

**CONSTRUCTION MACHINERY CORPORATION - JSC.**



**CHARTER  
ORGANIZATION AND OPERATION**

*Hà Nội, ngày 30 tháng 6 năm 2026*



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## INTRODUCTION

This Charter was adopted by Resolution No. 15/NQ-ĐHĐCĐ of the General Meeting of Shareholders dated June 30, 2026.

### Chapter I DEFINITION OF TERMS IN THE CHARTER

#### Article 1. Explanation of Terms

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

- a) *General Corporation* is the Construction Machinery Corporation - JSC
- b) *Charter capital* is the total par value of shares sold as stipulated in Article 6 of this Charter;
- c) *Voting capital* is the share capital, whereby the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
- d) *The Enterprise Law* is Law No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on 17/6/2020; Law No. 03/2022/QH15 dated 11/01/2022 and Law No. 76/2025/QH15 dated 17/6/2025 amending and supplementing a number of articles of the Enterprise Law;
- đ) *The Securities Law* is Law No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on 26/11/2019; Law No. 56/2024/QH15 dated 29/11/2024 amending and supplementing a number of articles of the Securities Law;
- e) *The Law on Management and Investment of State Capital in Enterprises* is Law No. 68/2025/QH15 on Management and Investment of State Capital in Enterprises, passed by the National Assembly of the Socialist Republic of Vietnam on 14/6/2025;
- g) *Vietnam* is the Socialist Republic of Vietnam;
- h) *The establishment date* is the date the Corporation is first granted a Certificate of Business Registration (Business Registration Certificate and equivalent documents);
- i) *The operating period* is the operating period of the Corporation as stipulated in Article 2 of this Charter and any extension period (if any) approved by the General Meeting of Shareholders of the Corporation;
- k) *Shares* are securities that confirm the legal rights and interests of the owner in a portion of the Corporation's issued share capital;
- l) *Shareholders* are individuals or organizations owning at least one share of the Corporation;

- m) *The owner's representative agency* is an agency or organization assigned by the Government to exercise the rights and responsibilities of the state owner's representative for the state capital invested in the Corporation;
- n) *The representative of the state capital* is an individual authorized in writing by the owner's representative agency to exercise the rights and responsibilities of the state owner's representative for the state capital invested in the Corporation.
- o) *The Corporation's executives* include: General Director, Deputy General Director, Chief Accountant;
- p) *The Corporation's managers* include: Chairman of the Board of Directors, Members of the Board of Directors, General Director, Deputy General Director, Chief Accountant;
- q) *The Corporation's insiders* include: Corporation managers; the Corporation's legal representative; the Head of the Supervisory Board and members of the Supervisory Board (Supervisors), members of the Internal Audit Board; the Corporation's Secretary; the person in charge of the Corporation's administration; and the person authorized to disclose information.
- r) *Family members* include: spouse, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, father-in-law, mother-in-law, biological child, adopted child, son-in-law, daughter-in-law, biological brother, biological sister, biological sibling, brother-in-law, sister-in-law, sister-in-law, brother-in-law of the wife, biological brother of the husband, biological sister of the wife, biological sister of the husband, biological sibling of the wife, biological sibling of the husband.
- s) *Related persons of the Corporation* as defined in Clause 23, Article 4 of the Enterprise Law and Clause 46, Article 4 of the Securities Law are individuals and organizations that have a direct or indirect relationship with the Corporation in the following cases:
- Persons authorized to appoint the Corporation's managers;
  - Insiders of the Corporation;
  - Subsidiaries, managers and legal representatives of the Corporation's subsidiaries;
  - Shareholders owning more than 10% of the Corporation's voting shares;
  - Spouse, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, father-in-law, mother-in-law, biological child, adopted child, son-in-law, daughter-in-law, biological brother, biological sister, biological sibling, brother-in-law, sister-in-law, daughter-in-law, daughter-in-law of an insider of the Corporation;
- t) *A subsidiary* is any company in which the Corporation (i) owns more than 50% of the charter capital or total number of issued common shares, or (ii) has the right to directly or indirectly appoint the majority or all members of the Board of

Directors and the Director/General Director, or (iii) has the right to decide on amendments or additions to the Charter of that company.

u) *Stock Exchange* is the Vietnam Stock Exchange and its subsidiaries;

2. In these Charter, references to one or more other regulations or documents shall include amendments or replacements.

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

## **Chapter II**

### **NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE GENERAL CORPORATION**

#### **Article 2. Name, form, headquarters, branches, representative offices, and term of operation of the General Corporation**

1. Company Name:

a) Vietnamese name: Tổng công ty Cơ khí xây dựng - CTCP.

b) English name: General Corporation of Construction Machinery - JSC.

c) Abbreviation: COMA

d) Stock Code: TCK

e) COMA Logo:

COMA's logo inherits Trademark Registration Certificate No. 67762 issued by the Intellectual Property Office - Ministry of Science and Technology on 2/11/2005; Trademark Registration Certificate No. 67763 issued on 02/11/2005, renewed according to Decision No. 11834/QĐ-SHTT issued by the Intellectual Property Office on 27/02/2014; Trademark registration certificate No. 56041 issued by the Intellectual Property Office - Ministry of Science and Technology on 25/3/2005, and renewed by Decision No. 17740/QĐ-SHTT issued on 03/4/2013, for the COMA brand logo as follows:



- The logo is an elliptical globe with a white background, blue meridians and parallels, and the word COMA in green in the center.

- The trademark is protected as a whole. The globe image is not protected separately.

- Product/service categories bearing the trademark:

+ Metal building materials and metal components used in construction, especially: construction steel, metal roofing sheets, aluminum frames, various types of aluminum bars, rolling doors, door frames, metal purlins; metal pipes, metal conduits for laying wires, metal drainage troughs, metal scaffolding, metal space frames used in construction; steel balls (metal grinding balls) used for grinding materials in the cement and/or construction materials industry; metal containers/tanks.

+ Machinery and equipment used in construction, especially: machines and machine tools, construction machinery, quarrying machinery, crushers, compactors, rammers, drills, nail guns, stamping machines, tool grinders, saws, cutting machines, lathes, welding machines, generators; lifting and conveying equipment, cranes, conveyors (machinery), elevators.

2. The Corporation is a joint-stock company with legal personality in accordance with current Vietnamese law.

3. Registered headquarters of the Corporation:

a) Address: 125D Minh Khai Street, Bach Mai Ward, Hanoi City.

b) Telephone: (84.024) 38631122

c) Website: [www.coma.vn](http://www.coma.vn)

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

5. Unless the Corporation terminates operations before the deadline as stipulated in Clause 2, Article 59 or extends operations as stipulated in Article 60 of this Charter, the Corporation's operating period is indefinite from the date of establishment.

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

1. The legal representative of the Corporation is an individual who represents the Corporation in exercising the rights and obligations arising from the Corporation's transactions, representing the Corporation as a party requesting the resolution of civil matters, plaintiff, defendant, or party with related rights and obligations before Arbitration, Courts, and other rights and obligations as prescribed by law.

2. The General Director is the legal representative of the Corporation.

3. The legal representative of the Corporation has the following responsibilities:

a) To exercise the assigned rights and obligations honestly, carefully, and to the best of their ability to ensure the legitimate interests of the Corporation;

b) To be loyal to the interests of the Corporation; not to abuse their position, title, or use the Corporation's information, know-how, business opportunities, or other assets for personal gain or to serve the interests of other organizations or individuals;

c) To promptly, fully, and accurately inform the Corporation about the enterprises in which he/she and his/her related parties own or hold shares or capital contributions as stipulated in the Enterprise Law.

4. The legal representative of the Corporation shall be personally liable for any damages to the Corporation resulting from violations of the obligations stipulated in Clause 3 of this Article.

### Chapter III OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE CORPORATION

#### Article 4. Objectives of operations and business sectors

##### 1. Business sectors of the Corporation:

No.	Industry Name	Industry Code
1	Manufacture of metal containers, tanks and storage vessels	2512
2	Forging, stamping, pressing and rolling of metal steel, powder metallurgy	2591
3	Manufacture of metal components	2511
4	Mechanical processing; metal treatment and coating	2592
5	Real estate business, business involving the right to use land owned, assigned to use or leased Details: Real estate business; House and office rental services;	6810
6	Labor supply and management. Details: Services for sending workers abroad;	7830
7	Short-term accommodation services Details: Hotel business (excluding bars, karaoke rooms and nightclubs);	5510
8	Restaurants and mobile food services Details: Restaurant business (excluding bars, karaoke rooms, and nightclubs);	5610
9	Travel agency Details: Tourism services business (excluding bars, karaoke rooms, and nightclubs);	7911
10	Architectural and related engineering consulting activities. Details:	7110

No.	Industry Name	Industry Code
10	Design review, bidding consultancy on design, construction, supply of materials and equipment; project management; Construction supervision of road works, specialized field: construction and finishing; Construction supervision of civil works, specialized field: construction and finishing; Supervision of electrical system installation in civil and industrial construction projects, technical infrastructure; Design of electrical systems for civil, industrial and technical infrastructure projects; Construction planning design. Architectural design of buildings; Investment and construction consultancy for projects developing mechanical engineering, construction materials, electricity, telecommunications infrastructure, oil and gas, industrial and civil projects, urban infrastructure, industrial parks, tourist areas, including: preparation and review of investment projects; EPC General Contractor for investment and construction projects in mechanical engineering, building materials, telecommunications infrastructure, oil and gas, civil and industrial projects;	7110
11	Road freight transport Details: Transport and handling services;	4933
12	Wholesale of automobiles and other motor vehicles. Details: Business of transport and handling equipment;	4511
13	Other manufacturing not classified elsewhere. Details: Production of materials for the electrical industry, building materials; production of complete equipment lines, supplies, machinery, equipment, spare parts, tools, accessories, and products serving the construction, electricity, transportation, irrigation, mining, and other technical and economic sectors;	3290
14	Wholesale of machinery, equipment and other machine parts Details: Trading in complete equipment lines, materials, machinery, equipment, spare parts, tools, accessories, and products serving the construction, electricity, transportation, irrigation, mining, and other technical and economic sectors;	4659
15	Consulting, brokerage, and auctioning of real estate and land use rights Details: Apartment building management and operation services;	6820
16	General house cleaning	8121
17	Construction of residential houses	4101
18	Construction of non-residential houses	4102
19	General support services	8110
20	Construction of railway projects	4211

No.	Industry Name	Industry Code
21	General office administration services (For conditional business sectors, the enterprise may only conduct business when it meets the conditions stipulated by law).	8211
22	Road construction	4212
23	Electrical construction	4221
24	Water supply and drainage construction	4222
25	Telecommunications and communication construction	4223
26	Manufacturing and processing construction	4293
27	Demolition	4311
28	Site preparation	4312
29	Electrical system installation	4321
30	Water supply and drainage, heating and air conditioning system installation	4322
31	Warehousing and storage of goods	5210
32	Hydraulic construction	4291
33	Construction of other public utility works	4229
34	Mining construction	4292
35	Installation of other building systems	4329
36	Construction finishing	4330
37	Other specialized construction activities	4390
38	Construction of other civil engineering works	4299
39	Electricity generation	3511
40	Nursery education	8511
41	Kindergarten education	8512
42	Primary education	8531
43	Secondary education	8532
44	Advanced education	8533
45	Electricity transmission and distribution. Excluding activities within the national power grid	3512

During its operation, the Corporation may add other business lines as prescribed by law.

2. Operating objectives of the Corporation:

- a) To conduct profitable business, preserve and develop the capital of shareholders invested in the Corporation; to fulfill the tasks according to the resolutions of the General Meeting of Shareholders;
- b) To develop the Corporation into an enterprise with high technological, management, and specialization levels; to conduct multi-sector business, closely linking production and business with science and technology;
- c) To improve the quality of management and investment efficiency, expand joint ventures and partnerships, enhance reputation and competitiveness in domestic and international markets;
- d) To improve the living standards of employees and promote the corporate culture;
- e) To maintain cooperation and sustainable development of the parent company - subsidiary group.

**Article 5. Scope of Business and Operations of the Corporation**

1. The Corporation is permitted to plan and conduct all business activities in accordance with the Business Registration Certificate and this Charter in compliance with current laws and regulations and to take appropriate measures to achieve the Corporation's objectives.

2. The Corporation may conduct business in other areas permitted by law and approved by the General Meeting of Shareholders.

**Chapter IV**  
**CHANNEL CAPITAL, SHARES, SHAREHOLDERS**

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

1. Charter Capital:

a) At the time of adoption of this Charter, the charter capital of the Corporation is VND 238,500,000,000 (*in words: Two hundred thirty-eight billion, five hundred million dong*);

b) The total charter capital of the Corporation is divided into 23,850,000 shares with a par value of VND 10,000/share (ten thousand dong/share), of which:

- State-owned shares: 23,555,200 shares, accounting for 98.76% of the charter capital.

- Shares held by other shareholders: 294,800 shares, accounting for 1.24% of the charter capital.

- c) The charter capital of the Corporation is voluntarily contributed by shareholders in cash or their legally owned assets.
2. The Corporation may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of the law.
  3. All shares of the Corporation on the date of adoption of this Charter are common shares. The rights and obligations of shareholders holding each type of share are stipulated in Articles 13 and 14 of this Charter.
  4. The Corporation may issue other types of preferred shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of the law. The rights and obligations of shareholders under each type of share shall be implemented in accordance with the provisions of the law.
  5. Common shares must be offered preferentially to existing shareholders in proportion to their ownership of common shares in the Corporation, unless the General Meeting of Shareholders decides otherwise. The number of shares not subscribed by shareholders will be decided by the Board of Directors of the Corporation. The Board of Directors may distribute those shares to shareholders and others under conditions no more favorable than those offered to existing shareholders, unless the General Meeting of Shareholders approves otherwise.
  6. The Corporation may repurchase shares issued by the Corporation itself in the manner stipulated in this Charter and current law. Shares repurchased by the Corporation are treasury shares, and the Board of Directors may offer them for sale in ways consistent with the provisions of this Charter, the Securities Law, and relevant guiding documents.
  7. The Corporation may issue other types of securities when approved by the General Meeting of Shareholders and in accordance with the provisions of the law.

#### **Article 7. Shareholder Register**

1. The Corporation must establish and maintain a shareholder register from the date of issuance of the Business Registration Certificate. The shareholder register may be in written form, an electronic data file, or both.
2. The shareholder register must contain the following main contents:
  - a) Name and registered office address of the company;
  - b) Total number of shares authorized for sale, types of shares authorized for sale, and the number of shares authorized for sale of each type;
  - c) Total number of shares sold of each type and the value of contributed capital;
  - d) Full name, contact address, nationality, and legal document number of individual shareholders; name, business code or legal document number of organizations, and registered office address of organizations;
  - d) Number of shares of each type held by each shareholder, and the date of share registration.

## **Article 8. Share Certificates**

1. Shareholders of the Corporation shall be issued share certificates corresponding to the number and type of shares they own.

2. Shares are securities that confirm the legal rights and interests of the owner in a portion of the Corporation's share capital. Share certificates must contain all the information as prescribed in Clause 1, Article 121 of the Enterprise Law, including:

- a) Name, enterprise code, and head office address of the Corporation;
- b) Number of shares and type of shares;
- c) Par value of each share and total par value of the shares recorded on the share certificate;
- d) Full name, contact address, nationality, and legal document number for individual shareholders; name, enterprise code or legal document number of the organization, and head office address for organizational shareholders.
- đ) Signature of the legal representative and seal of the Corporation (if any);
- e) Registration number in the General Corporation's shareholder register and the date of share issuance.

3. Within thirty (30) days from the date of submitting a complete application for transfer of share ownership as prescribed by the General Corporation or within sixty (60) days from the date of full payment of the share purchase price as prescribed in the General Corporation's share issuance plan, the shareholder shall be issued a share certificate. The shareholder shall not pay the General Corporation the cost of printing the share certificate.

4. In case of errors in the content and form of shares issued by the General Corporation, the rights and interests of the shareholder shall not be affected. The legal representative of the General Corporation shall be responsible for damages caused by such errors.

5. In case the share is lost, damaged or destroyed in any other form, the shareholder shall be reissued the share by the General Corporation upon the shareholder's request. The shareholder's proposal must include the following:

- a) Information about shares that have been lost, damaged, or otherwise destroyed;
- b) A commitment to be responsible for any disputes arising from the reissuance of new shares.

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

Bond certificates or other securities certificates issued by the Corporation must bear the signature of the legal representative and the seal of the Corporation.

## **Article 10. Share Transfer**

1. Shares are freely transferable, except as otherwise provided in this Charter and by law. Any shares subject to transfer restrictions as stipulated by the Corporation will be clearly specified in the corresponding share certificate. Share transfers shall be conducted by contract or transactions on the securities market. In the case of a contract transfer, the transfer documents must be signed by the transferor and the transferee or their authorized representatives. 1. In the case of transactions on the stock market, the procedures for transferring shares shall be carried out in accordance with the provisions of the law on securities.

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

3. In the event that a shareholder is an individual who dies, their heir according to the will or by law shall become a shareholder of the Corporation.

4. In the event that a shareholder who is an individual dies without an heir, or the heir refuses to accept the inheritance, or is disinherited, those shares shall be handled according to the provisions of civil law.

5. Shareholders have the right to donate a part or all of their shares in the Corporation to other individuals or organizations; and to use the shares to pay off debts. Individuals and organizations receiving shares as gifts or debt repayment will become shareholders of the Corporation.

6. Individuals and organizations receiving shares in the cases stipulated in this Article will only become shareholders of the Corporation from the time their information is fully recorded in the shareholder register.

7. The Corporation must register changes in shareholders in the shareholder register at the request of the relevant shareholder within 24 hours of receiving the request as stipulated in the Corporation's Charter.

#### **Article 11. Offering of Shares**

1. Offering of shares is the process by which the Corporation increases the number and types of shares it is authorized to offer and sells those shares during its operation to increase its charter capital. The offering of shares can be carried out in one of the following forms: (i) Offering to existing shareholders; (ii) Offering to the public; (iii) Private placement of shares.

2. Offering of shares to existing shareholders is the case where the company increases the number and types of shares it is authorized to offer and sells all of those shares to all shareholders in proportion to their existing shareholding in the Corporation, and is carried out in accordance with the provisions of Article 124 of the Enterprise Law. 3. If the number of shares offered is not fully subscribed by shareholders and those entitled to purchase the rights, the Board of Directors has the right to sell the remaining shares to shareholders of the Corporation and other parties in a reasonable manner, under conditions no more favorable than those

offered to shareholders, unless otherwise approved by the General Meeting of Shareholders or as otherwise stipulated by securities law.

4. The public offering of shares of the Corporation and the private placement of shares shall be conducted in accordance with the provisions of securities law.

5. The Board of Directors shall decide on the timing, method, and price of the sale of shares within the number of shares authorized for sale. The selling price of shares shall not be lower than the market price at the time of the offering or the book value of the shares at the most recent time, except in the following cases:

a) Shares offered to all shareholders in proportion to their existing shareholdings in the Corporation;

b) Shares offered to brokers or underwriters. In this case, the specific discount or discount rate must be approved by the General Meeting of Shareholders.

5. The Corporation shall register the change in charter capital within 10 days from the date of completion of the share sale.

## **Chapter V**

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

#### **Article 12. Organizational Structure, Governance and Control**

The organizational structure for management, governance and control of the Corporation includes:

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

## **Chapter VI**

### **SHAREHOLDERS AND SHAREHOLDER MEETING**

#### **Article 13. Rights of Shareholders**

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

2. Ordinary shareholders have the following rights:

a) To attend and speak at the General Meeting of Shareholders and exercise their voting rights directly or through authorized representatives or other forms as prescribed by law. Each ordinary share has one voting right;

b) To receive dividends at the rate decided by the General Meeting of Shareholders;

- c) To have priority in purchasing new shares in proportion to the percentage of ordinary shares owned by each shareholder in the Corporation;
- d) To freely transfer their shares to others who have been fully paid in accordance with the provisions of this Charter and current law;
- đ) To review, search, and extract information on names and contact addresses in the list of shareholders with voting rights; to request correction of inaccurate information;
- e) To review, search, extract, or copy the Corporation's Charter, the Minutes of the General Meeting of Shareholders, and the Resolutions of the General Meeting of Shareholders;
- g) In the event of the Corporation's dissolution or bankruptcy, to receive a portion of the remaining assets corresponding to their shareholding ratio in the Corporation after the Corporation has paid all debts (including obligations to the state, taxes, and fees) and paid shareholders holding other types of shares in the Corporation in accordance with the law;
- h) To request the Corporation to repurchase shares in the cases stipulated in Article 132 of the Enterprise Law;
- i) To be treated equally. Each share of the same class gives the shareholder equal rights, obligations, and benefits. In the case that the Corporation has preferred shares, the rights and obligations associated with these preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;
- k) To have full access to periodic and extraordinary information published by the Corporation in accordance with the law;
- l) To have their legitimate rights and interests protected; to request the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Enterprise Law;
- m) Other rights as stipulated by law and this Charter.

3. Shareholders or groups of shareholders owning at least one percent (01%) of the total number of common shares have the right to independently or on behalf of the Corporation initiate legal action against members of the Board of Directors and the General Director for personal or joint liability as stipulated in Article 166 of the Enterprise Law.

4. Shareholders or groups of shareholders owning five percent (05%) or more of the total number of common shares have the following rights:

- a) To request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Enterprise Law.

The request to convene a General Meeting of Shareholders under point a, Clause 4 of this Article must be made in writing and must include the following contents:

Full name, contact address, nationality, and legal document number of the individual shareholder; name, enterprise code or legal document number of the organization, and head office address of the organization shareholder; number of shares and the registration date of each shareholder, the total number of shares of the entire shareholder group, and their ownership percentage in the total shares of the Corporation, as well as the basis and reasons for requesting the convening of the General Meeting of Shareholders. The request for convening the meeting must be accompanied by documents and evidence regarding violations by the Board of Directors, the extent of the violations, or decisions exceeding their authority.

b) Review, examine, and extract minutes and resolutions and decisions of the Board of Directors, interim and annual financial statements, reports of the Supervisory Board, contracts and transactions requiring approval from the Board of Directors, and other documents, except those related to trade secrets and business secrets of the Corporation;

c) Request the Supervisory Board to examine specific issues related to the management and operation of the Corporation when deemed necessary. The request must be in writing and must include the following information: full name, contact address, nationality, and legal document number of the individual shareholder; name, business code or legal document number of the organization, and head office address of the organization shareholder; the number of shares and the registration date of each shareholder, the total number of shares of the entire group of shareholders, and the ownership percentage in the total number of shares of the company; the issue to be inspected, and the purpose of the inspection;

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

đ) Convening a General Meeting of Shareholders in accordance with Clause 4, Article 140 of the Enterprise Law when the Board of Directors or the Supervisory Board fails to convene a General Meeting of Shareholders as prescribed by law;

5. Shareholders or groups of shareholders owning ten percent (10%) or more of the total number of common shares have the right to nominate individuals to the Board of Directors and the Supervisory Board. The nomination of individuals to the Board of Directors and the Supervisory Board shall be carried out as follows:

a) Common shareholders forming a group to nominate individuals to the Board of Directors and the Supervisory Board must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this Clause has the right to nominate one or more individuals as decided by the General Meeting of Shareholders as candidates for the Board of Directors and the Supervisory Board.

If the number of candidates nominated by shareholders or groups of shareholders is less than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders.

6. Other rights as prescribed by law and this Charter.

#### **Article 14. Obligations of Shareholders**

1. Pay in full and on time the number of shares committed to purchase.
2. Shareholders are not allowed to withdraw contributed capital in the form of common shares from the Corporation in any form, except in cases where the Corporation or another party repurchases the shares. If a shareholder withdraws part or all of their contributed capital contrary to the provisions of this clause, that shareholder and any related parties in the Corporation shall be jointly and severally liable for the Corporation's debts and other financial obligations to the extent of the value of the withdrawn shares and any resulting damages;
3. Comply with the Corporation's Charter and internal management regulations;
4. Abide by the Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors;
5. Maintain confidentiality of information provided by the Corporation as stipulated in the Corporation's Charter and the law; only use the provided information to exercise and protect their legitimate rights and interests; It is strictly prohibited to disseminate, copy, or send information provided by the Corporation to other organizations or individuals.
6. Attend the General Meeting of Shareholders and exercise voting rights through the following forms:
  - a) Attend and vote directly at the meeting;
  - b) Authorize another individual or organization to attend and vote at the meeting;
  - c) Send voting ballots to the meeting via mail, fax, email, or other forms as prescribed by law.
7. Be personally liable when acting on behalf of the Corporation in any form to perform any of the following acts:
  - a) Violation of the law;
  - b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
  - c) Paying debts not yet due before a potential financial risk to the Corporation.
8. Fulfill other obligations as prescribed by law and this Charter.

#### **Article 15. General Meeting of Shareholders**

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Corporation. The General Meeting of Shareholders shall meet annually once (01) a year and within four (04) months from the end of the financial year. The Board of Directors shall decide to extend the annual General Meeting of Shareholders if necessary, but not exceeding six (06) months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders shall be determined by the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable location. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Corporation's Charter, especially approving the audited annual financial report. In the event that the audit report of the Corporation's annual financial statements contains material exceptions, adverse audit opinions, or a disclaimer, the Corporation must invite a representative of the approved auditing firm to attend the Annual General Meeting of Shareholders. The representative of the approved auditing firm is responsible for attending the Annual General Meeting of Shareholders.

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

- a) The Board of Directors deems it necessary for the benefit of the Corporation;
- b) The number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number stipulated in this Charter, and the remaining number of members of the Supervisory Board is less than the minimum number of members required by law;
- c) At the request of a shareholder or group of shareholders as stipulated in Clause 4, Article 13 of this Charter. The request to convene a General Meeting of Shareholders must be in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the request must be made in multiple copies and collected with sufficient signatures of the relevant shareholders;
- d) At the request of the Supervisory Board;
- e) Other cases as prescribed by law and the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors.

4. Convening an Extraordinary General Meeting of Shareholders

- a) The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date the number of remaining members of the Board of Directors and members of the Supervisory Board is as stipulated in point b, Clause 3 of this Article, or upon receiving the request as stipulated in points c and d, Clause 3 of this Article.

b) If the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in point a, clause 4 of this Article, then within the next thirty (30) days, the Supervisory Board shall replace the Board of Directors in convening a General Meeting of Shareholders as prescribed in point d, clause 3 of this Article.

c) If the Supervisory Board fails to convene a General Meeting of Shareholders as stipulated in point b, Clause 4 of this Article, the shareholder or group of shareholders specified in Clause 4, Article 13 of this Charter has the right to represent the Corporation in convening a General Meeting of Shareholders as stipulated in the Enterprise Law.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders.

d) The costs for convening and conducting the General Meeting of Shareholders as stipulated in points a, b, and c of this clause will be reimbursed by the Corporation.

đ) The procedures for organizing a General Meeting of Shareholders are stipulated in clause 2, Article 19 of this Charter.

#### **Article 16. Rights and Obligations of the General Meeting of Shareholders**

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

a) To approve the development orientation of the Corporation;

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

c) Electing, dismissing, and removing members of the Board of Directors and members of the Supervisory Board;

d) Deciding on the investment or sale of assets with a value of 35% or more of the total asset value recorded in the Corporation's most recent financial statement;

đ) Deciding on amendments and additions to the Corporation's Charter;

e) Approving the audited annual financial statements;

g) Deciding on the repurchase of more than 10% of the total number of shares sold of each type;

h) Reviewing and handling violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Corporation and its shareholders;

i) Deciding on the reorganization or dissolution of the Corporation;

k) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;

l) Approving the Internal Governance Regulations; the Operating Regulations of the Board of Directors and the Supervisory Board;

- m) Approving the list of approved auditing firms; deciding on the approved auditing firm to conduct an audit of the Corporation's operations, and dismissing approved auditors when deemed necessary;
- n) Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders shall discuss and approve the following matters:
- a) The Corporation's annual business plan;
- b) The audited annual financial statements;
- c) The Board of Directors' report on governance and the performance of the Board of Directors and each member of the Board of Directors;
- d) The Supervisory Board's report on the Corporation's business results, the performance of the Board of Directors and the General Director;
- d) The Supervisory Board's self-assessment report on its performance;
- e) Dividend rate per share of each class;
- g) Number of members of the Board of Directors and Supervisory Board;
- h) Election, dismissal, and removal of members of the Board of Directors and Supervisory Board;
- i) Decision on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and Supervisory Board;
- k) Approval of the list of approved auditing firms; decision on the approved auditing firm to conduct an audit of the Corporation's operations, and dismissal of approved auditors when deemed necessary;
- l) Amendments and additions to the Corporation's Charter;
- m) Types of shares and the number of new shares to be issued for each class;
- n) Division, separation, merger, consolidation, or conversion of the Corporation;
- o) Reorganization and dissolution (liquidation) of the Corporation and designation of the liquidator;
- p) Decisions to invest in or sell assets with a value of 35% or more of the total asset value recorded in the Corporation's most recent financial statement.
- q) Decisions to repurchase more than 10% of the total number of shares sold of each type;
- r) The Corporation signs contracts and transactions with the entities specified in point b, clause 9, Article 44 of this Charter.
- s) Approval of transactions stipulated in clause 84, Article 1 of the Decree No. 245/2025/NĐ-CP dated 11/9/2025 of the Government, amending and supplementing clauses 3, 4, and 5 of Article 293 of the Decree 155/2020/NĐ-CP

dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

t) Approval of the Internal Governance Regulations; Regulations on the operation of the Board of Directors and the Supervisory Board;

u) 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 17. Authorization to Attend the General Meeting of Shareholders**

1. Shareholders, or authorized representatives of shareholders who are organizations, may attend the meeting in person or authorize one or more other individuals or organizations to attend on their behalf, or attend through one of the forms stipulated in Clause 6, Article 14 of this Charter.

2. The authorization of individuals or organizations to represent shareholders at the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be in writing. The authorization document shall be prepared in accordance with the provisions of civil law and the regulations of the Corporation, and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of the authorizing party and the authorized party. If the shareholder is an organization, the signatures of the legal representative of the shareholder and the authorized person must also be present at the meeting.

Authorized representatives attending the General Meeting of Shareholders must submit the authorization document when registering to attend the meeting.

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

a) The authorizing representative has died, is restricted in civil capacity, or has lost civil capacity;

b) The authorizing representative has revoked the authorization;

c) The authorizing representative has revoked the authority of the person performing the authorization.

This clause does not apply if the Corporation receives notification of one of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 18. Changes to Rights**

1. Changes or cancellations of special rights associated with a preferred share shall take effect when approved by shareholders representing 65% or more of the total voting rights of all shareholders attending the meeting. 1. A resolution of the General Meeting of Shareholders concerning adverse changes to the rights and

obligations of shareholders holding preferred shares shall only be adopted if approved by at least 75% of the total number of preferred shares of that class present at the meeting, or by at least 75% of the total number of preferred shares of that class in the case of a resolution adopted by written ballot.

2. The holding of a meeting of shareholders holding a class of preferred shares to approve the aforementioned change of rights shall only be valid if there are at least two (2) shareholders (or their authorized representatives) holding at least one-third of the par value of the issued shares of that class. If the number of delegates is insufficient as stated above, the meeting shall be rescheduled within the next 30 (thirty) days, and those holding shares of that class (regardless of the number of people and shares) present in person or through authorized representatives shall be considered to have met the required number of delegates. At the meetings of shareholders holding the aforementioned preferred shares, those holding shares of that class present in person or through representatives may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.

3. The procedure for conducting such separate meetings shall be carried out in accordance with the provisions of Articles 20, 21 and 22 of this Charter.

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

#### **Article 19. Convening Meetings, Meeting Agenda, and Notice of Meeting Invitations to the General Meeting of Shareholders**

1. The Board of Directors shall convene the annual and extraordinary General Meeting of Shareholders. The Board of Directors shall convene the extraordinary General Meeting of Shareholders in the cases stipulated in Clause 3, Article 15 of this Charter.

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

a) Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders based on the shareholder register and the securities holder register of the Corporation. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days before the date of sending the notice of meeting invitations to the General Meeting of Shareholders. The Corporation must publish information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date.

b) Prepare the agenda and content of the meeting;

c) Prepare documents for the meeting;

d) Draft Resolution of the General Meeting of Shareholders according to the planned agenda of the meeting;

d) Determine the time and place of the meeting;

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

g) Other tasks serving the meeting.

3. Notices inviting shareholders to the General Meeting of Shareholders shall be sent to all shareholders by means that ensure they reach the shareholders' contact addresses, and shall also be published on the website of the Corporation and the State Securities Commission, and the stock exchange where the Corporation's shares are listed or registered for trading. The person convening the General Meeting of Shareholders must send notices inviting shareholders to all shareholders on the list of shareholders entitled to attend at least 21 days before the opening date of the General Meeting of Shareholders (calculated from the date the notice is duly sent or transmitted). The agenda for the General Meeting of Shareholders, and documents related to the issues to be voted on at the Meeting, shall be sent to shareholders and/or posted on the Corporation's website. In cases where the documents are not sent with the notice of the General Meeting of Shareholders, the notice of meeting must clearly state the link to all meeting documents so that shareholders can access them, including:

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

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

c) Voting ballots;

d) Draft resolutions for each item on the agenda.

4. Shareholders or groups of shareholders mentioned in Clause 4, Article 13 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be sent to the Corporation no later than three (03) working days before the opening date of the General Meeting of Shareholders. The proposal must clearly state the name of the shareholder and the number of each type of share held by the shareholder whose proposed issue is to be included in the meeting agenda.

5. The person convening the General Meeting of Shareholders has the right to reject a proposal as stipulated in Clause 4 of this Article if it falls under one of the following cases:

a) The proposal is submitted incorrectly according to Clause 4 of this Article;

b) At the time of the proposal, the shareholder or group of shareholders does not hold at least five percent (05%) of the total number of common shares as stipulated in Clause 4, Article 13 of this Charter;

c) The proposed issue is not within the scope of the General Meeting of Shareholders' decision-making authority;

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

6. The person convening the General Meeting of Shareholders must accept and include the proposal as stipulated in Clause 4 of this Article in the planned agenda and content of the meeting, except as stipulated in Clause 5 of this Article; The proposal will be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

#### **Article 20. Conditions for holding a General Meeting of Shareholders**

1. A General Meeting of Shareholders shall be held when the number of shareholders attending represents more than fifty percent (50%) of the total voting shares.

2. If the required number of delegates is not present within thirty (30) minutes before the scheduled opening time of the meeting as stipulated in Clause 1 of this Article, a second meeting notice shall be sent within thirty (30) days from the date of the first scheduled meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending represents thirty-three percent (33%) or more of the total voting shares.

3. If the second meeting does not meet the quorum requirements as stipulated in Clause 2 of this Article, the notice of the third meeting must be sent within twenty (20) days from the date of the planned second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of voting shares of the shareholders present.

#### **Article 21. Procedures for conducting meetings and voting at the General Meeting of Shareholders**

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

a) When registering shareholders, the Corporation issues each shareholder or authorized representative a voting card, which includes the registration number, the shareholder's full name, the authorized representative's full name, and the shareholder's voting number. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by vote in favor, against, or abstention. At the meeting, the voting cards for the resolution are collected first, followed by those for the resolution against. Finally, the total number of votes in favor or against is counted to make a decision. The results of the vote count are announced by the Chairman immediately before the meeting adjourns. The General Meeting elects those responsible for counting or supervising the vote count as proposed by the Chairman. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting.

b) Shareholders, authorized representatives of shareholders (if organizational), or authorized persons arriving after the meeting has commenced have the right to register immediately and subsequently have the right to participate and vote at the meeting immediately after registration. The chairperson is not obligated to stop the meeting to allow late-arriving shareholders to register, and the validity of previously voted-on items remains unchanged.

2. The election of the chairperson, secretary, and vote counting committee is regulated as follows:

a) The Chairman of the Board of Directors shall preside over or authorize another member of the Board of Directors to preside over the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to preside over the meeting by majority vote. If no chairperson can be elected, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect a chairperson, and the person with the highest number of votes shall preside over the meeting;

b) Except as provided in point a of this clause, the signatory convening the General Meeting of Shareholders shall preside over the meeting to elect the meeting chairman, and the person with the highest number of votes shall be the meeting chairman;

c) The chairman shall appoint one or more people to serve as meeting secretaries;

d) The General Meeting of Shareholders shall elect one or more people to the vote counting committee as proposed by the meeting chairman.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically define the time allocated for each item on the agenda.

4. The meeting chairman 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 wishes of the majority of attendees.

a) Arrange seating at the meeting venue;

b) Ensure the safety of all people present at the meeting venues;

c) To facilitate shareholders' attendance (or continued attendance) at the meeting. The convener of the General Meeting of Shareholders has the full right to change the above-mentioned measures and apply all necessary measures. These measures may include issuing entry passes or using other selection methods.

5. The General Meeting of Shareholders discusses and votes on each item on the agenda. Voting is conducted by vote in favor, against, or abstention. The results of

the vote count are announced by the chairman immediately before the meeting adjourns.

6. Shareholders or their authorized representatives arriving after the meeting has commenced may register immediately and have the right to participate in voting immediately after registration; in this case, the validity of previously voted items remains unchanged.

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

a) To require all attendees to undergo security checks or other lawful and reasonable security measures;

b) Request the competent authority to maintain order at the meeting; expel those who do not comply with the chairman's authority, intentionally disrupt order, hinder the normal progress of the meeting, or do not comply with security checks from the General Meeting of Shareholders.

8. The chairman has the right to postpone the General Meeting of Shareholders that has a sufficient number of registered attendees for a maximum of three (03) working days from the date the meeting is scheduled to commence and may only postpone or change the meeting place in the following cases:

a) The meeting place does not have enough convenient seating for all attendees;

b) The communication facilities at the meeting place do not ensure that shareholders attending the meeting can participate, discuss, and vote.

c) There are attendees who obstruct, disrupt order, or risk preventing the meeting from being conducted fairly and legally.

9. If the chairperson postpones or suspends the General Meeting of Shareholders in violation of the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson and conduct the meeting until its conclusion; all resolutions adopted at that meeting shall be effective and enforceable.

10. In cases where the Corporation applies modern technology to organize the General Meeting of Shareholders through online meetings, the Corporation is responsible for ensuring that shareholders can attend and vote by electronic ballot or other electronic means as prescribed in Clause 6, Article 14 of this Charter.

## **Article 22. Conditions for the adoption of a Resolution of the General Meeting of Shareholders**

1. A resolution on the following matters shall be adopted if it is approved by shareholders representing sixty-five percent (65%) or more of the total voting shares of all shareholders attending and voting at the meeting, except as stipulated in Clauses 2, 3 and 4 of this Article:

a) Type of shares and total number of shares of each type;

b) Changes in industry, profession and business field;

- c) Changes in the organizational structure of the Corporation's management;
- d) Investment projects or sale of assets with a value of 35% or more of the total asset value;
- d) Reorganization and dissolution of the Corporation;

2. Voting for members of the Board of Directors and the Supervisory Board must be conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Supervisory Board, and shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected members of the Board of Directors or the Supervisory Board are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in the Corporation's Charter is reached. In the event that two or more candidates receive the same number of votes for the last member of the Board of Directors or the Supervisory Board, a re-election will be held among the candidates with the equal number of votes, or a selection will be made according to the criteria stipulated in the election regulations or this Charter.

3. In the case of adopting a resolution by written ballot, the General Meeting of Shareholders' resolution is adopted if it is approved by shareholders holding more than fifty percent (50%) of the total voting rights of all shareholders entitled to vote.

4. A General Meeting of Shareholders' resolution concerning matters that adversely affect the rights and obligations of preferred shareholders shall only be adopted if it is approved by preferred shareholders of the same type present at the meeting holding seventy-five percent (75%) or more of the total preferred shares of that type, or if it is approved by preferred shareholders of the same type holding seventy-five percent (75%) or more of the total preferred shares of that type in the case of adopting a resolution by written ballot.

5. Resolutions are adopted when approved by shareholders holding more than fifty percent (50%) of the total voting shares of all shareholders attending and voting at the meeting, except as provided in Clauses 1, 2, 3 and 4 of this Article.

6. Resolutions of the General Meeting of Shareholders adopted by one hundred percent (100%) of the total voting shares are legal and effective even if the procedures for convening the meeting and adopting the resolution violate the provisions of the Enterprise Law and this Charter.

### **Article 23. Authority and Procedures for Obtaining Shareholder Opinions in Writing to Adopt Resolutions of the General Meeting of Shareholders**

1. The Board of Directors has the right to obtain shareholder opinions in writing to adopt decisions of the General Meeting of Shareholders at any time if deemed necessary for the benefit of the Corporation, except in the following cases:

- a) Development orientation of the Corporation;

- b) Types of shares and the total number of shares of each type;
- c) Election of members of the Board of Directors and the Supervisory Board;
- d) Decisions on investment or sale of assets with a value of 35% or more of the total asset value recorded in the Corporation's most recent financial statement;
- d) Approval of the annual financial statement;
- e) Reorganization or dissolution of the Corporation.

2. The Board of Directors shall prepare the ballot, draft resolution of the General Meeting of Shareholders, explanatory documents for the draft resolution and send them to all shareholders with voting rights no later than ten (10) days before the deadline for returning the ballot. The requirements and method of sending the ballot and accompanying documents shall be implemented in accordance with the provisions of Clause 3, Article 19 of this Charter.

3. The ballot must contain the following main contents:

- a) Name, head office address, enterprise code;
- b) Purpose of the ballot;
- c) Full name, contact address, nationality, legal document number of the individual shareholder; name, enterprise code or legal document number of the organization, head office address of the organization shareholder; or full name, contact address, nationality, legal document number of the individual representative of the organization shareholder; the number of shares of each class and the number of voting rights of shareholders;
- d) The issue requiring a vote for approval;
- d) Voting options including: approve, disapprove, and abstain from voting on each issue;
- e) Deadline for submitting the completed opinion ballots to the Corporation;
- g) Full name and signature of the Chairman of the Board of Directors;

4. Shareholders may submit completed opinion ballots to the Corporation in one of the following ways:

- a) By mail: Completed opinion ballots must be signed by individual shareholders, authorized representatives, or legal representatives of corporate shareholders. Opinion ballots sent to the Corporation must be enclosed in a sealed envelope and no one may open them before the vote count;
- b) By email: Opinion ballots sent to the Corporation via email must be kept confidential until the vote count;
- c) Opinion ballots sent to the Corporation after the deadline specified in the ballot content, or that have been opened in the case of mail submissions or disclosed in the case of fax or email submissions, are invalid. Unsubmitted ballots are considered non-voting ballots.

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

- a) Name, registered office address, and enterprise code;
- b) Purpose and issues requiring opinion to pass the resolution;
- c) Number of shareholders and total number of votes cast, distinguishing between valid and invalid votes, and the method of sending the ballots, along with an appendix listing the shareholders participating in the vote;
- d) Total number of votes in favor, against, and abstentions for each issue;
- d) Issues that have been approved and the corresponding percentage of votes in favor;
- e) Full name and signature of the Chairman of the Board of Directors, the vote counting supervisor, and the vote counter.

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

6. The vote counting minutes and resolutions must be sent to shareholders within fifteen (15) days from the date of completion of vote counting or published on the Corporation's website within twenty-four (24) hours from the time of completion of vote counting. The publication of information and the posting of the General Meeting of Shareholders' resolutions shall be in lieu of sending resolutions to all shareholders as stipulated in the Enterprise Law.

7. The completed ballots, vote counting records, adopted resolutions, and related documents attached to the ballots must all be kept at the Corporation's head office;

8. Resolutions adopted through written shareholder consultation must be approved by shareholders representing more than 50% of the total voting shares of all shareholders with voting rights and shall have the same validity as resolutions adopted at the General Meeting of Shareholders.

#### **Article 24. Resolutions and Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and contain the following main contents:

- a) Name, registered office address, and enterprise code;
- b) Time and place of the General Meeting of Shareholders;
- c) Meeting agenda and content;
- d) Full name of the chairperson and secretary;

- d) Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each item on the agenda;
- e) Number of shareholders and total number of votes of shareholders attending the meeting, appendix of shareholder registration list, shareholder representatives attending the meeting with corresponding share and vote counts;
- g) The total number of votes cast for each voting issue, clearly stating the voting method, the total number of valid, invalid, affirmative, and abstention votes; the corresponding percentage of the total votes cast by shareholders present at the meeting;
- h) The issues that have been approved and the corresponding percentage of votes cast in favor;
- i) The full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid if signed by all other members of the Board of Directors present at the meeting and containing all the content as stipulated in this Clause. The meeting minutes shall clearly state the chairperson or secretary's refusal to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The chairperson and secretary of the meeting shall be jointly responsible for the truthfulness and accuracy of the content of the minutes.

3. Resolutions, minutes of the General Meeting of Shareholders, appendices listing registered shareholders to attend the meeting with shareholder signatures, proxies for attending the meeting, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation notice must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at the head office of the Corporation.

#### **Article 25. Request for Annulment of Shareholders' Meeting Resolution**

1. Within ninety (90) days from the date of receipt of the resolution or minutes of the Shareholders' Meeting or the minutes of the vote count of the Shareholders' Meeting, the shareholder or group of shareholders specified in Clause 4, Article 13 of this Charter has the right to request the Court or Arbitration to review and annul the resolution or part of the content of the Shareholders' Meeting resolution in the following cases:

- a) The procedures for convening the meeting and making decisions of the Shareholders' Meeting seriously violate the provisions of the Enterprise Law and this Charter except for the case specified in Clause 6, Article 21 of this Charter;
- b) The content of the resolution violates the law or this Charter.

2. In the event that a shareholder or group of shareholders requests the Court or Arbitration to annul a resolution of the General Meeting of Shareholders as prescribed in this Article, that resolution shall remain in effect until the decision of the Court or Arbitration to annul it takes effect, except in the case of applying

temporary emergency measures as decided by a competent authority. The person who convened the annulled General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders within forty-five (45) days according to the procedures prescribed in the Enterprise Law and this Charter.

## **Chapter VII BOARD OF DIRECTORS**

### **Article 26. Self-nomination and Nomination of Board Members**

1. In the event that a Board of Directors candidate has been identified, the Corporation must publish information related to the candidates at least ten (10) days before the opening of the General Meeting of Shareholders on the Corporation's website so that shareholders can learn about these candidates before voting. Board of Directors candidates must provide a written commitment regarding the truthfulness and accuracy of the published personal information and must commit to performing their duties honestly, carefully, and in the best interests of the Corporation if elected as a Board of Directors member. Information related to Board of Directors candidates to be published includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work experience;
- d) Other management positions (including Board of Directors positions of other companies);
- đ) Interests related to the Corporation and its related parties;
- e) Assessment report on the candidate's contribution to the Corporation, in case the candidate is currently a member of the Corporation's Board of Directors;
- g) The Corporation is responsible for disclosing information about the companies in which the candidate holds a position as a member of the Board of Directors, other management positions, and any interests related to the candidate's Board of Directors (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and this Charter. Shareholders or groups of shareholders owning from 10% to less than 20% of the total number of common shares may nominate one (01) candidate; Shareholders or groups of shareholders owning from 20% to less than 30% of the total common shares may nominate a maximum of two (02) candidates; Shareholders or groups of shareholders owning from 30% to less than 40% of the total common shares may nominate a maximum of three (03) candidates; Shareholders or groups of shareholders owning from 40% to less than 50% of the total common shares may nominate a maximum of four (04) candidates; Shareholders or groups of

shareholders owning 50% or more of the total common shares may nominate a maximum of five (05) candidates.

3. In case the number of candidates self-nominated and nominated by the Board of Directors is still insufficient as stipulated in Clause 5, Article 13 of this Charter, the incumbent Board of Directors may nominate additional candidates or nominate organizations in accordance with this Charter, the Internal Regulations on Governance and the Operating Regulations of the Board of Directors. The current Board of Directors' nomination of additional candidates must be clearly announced before the General Meeting of Shareholders elects members of the Board of Directors in accordance with the law.

4. Standards for Board Members:

Board members must meet the following standards and conditions:

- a) Not be subject to the prohibition on establishing and managing enterprises as stipulated in Clause 2, Article 17 of the Enterprise Law;
- b) Have professional qualifications and experience in business administration or in the business sector of the Corporation and are not necessarily shareholders of the Corporation;
- c) A member of the Corporation's Board of Directors may simultaneously be a member of the Board of Directors of a maximum of five (05) other companies;
- d) A member of the Board of Directors must not be a family member of the General Director, other managers of the Corporation; or of a manager or person with the authority to appoint managers of the Corporation;
- d) Other standards as prescribed by law and the Corporation's regulations.

#### **Article 27. Composition and Term of Board of Directors Members**

1. The number of Board of Directors members is five (05) people.
2. The term of a Board of Directors member shall not exceed five (05) years and may be re-elected for an unlimited number of terms. In the event that all Board of Directors members complete their term at the same time, those members shall continue to be Board of Directors members until a new member is elected to replace them and take over the work.
3. The structure of the Board of Directors of the Corporation must ensure that at least one Board of Directors member is a non-executive member.
4. A Board of Directors member shall no longer be eligible to be a Board of Directors member if dismissed, removed, or replaced by the General Meeting of Shareholders in the following cases:
  - a) The General Meeting of Shareholders dismisses a Board of Directors member in the following cases:
    - Not meeting the standards and conditions as stipulated in Clause 4, Article 26 of this Charter;

- A resignation letter is submitted and approved by the General Meeting of Shareholders;

b) The General Meeting of Shareholders dismisses a member of the Board of Directors if that member does not participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure.

c) When deemed necessary, the General Meeting of Shareholders decides to replace a member of the Board of Directors; dismiss or remove a member of the Board of Directors except in cases specified in points a and b of this clause.

5. The election, dismissal, and removal of members of the Board of Directors must be announced in accordance with the law on information disclosure in the securities market.

### **Article 28. Powers and obligations of the Board of Directors**

1. The Board of Directors is the management body of the Corporation, having full authority to act on behalf of the Corporation to decide and exercise the rights and obligations of the Corporation, except for the rights and obligations under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are stipulated by law, the Corporation's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

a) Deciding on the strategy, medium-term development plan, and annual business plan of the Corporation;

b) Proposing the types of shares and the total number of shares authorized for sale of each type;

c) Deciding on the sale of unsold shares within the scope of the number of shares authorized for sale of each type; deciding on raising additional capital through other forms;

d) Deciding on the selling price of shares and bonds of the Corporation;

đ) Deciding on the repurchase of shares as stipulated in Clauses 1 and 2 of Article 133 of the Enterprise Law;

e) Deciding on solutions for market development, marketing, and technology;

g) Deciding on investments or sales of assets with a value less than thirty-five percent (35%) of the total asset value;

h) Approving purchase and sale contracts and other contracts and transactions with a value of thirty-five percent (35%) or more of the total asset value recorded in the Corporation's most recent financial statement, and transactions as stipulated in point a, clause 9, Article 44 of this Charter.

i) Approving loan and lending contracts of the Corporation, except for contracts under the authority of the General Meeting of Shareholders as stipulated in point s, clause 2, Article 16 of this Charter;

- k) Electing, dismissing, and removing the Chairman of the Board of Directors; appointing, dismissing, or signing contracts and terminating contracts with the General Director and other key managers in accordance with the Corporation's internal governance regulations, reporting to the General Meeting of Shareholders on the appointment of the General Director; deciding on the salaries, remuneration, bonuses, and other benefits of those managers; appointing authorized representatives to participate in the Board of Members or General Meeting of Shareholders in other companies, deciding on the remuneration and other benefits of those representatives;
- l) Supervising and directing the General Director and other managers in the daily operation of the Corporation;
- m) Deciding on the organizational structure and internal management regulations of the Corporation, deciding on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;
- n) Approving the agenda and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders or soliciting opinions for the General Meeting of Shareholders to pass resolutions;
- o) Submitting the audited annual financial statements to the General Meeting of Shareholders;
- p) Proposing the dividend rate to be paid; deciding on the time and procedures for paying dividends or handling losses incurred during business operations;
- q) Proposing the reorganization or dissolution of the Corporation; requesting the bankruptcy of the Corporation;
- r) Decisions on the promulgation of the Board of Directors' operating regulations and internal regulations on corporate governance after approval by the General Meeting of Shareholders; Decisions on the promulgation of the operating regulations of the Internal Audit Committee under the Board of Directors and the Corporation's information disclosure regulations;
- s) Other rights and obligations as prescribed by the Enterprise Law, the Securities Law, other legal regulations, and this Charter.

3. The Board of Directors must report to the General Meeting of Shareholders on the results of its operations as prescribed in Article 280 of the Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government detailing the implementation of some articles of the Securities Law.

4. The Board of Directors adopts decisions by voting at meetings, by written consultation, or by other forms as prescribed in the Corporation's Charter. Each member of the Board of Directors has one vote.

5. When performing its functions, rights, and obligations, the Board of Directors shall base on the provisions of Law No. 68/2025/QH15, its amendments, supplements, and implementing guidelines, and the Regulations on the

Management of the Representatives for State Capital in Enterprises where the Ministry of Construction acts as the owner's representative to coordinate with the Representatives for State Capital to report to the owner's representative agency before voting at the General Meeting of Shareholders or Board of Directors meetings, ensuring compliance with the law and the Corporation's Charter. In the event that a resolution passed by the Board of Directors is contrary to the law or the Corporation's Charter and causes damage to the Corporation, the members who approved the resolution shall be jointly and severally liable for the resolution and shall compensate the Corporation for the damage; members who opposed the resolution shall be exempt from liability. In this case, shareholders owning shares of the Corporation have the right to request the Court to suspend or annul the aforementioned resolution or decision.

7. Members of the Board of Directors have the following rights and responsibilities:

- a) To request the General Director, Deputy General Director, and other managers in the Corporation to provide information and documents on the financial situation and business operations of the Corporation and its units. The requested managers must provide timely, complete, and accurate information and documents as requested by the members of the Board of Directors.
- b) To perform their duties honestly and carefully for the best interests of the shareholders and the Corporation;
- c) To attend all meetings of the Board of Directors and give opinions on the issues discussed;
- d) To report and disclose information when conducting share transactions of the Corporation in accordance with the law;
- e) Other rights and responsibilities as prescribed by law and the Corporation's regulations.

#### **Article 29. Salaries, remuneration, bonuses and other benefits of Board of Directors members**

1. The Corporation has the right to pay salaries, remuneration, and bonuses to Board of Directors members based on business results and efficiency.
2. Board of Directors members are entitled to salaries, remuneration for work, and bonuses. The Board of Directors shall determine the remuneration level for each member based on consensus. The total amount of salaries, remuneration, and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at its annual meeting.
3. The salaries and remuneration of each Board of Directors member shall be included in the Corporation's production and business expenses in accordance with the law on corporate income tax, shall be shown as a separate item in the Corporation's annual financial statements, and shall be reported to the General Meeting of Shareholders at its annual meeting.

4. Members of the Board of Directors holding executive positions or members of the Board of Directors working in subcommittees of the Board of Directors or performing other tasks outside the normal scope of a Board member's duties 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. Members of the Board of Directors are entitled to reimbursement of all travel, accommodation, and other reasonable expenses incurred in performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.

6. Members of the Board of Directors may have liability insurance purchased by the Corporation after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover the liability of Board members related to violations of the law, this Charter, and the Corporation's regulations.

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

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

2. The Chairman of the Board of Directors may not also hold the position of General Director of the Corporation.

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

a) To prepare the program and plan of activities of the Board of Directors;

b) To prepare the agenda, content, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;

c) To organize the adoption of resolutions and decisions of the Board of Directors;

d) To sign resolutions and decisions of the Board of Directors on behalf of the Board of Directors and to sign documents handling matters within the authority and duties of the Board of Directors;

d) To supervise the implementation of resolutions, decisions, and directives of the Board of Directors;

e) On behalf of the Board of Directors, convening and presiding over the General Meeting of Shareholders;

g) Being responsible for ensuring that the Board of Directors submits the annual financial report, the Corporation's operational report, the audit report, and the Board of Directors' inspection report to shareholders at the General Meeting of Shareholders;

h) Assigning specific functions and duties of the Board of Directors to each member of the Board of Directors;

i) Other powers within the authority of the Board of Directors as decided by the Board of Directors in each period.

k) Other rights and duties as stipulated in the Enterprise Law and this Charter.

4. In the event that the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed from office, the Board of Directors must elect a replacement within ten (10) days from the date of receiving the resignation letter or being dismissed or removed from office.

5. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she shall authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors. In the absence of an authorized representative, or if the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative sanctions at a compulsory rehabilitation center or compulsory education facility, has absconded from his/her residence, is restricted or incapacitated, has difficulties in understanding or controlling his/her behavior, or is prohibited by the Court from holding office, practicing a profession, or engaging in certain work, the remaining members shall elect one of them to temporarily hold the position of Chairman of the Board of Directors by a majority vote of the remaining members until a new decision is made by the Board of Directors.

### **Article 31. 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 the end of the election of the Board of Directors. This meeting shall be convened by the member with the highest number of votes or the highest percentage of votes. In the event that more than one member has the highest number of votes or the highest percentage of votes and they are equal, these members shall elect by majority rule to choose one (01) person among them to convene the meeting of the Board of Directors.

2. The Board of Directors shall meet at least once every quarter (01) and may hold extraordinary meetings.

3. The Chairman of the Board of Directors shall convene extraordinary meetings when deemed necessary for the benefit of the Corporation. In addition, the Chairman must convene a meeting of the Board of Directors, without delay, when one of the following parties submits a written request outlining the purpose of the meeting and the issues to be discussed:

a) A request from the Supervisory Board;

b) A request from the General Director of the Corporation or at least five (05) other managers;

c) A request from at least two (02) members of the Board of Directors;

d) Other cases as prescribed by law or this Charter.

4. 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 stipulated in Clause 3 of this Article. If the Chairman of the Board of Directors fails to convene a meeting of the Board of Directors as requested, he/she shall be responsible for any damages incurred by the Corporation; the person making the request has the right to replace the Board of Directors in convening the meeting of the Board of Directors;

5. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a notice of meeting at least three (03) days before the meeting date. The notice of meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The notice of meeting must be accompanied by the documents to be used at the meeting and the voting ballot of the members.

The notice of the Board of Directors meeting may be sent by invitation, telephone, electronic means or other methods, but must ensure that it reaches the contact address of each Board of Directors member registered with the Corporation.

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

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

7. A meeting of the Board of Directors shall be held when at least three-quarters (3/4) of the total number of members are present. If the meeting convened in accordance with this clause does not have the required number of members present, a second meeting shall be convened within seven (07) days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors are present.

8. Members of the Board of Directors must attend all meetings of the Board of Directors. Members of the Board of Directors shall be considered to have attended and voted at the meeting in the following cases:

a) Attending and voting in person at the meeting;

b) Attending and voting through online conferencing, electronic voting or other electronic forms;

c) Sending voting ballots to the meeting via mail or email. In the case of sending ballots to the meeting by mail, the ballot must be enclosed in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening. The ballot may only be opened in the presence of all attendees.

9. Voting:

a) Except as provided in point b of this clause, each member of the Board of Directors present in their individual capacity at the Board of Directors meeting shall have one (01) ballot;

b) Members of the Board of Directors shall not vote on contracts, transactions or proposals in which they or their related persons have an interest and that interest conflicts or may conflict with the interests of the Corporation. Members of the Board of Directors shall not be counted towards the minimum attendance rate required to hold a Board of Directors meeting regarding decisions on which they do not have the right to vote;

c) The Board of Directors adopts resolutions and makes decisions by following the majority (over 50%) approval of the Board members present. In the event of a tie vote, the Chairman's vote will be the deciding vote.

10. Board meetings may be held online among members of the Board when all or some members are located in different places, provided that each participating member can:

a) Listen to each other participating Board member speak at the meeting;

b) If they wish, they may speak to all other participating members simultaneously.

Communication between members may take place in person by telephone or by other means of communication, or a combination of all these methods. Under these Bylaws, a Board member participating in such a meeting is deemed to be "present" at that meeting. The meeting location under these Bylaws is the location where the largest group of Board members gathers, or, if no such group exists, the location where the Chairperson is present.

Decisions adopted in a formally organized and conducted online meeting will take effect immediately upon the conclusion of the meeting, but must be confirmed by the signatures in the minutes of all Board members present at the meeting.

11. Resolutions adopted by written ballot are based on the unanimous agreement of a majority of Board members with voting rights. Such resolutions have the same effect and value as resolutions adopted by Board members at a meeting convened and held in accordance with established practice.

12. Board meetings must be recorded in minutes and may be audio-recorded, recorded and stored electronically. Minutes must be in Vietnamese and may also be in a foreign language, containing the following main contents:

a) Name, registered office address, business registration number;

b) Purpose, agenda and content of the meeting;

c) Time and place of the meeting;

d) Full names of each member attending the meeting or their authorized representatives, and the manner of attendance; full names of members absent from the meeting and the reasons;

d) Issues discussed and voted on at the meeting;

- e) Summary of the opinions expressed by each member attending the meeting in chronological order;
- g) Voting results, clearly indicating those who approved, disapproved, and abstained;
- h) Issues that were approved and the corresponding percentage of votes in favor;
- i) Full names and signatures of the chairperson, members attending the meeting, and the person recording the minutes.

The chairperson and the person recording the minutes are responsible for the accuracy and truthfulness of the content of the Board of Directors meeting minutes.

13. The Chairman of the Board of Directors is responsible for forwarding the minutes of the Board of Directors meetings to the members, and these minutes shall be considered as authentic evidence of the work performed in those meetings unless there is an objection to the content of the minutes within ten (10) days from the date of forwarding. The minutes of the Board of Directors meetings and documents used in the meeting shall be kept at the head office of the Corporation.

In the event that the chairperson or the person recording the minutes refuses to sign the minutes, but if all other members of the Board of Directors attending the meeting agree to approve and sign the minutes and they contain all the content as prescribed in points a, b, c, d, e, g and h of Clause 12 of this Article, then these minutes shall be valid.

#### **Article 32. Subcommittees of the Board of Directors**

1. The Board of Directors may establish subcommittees to be responsible for development policy, personnel, compensation, internal audit, and risk management. 1. The number of members of a subcommittee, as decided by the Board of Directors, must be at least three, including members of the Board of Directors and external members. Non-executive members of the Board of Directors constitute the majority of the subcommittee, and one of these members is appointed as the Head of the subcommittee by decision of the Board of Directors. The subcommittee's activities must comply with the regulations of the Board of Directors. Resolutions of the subcommittee are only valid when a majority of members attend and vote to approve them at the subcommittee meeting.

2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, must comply with current legal regulations and the provisions of this Charter and the Internal Regulations on Corporate Governance.

#### **Article 33. Person in Charge of Corporate Governance**

1. The Board of Directors shall appoint at least one (01) person as the Person in Charge of Corporate Governance to support the corporate governance activities. The Person in Charge of Corporate Governance shall perform the duties of the Corporate Secretary as prescribed in Clause 2, Article 34 of this Charter. The term of appointment of the Person in Charge of Corporate Governance shall be decided by the Board of Directors, with a maximum of five (05) years.

2. The Person in Charge of Corporate Governance must meet the following standards:

- a) Having knowledge of the law;
- b) Having knowledge and experience in the organization and governance of the Corporation;
- c) Not simultaneously working for an independent auditing firm that is auditing the Corporation's financial statements;
- d) Other standards as prescribed by law, this Charter, and the decision of the Board of Directors.

3. The Board of Directors may dismiss the Person in Charge of Corporate Governance when necessary, provided that this is not contrary to current labor laws.

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

- a) To advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on related matters between the Corporation and shareholders;
- b) To prepare for 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) To advise on the procedures of the meetings;
- d) To attend the meetings;
- e) Advise on the procedures for drafting resolutions of the Board of Directors in accordance with the law;
- f) Provide financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and the Supervisory Board;
- g) Supervise and report to the Board of Directors on the Corporation's information disclosure activities;
- h) To act as the point of contact with relevant stakeholders;
- i) To maintain confidentiality of information in accordance with the law and the Corporation's Charter;
- k) Other rights and obligations as prescribed by law and the Corporation's Charter.

#### **Article 34. Corporation Secretary**

1. If necessary, the Board of Directors may establish a Corporation Secretariat. The Board of Directors may dismiss members of the Corporation Secretariat when necessary, provided that it does not violate current labor laws.

2. The Corporation Secretary has the following rights and obligations:

- a) To prepare for meetings of the Board of Directors and the General Meeting of Shareholders as requested by the Board of Directors.
- b) To advise on the procedures of meetings; to attend and record minutes of meetings as requested by the Board of Directors or the General Director;
- c) To assist the Board of Directors in preparing drafts and carrying out procedures for issuing documents and resolutions of the Board of Directors, ensuring compliance with the law and the Corporation's Charter.
- d) To support members of the Board of Directors in exercising their assigned rights and obligations.
- d) To assist the Board of Directors in applying and implementing the Corporation's governance principles;
- e) To assist the Board of Directors in building shareholder relations and protecting the legitimate rights and interests of shareholders.
- f) To provide information, disclose information, and carry out administrative procedures as prescribed by law and the Corporation's Charter.
- g) The Corporation Secretary is responsible for maintaining confidentiality of information and archiving documents and records of the Board of Directors in accordance with the law and the Corporation's regulations.
- h) Acting as a liaison between the activities of the Board of Directors, the Supervisory Board, the Executive Board, and functional departments and divisions.

## **Chapter VIII**

### **GENERAL DIRECTOR AND OTHER EXECUTIVES**

#### **Article 35. Organizational Structure of Management and Administration**

1. The organizational structure of management and administration of the Corporation includes:

- a) The Corporation's Executive Board;
- b) Functional departments and divisions of the Corporation;
- c) Branches/representative offices and equivalents.

2. The Corporation's management and administration must be accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the Corporation's daily business operations.

#### **Article 36. Executives of the Corporation**

1. The Executives of the Corporation include: the General Director, Deputy General Directors, and Chief Accountant. The appointment, dismissal, and removal of the above-mentioned positions must be approved by resolution or decision of the Board of Directors.

2. Upon the recommendation of the General Director and with the approval of the Board of Directors, the General Director of the Corporation may recruit the necessary executive management positions, in the number and according to standards consistent with the Corporation's structure and management regulations.

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

4. The salary of the Executive shall be included in the Corporation's business expenses in accordance with the law on corporate income tax, shall be shown as a separate item in the Corporation's annual financial statements, and shall be reported to the General Meeting of Shareholders at the annual meeting.

### **Article 37. Appointment, dismissal, removal and duties and powers of the General Director**

1. The Board of Directors shall appoint a member of the Board of Directors or hire another person to be the General Director.

2. The General Director shall manage the daily business operations of the Corporation; and shall be supervised by the Board of Directors; responsible to the Board of Directors and to the law for the exercise of assigned rights and obligations.

3. The term of office of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms.

4. The General Director of the Corporation shall have the following standards and conditions:

a) Not belonging to the subjects specified in Clause 2, Article 17 of the Enterprise Law;

b) Having professional qualifications and practical experience in enterprise management in the main business sectors of the Corporation or other standards and conditions decided by the Board of Directors in accordance with the provisions of the law and the specific conditions of the Corporation;

c) Having the capacity and courage in managing and operating the enterprise; having good health and good moral character;

d) Not being a person with family relations with the Corporation's managers, members of the Supervisory Board; the representative of state capital in the Corporation, or the representative of the Corporation's capital in enterprises.

đ) Other standards and conditions as prescribed by the Enterprise Law and the regulations of the Corporation.

5. The General Director has the following rights and obligations:

a) Organizing the implementation of resolutions and decisions of the Board of Directors and the General Meeting of Shareholders, the business plan and investment plan of the Corporation approved by the Board of Directors and the General Meeting of Shareholders;

- b) Deciding on matters related to the Corporation's daily business operations that are not within the authority of the Board of Directors.
  - c) Organizing the implementation of the Corporation's business plan and investment plan;
  - d) Developing and submitting to the Board of Directors for approval: Internal management and operation regulations of the Corporation, financial regulations, labor and salary regulations, reward and disciplinary regulations, etc.; proposing organizational structure plans for the Corporation;
  - đ) Appointing, dismissing, and removing management positions within the Corporation, except for those within the authority of the Board of Directors;
  - e) Proposing to the Board of Directors the appointment, dismissal, reward, disciplinary action, and salary decisions for the Deputy General Director and Chief Accountant.
  - g) Recruiting employees;
  - h) Deciding on salaries and other benefits for employees within the Corporation, including managers appointed by the General Director;
  - i) Proposing dividend payment plans or handling business losses;
  - k) Suggesting measures to improve the Corporation's operations and management;
  - l) Deciding on measures exceeding their authority in emergency situations such as natural disasters, fires, wars, etc., and being responsible for these decisions, while immediately reporting to the Corporation's Board of Directors;
  - m) Reporting to the Board of Directors on the Corporation's operational situation and business results; providing all necessary documents as requested by the Board of Directors, preparing documents and resources for Board of Directors meetings;
  - n) Being subject to inspection and supervision by the Board of Directors, the Supervisory Board, and competent State agencies regarding the Corporation's management;
  - o) Other rights and obligations as stipulated by law, this Charter, and the Corporation's regulations.
6. The General Director is responsible to the Board of Directors for the performance of assigned duties and powers and must report to these bodies when requested.

7. The Board of Directors may dismiss the General Director when a majority of the Board members present at the meeting have the right to vote in favor and appoint a new General Director to replace him/her.

## **Chapter IX SUPERVISORY BOARD**

### **Article 38. Self-nomination and Nomination of Supervisory Board Members**

1. The self-nomination and nomination of Supervisory Board members shall be conducted similarly to the nomination and election of Board of Directors members as stipulated in Clauses 1 and 2 of Article 26 of this Charter.

2. In case the number of Supervisory Board candidates nominated and elected is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the Corporation's Charter, the Corporation's Internal Regulations on Governance, and the Supervisory Board's Operating Regulations. The nomination of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board, as required by law.

### **Article 39. Composition of the Supervisory Board**

1. The Supervisory Board of the Corporation shall have three (03) members. The term of office of a member of the Supervisory Board is five (05) years and may be re-elected for an unlimited number of terms.

2. Members of the Supervisory Board must meet the following standards and conditions:

- a) Not be subject to the provisions of Clause 2, Article 17 of the Enterprise Law;
- b) Being trained in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major suitable to the Corporation's business activities;
- c) Not being a manager of the Corporation; not necessarily a shareholder or employee of the Corporation;
- d) Not being a family member of a member of the Board of Directors, the General Director, other managers, representatives of state capital in the Corporation, and representatives of the Corporation's capital in enterprises;
- d) Not working in the accounting or finance department of the Corporation;
- e) Not being a member or employee of an independent auditing firm that audited the Corporation's financial statements for the three consecutive years prior;
- g) More than half of the members of the Supervisory Board must be residents of Vietnam;
- h) Other standards and conditions as prescribed by law and the Corporation's regulations.

3. Members of the Supervisory Board shall be dismissed in the following cases:

- a) No longer meeting the standards and conditions for membership in the Supervisory Board as prescribed in Clause 2 of this Article;
- b) Submitting a resignation letter and having it accepted;
- c) Other cases as prescribed by law and this Charter.

4. Members of the Supervisory Board shall be removed from office in the following cases:

- a) Failure to complete assigned tasks and duties;
- b) Failure to exercise one's rights and obligations for six (06) consecutive months, except in cases of force majeure;
- c) Repeated and serious violations of the obligations of a member of the Supervisory Board as stipulated in the Enterprise Law, this Charter, and the regulations of the Corporation;
- d) By resolution of the General Meeting of Shareholders;
- đ) Other cases as prescribed by law and this Charter.

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

1. The Head of the Supervisory Board is elected by the Supervisory Board from among its members; the election, dismissal, and removal shall be by majority vote. The Head of the Supervisory Board must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the Corporation's business activities.

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

- a) Convening meetings of the Supervisory Board;
- b) Request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Supervisory Board;
- c) Prepare and sign the Supervisory Board's report after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

#### **Article 41. Rights and Obligations of the Supervisory Board**

The Supervisory Board has the rights and obligations as stipulated in Article 170 of the Enterprise Law and the following rights and obligations:

1. To propose and recommend to the General Meeting of Shareholders the approval of the list of auditing organizations approved to audit the financial statements of the Corporation; to decide on the auditing organization approved to conduct the inspection of the Corporation's operations, and to dismiss approved auditors when deemed necessary.
2. To be responsible to shareholders for its supervisory activities.
3. To supervise the financial situation of the Corporation and the compliance with the law in the activities of the members of the Board of Directors, the General Director, and other managers.
4. To ensure coordination of activities with the Board of Directors, the General Director, and shareholders.
5. In case of detecting violations of the law or violations of the Corporation's Charter by members of the Board of Directors, the General Director, and other

executives of the enterprise, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and take measures to remedy the consequences.

6. To develop the Operating Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
7. To report to the General Meeting of Shareholders as prescribed in Article 290 of Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Law on Securities.
8. To have the right to access the Corporation's records and documents kept at the head office, branches, and other locations; have the right to visit the workplaces of the Corporation's managers and employees during working hours.
9. To have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide complete, accurate, and timely information and documents on the management, operation, and business activities of the Corporation.
10. Other rights and obligations as prescribed by law and this Charter.

#### **Article 42. Meetings of the Supervisory Board**

1. The Supervisory Board must meet at least two (02) times a year, with at least 2/3 of the Supervisory Board members attending. Minutes of the Supervisory Board meetings shall be prepared in detail and clearly. The person recording the minutes and the Supervisory Board members attending the meeting must sign the minutes. Minutes of the Supervisory Board meetings must be kept to determine the responsibility of each Supervisory Board member.
2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of approved auditing organizations to attend and answer questions that need clarification.

#### **Article 43. Salaries, remuneration, bonuses, and other benefits of members of the Supervisory Board**

The salaries, remuneration, bonuses, and other benefits of members of the Supervisory Board shall be implemented according to the following regulations:

1. Members of the Supervisory Board shall be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board shall be reimbursed for reasonable expenses for food, accommodation, travel, and the use of independent consulting services. The total amount of remuneration and these expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General

Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.

3. The salaries and operating expenses of the Supervisory Board shall be included in the business expenses of the Corporation in accordance with the law on corporate income tax and other relevant laws, and must be presented as a separate item in the Corporation's annual financial statements.

## **Chapter X**

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

#### **Article 44. Responsibility for prudence, integrity and avoidance of conflicts of interest**

1. Board of Directors members, Supervisory Board members, the General Director and other managers are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, in an honest, prudent manner and in a way that they believe is in the best interests of the Corporation.

2. The Corporation must compile and update a list of its related parties as stipulated in point s, clause 1, Article 1 of these Charters and their corresponding contracts and transactions with the Corporation.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors, and the Chief Accountant of the Corporation must declare to the Corporation their related interests, including:

a) The name, enterprise code, head office address, business lines, and business activities of the enterprise in which they own or hold capital contributions or shares; the percentage and time of ownership of those capital contributions or shares;

b) The name, enterprise code, head office address, and business lines of the enterprise in which their related parties own, co-own, or individually own capital contributions or shares exceeding 10% of the charter capital.

The declaration as stipulated in this clause shall be made in accordance with Clauses 3 and 4 of Article 164 of the Enterprise Law.

4. Members of the Board of Directors, members of the Supervisory Board, and the General Director are responsible for reporting to the Board of Directors and the Supervisory Board in the following cases:

a) Transactions between the Corporation and companies in which the above-mentioned individuals are founding members or business managers in the three (03) years immediately preceding the transaction;

b) Transactions between the Corporation and companies in which related persons of the above-mentioned individuals are members of the Board of Directors, the General Director, or shareholders owning more than 10% of the charter capital.

5. Members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors, Chief Accountant of the Corporation, and related persons of these members may only use information obtained through their positions to serve the interests of the Corporation.

6. Members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors, and Chief Accountant of the Corporation are obligated to notify the Board of Directors and the Supervisory Board in writing of transactions between the Corporation and its subsidiaries in which the Corporation holds a controlling stake of 50% or more of the charter capital, with those subsidiaries or their related parties as stipulated by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Corporation must disclose information regarding these resolutions in accordance with the securities law on information disclosure.

7. Members of the Board of Directors are not permitted to vote on transactions that benefit them or their related parties as stipulated by the Enterprise Law and these Charters.

8. Members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors, the Chief Accountant of the Corporation, and their related parties are prohibited from using or disclosing internal information to others for the purpose of conducting related transactions.

9. Contracts and transactions between the Corporation and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors, the Chief Accountant of the Corporation, and individuals or organizations related to these entities shall not be invalidated in the following cases:

a) For contracts and transactions with a value less than thirty-five percent (35%) of the total asset value recorded in the most recent financial statement: the significant contents of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, Deputy General Directors, and the Chief Accountant of the Corporation, have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the members of the Board of Directors who have no related interests;

b) For contracts and transactions with a value of thirty-five percent (35%) or more of the total asset value recorded in the most recent financial statement, the significant contents of this transaction, as well as the relationship and interests of the members of the Board of Directors, members of the

Supervisory Board, General Director, Deputy General Director, and Chief Accountant of the Corporation, have been disclosed to shareholders and approved by the General Meeting of Shareholders by vote of shareholders without an interest.

#### **Article 45. Liability for Damages and Compensation**

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

2. The Corporation shall compensate individuals who have been, are, or may become involved in complaints, lawsuits, or prosecutions (including civil and administrative cases, and not cases initiated by the Corporation) if that person has been or is a member of the Board of Directors, a member of the Supervisory Board, the General Director, a manager, an executive, an employee, or an authorized representative of the Corporation, or if that person has acted or is acting at the request of the Corporation as a member of the Board of Directors, a manager, an employee, or an authorized representative of the Corporation, provided that person acted honestly, carefully, and diligently in the best interests of the Corporation, in compliance with the law, and there is no evidence to confirm that that person has violated their responsibilities.

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

### **Chapter XI**

#### **RIGHT TO ACCESS THE CORPORATION'S BOOKS AND RECORDS**

##### **Article 46. Right to access books and records**

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

a) Common shareholders have the right to examine, search, and extract information about their name and contact address in the list of shareholders with voting rights; request correction of inaccurate information about themselves; examine, search, extract, or copy the General Corporation's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

1. Shareholders or groups of shareholders owning five percent (05%) or more of the total number of common shares have the right to review, search, and extract minutes and resolutions of the Board of Directors, interim and annual financial statements, reports of the Supervisory Board, contracts, transactions requiring approval from the Board of Directors, and other documents, except for documents related to trade secrets and business secrets of the Corporation.

2. In cases where an authorized representative of a shareholder or group of shareholders requests to search books and records, they must include a power of attorney from the shareholder or group of shareholders they represent, or a notarized copy of such power of attorney.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives have the right to search the Corporation's shareholder register, shareholder list, books, and other records of the Corporation for purposes related to their positions, provided that this information is kept confidential.

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

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

## **Chapter XII EMPLOYEES AND TRADE UNIONS**

### **Article 47. Employees and Trade Unions**

1. The General Director shall prepare a plan for the Board of Directors to approve matters relating to recruitment, termination of employment, wages, social insurance, benefits, rewards and disciplinary actions for employees and business managers.

2. The General Director shall prepare a plan for the Board of Directors to approve matters relating to the Corporation's relationship with trade union organizations in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the Corporation's regulations and applicable laws.

## **Chapter XIII PROFIT DISTRIBUTION**

### **Article 48. Profit Distribution**

1. The General Meeting of Shareholders shall decide on the dividend payment rate and the form of annual dividend payment from the retained earnings of the Corporation.

2. Dividends paid to common shares shall be determined based on the net profit realized and the dividend payment shall be deducted from the retained earnings of the Corporation. The Corporation may only pay dividends to shareholders when it has fulfilled its tax obligations and other financial obligations as prescribed by law; established the Corporation's funds (if any) and fully compensated for previous losses as prescribed by law and this Charter; and immediately after paying the determined dividends, the Corporation must still ensure that it has sufficient funds to pay all debts and other financial obligations due.
3. The Corporation shall not pay interest on dividend payments or payments related to a particular type of share.
4. The Board of Directors may propose to the General Meeting of Shareholders the approval of the payment of all or part of the dividend in shares, and the Board of Directors is the body implementing this Resolution.
5. In the event that dividends or other payments related to a type of share are paid in cash, the Corporation shall pay in Vietnamese Dong. Payment may be made directly or through banks based on the bank details provided by the shareholder. If the Corporation has transferred the funds according to the bank details provided by the shareholder but the shareholder does not receive the money, the Corporation shall not be liable for the amount transferred to that shareholder. Dividend payments for shares listed/registered for trading on the stock exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.
6. Pursuant to the Enterprise Law and the Securities Law, the Board of Directors shall pass a resolution or decision to determine a specific date for closing the shareholder list. Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends in cash or shares, and receive notices or other documents.
7. The distribution of other profits shall be carried out in accordance with the State regulations and current laws after the decision to pay dividends has been approved by the General Meeting of Shareholders.
8. Other matters related to profit distribution shall be carried out in accordance with the provisions of the law.

## **Chapter XIV**

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

#### **Article 49. Bank Accounts**

1. The Corporation shall open accounts at Vietnamese banks or at branches of foreign banks permitted to operate in Vietnam.
2. With prior approval from the competent authority, if necessary, the Corporation may open bank accounts abroad in accordance with the provisions of the law.

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

#### **Article 50. Financial Year**

The Corporation's financial year begins on the first day of January each year and ends on December 31 of the same year. The first financial year begins on the date of issuance of the Business Registration Certificate and ends on December 31 of that year.

#### **Article 51. Accounting System**

1. The accounting system used by the Corporation is the Vietnamese Accounting System (VAS) or other accounting systems issued and approved by competent authorities.

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

3. The Corporation shall use the Vietnamese Dong as the currency in its accounting. In cases where the Corporation's economic transactions mainly arise in a foreign currency, it may choose that foreign currency as the accounting currency, is responsible for that choice before the law, and must notify the direct tax authority.

### **Chapter XV**

#### **FINANCIAL REPORTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE RESPONSIBILITIES**

#### **Article 52. Annual, Semi-Annual and Quarterly Financial Reports**

1. The Corporation must prepare annual financial reports, and these annual financial reports must be audited in accordance with the law. The Corporation shall publish the audited annual financial reports in accordance with the law on information disclosure on the securities market and submit them to the competent state agency.

2. Annual financial reports must include all reports, appendices, and explanatory notes as prescribed by the law on corporate accounting. Annual financial reports must truthfully and objectively reflect the Corporation's operational situation. If the Corporation is a parent company, in addition to the annual financial report, it must also include a consolidated balance sheet showing the operational situation of the Corporation and its subsidiaries at the end of each fiscal year.

3. The Corporation must prepare and publish audited semi-annual financial statements and quarterly financial statements in accordance with the regulations of

the law on information disclosure in the securities market and submit them to the competent state agency.

### **Article 53. Annual Report**

The Corporation must prepare and publish an Annual Report in accordance with the regulations of the law on securities and the securities market.

## **Chapter XVI AUDITATION OF THE CORPORATION**

### **Article 54. Auditing**

1. The Annual General Meeting of Shareholders will appoint an independent auditing firm, or approve a list of independent auditing firms and authorize the Board of Directors to decide on the selection of one of these firms to conduct an audit of the Corporation'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 Corporation's annual financial statements.
3. The auditor conducting the audit of the Corporation will be permitted to attend all General Meetings of Shareholders and will have the right to receive notices and other information related to the General Meeting of Shareholders that shareholders are entitled to receive, and will have the right to express their opinions at the meeting on matters related to the audit of the Corporation's financial statements.

## **Chapter XVII SEAL OF THE CORPORATION**

### **Article 55. Seal of the Corporation**

1. The seal of the Corporation includes seals made at seal engraving establishments or seals in the form of digital signatures as prescribed by law on electronic transactions.
2. The Board of Directors decides on the type, quantity, form, and content of the seals of the Corporation, its branches, and representative offices.
3. The Board of Directors and the legal representative of the Corporation must use and manage the seals in accordance with current law.

## **Chapter XVIII DEPENDENT UNITS AND SUBSIDIARY COMPANIES OF THE CORPORATION**

### **Article 56. Dependent Units and Subsidiary Companies of the Corporation**

1. The Corporation has dependent units and subsidiary companies.
2. The Corporation may establish subsidiaries, dependent units, branches, and representative offices domestically and internationally to support its business operations in accordance with resolutions passed by the General Meeting of Shareholders or the Board of Directors and in compliance with the law.

#### **Article 57. Relationship between the Corporation and its dependent units**

The dependent units will be reported in the Corporation's accounting books, will carry out business operations, maintain accounting records, organize their activities, manage human resources, and conduct other activities in accordance with the Corporation's regulations and the unit's functional and task regulations. The unit's functional and task regulations will be developed by the General Director and submitted to the Board of Directors for promulgation. The Corporation will be responsible for the financial obligations arising under the name of those affiliated units.

#### **Article 58. Relationship between the Corporation and its subsidiaries**

1. With subsidiaries wholly owned by the Corporation:

- a) The Corporation is the owner of subsidiaries wholly owned by the Corporation. The Corporation's Board of Directors exercises the rights and obligations of the owner with respect to these subsidiaries.

- b) The rights and obligations of the Corporation with respect to wholly owned subsidiaries are stipulated in the subsidiary's charter. The Corporation will exercise the following rights with respect to the subsidiary:

- Deciding on the business lines, objectives, orientations, development strategies, long-term plans, 5-year plans, and annual plans of the subsidiary;
- Deciding on the content of the subsidiary's charter, amending and supplementing the subsidiary's charter at the request of the subsidiary's Chairman.
- Deciding on adjustments to charter capital, transferring part or all of the charter capital owned by the Corporation in its subsidiaries to other organizations or individuals. The transfer of part or all of the charter capital shall be carried out in accordance with the law, this Charter, and the charter of that subsidiary.
- Deciding on investment projects, purchase, sale, loan, and lending contracts, and other contracts of the subsidiary according to the hierarchical structure stipulated in the Corporation's regulations, the subsidiary's Charter, and internal regulations;
- Deciding on the organizational structure of the subsidiary, appointing, dismissing, and removing managers and auditors;
- Organizing the supervision and evaluation of the subsidiary's business operations;
- Deciding on the use of profits after fulfilling tax obligations and other financial obligations of the subsidiary;

- Recovering the full value of the subsidiary's assets after its dissolution or bankruptcy. - Other rights as stipulated by the Enterprise Law and the subsidiary company's charter.

2. With other subsidiaries:

a) Subsidiaries are joint-stock companies or limited liability companies with two or more members, established, organized, and operating in accordance with the relevant laws corresponding to the legal form of each type of company.

b) The parent company is the owner of its capital in these companies. The parent company exercises the rights and obligations of a shareholder, member, joint venture partner, or capital contributor in accordance with the law, this Charter, the regulations on managing the parent company's capital contribution representatives, and the subsidiary company's charter through the parent company's capital contribution representatives. The management of the representatives includes, but is not limited to, the following:

- Appointing, re-appointing, dismissing representatives; evaluating and classifying the quality of representatives; rewarding and disciplining representatives; deciding on salaries, remuneration, allowances, bonuses, and other benefits for the representatives;

- Assigning tasks and require representatives to seek opinions on important issues before voting at subsidiary companies; require representatives to report periodically or on an ad hoc basis on the financial situation, business results, and other matters of the subsidiary companies; report on the use of controlling shares and capital contributions to serve the development direction and objectives of the parent company;

- Being responsible for the effective use, preservation, and development of capital contributed to subsidiary companies; supervise and inspect the use of capital contributed to subsidiary companies;

- Requesting subsidiary companies to provide necessary reports, documents, and information as stipulated to prepare consolidated financial statements and the parent company's consolidated report.

3. The relationship between the parent company and its subsidiaries is based on the principle of equality and independence between legal entities. All transactions involving the purchase, sale, lease, rental, borrowing, and transfer of assets between the Corporation and its subsidiaries shall be conducted on the same basis as other legal entities in accordance with the law and this Charter.

4. The Board of Directors shall appoint one or more representatives of the Corporation to exercise the Corporation's rights as the owner of wholly-owned subsidiaries and the rights of the owner of the capital invested by the Corporation in subsidiaries that are joint-stock companies or limited liability companies with two or more members, in accordance with this Charter, the Charters of the subsidiaries, the Enterprise Law, and relevant laws.

**Chapter XIX**  
**DISLATION OF THE CORPORATION**

**Article 59. Dissolution of the Corporation**

1. The Corporation may be dissolved or cease operations in the following cases:
  - a) The Certificate of Business Registration is revoked by a competent state agency;
  - b) The court declares the Corporation bankrupt according to current law;
  - c) Dissolution by decision of the General Meeting of Shareholders;
  - d) Other cases as prescribed by law.
2. The dissolution of the Corporation is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if mandatory) as prescribed.

**Article 60. Extension of Operation**

1. The Board of Directors shall convene a General Meeting of Shareholders at least seven (07) months before the end of the operating period so that shareholders can vote on the extension of the Company's operation as proposed by the Board of Directors.
2. The operating period shall be extended when the shareholder register represents 65% or more of the total voting shares of all shareholders attending the General Meeting of Shareholders.

**Article 61. Liquidation**

1. At least six (06) months after the decision to dissolve the Corporation, the Board of Directors must establish a Liquidation Committee consisting of three (03) members, of which two (02) members are appointed by the General Meeting of Shareholders and one (01) member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee will prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Corporation's employees or independent experts. All costs related to the liquidation will be prioritized for payment by the Corporation before other debts of the Corporation.
2. The Liquidation Committee is responsible for reporting to the business registration authority on the date of establishment and the date of commencement of operations. From that time, the Liquidation Committee will represent the Corporation in all matters related to the liquidation of the Corporation before the Court and administrative agencies.
3. The proceeds from the liquidation will be paid in the following order:
  - a) Liquidation costs;

- b) Salaries, severance pay, social insurance, and other employee benefits as stipulated in collective bargaining agreements and signed employment contracts;
- c) Taxes and other tax-related payments due to the Corporation;
- d) Other debts of the Corporation;
- đ) The remaining amount after all debts from points (a) to (d) above have been paid will be distributed to shareholders. Preferred shares (if any) will be given priority in payment.

## **Chapter XX**

### **INTERNAL DISPUTE RESOLUTION**

#### **Article 62. Internal Dispute Resolution**

1. In case of disputes or complaints arising related to the operations of the Corporation or to the rights and obligations of shareholders as stipulated in the Corporation's Charter, the Enterprise Law, other legal regulations or agreements between:

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

The relevant parties shall resolve the dispute through negotiation and conciliation. Except in cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and request each party to present the factual elements related to the dispute within seven (07) working days from the date the dispute arises. In the event of a dispute involving the Board of Directors or the Chairman of the Board of Directors, either party may request the appointment of an independent expert to act as an arbitrator in the dispute resolution process.

2. If a settlement is not reached within six (06) weeks from the start of the settlement process or if the settlement decision is not accepted by the parties, a party may submit the dispute to arbitration or to a court.

3. The parties shall bear their own costs related to the negotiation and settlement procedure. Payment of court costs shall be made according to the court's judgment.

## **Chapter XXI**

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

#### **Article 63. Supplements and Amendments to the Charter**

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

2. In case the law contains provisions related to the operation of the Corporation not mentioned in this Charter or in case there are new legal provisions different from the provisions in this Charter, those provisions shall apply to regulate the operation of the Corporation.

## **Chapter XXII EFFECTIVE DATE**

### **Article 64. Effective Date**

1. This Charter consists of twenty-two (22) chapters and sixty-four (64) articles, unanimously approved by the General Meeting of Shareholders on June 30, 2026 and jointly approved the full effect date of this Charter.
2. The Charter is drawn up in eight (08) copies in Vietnamese, all having equal value, in which:
  - a) Two (02) copies are submitted to competent State agencies to carry out information disclosure procedures as prescribed in the current Securities Law;
  - b) Six (06) are kept at the head office of the Corporation.
3. This Charter is the only and official Charter of the Corporation.
4. Copies or extracts of the Corporation's Charter are valid when signed by the Chairman of the Board of Directors or at least ½ of the total number of members of the Board of Directors.

**LEGAL REPRESENTATIVE  
GENERAL DIRECTOR**



**Dao Duc Tho**