant laws, and must be presented as a separate item in the Company's annual financial statements.

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

### **Article 41. Duty of care**

Members of the Board of Directors, Members of the Supervisory Board, the General Director, and other executives are responsible for performing their duties, including those as members of sub-committees of the Board of Directors, honestly and diligently for the benefit of the Company.

### **Article 42. Duty of honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, Members of the Supervisory Board, the General Director, and other managers must disclose related interests according to the provisions of the Enterprise Law and other legal regulations.

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

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers are obliged to notify in writing the Board of Directors and the Supervisory Board of transactions between the Company, its subsidiaries, or other companies where the Public Company holds control of 50% or more of the charter capital, with themselves or with their related persons as stipulated by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions according to the provisions of securities law on information disclosure.

4. Members of the Board of Directors shall not vote on transactions that benefit themselves or their related persons according to the provisions of the Enterprise Law and the Company's Charter.

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

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

a. For transactions with a value less than or equal to 35% of the total asset value recorded in the most recent financial statements, the important contents of the contract or transaction, as well as the relationships and interests of members of the Board of Directors, members of the Supervisory Board, Director, and other executives, have been reported to the Board of Directors and approved by the Board of Directors with a majority vote of the Board members who do not have related interests.

b. For transactions with a value greater than 35% or transactions that result in the value of transactions arising within 12 months from the date of the first

transaction being 35% or more of the total asset value recorded in the most recent financial statements, the important contents of these transactions, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, Director, and other executive officers, have been disclosed to shareholders and approved by the General Meeting of Shareholders with the votes of disinterested shareholders.

7. In cases where a transaction risks affecting state capital, the Company must report to and seek approval from the owner's representative agency before proceeding. Related managers are not permitted to vote on such transactions. All transactions must be public, transparent, and reported periodically in accordance with legal regulations.

**Article 43. Liability for damages and compensation**

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

2. The Company shall indemnify those who have been, are, or may become a party involved in claims, lawsuits, prosecutions (including civil, administrative, and non-Company initiated lawsuits) if that person has been or is a member of the Board of Directors, a member of the Supervisory Board, the Director, another executive officer, an employee, or an authorized representative of the Company who has been or is performing duties as authorized by the Company, acting honestly and diligently for the benefit of the Company in compliance with the law and there is no evidence confirming that such person has breached their responsibilities.

3. Compensation costs include judgment costs, fines, and actual expenses incurred (including attorney fees) in resolving these cases within the framework permitted by law. The Company may purchase insurance for these individuals to avoid the aforementioned compensation liabilities.

**XI. RIGHT TO INVESTIGATE COMPANY BOOKS AND RECORDS**

**Article 44. Right to inspect books and records**

1. Common shareholders have the right to inspect books and records, specifically as follows:

a. Common shareholders have the right to review, inspect, and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; review, inspect, extract, or copy the company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b. Shareholders or groups of shareholders owning 05% or more of the total common shares have the right to review, inspect, and extract the number of minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, transactions that must be approved by the Board of Directors, and other



documents, except for documents related to the Company's trade secrets and business secrets.

2. In cases where an authorized representative of a shareholder or group of shareholders requests to inspect books and records, a power of attorney from the shareholder or group of shareholders they represent or a notarized copy of this power of attorney must be attached.

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

4. The Company must retain this Charter and its amendments, the Enterprise Registration Certificate, regulations, documents proving asset ownership, 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, reports of the Supervisory Board, annual financial statements, accounting books and other documents as prescribed by law at the head office or another location, provided that shareholders and the Business Registration Office are notified of the storage location of these documents.

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

## **XII. EMPLOYEES AND TRADE UNIONS**

### **Article 45. Employees and trade unions**

1. The Director must prepare a plan for the Board of Directors to approve matters related to the recruitment, termination of employment, salaries, social insurance, welfare, rewards, and discipline of employees and enterprise executives.

2. The Director must prepare a plan for the Board of Directors to approve matters related to the Company's relationship with trade union organizations according to the best management standards, practices, and policies, and the practices and policies stipulated in this Charter, the Company's regulations, and current legal provisions.

## **XIII. PROFIT DISTRIBUTION**

### **Article 46. Profit distribution**

1. After offsetting previous year's losses and fully fulfilling tax obligations, the Company's after-tax profit shall be allocated to funds as stipulated and distributed as dividends according to the Resolution of the General Meeting of Shareholders; the allocation to funds and dividend distribution must comply with legal regulations on the management and use of state capital invested in enterprises and shall be carried out based on the opinion of the state capital representative before being submitted to the General Meeting of Shareholders for consideration and decision.

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

3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of the dividends in shares, and the Board of Directors is the body that implements this decision.

4. In case dividends or other amounts related to a class of shares are paid in cash, the Company must pay in Vietnamese Dong. Payment can be made directly or through banks based on the bank account details provided by the shareholder. If the Company has transferred the money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount the Company has transferred to this shareholder. Dividend payments for shares listed/registered for trading on the stock exchange can be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.

5. Based on the Enterprise Law and the Securities Law, the Board of Directors passes resolutions and decisions to determine a specific date for closing the shareholder list. Based on that date, those registered as shareholders or owners of other securities are entitled to receive dividends in cash or shares, receive notices, or other documents.

6. Other matters related to profit distribution shall be carried out in accordance with the provisions of law.

**Article 47. Handling of business losses**

In case the Company incurs business losses, the Board of Directors shall submit to the General Meeting of Shareholders for decision to deduct from capital surplus to compensate or carry forward the losses to the next fiscal year.

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

**Article 48. Bank accounts**

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

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

3. The Company conducts all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company has opened accounts.

**Article 49. Fiscal year**

1. The Company's fiscal year begins on January 01 of each year and ends on December 31 of each year.

2. The first fiscal year begins on the date of issuance of the Enterprise Registration Certificate and ends on December 31 of that year.

**Article 50. Accounting regime**

1. The accounting regime used by the Company is the enterprise accounting regime or a specific accounting regime issued and approved by a competent authority.

2. The Company keeps accounting books in Vietnamese and maintains accounting records in accordance with accounting laws and relevant laws. These

records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company uses Vietnamese Dong as the accounting currency. In cases where the Company's main economic transactions arise in a foreign currency, it may choose that foreign currency as the accounting currency, is responsible for that choice before the law and notifies the direct tax authority.

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

### **Article 51. Annual, semi-annual and quarterly financial reports**

1. The Company must prepare annual financial reports, and annual financial reports must be audited in accordance with the law. The Company discloses audited annual financial reports in accordance with the law on information disclosure in the securities market and submits them to competent state agencies.

2. Annual financial reports must include all reports, appendices, and explanatory notes as stipulated by law on corporate accounting. Annual financial reports must truthfully and objectively reflect the Company's operational situation.

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

4. The company implements a financial supervision system, evaluates operational efficiency, and preserves and develops the company's capital in accordance with the law for state-owned enterprises; it is responsible for preparing and submitting periodic and ad hoc financial supervision reports to the owner's representative agency and competent state agencies as stipulated.

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

The Company must prepare and disclose Annual Reports in accordance with the provisions of the law on securities and the securities market.

## **XVI. COMPANY AUDIT**

### **Article 53. Audit**

1. The General Meeting of Shareholders appoints an independent auditing firm or approves a list of independent auditing firms and authorizes the Board of Directors to decide on selecting one of these entities to audit the Company's financial statements for the next fiscal year based on the terms and conditions agreed upon with the Board of Directors.

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

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

## **XVII. COMPANY SEAL**

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

1. The seal includes a seal made at a seal engraving facility or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors decides on the type, quantity, form, and content of the seal of the Company, its branches, and representative offices (if any).
3. The Board of Directors and the Director use and manage the seal in accordance with current legal provisions.

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

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

1. The Company may be dissolved in the following cases:
  - a. Expiration of the operating period stated in the Company's Charter without a decision to extend;
  - b. Pursuant to a resolution or decision of the General Meeting of Shareholders;
  - c. Revocation of the Enterprise Registration Certificate, unless the Tax Administration Law provides otherwise;
  - d. Other cases as stipulated by law.
2. The dissolution of the Company before its term (including extended terms) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if mandatory) as stipulated.

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

1. The Board of Directors convenes a General Meeting of Shareholders at least 07 months before the expiration of the operating period so that shareholders can vote on the extension of the Company's operation at the request of the Board of Directors.
2. The operating period shall be extended when there are shareholders representing 65% or more of the total voting shares of all shareholders attending the General Meeting of Shareholders who approve.

### **Article 57. Liquidation**

1. At least 06 months before the expiration of the Company's operating period or after a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee prepares its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All liquidation costs shall be paid by the Company in priority over other debts of the Company.
2. The Liquidation Committee shall be responsible for reporting to the Business Registration Authority on the date of establishment and the date of commencement of operations. From that time, the Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.

3. Proceeds from the liquidation shall be paid in the following order:

- a. Liquidation costs;
- b. Debts for salaries, severance allowances, social insurance, and other benefits of employees according to collective labor agreements and signed labor contracts;
- c. Tax debts;
- d. Other debts of the Company;
- e. The remainder after all debts from (a) to (d) above have been paid shall be distributed to shareholders. Preferred shares shall be paid first.

## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 58. Internal dispute resolution**

1. In case of disputes or complaints arising related to the Company's operations, the rights and obligations of shareholders as stipulated in the Enterprise Law, other legal provisions, the Company's Charter, and provisions between:

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

The relevant parties shall endeavor to resolve such disputes through negotiation and conciliation. Unless the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and request each party to present information related to the dispute within 30 working days from the date the dispute arises. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the Head of the Company's Supervisory Board to appoint an independent expert to mediate the dispute resolution process.

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

3. The parties shall bear the costs related to the negotiation and conciliation procedures. The payment of Court costs shall be made according to the Court's judgment.

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

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

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

2. In case the law has provisions related to the Company's operations that are not mentioned in this Charter or in case there are new legal provisions different from the terms in this Charter, those provisions shall apply to regulate the Company's operations.

## **XXI. EFFECTIVE DATE**

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

1. This Charter, consisting of 21 Chapters and 60 Articles, was unanimously approved by the General Meeting of Shareholders of Viet Trung Quang Binh

Joint Stock Company on April 28, 2026, and the full text of this Charter was accepted as effective.

2. The Charter is made in ten (10) copies, all having the same validity, of which:
  - a. One (01) copy shall be submitted to the local State Notary Office;
  - b. Five (05) copies of registration at the government agency as stipulated by the Quang Tri Provincial People's Committee;
  - c. Four (04) copies shall be kept at the Company's head office.
3. This Charter is the sole and official Charter of the Company.
4. Copies or extracts of the Company's Charter shall be valid when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total members of the Board of Directors.

**SIGNATURE OF THE LEGAL REPRESENTATIVE**  
**CHAIRMAN OF THE BOARD OF DIRECTORS**



The signature is a stylized blue ink mark. The red circular stamp contains the text: 'M.S.D.N: 3100174493-C.T.C', 'CÔNG TY CỔ PHẦN VIỆT TRUNG QUẢNG BÌNH', and 'NAM TRẠCH - T. QUẢNG TRỊ'.

**Phan Van Thanh**