

**SOCIALIST REPUBLIC OF VIETNAM**

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# **CHARTER**

## **TIEN THINH GROUP JOINT STOCK COMPANY**

(Issued pursuant to Resolution No. 16/2026/TT6/NQ-ĐHĐCĐ dated July 3, 2026  
of Tien Thinh Group Joint Stock Company)

Can Tho, July 3, 2026

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## PREAMBLE

### Legal Basis:

- *Resolution No. 01/2026/TT6/NQ-DHDCD of the 2026 Annual General Meeting of Shareholders dated April 17, 2026 of Tien Think Group Joint Stock Company;*
- *Board of Directors' Resolution No. 16/2026/TT6/NQ-HDQT dated July 3, 2026 of Tien Think Group Joint Stock Company on the approval of the increase of the Company's charter capital.*

## I. DEFINITIONS OF TERMS IN THE CHARTER

### Article 1. Interpretation of Terms

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

a) "Charter Capital" means the total par value of shares sold or registered for subscription upon establishment of the joint stock company and in accordance with Article 6 of this Charter;

b) "Voting Capital" means share capital under which the holders have the right to vote on matters within the authority of the General Meeting of Shareholders;

c) "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

d) "Law on Securities" means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

d) "Vietnam" means the Socialist Republic of Vietnam;

e) "Date of Establishment" means the date on which the Company is first granted the Enterprise Registration Certificate (Business Registration Certificate or equivalent legal documents);

g) "Executive Officers" means the General Director, Deputy General Director, Chief Accountant and other executives as decided by the Board of Directors;

h) "Managers" means company managers, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director and other managerial positions as stipulated in the internal delegation and authorization regulations approved by the Board of Directors;

i) "Related Persons" means individuals and organizations as defined in Clause 46, Article 4 of the Law on Securities;

k) "Shareholder" means an individual or organization owning at least one share of the joint stock company;

l) "Founding Shareholder" means a shareholder owning at least one ordinary share and whose name is included in the list of founding shareholders of the joint stock company;

m) "Major Shareholder" means a shareholder as defined in Clause 18, Article 4 of the Law on Securities;

n) "Operating Term" means the duration of operation of the Company as prescribed in Article 2 of this Charter and any extension period (if any) approved by the General Meeting of Shareholders;

o) "Stock Exchange" means the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to any provision or legal document shall include any amendments, supplements or replacements thereof.

3. Headings (Sections, Articles of this Charter) are inserted for convenience only and shall not affect the interpretation of this Charter.

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

### **Article 2. Name, Legal Form, Head Office, Branches, Representative Offices, Business Locations and Operating Term of the Company**

1. Company Name

- Vietnamese name: **TIEN THINH GROUP JOINT STOCK COMPANY**

- Foreign name: TIEN THINH GROUP JOINT STOCK COMPANY

- Abbreviated name: TIEN THINH GROUP

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

3. Registered Head Office of the Company:

- Head office address: My Phu Hamlet, Tan Phuoc Hung Commune, Can Tho City.

- Tel: 0901 225 777 - Fax:

- E-mail:

- Website:

4. The Company may establish branches and representative offices within its business areas to achieve its operational objectives in accordance with the decision of the Board of Directors and within the scope permitted by law.

5. Unless terminated earlier in accordance with Clause 2, Article 54, the operating term of the Company shall be indefinite from the date of issuance of the Enterprise Registration Certificate by the competent authority.

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

The Company has one (01) legal representative. The Chairman of the Board of Directors shall be the legal representative of the Company.

The rights and obligations of the legal representative are stipulated in Article 12 of the Law on Enterprises and Article 29 of this Charter.

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

#### Article 4. Objectives of the Company

1. Business lines of the Company:

No.	Business Line Code	Business Line Description
1.	1030 (Main)	Processing and preservation of fruit and vegetables
2.	4620	Wholesale of agricultural and forestry raw materials (excluding wood, bamboo, and rattan) and live animals <i>(Excluding the exercise of export rights, import rights, and distribution rights for goods listed in the List of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export, import, and distribution rights under Item 16, List A, Appendix I issued together with Decree No. 31/2021/NĐ-CP dated March 26, 2021 of the Government)</i>
3.	4632	Wholesale of food <i>(Excluding the exercise of export rights, import rights, and distribution rights for goods listed in the List of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export, import, and distribution rights under Item 16, List A, Appendix I issued together with Decree No. 31/2021/NĐ-CP dated March 26, 2021 of the Government)</i>
4.	5210	Warehousing and storage

2. Objectives of the Company:

- a. To become a leading agricultural company in Vietnam, playing a significant role in promoting food security in Vietnam and the region.
- b. To develop the Company into a center providing integrated services supporting standardized agricultural supply chains.
- c. To apply modern technologies: combining safety, environmental friendliness and human-centered approaches as solutions to strengthen and sustainably develop existing production foundations.
- d. To establish and continuously improve the management system for environmental and social matters in accordance with the Group's standards and aligned with international practices.
- e. To ensure the interests of shareholders and fulfill obligations to the State budget.

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

The Company is permitted to conduct business activities in accordance with the business lines stipulated in this Charter, which have been duly registered, updated with the business registration authority, and disclosed on the National Business Registration Portal. In the case of conditional business lines, the Company must fully satisfy the business conditions as prescribed by the Law on Investment and relevant specialized laws.

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

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

1 The Company's charter capital is VND 244,021,050,000 (*In words: Two hundred forty-four billion twenty-one million fifty thousand Vietnamese Dong*).

The Company's total charter capital is divided into 24,402,105 shares with a par value of VND 10,000 per share.

2. The Company may change its charter capital subject to approval by the General Meeting of Shareholders and in compliance with applicable laws.

3. As at the date of adoption of this Charter, all shares of the Company are ordinary shares. The rights and obligations of shareholders holding each type of shares are stipulated in Articles 12 and 13 of this Charter.

4. The Company may issue other classes of preference shares subject to approval by the General Meeting of Shareholders and in accordance with applicable laws.

5. Ordinary shares must be offered for subscription first to existing shareholders in proportion to their respective shareholding ratios in the Company, unless otherwise decided by the General Meeting of Shareholders. Shares not subscribed by existing shareholders shall be decided by the Board of Directors. The Board of Directors may allocate such shares to shareholders and other persons under conditions not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

The names, addresses, number of shares and other information of founding shareholders as prescribed by the Law on Enterprises are provided in Appendix 01/ĐL/TT6 attached hereto. This Appendix forms an integral part of this Charter.

6. The Company may repurchase shares issued by itself in accordance with the methods stipulated in this Charter and applicable laws.

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

### **Article 7. Share Certificates**

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

2. A share certificate is a type of security certifying the lawful rights and interests of its holder in respect of a portion of the share capital of the issuing organization. Share certificates must contain all contents as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within thirty (30) days from the date of submission of a complete dossier requesting the transfer of share ownership in accordance with the Company's regulations, or within thirty (30) days from the date of full payment for shares in accordance with the Company's share issuance plan (or within another period as specified in the issuance terms), the owner of such shares shall be issued a share certificate. Shareholders shall not be required to pay the Company any cost for printing share certificates.

4. In case a share certificate is lost, damaged, or destroyed in any other form, the shareholder shall be reissued a share certificate by the Company upon request. The shareholder's request must include the following contents:

- a) Information on the share certificate that has been lost, damaged, or otherwise destroyed;
- b) A commitment to bear responsibility for any disputes arising from the reissuance of the new share certificate.

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

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

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

1. All shares may be freely transferred unless otherwise provided by this Charter and applicable laws. Listed shares or shares registered for trading on the Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.

2. Shares that have not been fully paid for shall not be transferred and shall not be entitled to related rights and benefits such as the right to receive dividends, the right to receive shares issued for capital increase from equity, the right to subscribe for newly issued shares, and other rights and benefits in accordance with the law.

### **Article 10. Recovery of Shares (in the case of enterprise registration)**

1. In case a shareholder fails to fully and timely pay the amount payable for subscribed shares, the Board of Directors shall notify and has the right to require such shareholder to pay the outstanding amount and to be liable corresponding to the total par value of the subscribed shares for the Company's financial obligations arising from such failure to make full payment.

2. The payment notice must clearly specify the new payment deadline (which shall be at least seven (07) days from the date of dispatch of the notice), the place of payment, and must clearly state that in the event of failure to comply, the unpaid shares shall be subject to recovery.

3. The Board of Directors shall have the right to recover shares that have not been fully and timely paid if the requirements stated in the above notice are not fulfilled.

4. Recovered shares shall be deemed shares offered for sale in accordance with Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale or reallocation of such shares under terms and conditions it deems appropriate.

5. A shareholder whose shares are recovered shall cease to be a shareholder with respect to such shares but shall remain liable corresponding to the total par value of the subscribed shares for the Company's financial obligations arising up to the time of recovery, as determined by the Board of Directors, from the date of recovery until full payment is made. The Board of Directors shall have full authority to decide on enforcement of payment of the full value of such shares at the time of recovery.

6. A notice of recovery shall be sent to the holder of the recovered shares prior to the time of recovery. The recovery shall remain valid even in cases of error or negligence in sending the notice.

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

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

The Company's organizational structure, governance and control include:

1. The General Meeting of Shareholders;
2. The Board of Directors; the Audit Committee under the Board of Directors; and
3. The General Director.

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

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

1. Ordinary shareholders shall have the following rights:

- a) To attend and speak at the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative or in other forms as prescribed by the Company's Charter and applicable laws. Each ordinary share carries one vote;
- b) To receive dividends at a rate as decided by the General Meeting of Shareholders;
- c) To have pre-emptive rights to subscribe for new shares in proportion to their respective ownership of ordinary shares in the Company;
- d) To freely transfer their shares to others, except for cases specified in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
- d) To examine, access and extract information regarding names and contact addresses in the list of voting shareholders; to request correction of their inaccurate information;
- e) To examine, access, extract or copy the Company's Charter, minutes of meetings of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
- g) Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their shareholding in the Company;
- h) To request the Company to repurchase their shares in cases specified in Article 132 of the Law on Enterprises;
- i) To be treated equally. Each share of the same class confers equal rights, obligations and benefits to its holder. In the case where the Company has preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- k) To have full access to periodic and ad hoc information disclosed by the Company in accordance with the law;
- l) To have their lawful rights and interests protected; to request suspension or cancellation of resolutions or decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;

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

2. Shareholders or a group of shareholders holding 05% or more of the total ordinary shares shall have the following rights:

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

b) To examine, access and extract minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, contracts and transactions subject to approval by the Board of Directors, and other documents, except those relating to trade secrets and business secrets of the Company;

c) To request the Board of Directors to inspect specific matters related to the management and operation of the Company when deemed necessary. Such request must be made in writing and include the following details: full name, contact address, nationality, legal identification of individual shareholders; name, enterprise code or legal identification of organizational shareholders, head office address; number of shares and time of registration of shares of each shareholder, total number of shares of the shareholder group and their ownership ratio in the Company; matters to be inspected and purposes of inspection;

d) To propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and submitted to the Company at least three (03) working days prior to the opening date. The proposal must clearly state the name of the shareholder, number of each class of shares held, and the matter proposed to be included in the agenda;

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

3. Shareholders or a group of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors. The nomination shall be conducted as follows:

a) Ordinary shareholders forming a group to nominate candidates to the Board of Directors must notify the meeting of such grouping before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors, shareholders or a group of shareholders specified in this Clause shall have the right to nominate one or more candidates as decided by the General Meeting of Shareholders. In case the number of candidates nominated by shareholders or a group of shareholders is less than the number they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

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

Ordinary shareholders shall have the following obligations:

1. To fully and timely pay for the number of shares subscribed.

2. Not to withdraw the contributed capital in the form of ordinary shares from the Company in any manner, except where such shares are repurchased by the Company or transferred to others. In case a shareholder withdraws part or all of the contributed share capital in violation of this Clause, such shareholder and related persons in the Company shall be jointly liable for the Company's debts and other property obligations within the value of the withdrawn shares and for any damages incurred.

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

4. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. To keep confidential information provided by the Company in accordance with the Charter and applicable laws; to use such information only for exercising and protecting their lawful rights and interests; and not to disclose, copy, or send such information to other organizations or individuals.

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

- a) Attending and voting directly at the meeting;
- b) Authorizing another individual or organization to attend and vote at the meeting;
- c) Attending and voting via online meeting, electronic voting or other electronic means;
- d) Sending voting ballots to the meeting via mail, fax, or email;

7. To bear personal responsibility when acting in the name of the Company in any form to carry out one of the following acts:

- a) Violating the law;
  - b) Conducting business or other transactions for personal gain or for the benefit of other organizations or individuals;
  - c) Paying debts not yet due in the presence of financial risks to the Company.
8. To fulfill other obligations as prescribed by applicable laws.

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

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall be held annually once per year within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the convening of the annual General Meeting of Shareholders where necessary, but not exceeding six (06) months from the end of the fiscal year. In addition to the annual meeting, extraordinary meetings of the General Meeting of Shareholders may be convened. The location of the General Meeting of Shareholders shall be determined as 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 an appropriate venue. The annual General Meeting of Shareholders shall decide on matters in accordance with applicable laws and the Company's Charter, including, in particular, the approval of audited annual financial statements. In the event that the audit report on the Company's annual financial statements contains material qualifications, adverse opinions or disclaimers, the Company must invite a representative of the approved auditing firm that conducted the audit of the Company's financial statements to attend the annual General Meeting of Shareholders, and such representative shall be responsible for attending the meeting.

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

- a) When deemed necessary for the interests of the Company;
- b) When the number of remaining members of the Board of Directors is less than the minimum number prescribed by law;

c) At the request of shareholders or a group of shareholders as specified in Clause 2, Article 12 of this Charter; such request must be made in writing, clearly stating the reasons and purposes of the meeting, and must bear the signatures of the relevant shareholders or be made in multiple documents collectively bearing sufficient signatures of the relevant shareholders;

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

#### 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 on which the number of remaining members of the Board of Directors or independent members of the Board of Directors falls below the level prescribed in Point b, Clause 3 of this Article, or from the date of receipt of a request as prescribed in Point c, Clause 3 of this Article;

b) In the event that the Board of Directors fails to convene the General Meeting of Shareholders in accordance with Point a, Clause 4 of this Article, within the following thirty (30) days, the shareholder(s) or group of shareholders specified in Point c, Clause 3 of this Article shall have the right to request the Company's representative to convene the General Meeting of Shareholders in accordance with the Law on Enterprises;

In this case, the shareholder(s) 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 adopting resolutions of the General Meeting of Shareholders. All costs incurred for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such costs shall not include expenses incurred by shareholders when attending the meeting, including accommodation and travel expenses.

c) Procedures for organizing a General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

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

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

a) To approve the development orientation of the Company;

b) To decide on the types of shares and the total number of shares of each type authorized for issuance; to decide on the annual dividend rate for each type of shares;

c) To elect, dismiss, and remove members of the Board of Directors;

d) To decide on investment or sale of assets with a value equal to or exceeding 35% of the total assets as recorded in the Company's most recent financial statements;

d) To decide on amendments and supplements to the Company's Charter;

e) To approve the annual financial statements;

g) To decide on the repurchase of issued shares of each type in accordance with Article 133 of the Law on Enterprises, except for repurchase cases prescribed in Clause 2, Article 36 of the Law on Securities;

h) To review and handle violations committed by members of the Board of Directors causing damage to the Company and its shareholders;

i) To decide on reorganization or dissolution of the Company;

k) To decide on the budget or total remuneration, bonuses, and other benefits of the Board of Directors;

l) To approve the internal corporate governance regulations and the operating regulations of the Board of Directors;

m) To approve the list of approved auditing firms; to decide on the approved auditing firm to audit the Company's operations and to dismiss the approved auditor 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 Company's annual business plan;

b) The audited annual financial statements;

c) Reports of the Board of Directors on corporate governance and performance of the Board of Directors and each member thereof; reports of the Audit Committee;

d) Dividend rate for each type of shares;

e) Number of members of the Board of Directors;

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

g) Budget or total remuneration, bonuses, and other benefits for the Board of Directors;

h) Approval of the list of approved auditing firms; decision on the auditing firm to audit the Company's operations when deemed necessary;

i) Amendments and supplements to the Company's Charter;

k) Types of shares and number of new shares to be issued for each type and the transfer of shares of founding shareholders within the first three (03) years from the date of establishment;

l) Division, separation, consolidation, merger, or conversion of the Company;

m) Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;

n) Decision on investment or sale of assets with a value equal to or exceeding 35% of the total assets as recorded in the Company's most recent financial statements;

o) Decision on the repurchase of issued shares of each type in accordance with Article 133 of the Law on Enterprises, except for cases prescribed in Clause 2, Article 36 of the Law on Securities;

p) Approval of contracts and transactions between the Company and the parties specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or exceeding 35% of the total assets of the Company as recorded in the most recent financial statements;

q) To approve transactions as prescribed in Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

r) To approve the internal corporate governance regulations and the operating regulations of the Board of Directors;

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

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

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

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

2. The authorization of an individual or organization to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The power of attorney shall be made in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the contents and scope of authorization, the term of authorization, and the signatures of both the authorizing and authorized parties.

The authorized person attending the General Meeting of Shareholders must submit the power of attorney upon registration for attendance. In case of re-authorization, the attendee must additionally present the original authorization document of the shareholder or the authorized representative of the organizational shareholder (if it has not been previously registered with the Company).

3. Voting ballots/election ballots of the authorized attendee within the scope of authorization shall remain valid in any of the following cases, except where:

- a) The authorizing person has died, has limited legal capacity, or has lost legal capacity;
- b) The authorizing person has revoked the authorization;
- c) The authorizing person has revoked the authority of the authorized person.

This provision shall not apply where the Company has received notice of one of the above events prior to the opening of the General Meeting of Shareholders or prior to the reconvened meeting.

## **Article 17. Variation of Rights**

1. Any change or cancellation of special rights attached to a class of preference shares shall be effective when approved by shareholders representing at least 65% of the total voting rights of all attending shareholders. A resolution of the General Meeting of Shareholders that adversely alters the rights and obligations of holders of preference shares shall only be passed if it is approved by shareholders holding at least 75% of the total number of such preference shares of the same class attending the meeting, or by shareholders holding at least 75% of the total number of such preference shares of the same class in case the resolution is adopted in the form of written consultation.

2. A meeting of shareholders holding a class of preference shares to approve such changes shall be valid only if at least two (02) shareholders (or their authorized representatives) attend and represent at least one-third (1/3) of the total par value of issued shares of that class. If the required quorum is not met, the meeting shall be reconvened within thirty (30) days thereafter, and those shareholders holding shares of such class (regardless of the number of attendees and shares held) attending in person or via authorized representatives shall be deemed sufficient. At such meetings, shareholders holding such class of shares present in person or via representatives may request voting by secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

3. Procedures for conducting such separate meetings shall be implemented in accordance with the provisions of Articles 19, 20 and 21 of this Charter.

4. Unless otherwise provided in the terms of issuance, special rights attached to classes of shares with preferential rights regarding profit distribution or Company assets shall not be altered when the Company issues additional shares of the same class.

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

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene extraordinary General Meetings of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.

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

a) To prepare a list of shareholders eligible to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days prior to the date of sending the meeting notice. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the record date;

b) To prepare the agenda and contents of the meeting;

c) To prepare documents for the meeting;

d) To draft resolutions of the General Meeting of Shareholders based on the proposed agenda;

e) To determine the time and venue of the meeting;

f) To notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend;

g) To perform other tasks serving the meeting.

3. The notice of invitation to the General Meeting of Shareholders must be sent to all shareholders by a method ensuring delivery to their contact addresses, and simultaneously disclosed on the Company's website and to the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The convener must send the meeting notice to all shareholders in the list of shareholders entitled to attend at least twenty-one (21) days prior to the opening date (calculated from the date the notice is duly sent or dispatched). The agenda of the General Meeting of Shareholders and documents relating to matters to be voted on shall be sent to shareholders and/or published on the Company's website. In case documents are not enclosed with the meeting notice, the notice must clearly indicate the link to all meeting materials for shareholders' access, including:

a) The agenda and documents used at the meeting;

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

c) Voting/election ballots;

d) Draft resolutions for each matter in the meeting agenda.

4. A shareholder or a group of shareholders as specified in Clause 2, Article 12 of this Charter has the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and submitted to the Company no later than three (03) working days prior to the opening date. The proposal must clearly state the name of the shareholder, number of each type of shares held, contact address, nationality,

citizen identification card number, identity card, passport or other lawful personal identification for individual shareholders; name, enterprise code or establishment decision number, and head office address for organizational shareholders; the number and type of shares held and the matter proposed to be included in the agenda.

5. The convener of the General Meeting of Shareholders has the right to refuse proposals as specified in Clause 4 of this Article in any of the following cases:

- a) The proposal is not submitted in accordance with Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of ordinary shares as required under Clause 2, Article 12 of this Charter;
- c) The proposed matter is not within the authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and this Charter.

6. The convener must accept and include valid proposals specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except for cases specified in Clause 5 of this Article. Such proposals shall be officially included in the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

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

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

2. In case the first meeting does not meet the conditions specified in Clause 1 of this Article, a notice for the second meeting must be sent within thirty (30) days from the intended date of the first meeting. The second meeting shall be conducted when shareholders attending represent at least 33% of the total voting rights.

3. In case the second meeting does not meet the conditions specified in Clause 2 of this Article, a notice for the third meeting must be sent within twenty (20) days from the intended date of the second meeting. The third meeting shall be conducted regardless of the total voting rights of shareholders attending the meeting.

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

1. Prior to the opening of the meeting, the Company must conduct shareholder registration procedures and continue such registration until all shareholders entitled to attend have been duly registered in accordance with the following procedures:

- a) Upon registration, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card/voting ballot/election ballot, indicating the registration number, full name of the shareholder, full name of the authorized representative and the number of votes/election votes of such shareholder. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by approval, disapproval, or abstention. At the meeting, approval ballots shall be collected first, disapproval ballots shall be collected thereafter, and finally the total number of approval or disapproval votes shall be counted to determine the result. The vote counting results shall be announced by the chairperson immediately before the closing of the meeting. The General Meeting of Shareholders shall elect persons responsible for vote counting or supervision of vote counting upon the proposal of the chairperson. The number of members of the vote

counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the chairperson;

b) Shareholders, authorized representatives of organizational shareholders, or authorized persons arriving after the opening of the meeting shall have the right to register immediately and thereafter participate and vote/elect at the meeting. The chairperson shall not be required to suspend the meeting to allow late attendees to register, and the validity of matters previously voted on/elected shall remain unchanged.

2. The election of the chairperson, secretary and vote counting committee shall be conducted as follows:

a) The Chairman of the Board of Directors shall act as the chairperson or may authorize another member of the Board of Directors to act as the chairperson of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily unable to perform his/her duties, the remaining members of the Board of Directors shall elect one among them to act as the chairperson on a majority basis. If no chairperson can be elected, the independent member of the Board of Directors shall preside over the meeting for the General Meeting of Shareholders to elect a chairperson from among the attendees, and the person receiving the highest number of votes shall act as the chairperson;

b) Except for the case specified in Point a of this Clause, the person who signs the decision to convene the General Meeting of Shareholders shall preside over the meeting for the General Meeting of Shareholders to elect a chairperson, and the person receiving the highest number of votes shall act as the chairperson;

c) The chairperson shall appoint one or more persons as the meeting secretary(ies);

d) The General Meeting of Shareholders shall elect one or more persons to the vote counting committee upon the proposal of the chairperson.

3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly specify and detail the time allocated for each matter in the meeting agenda.

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

a) Arranging seating at the meeting venue;

b) Ensuring safety for all persons present at the meeting venue;

c) Facilitating shareholders to attend (or continue attending) the meeting. The convener of the General Meeting of Shareholders shall have full authority to change the above measures and to apply all necessary measures. Such measures may include issuing entry permits or using other forms of control.

5. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by approval, disapproval, or abstention. The vote counting results shall be announced by the chairperson immediately before the closing of the meeting.

6. Shareholders or authorized representatives attending the meeting after it has been opened shall still be entitled to register and participate in voting immediately after registration; in such case, the validity of matters already voted on shall remain unchanged.

7. The convener or the chairperson of the General Meeting of Shareholders shall have the following rights:

a) To require all attendees to comply with inspection procedures or other lawful and reasonable security measures;

b) To request competent authorities to maintain order at the meeting; to expel persons who fail to comply with the chairperson's authority, intentionally cause disorder, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements from the General Meeting of Shareholders.

8. The chairperson shall have the right to postpone a General Meeting of Shareholders that has sufficient registered attendees for a period not exceeding three (03) working days from the originally scheduled opening date and may only postpone or change the meeting venue in the following cases:

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

b) Communication facilities at the meeting venue are inadequate to enable shareholders to participate, discuss and vote;

c) There are attendees causing obstruction or disorder, posing a risk that the meeting cannot be conducted in a fair and lawful manner.

9. In the event that the chairperson postpones or suspends the General Meeting of Shareholders contrary to Clause 8 of this Article, the General Meeting of Shareholders shall elect another person among the attendees to replace the chairperson and preside over the meeting until its conclusion; all resolutions adopted at such meeting shall remain valid and effective.

10. In case the Company applies modern technology to organize the General Meeting of Shareholders via online meeting, the Company shall be responsible for ensuring that shareholders can attend and vote via electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

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

1. Resolutions on the following matters shall be adopted if approved by shareholders representing at least 65% of the total voting rights of all attending shareholders, except as provided in Clauses 3 and 6, Article 148 of the Law on Enterprises:

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

b) Changes to business lines and business sectors;

c) Changes to the organizational and management structure of the Company;

d) Investment projects or sale of assets with a value equal to or exceeding 35% of the total assets as recorded in the most recent financial statements of the Company;

đ) Reorganization or dissolution of the Company;

2. Other resolutions shall be adopted when approved by shareholders holding more than 50% of the total voting rights of all attending shareholders, except for cases specified in Clause 1 of this Article and Clauses 3 and 6, Article 148 of the Law on Enterprises.

3. Election of members of the Board of Directors shall be conducted by cumulative voting, whereby each shareholder shall have a total number of votes equal to the number of shares held

multiplied by the number of members to be elected to the Board of Directors, and shareholders shall have the right to allocate all or part of their total votes to one or more candidates. Candidates receiving the highest number of votes shall be elected in descending order until the required number of members as stipulated in the Company's Charter is reached. In case two or more candidates receive the same number of votes for the last position, a re-election shall be conducted among those candidates with equal votes or selection shall be made in accordance with the election regulations. If the number of candidates is less than or equal to the number of members to be elected, the election may be conducted by cumulative voting as above or by voting (approval, disapproval, abstention). The approval threshold for voting shall be in accordance with Clause 2 of this Article.

4. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares shall be lawful and effective even if the procedures for convening and adopting such resolutions are not in compliance with the Law on Enterprises and the Company's Charter.

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

The authority and procedures for collecting shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors shall have the right to collect shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders when deemed necessary for the interests of the Company, including matters specified in Clause 2, Article 147 of the Law on Enterprises and Clause 1, Article 21 of this Charter.

2. The Board of Directors shall prepare opinion collection forms, draft resolutions of the General Meeting of Shareholders, explanatory documents for such draft resolutions, and send them to all shareholders entitled to vote no later than ten (10) days prior to the deadline for submission of the completed opinion forms. The requirements and methods for sending the opinion forms and accompanying documents shall comply with Clause 3, Article 18 of this Charter.

3. The opinion collection form must include the following principal contents:

a) Name, head office address, and enterprise code of the Company;

b) Purpose of the opinion collection;

c) Full name, contact address, nationality, and legal identification of individual shareholders; name, enterprise code or legal identification, and head office address of organizational shareholders; or full name, contact address, nationality, and legal identification of the representative of an organizational shareholder; number of shares of each type and number of voting rights of the shareholder;

d) Matters to be consulted for approval;

đ) Voting options including approval, disapproval, and abstention for each matter;

e) Deadline for returning the completed opinion forms to the Company;

g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may return the completed opinion forms to the Company by post, fax, or email as follows:

a) In case of postal submission, the completed opinion form must bear the signature of the individual shareholder or the authorized representative or legal representative of an organizational shareholder. Opinion forms returned to the Company must be enclosed in sealed envelopes and must not be opened prior to vote counting;

b) In case of submission by fax or email, the opinion forms must be kept confidential until the time of vote counting;

c) Opinion forms received after the deadline specified in the form, or opened in the case of postal submission, or disclosed in the case of fax/email submission, shall be deemed invalid. Opinion forms not returned shall be deemed as non-voting.

5. The Board of Directors shall conduct vote counting and prepare minutes of vote counting in the presence of shareholders who do not hold managerial positions in the Company. The minutes of vote counting must include the following principal contents:

a) Name, head office address, and enterprise code of the Company;

b) Purpose and matters to be consulted for resolution approval;

c) Number of shareholders and total number of votes participating in voting/election, specifying the number of valid and invalid votes and the method of submission, together with an appendix listing the shareholders participating in voting/election;

d) Total number of votes in favor, against, and abstentions for each matter, and total number of votes for each candidate (if any);

đ) Matters approved and the corresponding approval ratio;

e) Full names and signatures of the Chairman of the Board of Directors, the vote counters, and the supervisors of vote counting.

Members of the Board of Directors, vote counters, and supervisors of vote counting shall be jointly responsible for the truthfulness and accuracy of the minutes of vote counting, and jointly liable for any damages arising from resolutions adopted due to dishonest or inaccurate vote counting.

6. The minutes of vote counting and the resolution must be sent to shareholders within fifteen (15) days from the date of completion of vote counting. The sending of the minutes of vote counting and the resolution may be replaced by posting them on the Company's website within twenty-four (24) hours from the completion of vote counting.

7. The completed opinion forms, minutes of vote counting, adopted resolutions and all documents attached to the opinion forms must be archived at the Company's head office.

8. A resolution adopted by way of collecting shareholders' written opinions shall be approved if it is endorsed by shareholders holding more than 65% of the total voting rights of all voting shareholders for matters specified in Clause 1, Article 21 of this Charter; for matters specified in Clause 2, Article 21 of this Charter, the resolution shall be approved if endorsed by shareholders holding more than 50% of the total voting rights of all voting shareholders; for other matters, the resolution shall be approved in accordance with the same voting thresholds as prescribed in Article 21 of this Charter; and shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

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

1. Meetings of 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 may also be prepared in a foreign language, and must include the following principal contents:

- a) Name, head office address, and enterprise code;
- b) Time and venue of the General Meeting of Shareholders;
- c) Meeting agenda and contents;
- d) Full names of the chairperson and secretary;
- e) Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each agenda item;
- f) Number of shareholders and total number of voting rights of shareholders attending the meeting, with an appendix listing registered shareholders and their representatives attending the meeting together with the number of shares and corresponding voting rights;
- g) Total number of votes for each matter, clearly stating the voting method, total number of valid votes, invalid votes, votes in favor, votes against and abstentions; and the corresponding ratios based on the total voting rights of attending shareholders;
- h) Total number of votes for each candidate (if any);
- i) Matters approved and the corresponding approval ratios;
- j) Full names and signatures of the chairperson and the secretary. In case the chairperson or secretary refuses to sign the minutes, such minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and containing all required contents as prescribed in this Clause. The minutes must clearly state the refusal of the chairperson and/or secretary to sign.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the closing of the meeting. The chairperson and secretary of the meeting or other persons signing the minutes shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of any discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

4. Resolutions and minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting bearing shareholders' signatures, powers of attorney for attending the meeting, all documents attached to the minutes (if any), and related documents enclosed with the meeting invitation must be archived at the Company's head office.

5. Resolutions of the General Meeting of Shareholders, minutes of meetings, and documents attached thereto must be disclosed in accordance with the laws on information disclosure in the securities market.

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

1. Within ninety (90) days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of vote counting of shareholders' written opinions, or from the date such resolution, minutes of the General Meeting of Shareholders, or minutes of vote counting are published on the Company's website, a shareholder or a group of

shareholders specified in Clause 2, Article 12 of this Charter shall have the right to request the Court or Arbitration to consider and cancel such resolution or part thereof in the following cases:

a) The procedures for convening the meeting and adopting resolutions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and this Charter, except as provided in Clause 4, Article 21 of this Charter;

b) The contents of the resolution violate the law or this Charter.

2. In the event that a shareholder or a group of shareholders requests the Court or Arbitration to cancel a resolution of the General Meeting of Shareholders in accordance with Clause 1 of this Article, such resolution shall remain effective until a decision on cancellation by the Court or Arbitration becomes effective, except where interim emergency measures are applied pursuant to a decision of a competent authority.

## **VII. BOARD OF DIRECTORS**

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

1. In case candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review such candidates before voting. Candidates for the Board of Directors must provide a written commitment on the truthfulness and accuracy of the disclosed personal information and must undertake to perform their duties honestly, prudently and in the best interests of the Company if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed includes:

a) Full name, date of birth;

b) Professional qualifications;

c) Working experience;

d) Other managerial positions (including positions on the Board of Directors of other companies);

đ) Interests related to the Company and its related parties;

e) Other information (if any) in accordance with the Company's Charter;

g) A public company must disclose information about companies in which the candidate holds positions as a member of the Board of Directors, other managerial positions, and related interests of the candidate (if any).

2. A shareholder or a group of shareholders holding from 10% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors in accordance with the Law on Enterprises and the Company's Charter. Shareholders holding ordinary shares may aggregate their voting rights to nominate candidates to the Board of Directors. A shareholder or a group of shareholders holding from 10% to under 20% of the total voting shares may nominate one (01) candidate; from 20% to under 30% may nominate up to two (02) candidates; from 30% to under 40% may nominate up to three (03) candidates; from 40% to under 50% may nominate up to four (04) candidates; from 50% to under 65% may nominate up to five (05) candidates; and from 65% or more may nominate up to seven (07) candidates.

3. In case the number of candidates for the Board of Directors nominated or self-nominated is still insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the

incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company's Charter, the internal regulations on corporate governance, and the operating regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must satisfy the criteria and conditions prescribed in Clause 1, Article 155 of the Law on Enterprises and the Company's Charter.

5. Independent members of the Board of Directors must satisfy the criteria and conditions prescribed in Clause 2, Article 155 of the Law on Enterprises and the Company's Charter.

6. An independent member of the Board of Directors must notify the Board of Directors when he/she no longer satisfies the criteria and conditions prescribed in Clause 5 of this Article and shall automatically cease to be an independent member of the Board of Directors from the date of such non-compliance. The Board of Directors must report such case to the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect additional or replacement independent members within six (06) months from the date of receiving the notification from the relevant independent member.

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

1. The Board of Directors shall consist of five (05) members.

2. The term of office of a member of the Board of Directors shall not exceed five (05) years and such member may be re-elected for an unlimited number of terms. An individual may be elected as an independent member of the Board of Directors of a company for no more than two (02) consecutive terms. In the event that all members of the Board of Directors simultaneously complete their terms, such members shall continue to act as members of the Board of Directors until new members are elected to replace them and assume their duties.

3. The composition of the Board of Directors shall be as follows:

The structure of the Board of Directors of a public company must ensure that at least one-third (1/3) of the total number of members are non-executive members. The Company shall minimize the number of Board members concurrently holding executive positions within the Company to ensure the independence of the Board of Directors. The total number of independent members of the Board of Directors, upon the Company being listed, must comply with the following requirements:

a) At least one (01) independent member in case the Board of Directors consists of five (05) members;

b) At least two (02) independent members in case the Board of Directors consists of six (06) to eight (08) members;

c) At least three (03) independent members in case the Board of Directors consists of nine (09) to eleven (11) members.

4. A member of the Board of Directors shall cease to hold office in the following cases where he/she is dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises, specifically:

a) The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

(i) Failure to meet the criteria and conditions prescribed in Clauses 4 and 5, Article 25 of this Charter;

(ii) Submission of a resignation letter and acceptance thereof.

b) The General Meeting of Shareholders shall remove a member of the Board of Directors in the event that such member fails to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure.

c) Where deemed necessary, the General Meeting of Shareholders shall decide to replace, dismiss, or remove members of the Board of Directors beyond the cases specified in Points a and b of Clause 4 of this Article.

d) The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

(i) The number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number prescribed in the Company's Charter. In such case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the number of members is reduced by more than one-third;

(ii) The number of independent members of the Board of Directors decreases and no longer satisfies the ratio prescribed in Clause 3 of this Article.

đ) Except for the cases specified in Clause 4 of this Article, the General Meeting of Shareholders shall elect new members to replace those who have been dismissed or removed at the nearest meeting.

5. The appointment of members of the Board of Directors must be disclosed in accordance with the laws on information disclosure in the securities market.

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

### **Article 27. Rights and Obligations of the Board of Directors**

1. The Board of Directors is the management body of the Company and shall have full authority on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those rights and obligations falling under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and obligations:

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

b) To propose the types of shares and the total number of shares of each type to be offered for sale;

c) To decide on the sale of unsold shares within the number of shares authorized to be offered for each type; to decide on capital mobilization in other forms;

d) To decide on the offering price of shares and bonds of the Company;

đ) To decide on the repurchase of shares in accordance with Clause 2, Article 132 of the Law on Enterprises and Clause 2, Article 36 of the Law on Securities;

e) To decide on investment plans and investment projects within its authority and limits as prescribed by law;

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

h) To approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total assets recorded in the most recent financial statements of the Company, except for those contracts and transactions falling under the authority of the General Meeting of Shareholders as prescribed in Point n, Clause 2, Article 15 of this Charter and Clauses 1 and 3, Article 167 of the Law on Enterprises;

i) To elect, dismiss, or remove the Chairman of the Board of Directors; to appoint, dismiss, enter into, or terminate contracts with the General Director and other key managers as prescribed in the Company's Charter; to decide on salaries, remuneration, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies, and to decide on remuneration and other benefits of such representatives;

k) To supervise and direct the General Director and other managers in the daily operation of the Company's business;

l) To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, and representative offices; and on capital contributions to or acquisition of shares in other enterprises;

m) To approve the agenda and contents of documents for the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or collect written opinions for adoption of resolutions by the General Meeting of Shareholders;

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

o) To propose dividend levels; to decide on the time limit and procedures for dividend payment or handling of losses arising in the course of business;

p) To propose the reorganization or dissolution of the Company; to request bankruptcy of the Company;

q) To decide on the issuance of the operating regulations of the Board of Directors and internal corporate governance regulations after approval by the General Meeting of Shareholders; to decide on the issuance of the operating regulations of the Audit Committee under the Board of Directors and the Company's information disclosure regulations;

s) To supervise and prevent conflicts of interest of members of the Board of Directors, the General Director, and other managers, including the misuse of Company assets and abuse of related party transactions;

t) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant laws, and the Company's Charter.

3. Members of the Board of Directors shall have the rights and obligations as prescribed in Article 277 of Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

4. The Board of Directors must report to the General Meeting of Shareholders on its operational results in accordance with Article 280 of Decree No. 155/2020/NĐ-CP dated

December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

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

1. The Company shall have the right to pay remuneration and bonuses to members of the Board of Directors based on business performance and efficiency.

2. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days required to fulfill the duties of each member of the Board of Directors and the daily rate of remuneration. The Board of Directors shall estimate the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

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

4. Members of the Board of Directors holding executive positions or members of the Board of Directors working in subcommittees of the Board of Directors or performing tasks beyond the normal scope of duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum payment per occasion, salary, commission, percentage of profits, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors shall be 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 arising from attending meetings of the General Meeting of Shareholders, the Board of Directors, or committees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company upon approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities of members of the Board of Directors arising from violations of law or the Company's Charter.

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

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

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

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

- a) To formulate programs and plans for the activities of the Board of Directors;
- b) To prepare agendas, contents, and documents for meetings; to convene, preside over, and act as chairperson of meetings of the Board of Directors;
- c) To organize the adoption of resolutions and decisions of the Board of Directors;
- d) To supervise the implementation of resolutions and decisions of the Board of Directors;
- d) To chair meetings of the General Meeting of Shareholders;

e) To lead and ensure the effective operation of the Board of Directors;

g) To propose to the Board of Directors and the General Meeting of Shareholders the appointment, removal, or dismissal of the General Director; to sign labor contracts with the General Director on behalf of the Board of Directors;

h) Where necessary, the Chairman of the Board of Directors may temporarily suspend decisions of the General Director in order to limit losses and must subsequently report in writing to the Board of Directors for an official decision on such suspension or cancellation within fifteen (15) days from the date of such temporary suspension decision;

i) Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.

4. In case the Chairman of the Board of Directors submits a resignation or is dismissed or removed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation or from the date of such dismissal or removal.

5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and obligations of the Chairman. In the absence of such authorization or in the event that the Chairman dies, is missing, is detained, is serving a prison sentence, is subject to compulsory administrative measures at a rehabilitation or educational institution, absconds from his/her place of residence, is restricted or deprived of civil act capacity, has difficulties in cognition or behavior control, or is prohibited by the Court from holding positions, practicing a profession, or performing certain work, the remaining members shall elect one among them to act as Chairman of the Board of Directors on the basis of majority approval until a new decision of the Board of Directors is made.

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

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of such Board of Directors. This meeting shall be convened and presided over by the member having the highest number of votes or the highest voting ratio. In case there is more than one member having the same highest number of votes or voting ratio, such members shall elect one among them on a majority basis to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

- a) Upon request of an independent member of the Board of Directors;
- b) Upon request of the General Director or at least five (05) other managers;
- c) Upon request of at least two (02) members of the Board of Directors.

4. Requests as prescribed in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and matters to be decided within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of a request as prescribed in Clause 3 of this Article. In case the Chairman fails to convene the meeting as requested, the Chairman

shall be responsible for any damages incurred by the Company; the requesting party shall have the right to convene the meeting of the Board of Directors in place of the Chairman.

6. The Chairman of the Board of Directors or the person convening the meeting must send the meeting invitation at least three (03) working days prior to the meeting date. The invitation must specify the time and venue of the meeting, the agenda, matters to be discussed and decided. The invitation must be accompanied by documents to be used at the meeting and voting ballots of the members.

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

7. A meeting of the Board of Directors shall be valid if attended by at least three-quarters (3/4) of the total number of members. In case a meeting convened in accordance with this Clause does not meet the required quorum, a second meeting shall be convened within seven (07) days from the date of the first scheduled meeting. In such case, the meeting shall be valid if attended by more than one-half of the members of the Board of Directors.

8. A member of the Board of Directors shall be deemed to attend and vote at a meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote in accordance with Clause 15 of this Article;
- c) Attending and voting via online conference, electronic voting, or other electronic means;
- d) Sending voting ballots to the meeting by post, fax, or email;
- đ) Sending voting ballots by other means as prescribed in the Company's Charter.

9. In case of sending voting ballots to the meeting by post, such ballots must be enclosed in sealed envelopes and delivered to the Chairman of the Board of Directors no later than one (01) hour prior to the opening of the meeting. Voting ballots shall only be opened in the presence of all attendees.

10. Meetings via telephone or other online forms: A meeting of the Board of Directors may be conducted through discussions among members who are in different locations, provided that each participating member is able to:

- a) Hear every other member of the Board of Directors participating in the meeting speak;
- b) If they so wish, speak to all other participating members simultaneously.

Communication among members may be conducted directly by telephone or by other communication means (whether such means are used at the time of adoption of this Charter or thereafter), or a combination of all such methods. Under this Charter, members participating in such a meeting shall be deemed to be "present" at such meeting. The location of a meeting held in this manner shall be the place where the largest group of members of the Board of Directors is present, or if no such group exists, the place where the chairperson of the meeting is present.

12. Language: Discussions at meetings of the Board of Directors shall be conducted in Vietnamese. Members of the Board of Directors who cannot speak or understand Vietnamese may bring their own interpreters to meetings of the Board of Directors.

13. The organization of meetings of the Board of Directors may be replaced by the collection of written opinions. The Chairman of the Board of Directors shall prepare the minutes of vote

counting based on the voting results of the members of the Board of Directors and issue resolutions of the Board of Directors based on the approved contents. The number of participating votes must not be lower than the minimum number of members required to hold a meeting of the Board of Directors.

Such resolutions shall have the same validity and effect as resolutions adopted by members of the Board of Directors at a duly convened and conducted meeting. Resolutions may be adopted by using multiple counterparts of the same document, provided that each counterpart bears at least one (01) signature of a member.

14. Minutes of Board of Directors' Meetings: Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms at the Company's head office. The minutes shall be prepared in Vietnamese and may also be prepared in a foreign language, containing all principal contents as prescribed by the Law on Enterprises. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of any discrepancy, the Vietnamese version shall prevail. The minutes must bear the signatures of the chairperson and the minute-taker. The chairperson and the minute-taker shall be responsible for the truthfulness and accuracy of the contents of the minutes of the Board of Directors' meeting.

15. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote on his/her behalf if approved by a majority of the members of the Board of Directors.

16. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the members attending the meeting; in case of a tie vote, the final decision shall be determined by the vote of the Chairman of the Board of Directors.

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

1. The Board of Directors may establish subordinate committees responsible for development policy, personnel, remuneration, internal audit, and risk management. The number of members of each committee shall be decided by the Board of Directors, with a minimum of two (02) members, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute the majority of the committee, and one of these members shall be appointed as the Head of the committee in accordance with the decision of the Board of Directors. The operation of the committee must comply with the regulations of the Board of Directors. Resolutions of the committee shall be valid only when approved by a majority of members attending and voting at the committee meeting.

2. The implementation of decisions of the Board of Directors or of committees under the Board of Directors must comply with applicable laws and the provisions of the Company's Charter and internal corporate governance regulations.

### **Article 32. Person in Charge of Corporate Governance**

1. The Board of Directors of the Company must appoint at least one (01) person in charge of corporate governance to support corporate governance activities within the enterprise. The person in charge of corporate governance may concurrently act as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must not concurrently work for an approved auditing firm that is auditing the Company's financial statements.

3. The person in charge of corporate governance shall have the following rights and obligations:

a) To advise the Board of Directors on organizing meetings of the General Meeting of Shareholders in accordance with regulations and on matters relating to the relationship between the Company and its shareholders;

b) To prepare meetings of the Board of Directors and the General Meeting of Shareholders as required by the Board of Directors;

c) To advise on meeting procedures;

d) To attend meetings;

đ) To advise on procedures for preparing resolutions of the Board of Directors in compliance with legal regulations;

e) To provide financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors;

g) To monitor and report to the Board of Directors on the Company's information disclosure activities;

h) To act as the focal point for communication with stakeholders;

i) To ensure confidentiality of information in accordance with the law and the Company's Charter;

k) Other rights and obligations as prescribed by law and the Company's Charter.

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

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

The management system of the Company must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business operations of the Company. The Company shall have a General Director, Deputy General Directors, a Chief Accountant, and other managerial positions appointed by the Board of Directors. The appointment, dismissal, and removal of the above-mentioned positions must be approved by resolutions or decisions of the Board of Directors.

### **Article 34. Executives of the Company**

1. Executives of the Company include the General Director, Deputy General Directors, Chief Accountant, and other executives as decided by the Board of Directors.

2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives in a number and with qualifications appropriate to the Company's organizational structure and management regulations as prescribed by the Board of Directors. Executives shall be responsible for assisting the Company in achieving its operational and organizational objectives.

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

4. The salaries of executives shall be recorded as business expenses of the Company in accordance with the laws on corporate income tax, shall be presented as a separate item in the

Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

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

1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person to act as the General Director.

2. The General Director shall be responsible for managing the daily business operations of the Company; shall be subject to the supervision of the Board of Directors; and shall be accountable to the Board of Directors and before the law for the performance 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. The General Director must satisfy the criteria and conditions prescribed by law and the Company's Charter.

4. The General Director must satisfy the following criteria and conditions:

a) Having full civil act capacity and not falling under the cases prohibited from managing an enterprise as prescribed in Clause 2, Article 17 of the Law on Enterprises;

b) Meeting the conditions applicable to the General Director of a public company as prescribed by law.

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

a) To decide on matters relating to the daily business operations of the Company that are not within the authority of the Board of Directors;

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

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

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

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

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

g) To recruit employees;

h) To propose dividend distribution plans or measures to handle business losses;

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

6. The Board of Directors may dismiss the General Director upon approval by a majority of voting members of the Board of Directors attending the meeting and appoint a new General Director as a replacement.

## **IX. AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS**

### **Article 36. Nomination and Candidacy for Members of the Audit Committee**

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

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

### **Article 37. Composition of the Audit Committee**

1. The Audit Committee shall consist of at least two (02) members. The Chairman of the Audit Committee must be an independent member of the Board of Directors. Other members of the Audit Committee must be non-executive members of the Board of Director.

2. Members of the Audit Committee must have knowledge of accounting and auditing, a general understanding of the law and the Company's operations, and must not fall into the following cases:

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

3. The Chairman of the Audit Committee must hold at least a university degree in one of the following fields: economics, finance, accounting, auditing, law, or business administration.

### **Article 38. Rights and Obligations of the Audit Committee**

1. To have the right to access documents relating to the Company's operations and to discuss with other members of the Board of Directors, the General Director, the Chief Accountant, and other managers to collect information for the activities of the Audit Committee.

2. To have the right to access documents relating to the Company's operations and to discuss with other members of the Board of Directors, the General Director, the Chief Accountant, and other managers to collect information for the activities of the Audit Committee.

3. To use external legal, accounting, or other consulting services when necessary.

4. To develop and submit to the Board of Directors policies for risk identification and management; to propose to the Board of Directors solutions for handling risks arising in the Company's operations.

5. To prepare written reports to the Board of Directors upon detecting that members of the Board of Directors, the General Director, and other managers fail to fully perform their responsibilities in accordance with the Law on Enterprises and the Company's Charter.

6. To supervise the integrity of the Company's financial statements and official disclosures relating to the Company's financial results.

7. To review the Company's internal control system.

8. To review related party transactions subject to approval by the Board of Directors or the General Meeting of Shareholders and to provide recommendations on transactions requiring approval by the Board of Directors or the General Meeting of Shareholders.

9. To review related party transactions subject to approval by the Board of Directors or the General Meeting of Shareholders and to provide recommendations on transactions requiring approval by the Board of Directors or the General Meeting of Shareholders.

10. To monitor and evaluate the independence and objectivity of the auditing firm and the effectiveness of the audit process, especially in cases where the Company uses non-audit services of the auditor.

11. To supervise and ensure the Company's compliance with laws, requirements of regulatory authorities, and other internal regulations of the Company.

12. To develop the operating regulations of the Audit Committee and submit them to the Board of Directors for approval.

### **Article 39. Meetings of the Audit Committee**

1. The Audit Committee must meet at least twice (02) per year. Minutes of meetings must be prepared in detail and clearly and must be fully archived. The minute-taker and members of the Audit Committee attending the meeting must sign the meeting minutes.

2. The Audit Committee shall adopt decisions by voting at meetings, by collecting written opinions, or by other methods as prescribed in the operating regulations of the Audit Committee. Each member of the Audit Committee shall have one vote. Unless otherwise provided by a higher voting threshold in the operating regulations of the Audit Committee, a decision of the Audit Committee shall be adopted if approved by a majority of members attending the meeting; in case of a tie vote, the final decision shall be determined by the vote of the Chairman of the Audit Committee.

### **Article 40. Activity Report of Independent Members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders**

1. Independent members of the Board of Directors in the Audit Committee shall be responsible for reporting their activities at the annual General Meeting of Shareholders.

2. The activity report of independent members of the Board of Directors in the Audit Committee at the annual General Meeting of Shareholders must include the following contents:

a) Remuneration, operating expenses, and other benefits of the Audit Committee and each member of the Audit Committee in accordance with the Law on Enterprises;

b) Summary of meetings of the Audit Committee and its conclusions and recommendations;

c) Results of supervision of the Company's financial statements, operational situation, and financial condition;

d) Report on the evaluation of transactions between the Company, its subsidiaries, or other companies in which the Company holds more than 50% of the charter capital, and members of the Board of Directors, the General Director, other executives of the Company, and their related persons; transactions between the Company and companies in which members of the Board of Directors, the General Director, or other executives are founding members or enterprise managers within the three (03) years preceding the time of the transaction;

d) Results of evaluation of the Company's internal control system;

e) Results of supervision of the Board of Directors, the General Director, and other executives of the Company;

g) Results of evaluation of the coordination between the Audit Committee and the Board of Directors and the General Director.

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

Members of the Board of Directors, the General Director, and other executives shall perform their duties, including those performed in their capacity as members of committees of the Board of Directors, honestly and prudently in the best interests of the Company.

## **Article 41. Duty of Loyalty and Avoidance of Conflicts of Interest**

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

2. Members of the Board of Directors, the General Director, other managers, and their related persons may only use information obtained by virtue of their positions for the benefit of the Company.

3. Members of the Board of Directors, the General Director, and other managers are obliged to notify the Board of Directors in writing of transactions between the Company, its subsidiaries, or other companies in which the public company holds more than 50% of the charter capital, with themselves or their related persons in accordance with the law. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such resolutions in accordance with the laws on securities disclosure.

4. Members of the Board of Directors must not vote on transactions that bring benefits to themselves or their related persons in accordance with the Law on Enterprises and the Company's Charter.

5. Members of the Board of Directors, the General Director, other managers, and their related persons must not use or disclose internal information to others to carry out related transactions.

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

a) For transactions with a value of less than 35% of the total assets recorded in the most recent financial statements, the key contents of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, the General Director, and other executives, have been reported to the Board of Directors and approved by a majority of disinterested members of the Board of Directors;

b) For transactions with a value of 35% or more, or transactions resulting in a cumulative transaction value within 12 months from the first transaction reaching 35% or more of the total assets recorded in the most recent financial statements, the key contents of such transactions, as well as the relationships and interests of the members of the Board of Directors, the General Director, and other executives, have been disclosed to shareholders and approved by the General Meeting of Shareholders by votes of shareholders without related interests.

## **Article 42. Liability for Damages and Indemnification**

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

2. The Company shall indemnify persons who have been, are, or may become a party to claims, lawsuits, or proceedings (including civil and administrative cases, excluding cases initiated by the Company) if such persons are or were members of the Board of Directors, the General Director, other executives, employees, or authorized representatives of the Company, who have performed or are performing duties as authorized by the Company, acting honestly and prudently in the best interests of the Company in compliance with the law, and there is no evidence proving that such persons have breached their responsibilities.

3. Indemnification costs include judgment costs, fines, and actual payable amounts (including legal fees) incurred in resolving such cases within the scope permitted by law. The Company may purchase insurance for such persons to cover the above indemnification liabilities.

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

### **Article 43. Right to Inspect Books and Records**

1. Ordinary shareholders shall have the right to inspect books and records as follows:

a) Ordinary shareholders have the right to review, inspect, and extract information on names and contact addresses in the list of voting shareholders; request correction of their inaccurate information; review, inspect, extract, or copy the Company's Charter, minutes of General Meetings of Shareholders, and resolutions of the General Meeting of Shareholders;

b) A shareholder or group of shareholders owning from 5% or more of the total ordinary shares shall have the right to review, inspect, and extract minutes books and resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets and business secrets.

2. Where an authorized representative of a shareholder or group of shareholders requests inspection of books and records, such request must be accompanied by a power of attorney from such shareholder or group of shareholders or a notarized copy thereof.

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

4. The Company must retain this Charter and its amendments and supplements, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, annual financial statements, accounting books, and other documents in accordance with law at its head office or another location, provided that shareholders and the Business Registration Authority are notified of such storage location.

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

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

### **Article 44. Employees and Trade Union**

1. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to recruitment, termination of employment, salaries, social insurance, welfare, rewards, and discipline for employees and company executives.

2. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to the Company's relationship with trade union organizations in accordance with best practices, standards, and management policies, as well as the provisions of this Charter, the Company's internal regulations, and applicable laws.

## **XIII. PROFIT DISTRIBUTION**

### **Article 45. Profit Distribution**

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

2. The Company shall not pay interest on dividend amounts or any amounts payable in relation to any class of share.

3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of dividends in whole or in part in shares, and the Board of Directors shall implement such decision.

4. Where dividends or other amounts relating to a class of shares are paid in cash, the Company must pay in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by shareholders. Where the Company has transferred funds in accordance with the bank details provided by shareholders but such shareholders fail to receive the funds, the Company shall not be liable for such transferred amounts. Dividend payments for shares listed or registered for trading on a Stock Exchange may be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.

5. In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision to determine a record date for finalizing the list of shareholders. Based on such record date, persons registered as shareholders or holders of other securities shall be entitled to receive cash or share dividends, notices, or other documents.

6. The Board of Directors may decide to pay or advance interim dividends if such payment is consistent with the Company's profitability.

7. Other matters relating to profit distribution shall be implemented in accordance with the law.

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

### **Article 46. Bank Accounts**

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

2. Subject to prior approval of competent authorities, where necessary, the Company may open bank accounts overseas in accordance with applicable laws.

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

### **Article 47. Financial Year**

The financial year of the Company shall commence on the first day of January each year and end on the thirty-first (31st) day of December of the same year. The first financial year shall commence on the date of issuance of the Enterprise Registration Certificate and end on the thirty-first (31st) day of December of that year.

## **Article 48. Accounting Regime**

1. The Company shall apply the enterprise accounting regime or a specific accounting regime issued or approved by competent authorities.

2. The Company shall maintain accounting books in Vietnamese and retain accounting records in accordance with accounting laws and relevant regulations. Such records must be accurate, updated, systematic, and sufficient to evidence and explain the Company's transactions.

3. The Company shall use Vietnamese Dong as the accounting currency. Where the Company's transactions are mainly conducted in a foreign currency, it may select such foreign currency as its accounting currency, take responsibility for such selection before the law, and notify the directly managing tax authority.

## **XV. FINANCIAL STATEMENTS, ANNUAL REPORT, AND DISCLOSURE OBLIGATIONS**

### **Article 49. Annual, Semi-Annual, and Quarterly Financial Statements**

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

2. Financial statements must include all statements, schedules, and notes as prescribed by accounting laws. Annual financial statements must fairly and accurately reflect the Company's operational and financial position.

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

### **Article 50. Annual Report**

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

## **XVI. COMPANY AUDIT**

### **Article 51. Audit**

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

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

3. The independent auditor conducting the audit of the Company's financial statements may attend meetings of the General Meeting of Shareholders, has the right to receive notices and other information relating to such meetings, and may express opinions at the meeting on matters relating to the audit of the Company's financial statements.

## **XVII. CORPORATE SEAL**

### **Article 52. Corporate Seal**

1. The seal includes a physical seal made by an engraving service provider or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form, and content of the seals of the Company, its branches, and representative offices (if any).
3. The Board of Directors, the General Director, and other executives shall manage and use the seal in accordance with applicable laws and the Company's internal regulations.

## **XVIII. REORGANIZATION, DISSOLUTION, AND BANKRUPTCY OF THE COMPANY**

### **Article 53. Reorganization of the Company**

1. The reorganization of the Company (division, separation, consolidation, merger, conversion) shall be decided by the General Meeting of Shareholders.
2. The order and procedures for consolidation, merger, and conversion shall comply with the Law on Enterprises, the Law on Securities, and relevant laws.

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

1. The Company may be dissolved in the following cases:
  - a) Pursuant to a resolution or decision of the General Meeting of Shareholders;
  - b) Its Enterprise Registration Certificate is revoked, except where otherwise provided by the Law on Tax Administration;
  - c) Other cases as prescribed by law.
2. The dissolution of the Company prior to its term shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified to or approved by competent authorities (if required) in accordance with the law.
3. The Company may only be dissolved after all debts and other property obligations have been fully paid and the Company is not involved in any dispute being resolved by a court or arbitral tribunal.
4. The order, procedures, and dossiers for dissolution shall comply with this Charter, the Law on Enterprises, the Law on Securities, and guiding regulations.

### **Article 55. Liquidation**

1. After a decision on dissolution of the Company is made, 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 shall prepare its operating regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All costs relating to liquidation shall be prioritized for payment before other debts of the Company.

2. The Liquidation Committee is responsible for reporting to the Business Registration Authority on the date of its establishment and commencement of operations. From that time, the Liquidation Committee shall represent the Company in all matters relating to liquidation before courts and administrative authorities.

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

- a) Liquidation expenses;
- b) Outstanding salaries, severance allowances, social insurance, and other benefits of employees under collective labor agreements and employment contracts;
- c) Tax liabilities;
- d) Other debts of the Company;
- d) The remaining balance after payment of all amounts specified in items (a) through (d) shall be distributed to shareholders. Preferred shares shall be paid prior to ordinary shares.

### **Article 56. Bankruptcy**

The bankruptcy of the Company shall be carried out in accordance with the laws on bankruptcy.

## **XIX. INTERNAL DISPUTE RESOLUTION**

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

1. In the event of disputes or complaints arising in connection with the Company's operations or the rights and obligations of shareholders under the Law on Enterprises, the Company's Charter, other legal regulations, or agreements between:

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

The relevant parties shall endeavor to resolve such disputes through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution of disputes and request each party to present relevant information within thirty (30) working days from the date the dispute arises. In cases involving disputes related to the Board of Directors or the Chairman of the Board of Directors, any party may request or appoint an independent expert to act as mediator for the dispute resolution process.

2. If no amicable resolution is reached within six (06) weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, any party may refer the dispute to arbitration or a court.

3. The parties shall bear their own costs related to negotiation and mediation procedures. Court fees and related costs shall be determined in accordance with the court's judgment.

## **XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER**

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

1. Any amendment or supplementation to this Charter must be considered and approved by the General Meeting of Shareholders.

2. In cases where applicable laws contain provisions relating to the Company's operations that are not yet provided in this Charter, or where new legal provisions differ from those in this Charter, such legal provisions shall prevail and govern the Company's operations.

## XXI. EFFECTIVE DATE

### Article 59. Effectiveness

1. This Charter consists of 21 Chapters and 59 Articles and is promulgated pursuant to Resolution No. 01/2026/TT6/NQ-DHDCD of the 2026 Annual General Meeting of Shareholders dated April 17, 2026 and Board of Directors' Resolution No. 16/2026/TT6/NQ-HĐQT dated July 3, 2026 of Tien Thinh Group Joint Stock Company. This Charter shall take effect from the date of signing and shall supersede all previous versions of the Company's Charter.

2. This Charter is made in four (04) originals of equal validity and shall be kept at the Company's head office.

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

4. Copies or extracts of this Charter shall be valid when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors.

### LEGAL REPRESENTATIVE



*Phạm Tiến Hoài*

**CHAIRMAN OF THE BOARD OF DIRECTORS**

**Appendix 1/Charter/TT6:**

**LIST OF FOUNDING SHAREHOLDERS OF TIEN THINH GROUP JOINT STOCK COMPANY**

*(Attached to the Charter of Tien Thinh Group Joint Stock Company issued on July 3, 2026)*

No.	Full name	Quốc tịch	Địa chỉ	ID/Enterprise Registration No.	Number of shares held as at September 1, 2021 (date of conversion into JSC)	Number of shares held as at July 3, 2026	Restricted shares	Restriction commencement date
1	Pham Tien Hoai	Vietnamese	My Phu Hamlet, Tan Phuoc Hung Commune, Phung Hiep District, Hau Giang Province	ID No.: 092081002946 Date of issue: April 16, 2021 Place of issue: Police Department for Administrative Management of Social Order	15,000,000	16,045,619	5,395,000	01/09/2021
2	Agri Group Investment Joint Stock Company	Vietnamese	Unit A.3.11, 3rd Floor, Block A, Saigon Royal Building, No. 34-35 Ben Van Don, Ward 13, District 4, Ho Chi Minh City	Enterprise Code: 0316533607 First registration: October 12, 2020 Issuing authority: Department of Planning and Investment of Ho Chi Minh City	1,000,000	0	0	01/09/2021
3	Agriservices Agricultural Services Joint Stock Company	Vietnamese	Phu Huu A Concentrated Industrial Cluster – Phase 1, Mai Dam Town, Chau Thanh District, Hau Giang Province	Enterprise Code: 6300330955 First registration: July 2, 2020 Issuing authority: Department of Planning and Investment of Hau Giang Province	1,000,000	0	0	01/09/2021