

**THUAN DUC JOINT STOCK COMPANY**

**Address:** Bang Ngang Hamlet, Luong Bang Commune, Hung Yen Province, Viet Nam

**Phone:** 0221.381.0705 - **Fax:** 0221.381.0706

**Website:** [thuanducjsc.vn](http://thuanducjsc.vn)

**CHARTER**

**THUAN DUC JOINT STOCK COMPANY**

**Hung Yen, April 2026**

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## INTRODUCTORY SECTION

This Charter was approved pursuant to the resolution of the Annual General Meeting of Shareholders 2026 No. 1904/2026/NQ-DHĐCĐ-TDP dated April 19, 2026.

### I. DEFINITIONS OF TERMS IN THE CHARTER

#### Article 1. Interpretation of terms

1. In this Charter, the following terms shall be interpreted as follows:
  - a) *Charter capital* refers to the total par value of shares that have been sold or registered for purchase upon the establishment of the joint-stock company, as stipulated in Article 6 of this Charter;
  - b) *Voting capital* refers to share capital where the owner has the right to vote on matters within the jurisdiction of the General Meeting of Shareholders;
  - c) *Enterprise Law* refers to Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
  - d) *Securities Law* refers to Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
  - e) *Viet Nam* is the Socialist Republic of Vietnam;
  - f) *Establishment date* refers to the date the Company is granted the Business Registration Certificate (Business License or equivalent documents) for the first time;
  - g) *Enterprise executive* refers to the General Director, Deputy General Directors, Chief Accountant, and other executives as stipulated in the Company's Charter;
  - h) *Enterprise manager* refers to company managers, including the Chairman of the Board of Directors, Board members, General Director, and other individuals holding management titles as stipulated in this Charter;
  - i) *Related person* refers to individuals and organizations as defined in Clause 46, Article 4 of the Securities Law;
  - k) *Shareholder* refers to an individual or organization holding at least one share of the joint-stock company;

- l) *Founding shareholder* refers to a shareholder who holds at least one ordinary share and signs the list of founding shareholders of the joint-stock company;
- m) *Major shareholder* refers to a shareholder defined in Clause 18, Article 4 of the Securities Law;
- n) *Duration of operation* refers to the duration of the Company as specified in Article 2 of this Charter, including any extensions approved by the General Meeting of Shareholders;
- o) *Stock exchange* refers to the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to one or more provisions or documents shall include any amendments, supplements, or replacements thereof.
3. The headings (Sections and Articles of this Charter) are for convenience of reference only and do not affect the content of this Charter.

## **II. COMPANY NAME, TYPE, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, DURATION, AND LEGAL REPRESENTATIVE**

### **Article 2. Company name, type, headquarters, branches, representative offices, business locations, and duration**

1. **Company name:**
- Company name in Vietnamese: **CÔNG TY CỔ PHẦN THUẬN ĐỨC**
  - Company name in foreign language: **THUAN DUC JOINT STOCK COMPANY**
  - Abbreviated name:
2. The Company is a joint-stock company with legal entity status in accordance with the current laws of Vietnam.
3. Registered headquarters of the Company:
- Address: Bang Ngang Hamlet, Luong Bang Commune, Hung Yen Province, Vietnam.
  - Phone: 0221.3810.705
  - Fax: 0221.3810.706
  - E-mail: [info@thuanducjsc.vn](mailto:info@thuanducjsc.vn)
  - Website: [www.thuanducjsc.vn](http://www.thuanducjsc.vn)
4. The Company may establish branches and representative offices in business locations to carry out its operational objectives, in accordance with the decisions of the Board of Directors and within the scope permitted by law.
5. Unless terminated earlier under Clause 2, Article 54, or extended under Article 55 of this Charter, the Company's duration of operation is indefinite from the date of establishment.

### Article 3. Legal representative of the Company

The Company has one (01) legal representative, as follows:

- Full name: Mr. Nguyen Duc Cuong
- Date of birth: December 16, 1970
- Ethnicity: Kinh
- Nationality: Vietnam
- **Permanent registered address:** NQ 02-10, Vinhomes Riverside, Phuc Loi Ward, Hanoi City, Vietnam.
- **Citizen ID number:** 020070000067, issued by the Administrative Management Police Department on May 10, 2021.
- **Current residence:** NQ 02-10, Vinhomes Riverside, Phuc Loi Ward, Hanoi City, Vietnam.
- **Management position:** Chairman of the Board of Directors of the Company.

### III. COMPANY OBJECTIVES, BUSINESS SCOPE, AND OPERATIONS

#### Article 4. Company objectives

##### 1. Business sectors and industries of the Company:

No.	Business Line	Industry Code
01	Manufacture of plastic products (Details: Recycling plastic, woven packaging of all kinds)	2220 (Primary)
02	Printing (Details: Packaging printing)	1811
03	Collection of non-hazardous waste (Details: Collecting and transporting plastic scrap (excluding direct waste collection services from households))	3811
04	Recycling of scrap (Details: Recycling plastic scrap of all kinds)	3830
05	Freight transport by road	4933
06	Wholesale of other specialized goods not elsewhere classified (Details: Wholesale of plastic raw materials, woven packaging of all kinds)	4679
07	Other remaining business support service activities not elsewhere classified (Details: Import and export of machinery, equipment, packaging, and materials of all kinds (excluding recorded items and goods on the national reserve list))	8299

08	For conditional business lines, the enterprise is only allowed to operate when meeting the legal requirements.	<i>Industry not yet matched with the Vietnam Standard Industrial Classification System</i>
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## 2. Company objectives:

The Company was established to mobilize and utilize capital effectively in developing business activities in manufacturing, trade, and services, aiming to maximize profits for the Company and its shareholders, improve working conditions, increase income and living standards for employees, fulfill tax obligations, and foster strong corporate growth.

### Article 5. Business scope and operations

The Company is permitted to conduct business activities in the sectors and industries specified in this Charter, which have been registered, updated, and publicly announced on the National Business Registration Portal. In cases where the Company engages in conditional business sectors, it must meet the necessary legal requirements as stipulated by the Investment Law and relevant specialized laws.

The Company may also conduct business in other legally permitted sectors, provided they are approved by the General Meeting of Shareholders.

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

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

1. The charter capital of the Company is VND 936,995,740,000 (Nine hundred thirty-six billion nine hundred ninety-five million seven hundred forty thousand Vietnamese dong).

The total charter capital is divided into 93,699,574 shares, with a par value of VND 10,000 per share.

2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in compliance with legal regulations.
3. As of the **date of adoption** of this Charter, the Company's shares include ordinary shares and preferred shares (if any). The rights and obligations of shareholders holding each type of share are stipulated in Articles 12 and 13 of this Charter.
4. The Company may issue other types of preferred shares with the approval of the General Meeting of Shareholders, in accordance with the law.

5. The name, address, number of shares, and other details of the founding shareholders, as required by the Enterprise Law, are specified in Appendix I attached to this Charter. This Appendix is considered an integral part of this Charter. Ordinary shares shall be offered first to existing shareholders in proportion to their ownership percentage, unless the General Meeting of Shareholders decides otherwise. Any unsold shares will be allocated by the Board of Directors, which may distribute them to shareholders or other investors under no less favorable conditions than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
6. The Company may repurchase its own shares in accordance with the provisions of this Charter and current laws.
7. The Company may issue other types of securities in compliance with legal regulations.

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

1. Shareholders of the Company shall be issued share certificates corresponding to the number and type of shares they own.
2. A share certificate is a type of security that confirms the lawful rights and interests of the holder in relation to a portion of the charter capital of the issuing organization. The share certificate must include all the required details as stipulated in Clause 1, Article 121 of the Enterprise Law.
3. Within 30 days from the date of submission of a complete application for the transfer of share ownership, as per the Company's regulations, Or within 30 days from the date of full payment for the purchase of shares, as per the Company's share issuance plan (or another period as specified in the issuance terms), The shareholder shall be issued a share certificate. The shareholder is not required to pay the Company any printing fees for the share certificate.
4. In case a share certificate is lost, damaged, or otherwise destroyed, the Company shall issue a replacement certificate upon the shareholder's request. The shareholder's request must include:
  - a) Information about the lost, damaged, or destroyed share certificate.
  - b) A commitment to bear responsibility for any disputes arising from the issuance of the replacement certificate.

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

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

#### **Article 9. Share transfer**

1. All shares are freely transferable, except as otherwise provided in this Charter and the law. Listed shares and shares registered for trading on the Stock Exchange shall be transferred in accordance with the laws on securities and the stock market.

2. Unpaid shares cannot be transferred and do not entitle the shareholder to dividends, bonus shares, rights to purchase newly issued shares, or any other shareholder rights as prescribed by law.

#### **Article 10. Share redemption**

1. If a shareholder fails to make full and timely payment for shares subscribed, the Board of Directors shall notify and have the right to demand payment of the outstanding amount. The shareholder remains responsible for the total par value of the subscribed shares concerning the Company's financial obligations arising from the non-payment.
2. The payment notice must clearly specify: A new payment deadline (at least 07 (seven) days from the date of the notice); Payment location, A statement that failure to pay as required will result in the shares being revoked.
3. The Board of Directors has the right to repossess unpaid shares if the shareholder fails to comply with the payment request in the notice.
4. Revoked shares shall be treated as shares available for sale as stipulated in Clause 3, Article 112 of the Enterprise Law. The Board of Directors may directly sell or reallocate these shares or authorize another entity to do so under terms and conditions deemed appropriate.
5. Shareholders whose shares are revoked lose their shareholder status regarding those shares. However, they remain liable for the total par value of the subscribed shares concerning the Company's financial obligations from the date of revocation until the payment is completed. The Board of Directors has full authority to enforce full payment of the share value at the time of revocation.
6. The revocation notice shall be sent to the affected shareholder before the revocation takes place. The revocation remains valid even if there are errors or omissions in sending the notice.

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

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

The Company's organizational structure, management, and control consist of:

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

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

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

1. Ordinary shareholders have the following rights:

- a) Attend and speak at General Meetings of Shareholders and exercise voting rights directly, through an authorized representative, or via other methods as prescribed in this Charter and by law. Each ordinary share carries one voting right.
  - b) Receive dividends at a rate determined by the General Meeting of Shareholders.
  - c) Have priority in purchasing newly issued shares in proportion to their ordinary shareholding percentage in the Company.
  - d) Freely transfer their shares to others, except as provided in Clause 3, Article 120 and Clause 1, Article 127 of the Enterprise Law, or other applicable legal provisions.
  - e) Review, inspect, and extract information regarding the names and contact details of voting shareholders; request corrections of inaccurate personal information.
  - f) Review, inspect, extract, or copy the Company's Charter, meeting minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders.
  - g) In the event of the Company's dissolution or bankruptcy, receive a portion of the remaining assets proportional to their shareholding in the Company.
  - h) Request the Company to buy back shares in cases specified in Article 132 of the Enterprise Law.
  - i) Be treated equally. Each share of the same type grants shareholders equal rights, obligations, and benefits. If the Company issues preferred shares, the rights and obligations associated with these shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders.
  - k) Have full access to periodic and extraordinary information disclosed by the Company as required by law.
  - l) Have their legal rights and interests protected; request the suspension or annulment of resolutions or decisions made by the General Meeting of Shareholders or the Board of Directors in accordance with the Enterprise Law.
  - m) Exercise other rights as prescribed by law and this Charter.
2. Shareholders or groups of shareholders holding at least 5% of the total ordinary shares have the following rights:

- a) Request the Board of Directors to convene the General Meeting of Shareholders, as specified in Clause 3, Article 115 and Article 140 of the Enterprise Law.
  - b) Review, inspect, and extract meeting minutes, resolutions, and decisions of the Board of Directors, as well as semi-annual and annual financial statements, Supervisory Board reports, contracts, transactions subject to Board of Directors approval, and other materials except for those containing trade secrets or business secrets of the Company.
  - c) Request the Supervisory Board to investigate specific issues related to the Company's management and operations if deemed necessary. The request must be in writing and must include: Full name, contact address, nationality, and legal identification details (for individual shareholders); Company name, enterprise code or legal identification details, and headquarters address (for corporate shareholders); Number of shares held, registration date, total shares owned by the shareholder group, and percentage of ownership in the Company; Issues to be examined and purpose of the investigation.
  - d) Propose issues to be included in the meeting agenda of the General Meeting of Shareholders. The proposal must be in writing and submitted at least three (03) working days before the meeting. It must include the shareholder's name, number of shares held, and the proposed agenda item.
  - e) Exercise other rights as prescribed by law and this Charter.
3. Shareholders or groups of shareholders holding at least 10% of the total ordinary shares have the right to nominate candidates for the Board of Directors and the Supervisory Board. In addition, the nomination process may be conducted as follows:

- a) Shareholders who form a group to nominate candidates for the Board of Directors and the Supervisory Board must inform other attending shareholders about their grouping before the General Meeting of Shareholders begins.
- b) Based on the number of members in the Board of Directors and the Supervisory Board, shareholders or groups of shareholders specified in this clause may nominate one or more candidates for election as determined by the General Meeting of Shareholders. If the number of candidates nominated by shareholders or shareholder groups is lower than their entitlement, the remaining candidates shall be nominated by the Board of Directors, Supervisory Board, or other shareholders.

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

Ordinary shareholders have the following obligations:

1. Fully and punctually pay for the shares they have committed to purchase.
2. Not withdraw contributed capital in the form of ordinary shares from the Company under any circumstances, except when the shares are repurchased by the Company or transferred to another party. If a shareholder illegally withdraws part or all of their contributed share capital, that shareholder and any related beneficiaries in the Company shall be jointly liable for the Company's debts and other financial obligations up to the withdrawn share value, as well as for any resulting damages.
3. Comply with the Company's Charter and internal management regulations.
4. Abide by resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Maintain the confidentiality of information provided by the Company as prescribed in this Charter and by law. Use the provided information only to exercise and protect their legal rights and interests. Strictly prohibit the distribution, reproduction, or transmission of such information to other organizations or individuals.
6. Attend the General Meeting of Shareholders and exercise their voting rights through the following methods:
  - a) Attend and vote directly at the meeting.
  - b) Authorize another individual or organization to attend and vote on their behalf.
  - c) Attend and vote via online conferencing, electronic voting, or other electronic methods.
  - d) Send their voting ballots to the meeting via mail, fax, or email.
7. Be personally liable when acting on behalf of the Company in any of the following circumstances:
  - a) Violating the law.
  - b) Conducting business or transactions for personal gain or to benefit another organization or individual.
  - c) Making early debt payments before due dates when the Company faces financial risks.
8. Fulfill other obligations as required by applicable laws.

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

1. The General Meeting of Shareholders (GMS) consists of all shareholders with voting rights and is the highest decision-making body of the Company. The Annual General Meeting of Shareholders (AGM) shall be held once per year within four (04) months from the end of the fiscal year. Unless otherwise specified in the Company's Charter, the Board of Directors may extend the AGM in necessary cases, but not exceeding six (06) months from the end of the fiscal year. In addition to the AGM, the GMS may hold extraordinary meetings. The location of the GMS is determined as the place where the chairperson is present, and it must be within the territory of Vietnam.
2. The Board of Directors shall convene the AGM and select a suitable venue. The AGM decides on matters as prescribed by law and the Company's Charter, including the approval of the audited annual financial statements. If the Company's audited financial statements contain

material exceptions, an adverse opinion, or a disclaimer of opinion, the Company must invite a representative of the auditing firm to attend the AGM. The representative of the approved auditing firm must be present at the AGM.

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

- a) When the Board of Directors deems it necessary for the Company's interests.
- b) When the number of remaining members in the Board of Directors or Supervisory Board falls below the minimum required by law.
- c) At the request of shareholders or a group of shareholders, as stipulated in Clause 2, Article 115 of the Enterprise Law. The request must be in writing, stating the reasons and purpose of the meeting, and must bear the signatures of the requesting shareholders. If the request consists of multiple documents, they must collectively bear the required signatures.
- d) At the request of the Supervisory Board.
- e) e) In other cases prescribed by law and this Charter.

4. Convening an Extraordinary General Meeting (EGM):

- a) The Board of Directors must convene the EGM within thirty (30) days from the date the number of members in the Board of Directors or Supervisory Board falls below the required minimum (as specified in Point b, Clause 3 of this Article), or from the date of receiving a request under Points c and d, Clause 3 of this Article.
- b) If the Board of Directors fails to convene the EGM as required in Point a, Clause 4 of this Article, the Supervisory Board shall convene the EGM within the next 30 days, in accordance with Clause 3, Article 140 of the Enterprise Law.
- c) If the Supervisory Board fails to convene the EGM, the shareholder(s) or group of shareholders specified in Point c, Clause 3 of this Article may request the Company's representative to convene the EGM in accordance with the Enterprise Law.  
In such a case, the shareholder(s) convening the EGM may request the Business Registration Authority to supervise the process of convening, conducting, and making resolutions at the EGM. All costs for convening and conducting the EGM shall be reimbursed by the Company. However, this does not include expenses incurred by shareholders for attending the meeting, such as travel and accommodation costs.
- d) The procedures for organizing the GMS shall comply with Clause 5, Article 140 of the Enterprise Law.

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

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

- a) Approve the Company's development strategy.
  - b) Decide on the types and total number of shares to be offered for sale and determine the annual dividend rate for each type of share.
  - c) Elect, dismiss, or remove members of the Board of Directors and Supervisory Board.
  - d) Approve investment or disposal of assets valued at 35% or more of the Company's total assets, as recorded in the most recent financial statements.
  - e) Decide on amendments and supplements to the Company's Charter.
  - f) Approve the annual financial statements.
  - g) Decide on the repurchase of more than 10% of the total issued shares of each type.
  - h) Review and handle violations committed by members of the Board of Directors or Supervisory Board that cause harm to the Company or its shareholders.
  - i) Decide on Company reorganization or dissolution.
  - k) Determine the budget or total remuneration, bonuses, and other benefits for the Board of Directors and Supervisory Board.
  - l) Approve the internal governance regulations and the operational regulations of the Board of Directors and Supervisory Board.
  - m) Approve the list of approved auditing firms and decide on the auditing firm responsible for auditing the Company's activities, as well as dismiss auditors when necessary.
  - n) Exercise other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders shall discuss and approve the following matters:
- a) The Company's annual business plan.
  - b) Audited annual financial statements
  - c) Reports of the Board of Directors on corporate governance and the performance of the Board of Directors and its members.
  - d) Supervisory Board reports on the Company's business performance and the activities of the Board of Directors and the General Director.
  - e) Self-assessment reports on the performance of the Supervisory Board and its members.
  - f) Dividend rates for each type of share.
  - g) The number of members in the Board of Directors and Supervisory Board.
  - h) Election, dismissal, and removal of members of the Board of Directors and Supervisory Board.
  - i) Approval of the list of approved auditing firms and selection of the auditing firm to review the Company's activities when necessary.
  - j) Amendments and supplements to the Company's Charter.
  - k) The type and number of newly issued shares, as well as the transfer of founding shareholders' shares within the first three (03) years of the Company's establishment.
  - l) Division, separation, merger, consolidation, or conversion of the Company.
  - m) Reorganization and dissolution (liquidation) of the Company and the appointment of liquidators.

- n) Investment or disposal of assets valued at 35% or more of the Company's total assets, as recorded in the most recent financial statements.
  - o) Repurchase of more than 10% of the total issued shares of each type.
  - p) Approval of contracts and transactions with parties specified in Clause 1, Article 167 of the Enterprise Law, with a transaction value equal to or exceeding 35% of the Company's total assets, as recorded in the most recent financial statements.
  - q) Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, which provides detailed guidance on the Securities Law.
  - r) Approval of the internal governance regulations, as well as the operational regulations of the Board of Directors and Supervisory Board.
  - s) Other matters as prescribed by law and this Charter.
3. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

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

1. Shareholders or their authorized representatives (if the shareholder is an organization) may attend the General Meeting of Shareholders (GMS) in person, authorize one or more individuals or organizations to attend on their behalf, or attend via one of the methods specified in Clause 3, Article 144 of the Enterprise Law.
2. Authorization for an individual or organization to attend the GMS must be made in writing. The authorization document must comply with civil law provisions and clearly state: The name of the authorizing shareholder. The name of the authorized individual or organization. The number of shares being authorized. The scope and content of the authorization. The duration of the authorization. Signatures of both the authorizing party and the authorized party. The authorized representative must submit the authorization document when registering for the GMS. In cases of sub-authorization, the attendee must also provide the original authorization document from the shareholder or the authorized representative of an organizational shareholder (if not previously registered with the Company).
3. The voting ballot of an authorized attendee remains valid even if any of the following events occur, unless:
  - a) The authorizing party has passed away, been legally incapacitated, or lost legal capacity.
  - b) The authorizing party has revoked the authorization.
  - c) The authorizing party has canceled the authority of the authorized person.

This provision does not apply if the Company receives notification of any of these events before the GMS begins or before a reconvened meeting takes place.

#### **Article 17. Changes to rights**

1. Changes or cancellation of special rights associated with a type of preferred shares shall only be effective if approved by shareholders representing at least 65% of the total voting shares of all attending shareholders. A resolution of the General Meeting of Shareholders (GMS) that negatively affects the rights and obligations of preferred shareholders shall only be passed if: It is approved by at least 75% of the attending preferred shareholders of the same type. Or it is approved in writing by at least 75% of the total preferred shareholders of that type when passed via written consultation.
2. A separate meeting for preferred shareholders to approve changes to their rights shall only be valid if at least: Two (02) shareholders (or their authorized representatives) are present, and They hold at least one-third (1/3) of the total par value of the issued shares of that type. If the required quorum is not met, the meeting shall be reconvened within 30 days, and any holders of such shares attending (regardless of their number or the number of shares held) shall be considered a valid quorum. At these meetings of preferred shareholders, any attending shareholders or their representatives may request a secret ballot. Each share of the same type carries equal voting rights at such meetings.
3. The procedures for conducting such separate meetings shall follow the same provisions as in Articles 19, 20, and 21 of this Charter.
4. Unless otherwise specified in the terms of share issuance, the special rights associated with preferred shares concerning profit distribution or the Company's assets shall remain unchanged when the Company issues additional shares of the same type.

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

1. The Board of Directors shall convene the Annual General Meeting of Shareholders (AGM) and Extraordinary General Meeting of Shareholders (EGM). The EGM shall be convened in cases specified in Clause 3, Article 14 of this Charter.
2. The convener of the General Meeting of Shareholders must perform the following tasks:
  - a) Prepare the list of shareholders eligible to attend and vote at the GMS. The list must be compiled no later than 10 days before the date of sending the meeting notice. The Company must publicly announce the preparation of this list at least 20 days before the final registration date.
  - b) Prepare the meeting agenda and content.
  - c) Prepare meeting documents.
  - d) Draft resolutions of the GMS based on the expected meeting agenda.
  - e) Determine the time and location of the GMS.
  - f) Send the meeting notice to all shareholders eligible to attend.
  - g) Perform other tasks necessary for organizing the GMS.
3. The **GMS meeting notice** shall be sent to all shareholders via a method that ensures **delivery** to their registered contact addresses. The notice must also be published on the

Company's website, the State Securities Commission (SSC) website, and the Stock Exchange where the Company's shares are listed or registered for trading. The convener must send the notice at least 21 days before the meeting date (counting from the date the notice is sent or properly dispatched). The meeting agenda and related documents shall be sent to shareholders and published on the Company's website. If the documents are **not included in the meeting notice**, the notice must include a link to access all meeting materials, including:

- a) Meeting agenda and related documents.
  - b) List and detailed information of candidates (if electing members of the Board of Directors or Supervisory Board).
  - c) Voting ballot;
  - d) Draft resolutions for each agenda item.
4. Shareholders or shareholder groups specified in Clause 2, Article 12 of this Charter have the right to propose additional agenda items for the GMS. Proposals must be submitted in writing to the Company at least three (03) working days before the meeting date. The proposal must include: Shareholder name, Number and type of shares held, Proposed agenda item.
5. The convener of the GMS has the right to reject proposals under Clause 4 of this Article in the following cases:
- a) The proposal does not comply with Clause 4 of this Article.
  - b) At the time of the proposal, the shareholder or shareholder group does not hold at least 5% of ordinary shares, as required in Clause 2, Article 12 of this Charter.
  - c) The proposed matter is beyond the decision-making authority of the GMS.
  - d) Other cases as prescribed by law and this Charter.
6. The convener of the GMS must accept and include valid shareholder proposals in the draft meeting agenda, except in cases specified in Clause 5 of this Article. The proposal shall be formally added to the agenda if approved by the General Meeting of Shareholders.

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

1. The General Meeting of Shareholders (GMS) shall be conducted when shareholders attending the meeting represent more than 50% of the total voting shares.
2. If the first meeting fails to meet the quorum as stipulated in Clause 1 of this Article, a second meeting notice shall be sent within 30 days from the scheduled date of the first meeting. The second GMS shall be conducted when shareholders attending the meeting represent at least 33% of the total voting shares.
3. If the second meeting fails to meet the quorum as stipulated in Clause 2 of this Article, a third meeting notice shall be sent within 20 days from the scheduled date of the second

meeting. The third GMS shall be conducted regardless of the total number of voting shares represented by attending shareholders.

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

1. Before the commencement of the meeting, the company must carry out shareholder registration procedures and continue registration until all shareholders entitled to attend the meeting have completed their registration, following this sequence:
  - a) During shareholder registration, the company shall issue each shareholder or authorized representative with a voting card, which includes the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes corresponding to that shareholder. The General Meeting of Shareholders shall discuss and vote on each matter on the agenda. Voting shall be conducted by casting votes in favor, against, or abstaining. At the General Meeting, votes in favor shall be collected first, followed by votes against, and finally, the total number of votes for and against shall be counted to determine the decision. The vote counting results shall be announced by the Chairperson before the meeting is adjourned. The General Meeting shall elect individuals responsible for vote counting or supervising the vote counting process as proposed by the Chairperson. The number of members in the vote-counting committee shall be determined by the General Meeting of Shareholders based on the Chairperson's proposal;
  - b) Shareholders, authorized representatives of institutional shareholders, or proxies arriving after the commencement of the meeting may register immediately and subsequently have the right to participate and vote at the meeting upon registration. The Chairperson is not responsible for pausing the meeting to allow latecomers to register, and the validity of resolutions passed prior to their registration remains unchanged.
2. The election of the Chairperson, Secretary, and Vote-Counting Committee is regulated as follows:
  - a) The Chairperson of the Board of Directors shall act as the Chairperson of the General Meeting of Shareholders convened by the Board of Directors or may authorize another Board member to act as Chairperson. If the Chairperson is absent or temporarily unable to perform duties, the remaining Board members shall elect one among themselves to chair the meeting by majority vote. If a Chairperson cannot be elected, the Head of the Supervisory Board shall preside over the meeting until the General Meeting of Shareholders elects a Chairperson from the attendees, with the individual receiving the highest number of votes acting as Chairperson;
  - b) Except in the cases specified in point a) of this clause, the person signing the notice convening the General Meeting of Shareholders shall preside over the meeting until the shareholders elect a Chairperson, with the individual receiving the highest number of votes serving as Chairperson;
  - c) The Chairperson shall appoint one or more persons as the meeting secretaries;

- d) The General Meeting of Shareholders shall elect one or more persons to the Vote-Counting Committee as proposed by the Chairperson.
3. The agenda and meeting contents must be approved by the General Meeting of Shareholders during the opening session. The agenda shall clearly specify and allocate time for each item on the meeting program.
4. The Chairperson of the meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflecting the will of the majority of attendees:
  - a) Arranging seating at the meeting venue;
  - b) Ensuring the safety of all attendees at the meeting;
  - c) Facilitating shareholders' participation (or continued participation) in the meeting. The person convening the General Meeting of Shareholders has full authority to modify these measures and implement any necessary actions, including issuing entry passes or using other appropriate selection methods.
5. The General Meeting of Shareholders shall discuss and vote on each matter on the agenda. Voting shall be conducted by casting votes in favor, against, or abstaining. The vote-counting results shall be announced by the Chairperson before the meeting is adjourned.
6. Shareholders or their proxies arriving after the meeting has commenced may still register and have the right to vote immediately after registration. In such cases, the validity of resolutions passed before their registration remains unchanged.
7. The person convening the meeting or the Chairperson of the General Meeting of Shareholders has the following rights:
  - a) Requesting all attendees to undergo security checks or other lawful and reasonable security measures;
  - b) Requesting competent authorities to maintain order at the meeting and expel individuals who do not comply with the Chairperson's authority, intentionally cause disturbances, obstruct the normal progress of the meeting, or fail to comply with security checks.
8. The Chairperson has the right to postpone the General Meeting of Shareholders with a sufficient quorum for a maximum of three working days from the scheduled date and may only postpone or change the meeting venue in the following cases:
  - a) The meeting venue does not have sufficient seating for all attendees;
  - b) Communication facilities at the venue do not ensure that shareholders can participate, discuss, and vote;
  - c) Attendees disrupt the meeting, posing a risk to the fair and lawful conduct of the meeting.

9. If the Chairperson postpones or suspends the General Meeting of Shareholders in violation of Clause 8 of this Article, the General Meeting shall elect another person from the attendees to replace the Chairperson and conduct the meeting until completion. All resolutions passed at such a meeting remain legally valid.
10. If the company applies modern technology to hold the General Meeting of Shareholders via online conferencing, it must ensure that shareholders can attend and vote through electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Law on Securities.

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

1. A resolution on the following matters shall be adopted if approved by shareholders representing at least 65% of the total voting shares of all attending shareholders, except as provided in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:
  - a) Types of shares and the total number of shares of each type;
  - b) Changes in business lines, industries, and sectors;
  - c) Changes in the company's management structure;
  - d) Investment projects or the sale of assets valued at 35% or more of the company's total assets as recorded in the most recent financial statements, unless the company's charter prescribes a different ratio or value;
  - e) Reorganization or dissolution of the company.
2. Other resolutions shall be adopted if approved by shareholders holding more than 50% of the total voting shares of all attending shareholders, except as specified in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.
3. Resolutions of the General Meeting of Shareholders that are approved by 100% of the total voting shares shall be considered legal and effective, even if the procedures for convening the meeting and adopting such resolutions violate the provisions of the Law on Enterprises and the company's charter.

**Article 22. Authority and Procedures for Collecting Shareholders' Written Opinions to Adopt Resolutions of the General Meeting of Shareholders**

The authority and procedures for collecting shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders shall be carried out as follows:

1. The Board of Directors has the authority to collect shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of

the company. The authority and decisions of the General Meeting of Shareholders in the form of written opinions shall have the same validity as those of an extraordinary General Meeting of Shareholders, including the following matters:

- a) Amendments and supplements to the company's charter;
  - b) Decisions on the types and total number of shares of each type to be offered for sale; determination of the annual dividend rate for each type of share;
  - c) Election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
  - d) Decisions on investments or the sale of assets valued at 35% or more of the total assets recorded in the company's most recent financial statements;
  - e) Decisions on repurchasing more than 10% of the total issued shares of each type;
  - f) Types and number of new shares to be issued for each type and the transfer of shares held by founding shareholders within the first three years from the date of establishment;
  - g) The company entering into contracts or transactions with entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total assets of the company as recorded in the most recent financial statements;
  - h) Other matters under the authority of the General Meeting of Shareholders that the Board of Directors deems necessary to be approved by the General Meeting of Shareholders;
  - i) Approval of the company's internal governance regulations, operational regulations of the Board of Directors, and operational regulations of the Supervisory Board.
2. The Board of Directors must prepare opinion collection forms, draft resolutions of the General Meeting of Shareholders, and explanatory documents related to the draft resolutions and send them to all shareholders with voting rights at least 10 days before the deadline for returning the completed opinion forms. The requirements and methods for sending the opinion collection forms and accompanying documents shall be carried out in accordance with Clause 3, Article 18 of this Charter.
3. The opinion collection form must include the following key contents:
- a) Name, head office address, and enterprise identification number of the company;
  - b) Purpose of the opinion collection;
  - c) Full name, contact address, nationality, and legal identification number for individual shareholders; for institutional shareholders, the name, enterprise identification number or legal identification number, and head office address; or, for representatives of institutional shareholders, their full name, contact address, nationality, and legal identification number; as well as the number of shares held by each type and the corresponding voting rights;
  - d) Issues requiring shareholders' opinions for decision-making;
  - e) Voting options, including approval, disapproval, or no opinion for each issue;
  - f) Deadline for returning the completed opinion collection forms to the company;
  - g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may return completed opinion collection forms to the company by mail, fax, or email under the following conditions:
  - a) If sent by mail, the opinion collection form must bear the signature of the individual shareholder or the authorized representative/legal representative of the institutional shareholder. The form must be enclosed in a sealed envelope and must not be opened before vote counting;
  - b) If sent by fax or email, the opinion collection form must remain confidential until the vote counting process begins;
  - c) Opinion collection forms received by the company after the specified deadline in the form or those that have been opened (in case of mail) or disclosed (in case of fax or email) shall be considered invalid. Forms not returned shall be considered as abstentions from voting.
5. The Board of Directors shall count the votes and prepare a vote counting report under the supervision of the Supervisory Board or shareholders who do not hold management positions in the company. The vote counting report must include the following key contents:
  - a) Name, head office address, and enterprise identification number of the company;
  - b) Purpose of the opinion collection and issues requiring approval;
  - c) Number of shareholders and total voting shares participating in the vote, distinguishing between valid and invalid votes, along with the voting method, accompanied by a list of shareholders who participated in the vote;
  - d) Total number of votes in favor, against, and abstaining for each issue;
  - e) Issues that have been approved and the corresponding voting ratios;
  - f) Full name and signature of the Chairman of the Board of Directors, the vote counters, and the vote supervisors.

Members of the Board of Directors, vote counters, and vote supervisors shall be jointly responsible for the honesty and accuracy of the vote counting report and shall be jointly liable for any damages arising from dishonest or inaccurate vote counting.

6. The vote counting report and resolution must be sent to shareholders within 15 days from the date the vote counting is completed. Instead of direct distribution, the company may publish the vote counting report and resolution on its website within 24 hours from the completion of the vote counting.
7. The returned opinion collection forms, vote counting report, approved resolutions, and related documents accompanying the opinion collection forms must be stored at the company's head office.
8. A resolution shall be deemed adopted through written opinion collection if approved by shareholders holding more than 50% of the total voting shares of all shareholders with voting

rights and shall have the same validity as a resolution adopted at a General Meeting of Shareholders.

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

1. The General Meeting of Shareholders must have its proceedings recorded in minutes and may also be recorded via audio or other electronic means. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, containing the following key contents:
  - a) Name, head office address, and enterprise identification number of the company;
  - b) Time and venue of the General Meeting of Shareholders;
  - c) Meeting agenda and content of the meeting;
  - d) Full name of the chairperson and the secretary;
  - e) Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each item on the agenda;
  - f) Number of shareholders and total voting shares of the shareholders attending the meeting, along with an annex listing the registered shareholders and representatives attending the meeting, including the number of shares and corresponding votes;
  - g) Total number of votes for each voting matter, specifying the voting method, total valid and invalid votes, votes in favor, votes against, and abstentions, along with the corresponding percentage of total voting shares of attending shareholders;
  - h) Matters approved and the respective voting ratios;
  - i) Full name and signature of the chairperson and the secretary. If the chairperson or secretary refuses to sign the meeting minutes, the minutes shall still be valid if signed by all other attending members of the Board of Directors and if it fully complies with the requirements of this clause. The minutes must specify the refusal of the chairperson or secretary to sign the document.
2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting ends. The chairperson and the secretary of the meeting, or any other signatories of the minutes, shall be jointly responsible for the accuracy and integrity of the minutes' content.
3. The minutes prepared in both Vietnamese and a foreign language shall have the same legal validity. In the event of any discrepancies between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.
4. The resolution, minutes of the General Meeting of Shareholders, the annex listing the registered shareholders attending the meeting with their signatures, authorization documents for attending the meeting, all annexed documents (if any), and related documents accompanying the meeting invitation must be disclosed in accordance with legal regulations on information disclosure in the securities market and must be kept at the company's head office.

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

Within 90 days from the date of receipt of the resolution, the minutes of the General Meeting of Shareholders, or the minutes of the voting results collected from shareholders, a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises has the right to request a court or arbitration tribunal to review and annul the resolution or part of its content in the following cases:

1. The convening procedures and decision-making process of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the company's Charter, except as provided in Clause 3, Article 21 of this Charter.
2. The content of the resolution violates the law or this Charter.

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

1. If candidates for the Board of Directors have been identified, the Company must disclose relevant information about them at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can review the candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of their disclosed personal information and must pledge to perform their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Directors. The disclosed information about the candidates includes:
  - a) Full name, date of birth;
  - b) Professional qualifications;
  - c) Work experience;
  - d) Other management positions (including Board of Directors positions in other companies);
  - e) Interests related to the Company and its related parties;
  - f) Other information (if any) as prescribed in the Company's Charter;
  - g) A public company must disclose information about companies where the candidate holds a position on the Board of Directors, other management positions, and any related interests in such companies (if applicable).
2. Shareholders or groups of shareholders holding at least 10% of the total ordinary shares, or a lower percentage as prescribed in the Company's Charter, have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.
3. If the number of candidates nominated and self-nominated is still insufficient as required by Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's

Charter, the Internal Corporate Governance Regulations, and the Board of Directors' Operating Regulations. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes on the election of Board members in accordance with the law.

4. Members of the Board of Directors must meet the qualifications and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company's Charter.

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

1. Members of the Board of Directors must meet the following qualifications and conditions:
  - a) Must not fall under the cases specified in Clause 2, Article 17 of the Law on Enterprises;
  - b) Must have professional qualifications and experience in business administration or in the Company's field of business and are not necessarily required to be shareholders of the Company, unless otherwise provided in the Company's Charter;
  - c) May simultaneously serve as a member of the Board of Directors of another company;
  - d) Must meet other qualifications and conditions as stipulated in the Company's Charter and the Board of Directors' Operating Regulations.
2. The number of members of the Board of Directors shall range from 03 to 11 members.
3. The term of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. However, an individual may serve as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. If all members of the Board of Directors' terms expire at the same time, they shall continue to serve until new members are elected and take over their duties.
4. The composition of the Board of Directors is as follows:

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

The total number of independent members of the Board of Directors must comply with the following requirements:

- a) At least 01 independent member if the Board has between 03 and 05 members;
  - b) At least 02 independent members if the Board has between 06 and 08 members;
  - c) At least 03 independent members if the Board has between 09 and 11 members.
5. A member of the Board of Directors shall no longer hold the position if they are dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160

of the Law on Enterprises, or if they no longer meet the qualifications specified in Clause 1 of this Article.

6. The appointment of members of the Board of Directors must be disclosed in accordance with the laws on information disclosure in the securities market.
7. Members of the Board of Directors are not necessarily required to be shareholders of the Company.
8. If deemed necessary, the General Meeting of Shareholders may replace, dismiss, or remove any member of the Board of Directors at any time without providing a reason for the overall efficiency of the Company's operations.

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

1. The Board of Directors is the management body of the Company, having full authority to act on behalf of the Company in deciding and exercising the Company's rights and obligations, except for those that fall under the authority of the General Meeting of Shareholders.
2. The powers and duties of the Board of Directors are determined by law, the Company's Charter, and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:
  - a) Decide on the Company's strategy, medium-term development plans, and annual business plans;
  - b) Propose the types of shares and the total number of shares to be offered for each type;
  - c) Decide on the sale of unsold shares within the number of shares authorized for issuance and determine other methods of raising additional capital;
  - d) Determine the selling price of the Company's shares and bonds;
  - e) Decide on the repurchase of shares as stipulated in Clauses 1 and 2, Article 133 of the Law on Enterprises;
  - f) Approve investment plans and projects within its authority and limits prescribed by law;
  - g) Decide on market development, marketing, and technology solutions;
  - h) Approve contracts and transactions for the purchase, sale, borrowing, lending, and other agreements with a value of 35% or more of the Company's total assets recorded in the most recent financial statements, except for transactions under the authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises;
  - i) Elect, dismiss, or remove the Chairperson of the Board of Directors; appoint, dismiss, sign, or terminate contracts with the General Director and other key managerial personnel as stipulated in the Company's Charter; determine their salaries, remuneration, bonuses, and other benefits; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders in other companies and determine their remuneration and benefits;
  - j) Supervise and direct the General Director and other managers in the daily business operations of the Company;

- k) Determine the organizational structure and internal management regulations of the Company; decide on the establishment of subsidiaries, branches, representative offices, and investments in or acquisitions of shares in other enterprises;
  - l) Approve the agenda and documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or collect written opinions from shareholders for resolution approval;
  - m) Submit the audited annual financial statements to the General Meeting of Shareholders;
  - n) Propose dividend payments; decide on the timeline and procedures for dividend distribution or handling business losses;
  - o) Propose corporate restructuring or dissolution; file for the Company's bankruptcy if necessary;
  - p) Issue the Board of Directors' Operating Regulations, the Supervisory Board's Operating Regulations, and internal corporate governance regulations after approval by the General Meeting of Shareholders; issue the Company's disclosure regulations;
  - q) Exercise other rights and perform other duties as prescribed by the Law on Enterprises, the Law on Securities, other applicable laws, and the Company's Charter.
3. The Board of Directors must report its performance results to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/ND-CP, dated December 31, 2020, detailing the implementation of certain provisions of the Law on Securities.

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

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance efficiency.
2. Board members are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of days required to fulfill a board member's duties and the daily remuneration rate. 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 are determined by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each Board member is included in the Company's business expenses in accordance with corporate income tax regulations, recorded as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.
4. A Board member who holds an executive position, serves on committees of the Board, or performs tasks beyond the usual duties of a Board member may receive additional remuneration in the form of a lump-sum payment, salary, commission, profit-sharing, or other forms as decided by the Board of Directors.
5. Board members are entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred while fulfilling their duties as board members, including expenses related to attending meetings of the General Meeting of Shareholders, the Board of Directors, or its committees.

6. Board members may be covered by liability insurance purchased by the Company upon approval by the General Meeting of Shareholders. This insurance does not cover liabilities arising from violations of laws and the Company's Charter.

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

1. The Chairman of the Board of Directors is elected, dismissed, or removed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors may not concurrently serve as the General Director.
3. The Chairman of the Board of Directors has the following rights and duties:
  - a) Develop the work program and operational plan of the Board of Directors;
  - b) Prepare the agenda, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;
  - c) Organize the adoption of resolutions and decisions of the Board of Directors;
  - d) Supervise the implementation of resolutions and decisions of the Board of Directors;
  - e) Chair the General Meeting of Shareholders;
  - f) Other rights and duties as prescribed by the Law on Enterprises and the Company's Charter.
4. In the event that the Chairman of the Board of Directors resigns, is dismissed, or removed, the Board of Directors must elect a replacement within 10 days from the date of resignation, dismissal, or removal.
5. If the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize another member in writing to act on their behalf. If no authorization is made, or in the event of the Chairman's death, disappearance, detention, imprisonment, compulsory rehabilitation, compulsory education, escape from residence, restriction or loss of legal capacity, cognitive or behavioral difficulties, or court-imposed prohibition from holding positions or practicing certain professions, the remaining members shall elect one of them to act as Chairman based on the majority approval of the remaining members until a new decision is made by the Board of Directors.

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

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member who receives the highest number or highest percentage of votes. If there are multiple members with equal highest votes, the members shall vote by majority to select one among them to convene the meeting.
2. The Board of Directors must meet at least once per quarter and may convene extraordinary meetings as necessary.

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
  - a) Upon request from the Supervisory Board or an independent member of the Board of Directors;
  - b) Upon request from the General Director or at least five (05) other managers;
  - c) Upon request from at least two (02) members of the Board of Directors.
4. The request mentioned in Clause 3 of this Article must be made in writing, clearly stating the purpose, matters to be discussed, and the decisions within the authority of the Board of Directors.
5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receiving the request as specified in Clause 3 of this Article. If the Chairman fails to convene the meeting, they shall be responsible for any damages incurred by the Company; in such a case, the requesting party has the right to convene the meeting instead of the Chairman.
6. The Chairman of the Board of Directors or the convener of the meeting must send the meeting invitation no later than three (03) working days before the meeting date. The invitation must specify the time, location, agenda, discussion topics, and decisions to be made. The invitation must include the meeting materials and voting ballots for members.

The meeting invitation may be sent by letter, telephone, fax, electronic means, or any other method specified in the Company's Charter, ensuring it reaches the registered contact address of each Board member.

7. The Chairman of the Board of Directors or the convener shall send the meeting invitation and accompanying materials to the members of the Supervisory Board, just as they do for the Board members. Members of the Supervisory Board have the right to attend Board meetings and participate in discussions but are not entitled to vote.
8. A meeting of the Board of Directors shall be conducted when at least three-fourths (3/4) of the total members are present. If the meeting is convened but does not meet the quorum, it shall be reconvened within seven (07) days from the initially planned meeting date. In this case, the meeting shall be conducted if more than half of the Board members are present.
9. A member of the Board of Directors is considered to have attended and voted in the meeting in the following cases:
  - a) Attending and voting directly at the meeting;
  - b) Authorizing another person to attend and vote as per Clause 11 of this Article;
  - c) Attending and voting via online conferencing, electronic voting, or other electronic means;
  - d) Sending a voting ballot to the meeting via mail, fax, or email;
  - e) Sending a voting ballot by other means.

10. If a voting ballot is sent via mail, it must be placed in a sealed envelope and delivered to the Chairman of the Board of Directors at least one (01) hour before the meeting starts. The ballot shall only be opened in the presence of all attendees.
11. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote on their behalf, provided that a majority of Board members approve the authorization.
12. A resolution or decision of the Board of Directors shall be passed if it is approved by a majority of attending members. If the votes are equal, the final decision shall be made based on the opinion of the Chairman of the Board of Directors.

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

1. The Board of Directors may establish subcommittees responsible for policy development, human resources, remuneration, internal audit, and risk management. The number of members in each subcommittee shall be determined by the Board of Directors, with a minimum of three (03) members, including Board members and external members. Independent Board members or non-executive Board members shall constitute the majority in the subcommittee, and one of these members shall be appointed as the Head of the subcommittee as decided by the Board of Directors. The operation of the subcommittees must comply with the regulations of the Board of Directors. Resolutions of a subcommittee shall be valid only if they are approved by a majority of the members present and voting at the subcommittee meeting.
2. The execution of decisions made by the Board of Directors or its subcommittees must be in compliance with applicable laws, the Company's Charter, and the Internal Regulations on Corporate Governance.

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

1. The Board of Directors must appoint at least one (01) Corporate Governance Officer to assist in corporate governance within the company. This officer may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.
2. The Corporate Governance Officer must not simultaneously work for **any** approved auditing organization currently auditing the company's financial statements.
3. The Corporate Governance Officer has the following rights and duties:
  - a) Advising the Board of Directors on organizing the General Meeting of Shareholders in compliance with regulations and handling matters related to the company's interaction with shareholders;
  - b) Preparing meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;
  - c) Providing advice on meeting procedures;
  - d) Attending meetings;

- e) Advising on the procedures for drafting resolutions of the Board of Directors in accordance with the law;
- f) Providing financial information, copies of Board meeting minutes, and other relevant information to members of the Board of Directors and the Supervisory Board;
- g) Monitoring and reporting to the Board of Directors on the company's information disclosure activities;
- h) Acting as a liaison between the company and stakeholders;
- i) Ensuring confidentiality of information as required by law and the company's charter;
- j) Performing other rights and duties as prescribed by law and the company's charter.

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

### **Article 33. Management Structure**

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and operates under the supervision and direction of the Board of Directors in the Company's daily business activities. The Company shall have a General Director, Deputy General Directors, a Chief Accountant, and other managerial positions appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be approved through resolutions or decisions of the Board of Directors.

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

1. Company executives include the General Director, Deputy General Directors, Chief Accountant, and other executives as stipulated in the Company's Charter.
2. Based on the General Director's proposal and with the approval of the Board of Directors, the Company may recruit additional executives in a number and with qualifications appropriate to the Company's structure and management regulations as prescribed by the Board of Directors. Company executives are responsible for supporting the Company in achieving its operational and organizational goals.
3. The General Director is entitled to salary and bonuses. The salary and bonuses of the General Director are determined by the Board of Directors.
4. The salaries of executives are recorded as part of the Company's business expenses in accordance with corporate income tax regulations, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

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

1. The Board of Directors appoints one of its members or hires another individual as the General Director.



2. The General Director is responsible for managing the Company's daily business operations, is subject to the supervision of the Board of Directors, and is accountable to the Board of Directors and the law for the execution of assigned rights and obligations.
3. The General Director's term of office shall not exceed 5 years and may be reappointed for an unlimited number of terms. The General Director must meet the qualifications and conditions prescribed by law and the Company's Charter.
4. The General Director has the following rights and obligations:
  - a) Decide on matters related to the Company's daily business operations that do not fall under the authority of the Board of Directors;
  - b) Organize the implementation of resolutions and decisions of the Board of Directors;
  - c) Execute the Company's business plans and investment strategies;
  - d) Propose organizational structure plans and internal management regulations of the Company;
  - e) Appoint, dismiss, and remove management positions within the Company, except for positions under the authority of the Board of Directors;
  - f) Determine salaries and other benefits for employees within the Company, including managerial positions under the General Director's appointment authority;
  - g) Recruit employees;
  - h) Propose plans for dividend distribution or handling business losses;
  - i) Exercise other rights and perform other obligations as prescribed by law, the Company's Charter, and resolutions or decisions of the Board of Directors.
5. The Board of Directors may dismiss the General Director with the approval of the majority of voting members attending the meeting and appoint a replacement.

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

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

1. The candidacy and nomination of members of the Board of Supervisors shall be carried out in accordance with the provisions of Clauses 1 and 2, Article 25 of this Charter.
2. In cases where the number of candidates for the Board of Supervisors through nomination and self-nomination is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the Company's Charter, the Internal Corporate Governance Regulations, and the Operational Regulations of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors, in accordance with the law.

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

1. The Board of Supervisors shall consist of 03 to 05 members. The term of office for each member shall not exceed 05 years, and members may be re-elected for an unlimited number of terms.
2. Members of the Board of Supervisors must meet the qualifications and conditions specified in Article 169 of the Enterprise Law and must not fall under any of the following circumstances:
  - a) Being employed in the accounting or finance department of the Company;
  - b) Being a member or an employee of an independent auditing firm that has audited the Company's financial statements in the past 03 consecutive years.
3. A member of the Board of Supervisors shall be dismissed under the following circumstances:
  - a) No longer meeting the qualifications and conditions stipulated in Clause 2 of this Article;
  - b) Submitting a resignation request, which is then approved.
4. A member of the Board of Supervisors shall be removed under the following circumstances:
  - a) Failing to fulfill the assigned duties and responsibilities;
  - b) Failing to perform their rights and obligations for 06 consecutive months, except in force majeure cases;
  - c) Repeatedly or seriously violating the obligations of a member of the Board of Supervisors, as prescribed by the Enterprise Law and the Company's Charter;
  - d) Any other cases as per the resolution of the General Meeting of Shareholders.

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

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members, with the election, dismissal, and removal determined by majority vote. The Board of Supervisors must have more than half of its members permanently residing in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or other disciplines related to the Company's business operations.
2. Rights and responsibilities of the Head of the Board of Supervisors:
  - a) Convene meetings of the Board of Supervisors;
  - b) Request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Board of Supervisors;
  - c) Prepare and sign reports of the Board of Supervisors after consulting the Board of Directors, for submission to the General Meeting of Shareholders.

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

The Board of Supervisors shall have the rights and responsibilities stipulated in Article 170 of the Law on Enterprises, as well as the following rights and obligations:

1. Propose and recommend to the General Meeting of Shareholders the approval of a list of accredited audit firms to audit the Company's financial statements; decide on the selection of an accredited audit firm to inspect the Company's operations and dismiss an accredited auditor when necessary.
2. Be accountable to shareholders for its supervisory activities.
3. Monitor the Company's financial status and ensure compliance with the law in the activities of the Board of Directors, the General Director, and other executives.
4. Ensure cooperation with the Board of Directors, the General Director, and shareholders.
5. In the event of detecting violations of the law or the Company's Charter by members of the Board of Directors, the General Director, or other executives, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, request the violator to cease the violation, and propose corrective actions.
6. Develop the Operating Regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.
7. Report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP, issued on December 31, 2020, by the Government, detailing the implementation of certain provisions of the Securities Law.
8. Access the Company's records and documents stored at the headquarters, branches, and other locations; visit the workplaces of the Company's executives and employees during working hours.
9. Request the Board of Directors, its members, the General Director, and other executives to provide complete, accurate, and timely information and documents related to the Company's management, operations, and business activities.
10. Exercise other rights and fulfill other obligations as prescribed by law and this Charter.

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

1. The Board of Supervisors must convene at least twice a year, with a minimum attendance of two-thirds of its members. The meeting minutes must be detailed and clearly documented. The recorder and all attending members of the Board of Supervisors must sign the minutes. These minutes must be retained to determine the responsibility of each member of the Board of Supervisors.
2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the accredited audit firm to attend the meetings and provide clarifications on relevant matters.

#### **Article 41. Salaries, Remuneration, Bonuses, and Other Benefits of the Board of Supervisors**

The salaries, remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be determined as follows:

1. Members of the Board of Supervisors shall receive salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total annual budget for salaries, remuneration, bonuses, and other benefits, as well as the operating expenses of the Board of Supervisors.
2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses related to meals, accommodation, travel, and independent consulting services. The total remuneration and expenses shall not exceed the annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, except in cases where the General Meeting of Shareholders decides otherwise.
3. Salaries and operating expenses of the Board of Supervisors shall be accounted for as business expenses of the Company in accordance with the regulations on corporate income tax and other relevant laws. These expenses must be separately recorded in the Company's annual financial statements.

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

Members of the Board of Directors, Members of the Board of Supervisors, the General Director, and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, with honesty and diligence, in the best interests of the Company.

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

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives must disclose their related interests in accordance with the Law on Enterprises and other relevant legal regulations.
2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, and their related persons may only use the information obtained through their positions for the benefit of the Company.
3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives must notify the Board of Directors and the Board of Supervisors in writing of any transactions between the Company, its subsidiaries, or other entities controlled by the Company (holding at least 50% of charter capital) and these individuals or their related persons, in accordance with the law. Transactions requiring approval from the

General Meeting of Shareholders or the Board of Directors must be disclosed in accordance with securities regulations.

4. A member of the Board of Directors shall not vote on transactions that provide benefits to themselves or their related persons as prescribed by the Law on Enterprises and the Company's Charter.
5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, and their related persons must not use or disclose internal information to conduct related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, or their related persons shall not be invalidated if:
  - a) For transactions valued at up to twenty percent (20%) of the total assets recorded in the most recent financial statements, the key terms and related interests have been reported to the Board of Directors and approved by a majority vote of disinterested Board members.
  - b) For transactions exceeding twenty percent (20%) or transactions that, within 12 months of the first transaction, result in a total transaction value of twenty percent (20%) or more of the total assets recorded in the most recent financial statements, the key terms and related interests have been disclosed to shareholders and approved by a vote of disinterested shareholders at the General Meeting of Shareholders.

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

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives who violate their duties of honesty and prudence, or fail to fulfill their obligations, shall be liable for any damages caused by their violations.
2. The Company shall compensate individuals who are, were, or may become involved in complaints, lawsuits, or prosecutions (including civil, administrative cases but excluding lawsuits initiated by the Company) if such individuals are or were members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, employees, or authorized representatives of the Company, and have acted honestly, prudently, in the best interests of the Company, and in compliance with the law, with no evidence proving their breach of duty.
3. Compensation costs include judgments, fines, actual expenses incurred (including attorney fees) in resolving such cases, as permitted by law. The Company may purchase insurance for these individuals to mitigate liability for such compensation.

### **XI. RIGHT TO INSPECT THE COMPANY'S BOOKS AND RECORDS.**

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

1. Ordinary shareholders have the right to inspect books and records as follows:
  - a) Ordinary shareholders have the right to review, inspect, and extract information regarding names and contact addresses in the list of shareholders with voting rights; request corrections of inaccurate information about themselves; review, inspect, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders.
  - b) Shareholders or groups of shareholders owning at least 5% of the total ordinary shares have the right to review, inspect, extract the minutes and resolutions/decisions of the Board of Directors, mid-year and annual financial statements, reports of the Board of Supervisors, contracts, transactions subject to Board of Directors' approval, and other documents, except those related to the Company's trade secrets and business secrets.
2. In case an authorized representative of a shareholder or a group of shareholders requests access to books and records, they must provide a power of attorney from the shareholder(s) they represent or a notarized copy of such authorization.
3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives have the right to inspect the Company's register of shareholders, shareholder list, books, and other records for purposes related to their position, provided that such information remains confidential.
4. The Company is required to store its Charter and amendments, Enterprise Registration Certificate, internal regulations, asset ownership documents, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors and the Board of Supervisors, annual financial statements, accounting records, and other documents as required by law at its headquarters or another location, provided that shareholders and the Business Registration Authority are informed of the storage location.
5. The Company's Charter must be published on its official website.

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

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

1. The General Director must develop a plan for approval by the Board of Directors regarding matters related to recruitment, termination of employment, salaries, social insurance, employee benefits, rewards, and disciplinary actions for employees and corporate executives.
2. The General Director must develop a plan for approval by the Board of Directors regarding the Company's relationship with trade union organizations, ensuring alignment with best management practices, the policies and practices set forth in this Charter, the Company's internal regulations, and applicable laws.

### **XIII. PROFIT DISTRIBUTION**

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

1. The General Meeting of Shareholders shall determine the annual dividend payment rate and the form of dividend payment from the Company's retained earnings.
2. The Company shall not pay interest on dividend payments or any other payments related to a type of share.
3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of dividends in whole or in part in the form of shares, and the Board of Directors shall implement such a decision.
4. In cases where dividends or other payments related to a type of share are paid in cash, the Company must pay them in Vietnamese Dong. Payment may be made directly or via banks based on the bank account details provided by the shareholders. If the Company has transferred funds according to the correct bank details provided by a shareholder and the shareholder does not receive the payment, the Company shall not be liable for the transferred amount. The payment of dividends for shares listed or registered for trading on the Stock Exchange may be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution or decision specifying a particular date to finalize the list of shareholders. Based on this date, those registered as shareholders or owners of other securities shall be entitled to receive dividends in cash or shares, notifications, or other documents.
6. Other matters related to profit distribution shall be implemented in accordance with the provisions of the law.

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

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

1. The Company shall open accounts at Vietnamese banks or branches of foreign banks licensed to operate in Vietnam.
2. With prior approval from the competent authority, the Company may open bank accounts abroad if necessary, in accordance with legal regulations.
3. The Company shall conduct all payments and accounting transactions through its Vietnamese Dong or foreign currency accounts at the banks where the Company holds accounts.

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

The Company's fiscal year begins on January 1st of each year and ends on December 31st of the same year. The first fiscal year starts from the date of issuance of the Enterprise Registration Certificate and ends on December 31st immediately following the issuance date of such certificate.

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

1. The Company shall adopt the enterprise accounting regime or a specific accounting regime issued or approved by the competent authority.
2. The Company shall maintain accounting records in Vietnamese and preserve accounting documents in accordance with the provisions of accounting laws and related regulations. These records must be accurate, up to date, systematic, and sufficient to substantiate and explain the Company's transactions.
3. The accounting currency unit used by the Company is the Vietnamese Dong (VND). If the Company primarily conducts transactions in a foreign currency, it may select that currency as its accounting unit, bear responsibility for this choice before the law, and notify the relevant tax authority.

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

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

1. The Company must prepare annual financial statements, which must be audited in accordance with legal regulations. The Company shall disclose the audited annual financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authorities.
2. The annual financial statements must include all reports, appendices, and explanatory notes as prescribed by corporate accounting laws. The annual financial statements must accurately and objectively reflect the Company's operational status.
3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authorities.

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

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

### **XVI. COMPANY AUDIT**

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

1. The General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to select one of these firms to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed upon with the Board of Directors.
2. The audit report shall be attached to the Company's annual financial statements.
3. The independent auditor conducting the audit of the Company's financial statements has the right to attend the General Meeting of Shareholders, receive notifications and relevant information regarding the meeting, and express opinions at the meeting on matters related to the audit of the Company's financial statements.

## **XVII. COMPANY SEAL**

### **Article 53. Company Seal**

1. The company seal includes seals made at an engraving facility or seals in the form of digital signatures as prescribed by the law on electronic transactions.
2. The Board of Directors shall determine the type, quantity, form, and content of the Company's seal, including those of its branches and representative offices (if any).
3. The Board of Directors and the General Director shall use and manage the seal in accordance with the prevailing laws.

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

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

1. The Company may be dissolved in the following cases:
  - a) Upon the expiration of its operating term as stated in the Company's Charter without a decision on extension;
  - b) Based on a resolution or decision of the General Meeting of Shareholders;
  - c) If its Enterprise Registration Certificate is revoked, except in cases where the Law on Tax Administration provides otherwise;
  - d) Other cases as prescribed by law.
2. The premature dissolution of the Company (including after an extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if required) in accordance with the law.

### **Article 55. Extension of Operation**

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven months before the expiration of the Company's operating term so that shareholders can vote on the extension of the Company's operation upon the Board of Directors' proposal.
2. The operating term shall be extended if shareholders representing at least 65% of the total voting shares of all shareholders attending the General Meeting of Shareholders approve the extension.

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

1. At least six months before the expiration of the Company's operating term or after the decision on dissolution of the Company, the Board of Directors must establish a Liquidation Committee consisting of three members, including two members appointed by the General Meeting of Shareholders and one member appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operational regulations. The members of the Liquidation Committee may be selected from the Company's employees or independent experts. All liquidation-related expenses shall be prioritized for payment before other Company debts.
2. The Liquidation Committee is responsible for notifying the Business Registration Authority of its establishment date and commencement of operations. From that point onward, the Liquidation Committee shall represent the Company in all matters related to the liquidation process before the court and administrative authorities.
3. The proceeds from the liquidation shall be distributed in the following order:
  - a) Liquidation expenses;
  - b) Wages, severance allowances, social insurance, and other employee benefits as per collective labor agreements and signed labor contracts;
  - c) Tax obligations;
  - d) Other Company debts;
  - e) The remaining assets, after settling all debts from (a) to (d) above, shall be distributed to shareholders. Preferred shares shall be settled first.

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

#### **Article 57. Internal Dispute Resolution**

1. In case of disputes or complaints arising concerning the Company's operations, the rights and obligations of shareholders under the Law on Enterprises, the Company's Charter, other legal provisions, or agreements between:
  - a) A shareholder and the Company;

- b) A shareholder and the Board of Directors, Supervisory Board, General Director, or other executives;

The involved parties shall endeavor to resolve such disputes through negotiation and mediation. Unless the dispute involves the Board of Directors or the Chairman of the Board, the Chairman shall preside over the dispute resolution process and request each party to submit relevant information regarding the dispute within 30 working days from the date the dispute arises. If the dispute involves the Board of Directors or the Chairman, any party may request the Head of the Supervisory Board to appoint an independent expert as a mediator for the dispute resolution process.

2. If no mediation decision is reached within six weeks from the start of the mediation process, or if the mediator's decision is not accepted by the parties, either party may refer the dispute to arbitration or court.
3. Each party shall bear its own costs related to the negotiation and mediation procedures. The payment of court costs shall be carried out in accordance with the court's ruling.

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

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

1. Any amendment or supplement to this Charter must be reviewed and decided upon by the General Meeting of Shareholders.
2. In cases where legal provisions related to the Company's operations are not mentioned in this Charter, or if there are new legal provisions that differ from those stated in this Charter, such legal provisions shall apply to regulate the Company's activities.

## **XXI. EFFECTIVE DATE**

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

1. This Charter, consisting of 21 sections and 59 articles, shall take effect upon approval by the General Meeting of Shareholders.
2. The Charter is made in 10 copies, all of which have equal legal validity and must be kept at the Company's headquarters.
3. This Charter is the sole and official version of the Company.
4. Copies or extracts of the Company's Charter shall be valid only when signed by the Chairman of the Board of Directors or at least half of the total number of Board members.

LEGAL REPRESENTATIVE *du*

CHAIRMAN OF THE BOARD OF DIRECTORS *du*



NGUYEN DUC CUONG

## APPENDIX I

### Information on Founding Shareholders of Thuan Duc Joint Stock Company

*(This Appendix constitutes an integral and inseparable part of the Charter of Thuan Duc Joint Stock Company.)*

No.	Name of Founding Shareholder	Permanent Residential Address	Number of Shares	Notes
1	NGUYEN DUC CUONG	No. 95, Giay Thiep Area, Dong Dang Town, Cao Loc District, Lang Son Province	40,000	Par value per share: VND 100,000
2	HOANG VAN THIEU	Hamlet 2, Kim Thap Village, Dong Tien Commune, Khoai Chau District, Hung Yen Province	15,000	
3	VY VAN BENG	Block 7, Cao Loc Town, Cao Loc District, Lang Son Province	18,000	
4	TRINH XUAN MINH	Dinh Mo Village, Xuan Lai Commune, Gia Binh District, Bac Ninh Province	1,500	
5	NGUYEN VIET HUNG	Area 11, Huong Non Commune, Tam Nong District, Phu Tho Province	500	

## WORKING REGULATIONS

### ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

In order to guide shareholders to participate in Annual General Meeting of Shareholders 2026 and exercise their voting rights, the Board of Directors submits to the General Meeting of Shareholders for approval the Regulations on working at the General Meeting as follows:

#### I. GENERAL REGULATIONS

- This Regulation stipulates the format of organizing Annual General Meeting of Shareholders year 2026 of Thuan Duc Joint Stock Company; rights and obligations of shareholders attending the General Meeting. Shareholders owning shares of the Company and participants attending the General Meeting shall comply with the provisions of this Regulation;
- The Organizing Committee of the General Meeting shall send the Invitation and documents of the General Meeting to the address of the Shareholders registered with the Company and post documents related to the General Meeting of Shareholders on the Company's website (<https://thuanducjsc.vn/quan-he-co-dong/dai-hoi-dong-co-dong>). Shareholders go to the Company's website to download and study the documents of the General Meeting in advance and make written comments to the Organizing Committee of the General Meeting for synthesis or for direct discussion at the General Meeting of Shareholders;
- The General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents more than **50% of the total number of shares with voting rights**;
- Shareholders and representatives of shareholders when attending the General Meeting must sit in the right position or area prescribed by the Organizing Committee of the General Meeting;
- Do not smoke in the Hall, do not talk privately, and keep your mobile phone in silent mode during the Congress.

#### II. RIGHTS AND OBLIGATIONS OF SHAREHOLDERS ATTENDING THE GENERAL MEETING

##### 1. Rights of Shareholders to attend:

- Shareholders and representatives of the Company's shareholders named in the list of closing shareholders on 09/03/2026 have the right to attend the meeting;
- Shareholders who are unable to attend the General Meeting of Shareholders may authorize another individual to represent them to attend the General Meeting. The authorized person to attend the General Meeting may not authorize the 3rd person to



attend. The power of attorney is made according to the form of the company that has disclosed the information or according to the form in accordance with the provisions of law;

- Shareholders and representatives of shareholders who attend the General Meeting later than the prescribed time have the right to register immediately at the General Meeting and then have the right to participate in voting, but the validity of the previous voting rights is not affected.

## 2. **Obligations of Shareholders:**

- Shareholders attending the General Meeting must bring the Invitation to the Meeting, Identity Card, Citizen Identity Card, Power of Attorney (in case of authorization) to submit to the Shareholder Eligibility Examination Committee and receive a voting card clearly stating the full name, shareholder code and number of shares owned by the shareholder or representative. Voting slips and other documents of the Congress;
- Comply with the provisions of this Working Regulation and abide by the management of the Chairman of the Congress, respect the results of work at the Congress;
- Self-financing for travel and accommodation during the Congress;
- Fill in the voting slip and return the voting slip on the issues of the General Meeting of Shareholders to the Voting Card Examination Committee at the General Meeting.

## III. **VOTING TO APPROVE ISSUES AT THE GENERAL MEETING**

### 1. **Principle:**

- All issues on the agenda of the General Meeting must be discussed by the General Meeting of Shareholders and voted on publicly by holding up the voting card;
- Voting cards are issued by the Company, stamped and distributed to shareholders and shareholders' representatives at the General Meeting of Shareholders. On the voting card, clearly state the full name of the shareholder, the shareholder code, the number of voting shares of that shareholder.

### 2. **Voting method:**

- Shareholders and representatives of shareholders vote (*agree, disagree, have different opinions*) on an issue by directly holding up their voting cards at the General Meeting;
- When voting at the General Meeting, the shareholders who voted to approve will raise the voting card high. Members of the Voting Card Verification Committee will mark the Shareholder ID and the corresponding number of voting votes of each Shareholder who agrees. Similarly, according to the management of the Chairman, Shareholders *who disagree or have other opinions* will take turns holding up their voting cards;
- Immediately after completing the voting part to approve the contents presented at the Congress, the Voting Card Verification Committee will count the votes and announce the results of the vote counting before the General Meeting;

- Shareholders fill in, sign and specify their full names on the voting slip and return the voting slip on the issues of the General Meeting to the Voting Card Examination Committee for storage.

### 3. Voting rules:

- 3.1. 01 (*one*) ordinary share corresponding to 01 (*one*) voting right. At the closing date of the list of shareholders (09/03/2026).
- 3.2. The following matters will be approved when **50% or more** of the total voting shares of the Shareholders present at the General Meeting of Shareholders approve:
  - Report of the Board of Directors; Reports of independent members of the Board of Directors.
  - Report of the Board of Directors;
  - Report of the Control Board;
  - Proposal to select an auditor to audit the financial statements in 2026
  - Proposal for approval of audited financial statements in 2025, profit distribution plan and dividend distribution in 2025;
  - Approved the production and business plan and the profit and dividend plan in 2026;
  - Approving the remuneration of the Board of Directors, the Supervisory Board;
  - Approving the amendment and supplementation of the Company's Charter of organization and operation;
  - And other matters as stipulated by the Company's Charter.
- 3.3. The following matters will be approved when **65% or more** of the total voting shares of the Shareholders present at the General Meeting of Shareholders approve:
  - Approving the cancellation of the plan to pay dividends in 2024 in cash;
  - Approving the plan to pay dividends in 2025 in shares;
  - Other matters as stipulated by the Company's Charter.
- 3.4. The election of members of the Board of Directors and Supervisory Board shall be carried out by the method of cumulative voting specified in the Law on Enterprises and the Company's Charter and guided in detail in the Election Regulation.

## IV. DISCUSSION AT THE CONGRESS

- The discussion shall only be carried out within the prescribed time and within the scope of the issues presented in the Program of the General Meeting of Shareholders;
- Shareholders and representatives of shareholders who have speeches must register the contents in the questionnaire and transfer it to the Secretariat of the General Meeting;
- The Secretariat of the General Meeting will arrange the Shareholders' Question Sheets in the order of registration and forward them to the Chairman of the General Meeting;
- On the basis of the Shareholders' Question Sheet collected, arranged and submitted to the Presidium by the Secretariat, the Chairman or members appointed by the Chairman will answer the opinions of Shareholders and Shareholders' representatives.

## **V. RESPONSIBILITIES OF THE CHAIRMAN**

1. Control the Congress in accordance with the content of the agenda, rules and working regulations approved by the Congress. The chairman works according to the principle of democratic centralization and decisions by majority.
2. To guide the Congress to discuss and collect opinions to vote on issues included in the agenda of the Congress and related issues arising during the course of the Congress.
3. The Chairman has the right to take necessary measures to conduct the meeting in a reasonable, orderly manner, in accordance with the approved program and reflecting the wishes of the majority of the participants.
4. The Chairman's decision on the order, procedures or events arising outside the program of the General Meeting shall be of the highest judgment.

### The chairperson has the right to:

- Require all attendees to submit to inspections or other security measures;
- Request the competent authority to maintain the order of the meeting; expel persons who do not comply with the executive power of the Chairman, deliberately disrupt order, prevent the normal progress of the meeting or fail to comply with the requirements of security checks from the General Meeting of Shareholders;
- The Chairman of the General Meeting has the right to postpone the meeting of the General Meeting of Shareholders who has a sufficient number of people registered to attend the meeting as prescribed to another time or change the meeting venue in the following cases:
  - + The meeting venue does not have enough convenient seats for all participants;
  - + The means of communication at the meeting venue do not ensure the participation, discussion and voting of shareholders attending the meeting;
  - + There are people attending the meeting who obstruct or disrupt the order, which is likely to make the meeting not conduct in a fair and lawful manner.
- The maximum postponement period shall not exceed 3 days from the date the meeting is intended to open.

## **VI. RESPONSIBILITIES OF THE SECRETARIAT**

1. Fully and truthfully record all the developments of the General Meeting and issues that have been approved by the Shareholders and Shareholders' representatives or noted at the General Meeting in the Minutes of the General Meeting;
2. Drafting Resolutions on issues passed at the Congress.

## **VII. RESPONSIBILITIES OF THE VOTE COUNTING COMMITTEE**

1. Accurately determine the voting results of shareholders and shareholders' representatives on issues adopted at the General Meeting and notify the Secretariat of the voting results.
2. Take responsibility for the accuracy of the results of counting votes in Annual General Meeting of Shareholders 2026.

3. Consider and report to the General Assembly cases of violation of voting rules or written complaints about voting results.
4. Instruct the Shareholders to fill out the Voting Slip and collect the Voting Slips from the Shareholders; on behalf of the General Meeting, check the voting slips sent by shareholders by post (in case of remote voting) as a basis for summarizing the voting results and notifying the Secretariat of the General Meeting.
5. In the process of performing its tasks, the Vote Counting Committee must work honestly and accurately and take responsibility for the voting results.

#### **VIII. HANDLING OF UNSUCCESSFUL ORGANIZATION OF THE GENERAL MEETING OF SHAREHOLDERS**

1. In case there is not a sufficient number of necessary shareholders within thirty (30) minutes from the time of determining the opening of the general meeting as prescribed in Section I of this Regulation, the convener of the meeting shall cancel the meeting.
2. The General Meeting of Shareholders must be reconvened within thirty (30) days from the date on which the first General Meeting of Shareholders is intended. The second meeting of the General Meeting of Shareholders shall be held only when the number of shareholders attending the meeting represents at least 33% of the total voting shares.
3. In case the Second General Meeting is not held due to the insufficient number of delegates within thirty (30) minutes from the time of setting the opening of the General Meeting, the Third General Meeting of Shareholders may be convened within twenty (20) days from the date of the intended Second General Meeting. In this case, the General Meeting shall be conducted regardless of the total number of voting votes of the shareholders attending the meeting, which is considered valid and has the right to decide on all matters expected to be approved at the Annual General Meeting of Shareholders.

#### **IX. MINUTES OF THE GENERAL MEETING OF SHAREHOLDERS**

All contents at the General Meeting of Shareholders must be recorded by the Secretariat of the General Meeting in the Minutes of the General Meeting. The minutes of the General Meeting of Shareholders must be read by the Secretariat and approved by shareholders and shareholders' representatives before the closing of the General Meeting.

The above is the entire Working Regulation of the Annual General Meeting of Shareholders 2026 of Thuan Duc Joint Stock Company respectfully submitted to Shareholders and Shareholders' representatives for consideration and approval.

Sincerely/.

**Recipients:**

- Shareholders (posted on the Company's website);
- State Securities Commission of Vietnam, Ho Chi Minh City Stock Exchange, Hanoi Stock Exchange (for reporting);
- Members of the Board of Directors, Executive Board, and Supervisory Board;
- Archived at the Company Office.

ON BEHALF OF THE BOARD OF DIRECTOR  
CHAIRMAN OF THE BOD



NGUYEN DUC CUONG