

CÔNG TY CỔ PHẦN TTBGROUP  
TTBGROUP JOINT STOCK COMPANY

Số: 143/CBTT/ No.: 143/CBTT

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM  
SOCIALIST REPUBLIC OF VIETNAM

Độc lập – Tự do – Hạnh phúc  
Independence – Freedom – Happiness

Thái Nguyên, ngày 1 tháng 6 năm 2026

Thai Nguyen, June 1, 2026

**CÔNG BỐ THÔNG TIN BẤT THƯỜNG**  
**IRREGULAR INFORMATION DISCLOSURE**

Kính gửi/To: Ủy Ban Chứng Khoán Nhà Nước/State Securities  
Commission of Vietnam

Sở Giao dịch Chứng khoán Hà Nội/ Hanoi Stock Exchange

Tên tổ chức/Organization name: CÔNG TY CỔ PHẦN TTBGROUP/TTBGROUP  
JOINT STOCK COMPANY

Mã chứng khoán/Stock code: TTB

Địa chỉ/Address: Tổ 03, phường Quan Triều, tỉnh Thái Nguyên/Group 03, Quan Trieu  
Ward, Thai Nguyen Province

Điện thoại liên hệ/Contact phone: 02083 75 66 99 - Email: [Chungcutienbo@gmail.com](mailto:Chungcutienbo@gmail.com)

Người thực hiện công bố thông tin/Spokesperson: Ông Phùng Văn Thái/Mr. Phung  
Van Thai – Tổng giám đốc/General Director

Loại thông tin công bố/Type of information disclosure: ☐ Định kỳ/Periodic ☐ Bất  
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**Nội dung thông tin công bố/Content of information disclosure:**

Công ty cổ phần TTBGROUP công bố/TTBGROUP Joint Stock Company  
announces: Điều lệ Công ty cổ phần TTBGROUP/TTBGROUP Joint Stock Company  
Charter.

Thông tin này được công bố trên trang thông tin điện tử của Công ty vào ngày  
1/6/2026 theo đường dẫn: <https://www.tienbo.vn/>, mục Thông tin cổ đông/This  
information was published on the Company's website on June 1, 2026, at the following  
link: <https://www.tienbo.vn/>, under the Shareholder Information section.

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn  
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**Nơi nhận/To:**

- Như kính gửi/As mentioned above;
- Lưu VT/Filed.

**ĐẠI DIỆN TỔ CHỨC**  
**ORGANIZATION REPRESENTATIVE**  
**NGƯỜI ĐẠI DIỆN THEO PHÁP LUẬT**  
**LEGAL REPRESENTATIVE**



**PHUNG VAN THAI**





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

# **TTBGROUP JOINT STOCK COMPANY CHARTER**

*Thai Nguyen, May 2026*



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## PREAMBLE

This Charter is based on the Resolution of the 2026 Annual General Meeting of Shareholders of TTBGROUP Joint Stock Company No. 01/2026/NQ-DHĐCĐ dated May 11, 2026.

### I. DEFINITIONS OF TERMS IN THE CHARTER

#### Article 1. Interpretation of terms

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

- a) **Charter capital** means the total par value of shares sold or registered for purchase upon the establishment of the joint stock company and as prescribed in Article 6 of this Charter;
- b) **Voting capital** means share capital, the owner of which has the right to vote on matters within the deciding authority of the General Meeting of Shareholders;
- c) **Law on Enterprises** means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d) **Law on Securities** means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- đ) **Vietnam** means the Socialist Republic of Vietnam;
- e) **Date of establishment** means the date on which the Company is first issued its Enterprise Registration Certificate (Business Registration Certificate and other documents of equivalent validity);
- g) **Business executive** means the General Director, Deputy General Director, Chief Accountant, and other executives appointed by the Board of Directors;
- h) **Business manager** means a manager of the company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other management titles appointed by the General Meeting of Shareholders or the Board of Directors;
- i) **Related party** means an individual or organization as prescribed in Clause 46, Article 4 of the Law on Securities;
- k) **Shareholder** means an individual or organization that owns at least one share of the joint stock company;
- l) **Founding shareholder** means a shareholder that owns at least one ordinary share and signs their name on the list of founding shareholders of the joint stock company;
- m) **Major shareholder** means a shareholder as prescribed in Clause 18, Article 4 of the Law on Securities;
- n) **Operating term** means the duration of operations of the Company as prescribed in Article 2 of this Charter and the extension period (if any) approved by the General Meeting of Shareholders of the Company;





**o) Stock exchange** means the Vietnam Stock Exchange and its subsidiaries.

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

3. Headings (Sections, Articles of this Charter) are used for convenience of understanding only and shall not affect the contents of this Charter.

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

### **Article 2. Name, form, headquarters, branches, representative offices, business locations, and operating term of the Company**

#### **1. Name of the Company**

Company name in Vietnamese: CÔNG TY CỔ PHẦN TTBGROUP

Company name in foreign language: TTBGROUP JOINT STOCK COMPANY

Abbreviated company name: TTBGROUP

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

#### **3. Registered headquarters of the Company:**

Head office address: Group 3, Quang Vinh Ward, Thai Nguyen City, Thai Nguyen Province (Currently Group 3, Quan Trieu Ward, Thai Nguyen City, Thai Nguyen Province, Vietnam)

Telephone: 02083756699

Email: chungcutienbo@gmail.com

Website: tienbo.vn

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

5. Unless operations are terminated ahead of the term prescribed in Clause 2, Article 54 or extended in accordance with Article 55 of this Charter, the operating term of the Company shall be indefinite from the date of establishment.

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

The Company has 01 (one) legal representative. The General Director shall be the legal representative of the company.

The legal representative of the company is the individual representing the company to exercise rights and perform obligations arising from transactions of the company, and representing the company as plaintiff, defendant, or person with related rights and obligations before Arbitration and Courts.

The legal representative of the company must reside in Vietnam and must authorize another person in writing to exercise the rights and perform the obligations of the legal representative at the Company when exiting Vietnam or authorize within the scope of work.

In case of absence from Vietnam for more than 15 days without authorizing another person to exercise the rights and perform the obligations of the legal representative, the Board of Directors shall appoint another person as a replacement.

**Powers and obligations of the legal representative:**

- a) To exercise assigned rights and perform assigned obligations honestly, prudently, and to the best of their ability to ensure the legitimate interests of the enterprise;
- b) To be loyal to the interests of the enterprise; not to abuse their position, title, or use information, secrets, business opportunities, and other assets of the enterprise for personal gain or to serve the interests of other organizations or individuals;
- c) To notify the enterprise timely, fully, and accurately of enterprises that they or their related parties own or hold shares or contributed capital in accordance with the provisions of the Law on Enterprises.

The legal representative of the enterprise shall be personally liable for damages caused to the enterprise due to breach of responsibilities prescribed in this Article.

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

#### **Article 4. Operating objectives of the Company**

##### **1. Business lines of the Company:**

<b>Business Line Code</b>	<b>Name of Business Line</b>
<b>4101 (Main)</b>	<b>Construction of residential buildings</b>
4102	Construction of non-residential buildings
4211	Construction of railways
4212	Construction of roads
4291	Construction of water projects
4299	Construction of other civil engineering projects ( <i>construction of transmission lines and substations up to 35 KV</i> )
7990	Reservation service and related support services related to promotion and organization of tours
4633	Wholesale of beverages ( <i>Wholesale of wine, beer, soft drinks, purified water</i> )



5510	Short-term accommodation services ( <i>Hotels, villas or apartments for short-term accommodation services, motels for short-term accommodation services</i> )
7911	Travel agency
7912	Tour operator
8532	Vocational intermediate education ( <i>Vocational training in turning, milling, bending, welding, benchwork, electricity, tour guiding, driving, martial arts</i> )
4931	Urban and suburban land passenger transport (except bus transport)
2592	Mechanical processing; treatment and coating of metals
4662	Wholesale of metals and metal ores ( <i>Wholesale of iron, steel, zinc, copper, lead</i> )
4752	Retail sale of hardware, paints, glass and other installation equipment in construction in specialized stores ( <i>Retail sale of iron, steel</i> )
6810	Real estate business, land use rights belonging to owners, users or leased properties ( <i>investment and trading of apartments, urban areas, supermarkets, offices, real estate, student housing, tourist hotels, amusement parks</i> )
9311	Operation of sports facilities ( <i>Leasing of football fields, tennis courts, badminton courts</i> )
8560	Educational support services
312	Inland aquaculture
322	Inland aquaculture
210	Silviculture, forest care and forestry seed breeding
146	Raising of poultry
141	Raising of cattle, buffaloes and production of cattle and buffalo breeds ( <i>Except for types prohibited by the State</i> )
142	Raising of horses, donkeys, mules and production of horse and donkey breeds ( <i>Except for types prohibited by the State</i> )
144	Raising of goats, sheep and production of goat, sheep, deer breeds ( <i>Except for types prohibited by the State</i> )
145	Raising of swine and production of swine breeds ( <i>Except for types prohibited by the State</i> )
4620	Wholesale of agricultural and forestry raw materials (except wood, bamboo) and live animals ( <i>Wholesale of flowers and plants</i> )
4649	Wholesale of other household goods ( <i>Wholesale of physical training and sports equipment, household electrical appliances, lamps and electric lighting fixtures, beds, wardrobes, tables, chairs and similar interior furniture, medical instruments</i> )



4659	Wholesale of other machinery, equipment and parts ( <i>Wholesale of electrical machinery, equipment, electrical materials (generators, electric motors and other devices used in electrical circuits), textile, garment, leather and footwear machinery, equipment and parts, medical machinery and equipment</i> )
4652	Wholesale of electronic, telecommunications equipment and components
4759	Retail sale of household electrical appliances, beds, wardrobes, tables, chairs and similar furniture, lamps and electric lighting fixtures, other household goods not elsewhere classified in specialized stores
4711	Retail sale of food, foodstuff, beverages, cigarettes, tobacco pipes accounting for a large proportion in department stores
4763	Retail sale of physical training and sports equipment and instruments in specialized stores
4632	Wholesale of foodstuff
4511	Wholesale of motor vehicles and other motor vehicles
4541	Sale of motorcycles and motorbikes
2511	Manufacture of metal structures
2599	Manufacture of other fabricated metal products not elsewhere classified ( <i>manufacture of scaffolding, formwork, ornamental iron gates, folding gates, steel fences, artistic steelware</i> )
8299	Other business support service activities not elsewhere classified ( <i>import and export of commodities traded by the company</i> )
6820	Real estate consulting, brokerage, auction, land use rights auction ( <i>real estate valuation, land use rights auction</i> )
3230	Manufacture of sports goods ( <i>manufacture of badminton shuttlecocks, rackets, nets</i> )
710	Mining of iron ore
722	Mining of other non-ferrous metal ores ( <i>Mining of copper, nickel, titanium</i> )
810	Quarrying of stone, sand, gravel, clay
127	Growing of tea trees
1076	Production of tea
1079	Manufacture of other food products not elsewhere classified
8299	Other business support service activities not elsewhere classified ( <i>Detailed: Export of tea</i> )
4933	Freight transport by road
4663	Wholesale of materials, other installation equipment in construction
2022	Manufacture of paints, varnishes and similar coatings, printing ink and mastics
4690	Non-specialized wholesale ( <i>except for commodities prohibited by the State</i> )

**2. Operating objectives of the Company:** The Company is established to mobilize and utilize capital effectively in developing production and trading of products according to

licensed functions and business lines; at the same time to enhance efficiency and achieve the objective of maximizing reasonable profits, creating jobs and stable income for employees, increasing dividends for shareholders, contributing to the State Budget, and continuously developing the company to grow stronger.

#### **Article 5. Scope of business and operations of the Company**

The Company is permitted to conduct business operations within the registered business lines specified in this Charter, notify changes to registration contents with the business registration authority, and disclose them on the National Business Registration Portal. In case the Company conducts conditional business lines, the Company must fully satisfy the business conditions as prescribed by the Law on Investment and relevant specialized laws.

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

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

1. The Charter capital of the Company is **VND 1,015,095,830,000** (In words: One thousand zero hundred fifteen billion ninety-five million eight hundred thirty thousand Vietnamese Dong).

The total charter capital of the Company is divided into **101,509,583 shares** with a par value of **VND 10,000/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 shares of the Company on the date of adoption of this Charter are ordinary shares. The rights and obligations of shareholders holding each type of shares are prescribed in Article 12 and 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 with priority to existing shareholders in proportion to their ownership percentage of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares that shareholders do not register to purchase in full shall be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and other persons on conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

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

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 with a share certificate corresponding to the number of shares and types of shares owned.





2. A share certificate is a type of security certifying the legitimate rights and interests of the owner to a portion of the share capital of the issuer. A share certificate must contain all the contents prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within 15 days from the date of submission of a complete application for transfer of share ownership as prescribed by the Company, or within 15 days from the date of full payment for the purchase of shares as prescribed in the share issuance plan of the Company (or another time limit prescribed by the terms of issuance), the owner of the shares shall be issued with a share certificate. Share owners do not have to pay the Company for the costs of printing share certificates.

4. In case a share certificate is lost, damaged, or otherwise destroyed, the shareholder shall be re-issued with a share certificate by the Company upon the request of such shareholder. The request of the shareholder must include the following contents:

- a) Information about the share certificate that was lost, damaged, or otherwise destroyed;
- b) A commitment to bear liability for any disputes arising from the re-issuance of the new share certificate.

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

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

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

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

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

#### **Article 10. Forfeiture of shares (applicable to enterprise registration cases)**

1. In case a shareholder fails to pay fully and on time the amount payable to purchase shares, the Board of Directors shall give notice and has the right to request such shareholder to pay the remaining amount and be liable to the extent of the total par value of the registered shares for the financial obligations of the Company arising from the failure to pay in full.

2. The aforementioned payment notice must specify the new payment deadline (which must be at least 07 days from the date of sending the notice) and the place of payment, and the notice must clearly state that in case payment is not made as requested, 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 in case the requirements in the aforementioned notice are not fulfilled.



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

5. Shareholders holding forfeited shares must give up their shareholder status with respect to those shares, but shall still remain liable to the extent of the total par value of the registered shares for the financial obligations of the Company arising 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 the enforcement of payment of the full value of the shares at the time of forfeiture.

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

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

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

The management, governance, and control structure of the Company comprises:

1. The General Meeting of Shareholders.
2. The Board of Directors and the Board of Supervisors.
3. The General Director.

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

### **Article 12. Rights of shareholders**

1. Ordinary shareholders have the following rights:

a) To attend and speak at meetings of the General Meeting of Shareholders and exercise the right to vote directly, through an authorized representative, electronically, or in another form compliant with the provisions of law. Each ordinary share carries one vote;

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 ordinary shareholding percentage of each shareholder in the Company;

d) To freely transfer their shares to other persons, except for the cases prescribed in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of law;

e) To review, look up, and extract information regarding names and contact addresses in the list of shareholders entitled to vote; to request correction of their own inaccurate information;

f) To review, look up, extract, or copy the Company Charter, minutes of meetings of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;

**g)** Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their shareholding percentage in the Company;

**h)** To request the Company to repurchase shares in the cases prescribed in Article 132 of the Law on Enterprises;

**i)** To be treated equally. Each share of the same class provides the owning shareholder with equal rights, obligations, and interests. In case the Company has classes of preferred shares, the rights and obligations attached to such preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

**k)** To have full access to periodic and extraordinary information disclosed by the Company in accordance with the provisions of law;

**l)** To have their legitimate rights and interests protected; to request the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Law on Enterprises;

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

2. A shareholder or a group of shareholders owning 05% or more of the total ordinary shares has the following rights:

**a)** To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;

**b)** To review, look up, and extract the book of minutes, resolutions, and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions that must be approved by the Board of Directors, and other documents, except for documents related to trade secrets and business secrets of the Company;

**c)** To request the Board of Supervisors to inspect each specific matter related to the management and executive operation of the Company when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, and number of legal document of the individual (for individual shareholders); name, enterprise code or number of legal document of the organization, and head office address (for organizational shareholders); the number of shares and the timing of share registration of each shareholder, the total number of shares of the group of shareholders, and their ownership percentage in the total shares of the Company; the matter to be inspected, and the purpose of the inspection;

**d)** To propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days prior to the opening date. The proposal must clearly state the name of the shareholder, the number of each class of shares held by the shareholder, and the matter proposed to be included in the meeting agenda;

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



3. A shareholder or a group of shareholders owning 10% or more of the total ordinary shares has the right to nominate candidates to the Board of Directors and the Board of Supervisors. The nomination of candidates to the Board of Directors and the Board of Supervisors shall be carried out as follows:

- a) Ordinary shareholders who combine into a group to nominate candidates to the Board of Directors and the Board of Supervisors must notify the attending shareholders of the group meeting prior to the opening of the General Meeting of Shareholders;
- b) Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders prescribed in this Clause shall be entitled to nominate one or more persons as decided by the General Meeting of Shareholders as candidates for the Board of Directors and the Board of Supervisors. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.

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

Ordinary shareholders have the following obligations:

1. To pay in full and on time for the shares committed to be purchased.
2. Not to withdraw contributed capital from ordinary shares out of the Company in any form, except where shares are repurchased by the Company or other persons. In case a shareholder withdraws part or all of the contributed share capital contrary to this Clause, such shareholder and any person with related interests in the Company must be jointly and severally liable for the debts and other property obligations of the Company to the extent of the value of the withdrawn shares and any damages incurred.
3. To comply with the Company Charter and the Internal Governance Regulations of the Company.
4. To observe Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To maintain confidentiality of information provided by the Company in accordance with the Company Charter and the law; to use the provided information only to exercise and protect their legitimate rights and interests; the distribution, copying, or sending of information provided by the Company to other organizations or individuals is strictly prohibited.
6. To attend meetings of the General Meeting of Shareholders and exercise the right to vote through the following forms:
  - a) Attending and voting directly at the meeting;
  - b) Authorizing another individual or organization to attend and vote at the meeting;
  - c) Attending and voting via online conferences, electronic voting, or other electronic forms;





- d) Sending votes to the meeting via mail, fax, or email;
  - đ) Sending votes by other means as prescribed in the Company Charter.
7. To bear personal liability when acting in the name of the Company in any form to commit one of the following acts:
- a) Violating the law;
  - b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
  - c) Paying undue debts ahead of time when the Company faces financial risks.
8. To fulfill other obligations as prescribed by current laws.



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

1. The General Meeting of Shareholders consists of all voting shareholders and is the highest decision-making body of the Company. The General Meeting of Shareholders shall hold an annual meeting once a year and within a period of four (04) months from the end of the fiscal year. The Board of Directors shall decide to extend the Annual General Meeting of Shareholders in case of necessity, but not exceeding 06 months from the end of the fiscal year, except in the event of force majeure as prescribed by law. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the meeting of the General Meeting of Shareholders shall be determined as the location where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue. The Annual General Meeting of Shareholders shall decide on matters prescribed by law and the Company Charter, particularly adopting the audited annual financial statements. In case the Audit Report on the annual financial statements of the Company contains material qualified opinions, adverse opinions, or disclaimers of opinion, the Company must invite a representative of the approved auditing organization that conducted the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and the representative of the aforementioned approved auditing organization has the responsibility to attend the Annual General Meeting of Shareholders of the Company.

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

- a) The Board of Directors deems it necessary for the interests of the Company;
- b) The remaining number of members of the Board of Directors or the Board of Supervisors is less than the minimum number of members prescribed by law;
- c) Upon request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a meeting of the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, and containing sufficient signatures of the related shareholders, or the written request may



be made in multiple counterparts and collect sufficient signatures of the related shareholders;

d) Upon request of the Board of Supervisors;

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

#### **4. Convening an Extraordinary General Meeting of Shareholders:**

a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the date the remaining number of members of the Board of Directors, Independent Directors, or members of the Board of Supervisors falls below the requirement as prescribed in Point b, Clause 3 of this Article, or from the date of receipt of the request prescribed in Point c and Point d, Clause 3 of this Article;

b) In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, then within the next 30 days, the Board of Supervisors shall replace the Board of Directors to convene the meeting of the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;

c) In case the Board of Supervisors fails to convene a meeting of the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders prescribed in Point c, Clause 3 of this Article has the right to request the representative of the Company to convene the meeting of the General Meeting of Shareholders in accordance with the Law on Enterprises; In this case, the shareholder or group of shareholders convening the meeting of the General Meeting of Shareholders may request the Business Registration Authority to supervise the sequence and procedures for convening, conducting the meeting, and passing decisions of the General Meeting of Shareholders. All expenses for convening and conducting the meeting of the General Meeting of Shareholders shall be reimbursed by the Company. These expenses do not include expenses incurred by shareholders when attending the meeting of the General Meeting of Shareholders, including accommodation and travel expenses.

d) Procedures for organizing the meeting of the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

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

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

a) To adopt the development orientation of the Company;

b) To decide on the classes of shares and the total number of shares of each class entitled to be offered for sale; to decide on the annual dividend rate for each class of shares;

c) To elect, dismiss, and discharge members of the Board of Directors and members of the Board of Supervisors;

d) To decide on investments or the sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statements of the Company;



- d)** To decide on amendments and supplements to the Company Charter;
- e)** To adopt the annual financial statements;
- g)** To decide on the repurchase of more than 10% of the total sold shares of each class;
- h)** To consider and handle violations committed by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its shareholders;
- i)** To decide on the reorganization and dissolution of the Company;
- k)** To decide on the budget or total level of remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- l)** To approve the Internal Governance Regulations, and the Operational Regulations of the Board of Directors and the Board of Supervisors;
- m)** To approve the list of approved auditing companies; to decide on the approved auditing company to conduct inspections of the Company's operations, and to dismiss approved auditors when deemed necessary;
- n)** Other rights and obligations as prescribed by law.

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

- a)** The annual business plan of the Company;
- b)** The audited annual financial statements;
- c)** The report of the Board of Directors on corporate governance and the performance results of the Board of Directors and each member of the Board of Directors;
- d)** The report of the Board of Supervisors on the business results of the Company and the performance results of the Board of Directors and the General Director;
- đ)** The self-assessment report on the performance results of the Board of Supervisors and its members;
- e)** The dividend rate for each share of each class;
- g)** The number of members of the Board of Directors and the Board of Supervisors;
- h)** Elect, dismiss, and discharge members of the Board of Directors and members of the Board of Supervisors;
- i)** Decide on the budget or total level of remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- k)** Approve the list of approved auditing companies; decide on the approved auditing company to conduct inspections of the company's operations when deemed necessary;
- l)** Supplement and amend the Company Charter;

- m) Classes of shares and the number of new shares to be issued for each class of shares, and the transfer of shares by founding shareholders within the first 03 years from the date of establishment;
- n) Division, separation, consolidation, merger, or conversion of the Company;
- o) Reorganization and dissolution (liquidation) of the Company and appointment of the liquidator;
- p) Decide on investments or the sale of assets valued at 35% or more of the total asset value recorded in the most recent Financial Statements of the Company;
- q) Decide on the repurchase of more than 10% of the total sold shares of each class;
- r) The Company entering into contracts or transactions with the subjects prescribed in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Company recorded in the most recent financial statements;
- s) Approve transactions prescribed in Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government elaborating the implementation of a number of articles of the Law on Securities;
- t) Approve the Internal Regulations on Corporate Governance, the Operational Regulations of the Board of Directors, and the Operational Regulations of the Board of Supervisors;
- u) Other matters as prescribed by law and this Charter.

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

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

1. Shareholders and authorized representatives of organizational shareholders may directly attend the meeting or authorize one or more other individuals or organizations to attend the meeting, or attend through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.
2. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The power of attorney shall be established in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of authorization, the scope of authorization, the duration of authorization, and the signatures of both the authorizing party and the authorized party. The person authorized to attend the General Meeting of Shareholders must submit the power of attorney upon registration for the meeting. In case of sub-authorization, the attendee must additionally present the original power of attorney issued by the shareholder or the authorized representative of the organizational shareholder (if not previously registered with the Company).



3. The voting slip of the person authorized to attend the meeting within the scope of authorization shall remain valid upon the occurrence of one of the following cases, except where:

- a) The authorizing person has died, has limited civil capacity, or has lost civil capacity;
- b) The authorizing person has canceled the designation of authorization;
- c) The authorizing person has canceled the authority of the person executing the authorization. This clause does not apply in case the Company receives a notice of one of the aforementioned events prior to the opening hour of the meeting of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 17. Variation of rights**

1. Any variation or cancellation of special rights attached to a class of preferred shares shall take effect when approved by shareholders representing 65% or more of the total votes of all attending shareholders. A Resolution of the General Meeting of Shareholders on content that adversely affects the rights and obligations of shareholders owning preferred shares shall only be passed if it is approved by the attending preferred shareholders of the same class who own 75% or more of the total preferred shares of that class, or approved by preferred shareholders of the same class owning 75% or more of the total preferred shares of that class in case the resolution is passed by collecting written opinions.

2. The organization of a meeting of shareholders holding a specific class of preferred shares to approve the aforementioned variation of rights shall only be valid when there are at least 02 shareholders (or their authorized representatives) holding at least 1/3 of the par value of the issued shares of that class. In case the required quorum is not met, the meeting shall be reconvened within the next 30 days, and holders of shares of that class (regardless of the number of persons and shares) present in person or via authorized representatives shall be deemed to constitute a valid quorum. At such separate meetings of preferred shareholders, holders of shares of that class present in person or via representatives may request a secret ballot. Each share of the same class carries equal voting rights at the aforementioned meetings.

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

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

#### **Article 18. Convening, agenda, and notice of the General Meeting of Shareholders**

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

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





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

b) Prepare the agenda and contents of the meeting;

c) Prepare documents for the meeting;

d) Draft the resolution of the General Meeting of Shareholders according to the proposed contents of the meeting;

d) Determine the time and venue for the meeting;

e) Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend;

g) Perform other tasks to serve the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the contact address of the shareholder, or sent via electronic mail (Email) to the shareholder's email address in the list provided by VSDC, and posted on the website of the Company, the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send the meeting notice to all shareholders in the List of shareholders entitled to attend the meeting at least 21 days prior to the opening date (calculated from the date the notice is validly sent or delivered). The agenda of the General Meeting of Shareholders and documents related to the matters to be voted on at the meeting shall be sent to shareholders and/or posted on the website of the Company. In case the documents are not attached to the notice of the General Meeting of Shareholders, the notice must clearly state the hyperlink to the full set of meeting documents so that shareholders can access them, including:

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

b) The list and detailed information of candidates in case of electing members of the Board of Directors and members of the Board of Supervisors;

c) Voting slips;

d) Draft resolutions for each matter on the meeting agenda.

4. Shareholders or groups of shareholders as prescribed in Clause 2, Article 12 of this Charter have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days prior to the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each class of shares held by the shareholder, and the matter proposed to be included in the meeting agenda.





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

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

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

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

- 1. A meeting of the General Meeting of Shareholders shall be conducted when there is a quorum of attending shareholders representing more than 50% of the total votes.
- 2. In case the first meeting does not meet the conditions to be conducted as prescribed in Clause 1 of this Article, the notice for the second meeting must be sent within 30 days from the initial intended date of the first meeting. The second meeting of the General Meeting of Shareholders shall be conducted when there is a quorum of attending shareholders representing 33% or more of the total votes.
- 3. In case the second meeting does not meet the conditions to be conducted as prescribed in Clause 2 of this Article, the notice for the third meeting must be sent within 20 days from the intended date of the second meeting. The third meeting of the General Meeting of Shareholders shall be conducted regardless of the total number of votes held by the attending shareholders.

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

1. Prior to the opening of the meeting, the Company must carry out shareholder registration procedures and must continue the registration until all attending shareholders entitled to vote have completed registration, in accordance with the following sequence:

- a) Upon registering shareholders, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card, which specifies the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes held by that shareholder. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by voting in favor (assent), against (dissent), or abstention (no opinion). At the Meeting, voting cards in favor of the resolution shall be collected first, voting cards against the resolution shall be collected later, and finally, the total number of votes in favor or against shall be counted to make a decision. The result



of the vote counting shall be announced by the Chairperson immediately prior to the closing of the meeting. The Meeting shall elect the persons responsible for counting votes or supervising the vote counting upon proposal by the Chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting;

b) Shareholders, authorized representatives of organizational shareholders, or proxies who arrive after the meeting has opened have the right to register immediately and subsequently have the right to participate and vote at the meeting immediately after registration. The Chairperson is not responsible for stopping the meeting to allow late shareholders to register, and the validity of the contents voted on previously shall remain unchanged.

2. The election of the chairperson, secretary, and vote counting committee is prescribed 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 meeting of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily loses the capacity to work, the remaining members of the Board of Directors shall elect one of them to act as chairperson of the meeting on a majority basis. In case a chairperson cannot be elected, the Head of the Board of Supervisors shall lead the meeting so that the General Meeting of Shareholders can elect a chairperson from among the attendees, and the person with the highest votes shall act as chairperson of the meeting;

b) Except for the case prescribed in Point a of this Clause, the person who signed to convene the meeting of the General Meeting of Shareholders shall lead the meeting so that the General Meeting of Shareholders can elect a chairperson, 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 meeting secretary;

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

3. The agenda and contents of the meeting must be adopted by the General Meeting of Shareholders during the opening session. The agenda must clearly and detailedly specify the time for each matter in the meeting agenda.

4. The Chairperson of the meeting has the right to implement necessary and reasonable measures to lead the meeting of the General Meeting of Shareholders in an orderly manner, in accordance with the adopted agenda, and to reflect the wishes of the majority of the attendees.

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

b) Ensure safety for all persons present at the meeting venues;

c) Facilitate shareholders to attend (or continue to attend) the meeting. The convener of the General Meeting of Shareholders has full authority to change the aforementioned measures



and apply all necessary measures. The measures applied may include issuing admission tickets or using other selection forms.

5. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by voting in favor, against, or abstention. The result of the vote counting shall be announced by the chairperson immediately prior to the closing of the meeting.

6. Shareholders or proxies arriving after the meeting has opened may still register and have the right to participate in voting immediately after registration; in this case, the validity of the contents voted on previously shall remain unchanged.

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

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

b) Request competent authorities to maintain order at the meeting; expel persons from the meeting of the General Meeting of Shareholders who fail to comply with the leadership authority of the chairperson, intentionally cause public disorder, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements.

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

a) The meeting venue does not have sufficient convenient seating for all attendees;

b) Communication facilities at the meeting venue do not ensure participation, discussion, and voting by attending shareholders;

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

9. In case the chairperson adjourns or suspends a meeting of 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 lead the meeting until its conclusion; all resolutions adopted at that meeting shall be valid and effective.

10. In case the Company applies modern technology to organize the General Meeting of Shareholders via online meetings, the Company is responsible for ensuring that shareholders can attend and vote by electronic voting or other electronic forms in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government elaborating the implementation of a number of articles of the Law on Securities.



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

1. A Resolution on the following contents shall be passed if it is approved by shareholders representing 65% or more of the total votes of all attending shareholders, except for the cases prescribed in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:

- a) Classes of shares and the total number of shares of each class;
- b) Change of business lines and business sectors;
- c) Change of the management and organizational structure of the Company;
- d) Investment projects or sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statements of the Company, unless the Company Charter provides another percentage or value;
- đ) Reorganization or dissolution of the Company;
- e) Other matters as prescribed by the Company Charter.

2. Resolutions shall be passed when approved by shareholders owning more than 50% of the total votes of all attending shareholders, except for the cases prescribed in Clause 1 of this Article and Clauses 3, 4, and 6, Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are lawful and effective even if the sequence and procedures for convening the meeting and passing such resolutions violate the provisions of the Law on Enterprises and the Company Charter.

## **Article 22. Authority and procedures for collecting written opinions of shareholders to approve Resolutions of the General Meeting of Shareholders**

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

1. The Board of Directors has the right to collect written opinions of shareholders to approve Resolutions of the General Meeting of Shareholders when deemed necessary for the interests of the Company.
2. The Board of Directors must prepare the opinion collection form, the draft resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution, and send them to all shareholders entitled to vote at least 10 days prior to the deadline by which the opinion collection forms must be returned. The requirements and methods for sending the opinion collection forms and attached documents shall comply with Clause 3, Article 18 of this Charter.
3. The opinion collection form must contain the following principal contents:
  - a) Name, head office address, and enterprise code;
  - b) Purpose of collecting opinions;





c) Full name, contact address, nationality, and number of legal document of the individual (for individual shareholders); name, enterprise code or number of legal document of the organization, and head office address (for organizational shareholders) or full name, contact address, nationality, and number of legal document of the individual representing the organizational shareholder; the number of shares of each class and the number of votes held by the shareholder;

d) Matters on which opinions need to be collected to pass a decision;

đ) Voting options including in favor, against, or abstention for each matter on which opinions are collected;

e) The deadline by which the answered opinion collection form must be returned to the Company;

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

4. Shareholders may send their answered opinion collection forms to the Company by mail, fax, or email in accordance with the following regulations:

a) In case of sending by mail, the answered opinion collection form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. The opinion collection form returned to the Company must be placed in a sealed envelope, and no one has the right to open it prior to the vote counting;

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

c) Opinion collection forms returned to the Company after the deadline specified in the contents of the form, or envelopes that have been opened in case of mail, or disclosed in case of fax or email, shall be invalid. Opinion collection forms that are not returned shall be deemed as non-participation in voting.

5. The Board of Directors shall count the votes and establish a vote counting minutes under the supervision of the Board of Supervisors or a shareholder who does not hold a management position in the Company. The vote counting minutes must contain the following principal contents:

a) Name, head office address, and enterprise code;

b) Purpose and matters on which opinions need to be collected to pass a resolution;

c) The number of shareholders with the total number of votes who participated in the voting, differentiating between valid votes and invalid votes, and the method of sending the votes, accompanied by an appendix listing the shareholders who participated in the voting;

d) Total number of votes in favor, against, and abstention for each matter;

đ) Matters that have been passed and the corresponding voting percentage;

e) Full name and signature of the Chairman of the Board of Directors, the vote counters, and the vote counting supervisors.



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

6. The vote counting minutes and resolution must be sent to the shareholders within 15 days from the date the vote counting concludes. The sending of the vote counting minutes and resolution may be substituted by posting them on the website of the Company within 24 hours from the time the vote counting concludes.

7. The answered opinion collection forms, the vote counting minutes, the adopted resolutions, and relevant documents enclosed with the opinion collection forms must be archived at the head office of the Company.

8. A resolution passed by the form of collecting written opinions of shareholders shall be approved if it is voted in favor by shareholders owning more than 50% of the total votes of all shareholders entitled to vote, and shall have the same validity as a resolution passed at a meeting of the General Meeting of Shareholders.

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

1. Meetings of the General Meeting of Shareholders must be recorded in the minutes and may be sound-recorded or recorded and archived in other electronic forms. The minutes must be established in Vietnamese and may additionally be established in a foreign language, and must contain the following principal contents:

- a) Name, head office address, and enterprise code;
- b) Time and venue of the meeting of the General Meeting of Shareholders;
- c) Agenda and contents of the meeting;
- d) Full names of the chairperson and secretary;
- đ) Summary of the meeting developments and opinions expressed at the meeting of the General Meeting of Shareholders on each matter in the meeting agenda;
- e) The number of shareholders and the total number of votes of the attending shareholders, an appendix listing the registered shareholders and representatives of shareholders attending the meeting with their corresponding number of shares and number of votes;
- g) Total number of votes for each matter voted on, clearly specifying the voting method, the total number of valid votes, invalid votes, votes in favor, votes against, and abstentions; and their corresponding percentages out of the total number of votes of the attending shareholders;
- h) Matters that have been passed and the corresponding voting percentage;
- i) Full names and signatures of the chairperson and secretary. In case the chairperson or secretary refuses to sign the meeting minutes, such minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and containing the full



contents as prescribed in this Clause. The meeting minutes shall clearly state the refusal of the chairperson or secretary to sign the meeting minutes.

2. The minutes of the meeting of the General Meeting of Shareholders must be completed and adopted prior to the conclusion of the meeting. The meeting chairperson and secretary or other persons signing the meeting minutes must be jointly liable for the truthfulness and accuracy of the contents of the minutes.

3. Minutes established in Vietnamese and a foreign language shall have equal legal validity. In case of any discrepancy in content between the Vietnamese version and the foreign language version, the content in the Vietnamese version shall apply.

4. Resolutions, Minutes of meetings of the General Meeting of Shareholders, the appendix listing the registered shareholders attending the meeting with their signatures, the powers of attorney to attend the meeting, all documents attached to the Minutes (if any), and relevant documents enclosed with the meeting notice must be disclosed in accordance with the law on information disclosure on the securities market and must be archived at the head office of the Company.

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

Within 90 days from the date of receipt of the resolution or minutes of a meeting of the General Meeting of Shareholders or the minutes of vote counting results of the General Meeting of Shareholders, shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises have the right to request a Court or an Arbitration to consider and cancel the resolution or a part of the contents of the resolution of the General Meeting of Shareholders in the following cases:

1. The sequence and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company Charter, except for the case prescribed 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. Nominating and running for candidates of the Board of Directors**

1. In case candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days prior to the opening date of the meeting of the General Meeting of Shareholders on the website of the Company so that shareholders can study information about these candidates before voting. A candidate for the Board of Directors must provide a written commitment on the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, prudently, and for the highest interests of the Company if elected as a member of the Board of Directors. Information related to a candidate for the Board of Directors to be disclosed shall include:



- a) Full name, date of birth;
  - b) Professional qualifications;
  - c) Employment history;
  - d) Other management positions (including positions on the Board of Directors of other companies);
  - đ) Interests related to the Company and related parties of the Company;
  - e) Other information (if any) as prescribed by the Company Charter;
  - g) The public company shall be responsible for disclosing information about the companies in which the candidate is holding the position of a member of the Board of Directors, other management positions, and interests related to the company of the candidate for the Board of Directors (if any).
2. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares or another smaller percentage as prescribed by the Company Charter have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company Charter.
3. In case the number of candidates for the Board of Directors through nomination and running is still insufficient for the necessary number as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company Charter, the Internal Regulations on Corporate Governance, and the Operational Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.
4. Members of the Board of Directors must fully satisfy the criteria and conditions prescribed in Clause 1 and Clause 2, Article 155 of the Law on Enterprises and the Company Charter.

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

1. The Board of Directors shall have from 03 to 11 members.
2. The term of office of a member of the Board of Directors shall not exceed 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. In case all members of the Board of Directors end their terms of office at the same time, such members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work.
3. The composition of members of the Board of Directors is as follows: The structure of the Board of Directors of a public company must ensure that at least 1/3 of the total number of members of the Board of Directors are non-executive members. The Company shall minimize the number of members of the Board of Directors concurrently holding executive



positions of the Company to ensure the independence of the Board of Directors. The total number of Independent Directors must ensure the following regulations:

- a) At least 01 independent member in case the company has from 03 to 05 members of the Board of Directors;
- b) At least 02 independent members in case the company has from 06 to 08 members of the Board of Directors;
- c) At least 03 independent members in case the company has from 09 to 11 members of the Board of Directors.

4. A member of the Board of Directors shall lose their status as a member of the Board of Directors in case of being dismissed, discharged, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

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

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

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

1. The Board of Directors is the management body of the Company, having full authority in the name of the Company to decide on and exercise the rights and obligations of the company, except for the rights and obligations within the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be prescribed by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following powers and obligations:

- a) Decide on the strategy, medium-term development plan, and annual business plan of the Company;
- b) Propose the classes of shares and the total number of shares of each class authorized to be offered;
- c) Decide on the sale of unsold shares within the scope of shares of each class authorized to be offered; decide on raising additional capital in other forms;
- d) Decide on the selling price of shares and bonds of the Company;
- đ) Decide on the repurchase of shares in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
- e) Decide on investment options and investment projects within its authority and limits as prescribed by law;
- g) Decide on solutions for market development, marketing, and technology;

**h)** Approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value equal to or greater than 35% of the total asset value recorded in the most recent financial statements of the Company, and contracts or transactions within the deciding authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clause 1, and Clause 3, Article 167 of the Law on Enterprises;

**i)** Elect, dismiss, and discharge the Chairman of the Board of Directors; appoint, dismiss, enter into contracts with, and terminate contracts with the General Director and other important managers as prescribed by the Company Charter; decide on the salaries, remuneration, bonuses, and other benefits of such managers; appoint authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies, and decide on the level of remuneration and other benefits of such persons;

**k)** Supervise and direct the General Director and other managers in conducting the day-to-day business operations of the Company;

**l)** Decide on the organizational structure and internal management regulations of the Company, decide on the establishment of subsidiaries, branches, and representative offices, and the capital contribution to or purchase of shares of other enterprises;

**m)** Approve the agenda and contents of documents serving the meetings of the General Meeting of Shareholders, convene meetings of the General Meeting of Shareholders, or collect written opinions for the General Meeting of Shareholders to approve Resolutions;

**n)** Submit the audited annual financial statements to the General Meeting of Shareholders;

**o)** Propose the level of dividend to be paid; decide on the deadline and procedures for dividend payment or the handling of losses incurred during the course of business;

**p)** Propose the reorganization or dissolution of the Company; request the bankruptcy of the Company;

**q)** Decide on the issuance of the Operational Regulations of the Board of Directors and the Internal Regulations on Corporate Governance after they are approved by the General Meeting of Shareholders; decide on the issuance of the Operational Regulations of the Audit Committee under the Board of Directors and the Regulations on Information Disclosure of the company;

**s)** Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law, and the Company Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the performance results of the Board of Directors in accordance with Article 280 of Decree No.





155/2020/NĐ-CP dated December 31, 2020 of the Government elaborating the implementation of a number of articles of the Law on Securities.

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

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.
2. Members of the Board of Directors are entitled to operational remuneration and bonuses. The operational remuneration shall be calculated based on the number of working days necessary to fulfill the duties of the members of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration level for each member on a consensus basis. The total level of remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors shall be recorded into the business expenses of the Company in accordance with the law on corporate income tax, shall be presented as a separate item in the annual financial statements of the Company, and must be reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions, or members of the Board of Directors working in sub-committees of the Board of Directors, or performing other tasks outside the scope of the normal duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum fee for each instance, salary, commission, percentage of profits, or in another form as decided by the Board of Directors.
5. Members of the Board of Directors have the right to be reimbursed for all travel, meals, accommodation, and other reasonable expenses incurred by them when performing their responsibilities as members of the Board of Directors, including expenses arising from 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 have liability insurance purchased for them by the Company after obtaining approval from the General Meeting of Shareholders. This insurance does not include insurance for the liabilities of members of the Board of Directors related to violations of the law and the Company Charter.

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

1. The Chairman of the Board of Directors shall be elected, dismissed, or discharged by the Board of Directors from among the members of the Board of Directors.
2. The Chairman of the Board of Directors must not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
  - a) Formulate the operating program and plan of the Board of Directors;

- b) Prepare the agenda, contents, and documents serving the meetings; convene, preside over, and act as chairperson of meetings of the Board of Directors;
  - c) Organize the adoption of resolutions and decisions of the Board of Directors;
  - d) Supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;
  - đ) Act as the chairperson of meetings of the General Meeting of Shareholders;
  - e) Other rights and obligations as prescribed by the Law on Enterprises.
4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed or discharged, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation letter or the date of dismissal or discharge.

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 perform the obligations of the Chairman of the Board of Directors. In case no one is authorized, or the Chairman of the Board of Directors dies, goes missing, is held in temporary detention, is serving an imprisonment sentence, is serving an administrative handling measure at a compulsory rehabilitation center or a compulsory educational institution, absconds from their place of residence, has limited or lost civil capacity, encounters difficulties in awareness and behavior control, or is banned by a Court from holding positions, practicing a profession, or doing a certain job, the remaining members shall elect one person among themselves to hold the position of Chairman of the Board of Directors on the principle of a majority of the remaining members voting in favor until a new decision is made by the Board of Directors.

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

1. The Chairman of the Board of Directors shall be elected in 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 shall be convened and presided over by the member who receives the highest number of votes or the highest percentage of votes. In case there is more than one member who receives the same highest number of votes or highest percentage of votes, the members shall vote on a majority basis to choose 01 person among them 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 shall convene a meeting of the Board of Directors in the following cases:

- a) Upon request of the Board of Supervisors or an independent member of the Board of Directors;
- b) Upon request of the General Director or at least 05 other managers;
- c) Upon request of at least 02 members of the Board of Directors;



4. The requests prescribed in Clause 3 of this Article must be made in writing, clearly stating the purpose and matters to be discussed and decided upon 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 receipt of the request prescribed in Clause 3 of this Article. In case of failure to convene the meeting of the Board of Directors upon request, the Chairman of the Board of Directors must be responsible for damages caused to the Company; and the requester has the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a meeting notice at least 03 working days prior to the meeting date. The meeting notice must specify the time, venue, agenda, and matters to be discussed and decided upon. The meeting notice must be enclosed with documents to be used at the meeting and voting slips for the members. The notice of a meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods prescribed by the Company Charter, ensuring that it reaches the contact address of each member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the convener shall send the meeting notice and enclosed documents to the members of the Board of Supervisors in the same manner as to the members of the Board of Directors. Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; they have the right to participate in discussions but are not entitled to vote.

8. A meeting of the Board of Directors shall be conducted when  $\frac{3}{4}$  or more of the total number of members are present at the meeting. In case the meeting convened in accordance with this Clause does not have the required number of attending members, it shall be convened for a second time within 07 days from the initial intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors attend the meeting.

9. A member of the Board of Directors shall be considered to attend and vote at a meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend the meeting and vote in accordance with Clause 11 of this Article;
- c) Attending and voting via an online conference, electronic voting, or other electronic forms;
- d) Sending their voting slips to the meeting via mail, fax, or email;
- đ) Sending their 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 prior to the opening of the meeting. The voting slips shall only be opened in the presence of all attendees.

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

12. Resolutions and decisions of the Board of Directors shall be passed if approved by a majority of the attending members; in case of an equality of votes, the final decision shall belong to the side that has the opinion of the Chairman of the Board of Directors.

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

1. The Board of Directors may establish sub-committees thereunder to be in charge of development policies, human resources, salaries and remuneration, internal audit, and risk management. The number of members of a sub-committee shall be decided by the Board of Directors, with a minimum of 03 persons, including members of the Board of Directors and external members. Independent Directors/non-executive members of the Board of Directors should constitute a majority in the sub-committee, and one of these members shall be appointed as the Head of the sub-committee by decision of the Board of Directors. The operations of the sub-committee must comply with the regulations of the Board of Directors. A resolution of a sub-committee shall only take effect when a majority of members attend and vote to pass it at the meeting of the sub-committee.

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

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

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to assist with corporate governance work at the enterprise. The person in charge of corporate governance may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must not concurrently work for the approved auditing organization that is conducting audits of the Company's financial statements.

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

a) Advise the Board of Directors on organizing meetings of the General Meeting of Shareholders in accordance with regulations and relevant tasks between the Company and shareholders;

b) Prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders upon request of the Board of Directors or the Board of Supervisors;

c) Advise on the procedures of meetings;

d) Attend meetings;





- d) Advise on the procedures for drafting resolutions of the Board of Directors in accordance with the provisions of law;
- e) Provide financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and members of the Board of Supervisors;
- g) Supervise and report to the Board of Directors on the information disclosure activities of the Company;
- h) Act as a contact point with stakeholders;
- i) Maintain information confidentiality in accordance with the provisions of law and the Company Charter;
- k) Other rights and obligations as prescribed by law.

## **VIII. GENERAL DIRECTOR AND OTHER EXECUTIVE OFFICERS**

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

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

### **Article 34. Executives of the Company**

1. Executives of the Company include the General Director, Deputy General Directors, the Chief Accountant, and other executives as prescribed by the Company Charter.
2. Upon request of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with a number and criteria suitable for the structure and internal management regulations of the Company as prescribed by the Board of Directors. Executives of the enterprise shall be responsible for assisting the Company in achieving its set goals in operations and organization.
3. The General Director shall be paid a salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.
4. The salaries of executives shall be recorded into the business expenses of the Company in accordance with the law on corporate income tax, shall be presented as a separate item in the annual financial statements of the Company, and must be reported to the General Meeting of Shareholders at the annual meeting.



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

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person to act as the General Director.
2. The General Director is the person who manages the day-to-day business operations of the Company; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and before the law for the performance of their assigned rights and obligations.
3. The term of office of the General Director shall not exceed 05 years and they may be re-appointed for an unlimited number of terms. The General Director must satisfy the criteria and conditions as prescribed by law and the Company Charter.
4. The General Director has the following rights and obligations:
  - a) Decide on matters related to the day-to-day business operations of the Company that do not fall 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 business plan and investment options of the Company;
  - d) Propose options for the organizational structure and internal management regulations of the Company;
  - đ) Appoint, dismiss, and discharge management positions in the Company, except for positions within the authority of the Board of Directors;
  - e) Decide on salaries and other benefits for employees in the Company, including managers within the appointment authority of the General Director;
  - g) Recruit labor;
  - h) Propose options for dividend payment or the handling of losses in business;
  - i) Other rights and obligations as prescribed by law and resolutions or decisions of the Board of Directors.
5. The Board of Directors may dismiss the General Director when a majority of the members of the Board of Directors entitled to vote attending the meeting vote in favor, and appoint a new General Director as a replacement.

### **IX. BOARD OF SUPERVISORS**

The Company shall establish a Board of Supervisors in accordance with the Law on Enterprises, Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government elaborating the implementation of a number of articles of the Law on Securities, and the provisions from Article 36 to Article 41 of this Charter.



### **Article 36. Nominating and running for candidates of the Board of Supervisors**

1. The running for and nomination of candidates for the Board of Supervisors shall be carried out similarly to the regulations in Clause 1 and Clause 2, Article 25 of this Charter.
2. In case the number of candidates for the Board of Supervisors through nomination and running is still insufficient for the necessary number, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with regulations, the Internal Regulations on Corporate Governance, and the Operational Regulations of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

### **Article 37. Composition of the Board of Supervisors**

1. The number of members of the Board of Supervisors of the Company shall be 03 persons. The term of office of a member of the Board of Supervisors shall not exceed 05 years and they may be re-elected for an unlimited number of terms.
2. Members of the Board of Supervisors must satisfy the criteria and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into the following cases:
  - a) Working in the accounting or finance department of the Company;
  - b) Being a member or an employee of the independent auditing company that has conducted audits of the company's financial statements for the 03 consecutive preceding years.
3. A member of the Board of Supervisors shall be dismissed in the following cases:
  - a) No longer fully satisfying the criteria and conditions to be a member of the Board of Supervisors as prescribed in Clause 2 of this Article;
  - b) Submitting a resignation letter and having it approved;
4. A member of the Board of Supervisors shall be discharged in the following cases:
  - a) Failing to fulfill their assigned duties and tasks;
  - b) Failing to exercise their rights and perform their obligations for 06 consecutive months, except for force majeure events;
  - c) Committing multiple or serious violations of the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises;
  - d) Other cases according to resolutions of the General Meeting of Shareholders.

### **Article 38. Head of the Board of Supervisors**

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, dismissal, or discharge shall be conducted on a majority basis. The Board of Supervisors must have more than half of its members permanently residing in Vietnam. The Head of the Board of Supervisors must hold a university degree or

higher in one of the majors of economics, finance, accounting, auditing, law, business administration, or a major relevant to the business operations of the enterprise.

## 2. Rights and obligations of the Head of the Board of Supervisors:

- a) Convene meetings of the Board of Supervisors;
- b) Request the Board of Directors, the General Director, and other executives to provide relevant information to report to the Board of Supervisors;
- c) Establish and sign the report of the Board of Supervisors, after consulting with the Board of Directors, to submit to the General Meeting of Shareholders.

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

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

1. Propose and recommend the General Meeting of Shareholders to approve the list of approved auditing organizations to conduct audits of the Financial Statements of the Company; decide on the approved auditing organization to perform inspections of the Company's operations, and dismiss approved auditors when deemed necessary.
2. Be accountable to shareholders for its supervisory activities.
3. Supervise the financial situation of the Company, and the compliance with law in the operations of members of the Board of Directors, the General Director, and other managers.
4. Ensure coordination of activities with the Board of Directors, the General Director, and shareholders.
5. In case of detecting any violation of the law or violation of the Company Charter committed by a member of the Board of Directors, the General Director, or other executives of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and provide solutions to remedy the consequences.
6. Formulate the Operational Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.
7. Report at the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government elaborating the implementation of a number of articles of the Law on Securities.
8. Have the right to access the files and documents of the Company archived at the head office, branches, and other locations; have the right to visit the working venues of managers and employees of the Company during working hours.
9. Have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to fully, accurately, and timely provide information and documents on the management, administration, and business operations of the Company.



10. Other rights and obligations as prescribed by law.

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

1. The Board of Supervisors must meet at least 02 times a year, and the number of members attending the meeting must be at least 2/3 of the total number of members of the Board of Supervisors. Minutes of meetings of the Board of Supervisors must be established in a detailed and clear manner. The person recording the minutes and the members of the Board of Supervisors attending the meeting must sign the meeting minutes. All minutes of meetings of the Board of Supervisors must be archived to determine the responsibility of each member of the Board of Supervisors.

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

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

Salaries, remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented in accordance with the following regulations:

1. Members of the Board of Supervisors shall be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total level of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.
2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses of meals, accommodation, travel, and the costs of using independent consulting services. The total level of such remuneration and expenses must not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries and operating expenses of the Board of Supervisors shall be recorded into the business expenses of the Company in accordance with the law on corporate income tax and other relevant legal provisions, and must be presented as a separate item in the annual financial statements of the Company.

### **X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, GENERAL DIRECTOR, AND OTHER EXECUTIVE OFFICERS**

Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executive officers shall be responsible for performing their duties,





including duties in the capacity as members of sub-committees of the Board of Directors, in an honest and prudent manner for the highest interests of the Company.

#### **Article 42. Responsibility to be honest and avoid conflicts of interest**

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers must disclose their related interests in accordance with the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related parties may only use information obtained by virtue of their positions to serve the interests of the Company.
3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers have the obligation to notify the Board of Directors and the Board of Supervisors in writing of transactions between the Company, its subsidiaries, or other companies in which the public company holds controlling power of 50% or more of the charter capital, with such individuals themselves or with their related parties in accordance with the law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must perform information disclosure regarding these resolutions in accordance with the securities law on information disclosure.
4. A member of the Board of Directors must not vote on a transaction that brings benefits to such member or their related parties in accordance with the Law on Enterprises.
5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related parties must not use or disclose inside information to other persons to execute relevant transactions.
6. A transaction between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other executive officers, or individuals and organizations related to such persons shall not be invalidated in the following cases:
  - a) For a transaction with a value less than or equal to 35% of the total asset value recorded in the most recent financial statements, the material contents of the contract or transaction as well as the relationships and interests of the member of the Board of Directors, member of the Board of Supervisors, General Director, or other executive officer have been reported to the Board of Directors and approved by the Board of Directors by a majority of votes of the members of the Board of Directors who do not have related interests;
  - b) For a transaction with a value greater than 35%, or a transaction that results in the transaction value arising within 12 months from the date of the first transaction execution reaching 35% or more of the total asset value recorded in the most recent financial statements, the material contents of such transaction as well as the relationships and interests of the member of the Board of Directors, member of the Board of Supervisors, General Director, or other executive officer have been disclosed to shareholders and approved by the





General Meeting of Shareholders by voting slips of shareholders who do not have related interests.

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

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executive officers who violate their obligations and responsibilities to be honest and prudent, or fail to fulfill their obligations, must be liable for damages caused by their violations.
2. The Company shall compensate persons who have been, are, or are likely to become a related party in claims, lawsuits, or prosecutions (including civil and administrative cases, and not being lawsuits in which the Company is the plaintiff) if such person was or is a member of the Board of Directors, a member of the Board of Supervisors, the General Director, another executive officer, an employee, or an authorized representative of the Company who performed or is performing duties under the authorization of the Company, acted honestly, prudently, and for the interests of the Company on the basis of compliance with the law, and there is no evidence confirming that such person violated their responsibilities.
3. Compensation expenses shall include judgment expenses, fines, and actual payments arising (including attorneys' fees) during the resolution of these cases within the scope permitted by law. The Company may purchase insurance for these persons to avoid the aforementioned compensation liabilities.

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

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

1. Ordinary shareholders have the right to inspect books and records, specifically as follows:
  - a) Ordinary shareholders have the right to review, look up, and extract information on names and contact addresses in the list of shareholders entitled to vote; request the correction of their inaccurate information; review, look up, extract, or photocopy the Company Charter, minutes of meetings of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
  - b) A shareholder or a group of shareholders owning 05% or more of the total ordinary shares has the right to review, look up, and extract the minutes book, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions required to be passed by the Board of Directors, and other documents, except for documents related to commercial secrets and business secrets of the Company.
2. In case an authorized representative of a shareholder or a group of shareholders requests to inspect books and records, the request must be enclosed with the power of attorney of the shareholder or group of shareholders that such person represents, or a notarized copy of such power of attorney.



3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executive officers have the right to inspect the register of shareholders of the Company, the list of shareholders, and other books and records of the Company for purposes related to their positions, provided that such information must be kept confidential.
4. The Company must archive this Charter and any amendments and supplements thereto, the Enterprise Registration Certificate, regulations, documents proving asset ownership, resolutions and minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books, and other documents as prescribed by law at its head office or another location, provided that shareholders and the Business Registration Authority are notified of the location where these documents are archived.
5. The Company Charter must be disclosed on the website of the Company.

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

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

1. The General Director must formulate plans for submission to the Board of Directors to approve matters related to the recruitment, termination of employment, salaries, social insurance, benefits, rewards, and discipline of employees and enterprise executives.
2. The General Director must formulate plans for submission to the Board of Directors to approve matters related to the Company's relations with trade union organizations in accordance with the best management standards, practices, and policies, the practices and policies prescribed in this Charter, the regulations of the Company, and the current legal provisions.

## **XIII. PROFIT DISTRIBUTION**

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

1. The General Meeting of Shareholders shall decide on the dividend payout rate and the method of annual dividend payment from the retained profits of the Company.
2. The Company shall not pay interest on dividend payments or payments related to any class of shares.
3. The Board of Directors may recommend the General Meeting of Shareholders to approve the payment of all or part of dividends in shares, and the Board of Directors shall be the body implementing such decision.
4. In case dividends or other sums related to a class of shares are paid in cash, the Company must make payments in Vietnamese Dong (VND). The payment may be made directly or through banks based on the bank account details provided by the shareholders. In case the Company has transferred funds in accordance with the exact bank details provided by a shareholder but such shareholder does not receive the money, the Company shall not be held liable for the funds transferred to such shareholder. The payment of dividends for shares listed/registered for trading at the Stock Exchange may be conducted through securities companies or the Vietnam Securities Depository and Clearing Corporation (VSDC).



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

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

#### **XIV. BANK ACCOUNTS, FINANCIAL YEAR, AND ACCOUNTING REGIME**

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

1. The Company shall open accounts at Vietnamese banks or at branches of foreign banks permitted to operate in Vietnam.
2. With the prior approval of the competent authority, where necessary, the Company may open bank accounts overseas in accordance with the provisions of law.
3. The Company shall conduct all payments and accounting transactions through the Vietnamese Dong or foreign currency accounts at the banks where the Company opens its accounts.

##### **Article 48. Financial year**

The financial year of the Company shall begin on the 01st of January and end on the 31st of December each year. The first financial year shall begin on the date of issuance of the Enterprise Registration Certificate and end on the 31st of December of the same year.

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

1. The accounting regime used by the Company shall be the corporate accounting regime or a specific accounting regime issued and approved by the competent authority.
2. The Company shall establish accounting books in Vietnamese and archive accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, updated, systematic, and sufficient to prove and explain the transactions of the Company.
3. The Company shall use the Vietnamese Dong (VND) as the currency unit in accounting. In case the Company has economic transactions primarily arising in a foreign currency, it may choose that foreign currency as the currency unit in accounting, be legally responsible for such choice, and notify the direct managing tax authority.

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

##### **Article 50. Annual, semi-annual, and quarterly financial statements**

1. The Company must formulate annual financial statements, and the annual financial statements must be audited in accordance with the provisions of law. The Company shall



disclose its audited annual financial statements in accordance with the law on information disclosure on the securities market and submit them to the competent state authorities.

2. The annual financial statements must fully include all statements, appendices, and notes in accordance with the legal regulations on corporate accounting. The annual financial statements must reflect the operational situation of the Company in a truthful and objective manner.

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

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

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

### **XVI. COMPANY AUDIT**

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

1. The General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to decide on selecting one of these entities to conduct the audit of the Company's financial statements for the next financial year based on the terms and conditions agreed with the Board of Directors.

2. The audit report must be attached to the annual financial statements of the Company.

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

### **XVII. COMPANY SEAL**

#### **Article 53. 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 shall decide on the type, number, form, and content of the seals of the Company, its branches, and representative offices.

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

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

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

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



- a) The expiration of the operation term stated in the Company Charter without a decision for extension;
- b) According to a resolution or decision of the General Meeting of Shareholders;
- c) The Enterprise Registration Certificate is revoked, unless otherwise prescribed by the Law on Tax Administration;
- d) Other cases as prescribed by law.

2. The dissolution of the Company ahead of term (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if compulsory) in accordance with regulations.

#### **Article 55. Extension of operation term**

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least 07 months prior to the expiration of the operation term so that shareholders can vote on the extension of the Company's operation term upon request of the Board of Directors.
2. The operation term shall be extended when approved by a number of shareholders representing 65% or more of the total votes of all attending shareholders at the meeting of the General Meeting of Shareholders.

#### **Article 56. Liquidation**

1. At least 06 months prior to the expiration of the Company's operation term or after a decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee consisting of 03 members, in which 02 members shall be appointed by the General Meeting of Shareholders and 01 member shall be appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its own operational regulations. Members of the Liquidation Committee may be selected from among the employees of the Company or independent experts. All expenses related to the liquidation shall be prioritized for payment by the Company before 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 moment, the Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company before the Court and administrative authorities.
3. Proceeds from the liquidation shall be paid in the following order of priority:
  - a) Liquidation expenses;
  - b) Debts of salaries, severance allowances, social insurance, and other benefits of employees under the collective labor agreement and signed labor contracts;
  - c) Tax debts;



d) Other debts of the Company;

đ) The remainder after paying all debts from items (a) to (d) above shall be distributed to the shareholders. Preference shares shall be prioritized for payment first.

## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 57. Internal dispute resolution**

1. In case of any dispute or claim arising in connection with the operations of the Company, or the rights and obligations of shareholders as prescribed by the Law on Enterprises, the Company Charter, other legal regulations, or agreements between:

a) A shareholder and the Company;

b) A shareholder and the Board of Directors, the Board of Supervisors, the General Director, or other executive officers; The related parties shall attempt to resolve such dispute through negotiation and conciliation. Except for disputes related to 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 relevant information regarding the dispute within 10 working days from the date the dispute arises. In case the dispute relates to the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as a mediator for the dispute resolution process.

2. In case a conciliation decision is not reached within 06 weeks from the commencement of the conciliation process, or if the decision of the mediator is not accepted by the parties, either party may refer such dispute to Arbitration or a Court.

3. The parties shall bear their own expenses related to the negotiation and conciliation procedures. The payment of Court fees shall be implemented in accordance with the judgment of the Court.

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

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

1. Any amendment or supplement to this Charter must be considered and decided upon by the General Meeting of Shareholders.

2. In case the law provides regulations related to the operations of the Company that have not been mentioned in this Charter, or in case there are new legal regulations different from the articles in this Charter, such legal regulations shall apply to govern the operations of the Company.

## **XXI. EFFECTIVE DATE**

### **Article 59. Effective date**

1. This Charter was adopted and took effect in accordance with the Annual General Meeting of Shareholders Resolution No. 01/2026/NQ-DHDCĐ dated May 11, 2026. It consists of 21





sections and 59 articles, established in 02 (two) copies of equal validity, which must be archived at the head office of the Company.

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

3. Copies or extracts of the Company Charter shall be valid when bearing the signature of the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors.

*Thai Nguyen, May 30, 2026*

**TTBGROUP JOINT STOCK COMPANY**

**GENERAL DIRECTOR**

*(Signed)*

**Phung Van Thai**

