

**CONSTRUCTION CORPORATION NO 1 JOINT STOCK COMPANY**



## **CHARTER**

**CONSTRUCTION CORPORATION NO 1 JOINT STOCK COMPANY**

*Ho Chi Minh City, January 29, 2026*



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## INTRODUCTION

The Charter of CONSTRUCTION CORPORATION NO 1 JOINT STOCK COMPANY (“**Company**”), a joint stock company established and operating under the provisions of the Law on Enterprises, serves as the legal basis for all activities of the Company.

This Charter is adopted pursuant to the Resolution of the General Meeting of Shareholders of CONSTRUCTION CORPORATION NO 1 JOINT STOCK COMPANY No. 11.../NQ-ĐHĐCĐ.BT dated.. *January 09, 2016* .

### Chapter I

#### GENERAL PROVISIONS

##### Article 1. Definition of Terms

1. In this Charter, the following terms are understood as follows:
  - a. “**Company**” refers to CONSTRUCTION CORPORATION NO 1 JOINT STOCK COMPANY.
  - b. “**Manager**” refers to the Chairman, Members of the Board of Directors, General Director, and Deputy General Directors.
  - c. “**Executive**” refers to the General Director, Deputy General Directors, Chief Accountant, and other executives appointed by the Board of Directors and/or the General Director.
  - d. “**Subsidiary**” is an enterprise in which the Company:
    - Owns more than 50% (Fifty percent) of the charter capital or total ordinary shares of that enterprise; or
    - Has the right to directly or indirectly appoint the majority or all members of the Board of Directors, Director or General Director of that enterprise; or
    - Has the right to decide on amendments and supplements to the Charter of that enterprise.
  - e. “**Share**” is the Charter capital divided into equal parts.
  - f. “**Charter capital**” is the total par value of shares sold or registered for purchase upon the establishment of the Company and as stipulated in Article 6 of this Charter.



- g. **"Shareholder"** refers to individuals or organizations owning at least one share of the Company.
- h. **"Dividends"** are the net profits paid per share in cash or other assets.
- i. **"Law on Enterprises"** is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 effective from January 01, 2021, and its amendments and supplements from time to time.
- j. **"Law on Securities"** is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, effective from January 01, 2021, and its amendments and supplements from time to time.
- k. **"Related person"** refers to individuals or organizations as defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities.
- l. **"Capital representative"** is the person authorized by the Board of Directors to represent a portion or all of the Company's contributed capital in another enterprise, acting on behalf of the Company to exercise all or some rights and obligations of shareholders, capital-contributing members in another enterprise according to the Company's Capital Representative Management Regulations.
- m. **"Date of establishment"** is the date the Company was first issued the Enterprise Registration Certificate (Enterprise Registration Certificate and/or equivalent documents).
- n. **"Term of Operation"** is the Company's operating period as stipulated in Article 2 of this Charter.
- o. **"Vietnam"** is the Socialist Republic of Vietnam.
- p. **"Stock Exchange"** refers to the Vietnam Stock Exchange and its subsidiaries.
- q. **"Internal Regulations on Corporate Governance"** is the regulations publicly disclosed by the Company, applicable to the Company's internal governance, developed and issued by the Board of Directors, and submitted to the General Meeting of Shareholders for approval. The Internal Regulations on Corporate Governance must not contradict legal provisions and the Company's Charter.

2. In this Charter, references to one or more other provisions or documents include any amendments or replacement documents.
3. The headings (Chapters, Articles of this Charter) are used for ease of understanding and do not affect the content of this Charter.
4. Words or terms defined in the Law on Enterprises and the Law on Securities (if not conflicting with the subject or context) will have the same meaning in this Charter.

## **Chapter II**

### **NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, TERM OF DURATION OF THE COMPANY, AND LEGAL REPRESENTATIVE**

#### **Article 2. Name, form, head office, branch, representative office, and term of operation of the Company**

1. The name of the Company is the one stated on its latest Enterprise Registration Certificate and may be changed by a resolution of the General Meeting of Shareholders. The current name of the Company is as follows:
  - Vietnamese name: Tong Cong ty Xay dung So 1 - CTCP
  - English name: Construction Corporation No 1 Joint Stock Company
  - Abbreviated name: CC1
2. The Company is a joint-stock company with legal entity status in accordance with the current laws of Vietnam.
3. The Company's registered office is:
  - Address: 111A Pasteur, Sai Gon Ward, Ho Chi Minh City, Vietnam.
  - Telephone: (84.28) 38.222.059
  - Fax: (84.28) 38.290.500
  - E-mail: info@cc1.vn
  - Website: www.cc1.vn

The Company's contact information, such as telephone number, fax number, email, and website, as shown on the Company's latest Enterprise Registration Certificate, may be changed by a resolution of the Board of Directors.

4. The Company may establish branch(es) and representative office(s) in the areas where it operates to achieve its operational objectives in accordance with the Board of Directors' resolutions and within the permissible scope of the law.



5. The Company's operating term is indefinite from the date of establishment, unless dissolved as stipulated in this Charter.

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

1. The Company has a maximum of five (05) Legal Representatives, including: the Chairman, the General Director, and the Deputy General Directors. A number of the legal representative of the Company will be decided by the Board of Directors from time to time and will be recorded in the Enterprise Registration Certificate.
2. Rights and obligations of the Legal Representative
  - a. The Chairman has the rights and obligations of the Company's Legal Representative in transactions and matters within the decision-making authority of the General Meeting of Shareholders and the Board of Directors, and in other transactions and matters as assigned by the Board of Directors (excluding areas under the representative authority of the General Director and Deputy General Directors).
  - b. The General Director has the rights and obligations of the Company's legal representative in the Company's operations, transactions, and matters as assigned by the Board of Directors (except for areas under the representative authority of the Chairman of the Board of Directors and the Deputy General Directors).
  - c. The Deputy General Directors have the rights and obligations of the Company's legal representative in the Company's work and activities as assigned by the Board of Directors (except for areas under the representative authority of the Chairman of the Board of Directors and the General Director).

## **Chapter III**

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

#### **Article 4. Company's Operational Objectives**

1. Company's business lines:
  - a. The Company's main business lines and fields are as registered with the competent State agency and may be changed or supplemented by the resolution of the General Meeting of Shareholders. Currently, the Company's main business lines and fields of operation are as follows:



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No.	Business lines	Industry Code
1	Architectural activities and related technical consultancy Details: Construction consultancy. Civil and industrial construction design. Technical infrastructure construction design.	7110
2	Other transportation support services Details: Seaport business operations (excluding liquefied gas for transport and activities related to air transport).	5229
3	Real estate business, land use rights held by the owners, users, or lessees Details: Investment in construction and housing business. Office and apartment rental services (only for projects approved by competent authorities). Real estate business (Excluding investment in cemetery infrastructure construction for the transfer of land use rights associated with infrastructure).	6810
4	Production of clay building materials Details: Production of building materials (not operating at the headquarters).	2392
5	Wholesale of other construction materials and installation equipment	4673
6	Other specialized wholesale not elsewhere classified (excluding wholesale of gas cylinders, liquefied petroleum gas (LPG), waste oil, gold, hunting or sporting guns and ammunition, and precious metals; excluding wholesale of chemicals at headquarters; Pursuant to Decision 64/2009/QĐ-UBND dated 2009-07-31 of the Ho Chi Minh City People's Committee and Decision 79/2009/QĐ-UBND dated 2009-10-17 of the Ho Chi Minh City People's Committee on approving the agricultural product planning in Ho Chi Minh City; excluding the exercise of export rights, import rights, and distribution rights for goods on the List of goods that foreign investors and economic organizations with foreign investment capital are not allowed to exercise export rights, import rights, and distribution rights).	4679
7	Hotels and similar accommodation services Details: Hotels, tourist villas, tourist apartments, tourist guesthouses, homestays	5510

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<b>No.</b>	<b>Business lines</b>	<b>Industry Code</b>
8	Other short-term accommodation services	5520
9	Advertising Details: Advertising services.	7310
10	Road freight transport Details: Road freight transport (excluding liquefied gas for transport).	4933
11	Site preparation (Excluding blasting services)	4312
12	Demolition (Excluding demolition of used ships)	4311
13	Other specialized construction activities (Excluding the construction and operation of multipurpose hydropower plants and nuclear power plants of special socio-economic importance).	4390
14	Other real estate activities on a fee or contract basis Details: Real estate consulting, brokerage, and exchange services (excluding legal consulting); Apartment building management and operation	6829
15	Railway construction Details: Construction and installation of railway transport works	4211
16	Road construction Details: Construction and installation of road transport works	4212
17	Construction of power facilities Details: Construction and installation of hydropower plants, transformer stations, power transmission lines, and power distribution networks (The enterprise does not provide goods and services under state monopoly in commercial activities according to Decree 94/2017/NĐ-CP on goods and services under state monopoly)	4221
18	Water supply and drainage construction Details: Construction and installation of pipelines, irrigation systems, and reservoirs; Construction of wastewater treatment systems and facilities	4222



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<b>No.</b>	<b>Business lines</b>	<b>Industry Code</b>
19	Telecommunications and communication infrastructure construction Details: Construction of telecommunications cable networks, communication systems, and radio and television broadcasting stations	4223
20	Other public utility construction	4229
21	Hydraulic construction (Excluding construction and operation of multipurpose hydropower plants and nuclear power plants of special socio-economic importance)	4291
22	Mining construction	4292
23	Processing and manufacturing facility construction Details: Construction of industrial facilities (excluding residential buildings)	4293
24	Other civil engineering construction Details: Construction and installation of civil works, foundations, urban infrastructure, and industrial park infrastructure	4299 (Main)
25	Electricity production from non-renewable energy sources	3511
26	Electricity production from renewable energy sources	3512
27	Production of concrete, concrete products, cement, and plaster (Not operating at headquarters)	2395
28	Non-residential building construction Details: Construction of non-residential buildings such as post offices, schools, hospitals, office buildings, hotels, shops, restaurants, shopping centers, indoor sports facilities, parking lots including underground parking; Assembly and installation of prefabricated building components at the construction site	4102
29	Residential building construction Details: Construction of all types of residential houses; Renovation and restoration of existing residential areas	4101
30	Production of refractory products (Not operating at headquarters)	2391
31	Production of cement, lime, and plaster (Not operating at headquarters)	2394



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<b>No.</b>	<b>Business lines</b>	<b>Industry Code</b>
32	Electrical system installation	4321
33	Installation of water supply and drainage systems, heating and air conditioning systems (excluding installation of refrigeration equipment (freezers, cold storage, ice machines, air conditioners, water coolers) using R22 refrigerant in seafood processing and excluding mechanical processing, waste recycling, electroplating at headquarters)	4322
34	Other construction system installation	4329
35	Building finishing	4330
36	General house cleaning	8121
37	Other cleaning services (excluding fumigation and disinfection services)	8129
38	Support services for road transport (excluding liquefied petroleum gas for road transport)	5225
39	Technical testing and analysis (Excluding Inspection services (inspection and testing) and certification for means of transport (including systems, assemblies, equipment, and components of vehicles); inspection and certification services for technical safety and environmental protection for specialized vehicles, equipment, containers, and dangerous goods packaging equipment used in transportation; inspection and certification services for technical safety and environmental protection for vehicles and equipment used in offshore oil and gas exploration, exploitation, and transportation; occupational safety inspection services for machinery and equipment with strict safety requirements installed on means of transport and equipment used in offshore oil and gas exploration, exploitation, and transportation; and fishing vessel registration services).	7120
40	Specialized design activities	7410
41	Harvesting, gathering of non-timber forest products Details: Exploitation, processing and gathering of forest products excluding prohibited by the State, exploitation of natural forests (including logging and hunting, trapping of rare wild animals, management of plant, animal and microorganism gene funds used in agriculture).	0230

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No.	Business lines	Industry Code
42	<p>Manufacture of other products of wood; manufacture of products of bamboo, rattan, straw and plaiting materials</p> <p>Details: Manufacturing products from bamboo and rattan (excluding beds, cabinets, tables, and chairs), manufacturing other products from wood (excluding pulp production, waste recycling, and wood processing at headquarters).</p>	1629
43	<p>Manufacture of plywood, veneers, plywood boards, and other wood panels.</p> <p>Details: Manufacture of plywood, veneer, plywood boards, and other wood panels (not operating at headquarters).</p>	1621
44	<p>Manufacture of wooden building materials.</p> <p>(Not operating at headquarters).</p>	1622
45	<p>Sawmilling and preservation of wood</p> <p>Details: Wood processing (not operating at headquarters).</p>	1610
46	<p>Manufacture of other food products n.e.c.</p> <p>Details: Food production (not operating at headquarters).</p>	1079
47	<p>Processing and preserving of fruit and vegetables</p> <p>(Not operating at headquarters).</p>	1030
48	<p>Wholesale of agricultural raw materials and live animals (excluding wood, bamboo, and rattan)</p> <p>Details: Wholesale of agricultural products, forest products, medicinal herbs (not operating at headquarters) (excluding the exercise of export rights, import rights, distribution rights for goods in the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights, distribution rights).</p>	4620
49	<p>Wholesale of food products</p> <p>Details: Wholesale of various types of seafood; frozen food. Wholesale of various types of vegetables and fruits; wholesale of various types of food; wholesale of industrial goods, tea, coffee, sugar, milk and dairy products, confectionery and processed products from cereals, flour, and starch (not operating at headquarters) (excluding the exercise of export rights, import rights, distribution rights for goods in the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights, distribution rights).</p>	4632



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<b>No.</b>	<b>Business lines</b>	<b>Industry Code</b>
50	Packaging services Details: Packaging and preserving medicinal herbs. Packaging and preserving seafood. Packaging and preserving fresh, dried fruits, vegetables, and flowers, packaging and preserving functional foods (excluding packaging of plant protection products).	8292
51	Wholesale of solid, liquid, gaseous fuels and related products	4671
52	Wholesale of metals and metal ores	4672
53	Wholesale of a variety of goods (Excluding prohibited goods, goods on the List of goods that foreign investors and foreign-invested economic organizations are not permitted to export, import, or distribute, and goods subject to state monopolies in commercial activities).	4690
54	Other general retailing	4719
55	Retail sale of hardware, paint, glass, construction materials and other installation equipment.	4752
56	Manufacture of iron, steel, and pig iron. (Not manufactured at the headquarters).	2410
57	Mining of stone, sand, gravel, and clay. Excluding minerals prohibited from exploitation under the provisions of law. (Not operating at the headquarters) (the enterprise may only conduct this business activity for the purpose of serving the construction of projects after obtaining approval of the location from the competent authority and being granted a business eligibility license in accordance with the law).	0810
58	Wholesale of other household goods. (Excluding prohibited goods, goods on the list of goods that foreign investors and foreign-invested economic organizations are not permitted to export, import, distribute, and goods under state monopoly in commercial activities).	4649
59	Wholesale of textiles, garments, and footwear.	4641
60	Commodity agents, brokers, and auctioneers. Details: Sales agents, commodity brokers.	4610



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<b>No.</b>	<b>Business lines</b>	<b>Industry Code</b>
	(Excluding prohibited goods, goods on the list of goods that foreign investors and foreign-invested economic organizations are not permitted to export, import, distribute, and goods under state monopoly in commercial activities).	
61	Hard coal mining and collection. Excluding minerals prohibited from exploitation under the provisions of law. (Not operating at the headquarters) (the enterprise may only conduct this business activity for the purpose of serving the construction of projects after obtaining approval of the location from the competent authority and being granted a business eligibility license in accordance with the law)	0510
62	Lignite mining and collection. Excluding minerals prohibited from exploitation under the provisions of law. (Not operating at the headquarters) (the enterprise may only conduct this business activity for the purpose of serving the construction of projects after obtaining approval of the location from the competent authority and being granted a business eligibility license in accordance with the law)	0520
63	Peat mining and collection. Excluding minerals prohibited from exploitation under the provisions of law. (Not operating at the headquarters) (the enterprise may only conduct this business activity for the purpose of serving the construction of projects after obtaining approval of the location from the competent authority and being granted a business eligibility license in accordance with the law)	0892
64	Coke manufacturing.	1910
65	Retail sale of other new goods (excluding automobiles, motorcycles, motorbikes and their parts and accessories)	4773
66	Retail sale of food	4721
67	Retail sale of food	4722
68	Manufacture of other non-metallic mineral products n.e.c.	2399
69	Inland water freight transport Details: Inland water freight transport by mechanized means, inland water freight transport by rudimentary means.	5022

<b>No.</b>	<b>Business lines</b>	<b>Industry Code</b>
70	Warehousing and storage Details: Warehousing and storage in bonded warehouses, warehousing and storage in cold storage, warehousing and storage in other types of warehouses (excluding provision of aviation services at airports).	5210
71	Cargo handling Details: Road cargo handling, river port cargo handling, seaport cargo handling, railway station cargo handling.	5224
72	Restaurants and mobile food service activities Details: Restaurants, eateries, food stalls; fast food chain restaurants; other mobile food services (excluding the provision of airline meals).	5610
73	Other food services (Excluding the provision of airline meals).	5629
74	Beverage serving activities Details: Coffee shops, refreshment stalls; other beverage serving activities (excluding bar and dance hall activities).	5630
75	Provision of food services on a non-regular basis under contract (Excluding the provision of airline meals)	5621
76	Retail sale of beverages	4723
77	Retail sale of motor fuels	4730
78	Repair, maintenance of transport equipment (excluding automobiles, motorcycles, motorbikes and other motorized vehicles)	3315
79	Repair, maintenance of automobiles and other motorized vehicles	9531
80	Wholesale of parts and accessories of automobiles and other motor vehicles	4662
81	Retail sale of parts and accessories of automobiles and other motor vehicles	4782
82	Repair, maintenance of motorcycles, motorbikes	9532



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<b>No.</b>	<b>Business lines</b>	<b>Industry Code</b>
83	Wholesale of automobiles, motorbikes and its parts and accessories	4663
84	Retail sale of automobiles, motorbikes and its parts and accessories	4783
85	Computer programming	6219
86	Computer consultancy and computer infrastructure management	6220
87	Other computer and information technology service activities	6290
88	Information technology infrastructure, data processing, hosting and related activities	6310
89	Business management consultancy activities and other management consultancy activities (excluding financial, accounting, and legal consultancy)	7020
90	Other manpower supply activities Details: Domestic labor recruitment and provision (excluding labor leasing)	7822
91	Other activities auxiliary to financial service activities n.e.c. Details: Investment advisory activities (excluding financial, accounting, and legal consultancy)	6619
92	Leasing of non-financial intangible assets	7740
93	Wholesale of other machinery, equipment and parts Details: Wholesale of machinery, materials, electrical equipment and materials: Generating sets, generators, electric motors, transformers, insulated or non-insulated electric wires, relays, switches, fuses, other electrical circuit equipment	4659
94	Afforestation, forest tending and forest tree nursery activities	0210
95	Logging	0220

- b. Other business lines not prohibited by law and approved by the General Meeting of Shareholders in accordance with legal regulations.

**2. Business objectives of the Company :**

The Company is established to mobilize and utilize capital effectively in developing registered production and business lines. The goal is to maximize profits, ensure legitimate rights for shareholders, create stable jobs for employees, contribute to the state budget, the community, and enterprise development.

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

The Company is permitted to conduct business activities in accordance with the business lines specified in this Charter, which have been registered and notified of changes in registration content to the business registration agency and announced on the National Business Registration Portal. In cases where the Company engages in conditional or restricted business lines, the Company must meet the business conditions or restrictions as prescribed by the Law on Investment and relevant specialized laws.

### **Chapter IV**

### **CHARTER CAPITAL AND SHARES**

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

1. The Charter Capital of the Company is VND **3,979,061,000,000** (Three trillion, nine hundred seventy-nine billion, sixty-one million Vietnamese dong).

The total Charter Capital of the Company is divided into **397,906,100** shares with a par value of VND 10,000/share.

2. Changes to the Charter Capital must be approved by the General Meeting of Shareholders and comply with legal regulations.
3. All shares of the Company as of the date of approval of this Charter are common shares. The rights and obligations of common shareholders are specified in Article 19 and Article 20 of this Charter.
4. In addition to common shares, the Company may issue preferred shares (including: preferred voting shares, dividend preferred shares, redeemable preferred shares, and other preferred shares) after obtaining approval from the General Meeting of Shareholders and in accordance with legal regulations.
5. The Company may issue shares, convertible bonds, bonds with warrants, and other types of securities in accordance with legal regulations.
6. In the event the Company increases the number of shares, the type of shares entitled to offer and sell such shares during operations to increase the Charter Capital, common shares must be preferentially offered to existing shareholders in proportion to their common share ownership in the Company, unless



otherwise decided by the General Meeting of Shareholders. The Company must provide written notification of the share offering, specifying the number of shares offered and the registration deadline in accordance with legal regulations so that shareholders can register to purchase. Shares not fully subscribed by shareholders will be decided by the Company's Board of Directors. The Board of Directors may distribute such shares to subjects under conditions and methods deemed appropriate by the Board of Directors, but may not sell such shares under more favorable conditions than those offered to existing shareholders unless otherwise approved by the General Meeting of Shareholders or as otherwise stipulated by Law on Securities.

7. The Company may purchase shares issued by the Company in the manners prescribed in this Charter and applicable law.
8. The maximum foreign ownership percentage in the Company is 49% (forty-nine percent) of the Charter capital. Based on the timing of foreign ownership in the Company, the Company will adjust its business lines to comply with legal regulations.

#### **Article 7. Share certificates**

1. Shareholders of the Company are issued share certificates corresponding to the number of shares and type of shares owned.
2. A share certificate is a certificate, book entry, or electronic data issued by the Company, confirming the ownership of one or several shares of the Company. Share certificates must contain all the contents prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within 30 (thirty) days from the date of submitting a complete application for share transfer as prescribed by the Company or within 30 (thirty) days (or another period as stipulated in the issuance terms) from the date of full payment for the shares as prescribed in the Company's share certificate issuance plan, the share owner shall be issued share certificate. The share owner shall not pay the Company any costs for printing the share certificate.
4. In the event that share certificates are damaged, erased, lost, stolen, or destroyed, a shareholder may request the issuance of new share certificates, provided that they furnish proof of share ownership and pay all related costs to the Company. The shareholder's request must include the following information:
  - a. Information about the share certificates that have been lost, damaged, or destroyed in another way;

- b. A commitment to be responsible for any disputes arising from the re-issuance of new share certificates.

#### **Article 8. Shareholder Register**

1. The Company shall establish and maintain a shareholder register from the date of issuance of the Enterprise Registration Certificate. The shareholder register may be in writing, electronic data, or both.
2. The shareholder register must contain the following main contents:
  - a. Name and address of the Company's head office.
  - b. Total number of shares and types of shares offered for sale.
  - c. Total Number of shares sold and value of contributed share capital.
  - d. Full name, contact address, nationality, and legal document number of individual shareholders; name, enterprise code, or legal document number, and head office address of institutional shareholders.
  - e. Number of shares of each shareholder and share registration date.
3. The shareholder register is kept at the Company's head office or other organizations authorized to keep shareholder registers. Shareholders have the right to inspect, look up, or extract and copy the names and contact addresses of the Company's shareholders in the shareholder register.
4. In the event of a change in contact address, shareholders must promptly notify the Company to update the shareholder register. The Company is not responsible for failing to contact shareholders due to not being notified of changes in their addresses.
5. The Company must promptly update changes in shareholders in the shareholder register at the request of the relevant shareholders as prescribed in this Charter.

#### **Article 9. Other Securities Certificates**

Bond certificates or other securities certificates of the Company (excluding offering letters, temporary certificates, and similar documents) are issued with the signature of the Legal Representative and the Company's seal.

#### **Article 10. Offering of Shares**

1. The Board of Directors decides the time, method, and price for offering shares within the authorized offering amount. The offering price must not be lower than the market price at the time of sale or the book value of the Company at the nearest time, except in the following cases:



- a. Shares are sold to all shareholders in proportion to their existing shareholdings in the Company.
  - b. Shares are sold to brokers or underwriters. In this case, the specific discount amount or rate must be approved by shareholders representing at least 65% (sixty-five percent) of the total voting shares.
2. The conditions, methods, and procedures for offering shares comply with the provisions of law on securities.

#### **Article 11. Transfer of Shares**

1. All shares are freely transferable unless otherwise stipulated in this Charter and by law. The transfer of shares of strategic shareholders must comply with relevant legal regulations (if any). Shares listed and registered for trading on the Stock Exchange are transferred in accordance with the provisions of the law on securities and the securities market.
2. Shares that have not been fully paid cannot be transferred and do not enjoy related rights, such as the right to receive dividends, the right to receive shares issued to increase charter capital from equity, the right to purchase newly offered shares, and other rights as prescribed by law.
3. In the event of the death of an individual shareholder, the Company will recognize the following person as having the right to own part or all of the deceased person's shares:
  - a. A person with a document certifying the right of inheritance according to the provisions of law and currently holding the deceased person's share certificates.
  - b. The legal heir must register ownership of the inherited shares with the Company and become a new shareholder of the Company, enjoying all rights and performing the obligations of the shareholder they inherit, except for the right to inherit the position of Manager or Executive of the Company.

#### **Article 12. Share revocation**

1. In the event that a shareholder fails to fully and timely pay the amount for the registered shares, the Board of Directors will notify and has the right to request that shareholder to pay the remaining amount and be liable for the total par value of the registered shares for the Company's financial obligations arising from the incomplete payment. The above payment notice must clearly state the new payment deadline (at least 07 (seven) days from the date of sending the notice),

the place of payment, and the notice must clearly state that in case of failure to pay as requested, the unpaid shares will be revoked.

2. Revoked shares are considered authorized offering shares as stipulated in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale, redistribution, or settlement to the owner of the revoked shares or other entities under conditions and methods deemed appropriate by the Board of Directors.
3. Shareholders holding revoked shares must relinquish their shareholder status for those shares but are still liable for the total par value of the registered shares for the Company's financial obligations arising from the registration date until the revocation date as decided by the Board of Directors. The Board of Directors has full authority to decide on the enforcement of payment for the entire share value at the time of revocation.
4. The Board of Directors has the right to revoke shares that have not been fully and timely paid in the event that the requests in the notice mentioned in Clause 1 of this Article are not fulfilled.
5. The revocation notice is sent to the holder of the revocation shares before the revoked time. The revocation remains effective even in case of errors or negligence in sending the notice.

#### **Article 13. Issuance and offering of share certificates and bonds; purchase of share certificates and bonds**

Regulations on issuance and offering of share certificates and bonds; purchase of share certificates and bonds are implemented in accordance with the Company's Charter, the Law on Enterprises, the Law on Securities, and other relevant legal regulations.

#### **Article 14. Share repurchase at the request of shareholders**

1. Shareholders who voted against the resolution on the Company's reorganization or changes to shareholder rights and obligations as stipulated in this Charter have the right to request the Company to repurchase their shares. The request must be in writing, clearly stating the shareholder's name, address, number of shares of each type, intended selling price, and reasons for requesting the Company to repurchase. The request must be sent to the Company within 10 (ten) working days from the date the General Meeting of Shareholders passes the resolution on the matters specified in this clause.
2. The Company must repurchase shares at the request of shareholders as stipulated in Clause 1 of this Article at market price within 90 (ninety) days from the date



of receiving the request. In case of disagreement on the price, the parties may request a valuation organization to appraise the value. The company introduces at least three valuation organizations for shareholders to choose from, and that choice is final.

#### **Article 15. Repurchase of Shares by the Company's decision**

The Company has the right to repurchase no more than 30% (thirty percent) of the total outstanding common shares, a portion or all of the preferred dividend shares sold according to the following regulations:

1. The Board of Directors has the right to decide to repurchase a maximum of 10% (ten percent) of the total number of shares offered for sale within 12 (twelve) months. In other cases, the share repurchase is decided by the General Meeting of Shareholders.
2. The Board of Directors decides the share repurchase price. The repurchase price must not be higher than the market price at the time of repurchase, except for the cases specified in Clause 3 and Clause 4 of this Article.
3. The Company may repurchase part or all of the shares held by each shareholder. In this case, the Company's share repurchase decision must be notified by guaranteed means to all shareholders within 30 (thirty) days from the date the decision is approved. The notice must include the name and address of the Company's headquarters, the total number and type of shares to be repurchased, the repurchase price or the principle of valuation for repurchase, the payment procedures and deadlines, and the procedures and deadlines for shareholders to offer their shares for sale to the Company.
4. Shareholders who agree to resell shares must send their offer to sell shares by guaranteed means to the Company within the time limit specified in the share repurchase decision as stipulated in Clause 3 of this Article. The written agreement to sell shares must include the full name, contact address, and personal legal document number for individual shareholders; the name, enterprise code, or legal document number of the organization, and the address of the headquarters for institutional shareholders; the number of shares owned and the number of shares agreed to be sold; the payment method; and the signature of the shareholder or the shareholder's legal representative. The Company only repurchases shares offered for sale within the aforementioned period.

**Article 16. Payment terms and handling of repurchased shares**

1. The Company is only entitled to pay for repurchased shares to shareholders as prescribed in Article 15 and Article 16 of this Charter if, immediately after paying for all repurchased shares, the Company still ensures full payment of all debts and other asset obligations.
2. Shares repurchased as stipulated in Article 15 and Article 16 of this Charter are considered retrieved shares and belong to the number of shares offered for sale.
3. Share certificates confirming ownership of repurchased shares must be cancelled immediately after the corresponding shares have been fully paid. The Chairman and the General Director shall be jointly liable for damages caused by failure to cancel or delay in cancelling the share certificates.
4. After full payment for the repurchased shares, if the total value of assets recorded in the company's accounting books decreases by more than 10% (ten percent), the company must notify all creditors within 15 (fifteen) days from the date of full payment for the repurchased shares.

**Article 17. Recovery of payment for repurchased shares**

In the event that the payment for repurchased shares violates the provisions in Clause 1, Article 16 of this Charter or the payment of dividends violates the provisions of Article 135 of the Law on Enterprises, shareholders must return to the Company the amount of money and other assets received; in case the shareholder cannot return it to the company, that shareholder and all members of the Board of Directors shall be jointly liable for the Company's debts and other property obligations within the value of the money and assets paid to the shareholder that have not been returned.

**Chapter V:**

**ORGANIZATIONAL STRUCTURE,  
ADMINISTRATION AND CONTROL**

**Article 18. Organizational structure, management and control**

The organizational, managerial and supervisory structure of the Company comprises:

1. General Meeting of Shareholders.
2. Board of Directors.
3. Audit Committee under the Board of Directors.
4. General Director.



The company ensures that the minimum number of independent members of the Board of Directors meets legal regulations.

## Chapter VI

### SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

#### Article 19. Shareholder Rights

1. Shareholders are owners of the Company, having corresponding rights according to the number of shares and type of shares they own. Shareholders are only liable for the debts and other property obligations of the Company within the limit of the capital contributed to the Company (*value calculated on the market value of the shares held by each shareholder*).
2. Common shareholders have the following rights:
  - a. Attend and speak at General Meeting of Shareholders meetings and exercise the right to vote directly at the General Meeting of Shareholders or through an authorized representative or by remote voting.
  - b. Receive dividends at the rate decided by the General Meeting of Shareholders;
  - c. Freely transfer fully paid shares in accordance with the provisions of this Charter and applicable law.
  - d. Have priority to purchase new shares corresponding to the ratio of common shares they own.
  - e. Review, look up, and extract information about names and contact addresses in the List of Shareholders with voting rights and request correction of inaccurate information.
  - f. Access, examine and extract or copy the Company's Charter, minutes of General Meeting of Shareholders and resolutions of General Meeting of Shareholders.
  - g. When the Company is dissolved or goes bankrupt, receive part of the remaining assets in proportion to their holdings in the Company;
  - h. Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
  - i. To receive equal treatment, with each share of the same type conferring equal rights, obligations, and interests. If the Company has preference shares, the rights and obligations associated with these shares must be approved by the

General Meeting of Shareholders and fully disclosed to shareholders.

- j. Have full access to periodic and extraordinary information disclosed by the Company as prescribed by law;
  - k. Have their legitimate rights and interests protected; propose suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders, the Board of Directors in accordance with the Law on Enterprises;
  - l. Other rights prescribed by law and this Charter.
3. The shareholder or group of shareholders holding at least 5% (five percent) of the total ordinary shares shall have the following rights:
- a. Request the Board of Directors to convene the General Meeting of Shareholders in accordance with Clause 3 Article 115 and Article 140 of the Law on Enterprises;
  - b. Propose matters to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and submitted to the Company no later than 07 (seven) working days before the opening day. The proposal must clearly state the shareholder's name, the number of each type of share held by the shareholder, and the issue proposed for inclusion in the meeting agenda.
  - c. Request the Board of Directors to inspect specific issues related to the management and administration of the Company's operations when deemed necessary. The request must be in writing; must include full name, contact address, nationality, and personal legal document number for individual shareholders; name, enterprise code, or legal document number for institutional shareholders; the number of shares and the time of share registration of each shareholder, the total number of shares of the entire shareholder group, and the percentage of ownership in the total number of shares of the Company; the issue to be inspected, and the purpose of the inspection. In this case, the inspection will be carried out directly by the Audit Committee and reported to the Board of Directors.
  - d. Access, examine and extract the minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, contracts and transactions subject to approval by the Board of Directors, except documents relevant to the Company's trade secrets, Company's business secrets.
  - e. Other rights prescribed by law and this Charter.



4. The shareholder or group of shareholders holding at least 10% (ten percent) of the total ordinary shares is entitled to nominate candidates to the Board of Directors.

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

Shareholders have the following obligations:

1. Fully and punctually pay for the subscribed shares.
2. Not withdraw the capital that has been contributed in the form of ordinary shares in any shape or form, unless these shares are repurchased by the Company or other persons. Otherwise, the shareholder and persons with related interests in the Company shall be jointly responsible for the debts and other liabilities of the Company within the value of withdrawn shares and the damage caused.
3. Comply with the Charter, regulations, procedures, and internal management regulations of the Company.
4. Comply with the Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors.
5. Participate in the General Meeting of Shareholders and exercise the right to vote/elect in the following manners:
  - a. Participate and vote/elect in person at the meeting;
  - b. Authorize other organizations and individuals to participate and vote/elect at the meeting. Shareholders may authorize a member of the Board of Directors to represent them at the General Meeting of Shareholders.
  - c. Attend and vote via online conference, electronic voting, or other electronic means.
  - d. Send voting ballots to the meeting via mail, fax, or email.
6. Provide an accurate address when registering to purchase shares and update any changes during share ownership. In cases where shareholders provide incorrect addresses, they will bear all damages arising from or related to the provision of the wrong address.
7. Fulfill other obligations prescribed by applicable regulations of law.
8. Keep confidential the information provided by the Company as stipulated in the Company Charter and the law; only use the provided information to exercise and protect their legitimate rights and interests; strictly prohibit disseminating or copying, sending information provided by the Company to other organizations or individuals.

9. Perform other obligations as prescribed by this Charter and the Law on Enterprises.
10. A shareholder or group of shareholders holding a minimum of 5% (five percent) of the total ordinary shares, in addition to the shareholder's obligations as prescribed in this article and by law, must also ensure compliance with the following obligations:
  - a. Not abuse their advantage to affect the rights and interests of the Company and other shareholders as prescribed by law and the Charter.
  - b. Have the obligation to disclose information according to legal regulations.

#### **Article 21. General Meeting of Shareholders**

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders convenes annually once a year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings.
2. The General Meeting of Shareholders must convene annually within 4 (four) months from the end of the financial year. The Board of Directors may extend this period, but not exceeding 6 (six) months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders is determined as the place where the Chairperson attends the meeting and must be within the territory of Vietnam.

Depending on the actual situation, the General Meeting of Shareholders can be organized or opinions can be gathered to pass resolutions in the following forms: direct meeting, direct voting; online meeting, online voting; semi-direct meeting, semi-online meeting; soliciting opinions in writing. In the case of online meetings and voting, the General Meeting of Shareholders will be conducted according to the regulations of the Internal Regulations on Corporate Governance.

3. The Board of Directors shall convene the Annual General Meeting of Shareholders and choose a suitable location. The Annual General Meeting of Shareholders shall make decisions on issues prescribed by the Law and this Charter. In case the audit report of the annual financial statement contain unqualified opinions, adverse opinions or disclaimers of opinions, the Company shall invite representatives of the accredited audit organization that audited the financial statements of the Company to participate in the Annual General



Meeting of Shareholders. The invited representative of the audit organization has the responsibility to participate in the Annual General Meeting of Shareholders.

4. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:
  - a. The Board of Directors considers that it is necessary to do for the Company's interests.
  - b. The remaining number of Board of Directors is smaller than the minimum number prescribed by law.
  - c. At the request of a shareholder or a group of shareholders as stipulated in Clause 3, Article 19 of this Charter; requests to convene the General Meeting of Shareholders must be in writing, clearly stating the reasons and purposes of the meeting, with sufficient signatures of the relevant shareholders, or the request can be made in multiple copies, collecting sufficient signatures from the relevant shareholders.
  - d. Other cases as prescribed by law and this Charter.
5. Convening the Extraordinary General Meeting of Shareholders:
  - a. The Board of Directors must convene a General Meeting of Shareholders within 360 (three hundred and sixty) days as stipulated in point b, clause 4 of this Article, or upon receiving a request to convene a meeting as stipulated in point c and point d, clause 4 of this Article.
  - b. In the event that the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in point (a), clause 5 of this Article, the Chairman and members of the Board of Directors shall be held liable before the law and shall compensate the Company for any arising damages. Within the next 30 (thirty) days, the shareholder or group of shareholders has the right to request the convening of a General Meeting of Shareholders in accordance with the Law on Enterprises and the Company's Charter.

All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These expenses do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

## **Article 22. Rights and Obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders has the right and obligation to discuss and approve the following matters:
  - a. Approve the Company's development orientations.

- b. Decide on the types of shares and total quantity of shares of each type authorized for offering, the offering and issuance plan; decide on annual dividend rate of each type of shares and the form of dividend payment.
- c. Elect, dismiss and remove members of the Board of Directors.
- d. Decide on investment in or sale of assets that are worth at least 35% (thirty five percent) of the total assets recorded in the Company's latest financial statement.
- e. Decide on amendment and supplementation to the Company's Charter.
- f. Approve the audited annual financial statements.
- g. Decide on the repurchase of over 10% (ten percent) of the total number of sold shares of each type.
- h. Review and handle violations committed by Members of the Board of Directors that cause damage to the Company and its shareholders.
- i. Decide on the company reorganization or dissolution.
- j. Decide on the budget or total remunerations, bonuses and other benefits of the Board of Directors.
- k. Approve the Internal Regulations on Corporate Governance and the Regulations on Operation of the Board of Directors.
- l. Approve the list of accredited audit organizations; decide on the accredited audit organization to inspect the Company's operation; dismiss accredited auditors when necessary;
- m. Report on the activities of the independent member(s) of the Board of Directors in the Audit Committee.
- n. The Company's annual business plan.
- o. Report of the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors.
- p. Decide on the number of Members of the Board of Directors.
- q. Approve contracts and transactions between the Company and entities stipulated in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% (thirty-five percent) of the Company's total asset value recorded in the most recent financial statement.



- r. Approve transactions specified in Clause 4 Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities;
  - s. Decide on the offering of various types of bonds, including convertible bonds and bonds with warrants, in accordance with relevant applicable laws.
  - t. Increase or decrease the Company's charter capital.
  - u. Decide on changes to the plan for the use of capital or proceeds obtained from an offering or issuance in accordance with applicable laws where the value of such change is equal to or greater than 50% of the capital or proceeds obtained from the offering or issuance. In cases where the value of such change is less than 50%, the General Meeting of Shareholders authorizes the Board of Directors to make the decision.
  - v. Decide on the specific discount amount or discount rate in cases where shares are sold to brokers or underwriters.
  - w. Convert preferred shares into common shares.
  - x. Approve the plan for profit distribution for the financial year and the appropriation of funds for the following financial year; and the plans and purposes for the use of such funds.
  - y. Change the Company's name and head office address.
  - z. Change the Company's business lines and fields of operation.
  - aa. Change the Company's management organizational structure in accordance with one of the following models: (i) a model with a Board of Controllers; (ii) a model with an Audit Committee; or (iii) another model as prescribed by applicable laws (if any).
  - bb. Change or cancel special rights attached to a type of preferred shares, including any changes that adversely affect the rights and obligations of shareholders holding such preferred shares.
  - cc. Select strategic Investors based on criteria regarding financial capacity, technological capability, and a commitment to cooperate with the Company for a minimum period of three (03) years.
  - dd. Other matters as prescribed by Law on Enterprises, Law on Securities, relevant applicable laws and the Company's Charter .
2. All resolutions and issues that have been included in the meeting agenda shall be discussed and voted on during the General Meeting of Shareholders.

**Article 23. Right to attend the General Meeting of Shareholders**

1. Shareholders, authorized representatives of institutional shareholders, may attend the meeting directly, authorize another individual or organization in writing, or attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.
2. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders must be in writing in accordance with civil law (*refer to the Company's power of attorney template*), clearly stating 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 term of the authorization, and must be signed by both the authorizing party and the authorized party.
3. The authorized representative attending the General Meeting of Shareholders must submit the written authorization at the time of registration. In case of re-authorization, the attendee must also present the original authorization document from the shareholder or the authorized representative of the institutional shareholder.
4. The voting ballot of the authorized representative attending the meeting remains valid in the following cases:
  - a. The authorizing shareholder has died, has limited civil act capacity, or has lost civil act capacity.
  - b. The authorizing shareholder has revoked the authorization.
  - c. The authorizing shareholder has revoked the authority of the person making the authorization.

This provision does not apply if the Company receives notification of one of the above events before the opening time of the General Meeting of Shareholders or before the reconvening of the meeting.

**Article 24. Changes to rights**

1. Changes or cancellations of special rights attached to a class of preferred shares take effect when approved by shareholders representing at least 65% (sixty-five percent) of the total votes of all shareholders attending the meeting. Resolutions or decisions of the General Meeting of Shareholders that adversely affect the rights and obligations of preferred shareholders are only passed if approved by preferred shareholders of the same class holding at least 75% (seventy-five percent) of the total preferred shares of that class attending the meeting, or if



approved in writing by preferred shareholders of the same class holding at least 75% (seventy-five percent) of the total preferred shares of that class.

2. The meeting of shareholders holding a class of preferred shares to approve the aforementioned change of rights is only valid when there are at least 02 (two) shareholders (or their authorized representatives) holding at least 1/3 (one-third) of the par value of the issued shares of that class. If there is not a sufficient number of representatives as stated above, the meeting shall be reconvened within the following 30 (thirty) days, and those holding shares of that class (regardless of the number of people and the number of shares) present in person or through an authorized representative shall be considered to have met the required quorum. At the aforementioned meetings of preferred shareholders, those holding shares of that class present in person or through a representative 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 are implemented similarly to the provisions of Article 26, Article 27, and Article 28 of this Charter.
4. Unless otherwise stipulated in the share issuance terms, the special rights attached to preferred shares concerning some or all matters related to the distribution of profits or assets of the Company are not altered when the Company issues additional shares of the same class.

**Article 25. Convening the General Shareholders' Meeting, meeting agenda, and notice of the General Meeting of Shareholders**

1. The Board of Directors convenes the General Meeting of Shareholders, or the General Meeting of Shareholders is convened in the cases specified in Clause 4 and Clause 5, Article 21 of this Charter.
2. The person who convenes the General Meeting of Shareholders shall perform the following tasks:
  - a. Compile the list of shareholders eligible to participate in and vote at the General Meeting of Shareholders and this list shall be compiled within ten (10) days before the day on which the invitation to the General Meeting of Shareholders is sent; meeting agenda and relevant documents in accordance with applicable laws and the Company's regulations. The Company shall disclose the compilation of the list of shareholders eligible to participate in and vote at the General Meeting of Shareholders at least twenty (20) days before the book closing date.

- b. Determine the meeting time and location.
  - c. Make an announcement and send invitations to all shareholders that are eligible to participate in the General Meeting of Shareholders.
  - d. Prepare the meeting agenda and contents.
  - e. Prepare meeting documents.
  - f. Draft the resolution of the General Meeting of Shareholders according to the meeting contents.
  - g. Perform other tasks serving the general meeting
3. The invitations to the General Meeting of Shareholders shall be sent to all shareholders using a method ensuring delivery to the shareholders' registered contact addresses. It shall also be published on the Company's website, as well as on the websites of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered. The person that convenes the General Meeting of Shareholders shall send invitations to all shareholders on the list of shareholders eligible to participate in the General Meeting of Shareholders at least 21 (twenty one) days before the opening date of the General Meeting of Shareholders (from the day on which the invitation is validly sent). The agenda of the General Meeting of Shareholders and documents relevant to the issues to be voted on at the General Meeting of Shareholders shall be sent to the shareholders and/or published on the Company's website. In case these documents are not enclosed with the invitations, the invitations must contain the URL for these documents to which the Shareholders are enable to access, including:
- a. The meeting agenda and documents to be used during the meeting;
  - b. The list of and detailed information about all candidates for members of the Board of Directors and independent members of the Board of Directors (in case of election);
  - c. Voting/Election ballots;
  - d. Proxy appointment form for attending the meeting;
  - e. Draft resolution on each issue mentioned in the meeting agenda.
4. The shareholder or group of shareholders mentioned in Clause 3, Article 19 of this Charter shall have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least 05 (five) working days before the opening date of the General Meeting of Shareholders. The proposal must clearly state the



shareholder's full name, the number of each type of share held by the shareholder, and the proposed issue to be included in the meeting agenda.

5. In the event that the convener of the General Meeting of Shareholders rejects the proposal specified in Clause 4 of this Article, a written response stating the reasons shall be provided no later than 02 (two) working days before the opening date of the General Meeting of Shareholders. The convener of the General Meeting of Shareholders may only reject the proposal in the following cases:
  - a. The proposal is sent against the regulations of Clause 4 of this Article
  - b. The proposing shareholder or group of shareholders is holding less than 5% of total ordinary shares when the proposal is made as prescribed in Clause 3 Article 19 of this Charter;
  - c. The proposed issue is outside the authority of the General Meeting of Shareholders;
  - d. Other cases prescribed by law and this Charter.
6. The person who convenes the General Meeting of Shareholders shall accept and include the proposed issues mentioned in Clause 4 of this Article to the intended meeting agenda, except in the cases specified in Clause 5 of this Article; the proposed issues shall be officially included in the meeting agenda if approved by the General Meeting of Shareholders.

#### **Article 26. Conditions for conducting the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be carried out when it is participated in by a number of shareholders that represent over 50% (fifty percent) of the voting shares of the Company.
2. In case the number of participating shareholders specified in Clause 1 of this Article is not adequate, invitations to the second meeting shall be sent within 60 (sixty) days from the intended date of the first meeting. The second General Meeting of Shareholders shall be opened when it is participated in by a number of shareholders that represent at least 33% (thirty-three percent) of the voting shares of the Company.
3. In case the number of participating shareholders specified in Clause 2 of this Article is not adequate, invitations to the third meeting shall be sent within 60 (sixty) days from the intended date of the second meeting. The third General Meeting of Shareholders shall be opened regardless of the number of participating shareholders.



4. The number of attending shareholders shall be determined within 60 (sixty) minutes from the scheduled opening time of the meeting. If after 60 (sixty) minutes the number of attending shareholders does not meet the quorum as specified in Clauses 1 and 2 of this Article, the meeting shall be canceled. The meeting can commence as soon as the required number of shareholders as stipulated in Clauses 1 and 2 of this Article is present, without having to wait for other shareholders who have not yet arrived.

**Article 27. Procedures for conducting meetings and voting at the General Meeting of Shareholders**

1. Before opening the General Meeting of Shareholders, the Company shall complete the procedures for shareholder registration. All shareholders that are eligible to participate shall be registered in the following order:
  - a. When registering shareholders, the Company provides each shareholder or their authorized representative with a voting card/voting slip/election ballot, which includes the registration number, the name of the shareholder, the name of the authorized representative, and the number of votes/election ballots for that shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Votes include affirmative votes, negative votes and abstentions. At the meeting, the affirmative votes shall be collected first, followed by the negative votes; finally, the total number of affirmative or negative votes shall be counted to determine the result. The vote counting result shall be announced by the chairperson right before the meeting is closed. The General Meeting of Shareholders shall elect vote counters or vote counting supervisors at the request of the chairperson. The number of members of the vote counting board shall be decided by the General Meeting of Shareholders at the request of the chairperson.
  - b. The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register their presence, participate and vote/elect after registration. The chairperson does not have the responsibility to suspend the meeting and the effect of the decisions voted/elected on before their presence shall remain unchanged.
2. Election of the Chairperson, Secretary and Voting counting Committee:
  - a. The Chairman of the Board of Directors acts as the meeting chairperson or authorizes another member of the Board of Directors to chair the General Shareholders' Meeting convened by the Board of Directors. If the Chairman is absent or temporarily unable to perform their duties, the remaining members of the Board of Directors shall elect one of them to chair the



- meeting based on a majority vote. In the event that no chairperson can be elected, an independent member of the Board of Directors who is part of the Audit Committee, or one of the executive members of the Board of Directors, will oversee the process for the General Shareholders' Meeting to elect a chairperson from among the attendees, with the person receiving the highest number of votes serving as the chairperson of the meeting;
- b. Except in the case specified in Point (a) of this Clause, the person that signs the decision to convene the General Meeting of Shareholders preside over the election of the chair by the General Meeting of Shareholders. The person who receives the most votes shall chairperson the meeting;
  - c. The chairperson appoints one or more individuals to act as the meeting secretary(s).
  - d. The General Meeting of Shareholders shall elect one or some persons to the Voting counting Committee at the request of the chairperson.
3. The meeting agenda and contents shall be approved by the General Meeting of Shareholders during the opening session. The agenda shall specify the time of each issue.
  4. The chairperson is entitled to implement necessary and reasonable measures for making sure the meeting is kept in order, adheres to the approved agenda and reflects the needs of the majority of participants.
    - a. Arrange seats at the meeting location;
    - b. Ensure safety of the participants;
    - c. Enable shareholders to participate in (or continue to participate in) the General Meeting of Shareholders. The person who convenes the General Meeting of Shareholders has the full authority to change the aforementioned measures and implement any necessary measures such as issuing entry passes or other methods of selection.
  5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Votes include affirmatives, negatives and abstentions. The vote counting result shall be announced right before the meeting is closed.
  6. The shareholders and shareholders' authorized representatives that arrive at the meeting after the opening time may register their presence, participate and vote after registration. The effect of the decisions voted on before their presence shall remain unchanged.

7. The person who convenes the General Meeting of Shareholders or the chairperson has the rights to:
  - a. Request all participants to undergo inspection or other lawful and reasonable security measures;
  - b. Request a competent authority to maintain order during the meeting; expel those who refuse to comply with the chairperson's requests, disrupt the order, obstruct the progress of the meeting or refuse to undergo security measures.
8. The chairperson is entitled to delay the meeting after an adequate number of participants have registered for up to 03 days from the initial meeting date. The General Meeting of Shareholders may only be delayed or relocated in the following cases:
  - a. The current location does not have adequate convenient seats for all participants;
  - b. Communications equipment is not sufficient for discussion and voting by participating shareholders;
  - c. The meeting is disrupted by one or some participants thus threatening the fairness and legitimacy of the meeting.
9. In case the chairperson delay or suspend the General Meeting of Shareholders against the regulations of Clause 8 of this Article, the General Meeting of Shareholders shall elect another participant as the chairperson, who will chair the meeting until the end; all resolutions ratified at that meeting shall be effective.
10. In case of an online meeting, the Company shall ensure that participating shareholders are able to vote electronically in accordance with Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/ND-CP dated December 31, 2020 elaborating some articles of the Law on Securities. The order, procedures, and methods of organizing online meetings and electronic voting shall be implemented in accordance with the Internal Regulations on Corporate Governance.
11. The person who convenes the General Meeting of Shareholders or the chairperson may require shareholders or their authorized representatives attending the General Meeting of Shareholders to undergo inspection or reasonable and lawful security measures. If a shareholder or authorized representative fails to comply with the aforementioned regulations, the



chairperson, after careful consideration, may refuse or expel said shareholder or representative from further participation in the General Meeting of Shareholders.

**Article 28. Conditions for the General Meeting of Shareholders resolution to be approved**

The General Meeting of Shareholders shall pass decisions within its authority by voting at the meeting or by obtaining written opinions.

1. Resolutions on the following matters shall be passed if approved by shareholders representing at least 65% (sixty-five percent) of the total voting shares of all shareholders attending and voting at the meeting, except as provided in Clause 3, Clause 4 and Clause 5 of this Article:
  - a. Type of shares and total number of shares of each type.
  - b. Change of business lines, and fields of operation.
  - c. Change the Company's management organizational structure in accordance with one of the following models: (i) a model with a Board of Controllers; (ii) a model with an Audit Committee; or (iii) another model as prescribed by applicable laws (if any)
  - d. Investment projects or sale of assets that are worth at least 50% (fifty percent) of the total assets recorded in the Company's latest financial statement.
  - e. Reorganization, dissolution of the Company.
  - f. Amendment and supplement to the Company's Charter.
2. Other resolutions shall be passed when approved by shareholders representing more than 50% (fifty percent) of the total voting shares of all shareholders attending and voting at the meeting, except as provided in Clauses 1, 3, 4, and 5 of this Article.
3. The voting for members of the Board of Directors must be conducted by cumulative voting, whereby each shareholder has a total number of votes equal to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to cast all or part of their total votes for one or several candidates.

Elected members of the Board of Directors are determined based on the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the required number of members is reached. In the event that two or more candidates have the same number of votes for the last member of the Board of Directors, a re-election will be held among the

candidates with the same number of votes or a selection will be made based on the criteria specified in the election regulations.

4. In cases where a Resolution is passed through written voting, the Resolution of the General Meeting of Shareholders is considered adopted if it receives approval from shareholders holding more than 50% (fifty percent) of the total voting shares.
5. A Resolution of the General Meeting of Shareholders regarding matters that adversely affect the rights and obligations of preferred shareholders shall only be passed if it is approved by preferred shareholders of the same class attending the meeting, holding at least 75% (seventy-five percent) of the total preferred shares of that class, or if it is approved by preferred shareholders of the same class holding at least 75% (seventy-five percent) of the total preferred shares of that class in cases where the Resolution is passed through written voting.
6. The Resolution of the General Meeting of Shareholders must be notified to shareholders entitled to attend the General Meeting of Shareholders within 15 (fifteen) days from the date the Resolution is passed; sending the Resolution can be replaced by posting it on the Company's website.
7. A resolution of the General Meeting of Shareholders that is voted for by 100% (one hundred percent) of the voting shares shall be lawful and effective even if the procedures for convening the meeting and ratifying the resolution are not conformable with the Law on Enterprises and the Company's Charter.

**Article 29. Authority and procedures for obtaining shareholders' written opinions to approve resolutions of the General Meeting of Shareholders**

The authority and procedures for collection of written opinions in order to pass a resolution of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors has the right to obtain shareholder's opinions in writing to pass Resolutions of the General Meeting of Shareholders on the following matters:
  - a. Decide on amendment and supplement to the Company's Charter;
  - b. Approve the Internal Regulations on Corporate Governance and the Working Regulations of Board of Directors;
  - c. Approve the Company's development orientations;
  - d. Elect and dismiss and remove members of the Board of Directors;



- e. Decide on investment in or sale of assets that are worth at least 35% (thirty five percent) of the total assets recorded in the Company's latest financial statement;
- f. Approve the annual audited financial statements;
- g. Change the Company's business lines and fields of operation;
- h. Change the Company's management organizational structure in accordance with one of the following models: (i) a model with a Board of Controllers; (ii) a model with an Audit Committee; or (iii) another model as prescribed by applicable laws (if any)
- i. Increase or decrease the Company's charter capital.
- j. Decide on the types of shares and total quantity of shares of each type authorized for offering, the offering and issuance plan; decide on annual dividend rate of each type of shares and the form of dividend payment.
- k. Decide on the offering of various types of bonds, including convertible bonds and bonds with warrants, in accordance with relevant applicable laws.
- l. Decide on the repurchase of over 10% (ten percent) of the total number of shares sold of each type.
- m. Review and handle violations committed by Members of the Board of Directors that cause damage to the Company and its shareholders.
- n. Decide on the company reorganization or dissolution.
- o. Decide on the budget or total remunerations, bonuses and other benefits of the Board of Directors.
- p. Approve the list of accredited audit organizations; decide on the accredited audit organization to inspect the Company's operation; dismiss accredited auditors when necessary;
- q. The Company's annual business plan.
- r. Report of the Board of Directors on the governance and performance of the Board of Directors and each member of the Board of Directors.
- s. Decide on the number of Members of the Board of Directors.
- t. Approve contracts and transactions between the Company and entities stipulated in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% (thirty-five percent) of the Company's total asset value recorded in the most recent financial statement.

- u. Approve transactions specified in Clause 4 Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.
  - v. Report on the activities of the independent member(s) of the Board of Directors in the Audit Committee.
  - w. Decide on changes to the plan for the use of capital or proceeds obtained from an offering or issuance in accordance with applicable laws where the value of such change is equal to or greater than 50% of the capital or proceeds obtained from the offering or issuance. In cases where the value of such change is less than 50%, the General Meeting of Shareholders authorizes the Board of Directors to make the decision.
  - x. Decide on the specific discount amount or discount rate in cases where shares are sold to brokers or underwriters.
  - y. Convert preferred shares into common shares.
  - z. Approve the plan for profit distribution for the financial year and the appropriation of funds for the following financial year; and the plans and purposes for the use of such funds.
  - aa. Change the Company's name and head office address.
  - bb. Change the Company's business lines and fields of operation.
  - cc. Change or cancel special rights attached to a type of preferred shares, including any changes that adversely affect the rights and obligations of shareholders holding such preferred shares.
  - dd. Select strategic Investors based on criteria regarding financial capacity, technological capability, and a commitment to cooperate with the Company for a minimum period of 03 years.
  - ee. Other matters under the authority of the General Meeting of Shareholders in accordance with this Charter and provisions of law if deemed necessary for the benefit of the Company.
2. The Board of Directors shall prepare and send the questionnaires, draft resolutions of the General Meeting of Shareholders, explanatory documents to the voting shareholders no later than 10 (ten) days before the deadline for submission of the questionnaires in accordance with Clause 3 Article 25 of this Charter.
3. A questionnaire shall contain the following information:



- a. The enterprise's name, headquarters address, identification number;
  - b. Purposes of the survey;
  - c. Full name, mailing address, nationality, ID number of the shareholder that is an individual; name, enterprise/organization ID number and headquarters address of the shareholder that is an organization or full name, mailing address, nationality, ID number of the representative of the shareholder that is an organization; quantity of shares of each type and the number of votes of the shareholder;
  - d. The issues being voted on;
  - e. Voting options for each issue, including affirmative, negative and abstentions;
  - f. Submission deadline;
  - g. Full name and signature of the Chairman of the Board of Directors.
4. The Board of Directors shall count the votes and prepare the vote counting records in the presence of the Audit Committee or shareholders that are not holding managerial positions in the Company. The vote counting Minutes shall contain the following information:
- a. The enterprise's name, headquarters address, identification number;
  - b. The purposes and issues voted on;
  - c. The quantity of shareholders and cast votes, including the quantity of valid and invalid votes, vote sending methods and the list of shareholders that have cast their votes;
  - d. Quantity of affirmative votes, negative votes and abstentions on each issue;
  - e. Ratified issues and ratio of affirmative votes;
  - f. Full name and signature of the Chairman of the Board of Directors.

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

5. The minutes of the vote counting and the resolution must be published on the Company's website within 24 (twenty-four) hours or sent to the shareholders within 15 (fifteen) days from the time the vote counting is completed.

6. The completed questionnaires, vote counting record, ratified resolutions and documents enclosed with questionnaires shall be retained at the Company's headquarters.
7. A resolution shall be ratified by questionnaire survey if it receive at least 50% (fifty percent) affirmative votes from voting shareholders and has the same value as those ratified at the General Meeting of Shareholders.
8. Shareholders can send their completed voting ballots to the Company by mail, fax, or email as follows:
  - a. In case of sending by mail, the answered voting ballot must be signed by the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. The voting ballot sent to the Company must be in a sealed envelope and no one has the right to open it before the vote counting;
  - b. In case of sending by fax or email, the voting ballot sent to the Company must be kept confidential until the vote counting;
  - c. Voting ballots sent to the Company after the deadline specified in the voting ballot or opened in case of mail and disclosed in case of fax or email shall be deemed invalid. Voting ballots not sent back are considered abstentions.

### **Article 30. Resolutions and Minutes of the General Meeting of Shareholders**

1. Minutes of all General Meeting of Shareholders shall be taken in the form of written documents and may also be recorded or stored in other electronic forms. The minutes must be taken in Vietnamese and may also be in foreign languages with the following contents:
  - a. The enterprise's name, headquarters address, identification number;
  - b. Time and location of the General Meeting of Shareholders;
  - c. Agenda and content of the meeting.
  - d. Full names of the chairperson and secretaries;
  - e. Summary of developments of the meeting and comments made during the meeting on each issue in the meeting agenda;
  - f. The number of shareholders and their votes; a list of registered shareholders, shareholders' representatives that participated in the meeting, their holdings and votes;



- g. Total votes on each issue, voting method, numbers of valid votes, invalid votes, affirmative votes, negative votes and abstentions; corresponding ratios of these votes to total number of votes of participating shareholders;
- h. Issues passed and the corresponding percentage of approving votes.
- i. Full name and signatures of the chairperson and secretaries.

In case the chairperson or a secretary refuses to sign the minutes, the minutes is still effective if it bears the signatures of all other participating members of the Board of Directors and have adequate information prescribed in this Clause. The minutes shall specify that the chairperson or secretary refuses to sign it.

- 2. The General Meeting of Shareholders minutes shall be completed and ratified before the meeting ends. The chairperson and secretaries or other persons that sign the minutes shall be jointly responsible for its truthfulness and accuracy.
- 3. The minutes in Vietnamese and foreign languages have equal legal value. In case of discrepancies between the Vietnamese version and the foreign language version, the former shall apply.
- 4. Resolutions, minutes of the General Meeting of Shareholders, the list of registered participating shareholders bearing their signatures, meeting participation authorization documents, documents enclosed to the minutes (if any) and documents enclosed to the invitations shall be disclosed in accordance with regulations of law on disclosure of information on the securities market and retained at the Company's head office.

### **Article 31. Requesting cancellation of a resolution of the General Meeting of Shareholders**

Within 90 (ninety) days from the receipt of the resolution or minutes of the General Meeting of Shareholders or the vote counting record, the shareholder or group of shareholders specified in Clause 2 Article 115 of the Law on Enterprises is entitled to request the court or arbitral tribunal to consider cancelling all or part of the resolution of the General Meeting of Shareholders in the following cases:

- 1. The procedures for convening the meeting and decision-making of the General Meeting of Shareholders seriously violate the Law on Enterprises and the Company's Charter, except in the cases specified in Clause 7 Article 28 of this Charter.
- 2. The contents of the resolution violate regulations of law or this Charter.

## Chapter VII

### BOARD OF DIRECTORS

#### Article 32. Nomination and candidacy for Members of the Board of Directors

1. After candidates for members of the Board of Directors have been nominated, the Company shall publish information about these candidates at least ten (10) days before the opening date of the General Meeting of Shareholders on the Company's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an honest and prudent manner for the best interests of the Company if he/she is given the position of member of the Board of Directors. Information about candidates includes:
  - a. Full name, date of birth;
  - b. Professional qualifications ;
  - c. Work experience;
  - d. Other management positions (including Board of Directors positions at other companies);
  - e. Interests relevant to the Company and the Company's related parties;
  - f. Other information (if any) as prescribed by the Company's Charter.
  - g. The company shall publish information about the companies in which the candidates are holding the position of members of the Board of Directors and other managerial positions and their interests in these companies (if any).
2. A shareholder or group of shareholders holding 10% (ten percent) or more of the total number of ordinary shares shall have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter. The specific ratio and the corresponding number of nominated Members of the Board of Directors shall be specified in the Internal Regulations on Corporate Governance.
3. In case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate more candidates in accordance with the Company's Charter, the Internal Regulations on Corporate Governance and the Regulations on Operation of the Board of Directors. This must be announced before the General Meeting of Shareholders starts to vote for members of the Board of Directors as prescribed by law.



4. Members of the Board of Directors shall satisfy the standards and conditions specified in Clause 1 and Clause 2 Article 155 of the Law on Enterprises and the Company's Charter.

**Article 33. Composition and term of office of members of the Board of Directors**

1. The number of members of the Board of Directors is 05 (five) members. The term of office of the Board of Directors shall be 05 (five) years. The term of office of a member of the Board of Directors shall not exceed 05 (five) years; members of the Board of Directors may be re-elected for an unlimited number of terms.
2. The Board of Directors shall have at least 01 (one) independent member; an individual may only be elected as an independent member of the Company's Board of Directors for a maximum of 02 (two) consecutive terms and must meet the standards and conditions specified in Clause 2, Article 155 of the Law on Enterprises.
3. A member of the Board of Directors loses the status of member of the Board of Directors in case of being replaced, dismissed or discharged by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises.
4. At least one third (1/3) of the members of the Board of Directors of the Company shall be non-executive members. The Company shall minimize the number of members of the Board of Directors that concurrently hold executive positions in the Company to ensure the independence of the Board of Directors.
5. Information about designation of members of the Board of Directors shall be disclosed in accordance with regulations of law on information disclosure on the securities market.
6. Members of the Board of Directors are not necessarily shareholders of the Company.
7. In the event that a member of the Board of Directors loses their membership status as prescribed by law and the Company's Charter, is dismissed, removed, or for any reason cannot continue to be a member of the Board of Directors, the Board of Directors may appoint another member of the Board of Directors to temporarily take charge of the work of the disqualified member of the Board of Directors while waiting for the General Meeting of Shareholders to elect a new member of the Board of Directors. The election of a new member of the Board of Directors must be carried out at the nearest General Meeting of Shareholders.
8. A member of the Board of Directors can be simultaneous the member of the Board of Directors of maximum five (05) other companies.

**Article 34. Powers and obligations of the Board of Directors**

1. The operating activities and affairs of the Company shall be subject to the supervision and direction of the Board of Directors. The Board of Directors is the body with full authority to exercise all rights on behalf of the Company, except for the powers belonging to the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are stipulated by law and this Charter. Specifically, the Board of Directors has the following powers and duties:
  - a. Determine strategies, medium-term development plans, and supervise the implementation of short-term and long-term development plans and business plans of the Company. Approve adjustments and changes to the Company's annual business plan based on authorization from the General Meeting of Shareholders when deeming such adjustments to be consistent with the strategy and development plan approved by the General Meeting of Shareholders.
  - b. Propose the share classes and the total number of shares offered for sale for each class.
  - c. Decide on the sale of unsold shares within the authorized offering limit for each share class; decide on raising additional capital through other methods.
  - d. Determine the timing, method and offering price of shares authorized for offering; decide on offering bonds, excluding convertible bonds and bonds with warrants, as regulated by the Law on Securities.
  - e. Decide on share repurchases as stipulated in Clause 1 and Clause 2, Article 133 of the Law on Enterprises.
  - f. Decide on investment plans and investment projects within the authorized scope and limits as prescribed by law.
  - g. Decide on market development, marketing, and technology solutions.
  - h. Approve purchase, sale, loan, borrowing contracts, and other transactions with a value from 10% (ten percent) of the total asset value recorded in the Company's latest financial statements and contracts, transactions under the decision-making authority of the General Meeting of Shareholders as stipulated in Point (d), Clause 1, Article 22 of this Charter, excluding contracts and transactions subject to the approval authority of the General Meeting of Shareholders as prescribed by law. For the remaining value under the authority of the General Director, based on their authority, depending on



the Company's production and business situation, the General Director has the right to assign, delegate, and authorize.

- i. Decide on asset purchases, loans, borrowings, guarantees, pledges, mortgages, leases, subleases, lending of assets, and other activities of the Company with a value from 10% (ten percent) of the total asset value recorded in the Company's latest financial statements, except for cases under the decision-making authority of the General Meeting of Shareholders as prescribed by law and this Charter. For the remaining value under the authority of the General Director, based on their authority, depending on the Company's production and business situation, the General Director has the right to assign, delegate, and authorize.
- j. Decide on investing in or selling assets with a value from 10% (ten percent) of the total asset value recorded in the Company's latest financial statements, except for cases under the decision-making authority of the General Meeting of Shareholders as prescribed by law and this Charter. For the remaining value under the authority of the General Director, based on their authority, depending on the Company's production and business situation, the General Director has the right to assign, delegate, and authorize.
- k. Elect, dismiss, remove the Chairman of the Board of Directors, Vice Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts, decide salaries, remuneration, bonuses, and other benefits for the General Director, Deputy General Directors, Chief Accountant, and other positions under the authority of the Board of Directors as prescribed by law; appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders at other companies, decide on their remuneration and other benefits.
- l. Supervise and direct the General Director and other managers in the daily business operations of the Company.
- m. Propose the dividend rate to be paid; determine the time frame and procedures for paying dividends or handling losses incurred during business operations.
- n. Propose the reorganization or dissolution of the Company; request the bankruptcy of the Company.
- o. Submit the audited annual financial statements to the General Meeting of Shareholders.

- p. Decide on internal organizational structure, internal management regulations of the Company, decide on establishment, merger, division, consolidation, conversion of business type, restructuring and dissolution of subsidiaries, branches, representative offices and capital contribution, purchase of shares, capital contributions of other enterprises or sale of shares, capital contribution of the Company in other enterprises or divestment of the Company's capital in other enterprises within its authority according to the Company's internal regulations.
- q. Decide on the issuance of the Internal Regulations on Corporate Governance, the Regulations on Operation of the Board of Directors after being approved by the General Meeting of Shareholders. Decide on the issuance of the Working Regulations of the Audit Committee under the Board of Directors, the Company's Information Disclosure Regulations.
- r. Decide on profit distribution and allocation, use of Funds (Development Investment Fund; Reward and Welfare Fund; etc.) according to the plan approved by the General Meeting of Shareholders.
- s. Approve the program, content of documents serving the General Meeting of Shareholders, convene the General Meeting of Shareholders or obtain opinions for the General Meeting of Shareholders to pass resolutions.
- t. Determine the price or organize the valuation of non-cash assets contributed to the Company, including but not limited to gold, land use rights, intellectual property rights, technology, business secrets and other legal assets.
- u. Resolve the Company's complaints against the Company's Executives as well as decide on the selection of a representative of the Company to resolve issues related to legal procedures against such Executives.
- v. Independent members of the Board of Directors of the Company must prepare an evaluation report on the activities of the Board of Directors.
- w. Decide on the number of Legal Representatives and assign duties to each Legal Representative.
- x. Nominate persons to the Audit Committee and appoint the Chairperson of the Audit Committee and other members of the Audit Committee in accordance with this Charter.
- y. Decide on the selection of an auditing company from the List of independent auditing companies upon authorization by the General Meeting of Shareholders.



- z. Decide on changes to the plan for use of capital and the proceeds obtained from an offering or issuance in cases where (i) the value of such change is less than 50% of the capital or proceeds obtained from the offering or issuance, upon authorization by the General Meeting of Shareholders; or (ii) the offering involves non-convertible bonds without warrants in accordance with the plan approved by the Board of Directors.
  - aa. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the Company's Charter.
3. The Board of Directors shall submit reports on its performance pursuant to Article 280 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.

**Article 35. Remuneration, bonuses, and other benefits of members of the Board of Directors.**

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency. Work remuneration shall be calculated according to the number of working days required to complete the duties of members of the Board of Directors and the remuneration rate per day. The Board of Directors estimates the remuneration for each member based on the principle of unanimity. The total remuneration and bonuses of the Board of Directors shall be determined by the General Meeting of Shareholders at the annual meeting.
2. Remunerations of each member of the Board of Directors shall be recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement and reported at the Annual General Meeting of Shareholders.
3. Members of the Board of Directors who are holding the executive positions or working in subcommittees of the Board of Directors or performing tasks other than normal tasks of members of the Board of Directors may be paid an additional remuneration in the form of a lump sum, salary, commission, profit percentage or another form decided by the Board of Directors.
4. Members of the Board of Directors are entitled to reimbursement for the costs of travel, lodging and other reasonable costs incurred during the performance of their tasks, including the costs of participation in meetings of the General Meeting of Shareholders, the Board of Directors or its subcommittees.
5. Members of the Board of Directors may have responsibility insurance purchased by the Company if this is approved by the General Meeting of Shareholders. This

insurance does not cover responsibility of members of the Board of Directors relevant to violations against the law and the Company's Charter.

### **Article 36. Chairman of the Board of Directors**

1. The Board of Directors selects from among its members to elect the Chairman and Vice Chairmen. The Chairman does not concurrently hold the position of General Director.
2. Rights and obligations of the Chairman of the Board of Directors:
  - a. Formulate operating plans and programs of the Board of Directors
  - b. Prepare the agenda and documents of meetings; convene and chair meetings of the Board of Directors;
  - c. Organize the approval of resolutions and decisions of the Board of Directors;
  - d. Supervise the process of implementation of resolutions and decisions of the Board of Directors;
  - e. Chair the General Meeting of Shareholders and the Board of Directors' meeting;
  - f. Assign tasks to members of the Board of Directors and members of advisory committees supporting the Board of Directors;
  - g. Other rights and obligations prescribed by the Law on Enterprises.
3. In case the Chairman of the Board of Directors is not present or is not able to perform his/her duties, he/she shall authorize another member in writing to perform the rights and obligations of the Chairman of the Board of Directors. In case no one is authorized or the Chairman of the Board of Directors is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his/her behaviors, is prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors under the majority rule until a new decision is issued by the Board of Directors.
4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors shall elect a new Chairperson within 10 (ten) days from the resignation or dismissal date.



**Article 37. Meetings of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected during the first meeting of the Board of Directors within 07 (seven) working days after the same Board of Directors is elected. This meeting shall be convened and chaired by the member that receives the most votes. In case of a tie, the members shall vote under the majority rule to choose 01 person to convene the Board of Directors.
2. The Board of Directors must meet at least once every quarter and may meet on an extraordinary basis when necessary.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
  - a. The meeting is requested by the General Director or at least five (05) more managers;
  - b. The meeting is requested by at least 02 members of the Board of Directors;
  - c. At the request of an Independent members of the Board of Directors.
4. The request for meeting mentioned in Clause 3 of this Article must be made in writing, specify the purposes, issues that need discussing and deciding by the Board of Directors.
5. The Board of Directors' Chairman must convene a Board of Directors meeting within 07 (seven) working days from the date of receiving the request stipulated in Clause 3 of this Article. In the event the Chairman fails to convene the meeting as requested, the Chairman shall be liable for any damages incurred by the Company; the requester has the right to replace the Chairman to convene the Board of Directors meeting.
6. The Chairman of the Board of Directors or the person who convenes the meeting of the Board of Directors shall send invitations at least 03 (three) working days before the meeting. The invitation shall specify the meeting time, location, agenda, issues that need discussing and deciding. The invitation shall be enclosed with documents to be used at the meeting and votes.

The invitations to the meeting of the Board of Directors may be a physical invitation, by phone, fax, email or other forms as long as they are delivered to the mailing address of each member of the Board of Directors registered at the Company.

7. Board of Directors meetings may only be held with the presence of at least 3/4 (three-fourths) of the total number of members. If a meeting convened under the provisions of this clause does not have the required number of members present,

- a second meeting shall be convened within 07 (seven) days from the date of the first scheduled meeting. In this case, the meeting may proceed if more than half of the Board of Director's members are present.
8. If the meeting convened in accordance with this provision does not have the required number of attending members, it shall be reconvened for the second time within 07 (seven) days from the date initially scheduled for the first meeting. In this case, the meeting can proceed if more than half of the members of the Board of Directors are present. A Board of Director's member is considered to have attended and voted at the meeting in the following cases:
    - a. Attending and voting in person at the meeting.
    - b. Authorizing another person to attend the meeting and vote as stipulated in Clause 11 of this Article.
    - c. Attending and voting via online conference, electronic voting, or other electronic means.
    - d. Sending ballots to the meeting via mail, fax, or email.
    - e. Sending ballots by other means.
  9. In case the votes are sent to the meeting by mail, they must be put in sealed envelopes and delivered to the Chairman of the Board of Directors at least 01 (one) hour before the opening hour. The votes shall only be opened in the presence of all meeting participants.
  10. Resolutions and decisions of the Board of Directors are passed if approved by a majority of the members present at the meeting; in the event of a tie, the final decision rests with the Board of Directors' Chairman.
  11. Members must attend all Board of Directors meetings. Members may authorize another person to attend the meeting and vote if approved by a majority of the Board of Directors.
  12. The Board of Directors may consult its members in writing and via email in accordance with the Internal Regulations on Corporate Governance and provisions of law.

### **Article 38. Minutes of the Board of Directors Meeting**

1. Board of Directors meetings must be recorded in minutes and may be audio-recorded, video-recorded, and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, with the following main contents:



- a. Name, address of the head office, enterprise code.
  - b. Purpose, agenda, and content of the meeting.
  - c. Time and location of the meeting.
  - d. Full name of each attendee or authorized representative and method of attendance; full name of absent members and reasons for absence.
  - e. Issues discussed and voted on at the meeting.
  - f. Summary of each member's comments in chronological order of the meeting.
  - g. Voting results, clearly stating members who approved, disapproved, and abstained.
  - h. Approved matters and corresponding approval rates.
  - i. Full name and signature of the Chairperson and the Minute-taker, except as prescribed in Clause 2 of this Article.
2. In case the Chairperson or Minute-taker refuses to sign the minutes, but if all other members of the Board of Directors attending agree and approve the signed minutes with full content as prescribed in points a, b, c, d, e, f, g, and h of Clause 1 of this Article, these Minutes are valid. The minutes clearly state the refusal of the Chairperson or Minute-taker to sign. The signatory of the minutes is jointly responsible for the accuracy and truthfulness of the minutes' content. The Chairperson and Minute-taker are personally liable for damages incurred by the Company due to refusal to sign the minutes as prescribed by the Law on Enterprises, the Company's Charter, and relevant laws.
  3. The Chairperson, Minute-taker, and signatories of the minutes are responsible for the truthfulness and accuracy of the Board of Directors meeting minutes' content.
  4. Board of Directors meeting minutes and documents used in the meeting must be kept at the Company's head office.
  5. Minutes prepared in Vietnamese and a foreign language have equal legal validity. In case of discrepancies between the Vietnamese and foreign language versions, the Vietnamese version prevails.

#### **Article 39. Nomination and candidacy for the Members of the Audit Committee**

1. The Audit Committee Chairman and other members of the Audit Committee shall be nominated by the Board of Directors and are not Executives of the Company.

2. The appointment of the Audit Committee Chairman and other members must be approved by the Board of Directors at a meeting of the Board of Directors.

#### **Article 40. Composition of the Audit Committee**

1. The Audit Committee shall consist of at least 02 (two) members. The Audit Committee Chairman must be an independent member of the Board of Directors. Other Audit Committee members must be non-executive members of the Board of Directors.
2. Audit Committee members must have knowledge of accounting, auditing, a general understanding of law and the Company's operations, and not fall under the following circumstances :
  - a. Working in the Company's accounting or finance department.
  - b. Being a member or employee of the audit firm approved to audit the Company's financial statements for the preceding three consecutive years.
3. The Audit Committee Chairman must have at least a bachelor's degree in economics, finance, accounting, auditing, law, or business administration.

#### **Article 41. Rights and obligations of the Audit Committee**

The Audit Committee has the rights and obligations as stipulated in Article 161 of the Law on Enterprises and the following rights and obligations:

1. Have the right to access documents related to the Company's operations, communicate with other Members of the Board of Directors, the General Director, Chief Accountant, and other management personnel to gather information for the Audit Committee's activities.
2. Have the right to request the approved representative of the audit organization to attend and respond to issues related to the audited financial statements at the meetings of the Audit Committee.
3. Utilize external legal, accounting, or other consulting services when necessary.
4. Develop and present to the Board of Directors policies for risk identification and management; propose to the Board of Directors solutions for handling risks arising in the Company's operations.
5. Prepare a written report to the Board of Directors upon discovering that a member of the Board of Directors, General Director, or other managers has not fully fulfilled their responsibilities as prescribed by the Law on Enterprises and the Company's Charter.



6. Develop the Audit Committee's operating regulations and submit them to the Board of Directors for approval.

#### **Article 42. Meetings of the Audit Committee**

1. The Audit Committee must convene at least two (02) times per year. Minutes of the meetings must be detailed, clear, and fully preserved. The minute-taker and the Audit Committee members attending the meeting must sign the minutes.
2. The Audit Committee adopts decisions by voting at meetings, obtaining opinions in writing, or through other methods as stipulated in the Operating Regulations of the Audit Committee. Each member of the Audit Committee has one vote. Unless otherwise specified by a higher ratio in the Operating Regulations of the Audit Committee, decisions of the Audit Committee are approved if supported by the majority of attending members; in the event of an equal number of votes, the final decision rests with the opinion of the Chairman of the Audit Committee.

### **Chapter VIII**

#### **GENERAL DIRECTOR, EXECUTIVE, AND PERSON IN CHARGE OF CORPORATE GOVERNANCE**

#### **Article 43. Organization of the management structure**

1. The Company will issue a management system whereby the management apparatus will be responsible for and under the supervision and direction of the Board of Directors in daily business operations.
2. The General Director and Deputy General Directors may concurrently be members of the Board of Directors as prescribed by law.

#### **Article 44. Salary and remuneration of the Company's management**

1. The salary, remuneration, benefits, and other terms of the labor contract for the General Director shall be determined by the Board of Directors; labor contracts with other Managers of the Company are decided by the Board of Directors based on the General Director's recommendations.
2. Salaries, benefits, and other terms in the labor contracts for other Managers of the Company are decided by the General Director.
3. The salaries of the Company's Managers are included in the Company's business expenses in accordance with the law on corporate income tax, are presented as a separate item in the Company's annual financial statements, and shall be reported to the General Meeting of Shareholders at the annual meeting.

**Article 45. Appointment, removal, obligations, and powers of the General Director**

1. The Board of Directors shall designate 01 (one) member of the Board of Directors or hires a person as the General Director.
2. The General Director shall administer the Company' everyday business operation; be supervised by the Board of Directors; is responsible to the Board of Directors and the law for the performance of his/her rights and obligations. The term of office of the General Director shall not exceed 05 years without term limit.
3. The General Director has the following rights and obligations:
  - a. Organize the implementation of resolutions and decisions of the Board of Directors.
  - b. Organize the implementation of the Company's business plan and investment plan.
  - c. Propose the organizational structure and internal management regulations of the Company.
  - d. Appoint, dismiss, and remove management positions within the Company, except for positions under the authority of the Board of Directors.
  - e. Decide salaries and other benefits for employees in the company, including managers appointed by the General Director.
  - f. Recruit employees.
  - g. Propose a plan for dividend payment or handling business losses.
  - h. Appoint and dismiss the Company's trade representatives and lawyers.
  - i. Approve contracts for purchase, sale, loan, borrowing, guarantee, pledge, mortgage, leases, subleases, lending of assets and other contracts, transactions with a value of less than 10% (ten percent) of the total asset value recorded in the Company's latest financial statements, except for contracts or transactions between the Company and related persons as prescribed in Clause 1 Article 167 of the Law on Enterprises 2020 and Clauses 3, 4, and 5 Article 293 of the Government's Decree No. 155/2020/ND-CP dated 31 December 2020 elaborating some Articles of the Law on Securities, and its amendments and supplements from time to time.
  - j. Decide on asset purchases, loans, borrowings, guarantees, pledges, mortgages, leases, subleases, lending of assets, and other activities of the Company with a value of less than 10% (ten percent) of the total asset value recorded in the



Company's latest financial statements, except where such decisions result in contracts or transactions between the Company and related persons as prescribed in Clause 1 Article 167 of the Law on Enterprises 2020 and Clauses 3, 4, and 5 Article 293 of the Government's Decree No. 155/2020/ND-CP dated 31 December 2020 elaborating some Articles of the Law on Securities, and its amendments and supplements from time to time.

- k. Decide on investing in or selling assets with a value of less than 10% (ten percent) of the total asset value recorded in the Company's latest financial statements, except where such decisions result in contracts or transactions between the Company and related persons as prescribed in Clause 1 Article 167 of the Law on Enterprises 2020 and Clauses 5 Article 293 of the Government's Decree No. 155/2020/ND-CP dated 31 December 2020 elaborating some Articles of the Law on Securities, and its amendments and supplements from time to time.
  - l. Decide on capital contribution, purchase of shares, capital contributions of other enterprises or sale of shares, capital contribution of the Company in other enterprises or divestment of the Company's capital in other enterprises for transactions with a value of less than 10% (ten percent) of the total asset value recorded in the Company's most recent financial statements, except where such decisions result in contracts or transactions between the Company and related persons as prescribed in Clause 1 Article 167 of the Law on Enterprises 2020 and Clauses 5 Article 293 of the Government's Decree No. 155/2020/ND-CP dated 31 December 2020 elaborating some articles of the Law on Securities, and its amendments and supplements from time to time.
  - m. Other rights and obligations as prescribed by law, this Charter, and resolutions and decisions of the Board of Directors.
  - n. Decide on matters related to the company's daily business operations that are not under the authority of the Board of Directors.
4. The General Director manages the company's daily business operations in accordance with the provisions of law, this Charter, the labor contract signed with the company, and resolutions of the Board of Directors. In cases where the operation is contrary to these regulations and causes damage to the company, the General Director shall be liable before the law and must compensate the company for the damage.
  5. The General Director must meet the standards and conditions specified in Clause 5, Article 162 of the Law on Enterprises.

#### **Article 46. Company Secretary**

The Board of Directors must appoint at least 01 (one) person as Company Secretary with a term and conditions as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary but not contrary to current labor laws. The roles and responsibilities of the Company Secretary include:

1. Support the organization of meetings of the Board of Directors and the General Meeting of Shareholders as requested by the Board of Directors.
2. Attend meetings.
3. Assists members of the Board of Directors in performing their rights and obligations;
4. Assists the Board of Directors in applying and implementing the business administration rules;
5. Assist the company in development of shareholder relationship, protection of lawful rights and interests of shareholders; fulfillment of the obligation to provide and disclose information and administrative procedures;

#### **Article 47. Person in charge of Corporate Governance**

1. The Board of Directors of the Company shall appoint at least one (01) person in charge of Corporate Governance, who will assist in administration works and may concurrently hold the position of the Company's secretary as prescribed in Clause 5 Article 156 of the Law on Enterprises.
2. The person in charge of Corporate Governance must not concurrently work for the accredited audit organization that is auditing the Company's financial statements.
3. The person in charge of Corporate Governance has the following rights and obligations:
  - a. Provide consultancy for the Board of Directors in organizing the General Meeting of Shareholders and performance of relevant tasks between the Company and its shareholders;
  - b. Prepare for meetings of the Board of Directors and the General Meeting of Shareholders as requested by the Board of Directors;
  - c. Provide consultancy on meeting procedures;
  - d. Participate in the meetings;



- e. Provide consultancy on procedures for lawful issuance of resolutions of the Board of Directors;
- f. Provide financial information, copies of minutes of meetings of the Board of Directors and other information for members of the Board of Directors;
- g. Supervise and report to the Board of Directors on the Company's information disclosure;
- h. Assist in contact between parties with relevant interests;
- i. Protect confidentiality of in accordance with regulations of law and the Company's Charter;
- j. Other rights and obligations prescribed by law and the Company's Charter.

**Article 48. Right to sue members of the Board of Directors, the General Director.**

1. A shareholder or group of shareholders owning at least 1% (one percent) of the common shares has the right, on their own behalf or on behalf of the Company, to initiate a lawsuit against individual liability and joint liability of members of the Board of Directors and the General Director to request the return of benefits or compensation for damages to the Company or others in the following cases:
  - a. Violation of the Company management obligations as stipulated in Article 165 of the Law on Enterprises.
  - b. Failure to perform, incomplete performance, untimely performance, or performance contrary to the provisions of law or the Charter, resolutions, or decisions of the Board of Directors regarding assigned rights and obligations.
  - c. Abuse of position, title, and use of information, secrets, business opportunities, or other assets of the Company for personal gain or to serve the interests of other organizations or individuals.
2. The procedures for initiating a lawsuit shall be implemented in accordance with the provisions of the law on civil procedures. Litigation costs in the case of a shareholder or group of shareholders initiating a lawsuit on behalf of the Company will be charged to the Company's expenses, except in cases where the lawsuit request is rejected.

## **Chapter IX**

### **DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, GENERAL DIRECTOR, AND OTHER MANAGERS OF THE COMPANY**

#### **Article 49. Duty of Care**

Members of the Board of Directors, the General Director, and other Managers of the Company have a responsibility to perform their duties, including those as members of subcommittees of the Board of Directors, honestly, in the best interests of the Company, and with the degree of care that a prudent person would exercise in a similar position and under similar circumstances.

#### **Article 50. Duty of loyalty and avoidance of conflicts of interest**

1. Members of the Board of Directors, the General Director, other Managers, and related persons of these members may only use information obtained by virtue of their position to serve the interests of the Company.
2. Members of the Board of Directors, the General Director, and other Managers are obligated to notify the Board of Directors in writing of transactions between the Company, its subsidiaries, and themselves or their related persons as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of securities law on information disclosure.
3. Members of the Board of Directors must not vote on the transactions that bring interests to themselves or their related persons as prescribed by the Law on Enterprises and the Company's Charter.
4. Transactions between the Company and one or more members of the Board of Directors, the General Director, other Managers, and individuals or organizations related to these subjects must comply with the provisions of the Law on Enterprises, the Company's Charter, and relevant laws.
5. Members of the Board of Directors, the General Director, other Managers and their related persons must not use or reveal internal information for carrying out relevant transactions.

#### **Article 51. Responsibility for damages and compensation**

1. Any members of the Board of Directors, the General Director or other Executives that fail to fulfill their duties in a truthful and prudent manner shall be held responsible for their violations.



2. The Company shall compensate individuals who have been, are, or may become a party to claims, lawsuits, or prosecutions (including civil and administrative cases, but excluding lawsuits initiated by the Company as the plaintiff) if such individuals were or are members of the Board of Directors, General Director, other Managers, employees, or authorized representatives of the Company acting in accordance with the Company's authorization, in good faith, with due care for the benefit of the Company while complying with the law, and there is no evidence confirming that they breached their responsibilities.

### **Chapter X:**

## **RIGHT TO ACCESS COMPANY BOOKS AND RECORDS OF THE COMPANY**

### **Article 52. Right to access books and records**

1. Ordinary shareholders have the rights to access the Company's documents and records:
  - a. Ordinary shareholders are entitled to access, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves; examine, access, extract or copy the Company's Charter, meeting minutes and resolutions of the General Meeting of Shareholders;
  - b. Shareholders or a group of shareholders owning 5% (five percent) or more of the total common shares have the right to review, inspect, and extract records of minutes, resolutions, and decisions of the Board of Directors, interim and annual financial reports, contracts, transactions that require approval by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business confidentiality.
2. Members of the Board of Directors, the General Director, and other Managers of the Company have the right to inspect the Company's share register, shareholder list, and other books and records of the Company for purposes related to their positions, provided that this information must be kept confidential.
3. The Company must store this Charter and any amendments to it, the Enterprise Registration Certificate, regulations, documents proving ownership of assets, resolutions of the General Shareholders' Meeting and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, annual financial statements, accounting books, and other documents

as required by law at the headquarters or another location, provided that 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.
5. In the case where an authorized representative of a shareholder or group of shareholders requests access to the books and records, they must provide a power of attorney from the shareholder(s) or group of shareholders they represent, or a notarized copy of such power of attorney.

## Chapter XI

### PROFIT DISTRIBUTION

#### Article 53. Profit distribution and the establishment and use of funds

1. At the end of the financial year and when production and business are profitable, before paying dividends to shareholders, the Company shall set aside funds as prescribed by law and the Charter as follows:

- a. Investment and development fund.
- b. Reward and welfare funds.

Percentage allocated to the above funds shall be proposed by the Board of Directors and approved annually by the General Meeting of Shareholders.

2. The Board of Directors must submit to the General Meeting of Shareholders:
  - a. Profit distribution plan for the financial year and allocation to funds for the next financial year.
  - b. The plan and purpose of utilizing the allocated funds in accordance with the law and this Charter.

#### Article 54. Dividends payment

1. Dividends on common shares shall be determined based on realized net profit, and dividends are paid from the Company's retained earnings. The Company may only pay dividends on common shares when all of the following conditions are met:
  - a. The Company has fulfilled its tax obligations and other financial obligations as prescribed by law.
  - b. Other funds have been allocated and previous losses have been fully offset in accordance with the law and this Charter.





- c. Immediately after paying all declared dividends, the Company still ensures full payment of debts and other due asset obligations.
2. Dividends may be paid in cash, in the Company's shares, or in other assets as decided by the General Meeting of Shareholders. If paid in cash, it must be made in Vietnamese Dong and can be paid by check, payment through the shareholder's account at the Bank, or money order by post in a manner that ensures delivery to the registered address of the beneficiary shareholder, and the shareholder shall bear any costs if risks arise.
3. Dividends must be paid in full within 06 (six) months from the end date of the Annual General Meeting of Shareholders.
4. With the approval of the Shareholders at the General Meeting of Shareholders, the Board of Directors may decide and announce that common shareholders have the option to receive dividends in common shares in lieu of cash dividends. These additional shares are recorded as fully paid shares based on the value of the additional common shares replacing the cash dividends, which must be equivalent to the cash amount of the dividends according to the most accurate calculation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution specifying a specific date to finalize the list of Shareholders. 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 matters related to profit distribution shall be carried out in accordance with the provisions of the Law.

## **Chapter XII**

### **BANK ACCOUNTS, FINANCIAL YEAR, AND ACCOUNTING SYSTEM**

#### **Article 55. Bank accounts**

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

**Article 56. Financial year**

The financial year of the Company begins on the first day of January each year and ends on the 31st day of December of the same year. The first financial year starts from the date of issuance of the Enterprise Registration Certificate and ends on the 31st day of December following the issuance of that Enterprise Registration Certificate.

**Article 57. Accounting Regime**

1. The Company shall apply corporate accounting regulations or special accounting regulations promulgated and approved by competent authorities.
2. The Company's accounting records shall be written in Vietnamese and retained in accordance with accounting laws and relevant laws. These records shall be accurate, up to date, systematic, and able to prove and explain the Company's transactions
3. The Company uses Vietnamese Dong (or freely convertible foreign currency if approved by a competent state agency) as its accounting currency unit.

**Chapter XIII**

**ANNUAL REPORT, RESPONSIBILITY FOR  
INFORMATION DISCLOSURE, PUBLIC  
ANNOUNCEMENT**

**Article 58. Annual, semi-annual, and quarterly financial statements**

1. The Company must prepare annual financial statements, which must be audited in accordance with legal regulations. The Company shall disclose the audited annual financial statements according to regulations on information disclosure in the securities market and submits them to the competent state agency.
2. The annual financial statements must include all reports, appendices, and explanations as prescribed by law regarding enterprise accounting. The annual financial statements must truthfully and objectively reflect the Company's operational status.
3. The Company must prepare and disclose reviewed semi-annual reports (06 months) and quarterly financial statements according to regulations on information disclosure in the securities market and submit them to the competent state agency.



## **Article 59. Annual Report**

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

## **Chapter XIV**

### **PARENT COMPANY AUDIT**

## **Article 60. Audit**

1. The General Meeting of Shareholders shall appoint an independent auditing company, or approve the list of independent auditing companies and authorize the Board of Directors to decide to select one of such companies to conduct the Company audit for the next financial year on the basis of the terms and conditions as agreed with the Board of Directors.
2. A copy of the audit report is attached to the Company's annual financial statements.
3. The representative of the independent auditing company providing audit service to the Company shall be invited to attend all meetings of the General Meeting of Shareholders and shall be entitled to receive notifications and other information relating to any meeting of the General Meeting of Shareholders where any Shareholder has the right to receive and also has the right to express his or her opinions at the General Meeting of Shareholders regarding audit-related matters.

## **Chapter XV**

### **THE COMPANY SEAL**

## **Article 61. Seal**

1. The Board of Directors decides the type, quantity, form, and content of the seals of the Company, its branches, and representative offices.
2. The Board of Directors and the General Director shall use and manage the company seal in accordance with current legal regulations and the Company's Regulations on the Management and Use of Seals.
3. Seals include those made at seal engraving establishments or seals in the form of digital signatures as prescribed by law on electronic transactions.

## **Chapter XVI**

### **TERMINATION OF OPERATIONS**

## **Article 62. Company dissolution**

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

- a. Pursuant to a Resolution or Decision of the General Meeting of Shareholders
  - b. Revocation of the Enterprise Registration Certificate, unless otherwise provided by the Law on Tax Administration.
  - c. The company no longer has the minimum number of members of the Board of Directors as prescribed by the Law on Enterprises for a continuous period of 06 (six) months without carrying out procedures for converting the type of business.
  - d. Other cases as prescribed by law.
2. The dissolution of the Company shall be decided by the General Meeting of Shareholders and carried out by the Board of Directors. This dissolution decision must be announced or submitted for approval to the competent authority (if required) in accordance with regulations.

## **Chapter XVII**

### **INTERNAL DISPUTE RESOLUTION**

#### **Article 63. Internal dispute resolution**

1. In case of disputes and complaints relevant to the Company's operation, rights and obligations of shareholders prescribed by the Law on Enterprises, the Company's Charter, other laws or agreements between:
  - a. The shareholders and the Company;
  - b. Shareholders and the Board of Directors, General Director, or other Managers of the Company;

The parties shall try to settle these disputes through negotiation and mediation. Except for disputes that involve the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the settlement of disputes and request each party to provide information about their dispute within 30 (thirteen) working days from the occurrence of the dispute. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as an arbitrator for the dispute resolution process.

2. In case the dispute cannot be settled through mediation within 06 (six) weeks or the mediator's decision is not accepted by the parties, any party may bring the dispute to Commercial Arbitration or a court of competent jurisdiction.
3. Each party shall bear their own costs related to the negotiation and mediation process. The payment of costs for the Commercial Arbitration or the Competent



Court shall be made in accordance with the ruling of the Commercial Arbitration or the Competent Court.

## Chapter XVIII

### AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

#### Article 64. Amendments and supplements to the Charter

1. Revisions to this Charter are subject to approval by the General Meeting of Shareholders.
2. In case regulations of law that are relevant to the Company's operation are not mentioned in this Charter or new regulations of law contradict the contents of this Charter, the regulations of law shall be applied to regulate the Company's operation.

## Chapter XIX

### EFFECTIVE DATE

#### Article 65. Effective Date

1. This Charter consists of 19 chapters and 65 articles, which have been unanimously approved by the General Meeting of Shareholders of Construction Corporation No 1 Joint Stock Company on *January 03, 2016*, in Ho Chi Minh City, and all parties agree to the full validity of this Charter.
2. This Charter is made in 05 (five) copies in Vietnamese and English, all of which are equally valid. In the event of any discrepancy between the Vietnamese version and the English version, the Vietnamese version shall prevail.
3. This is the only and official Charter of the Company.
4. Copies and extracts of this Charter shall be effective when they bear the signature of the Chairman of the Board of Directors or at least half of the members of the Board of Directors or the signature of the Legal Representative.

### CONSTRUCTION CORPORATION NO 1 JOINT STOCK COMPANY

Legal representative



General Director

Lê Bảo Anh