

**THAI TRUNG ROOLING JOINT STOCK COMPANY**

\*\*\*\*\*



**CHARTER  
ON ORGANIZATION AND OPERATION  
OF THAI TRUNG ROOLING JOINT STOCK COMPANY**

**(Amended and supplemented pursuant to Resolution No. 31/NQ-DHDCD dated  
June 9, 2026 of the 2026 Annual General Meeting of Shareholders of Thai Trung  
Roolling Joint Stock Company)**

**Thai Nguyen, June 2026**



## **INTRODUCTION**

This Charter is adopted by properly decision of the 2026 Annual GMS of Thai Trung Roolling Joint Stock Company held on the June 9, 2026.

### **Chapter I DEFINITION**

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

1. In this Charter, the following terms shall have the meanings as described to them hereunder:

- a) "The Company" means Thai Trung Roolling Joint Stock Company;
- b) "Charter Capital" means the total face value of shares that have been issued as prescribed in Article 10 of this Charter;
- c) "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14, passed by the National Assembly on June 17, 2020;
- d) "Law on Securities" means the Law on Securities No. 54 /2019/QH14, passed by the National Assembly on November 26, 2019;
- d) "Establishment Date" is the date on which the Company was first granted its Enterprise Registration Certificate (Business Registration Certificate);
- e) "Manager" refers to the Director (General Director), Deputy Director (Deputy General Director), Chief Accountant, and other managers as prescribed in the Company's Charter;
- g) "Executives" refers to the person managing the Company, including the Chairperson or members of the Board of Directors (BOD), the General Director, and individuals holding other managerial positions as prescribed in the Company's Charter;
- h) "Related person" are the individuals or organizations defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;
- i) "Legal life" refers to the period of operation of the Company as prescribed in Article 2 of this Charter;
- k) "Vietnam" means the Socialist Republic of Vietnam;
- l) "Law" refers to all legal normative documents prescribed in Article 1 of Law No. 80/2015/QH13 on the Promulgation of Legal Normative Documents, adopted by the National Assembly of the Socialist Republic of Vietnam on June 22, 2015; and Law No. 63/2020/QH14 dated June 18, 2020; amending and supplementing Law No. 80/2015/QH13;
- m) "VSDC" stands for Vietnam Securities Depository and Clearing Corporation;
- n) Stock Exchange means the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, any reference to one or more other regulations or documents shall also include the amendments or replacements of such document.

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



**Chapter II**  
**NAME, TYPE, HEAD OFFICE, BRANCHES, REPRESENTATIVE**  
**OFFICES, LEGAL LIFE AND LEGAL REPRESENTATIVE OF THE**  
**COMPANY**

**Article 2. Name, type, head office, branches, representative offices and legal life of the Company.**

1. Company's name

- Vietnamese name: **Thai Trung Rooling Joint Stock Company**
- English name: **THAI TRUNG ROLLING JOINT STOCK COMPANY**
- Abbreviation: **TTR, JSC**

2. The Company is a joint-stock company with the independent juridical entity status in accordance with applicable Vietnamese law.

3. The Company's registered head office is:

- Address: Cam Gia 13 residential area, Gia Sang Ward, Thai Nguyen Province
- Phone: 0208.3735 690
- Fax: 0208.3735 716
- (E-mail): [info@ttr.com.vn](mailto:info@ttr.com.vn)
- Website: [www.ttr.com.vn](http://www.ttr.com.vn)

4. The Company may establish branches and representative offices in the business area to carry out the Company's operational objectives in accordance with the decisions of the BOD and within the limits permitted by law.

5. Unless the Company ceases operations prematurely in accordance with Clause 2 of Article 72 or extends its operations in accordance with Article 74 of this Charter, its legal life begins from the Establishment Date and shall be unlimited.

**Article 3. The legal representative of the Company.**

1. The General Director is the legal representative of the Company.

2. Rights and obligations of the Company's legal representative:

a) The legal representative of the Company is an individual who represents the Company in exercising the rights and obligations arising from the Company's transactions, representing the Company as plaintiff, defendant, or party with related rights and obligations before arbitration panels, courts, and other rights and obligations as prescribed by law.

b) The legal representative represents the Company in communicating with external parties and making decisions on important matters such as organizing and managing business operations, personnel organization, managing and using the Company's accounts and seal, and other powers as prescribed in the Company's Charter.

c) The legal representative of the Company has the following responsibilities:

- To exercise assigned rights and obligations honestly, carefully, and to the best of their ability in order to ensure the legitimate interests of enterprise;
- Be loyal to the interests of the enterprise; do not use the enterprise's



information, know-how, or business opportunities; do not abuse the position, title, or use the enterprise's assets for personal gain or to serve the interests of other organizations, individuals;

- Timely, complete, and accurate notification to businesses regarding whether that representative and their related person own or hold controlling interest in other enterprises.

- The legal representative of the enterprise shall be personally liable for damages to the enterprise resulting from a breach of the obligations prescribed in Point c of this Article.

### **Chapter III**

#### **COMPANY'S OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS**

##### **Article 4. Objectives of the Company's Business lines.**

1. The Company operates in business areas consistent with its Business Registration Certificate and legal regulations to effectively mobilize and utilize capital in the development of production and business lines, aiming to maximize profits, create stable jobs for employees, increase returns for shareholders, contribute to the State budget, and develop the Company;

2. The Company may have other objectives in the course of its operations that are in accordance with the law.

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

1. The Company's business lines:

No.	Name of business line	Code	Principal business line (Mark X for principal business line)
1	Manufacture of basic iron and steel ( <i>steel manufacturing</i> )	2410	x
2	Wholesale of metals and metal ores ( <i>wholesale of iron and steel, steel billets, metal ores</i> )	4672	
3	Freight transport by road	4933	
4	Wholesale of other machinery, equipment and spare parts ( <i>wholesale of machinery, equipment, and spare parts for steel production</i> )	4659	
5	Other remaining business support service activities not classified elsewhere ( <i>import and export of goods traded by the company</i> )	8299	

2. The Company's Trademark:

Thai Trung Rooling Joint Stock Company uses the trademark "TTR" as its Company trademark. Any change or use of a different trademark will be decided by the Company's BOD.

3. The Company is authorized to plan and conduct all business lines in accordance with the Business Registration Certificate and this Charter, in compliance with applicable laws and regulations, and to take appropriate measures to achieve the



Company's objectives.

4. The Company may conduct business in other lines permitted by law and approved by the GMS.

**Article 6. Operational principles of the Company.**

The Company operates on the following principles:

1. Voluntariness, equality, democracy, respect for and adherence to the law;
2. Conduct business honestly, with skills, dedication, and a sense of responsibility;
3. Ensure sufficient financial resources to fulfill business commitments with customers;
4. The highest decision-making body of the Company is the GMS;
5. The GMS elects the BOD and the Supervisory Board of the Company;
6. Ensure strict internal organizational regulations to avoid conflicts of interest between the Company and its employees, between the BOD and shareholders, and among shareholders themselves. Organize and conduct internal audits and inspections to ensure that the Company's operations are in accordance and comply with legal regulations;
7. The Company's operations are managed by the General Director. Assisting the General Director are the Deputy General Directors and the Company's management team.

**Article 7. Rights of the Company.**

1. Business autonomy; Proactively choosing industries, occupations, locations, business forms, and investments; Proactively expanding the scale and scope of business; Encouraged, preferentially treated, and facilitated by the State to participate in the production and supply of public goods and services.
2. Has the right to issue various types of securities to raise capital. Can choose the form, method of raising, allocating, and using capital.
3. Proactively seek out markets, customers, and sign contracts.
4. Export and import business.
5. Recruit, hire, and employ workers according to production and business requirements.
6. Proactively apply modern science and technology to improve business efficiency and competitiveness.
7. Autonomy in making decisions regarding business operations and internal relations.
8. Possession, usage, and disposal of the enterprise's assets.
9. Refuse all requests for resources not prescribed by law.
10. Filing complaints and denunciations in accordance with the law on complaints and denunciations.
11. Participate in legal proceedings directly or through an authorized representative as prescribed by law.
12. Other rights as prescribed by law.



## **Article 8. Obligations of the Company.**

1. Meet all business requirements when engaging in conditional investment and business lines as prescribed by law and the Company's Charter.
2. Organize accounting work, prepare and submit financial reports truthfully, accurately, and on time in accordance with the Laws on Accounting and Statistics.
3. Declare taxes, pay taxes, and fulfill other financial obligations as required by law.
4. Ensure the rights and interests of employees in accordance with Law on Labor; implement social insurance, health insurance, and other insurance schemes for employees in accordance with Laws on Labor.
5. Guarantee and be responsible for the quality of goods and services according to registered or published standards.
6. Implement statistical reporting in accordance with the Law on Statistics; periodically report complete information about the enterprise and its financial situation to the competent State agency according to the prescribed form; when discovering inaccurate or incomplete information in declared or reported information, promptly amend and supplement that information.
7. Comply with legal regulations on national defense, security, social order and safety, protection of resources and the environment, and protection of historical and cultural relics and scenic spots.
8. Other obligations as prescribed by law.

## **Article 9. Organization of the Communist Party of Vietnam, the Trade Union, and other socio-political organizations within the Company**

1. The Communist Party of Vietnam organization within the Company operates in accordance with the Constitution and laws of Vietnam and the Charter of the Communist Party of Vietnam.
2. The Trade Union and other socio-political organizations within the Company operate in accordance with the Constitution and laws of Vietnam and the regulations of those organizations, but without violating the provisions of the law.
3. The Company respects and facilitates the participation of employees in these organizations, ensuring they operate in accordance with the Constitution and the law.

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

### **Article 10. Charter capital, shares, founding shareholders.**

1. The Company's Charter Capital is VND **508,000,001,467** (in words: *Five hundred and eight billion one thousand four hundred and sixty-seven Vietnamese Dong*).

The total registered capital of the Company is divided into **50,800,000.1467** shares with a face value of 10,000 VND per share.

2. The Company may increase its charter capital with the approval of the GMS and in accordance with the provisions of the law.
3. The Company's shares on the date of adoption of this Charter are common shares. The rights and obligations associated with each type of share are prescribed in Articles 19 and 20 of this Charter.



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

5. Common shares must be offered preferentially to existing shareholders in proportion to their controlling stake in the Company, unless otherwise decided by the GMS. The number of shares not subscribed by shareholders will be decided by the Company's BOD. The BOD may distribute these shares to other parties under conditions and in a manner deemed appropriate, but may not sell them under more favorable conditions than those offered to existing shareholders unless otherwise approved by the GMS.

6. The Company may purchase shares issued by itself in the manner prescribed in this Charter and applicable law.

7. The Company may issue other types of securities upon approval by the GMS and in accordance with the law.

#### **Article 11. Shares certificate.**

1. Shareholders of the Company are issued shares certificate corresponding to the number and type of shares they own.

2. Shares certificate must bear the Company's seal and the signature of the Company's legal representative, as prescribed in the Law on Enterprises. The share certificate must clearly state the number and type of shares held by the shareholder, the full name of the holder, and other information as prescribed by the Law on Enterprises.

3. Within 7 days from the date of submitting a complete application for the transfer of share ownership as prescribed by the Company, or within 7 days (or another period as prescribed in the issuance terms) from the date of full payment for the shares as prescribed in the Company's share issuance plan, the shareholder shall be issued a share certificate. The shareholder shall not be required to pay the Company the cost of printing the share certificate.

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

a) Information regarding shares that have been lost, damaged, or otherwise destroyed;

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

#### **Article 12. Other securities certificates.**

Bonds certificate or other securities certificates issued by the Company (excluding letters of offer, provisional certificates and similar documents) bear the seal and signature of the Company's legal representative.

#### **Article 13. Shareholder Register.**

The Company's shareholder register is deposited with the Vietnam Securities Depository and Clearing Corporation and is maintained and updated with information on shareholders whose shares are registered with the Vietnam Securities Depository and Clearing Corporation.

#### **Article 14. Inheritance of shares.**

1. The Company respects the right to inherit shares, and the inheritance of shares is



carried out in accordance with the provisions of the Civil Code and relevant laws.

2. In the event that a shareholder dies, the Company recognizes the following persons as having ownership rights to part or all of the shares of the deceased shareholder;

a) Heirs under a will or heirs under the law;

b) In the event that multiple individuals have the right to inherit the shares of a deceased shareholder, they must appoint a single representative through a notarized power of attorney procedure, complying with the provisions of this Charter. The Company will not resolve disputes between the heirs.

3. Upon acquiring legal ownership or inheritance, the heir registers as the owner of the inherited shares to become a new shareholder and enjoys all the rights and obligations of a shareholder.

4. Shares held by members of the BOD and the Supervisory Board are also inherited in accordance with the law and the Company's Charter, but the recipient of inherited shares does not automatically inherit the right to be a member of the BOD or the Supervisory Board of the Company.

#### **Article 15. Transfer of shares.**

1. All shares are freely transferable unless otherwise provided by this Charter and the law. Shares listed on the Stock Exchange are transferable in accordance with the provisions of the Law on Securities and the Securities Market.

2. Shares which are not fully paid, are not transferable and do not entitle the holder to related rights such as the right to receive dividends, the right to receive newly issued shares to increase share capital from equity, the right to purchase newly offered shares, and other rights as prescribed by law.

#### **Article 16. Reclamation of shares.**

1. In the event that a shareholder fails to pay the full amount due for the registered share purchase as per the registration, the BOD shall notify and have the right to demand that the shareholder pay the remaining amount along with interest on that amount and any costs incurred by the Company due to the failure to pay in full.

2. The aforementioned payment notice must clearly state the new payment deadline (at least seven (07) days from the date of sending the notice), the payment location, and the notice must clearly state that in case of non-payment as required, the unpaid shares will be reclaimed.

3. The BOD has the right to reclaim unpaid shares if the requirements in the aforementioned notice are not met.

4. Recalled shares are considered shares authorized for sale as prescribed in Clause 3, Article 112 of the Law on Enterprises. The BOD may directly or authorize the sale, redistribution, or settlement of the recalled shares to the original owners or other parties under conditions and in a manner deemed appropriate by the BOD.

5. Shareholders holding redeemed shares must relinquish their shareholder status with respect to those shares, but must still pay all related amounts plus interest at the State Bank's basic interest rate at the time of redemption, as decided by the BOD, from the date of redemption until the date of payment. If the shareholder fails to pay the aforementioned related amounts, the amount will be collected in equivalent shares of the Company, equal to the value of the amount the shareholder owes. The BOD has the full right to decide on



the enforcement of payment of the full value of the shares at the time of redeem.

6. The recall notice is sent to the holder of the recalled shares before the recall takes place. The recall remains valid even in the event of errors or negligence in sending the notice.

#### **Article 17. Redemption of shares.**

##### **1. Redeeming shares at the request of Shareholders:**

a) Shareholders have the right to request the Company to redeem their shares when:

- Shareholders vote against a decision regarding the Company's reorganization or;
- Shareholders vote against the decision to change the rights and obligations of shareholders as prescribed in this Charter.

b) Procedures for requesting the Company to redeem shares;

- Requests for the Company to redeem a shareholder's shares must be made in writing, clearly stating: the shareholder's name and address, the number of shares of each type, the intended selling price, and the reason for requesting the Company to redeem the shares;

- Requests must be submitted to the Company within 10 days from the date the GMS approves the decision to reorganize the Company or change the rights and obligations of shareholders as prescribed in Point a, Clause 1 of this Article.

c) The Company's obligations upon receiving a share redemption request :

- Within 90 days from the date of receiving the share redemption request as prescribed in this Article, the Company must redeem the shares as requested by the shareholder at market price or at a price determined by agreement between that shareholder and the BOD;

- If an agreement on price cannot be reached, the shareholder may sell the shares to another party, or the parties may request a professional valuation firm to determine the value. The Company will introduce at least three professional valuation firms for the shareholder to choose from, and that choice will be final.

##### **2. Redeem of shares as decided by the Company.**

The Company has the right to redeem no more than 30% of the total number of outstanding common shares subject to the following regulations:

a) The BOD has the right to decide to redeem no more than 10% of the total number of issued shares within 12 months. In other cases, the redeem of shares shall be decided by the GMS;

b) The BOD shall determine the redemption price. For common shares, the redemption price shall not exceed the market price at the time of redemption, except as prescribed in Point c, Clause 2 of this Article;

c) The Company may redeem shares from each shareholder in proportion to their shareholding in the Company. In this case, the Company's decision to redeem shares must be notified to all shareholders within 30 days of the date the decision is made. The notification must include the following information:

- Name and head office of the Company;
- Total number of shares redeemed;



- The redemption price or the principles governing the redemption pricing;
  - Payment terms and procedures;
  - Deadline and procedures for shareholders to register to sell shares to the Company.
- Shareholders must submit their registration to sell shares to the Company within 30 days from the date of the announcement day.

d) The Company is only entitled to pay for redeemed shares to shareholders in accordance with the provisions of the Law on Enterprises.

## **Chapter V**

### **STRUCTURE OF ORGANIZATION, GOVERNANCE AND CONTROL**

#### **Article 18. Structure of organization, governance and control**

The Company's structure of organization includes:

1. General Shareholders' Meeting.
2. BOD.
3. Supervisory Board.
4. The General Director and the managerial team.

## **Chapter VI**

### **SHAREHOLDERS AND THE GMS**

#### **Article 19. Rights of Shareholders**

1. Shareholders are the owners of the Company, possessing rights and obligations corresponding to the number and type of shares they own. Shareholders are only liable for the Company's debts and other financial obligations to the extent of the capital they have contributed to the Company.

2. Holders of common stock shall have the following rights:

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

b) Receive dividends at the rate decided by the GMS;

c) Shares that have been fully paid are freely transferable in accordance with the provisions of this Charter and applicable law;

d) They have priority in purchasing newly offered shares in proportion to the percentage of common shares they own;

đ) Review, search, and extract information on names and contact addresses in the list of shareholders with voting rights and request correction of inaccurate information;

e) Review, search, extract, or copy the Company's Charter, minutes of the GMS, and resolutions of the GMS;

g) In the event of the company's dissolution or bankruptcy, the shareholder is entitled to receive a portion of the remaining assets corresponding to the number of shares contributed to the Company after the Company has paid its creditors and other shareholders holding different types of shares in accordance with the law;

h) Request the Company to redeem their shares in the cases prescribed in this



Charter and relevant laws;

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

3. Shareholders or groups of shareholders owning 5% or more of the total number of common shares shall have the following rights :

a) Nominate candidates for the BOD or the Supervisory Board in accordance with the respective provisions in Clauses 1 and 2 of Article 32, and Clause 2 of Article 44 of this Charter;

b) Review and extract company documents, including: minutes and resolutions of the BOD, interim and annual financial statements in accordance with the Vietnamese accounting system, and reports of the Supervisory Board, contracts, transactions requiring approval from the BOD, and other documents except those relating to the company's trade secrets and business secrets.

c) Request the BOD to convene a GMS in accordance with the provisions of Articles 115 and 140 of the Law on Enterprises;

d) Proposal for inclusion in the GMS' Meeting agenda. The proposal must be in writing and sent to the Company no later than (03) working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of share held by the shareholder, and the proposed issue to be included in the meeting agenda;

đ) Verify and obtain a copy or excerpt of the list of shareholders entitled to attend and vote at the GMS;

e) 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; it must include the full name, permanent address, nationality, Citizen Identification Card number, National Identity Card number, Passport number, or other legally valid personal identification for individual shareholders; the full name, permanent address, nationality, establishment decision number or business registration number for organizational shareholders; the number of shares and the date of share registration for each shareholder, the total number of shares of the entire shareholder group, and their ownership percentage in the total shares of the Company; the issue to be examined, and the purpose of the examination;

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

#### **Article 20. Obligations of shareholders.**

Shareholders shall have the following obligations:

1. Comply with the Company's Charter and regulations; abide by the decisions of the GMS and the BOD.

2. Attend the GMS and exercise voting rights through the following methods:

a) Attend and vote in person at the meeting;

b) Authorize other individuals or organizations to attend and vote at the meeting;

c) Participate and vote via online conference, electronic voting, or other electronic means;

d) Submit the voting ballot to the meeting via post office, fax, or email;

đ) Submit the voting ballot by other means as prescribed by the Company.



3. Make payment for the registered shares as per regulations.

4. Provide an accurate address when registering to purchase shares.

5. Shareholders are not permitted to withdraw contributed capital in the form of common shares from the Company in any form, except in cases where the shares are redeemed by the Company or another party. If a shareholder withdraws part or all of their contributed capital in violation of this provision, that shareholder and any related person in the Company shall be jointly and severally liable for the Company's debts and other financial obligations to the extent of the value of the withdrawn shares and any resulting damages.

6. Maintain the confidentiality of information provided by the Company in accordance with the Company Charter and the law; use the provided information only to exercise and protect your legitimate rights and interests; it is strictly prohibited to disseminate, copy, or send information provided by the Company to other organizations or individuals.

7. Being held personally liable if, in any form, committing any of the following acts in the name of the Company:

a) Violation of the law;

b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;

c) Pay off debts that are not yet due to mitigate potential financial risks for the Company.

d) Other acts that cause damage to the Company.

8. Fulfill other obligations as prescribed by applicable law.

#### **Article 21. GMS**

1. The GMS is the highest authority of the Company. The Annual GMS is held once (01) a year. The GMS must hold its annual meeting within four (04) months from the end of the financial year. If necessary, the BOD may decide to extend the Annual GMS, but not more than 06 months from the end of the financial year. In addition to the annual meeting, the GMS may hold extraordinary meetings. The location of the GMS is determined by where the Chairperson attends the meeting and must be within the territory of Vietnam.

2. The BOD shall convene the Annual GMS and select a suitable venue. The Annual GMS shall decide on matters in accordance with the law and the Company's Charter. If the audit report of the Company's annual financial statements contains material exceptions, adverse audit opinions, or disclaimers, the Company must invite a representative of the accredited auditing firm that audited the Company's financial statements to attend the Annual GMS. The representative of the accredited auditing firm is obligated to attend the Company's Annual GMS.

3. The BOD must convene an extraordinary GMS in the following cases:

a) The BOD deems it necessary for the benefit of the Company;

b) Annual balance sheet, six (06) months or quarterly reports or audit report of the financial year reflecting owners' equity that has been lost by half (1/2) compared to the beginning of the period;

c) When the number of members of the BOD or the Supervisory Board is less than



the number of members prescribed by law, or when the number of members of the BOD is reduced by more than one-third (1/3) compared to the number of members prescribed in the Charter;

d) Shareholders or groups of shareholders as prescribed in Clause 3, Article 19 of this Charter may request the convening of a GMS in writing. The request to convene the GMS must clearly state the reasons and purpose of the meeting, be signed by all relevant shareholders, or the request may be made in multiple copies, each copy bearing the signature of at least one relevant shareholder;

d) At the request of the Supervisory Board

#### 4. Convene an extraordinary GMS

a) The BOD must convene a GMS within thirty (30) days from the date the number of remaining members of the BOD is as prescribed in Point c, Clause 3 of this Article or upon receiving the request prescribed in Point d and Point d, Clause 3 of this Article;

b) In case the BOD fails to convene a GMS as prescribed in Point a, Clause 4 of this Article, within the next thirty (30) days, the Supervisory Board shall replace the BOD in convening a GMS as prescribed in Clause 3, Article 140 of the Law on Enterprises. occupation;

c) In the event that the Supervisory Board fails to convene a GMS as prescribed in Point b, Clause 4 of this Article, within the next thirty (30) days, the shareholder or group of shareholders making the request as prescribed in Point d, Clause 3 of this Article has the right to replace the BOD or the Supervisory Board in convening a GMS as prescribed in Clause 4, Article 140 of the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the GMS has the right to request the business registration authority to supervise the procedures for convening, conducting the meeting, and making decisions of the GMS. All costs for convening and conducting the GMS will be reimbursed by the Company. This does not include expenses incurred by shareholders when attending the GMS, including accommodation and travel expenses.

### **Article 22. Rights and obligations of the GMS**

1. The Annual GMS shall have the right to discuss and vote on the following matters:

a) Through the Company's development strategy;

b) Deciding on the types of shares and the total number of shares of each type authorized for sale; determining the annual dividend rate for each type of share;

c) Electing, relieving and dismissing members of the BOD and members of the Supervisory Board;

d) Decisions to invest in or sell assets whose value represents 35% or more of the total asset value recorded in the Company's most recent financial statement.

d) Decisions to amend or supplement the Company's Charter;

e) Approval of the annual financial statements;

g) Decisions to redeem more than 10% of the total shares issued of each class;

h) Review and handle violations by members of the BOD and members of the Supervisory Board that cause damage to the Company and its shareholders;



- i) Decision to reorganize or dissolve the Company;
  - k) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the BOD and the Supervisory Board;
  - l) Approval of the Internal Regulations on Governance; the Regulations on Operation of the BOD and the Supervisory Board;
  - m) Approve the list of accredited auditing firms; decide which auditing firms are approved to conduct audits of the Company's operations, and dismiss approved auditors when deemed necessary;
  - n) Other rights and obligations as prescribed by law.
2. The GMS discussed and approved the following matters:
- a) The Company's annual business plan;
  - b) The audited annual financial statements;
  - c) The report of the BOD on the governance and performance of the BOD and each member of the BOD;
  - d) The report of the Supervisory Board on the Company's business performance, performance of the BOD, the General Director;
  - đ) The self-assessment report on performance of the Supervisory Board and its members;
  - e) Amount of dividend payable on each class of share;
  - g) Number of members of the BOD and the Supervisory Board;
  - h) Electing, relieving and dismissing members of the BOD and members of the Supervisory Board;
  - i) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the BOD and the Supervisory Board;
  - k) Approve the list of accredited auditing firms; decide which auditing firms are approved to conduct audits of the company's operations when deemed necessary;
  - l) Supplementing and amending the Company's Charter;
  - m) The type of shares and the number of new shares to be issued for each type of share;
  - n) Division, separation, merger, consolidation, or conversion of the Company;
  - o) Reorganization and dissolution (liquidation) the Company and appoint a liquidator;
  - p) Decisions to invest in or sell assets whose value represents 35% or more of the total asset value recorded in the Company's most recent financial statement ;
  - q) Decision to redeem more than 10% of the total shares sold of each class;
  - r) The Company enters into contracts and transactions with entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets as recorded in the most recent financial statement;
  - s) Approve the transactions prescribed in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020; detailing the implementation of a number



of articles of the Law on Securities;

t) Approve the Internal Regulations on Governance, the Regulations on Operation of the BOD, and the Regulations on Operation of the Supervisory Board;

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

3. All resolutions and issues that have been included in the meeting agenda shall be discussed and voted on during the GMS.

### **Article 23. Authorized Representatives**

1. Shareholders, or Authorized Representatives of Shareholders that are organizations, may attend the GMS in person or authorize a representative to attend on their behalf. The Authorized Representative must submit the authorization document when registering to attend the meeting before entering the meeting room.

2. The authorization for a representative to attend the GMS must be in writing in accordance with the provisions of civil law or the Company's form 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 both the authorizing party and the authorized party.

Authorized representatives attending the GMS must submit the authorization document when registering to attend. In case of sub-authorization, the representative must also present the original authorization document from the shareholder or the authorized representative of the shareholder (if not previously registered with the Company).

a) In the case where an individual shareholder is the authorized representative, the power of attorney must be signed by both the shareholder and the authorized representative attending the meeting; an individual shareholder may only authorize one other individual.

b) If the authorized representative of a shareholder that is an organization is the authorizing party, the power of attorney must be signed by the authorized representative, the legal representative of the shareholder, and the authorized person attending the meeting. If more than one authorized representative is appointed, the number of shares and voting rights of each representative must be specifically determined according to the regulations below.

An organization that is a shareholder of the Company and owns less than 10% of the total number of common shares has the right to authorize one person to attend the GMS; if it owns from 10% to less than 51% of the total number of common shares, it has the right to authorize a maximum of three people to attend the GMS; if it owns from 51% to 60% of the total number of common shares, it has the right to authorize a maximum of five people to attend the GMS; if it owns 61% or more of the total number of common shares, it has the right to authorize a maximum of six people to attend the GMS.

c) In other cases, the power of attorney must be signed by the legal representative of the shareholder and the person authorized to attend the meeting.

3. The voting ballot of an authorized representative attending the meeting within the scope of their authorization remains valid in the following cases:

a) The grantor has died, is restricted in their legal capacity, or has lost their legal capacity;



- b) The person who granted the authorization has revoked the designation;
- c) The grantor has revoked the authority of the grantee.

This clause does not apply if the Company receives notice of any of the above events before the opening of the GMS or before the meeting is reconvened.

#### **Article 24. Changes to Rights**

1. Changes or cancellations of special rights associated with a class of preferred shares take effect when approved by shareholders representing 65% or more of the total voting rights of all shareholders present at the meeting. A resolution of the GMS concerning adverse changes to the rights and obligations of preferred shareholders shall only be adopted if approved by preferred shareholders of the same class present at the meeting who own 75% or more of the total preferred shares of that class, or approved by preferred shareholders of the same class who own 75% or more of the total preferred shares of that class in the case of a resolution adopted by written opinion.

2. A meeting of shareholders holding a class of preferred shares to approve the aforementioned change of rights is only valid if there are at least two shareholders (or their authorized representatives) holding at least one-third of the face value of the issued shares of that class. If there are not enough representatives as stated above, the meeting shall be rescheduled 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 authorized representatives shall be considered to have met the required number of representatives. At the meetings of shareholders holding the aforementioned preferred shares, those holding shares of that class present in person or through their representatives may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.

3. The procedures for conducting such separate meetings shall be carried out in accordance with the provisions of Articles 26 and 28 of this Charter.

4. Unless otherwise prescribed in the terms of the share issuance, the special rights associated with preferred shares concerning some or all matters relating to the distribution of the Company's profits or assets shall not be altered when the Company issues additional shares of the same class.

#### **Article 25. Convening the GMS, the meeting agenda, and the notice of the GMS**

1. The BOD convenes the GMS, or the GMS is convened in accordance with the circumstances prescribed in Point b or Point c, Clause 4, Article 21 of this Charter.

2. The person convening the GMS must perform the following duties:

- a) Prepare a list of shareholders eligible to attend and vote at the GMS. The list of shareholders entitled to attend the GMS must be prepared no more than 10 days before the date of sending the notice of invitation to the GMS. The company must disclose information about the preparation of the list of shareholders entitled to attend the GMS at least 20 days before the final registration date;

- b) Prepare the agenda and content for the meeting;

- c) Prepare documents for the meeting;

- d) Draft resolution of the General Shareholders' Meeting based on the agenda of the meeting;

- d) Determine the time and location for holding the meeting;



e) Notify and send notices of the GMS to all shareholders entitled to attend the meeting;

g) Other tasks related to the meeting.

3. The notice of the GMS shall be sent to all shareholders and simultaneously published on the information channels of the Stock Exchange, the State Securities Commission, and on the Company's website. The notice of the GMS must be sent to all shareholders on the List of Shareholders entitled to attend the meeting no later than twenty-one (21) days before the opening date of the GMS (*calculated from the date the notice is duly sent or transmitted, paid for, or placed in the mailbox*). The agenda of the GMS and documents related to the issues to be voted on at the meeting shall be sent to shareholders or posted on the Company's website. If only posted on the Company's website, the notice of the meeting must clearly state where and how to download the documents, and the Company must send the meeting documents to shareholders if requested.

4. Shareholders or groups of shareholders referred to in Clause 3 of Article 19 of this Charter have the right to propose issues to be included in the agenda of the GMS. Proposals must be in writing and must be submitted to the Company at least three (03) working days before the opening date of the GMS. Proposals must include the full name of the shareholder, the number and type of shares held by that person, and the content of the proposal to be included in the agenda.

5. The person convening the GMS has the right to reject proposals related to Clause 4 of this Article in the following cases:

a) The proposal was submitted late, or was incomplete or contained incorrect information;

b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the common shares as prescribed in Clause 3, Article 19 of this Charter;

c) The proposed issue falls outside the scope of authority for discussion and voting by the GMS;

6. The BOD shall prepare a draft resolution for each item on the meeting agenda.

#### **Article 26. Conditions for holding GMS**

1. The GMS is conducted when the number of shareholders present represents more than 50% of the total voting rights.

2. If the required number of delegates is not present within thirty (30) minutes from the scheduled opening time of the meeting, the convener shall cancel the meeting. The GMS must be reconvened within thirty (30) days from the date of the first planned GMS. The reconvened GMS may only be held when the attending members are shareholders and authorized representatives representing at least 33% of the total voting shares.

3. If the second meeting cannot be held due to insufficient number of delegates within thirty (30) minutes from the scheduled opening time of the meeting, a third meeting of shareholders may be convened within twenty (20) days from the date of the planned second meeting, and in this case the meeting shall be held regardless of the number of shareholders or authorized representatives attending and shall be considered valid and shall have the right to decide all issues intended to be approved at the first meeting of shareholders.



## **Article 27. Conducting and voting procedures at the GMS**

1. On the day of the GMS, the Company must carry out the shareholder registration procedure and must continue the registration until all shareholders entitled to attend the meeting have registered.

2. When registering shareholders, the Company issues each shareholder or authorized representative a voting card, which includes the registration number, the shareholder's full name, the authorized representative's full name, and the number of votes cast. During the general meeting, voting cards supporting the resolution are collected first, followed by voting cards opposing (or rejecting) the resolution. Finally, the total number of votes in agree or disagree is counted to determine the decision. The total number of votes in agree, disagree, abstentions (blank votes), or invalid votes for each issue will be announced by the Chairperson immediately after the vote on that issue. The Meeting elects those responsible for counting or supervising the vote count as proposed by the Chairperson. The number of members of the Vote Counting Committee is decided by the GMS based on the Chairperson's proposal.

3. Shareholders or their authorized representatives who arrive late to the GMS have the right to register immediately and subsequently have the right to participate and vote at the meeting. The Chairperson is not obligated to stop the meeting to allow late-arriving shareholders to register, and the validity of voting sessions conducted before the late-arriving shareholders arrive will not be affected.

4. The Chairperson of the BOD presides over the GMS convened by the BOD. If the Chairperson is absent or temporarily incapacitated, the remaining members shall elect one of them to preside over the meeting by majority vote. If no one can be elected to preside, the Head of the Supervisory Board shall preside over the meeting so that the GMS can elect a presiding officer from among those present, and the person with the highest number of votes shall preside over the meeting.

In other cases, the person who signs the document convening the GMS presides over the meeting to elect the Chairperson, and the person with the highest number of votes is appointed as the Chairperson.

5. The agenda and content of the meeting must be approved by the GMS at the opening session. The agenda must clearly and specifically define the time allocated for each item on the agenda;

The Chairperson has the authority to decide on the procedures, formalities, and any events arising outside the agenda of the Shareholders' General Meeting. The Chairperson appoints one or more secretaries to record the minutes of the Shareholders' General Meeting.

6. The Chairperson has the right to postpone the GMS, once the required number of registered attendees has been reached, to another time or to change the meeting location in the following cases:

- a) The meeting venue does not have enough convenient seating for all attendees;
- b) The communication facilities at the meeting venue do not ensure that shareholders attending the meeting can participate, discuss, and vote;
- c) Some attendees engage in disruptive or disorderly conduct, potentially preventing the meeting from being conducted fairly and lawfully.

The maximum postponement period is three days, starting from the date the meeting



was scheduled to begin.

7. The Chairperson of the meeting may conduct the necessary activities to conduct the GMS in a valid and orderly manner or to ensure that the meeting reflects the wishes of the majority of the attending delegates.

8. The person convening the GMS has the right to require shareholders or their authorized representatives attending the General Meeting to undergo inspections or other lawful and reasonable security measures. If a shareholder or authorized representative refuses to comply with the aforementioned inspection or security measures, the person convening the GMS, after careful consideration, may refuse or expel that shareholder or representative from the meeting.

9. The person convening the GMS, after careful consideration, shall take appropriate measures to:

- a) Arrange seating at the venue for the GMS;
- b) Ensure the safety of everyone present at the meeting venues;
- c) Facilitate shareholders' attendance (or continued attendance) at the meeting.

The person convening the GMS has the full right to change the measures set forth in Clauses 8 and 9 of this Article and to apply all necessary measures. These measures may include issuing entry passes or using other selection methods.

10. In the event that the above measures are applied at the GMS, the person convening the GMS, when determining the meeting place, may:

a) The announcement states that the meeting will be held at the location specified in the announcement and that the Chairperson will be present there ("Main venue of the meeting");

b) Arrangements shall be made so that shareholders or authorized representatives who are unable to attend the meeting under this Article, or those who wish to participate from a location other than the main meeting venue, may simultaneously attend the meeting;

The announcement regarding the organization of the meeting does not need to detail the organizational measures as prescribed in this Article.

#### **Article 28. Adoption of resolutions by the GMS**

1. A resolution on the following matters shall be adopted if it is approved by the number of shareholders representing from 65% or more of the total votes cast by all shareholders present at the meeting approve, except as provided in Clauses 2 and 3 of this Article:

- a) Types of shares and the total number of shares of each class;
- b) Changes in industry, occupation, and business lines;
- c) Changes to the Company's organizational and managerial structure;
- d) An investment project or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement .
- đ) Reorganization or dissolution of the Company;

2. A resolution is adopted when it is approved by shareholders holding more than 50% of the total voting rights of all shareholders present at the meeting, except as provided in Clauses 1 and 3 of this Article .



3. The voting for members of the BOD and the Supervisory Board shall be conducted using the cumulative voting method as prescribed in Clause 3, Article 148 of the Law on Enterprises.

4. Resolutions passed by 100% of the total voting shares of the GMS are legal and effective even if the procedures for convening the meeting and passing the resolution violate the provisions of the Law on Enterprises and the Company's Charter.

**Article 29. Authority and procedures for obtaining shareholder opinions in writing to adopt resolutions of the GMS**

The authority and procedures for obtaining shareholder opinions in writing to approve resolutions of the GMS shall be carried out according to the following regulations:

1. The BOD has the right to solicit shareholder opinions in writing to pass resolutions of the GMS at any time if deemed necessary for the benefit of the Company, except in the following cases:

- a) Amend and supplement the content of the Company's Charter;
- b) The Company's development orientation;
- c) The type of shares and the total number of shares of each class;
- d) Electing, dismissing, and removing members of the BOD and the Supervisory Board;
- d) Decisions to invest in or sell assets with a value of 35% or more of the total asset value recorded in the company's most recent financial statement, unless the company's charter stipulates a different percentage or value;
- e) Through annual financial reports;
- g) Reorganization or dissolution of the Company.

2. The BOD must prepare opinion ballots, draft resolutions of the GMS, and explanatory documents for the draft resolutions. Opinion ballots, along with the draft resolutions and explanatory documents, must be sent by registered means to the registered address of each shareholder. The BOD must ensure that the documents are sent and published to shareholders within a reasonable time for consideration and voting, and must send them at least fifteen (15) days before the deadline for receiving opinion ballots. The requirements and methods for sending opinion ballots and accompanying documents shall be implemented in accordance with Clause 3, Article 25 of this Charter.

3. The opinion ballots must include the following key information:

- a) Name, head office address, Business Registration Certificate number and date of issuance, and place of business registration of the Company;
- b) Purpose of soliciting opinions;
- c) Full name, permanent address, nationality, Citizen Identification Card number, National Identification Card number, Passport number, or other legally valid personal identification of individual shareholders; name, permanent address, nationality, establishment decision number or business registration number of corporate shareholders or authorized representatives; number of shares of each class and voting rights of shareholders;
- d) Issues requiring consultation before a resolution can be passed;
- d) The voting options include "agree," "disagree," and "abstentions" for each issue



being considered;

e) Deadline for returning the answered opinion ballots to the Company;

g) Full name and signature of the Chairperson of the BOD and the legal representative of the Company.

4. The completed opinion ballots must be signed by the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder.

5. Shareholders may submit their completed opinion ballots to the Company by post office, fax, or email in accordance with the following regulations:

a) In the case of mailing through post office, the answered opinion ballot must be signed by the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. Opinion ballots sent to the Company must be enclosed in a sealed envelope, and no one is allowed to open it before the ballots are counted;

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

c) Opinion ballots sent to the Company after the deadline specified in the ballot, or that have been opened in the case of mail submissions or disclosed in the case of fax or email submissions, are invalid. Unsubmitted ballots will be considered as abstentions ballots.

6. The BOD shall count the votes and prepare a vote counting report in the presence of the Supervisory Board or shareholders who do not hold management positions in the Company. The vote counting report must include the following main contents:

a) Name, principal office address, business registration number and date of issuance of the business registration certificate, place of business registration;

b) The purpose and issues requiring consultation to reach a decision;

c) The number of shareholders and the total number of votes cast, distinguishing between valid and invalid votes, along with an appendix listing the shareholders who participated in the vote;

d) The total number of votes in agree, disagree, and abstentions for each issue;

e) Decisions that have been adopted;

g) Full name and signature of the Chairperson of the BOD, the legal representative of the Company, the vote supervisor, and the vote counter.

Board members, vote supervisors, and vote counters shall be jointly liable for the integrity and accuracy of the vote count report; and jointly liable for any damages arising from decisions made due to dishonest or inaccurate vote counting.

7. The minutes of the vote count and the resolution on obtaining shareholder opinions in writing must be fully published on the Company's website within twenty-four (24) hours from the date of the end of the vote count.

8. The completed opinion poll forms, vote counting records, the full text of the adopted Resolution, and any related documents attached to the opinion poll forms must all be kept at the Company's head office.

9. A resolution adopted by written shareholder consultation is considered valid if it is approved by shareholders holding more than 50% of the total voting rights of all



shareholders entitled to vote, and it has the same validity as a resolution adopted at a GMS.

### **Article 30. Resolutions and Minutes of the GMS**

1. GMS must be recorded in the minutes, which may also be audio-recorded or recorded and stored electronically. The minutes must be in Vietnamese, and may also be in a foreign language, containing the main contents as prescribed in Clause 1, Article 150 of the Law on Enterprises. Minutes prepared in both Vietnamese and a foreign language have equal legal validity. In case of discrepancies between the Vietnamese and English versions of the minutes, the Vietnamese version shall prevail.

2. The minutes of the GMS must be prepared and approved before the meeting concludes. The Chairperson and secretary of the meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. The minutes of the GMS must be fully published on the Company's website within twenty-four (24) hours from the date of the meeting's conclusion.

4. Resolutions, minutes of the GMS, appendices listing registered shareholders with their signatures, proxies for attending the meeting, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation notice must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at the Company's head office.

### **Article 31. Request for annulment of a resolution of the GMS**

Within ninety (90) days from the date of receiving the Minutes of the GMS or the Minutes of the results of the vote count of the GMS, the shareholder or group of shareholders specified in Clause 3, Article 19 of this Charter has the right to request the Court or Arbitration to review and annul the resolution or part of the content of the resolution of the GMS in the following cases:

1. The procedures for convening meetings or obtaining shareholder opinions in writing and making decisions by the GMS are not carried out in accordance with the provisions of the Law on Enterprises and the Company's Charter, except as prescribed in Clause 4, Article 28 of this Charter.

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

## **Chapter VII Board of Directors**

### **Article 32. Nomination and candidacy of BOD members**

1. In cases where candidates have been identified in advance, information relating to the BOD candidates shall be included in the GMS' Meeting documents and published at least ten (10) days before the opening date of the GMS on the Company's website so that shareholders can learn about these candidates before voting. BOD candidates must provide a written commitment regarding the truthfulness, accuracy and reasonableness of the published personal information and must commit to performing their duties honestly if elected as members of the BOD. The information relating to BOD candidates published shall include at least the following contents:

- a ) Full name, date of birth (day, month, year);
- b) Professional qualifications;



- c) Work experience;
- d) Other managerial positions (including Board positions in other companies);
- d) Interests related to the Company and its related person;
- e) The full name of the shareholder or group of shareholders nominating the candidate (if any);
- g) Other information (if any) ;
- h) Public companies are responsible for disclosing information about the companies in which the candidate holds positions as a member of the BOD, other management positions, and any related interests in the candidate's BOD (if any).

2. Shareholders or groups of shareholders holding voting shares have the right to combine their individual voting rights to nominate candidates for the BOD, specifically as follows:

- Shareholders, or groups of shareholders, owning between 5% and less than 10% of the total voting shares may nominate a maximum of one candidate;
- Shareholders, or groups of shareholders, owning between 10% and less than 30% of the total voting shares may nominate a maximum of two candidates;
- Shareholders, or groups of shareholders, owning between 30% and less than 40% of the total voting shares may nominate a maximum of three candidates;
- Shareholders, or groups of shareholders, owning between 40% and less than 50% of the total voting shares may nominate a maximum of four candidates;
- Shareholders, or groups of shareholders, owning between 50% and less than 60% of the total voting shares may nominate a maximum of five candidates;
- Shareholders, or groups of shareholders, owning between 60% and less than 70% of the total voting shares may nominate a maximum of six candidates;
- Shareholders, or groups of shareholders, owning between 70% and less than 80% of the total voting shares may nominate a maximum of seven candidates;
- Shareholders, or groups of shareholders, owning between 80% and less than 90% of the total voting shares may nominate a maximum of eight candidates;

3. If the number of candidates for the BOD, through nomination and candidacy, is still insufficient, the incumbent BOD may nominate additional candidates or organize nominations according to the mechanism prescribed by the Company in its Internal Regulations on Governance. The procedure for the incumbent BOD to nominate candidates for the BOD must be clearly announced before the GMS votes to elect members of the BOD in accordance with the law.

### **Article 33. Composition and term of the BOD members**

1. The number of members of the Company's BOD is three (3) people. The term of the BOD is five (05) years. The term of a member of the BOD is not more than five (05) years; members of the BOD may be re-elected for an unlimited number of terms. In which the number of non-executive members of the BOD must account for at least 1/3 of the total number of members.

2. A member of the BOD shall cease to be a member of the BOD in the following cases, either dismissed, removed, or replaced by the GMS as prescribed below:

- a) The GMS shall dismiss a member of the BOD in the following cases:



- Not meeting the qualifications and conditions prescribed in Article 155 of the Law on Enterprises, or being prohibited by law from being the BOD's members;
  - A resignation letter was submitted and accepted;
  - Lacking the capacity for legal action and having evidence of mental disorder.
- b) The GMS shall dismiss a member of the BOD in the following cases:
- Not participating in BOD activities for 06 consecutive months, except in cases of force majeure;
  - Providing false personal information when submitting to the Company as a candidate for the BOD;
  - Violating legal regulations and the Company's Charter regarding share transactions and transfers;
  - Violating legal regulations and the Company's Charter in the course of performing duties.
  - Representing a shareholder that is a legal entity when that organization no longer has the independent juridical entity status.

3. The appointment of BOD members must be disclosed in accordance with the regulations of the law on securities and the securities market.

4. Members of the BOD may not be shareholders of the Company.

5. If the number of BOD members is reduced by more than one-third compared to the number prescribed in the Company's Charter, the BOD must convene a GMS within no more than 60 days to elect additional Board members. In other cases, the next GMS will elect new members to replace the Board members who have been dismissed or removed from office.

#### **Article 34. Powers and obligations of the BOD**

1. The Company's business operations and activities are subject to the supervision and direction of the BOD. The BOD is the body with full authority to exercise all rights on behalf of the Company, except for those powers reserved to the GMS.

2. The BOD has the following powers and responsibilities:

- a) The Company's strategic decisions, medium-term development plans, and annual business plans;
- b) Propose the types of shares and the total number of shares authorized for sale for each type;
- c) Decisions to sell unsold shares within the permitted number of shares for each class; decisions to raise additional capital through other means;
- d) Deciding on the selling price of the Company's shares and bonds;
- đ) Decisions to redeem shares as prescribed in Clauses 1 and 2 of Article 133 of the Law on Enterprises;
- e) Decisions on investment options and investment projects are made within the authority and limits prescribed by law;
- g) Deciding on solutions for market development, marketing, and technology;
- h) Through purchase, sale, loan, and other contracts and transactions with a value ranging from 10% to less than 35% of the total asset value recorded in the Company's



most recent financial statement, excluding contracts and transactions under the authority of the GMS as prescribed in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises;

i) Electing, relieving and dismissing the Chairperson of the BOD; appointing, dismissing, signing contracts with, and terminating contracts with the General Director, Deputy General Director, Chief Accountant, Department Heads, and Workshop Managers; deciding on the salaries, remuneration, bonuses, and other benefits of those managers; appointing authorized representatives to participate in the Board of Members or GMS in other companies, and deciding on the remuneration and other benefits of those representatives;

k) Supervising and directing the General Director and other managers in the daily operation of the Company's business;

l) Deciding on the organizational structure and Internal Regulations on Governance of the Company, deciding on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;

m) Reviewing the agenda and content of documents for the GMS, convening the GMS, or soliciting opinions for the GMS to pass resolutions;

n) The audited annual financial statements are presented to the GMS;

o) Proposing the dividend rate to be paid; deciding on the timeframe and procedures for paying dividends or handling losses incurred during business operations;

p) Proposing the reorganization or dissolution of the Company; requesting the Company's bankruptcy;

q) Decisions to issue the Regulations on the operation of the BOD, the Internal Regulations on corporate governance after approval by the GMS; and the Regulations on information disclosure of the company;

s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other legal regulations, and the company's charter.

3. The BOD must report to the GMS on the results of the BOD's activities as prescribed in Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

### **Article 35. Chairperson of the BOD**

1. The Chairperson of the BOD is elected, relieved or dismissed from office by the BOD from among its members.

2. The Chairperson of the BOD may not simultaneously hold the position of General Director, except as otherwise provided by law.

3. The Chairperson of the BOD has the following rights and responsibilities:

a) Develop the agenda and activity plan for the BOD;

b) Prepare the agenda, content, and documents for the meeting; convene, chair, and preside over the BOD meeting;

c) Organize the adoption of resolutions and decisions by the BOD;

d) Monitoring the implementation process of resolutions and decisions of the BOD;

d) Presiding over the GMS;



e) Other rights and obligations as prescribed by the Law on Enterprises.

4. In the event that the Chairperson of the BOD submits a resignation letter or is relieved or dismissed from office, the BOD must elect a replacement within 10 days from the date of receiving the resignation letter or relieve/dismissal.

5. In the absence of the Chairperson of the BOD or inability to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairperson of the BOD in accordance with the principles prescribed in the company's charter. If there is no authorized person, or if the Chairperson of the BOD dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative sanctions at a compulsory rehabilitation center or compulsory education facility, has absconded from his/her residence, is incapacitated or lacks civil capacity, has difficulties in understanding or controlling his/her actions, or is prohibited by the Court from holding office, practicing a profession, or performing a specific job, the remaining members shall elect one of them to hold the position of Chairperson of the BOD by a majority vote until a new decision is made by the BOD.

### **Article 36. Duties and powers of members of the BOD**

1. Members are responsible for carrying out the tasks assigned by the Chairperson of the BOD (or authorized by the Chairperson of the BOD) and may not delegate these tasks to others;

2. Attend BOD meetings, discuss and vote on matters within the meeting's agenda, and be personally responsible before the law, the GMS, and the BOD for their actions;

3. To appoint another member of the BOD to attend Board meetings in his/her place when necessary. The appointment of a replacement must be made in writing, signed by the appointing person, and sent to the Company's head office before the Board meeting commences;

4. Request the General Director, Deputy General Director, and other management staff to provide information and documents on the financial situation and business operations of the Company and its units ;

5. Be absolutely loyal to the Company's business objectives as stated in this Charter. Maintain confidentiality of the Company's data, standards, technology, and financial matters;

6. Research and evaluate the situation and results of operations, and contribute to the development direction and business performance of the Company in each period;

7. Implement the Company's Charter, decisions of the GMS, and decisions of the BOD related to each member as assigned by the BOD;

8. Employees are prohibited from abusing their position for personal gain or engaging in actions that harm the Company's interests, and from misappropriating business opportunities belonging to the Company.

9. No action shall be taken exceeding the authority of the Company or the BOD as prescribed in the Charter. Any decision or action exceeding this authority that causes damage to the Company shall be subject to compensation liability in accordance with the law;

10. Other rights and duties of the BOD are prescribed in the Law on Enterprises;

11. Remuneration, salaries, and other benefits of the BOD:

a) The company pays remuneration and salaries to members of the BOD based on



business results and performance. Members of the BOD are entitled to performance-based compensation and bonuses.

Remuneration is calculated based on the number of working days required to complete the tasks of each Board member and the daily rate. The BOD determines the remuneration for each member by mutual agreement. The total remuneration and bonuses for the BOD are decided by the GMS at its annual meeting.

b) Members of the BOD holding executive positions, or members of the BOD working in subcommittees of the BOD, or performing other duties outside the normal scope of a member's duties, may receive additional compensation in the form of a lump-sum payment, salary, commission, percentage of profits, or other forms as decided by the BOD.

c) Members of the BOD are entitled to reimbursement for all travel, accommodation, and other expenses incurred in performing their duties as members of the BOD, including expenses incurred in attending meetings of the BOD or the GMS.

d) The remuneration of the BOD shall be included in the Company's business expenses in accordance with the law on corporate income tax and must be shown as a separate item in the Company's annual financial statements, and must be reported to the GMS at the annual meetings.

### **Article 37. Meetings of the BOD**

1. The Chairperson of the BOD shall be elected at the first meeting of the BOD' term within seven (07) working days from the date of the end of the election of the BOD for that term. This meeting shall be convened by the member with the highest number of votes. In the event that more than one (01) member has the same highest number of votes, these members shall elect one of them to convene the BOD meeting by majority rule.

2. The Chairperson of the BOD must convene regular meetings of the BOD, set the agenda, time and place of the meeting at least five (05) days before the scheduled meeting date. The Chairperson may convene a meeting whenever he deems it necessary, but at least one (01) meeting must be held every quarter.

3. The Chairperson of the BOD shall convene extraordinary meetings when deemed necessary for the benefit of the Company. Furthermore, the Chairperson of the BOD must convene a Board meeting, without delay unless justifiable, when one of the following parties submits a written request outlining the purpose of the meeting and the issues to be discussed:

- a) General Director or at least five (05) other managerial staff;
- b) At least two (02) members of the BOD;
- c) Supervisory Board.

4. The BOD meetings referred to in Clause 3 of this Article must be held within 7 working days from the date of receipt of the meeting request as prescribed in Clause 3 of this Article. If the Chairperson of the BOD refuses to convene the meeting as requested, the Chairperson shall be liable for any damages incurred by the Company; those who proposed the meeting mentioned in Clause 3 of this Article may convene the BOD meeting themselves.

5. If requested by an independent auditor, the Chairperson of the BOD must convene a meeting of the BOD to discuss the audit report and the Company's situation.



6. BOD meetings shall be held at the Company's registered address or at other addresses in Vietnam or abroad as decided by the Chairperson of the BOD and with the unanimous consent of the BOD.

7. Notices of BOD meetings must be sent to Board members at least five (05) days before the meeting is held. Board members may refuse the notice of meeting in writing, and this refusal may have retroactive effect. The notice of the Board meeting must be in writing in Vietnamese and must fully inform the agenda, time, and location of the meeting, along with necessary documents on the issues to be discussed and voted on at the Board meeting and voting slips for Board members who cannot attend the meeting.

Members of the Supervisory Board have the right to attend BOD meetings; they have the right to participate in discussions but do not have the right to vote.

The meeting notice shall be sent by mail, fax, email, or other means, but must ensure that it reaches the address of each member of the BOD and the Supervisors registered with the Company.

8. The first meeting of the BOD may only proceed with decisions when at least 3/4 of the total number of Board members are present, either in person or through their representatives (authorized persons).

If the required number of members are not present, the meeting must be reconvened within 7 days of the first scheduled meeting date. The reconvened meeting will proceed if more than half (1/2) of the BOD members are present.

9. Board meetings may be held in the form of online conferences among members of the Board when all or some members are located in different places, provided that each participating member is able to:

a) Listen to each of the other Board members who are participating in the meeting speak;

b) Address all other attendees simultaneously.

Discussions among members may be conducted in person by telephone or by other means of communication, or a combination of these methods. Board members participating in such meetings are considered to be "present" at that meeting. The meeting location, as prescribed in this regulation, is the location where the largest number of Board members are present, or the location where the meeting chair is present.

Decisions made during a formal meeting held and conducted by telephone take effect immediately upon the conclusion of the meeting, but must be confirmed by the signatures in the minutes of all Board members present at the meeting.

10. Members of the BOD may send voting ballots to the meeting via mail, fax, or email. In the case of sending voting ballots to the meeting via mail, the ballot must be enclosed in a sealed envelope and must be delivered to the Chairperson of the BOD no later than one (01) hour before the opening of the meeting. The ballot may only be opened in the presence of all attendees.

11. Voting.

a) Except as provided in Point b, Clause 11 of this Article, each member of the BOD or a person directly authorized to be present in their personal capacity at the BOD meeting has one (01) voting right;

b) Board members shall not vote on contracts, transactions, or proposals in which



they or persons related to them have an interest, and which such interest conflicts with or may conflict with the interests of the Company. Board members shall not be counted toward the minimum number of representatives required to convene a Board meeting concerning decisions in which they do not have the right to vote;

c) As prescribed in Point d of this Clause, when issues arise during a meeting of the BOD concerning the interests of a Board member or the voting rights of a member, and such issues cannot be resolved by the voluntary waiver of voting rights by the relevant Board member, the issues shall be referred to the Chairperson of the meeting for decision. The Chairperson's decision on such matters shall be final unless the nature or scope of the interests of the relevant Board member has not been fully disclosed;

d) A member of the BOD who benefits from a contract as prescribed in Points a and b of Clause 4, Article 51 of this Charter shall be deemed to have a substantial interest in that contract.

e) Auditors have the right to attend BOD meetings and participate in discussions, but they do not have the right to vote.

12. A member of the BOD who directly or indirectly benefits from a contract or transaction already concluded or slated for conclusion with the Company, and who is aware of their own interest, is responsible for disclosing the nature and content of that interest at the first meeting of the BOD considering the conclusion of such contract or transaction. If a member of the BOD is unaware of their own interest or the interest of Related person at the time the contract or transaction is concluded with the Company, that member must disclose the relevant interest at the first meeting of the BOD held after that member becomes aware of their interest or potential interest in the relevant transaction or contract.

13. The BOD adopts Decisions and Resolutions based on the approval of a majority of the Board members present (over 50%). In the event of a tie vote, the vote of the Chairperson of the BOD shall be the deciding vote.

14. Resolutions adopted by written or electronic consultation are based on the unanimous agreement of a majority of the BOD members with voting rights. These resolutions have the same effect and value as resolutions adopted by the Board members at a meeting convened and held in accordance with established practice.

15. The Chairperson of the BOD or a person authorized by the Chairperson of the BOD is responsible for sending the minutes of the BOD meetings to the members, and these minutes serve as authentic evidence of the work done in those meetings unless there is an objection to the content of the minutes within ten (10) days from the date of sending. The minutes of the BOD' meetings shall be prepared in Vietnamese and may be prepared in English. The minutes must be signed by the Chairperson and the person recording the minutes.

### **Article 38. Subcommittees of the BOD**

1. The BOD may establish a subcommittee to be responsible for development policy, human resources, compensation, and internal audit. The number of members of the subcommittee is decided by the BOD, but must have at least three (03) members including members of the BOD and external members. Non-executive members of the BOD constitute the majority in the subcommittee and one of these members is appointed as the Head of the subcommittee by decision of the BOD. The activities of the subcommittee must comply with the regulations of the BOD. Resolutions of the subcommittee are only valid when a majority of the members attending and voting at the



subcommittee meeting are members of the BOD.

2. The implementation of decisions of the BOD, or of subcommittees under the BOD, or of individuals holding membership in subcommittees of the BOD must comply with applicable laws and regulations and the provisions of the Company's Charter.

### **Chapter VIII** **GENERAL DIRECTOR, MANAGERIAL STAFF** **AND THE PERSON IN CHARGE OF CORPORATE GOVERNANCE**

#### **Article 39. Organizational structure of the management apparatus**

The Company's management system must ensure that the management apparatus is accountable to the BOD and is under the leadership of the BOD. The Company has one (01) General Director; several Deputy General Directors and a Chief Accountant and other positions appointed by the BOD. The appointment, relieve or dismissal of the above-mentioned positions must be carried out by a legally approved Resolution of the BOD.

#### **Article 40. Managerial staff**

1. Upon the recommendation of the General Director and with the approval of the BOD, the Company may recruit the necessary managerial personnel, in numbers and with expertise appropriate to the Company's structure and management practices as proposed by the BOD from time to time. Managerial personnel must possess the necessary diligence to ensure that the Company's operations and organization achieve their stated objectives.

2. The salary, remuneration, benefits, and other terms of the employment contract for the General Director are decided by the BOD, and the contracts for other managerial personnel are decided by the BOD after consulting with the General Director.

#### **Article 41. Appointment, dismissal, duties and powers of the General Director**

1. The BOD appoints a member of the BOD or hires another person to be the General Director; signs a contract specifying the salary, remuneration, benefits, and other related terms. Information on the salary, allowances, and benefits of the General Director must be reported at the Annual GMS and included in the Company's Annual Report.

2. The term of the General Director is five (05) years and may be reappointed. The appointment may expire based on the provisions of the labor contract. The General Director must not be a person prohibited by law from holding this position and must meet the standards and conditions as prescribed by law and the Company's Charter.

3. The General Director has the following powers and responsibilities:

a) Implement the resolutions of the BOD and the GMS, and the business plan and investment plan of the Company that have been approved by the BOD and the GMS;

b) To decide on all matters not requiring a resolution from the BOD, including signing financial and commercial contracts on behalf of the Company, and organizing and managing the Company's daily business operations in accordance with best management practices;

c) Borrowing and taking out mortgages, pledges, or guarantees with a value of less than 10% of the total asset value recorded in the Company's most recent financial statement;



d) To propose the number and types of management personnel that the Company needs to recruit for the BOD to appoint or dismiss in order to carry out effective management activities as proposed by the BOD, and to advise the BOD on the salary, remuneration, benefits and other terms of employment contracts for management personnel;

d) Consult with the BOD to decide on the number of employees, salaries, allowances, benefits, appointments, dismissals, and other terms related to their employment contracts;

e) On November 1st of each year, the General Director must submit to the BOD for approval the detailed business production and social life plan for the following fiscal year on the basis of meeting the requirements of the relevant annual financial plan as well as the Company's (05) five-year financial plan;

g) Decisions regarding salaries and other benefits for employees in the Company, including managers, fall under the appointment authority of the General Director;

h) Recruitment of workers;

i) Proposing a plan for paying dividends or handling business losses;

k) Propose measures to improve the company's operations and management;

l) Prepare the Company's long-term, annual, and quarterly budgets (hereinafter referred to as the budget) to support the Company's long-term, annual, and quarterly management activities in accordance with the business plan. The annual budget (including the balance sheet, income statement, and projected cash flow statement) for each fiscal year must be submitted to the BOD for approval and must include the information prescribed in the Company's regulations;

m) To perform all other activities as prescribed in this Charter and the Company's regulations, the Resolutions of the BOD, the General Director's employment contract, and the law.

4. The General Director is accountable to the BOD, the GMS, and the law for the performance of assigned duties and powers, and must report to these bodies when requested.

5. The BOD may dismiss the CEO when a majority of the Board members present at the meeting have the right to vote in favor, and appoint a new CEO to replace him.

#### **Article 42. Authorization by the General Director**

1. The General Director authorizes in writing the Deputy General Director of the Company to act on his/her behalf in resolving or executing certain tasks of the Company and shall be legally responsible for his/her authorization; In the absence of the Deputy General Director, the General Director may authorize in writing another Deputy General Director, or a Head of a Department of the Company, or a Director of a relevant subsidiary unit to perform the task.

2. The General Director shall authorize in writing the Directors of member units to manage, operate, resolve, or execute tasks in the member units on his/her behalf, in accordance with the Company's management decentralization regulations, and shall be legally responsible for his/her authorization; In the absence of the Director of a member unit, the General Director may authorize the Deputy Director of the unit in writing.

3. Individuals authorized by the General Director may only perform duties within the scope of their authorization and may not delegate these duties to others. The authorized



individual is directly responsible to the General Director and to the law for the delegated tasks.

4. All authorizations and delegations related to the Company's seal must be in writing and have a specified time limit.

#### **Article 43. Person in charge of Corporate Governance**

1. The BOD shall appoint at least one (01) person as the Head of Administration and Company Secretary to support the effective conduct of company administration. The term of office of the Head of Administration shall be decided by the BOD, with a maximum of five (05) years. The BOD may dismiss the Person in Charge of Corporate Governance when necessary, provided that such dismissal does not violate applicable labor laws. The BOD may appoint an Assistant of the Person in Charge of Corporate Governance from time to time.

2. The Person in Charge of Corporate Governance is not allowed to simultaneously work for the independent auditing firm that is auditing the Company's financial statements;

3. The Person in Charge of Corporate Governance has the rights and obligations:

a) Advising the BOD on organizing the GMS in accordance with regulations and on related matters between the Company and shareholders;

b) Prepare for meetings of the BOD, Supervisory Board, and GMS as requested by the BOD or the Supervisory Board;

c) Providing advice on meeting procedures;

d) Attend meetings;

d) Advising on procedures for drafting resolutions of the BOD in accordance with legal regulations;

e) Provide financial information, copies of BOD meeting minutes, and other information to members of the BOD and members of the Supervisory Board;

g) Monitor and report to the BOD on the Company's information disclosure activities;

h) To serve as the point of contact with relevant stakeholders;

i) Information security will be maintained in accordance with legal regulations and the company's charter.

k) Other rights and obligations as prescribed by law.

### **Chapter IX SUPERVISORY BOARD**

#### **Article 44. Nomination and candidacy of members of the Supervisory Board**

1. Shareholders holding common shares have the right to pool their voting rights to nominate candidates for the Supervisory Board, similar to the nomination process for members of the BOD. The nomination and candidacy of Supervisory Board members shall be conducted in accordance with the provisions of Clauses 1 and 2 of Article 32 of this Charter.

2. If the number of candidates for the Supervisory Board nominated through election and candidacy is insufficient, the incumbent Supervisory Board may nominate additional



candidates or organize nominations according to the mechanisms prescribed in the Company's Charter and Internal Regulations on Governance. The incumbent Supervisory Board's nomination of additional candidates must be clearly announced before the GMS votes to elect members of the Supervisory Board in accordance with the law.

#### **Article 45. Members of the Supervisory Board**

1. The number of members of the Company's Supervisory Board is three (3) members. The term of the Company's Supervisory Board shall not exceed five (5) years and may be re-elected for an unlimited number of terms.

2. Members of the Supervisory Board must meet the standards and conditions prescribed in Article 169 of the Law on Enterprises and the Company's Charter, and must not fall under the following cases:

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

3. Members of the Company's Supervisory Board shall be relieved in the following cases:

- a) No longer meets the qualifications and conditions to be a member of the Company's Supervisory Board as prescribed in the Law on Enterprises;
- b) Not exercising its rights and obligations for six (06) consecutive months, except in cases of force majeure;
- c) A resignation letter has been submitted and accepted;
- d) Other cases as prescribed by law and this Charter.

5. Members of the Company's Supervisory Board shall be dismissed in the following cases:

- a) Failure to complete assigned tasks or duties;
- b) Serious or repeated violations of the duties of the Auditor as prescribed in the Law on Enterprises and the company's charter;
- c) By decision of the GMS;
- d) Other cases as prescribed by law and this Charter.

#### **Article 46. Rights and obligations of the Supervisory Board**

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

a) Propose and recommend to the GMS to approve the list of accredited auditing firms to audit the Company's financial statements; decide on the accredited auditing firm to conduct the Company's operational inspection, and dismiss approved auditors when deemed necessary.

b) Be accountable to shareholders for their supervisory activities.

c) Monitoring the Company's financial situation and ensuring compliance with the law in the operations of the BOD members, the General Director, and other managers.

d) Ensure coordination of activities with the BOD, the General Director, and shareholders.



d) In the event of discovering any violation of the law or the Company's Charter by a member of the BOD, the General Director, or other executives of the Company, the Supervisory Board must notify the BOD in writing within 48 hours, requesting the person committing the violation to cease the violation and take measures to remedy the consequences.

e) Develop the operating regulations of the Supervisory Board and submit them to the GMS for approval.

g) Reporting to the GMS as prescribed in Article 290 of Government Decree No. 155/2020/ND-CP dated December 31, 2020; detailing the implementation of a number of articles of the Law on Securities.

h) Have the right to access the Company's records and documents kept at the head office, branches, and other locations; have the right to visit the workplaces of the Company's managers and employees during working hours.

i) Have the right to request the BOD, members of the BOD, the General Director, and other managers to provide complete, accurate, and timely information and documents regarding the management, operation, and business lines of the Company.

k) Other rights and obligations as prescribed by law.

2. Members of the BOD, the Chief Executive Officer, and other managerial personnel must provide all information and documents relating to the Company's operations upon request from the Supervisory Board. The Company Secretary must ensure that all copies of financial information, other information provided to members of the BOD, and copies of BOD meeting minutes are provided to members of the Supervisory Board at the same time they are provided to the BOD.

3. The Supervisory Board may issue regulations regarding its meetings and how it operates.

4. Salaries, remuneration, and other benefits of members of the Supervisory Board shall be paid according to the following regulations:

a) Members of the Supervisory Board are paid salaries, remuneration, bonuses, and other benefits as decided by the GMS. The GMS decides on the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.

b) Members of the Supervisory Board shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consulting services. The total amount of these remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the GMS, unless the GMS decides otherwise.

c) Salaries, remuneration, and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with the law on corporate income tax and relevant laws, and must be presented as a separate item in the Company's annual financial statements.

#### **Article 47. Meeting procedures of the Supervisory Board**

1. The Supervisory Board shall hold regular meetings at least four (04) times a year as proposed by the Head of the Supervisory Board and may hold extraordinary meetings to address unforeseen matters.

2. An extraordinary meeting of the Supervisory Board was convened at the request



of:

- a) Chairperson of the BOD;
- b) At least 2/3 of the members of the BOD;
- c) The head of the Supervisory Board or at least two members of the Supervisory Board;
- d) The CEO or at least five other managers.

3. Within 07 working days from the date of receiving a written request for an extraordinary meeting of the Supervisory Board from one of the entities mentioned in Clause 2 of this Article, the Head of the Supervisory Board must convene and conduct the meeting. If, after two consecutive requests, the Head of the Supervisory Board fails to convene a meeting, the members of the Supervisory Board shall hold a meeting to decide on the relieve or dismissal of the Head of the Board and elect another member of the Supervisory Board to serve as Head of the Board.

4. Announcement of the Supervisory Board meeting agenda:

Notices of the Supervisory Board meeting must be sent to the members of the Supervisory Board at least 03 working days before the meeting. The notice must be in writing, clearly stating the meeting agenda, time, and location, and must be accompanied by necessary documents regarding the issues to be discussed and voted on at the Supervisory Board meeting.

5. A Supervisory Board meeting is eligible to proceed when at least 2/3 of its members are present. Minutes of the Supervisory Board meeting must be detailed and clear. The person recording the minutes and all attending Supervisory Board members must sign the minutes. Minutes of Supervisory Board meetings must be retained to determine the responsibilities of each Supervisory Board member .

6. Voting:

a) Each member attending the Supervisory Board meeting has one vote. If a Supervisory Board member is unable to attend the meeting, they may authorize another Supervisory Board member in writing to exercise their voting rights on their behalf;

b) Members of the Supervisory Board who have vested interests in the matters decided by the Supervisory Board are not permitted to participate in voting on those matters and are not counted towards the number of delegates required to be present at the meeting. They are also not permitted to receive authorization from other members of the Supervisory Board to vote on those matters;

c) If doubts arise at the meeting concerning the interests of a Supervisory Board member or the voting rights of a Supervisory Board member, and such doubts are not voluntarily resolved by the Supervisory Board member by agreeing to waive their voting rights, then the doubts shall be referred to the Chairperson of the meeting. The Chairperson's decision shall be final and conclusive unless the nature and extent of the relevant interests of the Supervisory Board member are not yet known;

7. The Supervisory Board has the right to make decisions by holding meetings, by means of written documents signed by all members of the Supervisory Board, or by soliciting opinions via correspondence or fax.

8. Decisions of the Supervisory Board are made through consultation:

- a) With the written consent of a majority of the members of the Supervisory Board



entitled to vote on the matter submitted for consideration;

b) The number of Supervisory Board members entitled to participate in written voting must meet the required number of members for conducting a Supervisory Board meeting. The minutes of the Supervisory Board meeting must be fully recorded in the minutes book and approved by all attending members with the full signatures of each Supervisory Board member.

#### **Article 48. Head of the Supervisory Board**

1. The Head of the Supervisory Board is elected by the Supervisory Board from among its members; the election, dismissal, and removal are based on a majority vote. The Head of the Supervisory Board must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the Company's business operations.

2. The Head of the Supervisory Board has the following rights and obligations:

a) Develop a program, activity plan, and assign responsibilities to the members of the Supervisory Board;

b) Prepare the agenda and content of documents for the Supervisory Board meeting, convene and chair the meeting;

c) Prepare and sign the Supervisory Board's report after consulting with the BOD, to be presented to the GMS;

d) Other rights and duties as prescribed by law and this Charter.

3. In the absence of the Head of the Supervisory Board, he/she may delegate authority to another member. If the Head of the Supervisory Board is unable to perform the assigned duties, the Supervisory Board may appoint a member to perform the duties of the Head of the Supervisory Board.

#### **Article 49. Rights and obligations of members of the Supervisory Board**

1. Members of the Supervisory Board have the right to access information related to the Company's business operations in accordance with the Law on Enterprises, relevant laws, and the Company's Charter. The BOD, the General Director, and other executives are responsible for providing complete and timely information as requested by members of the Supervisory Board.

2. Members of the Supervisory Board have the following obligations:

a) Strictly comply with the law, the Company's Charter, decisions of the GMS, and professional ethics in performing assigned tasks.

b) To perform assigned rights and duties honestly, carefully, and to the best of their ability in order to ensure the maximum legitimate interests of the Company and its shareholders.

c) Be loyal to the interests of the Company and its shareholders. Maintain absolute confidentiality regarding the Company's data, standards, technology, and financial matters. Do not use the Company's information, know-how, or business opportunities, or abuse your position, title, or assets for personal gain or to serve the interests of other organizations or individuals.

3. In the event of a violation of the obligations prescribed in Clauses 1 and 2 of this Article that causes damage to the Company or other parties, the members of the Supervisory Board shall be held personally or jointly liable for compensation for such



damage.

All income and other benefits that members of the Supervisory Board directly or indirectly obtain as a result of violating the obligations prescribed in this Article shall belong to the Company.

4. If a member of the Supervisory Board is found to have violated their obligations in exercising their assigned rights and duties, the BOD must notify the Supervisory Board in writing; require the person committing the violation to cease the violation and take measures to remedy the consequences.

## **Chapter X**

### **RESPONSIBILITIES OF BOD MEMBERS AND OTHER MEMBERS BOARD OF SUPERVISORS, GENERAL DIRECTOR AND OTHER MANAGEMENT STAFF**

#### **Article 50. Responsibility for Care**

Members of the BOD, members of the Supervisory Board, the General Director, and other management personnel are responsible for performing their duties, including those as members of subcommittees of the BOD, honestly and in the best interests of the Company.

#### **Article 51. Responsibility for Honesty and Avoidance of conflicts of interest**

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

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

3. Members of the BOD, members of the Supervisory Board, the General Director, and other managers are obligated to notify the BOD and the Supervisory Board in writing of transactions between the Company, its subsidiaries, and other companies in which the Company holds a controlling stake of 50% or more of the charter capital, and those entities themselves or their related person, as prescribed by law. For the aforementioned transactions approved by the GMS or the BOD, the Company must disclose information regarding these resolutions in accordance with the Law on Securities on information disclosure.

4. Members of the BOD are not permitted to vote on transactions that benefit that member or a related party, as prescribed in the Law on Enterprises and the company's charter.

5. Members of the BOD, members of the Supervisory Board, the General Director, other managers, and Related person of these entities are prohibited from using or disclosing internal information to others for the purpose of conducting related transactions.

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

a ) For transactions with a value less than or equal to 35% of the total asset value recorded in the most recent financial statement, the significant contents of the



contract or transaction, as well as the relationships and interests of the BOD members, Supervisory Board members, General Director, and other executives, have been reported to the BOD and approved by a majority vote of the Board members who have no vested interest;

b ) For transactions with a value exceeding 35% or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statement, the significant details of such transactions, as well as the relationship and interests of the BOD members, Supervisory Board members, General Director, and other executives, have been disclosed to shareholders and approved by the GMS through a vote of shareholders without an vested interest.

#### **Article 52. Liability for damages and compensation**

1. Members of the BOD, members of the Supervisory Board, the General Director, and other management personnel who violate their duties and responsibilities of honesty and diligence, and fail to fulfill their obligations with conscientiousness and professional competence, shall be held responsible for any damages caused by their violations.

2. The Company shall compensate persons who have been, are, or may become parties involved in claims, lawsuits, or prosecutions (*including civil and administrative cases, and not cases in which the Company is the plaintiff*) if that person has been or is a member of the BOD, a manager, an employee, or an authorized representative of the Company, or if that person has acted or is acting at the request of the Company as a member of the BOD, a manager, an employee, or an authorized representative of the Company, provided that person acted honestly, carefully, and diligently in the best interests of the Company, in compliance with the law, and there is no evidence to confirm that that person has violated their responsibilities.

3. Compensation costs include incidental expenses (*including attorney fees* ), judgment costs, fines, and payments actually incurred or considered reasonable in resolving such cases within the framework of the law. The company may purchase insurance for those individuals to avoid the aforementioned compensation liabilities.

### **Chapter XI**

#### **RIGHT TO EXAMINE COMPANY RECORDS AND ACCOUNTING**

##### **Article 53. Right to access books and records**

1. Ordinary shareholders have the right to access the books and records, specifically as follows:

a) Ordinary shareholders have the right to review, search, and extract information about their name and contact address in the list of shareholders with voting rights; request correction of inaccurate information about themselves; review, search, extract, or copy the company's charter, minutes of the GMS, and resolutions of the GMS;

b) Shareholders or groups of shareholders owning 05% or more of the total number of common shares have the right to review, search, and extract minutes and resolutions, decisions of the BOD, interim and annual financial statements, reports of the Supervisory Board, contracts, transactions requiring approval from the BOD, and other documents, except for documents related to the Company's trade secrets and business secrets.

2. Members of the BOD, members of the Supervisory Board, the General Director,



and other management personnel have the right to inspect the Company's shareholder register, shareholder list, and other books and records of the Company for purposes related to their positions, provided that such information is kept confidential.

3. The Company must keep this Charter and any amendments to them, the Enterprise Registration Certificate, regulations, documents proving ownership of assets, resolutions of the GMS and the BOD, minutes of the GMS and the BOD, reports of the BOD, reports of the Supervisory Board, annual financial statements, accounting books and any other documents as prescribed by law at its head office or another location provided that the shareholders and the business registration authority are notified of the location where these documents are stored.

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

## **Chapter XII**

### **EMPLOYEES AND TRADE UNIONS**

#### **Article 54. Employees and trade unions**

1. The General Director shall develop plans for the BOD to approve matters relating to recruitment, labor, dismissal, wages, social insurance, benefits, rewards and disciplinary actions for managers and employees, as well as the Company's relations with recognized trade unions in accordance with best management standards, practices and policies, the practices and policies prescribed in this Charter, the Company's regulations and applicable laws.

2. The BOD and the General Director of the Company shall create all conditions for employees to be informed, to participate in giving opinions, to decide and supervise matters related to their rights, interests, obligations, and responsibilities. They shall create conditions for the Company's political and socio-political organizations to operate in accordance with the law in exercising democratic rights for employees. They shall establish harmonious and stable labor relations, contributing to preventing and limiting labor disputes in the production and business process.

3. The BOD, the General Director, managers, and employees of the Company are obligated to properly implement labor contracts, collective labor agreements, comply with the Company's internal regulations and rules, and comply with current laws and regulations concerning the rights and obligations of managers and employees.

4. Employees have the right to participate in monitoring the implementation of regulations and policies related to their legitimate rights and obligations as prescribed by law and the Company's democratic regulations.

Workers have the right to join political organizations, socio-political organizations, and professional social organizations in accordance with the law.

5. The Company's Trade Union is organized and operates in accordance with the law. It is an organization representing and protecting the legitimate rights and interests of employees and the collective workforce. It is responsible for organizing employees to exercise their right to know, participate, inspect, supervise, and decide on matters directly related to them. The Chairperson of the Company's Trade Union, or a person authorized by the Company's Trade Union Executive Committee, is invited to attend the Shareholders' General Meeting and participates in discussions on issues related to the legitimate rights and interests of the collective workforce within the Company.

6. Annually, the BOD, the General Director of the Company, and the managers are



responsible for presiding over and coordinating with the Trade Union Executive Committee to organize the Company's Workers' Conference. The main content of the Workers' Conference is to discuss solutions for implementing the production and business plan targets approved by the GMS; to evaluate the implementation of the collective labor agreement, the Company's internal regulations and rules, and other issues related to the legitimate rights and interests of employees.

### **Chapter XIII PROFIT DISTRIBUTION**

#### **Article 55. Profit Distribution**

1. The GMS decides on the dividend payout rate and the form of dividend payment annually from the Company's retained earnings.
2. The company does not pay interest on dividend payments or other payments related to a particular stock.
3. The BOD may propose to the GMS the approval of the payment of all or part of the dividend in shares, and the BOD is the body responsible for implementing this decision.
4. In cases where dividends or other payments related to a stock are paid in cash, the Company must make the payment in Vietnamese Dong. Payment may be made directly or through banks based on the bank details provided by the shareholder. If the Company has transferred the funds according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company shall not be liable for the amount transferred to the beneficiary. Dividend payments for shares listed on the stock exchange may be made 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 BOD shall pass a resolution specifying a particular date for closing the shareholder list. Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends, interest, profit distributions, shares, notices, or other documents.
6. Other issues related to profit distribution shall be handled in accordance with the law.

#### **Article 56. Handling in cases of business losses.**

The handling of losses in business operations is governed by applicable laws and regulations.

### **Chapter XIV SUBSIDIARY MEMBER UNITS AND ITS SUBSIDIARY AND AFFILIATED COMPANIES**

#### **Article 57. Subsidiary and Affiliated Companies**

The Company may establish subsidiaries, affiliated companies, and associated companies to achieve its operational objectives in accordance with the decisions of the BOD and within the limits permitted by law.

#### **Article 58. Relationship between the Company and its Subsidiary accounting units**

The subsidiary accounting units of the Company implement the decentralized system



of production and business operations, accounting, and personnel organization of the Company as prescribed in the Regulations on Management and Organization of the Operation of Subsidiary Accounting Units, which are developed by the General Director and submitted to the BOD for approval. The Company is responsible for the financial obligations arising from the commitments of the subsidiary accounting units.

Subsidiary accounting units of the Company have the right to conduct business autonomously according to the Company's hierarchical structure, but are bound by obligations and rights to the Company. Subsidiary accounting units have their own seals as prescribed; they are authorized to sign economic contracts under the authorization of the Company's General Director, and they can independently carry out business and financial activities according to the Company's hierarchical structure. The powers and duties of the subsidiary accounting unit are specifically defined in its Organizational and Operational Regulations.

#### **Article 59. Rights and obligations of the Company with respect to its Subsidiaries**

1. The Company exercises the rights, obligations, and responsibilities of a shareholder or member, or controlling investor in the Subsidiary Company, in accordance with the law and the charter of that Company;

2. The Company directly manages its controlling shares and capital contributions in its Subsidiaries through its representatives who manage the Company's capital in the subsidiaries (*hereinafter referred to as the person directly managing the controlling capital contribution*);

3. The Company has the following main rights and obligations:

a) Appointing, dismissing, rewarding, disciplining, and approving allowances and benefits for representatives managing the Company's capital;

b) Require the representative managing the Company's capital contribution to submit periodic or ad hoc written reports on the financial situation, business results, and other issues of the Subsidiary Company;

c) Assign tasks and require representatives managing the Company's capital contributions to obtain written opinions on important issues before voting at Subsidiary Companies; report on the use of controlling shares and capital contributions to serve the Company's development direction and objectives;

d) Receive profits and bear the risks from their capital contributions in Subsidiary Companies;

e) Responsible for the effective use, preservation, and development of the capital contributed to the Subsidiaries;

#### **Article 60. Rights and obligations of the Company with respect to Affiliated Companies**

1. Affiliated Companies are established, organized, and operate in accordance with the laws corresponding to the legal form of that Company.

2. The Company appoints a representative to manage its capital contribution and exercise the rights and obligations of a shareholder, capital contributor, or joint venture partner in accordance with the Charter of the Affiliated Company, or to perform the duties, powers, and responsibilities under the affiliation contract.

#### **Article 61. Naming and Using of the Company's Name and Trademarks (TTR)**



The names of Subsidiary Companies may be consistent with the Company's name, reflecting the Company's industry and culture. The trade name must reflect the Company's trademarks in accordance with the unified regulations issued by the Company's BOD. This regulation is also reflected in transaction documents, envelopes, signage, and decorations at conferences.

Allowing Subsidiaries and Affiliated Companies to use the Company's trademark requires the approval of the Company's BOD and is based on a specific contract between the two parties.

**Article 62. Standards and conditions for representatives of the Company's capital contribution in Subsidiaries and Affiliated Companies.**

1. The representative of the Company's capital contribution must meet the following standards and conditions:

a) Be a Vietnamese citizen, residing in Vietnam, and have an employment contract with the Company;

b) Possess good moral character and good health to perform the duties;

c) Understanding the law and having a sense of compliance with the law;

d) Possess professional expertise in corporate finance or the core business area of the enterprise in which the Company has invested; possess business acumen and organizational and management skills. Individuals directly managing the Company's controlling stake in joint ventures with foreign partners must also have sufficient foreign language proficiency to work with foreign partners in the joint venture without the need for an interpreter;

d) Not being the father, mother, wife, husband, child, or sibling of the person who is the owner's representative, a member of the BOD, Board of Members, Chairperson of the Company, Director, or General Director of an enterprise with investment capital from the Company, and who is directly assigned to manage the contributed capital;

e) There is no relationship of contributing capital to establish a business, lending capital, or signing sales contracts with a business in which the Company has invested capital and in which the person is directly assigned to manage the contributed capital, except in the case of holding shares in a privatized enterprise.

2. Representatives running for election to the BOD, Board of Members, Chairperson of the Company, Director, or General Director of enterprises with investment capital from the Company, where they are directly assigned to manage the contributed capital, must meet the standards and conditions prescribed by law and the charter of that enterprise.

**Article 63. Rights, obligations, and benefits of the representative of the Company's capital contribution in Subsidiary and Affiliated Companies.**

1. The representative of the Company's capital contribution has the following rights and obligations:

a) Representing the Company in performing the duties and exercising the powers of a shareholder, capital contributor, or joint venture partner in a subsidiary or affiliated company. Responsible for using the rights of a controlling shareholder or capital contributor to guide the subsidiary in implementing the Company's strategy and objectives;

b) Participate in the election for positions in the management and executive bodies of



subsidiary and affiliated companies in accordance with the provisions of the Company's Charter and the Company's guidelines ;

c) Monitoring and supervising the business operations of Subsidiaries and Affiliated Companies;

d) Submit (*written*) reports to the BOD and the General Director on the effectiveness of the capital contribution;

d) Seek (*written*) opinions from the BOD and the General Director, according to their respective levels of authority, before participating in voting at the GMS, at the BOD meeting, or at the BOD meeting of the Subsidiary Company regarding: business direction, strategy, and plan; amendments and additions to the Charter; increase or decrease in Charter Capital; dividend distribution; sale of assets of significant value;

e) Be responsible to the Company's BOD for the management of the contributed capital and the effective use of the contributed capital in the Company where the contributed capital is directly managed. In case of failure to comply with the reporting requirements, abuse of the right to represent the contributed capital, or irresponsibility causing damage to the Company and the owner's representative, the person shall be liable and compensate for damages in accordance with the law and the Company's financial regulations.

2. Individuals directly managing the Company's capital contributions are entitled to salaries, bonuses, remuneration, responsibility allowances, etc., in accordance with the decisions of the Company's BOD and the company's regulations on managing capital contributions.

## **Chapter XV**

### **BANK ACCOUNT**

### **FISCAL YEAR AND ACCOUNTING SYSTEM**

#### **Article 64. Bank Accounts**

1. The Company opens accounts at Vietnamese banks or at foreign banks licensed to operate in Vietnam.

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

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

#### **Article 65. Fiscal Year**

The Company's fiscal year begins on the first day of January each year and ends on the 31st day of December each year.

#### **Article 66. Accounting System**

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

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



3. The Company uses Vietnamese Dong as its accounting currency. If the Company's economic transactions are primarily conducted in a foreign currency, it may choose that foreign currency as its accounting currency, is legally responsible for that choice, and must notify the relevant tax authority.

## **Chapter XVI**

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

#### **Article 67. Annual, semi-annual, and quarterly financial reports.**

1. The Company must prepare annual financial statements in accordance with the law and the regulations of the State Securities Commission, and these statements must be audited as prescribed in Article 69 of this Charter. Within 90 days from the end of each fiscal year, the Company must submit the annual financial statements approved by the GMS to the competent tax authority, the State Securities Commission, and the business registration authority.

2. Annual financial statements must include all reports, appendices, and explanatory notes as required by Law on Corporate Accounting. Annual financial statements must truthfully and objectively reflect the Company's operational situation.

3. The Company must prepare and publish audited semi-annual financial statements and quarterly financial statements in accordance with the Law on Information Disclosure in the securities market and submit them to the competent State authority.

4. Audited financial statements (*including the auditor's opinion*), semi-annual and quarterly reports of the Company must be published on the Company's website.

5. Interested organizations and individuals have the right to examine or copy the audited annual financial statements, semi-annual reports, and quarterly reports during the Company's business hours, at the Company's head office, and must pay a reasonable fee for copying.

#### **Article 68. Annual Report**

The company must prepare and publish an Annual Report in accordance with the laws on securities and the securities market.

## **Chapter XVII**

### **COMPANY AUDITING**

#### **Article 69. Auditing**

1. The Annual GMS shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the BOD to select one of these firms to conduct the audit of the Company for the following fiscal year based on the terms and conditions agreed upon with the BOD. The Company must prepare and submit the annual financial statements to the independent auditing firm after the end of the fiscal year.

2. An independent auditing firm shall examine, verify, and report on the annual financial statements reflecting the Company's revenues and expenditures, prepare an audit report, and submit that report to the BOD within two (02) months from the end of the financial year.

3. A copy of the audit report is attached to the Company's annual financial statements.

4. Independent auditors conduct audits of the Company's financial statements.



Shareholders are entitled to attend General Meetings of Shareholders and receive notices and other information related to the General Meeting that shareholders are entitled to receive, and to express their opinions at the meeting on matters related to auditing.

#### **Article 70. Document Retention Regime**

1. The Company must retain the following documents :
  - Company's Charter; Internal Regulations on Governance; Shareholder register;
  - Business Registration Certificate; Business Registration change Certificate; other documents issued by competent authorities;
  - Documents and papers confirming the Company's ownership of assets;
  - Minutes of the GMS, BOD, and decisions that have been adopted;
  - Reports from the Supervisory Board, conclusions from the inspection agency, and conclusions from independent audit organizations;
  - Accounting books, accounting documents, annual financial reports;
  - Other documents as required by law.
2. The Company must keep the documents specified in Clause 1 of this Article at its head office. The retention period shall comply with the provisions of the law.

### **Chapter XVIII COMPANY'S SEAL**

#### **Article 71. Company's Seal**

1. The seal includes seals made at seal engraving establishments or seals in the form of digital signatures as prescribed by law on electronic transactions.
2. The BOD shall decide on the type, quantity, form, and content of the seals of the Company, its branches, and representative offices (if any).
3. The BOD and the General Director shall use and manage the seal in accordance with current laws and regulations.

### **Chapter XIX TERMINATION OF OPERATIONS AND LIQUIDATIONS**

#### **Article 72. Termination of operations**

1. The Company may be dissolved in the following circumstances:
  - a) The Company's legal life, as stated in its charter, has expired without a decision to extend it.
  - b) According to resolutions and decisions of the GMS;
  - c) The Business Registration Certificate is revoked, except where the Law on Tax Administration provides otherwise;
  - d) Other cases as prescribed by law.
2. The premature dissolution of the Company (including any extended term) shall be decided by the GMS and implemented by the BOD. This dissolution decision must be notified to or approved by the competent authority (if required) as prescribed by law.

#### **Article 73. Reorganization and Bankruptcy of the Company**



1. Based on the requirements and actual operations of the Company, the GMS decides on the reorganization of the Company through the forms of division, merger, or transformation in accordance with the law.

2. When signs of bankruptcy appear, and the Company has applied necessary financial measures but still faces difficulties in overcoming its inability to pay its debts when due, the Company has entered a state of bankruptcy and must be handled according to the provisions of the Law on Enterprise Bankruptcy.

#### **Article 74. Extension of operation**

1. The BOD shall convene a GMS at least seven (07) months before the end of the legal life so that shareholders can vote on the extension of the Company's legal life as proposed by the BOD.

2. The legal life shall be extended when 65% or more of the total votes of shareholders with voting rights present in person or through authorized representatives at the GMS approve it.

#### **Article 75. Liquidation**

1. After the decision to dissolve the Company is made, the BOD must establish a Liquidation Committee consisting of three members. Two members are appointed by the GMS and one member is appointed by the BOD from an independent auditing firm. The Liquidation Committee will prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to the liquidation will be prioritized for payment by the Company before other debts of the Company.

2. The Asset Liquidation Board is responsible for reporting to the business registration authority the Establishment Date and the date of commencement of operations, along with the dissolution decision. From that point onwards, the Asset Liquidation Board will represent the Company in all matters related to the liquidation of the Company's assets before the Court and administrative agencies.

3. The proceeds from the liquidation will be paid out in the following order:

- a) Liquidation costs;
- b) Wage arrears, severance pay, social insurance, and other employee benefits as prescribed in collective bargaining agreements and signed employment contracts;
- c) Tax debt;
- d) Other liabilities of the Company;
- d) The remaining amount after all debts from items (a) to (d) above have been paid shall be distributed to the shareholders. Preferred shares shall be paid first.

### **Chapter XX RESOLVING INTERNAL DISPUTES**

#### **Article 76. Resolution of internal disputes**

1. In the event of a dispute or claim arising from the Company's operations or from the rights and obligations of shareholders as prescribed in the Company's Charter, the Law on Enterprises, other legal regulations, or agreements between :

- a) Shareholders and the Company;
- b) Shareholders, along with the BOD, Supervisory Board, General Director, or



senior management,

The parties involved attempt to resolve the dispute through negotiation and mediation. Except in cases involving the BOD or the Chairperson of the Board, the Chairperson of the Board presides over the dispute resolution process and requests each party to present information relevant to the dispute. within fifteen (15) working days from the date the dispute arises. In the event of a dispute relating to the BOD or the Chairperson of the BOD, either party may request or appoint an independent expert to act as arbitrator in the dispute resolution process.

2. If no conciliation agreement is reached within six (06) weeks from the start of the conciliation process or if the conciliation decision is not accepted by the parties, either party may submit the dispute to Arbitration or Court.

3. Each party shall bear its own costs related to the negotiation and mediation process. Payment of court costs shall be made according to the court's judgment.

#### **Chapter XXI**

### **SUPPLEMENTS AND AMENDMENTS TO THE STATUTES**

#### **Article 77. Amendments and Supplements to the Charter**

1. Any additions or amendments to this Charter must be considered and decided upon by the GMS.

2. In the event that there are legal provisions relating to the Company's operations not addressed in this Charter, or in the event that new legal provisions differ from the provisions in this Charter, those legal provisions shall automatically apply and govern the Company's operations.

#### **Chapter XXII**

### **EFFECTIVE DATE**

#### **Article 78. Effective Date**

1. This Charter, comprising 22 Chapters and 78 Articles, was approved by the Annual GMS of Thai Trung Rooling Joint Stock Company on June 9, 2026 and unanimously accepted the full validity of this Charter.

2. The Charter is drawn up in 10 copies, all of which are equally valid and must be kept at the Company's head office.

3. These bylaws are the sole and official document of the Company.

4. Copies or extracts of the Company's Charter are valid when signed by the Chairperson of the BOD or at least half of the total number of members of the BOD.

*Thai Nguyen, June 9, 2026*

**THAI TRUNG ROOLING JOINT STOCK COMPANY**

**LEGAL REPRESENTATIVE**

**GENERAL DIRECTOR**



*Tran Tuan*