

## **RESOLUTION OF THE BOARD OF DIRECTORS**

*“Re: Amendment and Update of the Company Charter”*  
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### **BOARD OF DIRECTORS KHANH HOA SALANGANES NEST SOFT DRINK JOINT STOCK COMPANY**

- Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17, 2020; Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025 amending and supplementing the Law on Enterprises;

- Pursuant to Law on Securities No. 54/2019/QH14 dated November 26, 2019; and Law No. 56/2024/QH15 dated November 29, 2024 amending and supplementing the Law on Securities

- Pursuant to the Charter of Khanh Hoa Salanganes Nest Soft Drink Joint Stock Company;  
- Pursuant to the Resolution of the 2025 Annual General Meeting of Shareholders No. 06/2026/NQ-DHDCCD-SKV dated April 24, 2026;

- Pursuant to the Certificate of Change in Enterprise Registration Content No. 24156/26 issued by the Department of Finance of Khanh Hoa Province dated May 28, 2026;

- Pursuant to the Meeting Minutes dated June 06, 2026 of the Board of Directors of Khanh Hoa Salanganes Nest Soft Drink Joint Stock Company.

### **HEREBY RESOLVED:**

#### **Article 1. Amend and update the Company Charter as follows:**

##### **1. Update the registered office address of the Company following the rearrangement of administrative units after the merger:**

In Clause 3, Article 2 of the Company Charter as follows:

*“3. Registered Office of the Company:*

*Address: National Highway 1, Suoi Hiep Commune, Khanh Hoa Province, Vietnam”*

##### **2. Amend and supplement the Company's business lines as approved in the Resolution of the Annual General Meeting of Shareholders for fiscal year 2025 dated April 24, 2026, and the Certificate of Change in Business Registration Content No. 24156/26 issued by the Department of Finance of Khanh Hoa Province dated May 28, 2026:**

In Clause 1, Article 4 of the Company Charter as follows:

*“1. Business lines of the Company.*

<i>No.</i>	<i>Business Line</i>	<i>Industry Code</i>
<i>1</i>	<i>Processing of milk and dairy products</i>	<i>1050</i>

<b>No.</b>	<b><i>Business Line</i></b>	<b><i>Industry Code</i></b>
2	<i>Wholesale of food</i>	4632
3	<i>Freight transport by road</i>	4933
4	<i>Processing and preserving of seafood and seafood products</i>	1020
5	<i>Manufacture of other food products not elsewhere classified</i> <i>Details: Processing of products and functional foods from Salanganes Nest</i>	1079 (Main)
6	<i>Wholesale of beverages</i> <i>Details: Wholesale of non-alcoholic beverages, wine, beer</i>	4633
7	<i>Other animal husbandry</i> <i>Details: Breeding of Salanganes</i>	0149
8	<i>Real estate business, land use rights owned, used, or leased.</i>	6810
9	<i>Wholesale of other household goods</i> <i>Details: Wholesale of perfumes, cosmetics, and sanitary preparations</i>	4649
10	<i>Warehousing and storage of goods</i>	5210
11	<i>Growing of other annual crops</i> <i>Details: Growing of other remaining annual crops</i>	0119
12	<i>Retail sale of pharmaceuticals, medical goods, cosmetics, and sanitary articles</i> <i>Details: Retail sale of perfumes, cosmetics, and sanitary articles</i>	4772
13	<i>Extraction and collection of non-wood forest products</i> <i>Detail: Harvesting of bird's nest resources</i>	0230
14	<i>Manufacture of non-alcoholic beverages and mineral waters</i>	1105
15	<i>Growing of other perennial crops</i>	0129
16	<i>Retail sale of food</i>	4722
17	<i>Retail sale of beverages</i> <i>Details: Retail sale of non-alcoholic beverages, wine, beer</i>	4723

**Article 2.** Assign the Legal Representative of the Company to sign and promulgate the amended and updated Company Charter as approved by the Board of Directors.

The amended and supplemented Company Charter shall take effect as of June 06, 2026.

**Article 3.** Members of the Board of Directors, the Board of Management, and relevant departments of Khanh Hoa Salanganes Nest Soft Drink Joint Stock Company are responsible for implementing this Resolution.

This Resolution shall take effect as of the date of signing./.

***Recipients:***

- As Article 3;
- Archived: Files, Secretariat.

***Attached: Amended and supplemented Charter.***

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



**Le Duc Tien**



# KHANH HOA SALANGANES NEST SOFT DRINK JOINT STOCK COMPANY

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## THE CHARTER

*(Promulgated together with the Resolution of the Annual General Meeting of Shareholders for Fiscal Year 2020 dated June 04, 2021; amended for the first time pursuant to Resolution No. 04/2023/NQ-DHDCD-SKV of the Annual General Meeting of Shareholders for Fiscal Year 2022 dated April 10, 2023 and Board of Directors' Resolution No. 08/NQ-HDQT dated October 24, 2023; amended for the second time pursuant to Resolution No. 06/2026/NQ-DHDCD-SKV of the Annual General Meeting of Shareholders for Fiscal Year 2025 dated April 24, 2026 and Board of Directors' Resolution No. 14/2026/NQ-HDQT dated June 06, 2026)*

*Khanh Hoa, June 06, 2026*

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## INTRODUCTION

Khanh Hoa Salanganes Nest Soft Drink Joint Stock Company is a joint stock company with 51% state capital, established in accordance with the provisions of the Law on Enterprises. Khanh Hoa Salanganes Nest Soft Drink Joint Stock Company operates primarily in the production, business, and processing of Salanganes Nest products with the objective of profit, contributing to the achievement of the State's economic goals.

This Charter was approved pursuant to the Resolution of the Annual General Meeting of Shareholders for the fiscal year 2020 dated June 4, 2021; and was first amended pursuant to Resolution No. 04/2023/NQ-DHDCT-SKV of the Annual General Meeting of Shareholders for the fiscal year 2022 dated April 10, 2023, and the Board of Directors' Resolution No. 08/NQ-HDQT dated October 24, 2023; and second amended pursuant to Resolution No. 06/2026/NQ-DHDCT-SKV of the Annual General Meeting of Shareholders for the fiscal year 2025 dated April 24, 2026 and Resolution No. 14/2026/NQ-HDQT of the Board of Directors dated June 06, 2026.

### I. DEFINITION OF TERMS IN THE CHARTER

#### Article 1. Interpretation of terms

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

a) *Charter capital* is the total par value of shares sold or registered for purchase upon the establishment of the joint stock company and as stipulated in Article 6 of this Charter;

b) *Voting shares* are shares carrying voting rights on matters falling within the authority of the General Meeting of Shareholders;

c) *Law on Enterprises* is 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* is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

e) *Vietnam* is the Socialist Republic of Vietnam;

f) *Date of establishment* is the date on which the Company was first issued the Enterprise Registration Certificate (Business Registration Certificate and equivalent documents);

g) *Company Executives* is the General Director, Deputy General Director, Chief Accountant, and other executives as stipulated by the Company's Charter;

h) *Managerial personnel* is the Company's manager, including the Chairman of the Board of Directors, Vice Chairman of the Board of Directors, members of the Board of Directors, General Director, and other managerial positions appointed by the General Meeting of Shareholders or the Board of Directors;

i) *Related person* is an individual or organization as defined in Clause 46, Article 4 of the Law on Securities;

j) *Shareholder* is an individual or organization owning at least one share of the joint stock company;

k) *Founding shareholder* is a shareholder owning at least one common share and signing the list of founding shareholders of the joint stock company;

l) *Major shareholder* is a shareholder owning 5% or more of the Company's voting shares;

m) *Duration of operation* is the period of operation of the Company as stipulated in Article 2 of this Charter and any extension (if applicable) approved by the General Meeting of Shareholders of the Company;

n) *Stock exchange* refers to the Vietnam Stock Exchange and its subsidiaries.

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

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

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

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

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

Vietnamese Name: Công ty Cổ phần Nước giải khát Yến sào Khánh Hòa

English Name: Khanh Hoa Salanganes Nest Soft Drink Joint Stock Company

2. The Company is a joint stock company with legal status in accordance with the applicable law of Vietnam.

#### **3. Registered Head Office of the Company:**

Address: National Highway 1, Suoi Hiep Commune, Khanh Hoa Province, Vietnam

Telephone: 0258.3745601

Fax: 0258.3745605

E-mail: [sanestdk@yensaokhanhhoasanest.com.vn](mailto:sanestdk@yensaokhanhhoasanest.com.vn) ,  
[sanvinest@sanvinest.com.vn](mailto:sanvinest@sanvinest.com.vn)

Website: [yensaokhanhhoasanest.com.vn](http://yensaokhanhhoasanest.com.vn)  
[sanvinest.com.vn](http://sanvinest.com.vn)

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

5. Unless terminated earlier as stipulated in Clause 2, Article 54, or extended as stipulated in Article 55 of this Charter, the duration of operation of the Company is indefinite from the date of establishment.

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

The Company has one legal representative. The Chairman of the Board of Directors is the legal representative of the Company.

1. The legal representative, when leaving Vietnam, must authorize in writing another individual residing in Vietnam to exercise the rights and obligations of the legal representative. In this case, the legal representative remains responsible for the exercise of the rights and obligations authorized.

2. The rights and obligations of the legal representative are as stipulated in Article 13 of the Law on Enterprises.

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

#### **Article 4. Objectives of the Company's Operations**

##### **1. The Company's business lines.**

<b>No.</b>	<b>Name</b>	<b>Code</b>
1	Processing of milk and dairy products	1050
2	Wholesale of food	4632
3	Freight transport by road	4933
4	Processing and preserving of seafood and seafood products	1020
5	Manufacture of other food products not elsewhere classified Details: Processing of products and functional foods from salanganes nest	1079 (Main)
6	Wholesale of beverages Details: Wholesale of non-alcoholic beverages, wine, beer	4633
7	Other animal husbandry Details: Swiftlet farming	0149
8	Real estate business, land use rights owned, used, or leased	6810
9	Wholesale of other household goods Details: Wholesale of perfumes, cosmetics, and sanitary preparations	4649
10	Warehousing and storage of goods	5210
11	Growing of other annual crops Details: Growing of other remaining annual crops	0119
12	Retail sale of pharmaceuticals, medical goods, cosmetics, and sanitary articles Details: Retail sale of perfumes, cosmetics, and sanitary articles	4772
13	Extraction and collection of non-wood forest products Detail: Harvesting of bird's nest resources	0230
14	Manufacture of non-alcoholic beverages and mineral waters	1105
15	Growing of other perennial crops	0129
16	Retail sale of food	4722
17	Retail sale of beverages Details: Retail sale of non-alcoholic beverages, wine, beer	4723

2. The Company's operational objectives are to maximize lawful profits, increase returns for shareholders, contribute to the State Budget, ensure the rights of employees, and foster the Company's growth and development.

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

The Company is permitted to conduct business activities in the sectors specified in this Charter, which have been registered, and any changes to the registration have been notified to the business registration authority and published on the National Business Registration Portal. In cases where the Company engages in conditional business investment sectors, it must meet the business conditions as stipulated by the Investment Law and relevant specialized laws.

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

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

1. The Company's charter capital is VND 230 billion (Two hundred thirty billion Vietnamese Dong). The total charter capital is divided into 23,000,000 shares with a par value of VND 10,000 per share.

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

3. The Company's shares as of the date of adoption of this Charter include common shares and preferred shares (if any). The rights and obligations of shareholders holding each type of share are stipulated in Articles 12 and 13 of this Charter.

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

5. The Company does not have founding shareholders.

6. Common shares must be offered to existing shareholders in proportion to their ownership of common shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Unsubscribed shares will be decided by the Company's Board of Directors. The Board of Directors may allocate these shares to shareholders and others under conditions not more favorable than those offered to existing shareholders unless otherwise approved by the General Meeting of Shareholders.

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

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

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

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

2. A share is a type of security that confirms the legal rights and interests of the holder in a portion of the share capital of the issuing organization. Shares must contain all the contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within 20 days from the date of submission of a complete dossier requesting the transfer of share ownership as prescribed by the Company, or within 2 months from the date of full payment for the purchase of shares as stipulated in the Company's share issuance plan (or another period as specified in the issuance terms), the share certificate is issued to the shareholder. The shareholder is not required to pay the Company for the cost of printing the share certificate.

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

a) Information about the share certificate that has been lost, damaged, or destroyed in another form;

b) Commitment to assume responsibility for disputes arising from the issuance of new shares.

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

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

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

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

2. Shares that have not been fully paid for cannot be transferred and do not enjoy related rights 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 rights as prescribed by law.

#### **Article 10. Share Forfeiture (for cases when registering the establishment of an enterprise)**

In the event that a shareholder does not fully and timely pay the amount due for purchasing shares, The Board of Directors shall notify the shareholder and has the right to require that shareholder to pay the remaining amount and be liable up to the total par value of shares registered for purchase concerning the Company's financial obligations arising from non-payment in full.

The aforementioned payment notice must specify the new payment deadline (at least 7 days from the date of sending the notice), the payment location, and must state that if payment is not made as required, the unpaid shares will be recovered.

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

Forfeited shares are considered shares eligible for sale as stipulated in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale, redistribution under conditions and methods deemed appropriate by the Board of Directors.

The shareholder holding the forfeited shares must relinquish shareholder status for those shares but remains liable up to the total par value of shares registered for purchase concerning the Company's financial obligations arising at the time of forfeiture as decided by the Board of Directors from the date of forfeiture until the payment is made. The Board of Directors has full authority to enforce the payment of the entire value of the shares at the time of forfeiture.

The forfeiture notice is sent to the holder of the forfeited shares before the forfeiture date. The forfeiture remains effective even in the event of errors or negligence in sending the notice.

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

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

The organizational and governance structure of the Company includes:

- General Meeting of Shareholders.
- Board of Directors.
- Supervisory Board.
- General Director.

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

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

1. Common shareholders have the following rights:

a) Attend, speak at the General Meeting of Shareholders, and exercise voting rights directly or through an authorized representative or other forms as prescribed by the Company Charter and the law. Each common share carries one voting right;

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

c) Have priority in purchasing new shares corresponding to the proportion of common shares owned by each shareholder in the Company;

d) Freely transfer their shares to others, except as stipulated in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises, and other relevant provisions of law;

e) Review, inspect, and extract information regarding names and contact addresses in the list of shareholders with voting rights; request corrections of inaccurate information pertaining to themselves;

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

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

h) Request the Company to repurchase shares in cases specified in Article 132 of the Law on Enterprises;

i) Be treated equally. Each share of the same type confers equal rights, obligations, and benefits to the shareholder. In cases where the Company has preferred shares, the rights and obligations associated with such preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

j) Have full access to periodic and extraordinary information disclosed by the Company in accordance with provisions of law;

k) Have their legitimate rights and interests protected; propose the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;

l) Other rights as prescribed by law and this Charter.

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

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

b) Review, inspect, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory

Board, contracts, transactions requiring Board of Directors approval, and other documents, except those related to the Company's trade secrets and business secrets;

c) Request the Supervisory Board to examine specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing and include the following details: full name, contact address, nationality, and legal identification number for individual shareholders; name, enterprise code, or legal identification number of the organization, registered office address for organizational shareholders; number of shares and time of share registration for each shareholder, total number of shares of the entire group of shareholders, and ownership ratio in the total shares of the Company; issues to be examined, purpose of examination;

d) Propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than three working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of shares held by the shareholder, and the issues proposed for inclusion in the meeting agenda;

e) Other rights as prescribed by law and this Charter.

3. Shareholders or groups of shareholders holding 10% or more of the total common shares have the right to nominate individuals to the Board of Directors and the Supervisory Board. The nomination process for the Board of Directors and the Supervisory Board is as follows:

a) Common shareholders forming a group to nominate individuals to the Board of Directors and the Supervisory Board must notify the shareholders attending the meeting, the Company, and the convener of the general meeting at least three working days prior to the announced commencement of the General Meeting of Shareholders;

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

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

Common shareholders have the following obligations:

1. To fully and timely pay for the shares they have committed to purchase.

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

3. To comply with the Company Charter and the Company's internal management regulations.

4. To adhere to the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. To maintain the confidentiality of information provided by the Company as stipulated in the Company Charter and the law; to use the information provided solely to exercise and protect their legitimate rights and interests; and to strictly prohibit the dissemination, copying, or transmission of information provided by the Company to other organizations or individuals.

6. To attend the General Meeting of Shareholders and exercise voting/election rights through the following methods:

- a) Attend and vote and elect directly at the meeting;
- b) Authorize another individual or organization to attend and vote and elect at the meeting;
- c) Attend and vote and elect via online conference, electronic voting, or other electronic means;
- d) Send ballots for voting and election to the meeting via mail, fax, or email.

7. To bear personal responsibility when acting on behalf of the Company in any form to perform 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) Settling debts not yet due prior to financial risks to the Company.
8. To fulfill other obligations as prescribed by applicable law.

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

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The Annual General Meeting of Shareholders is convened once a year within four months from the end of the fiscal year. Unless otherwise stipulated in the Company Charter, the Board of Directors may extend the time for holding the Annual General Meeting of Shareholders if necessary, but not exceeding six months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may convene extraordinary meetings. The venue of the General Meeting of Shareholders shall be the place where the Chairman presides over 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 as prescribed by law and the Company Charter, particularly the approval of the audited annual financial statements. In cases where the audit report on the Company's annual financial statements contains material exceptions, adverse opinions, or disclaimers, the Company must invite 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 is obliged 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 benefit of the Company;

b) The number of members of the Board of Directors or the Supervisory Board falls below the minimum number required by law;

c) Upon the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, with sufficient signatures of the relevant shareholders, or the written request is made in multiple copies and gathers enough signatures of the relevant shareholders;

d) Upon the request of the Supervisory Board;

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

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

a) The Board of Directors must convene the General Meeting of Shareholders within 60 days from the date the number of members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board falls as stipulated in Point b, Clause 3 of this Article, or upon receiving the request as stipulated in Points c and d, Clause 3 of this Article;

b) In case the Board of Directors does not convene the General Meeting of Shareholders as stipulated in Point a, Clause 4 of this Article, within the next 30 days, the Supervisory Board shall replace the Board of Directors in convening the General Meeting of Shareholders as stipulated in Clause 3, Article 140 of the Law on Enterprises;

c) In case the Supervisory Board does not convene the General Meeting of Shareholders as stipulated in Point b, Clause 4 of this Article, the shareholder or group of shareholders as stipulated in Point c, Clause 3 of this Article has the right to request the Company's representative to convene the General Meeting of Shareholders as stipulated in the Law on Enterprises;

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

d) Procedures for convening the General Meeting of Shareholders as stipulated in Clause 5, Article 140 of the Law on Enterprises.

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

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

a) Approval of the Company's development orientation;

b) Determination of the type of shares and the total number of shares of each type authorized for issuance; decision on the annual dividend rate for each type of share;

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

d) Decision on investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;

- e) Decision on amendments and supplements to the Company Charter;
- f) Approval of the annual financial statements;
- g) Decision to repurchase more than 10% of the total number of shares sold of each type;
- h) Consideration and handling of violations by members of the Board of Directors and members of the Supervisory Board causing damage to the Company and its shareholders;
- i) Decision on reorganization or dissolution of the Company;
- j) Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- k) Approval of the internal regulations on corporate governance; regulations on the operation of the Board of Directors and the Supervisory Board;
- l) Approval of the list of approved auditing firms; decision on the approved auditing firm to conduct audits of the Company's operations, and dismissal of approved auditors when deemed necessary;
- m) Other rights and obligations as prescribed by law.

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

- a) The Company's annual business plan;
- b) The audited annual financial statements;
- c) Report of the Board of Directors on governance and performance of the Board of Directors and each member of the Board of Directors;
- d) Report of the Supervisory Board on the Company's business results, performance of the Board of Directors, and the General Director;
- e) Self-assessment report on the performance of the Supervisory Board and its members;
- f) Dividend rate for each type of share;
- g) Number of members of the Board of Directors and the Supervisory Board;
- h) Election, dismissal, and removal of members of the Board of Directors and members of the Supervisory Board;
- i) Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- j) Approval of the list of approved auditing firms; decision on the approved auditing firm to conduct audits of the Company's operations when deemed necessary;
- k) Amendments and supplements to the Company Charter;
- l) Type of shares and the number of new shares to be issued for each type of share and the transfer of shares by founding members within the first three years from the date of establishment;
- m) Division, separation, consolidation, merger, or conversion of the Company;
- n) Reorganization and dissolution (liquidation) of the Company and appointment of the liquidator;
- o) Decision on investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;

- p) Decision to repurchase more than 10% of the total shares sold of each type;
- q) The Company enters into contracts or transactions with parties specified 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 as recorded in the most recent financial statements;
- r) Approval of transactions stipulated in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain articles of the Law on Securities;
- s) Approval, supplementation, and adjustment of the Internal Regulations on Corporate Governance, the Regulations on the Operation of the Board of Directors, and the Regulations on the Operation of the Supervisory Board;
- t) Other matters as prescribed by law and this Charter.

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

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

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

2. The authorization for individuals or organizations to represent shareholders at the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be made in writing. The Letter of Authorization must be prepared in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of the authorizing party and the authorized party.

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

3. The Ballots for voting and election of the authorized representative attending the meeting within the scope of authorization remains valid in the occurrence of any of the following cases, except:

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

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

## **Article 17. Amendment of Rights**

1. The amendment or cancellation of special rights attached to a class of preferred shares shall take effect when approved by shareholders representing 65% or more of the total voting rights of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders concerning changes adversely affecting the rights and obligations of shareholders holding preferred shares shall only be passed if approved by shareholders holding 75% or more of the total preferred shares of that class attending the meeting or by shareholders holding 75% or more of the total preferred shares of that class in the case of passing a resolution in the form of written consultation.

2. The convening of a meeting of shareholders holding a class of preferred shares to approve the aforementioned changes in rights shall only be valid if at least two shareholders (or their authorized representatives) holding at least one-third of the par value of the issued shares of that class are present. If the required number of delegates as mentioned above is not met, the meeting shall be reconvened within the next 30 days, and those holding shares of that class (regardless of the number of people and shares) present in person or through an authorized representative shall be deemed to meet the required number of delegates. At the meetings of shareholders holding the aforementioned preferred shares, those holding shares of that class present in person or through a representative may request a secret ballot. Each share of the same class shall have equal voting rights at the aforementioned meetings.

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

4. Unless otherwise stipulated in the terms of share issuance, the special rights attached to classes of shares with preferential rights concerning certain or all matters related to the distribution of profits or the Company's assets shall not be altered when the Company issues additional shares of the same class.

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

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

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

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

b) Prepare the agenda and content of the meeting;

c) Prepare documents for the meeting;

d) Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting;

e) Determine the time and venue for the meeting;

f) Notify and send the Notice of Meeting of the General Meeting of Shareholders to all shareholders entitled to attend;

g) Other tasks serving the meeting.

3. The Notice of Meeting of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring delivery to the shareholder's contact address and simultaneously published on the Company's website and the State Securities Commission, 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 Notice of Meeting to all shareholders on the Shareholder List entitled to attend the meeting no later than 21 days before the opening date of the meeting (calculated from the date the notice is sent or duly dispatched). 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 the shareholders and/or posted on the Company's website. In cases where documents are not sent with the Notice of Meeting of the General Meeting of Shareholders, the Notice of Meeting must specify the link to all meeting documents for shareholders to access, including:

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

b) The list and detailed information of candidates in the event of the election of members to the Board of Directors and members of the Supervisory Board;

c) Ballots for voting and election;

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

4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than three working days before the opening of the meeting. The proposal must clearly state the name of the shareholder, the quantity of each type of shares held by the shareholder, contact address, nationality, Citizen Identification Card number, Identity Card, Passport, or other legal personal identification for individual shareholders; name, enterprise code or establishment decision number, head office address for organizational shareholders; the quantity and type of shares held by such shareholder and the issue proposed to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders has the right to reject proposals stipulated in Clause 4 of this Article if they fall into one of the following cases:

a) The proposal is not sent in accordance with Clause 4 of this Article;

b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the common shares as stipulated in Clause 2, Article 12 of this Charter;

c) The proposed issue is not within the decision-making 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 stipulated in Clause 4 of this Article in the proposed agenda and content of the meeting, except in cases stipulated in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

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

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

2. In the event that the first meeting does not meet the conditions for proceeding as stipulated in Clause 1 of this Article, a notice of the second meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent at least 33% of the total voting rights.

3. In the event that the second meeting does not meet the conditions for proceeding as stipulated in Clause 2 of this Article, a notice of the third meeting must be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting rights of the shareholders attending the meeting.

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

1. Before the opening of the meeting, the Company must carry out shareholder registration procedures and must continue registration until all shareholders entitled to attend the meeting have completed registration in the following order:

a) Upon shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card/ballots for voting and election, indicating the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting ballots/election ballots of that shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by means of approval, disapproval, and abstention. The vote counting results shall be announced by the Chairman immediately before the closing of the meeting. The meeting shall elect individuals responsible for vote counting or supervising the vote counting as proposed by the Chairman. The number of members of the Vote Counting Committee shall be determined by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting;

b) Shareholders, authorized representatives of organizational shareholders, or authorized persons arriving after the meeting has commenced shall have the right to register immediately and subsequently participate and vote and elect at the meeting immediately after registration. The Chairman shall not be obligated to pause the meeting for late-arriving shareholders to register, and the validity of matters already voted/elected upon shall remain unchanged.

2. The election of the Chairman, secretaries, and the Vote Counting Committee shall be regulated as follows:

a) The Chairman of the Board of Directors shall act as the Chairman or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In the event the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one among them to chair the meeting by majority vote. If no Chairman is elected, the Head of the Supervisory Board shall preside over the election of a Chairman from among the attendees, and the person receiving the highest number of votes shall chair the meeting;

b) Except as provided in point a of this clause, the person signing the notice to convene the General Meeting of Shareholders shall preside over the election of a Chairman, and the person receiving the highest number of votes shall chair the meeting;

c) The Chairman shall appoint one or several individuals to act as secretaries of the meeting;

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

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

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

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

b) Ensure the safety of all attendees at the meeting venues;

c) Facilitate shareholders' participation (or continued participation) in the meeting. The person convening the General Meeting of Shareholders shall have full authority to alter the aforementioned measures and implement all necessary measures. The measures applied may include issuing entry passes or utilizing other selected forms.

5. The person convening the meeting or the Chairman of the General Meeting of Shareholders shall have the following rights:

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

b) Request the competent authority to maintain order during the meeting; expel individuals who do not comply with the Chairman's authority, intentionally disrupt order, impede the normal progression of the meeting, or fail to adhere to security check requirements from the General Meeting of Shareholders.

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

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

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

c) Attendees obstruct, disrupt order, or pose a risk of preventing the meeting from being conducted fairly and legally.

7. In the event that the Chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 6 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairman in conducting the meeting until its conclusion; all resolutions passed at such meeting shall be effective.

8. In the event that the Company employs modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible

for ensuring that shareholders can attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Law on Securities.

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

1. A resolution on the following matters shall be approved if it receives the consent of shareholders representing 65% or more of the total voting rights of all attending shareholders, except as provided in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:

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

2. Resolutions shall be approved when they receive the consent of shareholders holding over 50% of the total voting rights of all attending shareholders, except as provided in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.

3. Voting for the election of members of the Board of Directors and the Supervisory Board may be conducted by proportional voting or cumulative voting. Prior to the General Meeting of Shareholders or soliciting shareholder opinions in writing for the election of members of the Board of Directors and the Supervisory Board, the Board of Directors shall decide on the voting method for electing members of the Board of Directors and the Supervisory Board in accordance with the provisions of this Charter. In the case of cumulative voting, it shall be conducted in accordance with Clause 3, Article 148 of the Law on Enterprises.

4. Resolutions of the General Meeting of Shareholders adopted by 100% of the total number of shares with voting rights are legal and effective even if the procedures for convening the meeting and adopting the resolution violate the provisions of the Law on Enterprises and the Company Charter.

#### **Article 22. Authority and procedure for collecting shareholder opinions in writing to approve the Resolution of the General Meeting of Shareholders**

The authority and procedure for collecting shareholder opinions in writing to approve the Resolution of the General Meeting of Shareholders shall be implemented as follows:

1. The Board of Directors has the authority to collect shareholder opinions in writing to approve the resolution of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except for matters stipulated in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors must prepare opinion collection ballots, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolution, and send them to all shareholders with voting rights no later than 10 days before the deadline for returning the opinion collection ballots. The requirements and

methods for sending the opinion collection ballots and accompanying documents shall be implemented according to Clause 3, Article 18 of this Charter.

3. The opinion collection ballot must contain the following main contents:

- a) Name, address of the head office, enterprise code;
- b) Purpose of collecting opinions;
- c) Full name, contact address, nationality, legal document number for individual shareholders; name, enterprise code or legal document number of the organization, head office address for organizational shareholders, or full name, contact address, nationality, legal document number of the representative of the organizational shareholder; number of shares of each type and number of voting ballots of the shareholder;
- d) Issues for which opinions are to be collected for decision-making;
- e) Voting options including agree, disagree, and no opinion for each issue being collected;
- f) Deadline for returning the answered opinion collection ballots to the Company;
- g) Full name, signature of the Chairman of the Board of Directors.

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

- a) In the case of mailing, the answered opinion collection ballot must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. The opinion collection ballot sent to the Company must be enclosed in a sealed envelope and no one is allowed to open it before the vote counting;
- b) In the case of fax or email, the opinion collection ballot sent to the Company must be kept confidential until the time of vote counting;
- c) Opinion collection ballots sent to the Company after the deadline specified in the opinion collection ballot content or opened in the case of mailing and disclosed in the case of fax or email are invalid. Opinion collection ballots not sent back are considered non-participating in voting.

5. The Board of Directors shall count the votes and prepare the vote counting record under the supervision of the Supervisory Board or shareholders not holding management positions in the Company. The vote counting record must contain the following main contents:

- a) Name, address of the head office, enterprise code;
- b) Purpose and issues for which opinions are to be collected to approve the resolution;
- c) The number of shareholders with the total number of ballots for voting and election that participated in the voting/election, distinguishing between valid and invalid ballots for voting and election and the method of submitting ballots for voting and election, accompanied by an appendix of the list of shareholders participating in the voting/election;
- d) The total number of votes in favor, against, and abstentions on each issue, and the total number of votes for each candidate (if any);
- e) Issues that have been approved and the corresponding approval voting ratio;

f) The full name and signature of the Chairman of the Board of Directors, the vote counter, and the vote supervisor.

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

6. The vote counting record and resolution must be sent to shareholders within 15 days from the date of vote counting completion. The sending of the vote counting record and resolution may be replaced by posting on the Company's electronic information page within 24 hours from the time of vote counting completion.

7. The responded opinion ballots, vote counting record, approved resolution, and related documents sent with the opinion ballots must be kept at the Company's headquarters.

8. A resolution is approved in the form of written shareholder opinions if shareholders holding more than 50% of the total voting rights of all shareholders with voting rights agree, and it has the same validity as a resolution passed at the General Meeting of Shareholders.

### **Article 23. Resolution, Meeting Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be audio recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may be additionally prepared in a foreign language, and must include the following main contents:

- a) Name, address of the headquarters, enterprise code;
- b) Time and venue of the General Meeting of Shareholders;
- c) Meeting agenda and content of the meeting;
- d) Full name of the Chairman and secretary;
- e) Summary of the meeting proceedings and the opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
- f) Number of shareholders and total number of voting rights of shareholders attending the meeting, appendix of the registered shareholder list, shareholder representatives attending the meeting with corresponding shares and voting rights;
- g) Total number of votes on each voting issue, specifying the voting method, total number of valid, invalid, in favor, against, and abstention votes; corresponding ratio on the total number of voting rights of shareholders attending the meeting;
- h) Total number of votes for each candidate (if any);
- i) Issues that have been approved and the corresponding approval voting ratio;
- j) Full name and signature of the Chairman and secretary. In case the Chairman or secretary refuses to sign the meeting minutes, the minutes shall be valid if signed by all other attending members of the Board of Directors and contain all contents as prescribed in this clause. The meeting minutes shall clearly state the refusal of the Chairman or secretary to sign the meeting minutes.

2. The Meeting Minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The Chairman and the

meeting secretary or other signatories of the Meeting Minutes shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. The minutes prepared in both Vietnamese and foreign languages shall have equal legal validity. In the event of discrepancies between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

4. The Resolution, Meeting Minutes of the General Meeting of Shareholders, annexes of the registered shareholder list with signatures of shareholders, letters of authorization for meeting attendance, all documents attached to the minutes (if any), and related documents accompanying the Notice of Meeting must be retained at the Company's headquarters. The Resolution of the General Meeting of Shareholders and Meeting Minutes must be disclosed in accordance with provisions of law on information disclosure in the securities market.

#### **Article 24. Request for annulment of the Resolution of the General Meeting of Shareholders**

Within 90 days from the date of receipt of the resolution or Meeting Minutes of the General Meeting of Shareholders or the vote counting record of the General Meeting of Shareholders, shareholders or groups of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises have the right to request the Court or Arbitration to review and annul the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The 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 as provided in Clause 4, Article 21 of this Charter.

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

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

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

1. In the event that 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 of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as members of the Board of Directors. The information related to the candidates for the Board of Directors to be disclosed includes:

- a) Full name, date, month, year of birth;
- b) Professional qualifications;
- c) Work experience;
- d) Other managerial positions (including Board of Directors positions of other companies);
- e) Interests related to the Company and the Company's related parties;
- f) Other information (if any) as stipulated in the Company Charter;

g) The public company must be responsible for disclosing information about the companies where the candidate holds a position as a member of the Board of Directors, other managerial positions, and interests related to the Company of the candidate for the Board of Directors (if any).

2. Shareholders or groups of shareholders holding 10% or more of the total common shares are entitled to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company Charter. Shareholders holding common shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares may nominate one candidate; from 20% to less than 30% may nominate up to two candidates; from 30% to less than 40% may nominate up to three candidates; from 40% to less than 50% may nominate up to four candidates; 50% or more may nominate up to five candidates.

Shareholders or groups of shareholders holding common shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors and the Supervisory Board and must notify the Company and the convener of the meeting at least three working days prior to the commencement of the announced General Meeting of Shareholders.

3. In the event that the number of candidates for the Board of Directors through nomination and candidacy does not meet the required number as stipulated 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 announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must meet the standards and conditions as stipulated in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company Charter.

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

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

2. The term of members of the Board of Directors shall not exceed five years and 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 two consecutive terms. In the event that all members of the Board of Directors conclude their term simultaneously, those members shall continue to serve as members of the Board of Directors until new members are elected and assume their duties.

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

The structure of the Board of Directors of a public company must ensure that at least one-third of the total members of the Board of Directors are non-executive members. The Company shall minimize the number of Board of Directors members concurrently holding executive positions within the Company to ensure the independence of the Board of Directors.

In the case of a listed company, the total number of independent members of the Board of Directors must comply with the following regulations:

a) There must be at least one independent member in the case where the Company has between three and five members on the Board of Directors;

b) There must be at least two independent members in the case where the Company has between six and eight members on the Board of Directors;

c) There must be at least three independent members in the case where the Company has between nine and eleven members on the Board of Directors.

4. A member of the Board of Directors shall cease to be a member in the event of dismissal, removal, or replacement 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 provisions of law on information disclosure in the securities market.

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

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

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

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

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

b) To propose the types of shares and the total number of shares authorized for each type;

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

d) To determine the selling price of shares and bonds of the Company;

e) To decide on the repurchase of shares as stipulated in Clauses 1 and 2, Article 133 of the Law on Enterprises;

f) To decide on investment plans and projects within the authority and limits prescribed by law;

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

h) To approve contracts for purchase, sale, borrowing, lending, and other transactions valued at 35% or more of the total asset value recorded in the Company's most recent financial statements, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;

i) To elect, dismiss, and remove the Chairman of the Board of Directors; to appoint, dismiss, sign, and terminate contracts with the General Director and other key managers as stipulated by the Company Charter; to decide on salaries, remuneration, bonuses, and other benefits for those managers; to appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders in other

companies, and to decide on the remuneration and other benefits of those representatives;

j) To supervise and direct the General Director and other managers in the daily business operations of the Company;

k) To decide on the organizational structure, internal management regulations of the Company, to decide on the establishment of subsidiaries, branches, representative offices, and the contribution of capital, purchase of shares in other enterprises;

l) To approve the program, content, and materials for the General Meeting of Shareholders, to convene the General Meeting of Shareholders or to collect opinions for the General Meeting of Shareholders to approve resolutions;

m) To submit the audited annual financial statements to the General Meeting of Shareholders;

n) To propose the dividend rate to be paid; to decide on the timing and procedures for dividend payment or to handle losses incurred during business operations;

o) To propose the reorganization, dissolution of the Company; to request the bankruptcy of the Company;

p) To decide on the issuance of the Regulations on the operation of the Board of Directors, the internal regulations on corporate governance after being approved by the General Meeting of Shareholders; the Regulations on information disclosure of the Company;

q) To request the Executive Management Team and other managers in the Company to provide information and documents on the financial situation and business operations of the Company and its units.

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

2. The Board of Directors must report to the General Meeting of Shareholders on the activities of the Board of Directors as stipulated in Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Law on Securities.

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

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

2. Members of the Board of Directors are entitled to receive work remuneration and bonuses. Work remuneration is calculated based on the number of days required to fulfill the duties of a member of the Board of Directors and the daily remuneration rate. The Board of Directors determines the remuneration for each member based on the principle of unanimity. The total remuneration and bonuses for the Board of Directors are determined by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors is accounted for as a business expense of the Company in accordance with the regulations on corporate income tax, is presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

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

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

6. Members of the Board of Directors may be provided with liability insurance by the Company upon approval by the General Meeting of Shareholders. This insurance does not cover liabilities related to violations of the law and the Company Charter by members of the Board of Directors.

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

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

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

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

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

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

5. In the event that the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors. If there is no authorized representative or if the Chairman of the Board of Directors is deceased, missing, detained, serving a prison sentence, undergoing administrative measures at a compulsory rehabilitation center, compulsory education center, has fled their residence, is restricted or has lost civil capacity, has difficulty in cognition or behavior control, or is prohibited by the Court from holding a position, practicing a profession, or performing certain work, the remaining members shall elect one among them to hold the position of Chairman of the Board of Directors based on the majority principle until a new decision is made by the Board of Directors.

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

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven working days from the date of conclusion of the Board of Directors election. This meeting shall be convened and chaired by the member with the highest number of votes or the highest voting percentage. In the event that more than one member has the highest and equal number of votes or voting percentage, the members shall elect by majority principle to select one among them to convene the Board of Directors meeting.

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 the request of the Supervisory Board or an independent member of the Board of Directors;

b) Upon the request of the General Director or at least five other managers;

c) Upon the request of at least two members of the Board of Directors;

d) Other cases (if any).

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

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

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the notice of meeting no later than three working days before the meeting date. The notice of meeting must specify the time and place of the meeting, agenda, issues for discussion, and decisions. The notice of meeting must be accompanied by documents to be used at the meeting and the voting ballot of the member.

The notice of meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods as stipulated by the Company Charter and must ensure delivery to the registered contact address of each member of the Board of Directors at the Company.

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

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

8. A meeting of the Board of Directors shall be conducted when at least three-fourths of the total members are present. If the meeting convened under this provision does not meet the required number of attendees, it shall be reconvened within seven

days from the date of the initially scheduled meeting. In this case, the meeting shall proceed if more than half of the Board of Directors' members are present.

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

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

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

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

12. Voting:

a. Except as provided in Point b, Clause 12 of this Article, each member of the Board of Directors or an authorized representative as stipulated in Clause 8 of this Article present in person at the Board of Directors meeting shall have one vote.

b. A member of the Board of Directors shall not vote on any contracts, transactions, or proposals in which they or their related persons have an interest that conflicts or may conflict with the interests of the Company. Such a member shall not be counted in the quorum required to hold a Board of Directors meeting for decisions on which they have no voting rights.

c. Pursuant to Point d, Clause 12 of this Article, when an issue arises at the meeting concerning the interest or voting rights of a Board of Directors member who does not voluntarily waive their voting rights, the Chairman's judgment shall be final, except where the nature or extent of the interest of the concerned Board of Directors member has not been fully disclosed.

d. A member of the Board of Directors benefiting from a contract as stipulated in Points a and b, Clause 6, Article 42 of the Company Charter shall be deemed to have a significant interest in that contract.

13. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been or is proposed to be entered into with the Company and knows they have an interest therein is obliged to disclose this interest at the first meeting of the Board discussing the execution of such contract or transaction. If a Board of Directors member is unaware of their or their related persons' interest at the time the contract or transaction is entered into with the Company, they must disclose the related interests at the first Board of Directors meeting held after they become aware of their interest or potential interest in the said transaction or contract.

14. A resolution or decision of the Board of Directors shall be adopted if approved by the majority of attending members; in the event of a tie, the final decision shall rest with the opinion of the Chairman of the Board of Directors.

15. The Board of Directors is entitled to collect written opinions from its members to pass a resolution of the Board of Directors when addressing matters within the Board's authority as stipulated in Clause 2, Article 27 of this Company Charter.

A resolution adopted by means of written opinions shall be approved based on the affirmative votes of the majority of the Board of Directors members with voting rights. This resolution shall have the same effect and validity as a resolution passed at a meeting.

16. Meetings of the Board of Directors may be conducted in the form of an online conference among members of the Board of Directors when all or some members are in different locations, provided that each participating member can:

a. Hear each other member of the Board of Directors speaking at the meeting.

b. Speak to all other attending members simultaneously. Discussions among members may be conducted directly via telephone or other communication means, or a combination thereof. A member of the Board of Directors participating in such a meeting shall be considered "present" at that meeting. The location of the meeting held under this provision shall be the place where the majority of the Board of Directors members are present or where the Chairman of the meeting is present. Decisions made at the meeting shall be valid immediately upon the conclusion of the meeting but must be confirmed by the signatures in the Meeting Minutes of all Board of Directors members attending this meeting.

17. The Chairman of the Board of Directors is responsible for sending the Meeting Minutes of the Board of Directors to the members, and such Minutes shall serve as conclusive evidence of the proceedings conducted at the meeting unless there is an objection to the content of the Minutes within 5 days from the date of dispatch. The Meeting Minutes of the Board of Directors shall be prepared in Vietnamese and may also be prepared in a foreign language. The Minutes must bear the signatures of the Chairman and the recorder of the Minutes.

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

1. The Board of Directors may establish subordinate committees responsible for development policy, personnel, remuneration, internal audit, and risk management. The number of committee members shall be determined by the Board of Directors, with a minimum of 3 members, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members should constitute the majority of the committee, and one of these members shall be appointed as the Head of the committee by the decision of the Board of Directors. The committee's activities must comply with the regulations of the Board of Directors. A committee resolution shall only be effective when a majority of the members attend and vote in favor at the committee meeting.

2. The implementation of decisions by the Board of Directors or its subordinate committees must comply with current provisions of law and the provisions of the Company Charter and the internal corporate governance regulations.

## **Article 32. Corporate Governance Officer**

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

2. The person responsible for corporate governance shall not concurrently work for an approved auditing organization conducting audits of the Company's financial statements.

3. The person responsible for corporate governance shall have the following rights and obligations:

a) Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and matters related to the Company and shareholders;

b) Preparing meetings of the Board of Directors, Supervisory Board, and General Meeting of Shareholders as requested by the Board of Directors or Supervisory Board;

c) Advising on the procedures of meetings;

d) Attending meetings;

e) Advising on the procedures for drafting resolutions of the Board of Directors in compliance with provisions of law;

f) Providing financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and members of the Supervisory Board;

g) Monitoring and reporting to the Board of Directors on the Company's information disclosure activities;

h) Acting as the liaison with stakeholders;

i) Ensuring confidentiality of information in accordance with provisions of law and the Company Charter;

j) Other rights and obligations as prescribed by law and the Company Charter.

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

### **Article 33. Organizational Structure**

The Company's management system must ensure that the management structure is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company shall have a General Director, Deputy General Directors, a Chief Accountant, and other managerial positions appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be approved by resolution or decision of the Board of Directors. Other managerial positions (except those appointed by the Board of Directors) shall be appointed and dismissed by the General Director after consulting the Board of Directors.

### **Article 34. Company Executives**

1. Company Executives include the General Director, Deputy General Directors, and Chief Accountant.

2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in quantities and standards

appropriate to the Company's structure and management regulations as stipulated by the Board of Directors. Executives must be responsible for supporting the Company in achieving its operational and organizational objectives.

3. The General Director shall receive salary and bonuses. The salary and bonuses of the General Director are determined by the Board of Directors.

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

### **Article 35. Appointment, Dismissal, Duties, and Powers of the General Director**

1. The Board of Directors shall appoint one member of the Board of Directors or hire another person as the General Director.

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

3. The term of the General Director shall not exceed five years and may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions as prescribed by law and the Company Charter.

4. The General Director shall have the following rights and obligations:

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

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

c) To organize the implementation of the Company's business plan and investment projects;

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

e) To appoint, dismiss, and remove managerial positions within the Company, except for positions under the authority of the Board of Directors;

f) To decide on salaries and other benefits for employees within the Company, including managers under the appointment authority of the General Director;

g) To recruit employees;

h) To propose plans for dividend distribution or handling business losses;

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

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

### **IX. SUPERVISORY BOARD**

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

1. The nomination and candidacy of Supervisory Board members shall be conducted in accordance with the provisions of Clauses 1 and 2, Article 25 of this Charter.

2. In the event that the number of candidates for the Supervisory Board through nomination and candidacy is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the Company Charter, internal corporate governance regulations, and the Supervisory Board's operational regulations. The introduction of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect Supervisory Board members in accordance with the law.

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

1. The number of members of the Company's Supervisory Board is three. The term of a Supervisory Board member shall not exceed five years and may be re-elected for an unlimited number of terms.

2. Supervisory Board members must meet the standards and conditions as prescribed in Article 169 of the Law on Enterprises and must not fall into the following categories:

- a) Working in the Company's accounting or finance department;
- b) Being a member or employee of an independent auditing firm that audits the Company's financial statements within the previous three consecutive years.

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

- a) No longer meeting the standards and conditions to be a Supervisory Board member as prescribed in Clause 2 of this Article;

- b) Submitting a resignation letter that is accepted;

- c) Other cases as prescribed by law and this Charter.

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

- a) Failing to fulfill assigned tasks and duties;
- b) Failing to exercise their rights and obligations for six consecutive months, except in cases of force majeure;

- c) Repeated or serious violations of the obligations of members of the Supervisory Board as stipulated by the Law on Enterprises and the Company Charter;

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

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

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

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

- a) Convene meetings of the Supervisory Board;
- b) Request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Supervisory Board;

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

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

The Supervisory Board shall have the rights and obligations as stipulated in Article 170 of the Law on Enterprises and the following rights and obligations:

1. Propose and recommend to the General Meeting of Shareholders the approval of the list of auditing organizations authorized to audit the Company's Financial Statements; decide on the auditing organization authorized to inspect the Company's operations, and dismiss authorized auditors when deemed necessary.

2. Be accountable to shareholders for its supervisory activities.

3. Monitor the Company's financial situation and compliance with the law in the activities of the members of the Board of Directors, the General Director, and other managers.

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

5. In the event of detecting any legal violations or breaches of the Company Charter by members of the Board of Directors, the General Director, or other executives, the Supervisory Board must notify the Board of Directors in writing within 48 hours, request the violator to cease the violation, and propose remedial measures.

6. Develop the Regulations on the Operations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.

7. Report to the General Meeting of Shareholders as stipulated in Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Law on Securities.

8. Have the right to access the Company's records and documents kept at the headquarters, branches, and other locations; have the right to visit the workplaces of the Company's managers and employees 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 provide complete, accurate, and timely information and documents regarding the management, administration, and business activities of the Company.

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

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

1. The Supervisory Board shall convene at least twice a year, with a minimum attendance of two-thirds of its members. The Meeting Minutes of the Supervisory Board shall be prepared in a detailed and clear manner. The recorder and attending members of the Supervisory Board must sign the minutes of the meeting. The Meeting Minutes of the Supervisory Board must be retained to determine the responsibility of each member of the Supervisory Board.

2. The Supervisory Board is entitled to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend and address issues that require clarification.

### **Article 41. Remuneration, Salary, Bonus, and Other Benefits of Supervisory Board Members**

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

1. Members of the Supervisory Board shall receive remuneration, salary, bonus, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total remuneration, salary, bonus, other benefits, and the annual operating budget of the Supervisory Board.

2. Members of the Supervisory Board shall be reimbursed for reasonable expenses related to meals, accommodation, travel, and the use of independent consulting services. The total remuneration and expenses shall not exceed the annual operating budget of the Supervisory Board as approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. The salary and operating expenses of the Supervisory Board shall be accounted for as business expenses of the Company in accordance with the provisions of the law on corporate income tax and other relevant provisions of law, and must be presented as a separate item in the Company's annual financial statements.

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

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

##### **Article 42. Duty of Honesty and Avoidance of Conflicts of Interest**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers must disclose related interests in accordance with the provisions of the Law on Enterprises and relevant legal documents.

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

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers are obligated to notify in writing the Board of Directors and the Supervisory Board of transactions between the Company, its subsidiaries, and other companies controlled by the public company with over 50% of charter capital, with themselves or with related persons of themselves as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with Law on Securities on information disclosure.

4. Members of the Board of Directors shall not vote on transactions that benefit themselves or their related parties as stipulated by the Law on Enterprises and the Company Charter.

5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related parties shall not use or disclose internal information to others for the purpose of conducting related transactions.

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

a) For transactions valued at or below 35% of the total asset value recorded in the most recent financial statements, the essential terms of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives, have been reported to the Board of Directors and approved by a majority vote of the Board members without related interests;

b) For transactions valued over 35% or transactions resulting in a cumulative transaction value within 12 months from the date of the first transaction of 35% or more of the total asset value recorded in the most recent financial statements, the essential terms of this transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives, have been disclosed to the shareholders and approved by the General Meeting of Shareholders through the voting ballots of shareholders without related interests.

c) Contracts, loan transactions, or asset sales valued over 10% of the total asset value recorded in the most recent Financial Statements between the Company and a shareholder owning 51% or more of the total voting shares or a related party of such shareholder have been disclosed to the shareholders and approved by the General Meeting of Shareholders through the voting ballots of shareholders without related interests.

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

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

2. The Company shall indemnify individuals who have been, are, or may become involved in claims, lawsuits, or prosecutions (including civil, administrative, and non-Company-initiated cases) if such individuals have been or are members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, employees, or authorized representatives of the Company, acting in good faith, with due diligence for the benefit of the Company, in compliance with the law, and without evidence confirming a breach of their responsibilities.

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

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

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

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

a) Common shareholders have the right to review, inspect, and extract information regarding names and contact addresses in the list of shareholders with voting rights; request amendments to their inaccurate information; review, inspect, extract, or copy the Company Charter, Meeting Minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders.

b) Shareholders or groups of shareholders owning 5% or more of the total common shares have the right to review, inspect, and extract minutes and resolutions, decisions of

the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, transactions requiring Board of Directors' approval, and other documents, except those related to the Company's trade secrets and business secrets.

2. In cases where the authorized representative of shareholders and groups of shareholders requests to inspect books and records, a letter of authorization from the shareholders and groups of shareholders they represent or a notarized copy of this letter of authorization must be attached.

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

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

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

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

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

1. The General Director must prepare plans for the Board of Directors to approve matters related to recruitment, employee termination, salaries, social insurance, welfare, rewards, and discipline for employees and business executives.

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

## **XIII. PROFIT DISTRIBUTION**

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

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

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

3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of the dividend in shares, and the Board of Directors shall execute this decision.

4. In cases where dividends or other amounts related to a class of shares are paid in cash, the Company must make payments in Vietnamese Dong. Payments may be made directly or through banks based on the bank account details provided by the shareholder. If the Company has transferred funds according to the bank details provided by the shareholder and the shareholder does not receive the funds, the Company shall not be liable for the funds transferred to that shareholder. The payment of dividends for

shares listed/registered for trading on the Stock Exchange may be conducted through a securities company or the Vietnam Securities Depository and Clearing Corporation.

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

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

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

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

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

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

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

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

The Company's fiscal year shall commence on the 1st day of January each year and end on the 31st day of December of the same year. The first fiscal year shall commence on the date of issuance of the Enterprise Registration Certificate and end on the 31st day of December of the year of issuance of such certificate.

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

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

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

3. The Company shall use Vietnamese Dong as the currency unit in accounting. In cases where the Company primarily engages in economic transactions in a foreign currency, it may choose that foreign currency as the accounting currency unit, being responsible for such choice before the law and notifying the direct tax management authority.

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

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

1. The Company must prepare annual financial statements, and these annual financial statements must be audited in accordance with provisions of law. The Company shall disclose the audited annual financial statements in accordance with the provisions of law on information disclosure in the securities market and submit them to the competent state authority.

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

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

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

The Company must prepare and disclose the Annual Report in accordance with the laws on securities and the securities market.

### **XVI. COMPANY AUDIT**

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

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

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

3. The independent auditor conducting the audit of the Company's financial statements is entitled to attend the General Meeting of Shareholders and receive notices and other information related to the General Meeting of Shareholders and is entitled to 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 as prescribed by the law on electronic transactions.

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

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

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

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

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

a) Upon the expiration of the operational term specified in the Company Charter without a decision to extend;

b) Pursuant to a resolution or decision of the General Meeting of Shareholders;

c) Upon revocation of the Enterprise Registration Certificate, except as otherwise provided by the Law on Tax Administration;

d) Other cases as prescribed by law.

2. The early dissolution of the Company (including any extended term) is decided by the General Meeting of Shareholders and implemented by the Board of

Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

#### **Article 55. Extension of Operations**

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven months before the expiration of the operational term to allow shareholders to vote on the extension of the Company's operations as proposed by the Board of Directors.

2. The operational term is extended when shareholders representing 65% or more of the total voting rights of all shareholders attending the General Meeting of Shareholders agree.

### **XIX. INTERNAL DISPUTE RESOLUTION**

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

1. At least six months prior to the expiration of the Company's operational term or following a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee comprising three members, of which two members are appointed by the General Meeting of Shareholders and one member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operational regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All expenses related to the liquidation shall be prioritized for payment by the Company before other debts.

2. The Liquidation Committee is responsible for reporting to the Business Registration Authority regarding the date of establishment and the commencement date of operations. From that point, the Liquidation Committee shall represent the Company in all matters related to the Company's liquidation before the Court and administrative agencies.

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

- a) Liquidation expenses;
- b) Salary debts, severance allowances, social insurance, and other employee benefits as per the collective labor agreement and signed labor contracts;
- c) Tax debts;
- d) Other Company debts;
- e) The remaining amount after settling all debts from items (a) to (d) above shall be distributed to the shareholders. Preferred shares shall be prioritized for payment.

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

1. In the event of disputes or complaints arising related to the Company's operations, the rights and obligations of shareholders as stipulated in the Law on Enterprises, the Company Charter, other provisions of law, or agreements between:

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

2. The parties involved shall endeavor to resolve such disputes through negotiation and mediation. Except in cases involving the Board of Directors or the Chairman of the Board of Directors, the Chairman shall preside over the dispute resolution and request each party to present information related to the dispute within 30

working days from the date the dispute arises. In cases involving the Board of Directors or the Chairman, any party may request the Supervisory Board to appoint an independent expert as a mediator for the dispute resolution process.

3. If no mediation decision is reached within six weeks from the commencement of the mediation process or if the mediator's decision is not accepted by the parties, any party may refer the dispute to Arbitration or the Court.

4. The parties shall bear their own costs related to the negotiation and mediation procedures. The payment of Court costs shall be executed according to the Court's judgment.

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

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

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

2. In cases where the law provides regulations related to the Company's operations that are not mentioned in this Charter or where new provisions of law differ from the terms in this Charter, such regulations shall be applied to govern the Company's operations.

## **XXI. EFFECTIVE DATE**

### **Article 59. Effective Date**

1. This Charter comprises 21 sections and 59 articles, unanimously approved by the General Meeting of Shareholders of Khanh Hoa Salanganes Nest Soft Drink Joint Stock Company dated June 4, 2021, at the 2020 Fiscal Year Annual General Meeting of Shareholders, and the full text of this Charter is jointly accepted as effective. This Charter was amended for the first time according to Resolution No. 04/2023/NQ-DHDCD-SKV of the Annual General Meeting of Shareholders for the fiscal year 2022 dated April 10, 2023, and Board of Directors Resolution No. 08/NQ-HDQT dated October 24, 2023; and second amended pursuant to Resolution No. 06/2026/NQ-DHDCD-SKV of the Annual General Meeting of Shareholders for the fiscal year 2025 dated April 24, 2026 and Resolution No. 14/2026/NQ-HDQT of the Board of Directors dated June 06, 2026.

2. The Charter is made in 10 copies, each having equal validity and must be kept at the Company's headquarters.

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

4. Copies or extracts of the Company's Charter are valid when signed by the Chairman of the Board of Directors or at least half of the total number of Board of Directors members./.

**KHANH HOA SALANGANES NEST SOFT  
DRINK JOINT STOCK COMPANY**



**CHỦ TỊCH  
HỘI ĐỒNG QUẢN TRỊ**