

**NAGAKAWA GROUP  
JOINT STOCK COMPANY**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**

No.: 18/2026/CBTT-NAG

Phu Tho, July 8, 2026

Re: Charter of Nagakawa Group Joint Stock  
Company

**INFORMATION DISCLOSURE ON THE ELECTRONIC INFORMATION PORTAL  
OF THE STATE SECURITIES COMMISSION**

**To: - State Securities Commission  
- Hanoi Stock Exchange**

1. Organization name: **NAGAKAWA GROUP JOINT STOCK COMPANY** (“the Company”)
  - Headquarters address: Xuan Thuong 1 Residential Group, Phuc Thang Ward, Phu Tho Province
  - Phone: 0211.387.3568 Fax: 0211.354.8020
  - Securities ticker: NAG
  - Stock exchange: HNX

2. Disclosed information content:

Nagakawa Group Joint Stock Company announces the Company's Charter (18th amendment dated July 8, 2026)

3. This information has been disclosed on the website of Nagakawa Group Joint Stock Company on July 8, 2026 at the following link: [www.nagakawa.com.vn](http://www.nagakawa.com.vn).

Nagakawa Group Joint Stock Company commits that the information disclosed above is truthful and takes full legal responsibility for the content of the disclosed information.

**Recipients:**

As above;

Filed: IR.

**NAGAKAWA GROUP JSC**

**AUTHORIZED INFORMATION DISCLOSER**



**NGUYEN THI HUYEN THUONG**



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**CHARTER**  
**ORGANIZATION AND OPERATION**  
*(18th Amendment)*

Phu Tho, July 08., 2026



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## PREAMBLE

- This Charter of Nagakawa Group Joint Stock Company serves as the legal basis for the Company to operate in accordance with Enterprise Law No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam, 14th Legislature, on June 17, 2020, and effective from January 1, 2021.
- The Charter, regulations of the Company, resolutions of the General Meeting of Shareholders and the Board of Directors, if duly adopted in accordance with applicable laws, shall be the binding rules and regulations governing the business activities of the Company.
- This Charter was adopted by the shareholders of the Company pursuant to a valid Resolution of the General Meeting of Shareholders.

## CHAPTER I. DEFINITIONS OF TERMS IN THE CHARTER

### Article 1. Definitions

1. Unless the provisions or context of this Charter otherwise provide, the following terms shall be understood as follows:
  - a. "Company" means Nagakawa Group Joint Stock Company.
  - b. "Charter Capital" means the total par value of issued shares that shareholders have fully paid, as set out in Article 5 of this Charter.
  - c. "Enterprise Law" means Enterprise Law No. 59/2020/QH14, passed by the National Assembly on June 17, 2020.
  - d. "Founding Date" means the date on which the Company was first granted the Business Registration Certificate.
  - e. "Enterprise Manager" or "Manager" means the Chairperson and members of the Board of Directors; the General Director; Other business executives, including: the Executive Director; and other managerial positions (persons authorized to sign transactions on behalf of the Company) upon the recommendation of the General Director and approval by the Board of Directors from time to time.
  - f. "Related Person" means an individual or organization as defined in applicable laws.
  - g. "Duration of Operation" means the operational term of the Company as specified in Article 2 of this Charter and any extension thereof (if any) approved by resolution of the General Meeting of Shareholders.
  - h. "Vietnam" means the Socialist Republic of Vietnam.
  - i. "Corporate Governance Regulations" means the internal regulations on corporate governance developed by the Board of Directors and submitted to the General Meeting of Shareholders for approval, governing the management and administration of the Company in accordance with applicable laws from time to time.
  - j. "Securities Law" means Securities Law No. 54/2019/QH14, passed by the National Assembly on November 26, 2019.
  - k. "Family Members" include: spouse, biological father, biological mother, adoptive father, adoptive mother, father-in-law (husband's side), mother-in-law (husband's side), father-in-law (wife's side), mother-in-law (wife's side), biological children, adopted children, son-in-law, daughter-in-law, biological siblings, brother-in-law, sister-in-law, wife's biological siblings, husband's biological siblings.
  - l. In this Charter, references to any provision or other document shall include amendments or replacements thereof.
2. The headings (chapters and articles of this Charter) are used for convenience of understanding only and do not affect the content of this Charter.
3. Terms defined in the Enterprise Law (if not inconsistent with the subject or context) shall have the same meaning in this Charter.
4. In this Charter, references to any provision or other document shall include any amendments, supplements or replacements thereof.

## **CHAPTER II. NAME, FORM, REGISTERED OFFICE, BRANCHES, REPRESENTATIVE OFFICES, DURATION OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2. Name, form, registered office, branches, representative offices, duration of operation and legal representative of the Company**

1. Company name:
  - Vietnamese name: CÔNG TY CỔ PHẦN TẬP ĐOÀN NAGAKAWA
  - English name: NAGAKAWA GROUP JOINT STOCK COMPANY
  - Trading name: Nagakawa Group
  - Abbreviated name: NAGAKAWA GROUP
2. The Company is a joint stock company with legal personality under the applicable laws of Vietnam.
3. The registered office of the Company is:
  - Address: Xuan Thuong 1 Residential Group, Phuc Yen Ward, Phu Tho Province
  - Tel: (84-211) 3 873 568
  - Fax: (84-211) 354 8020
  - Email: info@nagakawa.com.vn
  - Website: www.nagakawa.com.vn
4. The General Director is the sole legal representative of the Company.
5. Powers and obligations of the legal representative:
  - The legal representative of the Company is the individual who represents the Company in exercising rights and obligations arising from the Company's transactions, represents the Company as a petitioner in civil matters, plaintiff, defendant, or interested party before Arbitration, Courts, and other rights and obligations as prescribed by law.
  - The legal representative of the Company shall have the following responsibilities:
    - To perform the assigned rights and obligations honestly, diligently and to the best of their ability to ensure the lawful interests of the Company;
    - To be loyal to the interests of the Company; not to abuse position, authority or use information, know-how, business opportunities, or other assets of the enterprise for personal gain or to serve the interests of other organizations or individuals;
    - To promptly, fully and accurately notify the enterprise about companies in which they or their related persons are owners or hold shares or contributed capital, in accordance with the provisions of this Law.
    - The legal representative of the enterprise shall be personally liable for damages to the Company arising from violation of the responsibilities set out in Clause 1 of this Article.
    - Other rights and obligations as prescribed by law.
6. The Company may establish branches and representative offices in its business areas to fulfil the Company's operational objectives, in accordance with Board of Directors resolutions and within the limits permitted by law.
7. Unless dissolved early pursuant to Article 50 or extended pursuant to Article 52 of this Charter, the duration of the Company's operation shall commence from the Founding Date and shall be indefinite.

## CHAPTER III. OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY

### Article 3. Business objectives of the Company

1. The Company's business sectors and industries are:

No.	Business Line	Code
1	Manufacture of consumer electronics	2640 (main)
2	Manufacture of household electrical appliances Details: - Manufacture of household electrical appliances - Manufacture of air conditioners	2750
3	Real estate business; land use rights of owners, users or lessees	6810
4	Demolition	4311
5	Site preparation	4312
6	Wholesale of electronic and telecommunications equipment and components	4652
7	Wholesale of agricultural machinery, equipment and spare parts	4653
8	Wholesale of other machinery, equipment and parts Details: - Trading of medical machinery and equipment - Trading of medical instruments - Wholesale of other machinery, equipment and parts	4659
9	Installation of industrial machinery and equipment	3320
10	Forging, pressing, stamping and roll-forming of metal; powder metallurgy	2591
11	Machining; treatment and coating of metals	2592
12	Manufacture of structural metal products	2511
13	Manufacture of iron, steel and cast iron	2410
14	Electrical installation	4321
15	Installation of other building systems Details: - Design of ventilation, heating and air conditioning systems for construction works - Installation of other building systems	4329
16	Manufacture of medical, dental, orthopedic and rehabilitation equipment and instruments Details: - Manufacture of medical and dental instruments (excluding artificial teeth and optical glasses)	3250
17	Manufacture of other electrical equipment Details: - Manufacture and trading of electrical machinery, equipment and materials	2790

No.	Business Line	Code
18	Iron ore mining (The enterprise shall operate only when fully meeting conditions and obtaining permits from competent State authorities in accordance with regulations)	0710
19	Construction of residential buildings	4101
20	Quarrying of stone, sand, gravel and clay Details: - Extraction and trading of stone, sand, gravel and clay	0810
21	Warehousing and storage Details: - Leasing of warehouses - Warehousing and storage of goods	5210
22	Construction of non-residential buildings	4102
23	Construction of railway works	4211
24	Freight transport by road Detail: Freight transport by specialized trucks	4933
25	Construction of roads	4212
26	Construction of electrical works	4221
27	Construction of water supply and drainage works	4222
28	Construction of telecommunications and communication works	4223
29	Construction of other civil engineering works	4229
30	Construction of hydraulic works	4291
31	Construction of mining works	4292
32	Finishing of textiles	1313
33	Manufacture of knitted, crocheted and nonwoven fabrics	1391
34	Construction of processing and manufacturing works	4293
35	Construction of other civil engineering works	4299
36	Manufacture of made-up textile articles (except apparel)	1392
37	Installation of water supply and drainage systems, heating and air conditioning systems	4322
38	Manufacture of carpets, rugs, blankets and mattresses	1393
39	Manufacture of luggage, handbags and similar articles; manufacture of saddlery and harness	1512
40	Manufacture of footwear	1520
41	Wholesale of textiles, garments and footwear	4641

No.	Business Line	Code
42	Manufacture of other general-purpose machinery Details: Manufacture of refrigerators or industrial refrigeration equipment, including production lines and key components; manufacture of ventilation fans.	2819
43	Steam and air conditioning supply; production and distribution of steam, hot water and air conditioning; manufacture of ice	3530
44	Other telecommunications activities	6190
45	Scientific research and technological development in natural sciences	7211
46	Scientific research and technological development in engineering and technology	7212
47	Processing and preserving of meat and meat products	1010
48	Processing and preserving of fish, crustaceans and molluscs and related products	1020
49	Processing and preserving of fruit and vegetables	1030
50	Manufacture of starches and starch products	1062
51	Manufacture of bakery products	1071
52	Manufacture of sugar	1072
53	Manufacture of macaroni, noodles and similar farinaceous products	1074
54	Manufacture of prepared meals and dishes	1075
55	Manufacture of other food products not elsewhere classified	1079
56	Manufacture of prepared animal feeds	1080
57	Restaurants and mobile food service activities	5610
58	Real estate brokerage activities	6821
59	Wholesale of computers, computer peripheral equipment and software	4651
60	Other food and beverage service activities	5629
61	Growing of vegetables, legumes and flowers	0118
62	Wholesale of construction materials and other installation supplies	4673
63	Growing of other annual crops	0119
64	Mining of other non-ferrous metal ores (The enterprise shall operate only when fully meeting conditions and obtaining permits from competent State authorities in accordance with regulations)	0729
65	Growing of tropical and subtropical fruits	0121
66	Manufacture of wearing apparel (except fur apparel)	1410
67	Growing of spices, aromatic, medicinal and pharmaceutical crops	0128

No.	Business Line	Code
68	Manufacture of knitted and crocheted apparel	1430
69	Wholesale of agricultural and forestry raw materials (excluding wood, bamboo and rattan) and live animals	4620
70	Retail sale of textiles, yarn, sewing thread and other textile goods	4751
71	Retail sale of clothing, footwear, leather and imitation leather goods	4771
72	Wholesale of food	4632
73	Retail sale of spare parts and accessories for motor vehicles and other motor vehicles	4782
74	Post-harvest service activities	0163
75	Production of electricity from non-renewable sources	3511
76	Scientific research and technological development in agricultural sciences	7214
77	Production of electricity from renewable energy sources	3512
78	Transmission and distribution of electricity	3513
79	Refractory product manufacturing	2391
80	Manufacture of clay building materials	2392
81	Publishing of video games	5821
82	Other software publishing	5829
83	Cement, lime and plaster manufacturing	2394
84	Manufacture of concrete products and products made from cement and plaster	2395
85	Development of video games, video game software and video game software tools	6211
86	Other computer programming activities	6219
87	Manufacture of other non-metallic mineral products not elsewhere classified	2399
88	Computer consultancy and computer facilities management activities	6220
89	Other information technology and computer service activities	6290
90	Other remaining business support service activities not elsewhere classified (Excluding: asset recovery services; independent auction activities; court reporting services) Details: Import and export of goods produced and traded by the company (excluding labor export and international tour organization)	8299
91	Manufacture of non-alcoholic beverages and mineral water	1105

No.	Business Line	Code
92	Wholesale of metals and metal ores	4672
93	Wholesale of other specialized goods not elsewhere classified	4679

- The Company's objective is to continuously develop its manufacturing, trading and service activities across all business sectors with a view to maximizing returns for shareholders, enhancing the Company's value, continuously improving the living conditions, working conditions and income of employees, and fulfilling the Company's tax obligations to the State.

#### Article 4. Scope of business and activities

- The Company is authorized to conduct business activities in the industries and sectors stipulated in this Charter that have been registered, notified of changes in registration content with the business registration authority, and published on the National Enterprise Registration Portal.
- In the event the Company engages in conditional business activities, the Company must satisfy all conditions required by the Law on Investment and relevant sector-specific legislation.

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

### **Article 5. Charter capital, shares and founding shareholders**

1. The Company's charter capital is VND 525.937.280.000 (In words: Five hundred twenty-five billion, nine hundred thirty-seven million, two hundred eighty thousand Vietnamese dong).
2. The total charter capital of the Company is divided into 52.593.728 shares (In words: Fifty-two million, five hundred ninety-three thousand, seven hundred twenty-eight shares) with a par value of VND 10,000 per share (ten thousand Vietnamese Dong per share).
3. The Company may increase its charter capital upon approval by the General Meeting of Shareholders and in compliance with applicable laws.
4. All shares of the Company on the date of adoption of this Charter are ordinary shares. The rights and obligations attached to the shares are set out in Article 12.
5. The Company may issue other types of preference shares upon approval of the General Meeting of Shareholders and in compliance with applicable laws.
6. The name, address, number of shares and other details regarding founding shareholders as required by the Enterprise Law shall be set out in Appendix 01 attached hereto. Appendix 01 forms an integral part of this Charter.
7. Ordinary shares must be offered for sale preferentially to existing shareholders in proportion to their respective ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The Company must announce the share offering, clearly stating the number of shares offered and an appropriate registration period (at least twenty working days) for shareholders to register for purchase. Any shares that shareholders fail to register for shall be decided by the Board of Directors. The Board may distribute such shares to eligible parties under such terms and conditions as the Board considers appropriate, but shall not sell such shares on terms more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.
8. The Company may repurchase shares previously issued by it (including redeemable preference shares) in the manner prescribed in this Charter and applicable laws.
9. The Company may issue other types of securities upon written approval by the General Meeting of Shareholders and in compliance with applicable securities laws and regulations.

### **Article 6. Shareholder certificate book**

1. Every Shareholder is entitled to be issued one Shareholder Certificate. All Shareholder Certificates shall be in a form and content compliant with applicable Law and, unless the Law provides otherwise, must bear the Company seal and the signature of the legal representative of the Company. Such certificate is used to confirm and track the Company's shareholders.
2. Subject to the provisions of this Charter, any person whose name appears in the Shareholder Register as the owner of shares of any class shall, within two (02) months after purchase, valid transfer or acquisition of ownership of shares in another manner permitted by Law and this Charter (unless the issuance terms provide otherwise), be entitled to receive free of charge one Shareholder Certificate.
3. If a Shareholder Certificate is damaged, lost, stolen or destroyed, the shareholder must immediately notify the Company in writing. The Company will consider issuing a replacement Shareholder Certificate reflecting the corresponding number of shares to the

- owner upon request, provided that the shareholder presents valid supporting documents and pays all related costs to the Company.
4. Notwithstanding the foregoing, shareholders must keep their Shareholder Certificate in good condition, not torn, damaged, blurred or faded, and shall independently bear responsibility for safekeeping their certificate. The Company shall not be liable in any event where such Shareholder Certificates are stolen or used for fraudulent purposes.
  5. The Company may, from time to time, change the form of recording share ownership of shareholders in compliance with applicable Law and this Charter.

#### **Article 7. Shareholder register**

1. A joint stock company must establish and maintain a shareholder register from the date of issuance of the Business Registration Certificate as a legal record of each Shareholder's share ownership. The shareholder register may be in written form, electronic data form, or both. The shareholder register shall contain the following principal contents:
  - a. Name and principal office address of the Company;
  - b. Total number of shares authorized to be offered, classes of shares authorized to be offered and number of shares of each class authorized to be offered;
  - c. Total number of shares sold of each class and value of contributed share capital;
  - d. Full name, contact address, nationality, personal legal document number for individual shareholders; name, enterprise code or organizational legal document number, principal office address for organizational shareholders;
  - e. Number of shares of each class held by each shareholder, date of share registration;
  - f. Other details as determined by the Board of Directors from time to time.
2. The Shareholder Register shall be kept, preserved and used at the Company's principal office or at another location or with another organization as decided by the Board of Directors in compliance with applicable Law or the Vietnam Securities Depository. Shareholders are entitled to inspect, access, extract or copy the contents of the shareholder register during the Company's business hours or those of another organization as determined by the Board of Directors or the Vietnam Securities Depository.
3. No later than five (05) days after the Company (i) receives full payment for shares issued by the Company or (ii) receives valid notice and documentation evidencing a transfer, the details of the relevant shareholder or transferee shall be recorded in the Shareholder Register.
4. Shareholders must notify the Board of Directors in writing of any change in their address. In the event the Company does not receive such notification, all notices, declarations or information shall be sent to the shareholder at the most recent address recorded in the Shareholder Register.

#### **Article 8. Transfer of shares**

1. All shares may be freely transferred unless otherwise provided by this Charter and applicable law. Shares listed on a Stock Exchange shall be transferred in accordance with securities laws and regulations and the rules of the relevant Stock Exchange.
2. Shares that have not been fully paid shall not be transferred, shall not entitle the holder to dividends or other rights as provided by law.

#### **Article 9. Forfeiture of shares (in the case of enterprise registration)**

1. If a shareholder fails to pay in full and on time the amount payable for purchased shares, the Board of Directors shall notify and may require the shareholder to pay the remaining

amount together with interest on that amount and any costs incurred by the Company as a result of non-payment, in accordance with applicable regulations.

2. The aforementioned payment notice must clearly state the new payment deadline (at least seven days from the date of the notice), the place of payment and must clearly state that if payment is not made as required, the unpaid shares will be forfeited.
3. If the requirements in the aforementioned notice are not complied with, prior to full payment of all amounts due, interest and related costs, the Board of Directors may forfeit such shares. The Board of Directors may accept delivery of the forfeited shares in accordance with Clauses 4, 5 and 6 and in other cases provided for in this Charter.
4. Forfeited shares shall become assets of the Company. The Board of Directors may directly or by delegation sell, redistribute or otherwise deal with the forfeited shares to the person who previously owned them or to other parties on such terms and conditions as the Board of Directors considers appropriate.
5. Shareholders holding forfeited shares shall cease to be shareholders in respect of those shares but shall remain liable for all related amounts plus interest at a rate (not exceeding 10% per annum) at the time of forfeiture as determined by the Board of Directors from the date of forfeiture until the date of actual payment. The Board of Directors has full authority to compel payment of the full value of the shares at the time of forfeiture or may waive in part or in full the amount due.
6. Notice of forfeiture shall be sent to the holder of the forfeited shares prior to the time of forfeiture. The forfeiture shall remain valid even in cases of error or negligence in sending the notice.

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

### **Article 10. Management organizational structure**

The management organizational structure of the Company consists of:

- a. General Meeting of Shareholders;
- b. Board of Directors;
- c. Supervisory Board;
- d. General Director.

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

### **Article 11. Rights of shareholders**

1. Shareholders are the owners of the Company and have corresponding rights and obligations according to the number and class of shares they own. Shareholders are only liable for the debts and other financial obligations of the Company up to the amount of capital they have contributed to the Company.
2. Holders of ordinary shares have the following rights:
  - a. Attend General Meetings of Shareholders and exercise voting rights directly or through an authorized representative. Each ordinary share carries one vote;
  - b. Receive dividends at the level decided by the General Meeting of Shareholders;
  - c. Freely transfer fully paid shares in accordance with this Charter and applicable laws;
  - d. Have priority right to purchase newly offered shares in proportion to their ordinary share ownership;
  - e. Inspect information relating to themselves in the list of shareholders entitled to participate in the General Meeting of Shareholders and request correction of any inaccurate information;
  - f. Inspect, access, extract or copy the Company's Charter, minutes of General Meetings of Shareholders and resolutions of the General Meeting of Shareholders;
  - g. In the event of Company dissolution, receive a portion of the remaining assets proportionate to the number of shares contributed, after the Company has paid its creditors and other classes of shareholders as required by law;
  - h. Request the Company to repurchase their shares in the cases prescribed in Article 132 of the Enterprise Law;
  - i. Receive equal treatment. Each share of the same class confers on its owner equal rights, obligations and benefits;
  - j. Other rights as provided in this Charter and applicable laws.
3. Shareholders or groups of shareholders holding at least 10% of total ordinary shares have the right to nominate candidates for the Board of Directors or Supervisory Board as provided in Article 24 and Article 36 of this Charter, respectively.
4. Groups of shareholders exercising the rights set out in Clause 3 of this Article must provide a written confirmation from a securities company (or other equivalent document acceptable to the Company) regarding the number of shares, ownership ratio, and period of share ownership, to demonstrate full satisfaction of the relevant conditions.
5. Shareholders or groups of shareholders owning 5% or more of total ordinary shares have the right to:
  - a. Request the Board of Directors to convene the General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Enterprise Law. The request to convene the meeting must be made in writing and must include the full name, permanent address, identity card/passport number or other valid personal identification for individual shareholders; name, enterprise code or organizational legal document number, principal office address for organizational shareholders; number of shares and date of share registration of each shareholder, total shares of the group and ownership ratio in the Company's total shares, basis and reasons for the convening request, signed by the relevant shareholders (the petition may be made in multiple copies to obtain signatures from all relevant shareholders). The request must be accompanied by documents and evidence of violations by the Board of Directors, the extent of violations or decisions exceeding its authority.
  - b. Inspect and receive copies or extracts of the list of shareholders entitled to attend and vote at the General Meeting of Shareholders.

- c. Inspect, access, extract the minute book and resolutions and decisions of the Board of Directors, semi-annual and annual financial reports, Supervisory Board reports, contracts and transactions subject to Board of Directors approval, and other documents, except documents relating to trade secrets or business secrets of the Company.
  - d. Request the Supervisory Board to investigate specific matters relating to the management and operation of the Company when deemed necessary. Such request must be made in writing and must include the full name, permanent address, nationality, identity card/passport number or other valid personal identification for individual shareholders; name, enterprise code or organizational legal document number, principal office address for organizational shareholders; number of shares and date of share registration of each shareholder, total shares of the group and ownership ratio in total Company shares; the matter to be investigated and the purpose of the investigation.
  - e. Other rights as provided in this Charter and applicable laws.
6. An organizational shareholder may appoint one or more authorized representatives to exercise its shareholder rights as prescribed by law; if more than one authorized representative is appointed, the number of shares and votes of each representative must be specifically designated. The appointment, termination or change of an authorized representative must be notified in writing to the Company within 03 days from the date the change occurs, unless otherwise provided by the Company and applicable laws. The notice must contain the following principal contents:
- a. Name, enterprise code, principal office address of the shareholder.
  - b. Number of shares, class of shares and date of registration as a shareholder of the Company.
  - c. Number of authorized representatives and the proportion of shares corresponding to each authorized representative.
  - d. Full name, permanent address, nationality, identity card/passport number or other valid personal identification of the authorized representative.
  - e. Duration of authorization of each representative, specifying the commencement date of representation.
  - f. Full name and signature of the authorized representative and the legal representative of the shareholder.
7. Where information regarding the authorized representative of a foreign organizational shareholder is changed, the Company must notify the business registration authority within three (03) working days from receipt of the notification.
8. The rights and obligations of shareholders holding preference shares (if any) shall be determined by the General Meeting of Shareholders from time to time, in accordance with applicable laws.

## **Article 12. Obligations of shareholders**

- 1. Shareholders have the following obligations:
  - a. Comply with the Charter and internal regulations of the Company; abide by decisions of the General Meeting of Shareholders and the Board of Directors;
  - b. Pay for subscribed shares as required;
  - c. Provide accurate address when registering for share purchase;

- d. Bear personal liability when acting in the name of the Company in any form to carry out any of the following acts:
    - i. Violation of laws;
    - ii. Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;
    - iii. Repayment of debts not yet due when the Company faces potential financial difficulties.
  - e. Not to withdraw capital contributed as ordinary shares from the Company in any form, except where the shares are repurchased by the Company or another party. Should any shareholder withdraw part or all of their contributed share capital in violation of this clause, the shareholder and persons with related interests in the Company shall be jointly and severally liable for the Company's debts and other financial obligations up to the value of the withdrawn shares and any resulting damages.
  - f. Maintain confidentiality of information provided by the Company as required by this Charter and applicable laws; use such information only to exercise and protect their lawful rights and interests; it is strictly prohibited to disseminate, copy or transmit information provided by the Company to other organizations or individuals.
  - g. Fulfil other obligations as required by law.
2. Obligations of Major Shareholders:
- a. A major shareholder is a shareholder who directly or indirectly owns five percent (5%) or more of voting shares of the Company.
  - b. Any organization or individual that becomes or ceases to be a major shareholder of the Company must submit a written report to the Company, the State Securities Commission and the Stock Exchange where the Company's shares are listed, using the form set out in Appendix VII to Circular 96/2020/TT-BTC, within five (05) working days from the date of becoming or ceasing to be a major shareholder.
  - c. When the number of owned shares changes by more than one percent (1%) of voting shares, within five (05) working days from the date of such change, the major shareholder must submit an amended and supplemented report to the Company, the State Securities Commission and the Stock Exchange where the Company's shares are listed, using the form set out in Appendix VII to Circular 96/2020/TT-BTC.
  - d. The commencement and termination of major shareholder status or the date of change in ownership ratio crossing the 1% threshold set out in Clauses 1 and 2 of this Article shall be calculated from the date of completion of the securities transaction as defined in Clause 12, Article 3 of Circular 96/2020/TT-BTC.
  - e. The provisions of items a, b, c above also apply to Related Persons holding five percent (5%) or more of voting shares of the Company.

### **Article 13. General Meeting of Shareholders**

1. The General Meeting of Shareholders is the supreme governing body of the Company. The Annual General Meeting of Shareholders shall be held once a year. The General Meeting of Shareholders must hold its annual meeting within four (04) months from the end of the financial year. If it cannot be held within that period, the Board of Directors may decide to extend the time for holding the Annual General Meeting of Shareholders but not beyond six months from the end of the financial year. The venue of the General Meeting of Shareholders

shall be determined as the location where the chairperson participates and must be within the territory of Vietnam.

2. The Board of Directors shall organize and convene the Annual General Meeting of Shareholders and select an appropriate venue. The Annual General Meeting of Shareholders shall decide on matters as provided by law and this Charter, in particular adopting the annual financial statements and the financial budget for the subsequent financial year. If the audit report on the Company's annual financial statements contains material exceptions, an adverse opinion or a disclaimer of opinion, the Company must invite a representative of the approved audit organization that performed the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and such representative has the obligation to attend. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:
  - a. The Board of Directors deems it necessary in the interests of the Company;
  - b. The annual balance sheet, quarterly or semi-annual reports or audit report for the financial year reflects that half of the charter capital has been lost compared to the beginning of the period;
  - c. When the number of Board of Directors members, independent Board of Directors members falls below the legally required minimum or the number of Board of Directors members is reduced by more than one-third (1/3) of the number specified in this Charter;
  - d. When the number of remaining Supervisory Board members falls below the legally required minimum;
  - e. Shareholders or groups of shareholders as specified in Article 11.5 of this Charter request the convening of the General Meeting of Shareholders by a written petition. The petition must clearly state the reason and purpose of the meeting and must be signed by the relevant shareholders (the petition may be made in multiple copies to obtain signatures from all relevant shareholders);
  - f. The Supervisory Board requests a meeting if it has reason to believe that Board of Directors members or other managers have seriously violated their obligations under Article 165 of the Enterprise Law, or that the Board of Directors has acted or intends to act beyond the scope of its authority.
  - g. Other cases as provided by law and the Company's Charter.
3. Convening of Extraordinary General Meeting of Shareholders:
  - a. The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date the number of Board of Directors members, independent Board of Directors members or Supervisory Board members falls below the threshold specified in Clauses 3c, 3d of Article 13, or upon receipt of a request specified in Clauses 3e and 3f of Article 13.
  - b. If the Board of Directors fails to convene the General Meeting of Shareholders as required under Article 13.4.a, the Supervisory Board must, within the following 30 (thirty) days, substitute for the Board of Directors to convene the General Meeting of Shareholders. If the Supervisory Board fails to convene the meeting as required, the Supervisory Board shall bear legal liability and shall compensate the Company for any resulting damages.
  - c. If the Supervisory Board fails to convene the General Meeting of Shareholders as required under Article 13.3.b, within the following thirty days, the shareholder or group of shareholders making the request under Article 13.2.c may substitute for the Board of Directors and Supervisory Board to convene the General Meeting of Shareholders in accordance with Article 140.4 of the Enterprise Law.

- d. In such cases, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the convening and conduct of the meeting if deemed necessary.
- e. All costs of convening and holding the General Meeting of Shareholders shall be reimbursed by the Company. Such costs do not include expenses incurred by shareholders in attending the General Meeting of Shareholders, including accommodation and travel costs.
- f. Procedures for organizing the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Enterprise Law.

#### **Article 14. Rights and obligations of the General Meeting of Shareholders**

1. The Annual General Meeting of Shareholders has the right to discuss and approve:
  - a. Annual audited financial statements;
  - b. Supervisory Board report;
  - c. Board of Directors report;
  - d. Short-term and long-term development plans of the Company;
  - e. Dividend level for each class of shares;
  - f. Other matters within its authority and as required by law.
2. The General Meeting of Shareholders has the following rights and obligations:
  - a. Approve annual financial statements;
  - b. The annual dividend to be paid for each class of shares in accordance with the Enterprise Law and the rights attached to such class of shares. Such dividend shall not exceed the level proposed by the Board of Directors after consulting with shareholders at the General Meeting of Shareholders;
  - c. Determine the number of Board of Directors members;
  - d. Elect, dismiss and replace Board of Directors members and Supervisory Board members;
  - e. Select independent auditing organizations;
  - f. The total remuneration of Board of Directors members and the remuneration report of the Board of Directors;
  - g. Amend and supplement the Company's Charter;
  - h. The class of shares and number of new shares to be issued for each class of shares and the transfer of founding shareholders' shares within the first three years from the Founding Date;
  - i. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
  - j. Investigate and handle violations by the Board of Directors or Supervisory Board that cause damages to the Company and its shareholders;
  - k. Decide on investment in or sale of assets with a value of 35% or more of total assets as recorded in the Company's most recent financial statements;
  - l. Repurchase by the Company of more than 10% of the total issued shares of each class;
  - m. The Company's execution of contracts or transactions with parties specified in Article 167.1 of the Enterprise Law with a value exceeding 20% of the Company's total assets as recorded in the most recent financial statements;

- n. Other matters as provided in this Charter, other Company regulations and applicable laws.
3. Shareholders shall not be permitted to vote in the following cases:
  - a. Contracts specified in Article 14.2 of this Charter where the shareholder or a related person of that shareholder is a party to the contract;
  - b. Repurchase of shares of that shareholder or a related person of that shareholder;
  - c. All resolutions and matters included in the agenda must be brought to discussion and vote at the General Meeting of Shareholders.

#### **Article 15. Authorized representatives**

1. Shareholders entitled to attend the General Meeting of Shareholders under applicable law may attend in person or authorize a representative to attend. If more than one authorized representative is appointed, the number of shares and votes of each representative must be specifically designated.
2. Authorization for a representative to attend the General Meeting of Shareholders must be made in writing using the Company's form and must bear the signature as follows:
  - a. If the authorizing party is an individual shareholder, the signature of both the shareholder and the authorized representative is required;
  - b. If the authorizing party is an authorized representative of an organizational shareholder, the signature of the authorized representative, the legal representative of the shareholder and the authorized attendee is required;
  - c. In other cases, the signature of the legal representative of the shareholder and the authorized attendee is required;
  - d. The authorized representative must submit the power of attorney when registering to attend before entering the meeting room.
3. Where a lawyer signs the designation of a representative on behalf of the authorizing party, such designation shall only be deemed effective if the designation is presented together with the power of attorney to the lawyer or a certified copy thereof (if not previously registered with the Company).
4. A vote cast by an authorized representative within the scope of authorization shall remain valid in any of the following circumstances:
  - a. The authorizing party has died, has had their civil legal capacity restricted or has lost civil legal capacity;
  - b. The authorizing party has revoked the authorization;
  - c. The authorizing party has revoked the authority of the person who performed the authorization.

This clause shall not apply in the event the Company receives notification of any of the above events forty-eight hours before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 16. Variation of rights**

1. Variation or abrogation of special rights attached to a class of preference shares shall take effect when approved by shareholders representing 65% or more of the total votes of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders that adversely changes the rights and obligations of preference shareholders may only be passed if approved by preference shareholders of the same class holding 75% or more of the total preference shares of that class who are present at the meeting, or by preference

shareholders of the same class holding 75% or more of the total preference shares of that class in the case of passing resolutions by way of written consultation.

2. A meeting as described above shall only be valid when at least two shareholders (or their authorized representatives) are present and hold at least 1/3 (one-third) of the nominal value of that class of issued shares. If the required quorum is not present, the meeting shall be reconvened within 30 (thirty) days, and holders of shares of that class (regardless of number of holders and shares) present in person or through authorized representatives shall be deemed to constitute a quorum. At such separate meetings, holders of shares of that class present in person or by proxy may request a poll and each person voting on a poll shall have one vote for each share of that class owned.
3. The procedures for holding such separate meetings shall follow the provisions of Articles 18, 19 and 20 of this Charter.
4. Unless the terms of issue otherwise provide, the special rights attached to classes of shares having preferential rights with respect to some or all matters relating to the distribution of profits or assets of the Company shall not be varied by the issue of further shares of the same class.

#### **Article 17. Convening the General Meeting of Shareholders, agenda and notice of meeting**

1. The Board of Directors convenes the General Meeting of Shareholders, or the General Meeting of Shareholders is convened in the cases specified in Article 13.
2. The person convening the General Meeting of Shareholders must perform the following tasks:
  - a. Prepare the list of shareholders eligible to participate and vote at the meeting. The list of shareholders entitled to attend the General Meeting of Shareholders must be prepared no more than 10 (ten) days before the date the notice of meeting is sent; prepare the agenda and documents as required by law and Company regulations. The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date;
  - b. Determine the time and venue of the meeting;
  - c. Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend;
  - d. Draft resolutions of the General Meeting of Shareholders in accordance with the expected content of the meeting; provide the list and detailed information of candidates in the case of election of Board of Directors members or Supervisory Board members;
  - e. Other tasks in service of the General Meeting of Shareholders.
3. The notice of the General Meeting of Shareholders must include the agenda and relevant information on matters to be discussed and voted on at the meeting. The notice of the General Meeting of Shareholders shall be sent to all shareholders and simultaneously published on the information channels of the State Securities Commission, the Stock Exchange, and the Company's website. The notice of the General Meeting of Shareholders must be sent to all shareholders on the list of shareholders entitled to attend at least twenty-one (21) days before the opening. The notice of meeting shall be sent by a method ensuring delivery to the shareholder's contact address and posted on the Company's website.
4. If documents are not attached to the notice of the General Meeting of Shareholders, the notice must clearly state the link to all meeting documents so that shareholders may access them, including:

- a. Meeting agenda and documents to be used at the meeting;
  - b. List and detailed information of candidates in the case of election of Board of Directors members or Supervisory Board members;
  - c. Ballot;
  - d. Draft resolution for each item on the agenda.
5. Shareholders or groups of shareholders referred to in Article 11.5 of this Charter have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. Proposals must be made in writing and submitted to the Company at least three (03) working days before the opening of the General Meeting of Shareholders. The proposal must include the name of the shareholder, the number and class of shares held, and the content proposed for inclusion in the agenda.
  6. The person convening the General Meeting of Shareholders may reject proposals relating to Article 17.4 of this Charter in the following cases:
    - a. The proposal is submitted outside the time limit or is incomplete or incorrect in content;
    - b. At the time of proposal, the shareholder or group of shareholders does not hold at least 5% of ordinary shares;
    - c. The proposed matter does not fall within the authority of the General Meeting of Shareholders to discuss and approve;
    - d. Other cases as provided by law and this Charter.
  7. The Board of Directors must prepare draft resolutions for each item on the agenda.
  8. If all shareholders representing 100% of voting shares attend in person or through authorized representatives at the General Meeting of Shareholders, resolutions unanimously passed by the General Meeting of Shareholders shall be deemed valid even if the convening procedure was not followed or the voting matter was not on the agenda.

#### **Article 18. Conditions for holding the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall proceed when shareholders attending the meeting represent more than 50% of voting shares.
2. If the required quorum is not achieved within thirty minutes of the scheduled opening time, the meeting must be reconvened within thirty (30) days from the originally scheduled date. The reconvened General Meeting of Shareholders may only proceed if shareholders and authorized representatives in attendance represent at least 33% of voting shares.
3. If the second meeting fails to proceed because the required quorum is not achieved within thirty minutes of the scheduled opening time, a third General Meeting of Shareholders may be convened within twenty (20) days of the scheduled date of the second meeting, and in such case the meeting shall proceed regardless of the number of shareholders or authorized representatives present and shall be deemed valid with authority to decide all matters that could have been approved by the first General Meeting of Shareholders.
4. Upon request, the Chairperson of the General Meeting of Shareholders may change the agenda included with the notice of meeting sent pursuant to Article 17 of this Charter.

#### **Article 19. Procedures for holding meetings and voting at the General Meeting of Shareholders**

1. On the day of the General Meeting of Shareholders, the Company must carry out shareholder registration procedures and must continue such registration until all entitled shareholders present have registered.

2. Upon shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card bearing the registration number, the shareholder's name, the name of the authorized representative (if any) and the number of votes of that shareholder. When voting at the meeting, shareholders shall exercise their votes on the voting card in accordance with the Corporate Governance Regulations. The General Meeting of Shareholders shall establish a vote-counting committee comprising vote counters and vote-counting supervisors. To ensure the vote-counting committee can perform its functions and powers, the committee may establish an assisting unit.
3. Shareholders who arrive late at the General Meeting of Shareholders may register upon arrival and thereafter participate and vote at the meeting. The Chairperson has no obligation to suspend the meeting to allow late-arriving shareholders to register, and the validity of votes already cast before the late-arriving shareholder's attendance shall not be affected.
4. Election of chairperson and secretary shall be as follows:
  - a. The Chairperson of the Board of Directors shall serve as chairperson or may authorize another Board of Directors member to serve as chairperson of the General Meeting of Shareholders convened by the Board of Directors. If the Chairperson is absent or temporarily incapacitated, the remaining Board of Directors members shall elect one of themselves as chairperson of the meeting by a simple majority. If no chairperson can be elected, the Head of the Supervisory Board shall preside to allow the General Meeting of Shareholders to elect a chairperson from among those present, and the person receiving the most votes shall serve as chairperson;
  - b. Except as provided in item a of this clause, the person who signed the convening notice of the General Meeting of Shareholders shall preside over the election of a chairperson by the General Meeting of Shareholders, and the person receiving the most votes shall serve as chairperson;
  - c. The chairperson shall appoint one or more persons to serve as secretary of the meeting.
5. The chairperson's decision on the order, procedures or events arising outside the agenda of the General Meeting of Shareholders shall be final.
6. The Chairperson of the General Meeting of Shareholders may adjourn the meeting even if the required quorum is present to another time and place as determined by the chairperson without seeking the opinion of the meeting if the chairperson considers that (a) attendees cannot be comfortably seated at the meeting venue, (b) a person present at the meeting is obstructing or disrupting order and there is a risk that the meeting cannot proceed fairly and lawfully, or (c) the communications equipment at the meeting venue does not allow attending shareholders to participate, discuss and vote. In addition, the chairperson may adjourn the meeting with the agreement or at the request of the General Meeting of Shareholders that has achieved the required quorum. The maximum adjournment period shall not exceed three days from the originally scheduled opening date. A reconvened meeting shall only consider matters that would have been lawfully dealt with at the adjourned meeting.
7. If the Company uses modern technology to organize the General Meeting of Shareholders through an online meeting, the Company is responsible for ensuring that shareholders may attend and vote by electronic ballot or other electronic means in accordance with Article 144 of the Enterprise Law and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government providing details for the implementation of certain provisions of the Securities Law.
8. If the chairperson adjourns or suspends the General Meeting of Shareholders in violation of Clause 6 of Article 19, the General Meeting of Shareholders shall elect another person

- from among those present to replace the chairperson to conduct the meeting until its conclusion, and the validity of the votes at that meeting shall not be affected.
9. The chairperson or secretary of the meeting may take such actions as they deem necessary to manage the General Meeting of Shareholders in an orderly and valid manner, or to ensure that the meeting reflects the wishes of the majority present.
  10. The Board of Directors may require shareholders or authorized representatives attending the General Meeting of Shareholders to submit to such inspections or security measures as the Board of Directors considers appropriate. If any shareholder or authorized representative refuses to comply with such inspection or security requirements, the Board of Directors, after careful consideration, may refuse entry to or remove such shareholder or representative from the meeting.
  11. The Board of Directors, after careful consideration, may take such measures as the Board of Directors considers appropriate to:
    - a. Regulate the number of persons present at the principal meeting venue;
    - b. Ensure the safety of all persons present at that venue;
    - c. Enable shareholders to attend (or continue to attend) the meeting.
  12. The Board of Directors has full discretion to change these measures and apply all measures the Board of Directors considers necessary. Such measures may include issuing admission passes or using other selection methods.
  13. In the event such measures are applied at the General Meeting of Shareholders, the Board of Directors in determining the meeting venue may:
    - a. Announce that the meeting will proceed at the venue stated in the notice and the chairperson will be present there (the "Principal Meeting Venue");
    - b. Make arrangements so that shareholders or authorized representatives who cannot attend in accordance with this clause, or those who wish to participate at a location other than the Principal Meeting Venue, may simultaneously attend the meeting.
  14. The notice of the meeting need not specify the details of the organizational arrangements under this clause.
  15. In this Charter (unless circumstances otherwise require), all shareholders shall be deemed to be attending the meeting at the Principal Meeting Venue.
  16. The Company must hold the General Meeting of Shareholders at least once a year. The Annual General Meeting of Shareholders must not be held in the form of written consultation.

## **Article 20. Passing resolutions of the General Meeting of Shareholders**

1. Except as provided in Article 20.2 of this Charter, resolutions of the General Meeting of Shareholders on the following matters shall be passed when approved by more than 50% of the total votes of shareholders with voting rights who are present in person or through authorized representatives at the General Meeting of Shareholders:
  - a. Annual financial statements;
  - b. Reports of the Board of Directors and Supervisory Board;
  - c. Short-term and long-term development plans of the Company;
  - d. Election, removal and dismissal of Board of Directors members and Supervisory Board members and ratification of the General Director appointment by the Board of Directors;
  - e. Other matters within the authority of the General Meeting of Shareholders.

2. Resolutions of the General Meeting of Shareholders relating to amendments and supplements to the Charter, classes and number of shares offered for sale, merger, change in management organizational structure, reorganization and dissolution of the Company, change in business sectors or fields, sale of Company or branch assets or purchase transactions by the Company or its branches with a value of 35% or more of the total assets of the Company and its branches as recorded in the most recent audited financial statements shall only be passed when approved by 65% or more of the total votes of shareholders with voting rights who are present in person or through authorized representatives at the General Meeting of Shareholders.
3. Voting for the election of Board of Directors members and Supervisory Board members must be conducted by cumulative voting, whereby each shareholder's total number of votes equals the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or Supervisory Board, and each shareholder may concentrate all or part of their total votes on one or more candidates. Candidates elected as Board of Directors or Supervisory Board members shall be determined by vote count from highest to lowest, starting from the candidate with the highest vote count, until the required number of members as specified in the Company's Charter is filled. If two or more candidates receive the same number of votes for the last position on the Board of Directors or Supervisory Board, a re-vote among the tied candidates shall be held or a selection shall be made based on criteria in the election regulations.

#### **Article 21. Authority and procedures for collecting shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders**

The authority and procedures for collecting shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders shall be as follows:

1. The Board of Directors is authorized to collect shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders as specified in Article 14 of this Charter at any time when deemed necessary in the interests of the Company, except in the cases provided for in Clause 2, Article 147 of the Enterprise Law and Clause 3, Article 19 of this Charter.
2. The Board of Directors must prepare opinion collection forms, draft resolutions of the General Meeting of Shareholders and explanatory documents for the draft resolutions. The opinion collection forms together with draft resolutions and explanatory documents must be sent by a method ensuring delivery to the permanent address of each shareholder; the Board of Directors must ensure that documents are sent and disclosed to shareholders within a reasonable time for them to review and vote, and must be sent at least ten (10) days before the deadline for returning completed forms.
3. The opinion collection form must contain the following principal contents:
  - a. Name, principal office address, enterprise code of the Company;
  - b. Purpose of collecting opinions;
  - c. Full name, contact address, nationality, personal legal document number for individual shareholders; name, enterprise code or organizational legal document number, principal office address for organizational shareholders, or full name, contact address, nationality, personal legal document number for the individual representative of an organizational shareholder; number of shares of each class and the number of votes of the shareholder;
  - d. The matter on which opinions are being sought to pass a resolution;
  - e. Voting options including: in favor, against and no opinion;

- f. The deadline by which the completed opinion collection form must be returned to the Company. Forms not returned shall be deemed non-participation in voting;
      - g. Full name and signature of the Chairperson of the Board of Directors of the Company.
4. The completed opinion collection form must bear the signature of an individual shareholder, the authorized representative or the legal representative of an organizational shareholder.
5. Opinion collection forms returned to the Company must be placed in sealed envelopes and no one may open them before vote counting. Forms returned after the specified deadline or that have been opened shall be invalid.
6. The Board of Directors shall count the votes and prepare a vote-counting report in the presence of the Supervisory Board or a shareholder not holding a management position in the Company. The vote-counting report must contain the following principal contents:
  - a. Name, principal office address, enterprise code;
  - b. Purpose and matters on which opinions are being sought to pass a resolution;
  - c. Number of shareholders with total voting shares that participated in voting, distinguishing between valid and invalid ballots, together with an appendix listing participating shareholders;
  - d. Total number of votes in favor, against and no opinion for each matter;
  - e. Resolutions passed and corresponding voting ratios;
  - f. Full name and signature of the Chairperson of the Board of Directors, the vote counter and the vote-counting supervisor.

Board of Directors members and vote-counting supervisors shall be jointly and severally liable for the accuracy and truthfulness of the vote-counting report; and jointly and severally liable for any damages arising from resolutions passed as a result of inaccurate or dishonest vote counting.
7. The vote-counting report must be published on the Company's website within twenty-four (24) working hours from the completion of vote counting.
8. Completed opinion collection forms, vote-counting reports, the full text of resolutions passed and related documents sent together with the opinion collection forms must all be kept at the principal office of the Company.
9. A resolution passed by way of written shareholder opinion must be approved by shareholders representing at least 51% of total voting shares and shall have the same effect as a resolution passed at a General Meeting of Shareholders.

## **Article 22. Resolutions and minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may also be prepared in English, and must contain the following principal contents:
  - a. Name, principal office address, enterprise code;
  - b. Time and venue of the General Meeting of Shareholders;
  - c. Agenda and content of the meeting;
  - d. Full name of the chairperson and secretary;
  - e. Summary of the proceedings and opinions expressed at the General Meeting of Shareholders on each item on the agenda;

- f. Number of shareholders and total votes of shareholders in attendance, appendix listing shareholders and shareholder representatives present with corresponding number of shares and votes.
  - g. Total number of votes for each item voted on, clearly stating the voting method, total valid votes, invalid votes, votes in favor, against and no opinion, and the corresponding ratio to total votes of attending shareholders;
  - h. Matters that have been approved and the corresponding voting ratios;
  - i. Full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, the minutes shall be valid if signed by all other Board of Directors members who attended the meeting and contain all the required content under this clause. The minutes shall note 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 conclusion of the meeting. The chairperson and secretary of the meeting, or other persons who sign the minutes, shall be jointly and severally liable for the accuracy and truthfulness of the minutes.
  3. The presiding officer of the General Meeting of Shareholders shall be responsible for organizing the storage of the meeting minutes.
  4. The minutes of the General Meeting of Shareholders and accompanying documents must be published on the Company's website within twenty-four (24) hours of the conclusion of the General Meeting of Shareholders. The minutes of the General Meeting of Shareholders shall be considered conclusive evidence of the proceedings at the General Meeting of Shareholders unless an objection to the content of the minutes is raised in accordance with the prescribed procedures within ten days of the dispatch of the minutes.
  5. The resolutions, minutes of the General Meeting of Shareholders, the appendix listing shareholders registered to attend bearing shareholders' signatures, powers of attorney for attendance, all attachments to the minutes (if any) and related documents enclosed with the notice of meeting must be disclosed in accordance with applicable information disclosure regulations on the securities market and must be kept at the principal office of the Company.

### **Article 23. Requests for annulment of resolutions of the General Meeting of Shareholders**

Within ninety (90) days from the date of receipt of a resolution or minutes of the General Meeting of Shareholders or minutes of the vote-counting results of the General Meeting of Shareholders, shareholders or groups of shareholders as specified in Clause 2, Article 115 of the Enterprise Law may request the Court or Arbitration to review and annul a resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening and passing resolutions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the Company's Charter, except as provided in Clause 2, Article 152 of the Enterprise Law;
2. The content of the resolution violates applicable law or the Company's Charter.

## CHAPTER VII. BOARD OF DIRECTORS

### Article 24. Composition and term of Board of Directors members

1. The Board of Directors shall have at least three (03) and at most eleven (11) members.
  - a. The number of Board of Directors members shall be determined by the General Meeting of Shareholders at the Annual General Meeting. The term of a Board of Directors member shall not exceed five (05) years; Board of Directors members may be re-elected without limit on the number of terms.
  - b. At least 1/3 of the total number of Board of Directors members must be non-executive members.

- c. At least 01 independent member must be ensured where the Company has between 03 and 05 Board of Directors members.
2. Board of Directors members must satisfy the following specific standards:
  - a. Have full civil legal capacity and not fall within the categories specified in Clause 2, Article 17 of the Enterprise Law 2020;
  - b. Have professional qualifications and experience in business administration or in the sector, industry or business field of the Company and need not necessarily be a shareholder of the Company.
  - c. A Board of Directors member of the Company may simultaneously serve as a Board of Directors member at a maximum of 05 other companies.
  - d. The Chairperson and members of the Board of Directors must not be persons having a family relationship with the General Director/Director.
  - e. Other standards and conditions as required by applicable laws.
3. Independent Board of Directors members must satisfy the following standards and conditions:
  - a. Must not be a person currently working for the Company, the parent company or a subsidiary of the Company; must not be a person who has worked for the Company, the parent company or a subsidiary of the Company within the preceding 03 years;
  - b. Must not be a person currently receiving salary or remuneration from the Company, except for allowances that Board of Directors members are entitled to receive under applicable regulations;
  - c. Must not be a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological children, adopted children, biological siblings are major shareholders of the Company or managers of the Company or a subsidiary of the Company;
  - d. Must not be a person who directly or indirectly owns at least 1% of total voting shares of the Company;
  - e. Must not be a person who has previously served as a Board of Directors member or Supervisory Board member of the Company within the preceding 05 years, unless appointed for two consecutive terms.
  - f. An individual may only be elected as an independent Board of Directors member of a company for a maximum of 02 consecutive terms.
4. A non-executive Board of Directors member is a Board of Directors member who is not the General Director, Deputy General Director, Chief Accountant or other executives as specified in the Company's Charter.
5. Board of Directors members need not necessarily hold shares of the Company.
6. Once candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least 10 days before the opening of the General Meeting of Shareholders on the Company's website so that shareholders may learn about these candidates before voting. Board of Directors candidates must provide a written commitment regarding the accuracy of their disclosed personal information and must commit to perform their duties honestly, diligently and in the best interests of the Company if elected. Information disclosed relating to Board of Directors candidates shall include:
  - a. Full name, date and year of birth;
  - b. Professional qualifications;
  - c. Work history;

- d. Other managerial positions (including Board of Directors positions at other companies);
  - e. Interests related to the Company and the Company's related parties;
  - f. Other information (if any) as required by the Company's Charter;
  - g. Public companies must disclose information about companies where candidates currently serve as Board of Directors members, other managerial positions, and related interests of candidates in the Company (if any).
7. Shareholders/groups of shareholders holding at least 10% of total voting shares have the right to combine their voting rights to nominate candidates for the Board of Directors.
- a. Shareholders/groups of shareholders holding from 10% to less than 20% of total voting shares may nominate up to 01 (one) member.
  - b. Shareholders/groups of shareholders holding from 20% to less than 30% of total shares may nominate up to 02 (two) members;
  - c. Shareholders/groups of shareholders holding from 30% to less than 40% of total shares may nominate up to 03 (three) candidates;
  - d. Shareholders/groups of shareholders holding from 40% to less than 50% of total shares may nominate up to 04 (four) candidates;
  - e. Shareholders/groups of shareholders holding from 50% to less than 60% of total shares may nominate up to 05 (five) candidates;
  - f. Shareholders/groups of shareholders holding from 60% to less than 70% of total shares may nominate up to 06 (six) candidates;
  - g. Shareholders/groups of shareholders holding from 70% to less than 80% of total shares may nominate up to 07 (seven) candidates;
  - h. Shareholders/groups of shareholders holding from 80% to less than 90% of total shares may nominate 08 (eight) candidates.
  - i. If the number of candidates nominated by shareholders/groups of shareholders is less than the number of candidates they are entitled to nominate, the remainder shall be nominated by the Board of Directors and other shareholders.
8. If the number of Board of Directors candidates nominated through the nomination process is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations through a mechanism specified by the Company. The nomination mechanism or the manner in which the incumbent Board of Directors nominates candidates must be clearly disclosed and must be approved by the General Meeting of Shareholders before the nomination process proceeds.
9. A Board of Directors member shall cease to hold the position in the event of dismissal, removal or replacement by the General Meeting of Shareholders in any of the following cases:
- a. The member is not qualified to be a Board of Directors member under the Enterprise Law or is prohibited by law from serving as a Board of Directors member;
  - b. The member submits a written resignation to the Company's principal office;
  - c. The member suffers from a mental disorder and other Board of Directors members have expert evidence that the person no longer has civil legal capacity;
  - d. The member has been continuously absent from Board of Directors meetings for six consecutive months without being granted leave by the Board of Directors and the Board has ruled that the position is vacant;

- e. The member is removed as a Board of Directors member by resolution of the General Meeting of Shareholders.
10. The appointment of Board of Directors members must be notified in accordance with applicable laws.

#### **Article 25. Powers and duties of the Board of Directors**

1. The business and affairs of the Company shall be managed or directed by the Board of Directors. The Board of Directors is the body with full authority to exercise all rights on behalf of the Company, except for those matters reserved for the General Meeting of Shareholders.
2. The Board of Directors is responsible for supervising (including: the General Director and other enterprise executives within its authority) and overseeing the management of the Company in accordance with the mechanisms set out in this Charter and the Corporate Governance Regulations.
3. The rights and obligations of the Board of Directors shall be governed by law, this Charter, internal regulations of the Company and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and duties:
  - a. Decide on annual production and business development plans and budgets;
  - b. Determine operational targets on the basis of strategic objectives approved by the General Meeting of Shareholders;
  - c. Appoint, dismiss and remove other enterprise managers upon recommendation by the General Director and decide on their remuneration;
  - d. Decide on the organizational structure of the Company;
  - e. Resolve the Company's complaints against Company managers and decide on the selection of the Company's representative to resolve matters related to legal proceedings against such manager;
  - f. Propose the types of shares that may be issued and the total number of shares to be issued by class;
  - g. Propose the issuance of bonds, convertible bonds and warrants allowing holders to purchase shares at a predetermined price;
  - h. Decide on the offering price of bonds, shares and convertible securities where authorized by the General Meeting of Shareholders;
  - i. Appoint, remove and dismiss a Director or General Director or other manager or representative of the Company when the Board of Directors considers it to be in the best interests of the Company. Such removal shall not be contrary to the contractual rights of those removed (if any);
  - j. Propose annual dividend levels and determine interim dividend levels; organize dividend payments;
  - k. Propose the reorganization, dissolution and request for bankruptcy of the Company;
  - l. Decide to issue the Board of Directors Operating Regulations and the internal Corporate Governance Regulations, upon approval by the General Meeting of Shareholders; and the Company's Information Disclosure Regulations;
  - m. Report on the Board of Directors' activities at the General Meeting of Shareholders.
  - n. Other rights and obligations as provided by the Enterprise Law, Securities Law, other applicable regulations and the Company's Charter.
  - o. Submit annual financial statements to the General Meeting of Shareholders.
4. The following matters must be approved by the Board of Directors:

- a. Establishment of branches or representative offices of the Company;
  - b. Establishment of subsidiaries of the Company;
  - c. Within the scope of Article 153.2 of the Enterprise Law and except for cases under Article 167.3 of the Enterprise Law which must be approved by the General Meeting of Shareholders, the Board of Directors shall from time to time decide on the execution, amendment and cancellation of major contracts of the Company (including contracts of purchase, sale, merger, acquisition, joint venture and contracts with a value equal to or greater than thirty-five percent (35%) of total assets as recorded in the most recent financial statements of the Company);
  - d. Appointment and dismissal of persons appointed by the Company as commercial agents and Lawyers of the Company;
  - e. Borrowing and the provision of mortgages, security, guarantees and indemnities of the Company;
  - f. Investments not included in the business plan and budget exceeding 10% of the annual business plan and budget value;
  - g. Purchase or sale of shares in other companies established in Vietnam or abroad;
  - h. Valuation of non-cash assets contributed to the Company in connection with the issuance of shares or bonds, including gold, land use rights, intellectual property rights, technology and technological know-how;
  - i. Repurchase or redemption by the Company of not more than 10% of each class of shares;
  - j. Business matters or transactions that the Board determines require approval within the scope of its authority and responsibilities;
  - k. Decide on the purchase price or redemption price of the Company's shares.
5. The Board of Directors must report to the General Meeting of Shareholders on its activities, specifically on the Board of Directors' supervision of the General Director and other managers during the financial year. If the Board of Directors fails to submit the report to the General Meeting of Shareholders, the Company's annual financial statements shall be deemed invalid and not approved by the Board of Directors.
  6. Unless otherwise provided by law and this Charter, the Board of Directors may delegate to subordinates and managing representatives to conduct business on behalf of the Company.
  7. Board of Directors members (excluding authorized substitute representatives) are entitled to receive remuneration for their services as Board of Directors members. The total remuneration for the Board of Directors shall be determined by the General Meeting of Shareholders. Such remuneration shall be allocated among Board of Directors members by agreement within the Board of Directors, or equally distributed if no agreement is reached.
  8. The total remuneration paid to Board of Directors members must be stated in detail in the Company's annual report.
  9. Board of Directors members holding executive positions (including the Chairperson or Vice-Chairperson), or serving on Board of Directors subcommittees, or performing other work that, in the opinion of the Board of Directors, falls outside the ordinary scope of a Board of Directors member's duties, may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profits, or in another form as decided by the Board of Directors.
  10. Board of Directors members are entitled to be reimbursed for all travel, accommodation and other reasonable expenses they incur in performing their duties as Board of Directors members, including expenses incurred in attending meetings of the Board of Directors, Board of Directors subcommittees or the General Meeting of Shareholders.

## **Article 26. Chairperson and Vice-Chairperson of the Board of Directors**

1. The General Meeting of Shareholders or the Board of Directors must elect from among its members a Chairperson and a Vice-Chairperson. The Chairperson of the Board of Directors shall not concurrently hold the position of General Director of the Company.
2. The Chairperson of the Board of Directors is responsible for convening and presiding over the General Meeting of Shareholders and Board of Directors meetings, and shall have other rights and responsibilities as provided in this Charter and the Enterprise Law. The Vice-Chairperson shall have the same rights and obligations as the Chairperson in cases authorized by the Chairperson, but only when the Chairperson has notified the Board of Directors of their absence or necessary absence due to force majeure or incapacity. In such cases, if the Chairperson does not designate the Vice-Chairperson to act accordingly, the remaining Board of Directors members shall designate the Vice-Chairperson. If both the Chairperson and Vice-Chairperson are temporarily unable to perform their duties for any reason, the Board of Directors may appoint another member to perform the duties of the Chairperson by a simple majority.
3. The Chairperson of the Board of Directors is responsible for ensuring that the Board of Directors sends the annual financial statements, operational report, audit report and review report of the Board of Directors to shareholders at the General Meeting of Shareholders.
4. If both the Chairperson and Vice-Chairperson of the Board of Directors resign or are dismissed, the Board of Directors must elect a replacement within ten days of the resignation/dismissal.

## **Article 27. Alternate Board of Directors members**

1. A Board of Directors member (not a person already appointed as an alternate for that member) may appoint another Board of Directors member, or a person approved by the Board of Directors and willing to perform this role, as their alternate and may dismiss such alternate.
2. An alternate Board of Directors member is entitled to receive notices of meetings of the Board of Directors and of Board of Directors subcommittees of which the appointing member is a member, is entitled to attend and vote at such meetings when the appointing Board of Directors member is absent, and is authorized to perform all functions of the appointing member as a Board of Directors member in the absence of the appointing member. The alternate shall not be entitled to receive any remuneration from the Company for their services as an alternate Board of Directors member. However, the Company is not obliged to send notices of such meetings to an alternate Board of Directors member who is not in Vietnam.
3. An alternate shall cease to be an alternate Board of Directors member if the appointing member ceases to be a Board of Directors member. If a Board of Directors member whose term has expired is re-appointed or deemed to have been re-appointed at the same General Meeting of Shareholders at which they ceased to hold office due to expiry of term, any appointment of an alternate made by that member immediately before their term expired shall continue to be effective after the member is re-appointed.
4. The appointment or dismissal of an alternate must be made in writing, signed by the appointing or dismissing Board of Directors member and delivered to the Company; or in another form approved by the Board of Directors.
5. Except as otherwise provided in this Charter, an alternate shall be regarded as a Board of Directors member in all respects and shall bear personal responsibility for their own acts and defaults without being regarded as the agent of the Board of Directors member who appointed them.

## Article 28. Meetings of the Board of Directors

1. If the Board of Directors elects a Chairperson, the first meeting of the Board of Directors' term to elect a Chairperson and make other decisions within its authority must be held within seven working days from the date of completion of the election of the Board of Directors for that term. This meeting shall be convened by the member who received the highest number of votes. If two or more members received the same highest number of votes, the elected members shall by majority vote elect one of themselves to convene the Board of Directors meeting.
2. Regular meetings: The Chairperson of the Board of Directors must convene Board of Directors meetings, preparing the agenda, time and venue at least five (05) working days before the expected date of the meeting. The Chairperson may convene a meeting whenever deemed necessary, but at least once every quarter.
3. Extraordinary meetings: The Chairperson must convene a Board of Directors meeting without unjustified delay upon a written request from any of the following parties setting out the purpose of the meeting and matters to be discussed:
  - a. The General Director or at least five other managers;
  - b. At least two Board of Directors members;
  - c. The Chairperson of the Board of Directors;
  - d. The Supervisory Board or an independent Board of Directors member.
4. Board of Directors meetings referred to in Article 28.3 of this Charter must be held within seven (07) working days of the meeting request. If the Chairperson of the Board of Directors refuses to convene the meeting upon request, the Chairperson shall be liable for any resulting damages; the persons requesting the meeting referred to in Article 28.3 of this Charter may themselves convene the Board of Directors meeting.

If requested by an independent auditor, the Chairperson of the Board of Directors must convene a Board of Directors meeting to discuss the audit report and the state of the Company.

5. Board of Directors meetings shall be held at the Company's registered address or at other addresses in Vietnam or abroad as decided by the Chairperson of the Board of Directors and agreed by the Board of Directors.
6. Notice of the Board of Directors meeting must be sent in advance to Board of Directors members at least five (05) working days before the meeting; members may waive the notice of meeting in writing and such waiver may take effect retroactively. The Board of Directors meeting notice must be in Vietnamese and must clearly state the full agenda, time and venue of the meeting, together with necessary documents regarding matters to be discussed and voted upon at the Board of Directors meeting and ballots for members unable to attend.
7. Notice of meeting may be sent by post, fax, email or other means, but must ensure delivery to each Board of Directors member's address registered at the Company.
8. Minimum quorum. Board of Directors meetings may only be held and resolutions may only be passed when at least three-quarters (3/4) of Board of Directors members are present in person or through alternates. If the quorum is not met at a meeting convened under this clause, the meeting may be reconvened within seven (07) days of the originally scheduled date. In such cases, the meeting may proceed if more than half of the Board of Directors members are present.
9. Voting.
  - a. Except as provided in Article 28.9.b of this Charter, each Board of Directors member or authorized representative present in person at a Board of Directors meeting shall have one vote;

- b. A Board of Directors member shall not be permitted to vote on contracts, transactions or proposals in which that member or a related person has an interest that conflicts or may conflict with the interests of the Company. Such a Board of Directors member shall not be counted towards the minimum quorum required to hold a Board of Directors meeting on matters on which that member has no voting right;
  - c. Subject to Article 28.9.d of this Charter, when a question arises at a Board of Directors meeting regarding the extent of a Board of Directors member's interest or their voting right on a particular matter, and such question cannot be resolved by that member voluntarily abstaining from voting, the matter shall be referred to the chairperson of the meeting, and the chairperson's ruling in respect of all other Board of Directors members shall be final, except where the nature or extent of the interest of the relevant Board of Directors member has not been adequately disclosed;
  - d. A Board of Directors member who benefits from a contract referred to in Articles 34.4a and 34.4b of this Charter shall be deemed to have a material interest in that contract.
10. A Board of Directors member who directly or indirectly benefits from a contract or transaction that has been entered into or is proposed to be entered into with the Company, and who knows that they have an interest therein, must disclose the nature and extent of that interest at the meeting at which the Board of Directors first considers the matter of entering into the contract or transaction. Alternatively, such member may disclose this at the first Board of Directors meeting held after the member becomes aware that they have or will have an interest in the relevant transaction or contract.
11. The Board of Directors passes resolutions and makes decisions by the affirmative vote of a majority (more than 50%) of Board of Directors members present. In the event of an equal number of votes for and against, the Chairperson's vote shall be the casting vote.
12. A Board of Directors meeting may be held in the form of deliberation among Board of Directors members when all or some members are at different locations, provided that each participating member can:
- a. Hear each other Board of Directors member speaking at the meeting.
  - b. If desired, speak to all other participating members simultaneously.
  - c. Communication among members may be conducted directly by telephone or by other means of electronic communication (including means existing at the time of adoption of this Charter or developed thereafter), or a combination of these methods. Under this Charter, a Board of Directors member participating in such a meeting shall be deemed 'present' at that meeting. The venue of such a meeting shall be the location where the largest group of Board of Directors members is gathered, or if no such group exists, the location where the presiding officer is present.
  - d. Resolutions passed at a validly organized and conducted telephone meeting shall take effect upon the conclusion of the meeting, but must be confirmed by signatures in the minutes of all Board of Directors members who participated.
13. Written resolutions: Resolutions passed by way of written consultation shall be approved on the basis of the affirmative vote of a majority of Board of Directors members with voting rights. Such resolutions shall be as effective and valid as resolutions passed by Board of Directors members at a duly convened and organized meeting.
14. Board of Directors meeting minutes: The Chairperson of the Board of Directors is responsible for transmitting the Board of Directors meeting minutes to the members, and such minutes shall be conclusive evidence of the proceedings at those meetings unless an

objection to the content of the minutes is raised within ten (10) days of dispatch. Board of Directors meeting minutes shall be prepared in Vietnamese and shall comply with Article 158 of the Enterprise Law.

15. Board of Directors subcommittees.

The Board of Directors may establish and delegate authority to act to subcommittees. Subcommittee members may include one or more Board of Directors members and one or more external members as determined by the Board of Directors. In exercising their delegated authority, subcommittees must comply with the regulations established by the Board of Directors. Such regulations may provide for or permit the addition of non-Board of Directors members to such subcommittees and allow such persons to vote as subcommittee members, provided that (a) the number of external members must be less than half of the total subcommittee membership and (b) resolutions of subcommittees shall only be valid when a majority of those attending and voting at a subcommittee meeting are Board of Directors members.

16. Validity of actions. Actions taken in execution of a decision of the Board of Directors, or of a Board of Directors subcommittee, or by a person serving as a member of a Board of Directors subcommittee, shall be deemed valid even if there was any defect in the election or appointment of the subcommittee or Board of Directors member.

## **CHAPTER VIII. GENERAL DIRECTOR, OTHER EXECUTIVES AND COMPANY SECRETARY**

### **Article 29. Management apparatus**

The management system of the Company must ensure that the management apparatus is accountable to and under the leadership of the Board of Directors. The Company shall have one (01) General Director, Deputy General Directors, and one (01) Chief Accountant appointed by the Board of Directors. The General Director and Deputy General Directors may concurrently serve as Board of Directors members and shall be appointed or dismissed by the Board of Directors by a duly passed resolution.

### **Article 30. Company executives**

1. Company executives include the General Director, Deputy General Directors, Chief Accountant, Executive Directors and other executives as specified in the Company's Charter.
2. Upon recommendation by the General Director and approval by the Board of Directors, the Company may recruit other executives in numbers and with qualifications appropriate to the organizational structure and management regulations of the Company as specified 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 be paid salary and bonuses. The General Director's salary and bonuses shall be determined by the Board of Directors.
4. The salaries of executives shall be recorded as business costs of the Company in accordance with corporate income tax laws, stated 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 31. Appointment, dismissal, duties and powers of the General Director**

1. Appointment: The Board of Directors shall appoint one of its members or hire an external person as General Director and shall enter into a contract specifying the salary, remuneration, benefits and other terms relating to the appointment. Information regarding the salary, allowances and benefits of the General Director must be reported at the Annual General Meeting of Shareholders and included in the Company's annual report.
2. Term: The General Director's term is five (05) years unless otherwise determined by the Board of Directors and may be re-appointed. The appointment may lapse pursuant to the provisions of the employment contract. The General Director may not be a person prohibited by law from holding such position, namely minors, persons without legal capacity, persons sentenced to imprisonment, persons currently serving prison sentences, armed forces personnel, civil servants and persons found to have caused the bankruptcy of companies they previously managed.
3. Powers and duties.

The General Director has the following powers and responsibilities:

- a. Implement resolutions of the Board of Directors and the General Meeting of Shareholders, and the Company's business and investment plans approved by the Board of Directors and the General Meeting of Shareholders; comply with this Charter, the Company's operating regulations and applicable laws.
- b. Decide on all matters not requiring Board of Directors resolutions, including signing financial and commercial contracts on behalf of the Company, organizing and directing the Company's routine production and business activities in accordance with best management practices.
- c. Recommend to the Board of Directors the number and types of management staff the Company needs to recruit for appointment or dismissal as necessary to implement the operational and management structures proposed by the Board of Directors, and advise the Board of Directors on the salary, remuneration, benefits and other terms of employment contracts of other managers.
- d. Consult with the Board of Directors to determine the number of employees, salary, allowances, benefits, appointment, dismissal and other terms relating to their employment contracts.
- e. No later than December 31 of each year, the General Director must submit to the Board of Directors for approval a detailed business plan for the next financial year on the basis of satisfying appropriate budget requirements as well as a five (05)-year financial plan.
- f. Implement the annual business plan approved by the General Meeting of Shareholders and the Board of Directors.
- g. Propose measures to improve the Company's operations and management.
- h. Prepare the Company's long-term, annual and monthly budgets (hereinafter referred to as the "budget") for long-term, annual and monthly management purposes in accordance with the business plan. The annual budget (including projected balance sheet, statement of business operations and statement of cash flows) for each financial year must be submitted for approval by the Board of Directors and must contain the information specified in the Company's regulations.

- i. Perform all other activities as required by this Charter and the Company's regulations, resolutions of the Board of Directors, the General Director's employment contract and applicable laws.
4. Report to the Board of Directors and the General Meeting of Shareholders.

The General Director is accountable to the Board of Directors and the General Meeting of Shareholders for the performance of their assigned duties and powers and must report to these bodies when required. Where necessary, the Chairperson of the Board of Directors may temporarily suspend decisions of the General Director to limit losses and must thereafter report in writing to the Board of Directors for a formal decision on whether to continue or lift the suspension within fifteen (15) days of the date of the suspension decision.

5. Dismissal: The Board of Directors may dismiss the General Director when two-thirds (2/3) or more of Board of Directors members vote in favor (in which case the vote of the General Director shall not be counted) and appoint a new General Director as replacement.
6. Other rights and obligations as provided by law, the Company's Charter and resolutions and decisions of the Board of Directors.

### **Article 32. Person in charge of corporate governance**

1. The Board of Directors shall appoint at least one (01) person as the person in charge of corporate governance to support effective corporate governance activities. The term of the person in charge of corporate governance shall be determined by the Board of Directors. The person in charge of corporate governance may concurrently serve as the Company Secretary. The Board of Directors may dismiss the person in charge of corporate governance at any time but not in contravention of applicable labor laws.
2. The roles and duties of the person in charge of corporate governance include:
  - a. Organizing meetings of the Board of Directors, Supervisory Board and General Meeting of Shareholders at the direction of the Chairperson of the Board of Directors or the Supervisory Board;
  - b. Taking minutes of meetings;
  - c. Advising on meeting procedures;
  - d. Providing financial information, copies of Board of Directors meeting minutes and other information to Board of Directors and Supervisory Board members;
  - e. Maintaining confidentiality of information in accordance with applicable laws and the Company's Charter;
  - f. Other rights and obligations as provided by applicable laws and the Company's Charter.

## **CHAPTER IX. DUTIES OF BOARD OF DIRECTORS MEMBERS, SUPERVISORY BOARD MEMBERS, GENERAL DIRECTOR AND OTHER EXECUTIVES**

### **Article 33. Duty of care of Board of Directors members, Supervisory Board members, General Director and other executives**

Board of Directors members, Supervisory Board members, the General Director and other delegated executives are obligated to perform their duties, including duties as members of Board of Directors subcommittees, honestly and in a manner they believe to be in the best interests of the Company, with the degree of care that a prudent person would exercise in a similar position and under similar circumstances.

### **Article 34. Duty of loyalty and avoidance of conflicts of interest**

1. Board of Directors members, Supervisory Board members, the General Director and other managers are not permitted to exploit business opportunities that may benefit the Company for personal purposes; nor may they use information acquired by virtue of their position for personal gain or to serve the interests of other organizations or individuals.
2. Board of Directors members, Supervisory Board members, the Director (General Director) and other managers must disclose related interests in accordance with the Enterprise Law and related legal documents.
3. Board of Directors members, Supervisory Board members, the Director (General Director) and other managers are obligated to notify in writing the Board of Directors and the Supervisory Board of transactions between the Company, its subsidiaries, or other companies in which the public company holds more than 50% of charter capital, and themselves or their related persons as defined by applicable laws. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with applicable securities information disclosure laws.

4. Board of Directors members are not permitted to vote on transactions that benefit themselves or their related persons as defined by the Enterprise Law and the Company's Charter.
5. Board of Directors members, Supervisory Board members, the Director (General Director), other managers and their related persons are not permitted to use or disclose internal information to others to conduct related transactions.
6. Transactions between the Company and one or more Board of Directors members, Supervisory Board members, the Director (General Director), other executives and individuals or organizations related to these parties shall not be void in the following cases:
  - a. For transactions with a value less than or equal to 20% of total assets as recorded in the most recent financial statements, the material terms of the contract or transaction and the interests and relationships of the Board of Directors members, Supervisory Board members, Director (General Director), and other executives have been reported to the Board of Directors and approved by a majority of Board of Directors members without related interests;
  - b. For transactions with a value exceeding 20%, or transactions that result in the cumulative value of transactions within 12 months from the date of the first transaction reaching 20% or more of total assets as recorded in the most recent financial statements, the material terms of the transaction and the interests and relationships of the Board of Directors members, Supervisory Board members, Director (General Director), and other executives have been disclosed to shareholders and approved by votes of shareholders without related interests at the General Meeting of Shareholders.

#### **Article 35. Liability for damages and indemnification**

##### **1. Liability for damages.**

Board of Directors members, Supervisory Board members, the General Director and other managers who violate their duty to act honestly, fail to perform their duties with due diligence, industry and professional competence shall be liable for damages caused by their breach.

##### **2. Indemnification.**

The Company shall indemnify persons who are or were or may become parties to any claim, action, suit or proceeding, whether civil or administrative (other than a proceeding initiated by or on behalf of the Company), by reason of the fact that such person is or was a Board of Directors member, other manager, employee or authorized representative of the Company (or its subsidiary), or is or was acting at the request of the Company (or its subsidiary) as a Board of Directors member, other manager, employee or authorized representative of another company, partnership, joint venture, trust or other entity. Indemnifiable costs include: expenses incurred (including legal fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred, within the limits permitted by law, provided that such person acted honestly, diligently, with industry and professional competence, in a manner they believed to be in the best interests of or not against the best interests of the Company, in compliance with applicable laws, and there has been no finding or determination that such person violated their responsibilities. The Company is entitled to purchase insurance for such persons to cover the above indemnification obligations.

## **CHAPTER X. SUPERVISORY BOARD**

### **Article 36. Members of the Supervisory Board**

1. The Supervisory Board must have from three (03) to five (05) members. More than half of the Supervisory Board members must be permanently resident in Vietnam.
2. Supervisory Board members (supervisors) must satisfy the following standards and conditions:
  - a. Have full civil legal capacity and not fall within the categories specified in Clause 2, Article 17 of the Enterprise Law 2020;
  - b. Have been trained in one of the following specializations: economics, finance, accounting, auditing, law, business administration or a specialization relevant to the Company's business activities;
  - c. Must not be a person having a family relationship with Board of Directors members, the Director or General Director, or other managers;
  - d. Must not be a Company manager; need not necessarily be a shareholder or employee of the Company;
  - e. Must not fall into any of the following categories:
    - i. Working in the accounting or finance department of the Company;
    - ii. Being a member or employee of the independent audit firm that has performed audits of the Company's financial statements in the preceding 03 years.
  - f. Other standards and conditions as required by applicable laws and the Company's Charter.
3. Supervisory Board members shall elect one of themselves as Head of the Supervisory Board by majority vote. The Head of the Supervisory Board must have a university degree or higher in one of the following specializations: economics, finance, accounting, auditing, law, business administration or a specialization related to the Company's business activities. The Head of the Supervisory Board has the following rights and responsibilities:

- a. Convene Supervisory Board meetings and act as the Head of the Supervisory Board;
  - b. Request the Company to provide relevant information to report to Supervisory Board members;
  - c. Prepare and sign the Supervisory Board report, after consulting with the Board of Directors, for submission to the General Meeting of Shareholders.
4. Shareholders may pool their voting rights to nominate Supervisory Board candidates.
    - a. Shareholders holding from 10% to less than 20% of total voting shares may nominate one (01) member.
    - b. Shareholders or groups of shareholders holding from 20% to less than 30% of total voting shares may nominate two (02) members;
    - c. Shareholders or groups of shareholders holding from 30% to less than 50% of total shares may nominate three (03) members;
    - d. Shareholders or groups of shareholders holding from 50% to less than 65% of total shares may nominate four (04) members;
    - e. Shareholders or groups of shareholders holding 65% or more of total shares may nominate up to five (05) members.
  5. Supervisory Board members are appointed by the General Meeting of Shareholders; the term of the Supervisory Board shall not exceed five (05) years; Supervisory Board members may be re-elected without limit on the number of terms.
  6. A Supervisory Board member shall cease to hold their position in the following cases:
    - a. The member is prohibited by law from being a Supervisory Board member;
    - b. The member resigns by written notice delivered to the Company's principal office;
    - c. The member suffers from a mental disorder and other Supervisory Board members have expert evidence that the person no longer has civil legal capacity;
    - d. The member has been continuously absent from Supervisory Board meetings for six (06) consecutive months without being granted leave by the Supervisory Board, and the Board has ruled that the position is vacant;
    - e. The member is removed as a Supervisory Board member by resolution of the General Meeting of Shareholders.

### **Article 37. Supervisory Board**

1. The Company must have a Supervisory Board, and the Supervisory Board shall have the powers and responsibilities provided in Article 170 of the Enterprise Law and this Charter, principally the following:
  - a. Propose the selection of an independent audit firm, audit fees and all matters relating to the withdrawal or dismissal of the independent audit firm;
  - b. Discuss with the independent auditor the nature and scope of the audit before it commences;
  - c. Seek independent professional or legal advisory opinions and ensure the involvement of external experts with appropriate professional qualifications and experience in the Company's affairs when deemed necessary;
  - d. Review annual, semi-annual and quarterly financial statements before submission to the Board of Directors;
  - e. Discuss difficulties and issues identified from interim or year-end audit results as well as any matters the independent auditor wishes to discuss;

- f. Review the management letter from the independent auditor and the response from Company management;
  - g. Review the Company's report on internal control systems before the Board of Directors approves;
  - h. Review the results of internal investigations and the response from Company management;
  - i. Other rights and obligations as provided by law, the Company's Charter and resolutions of the General Meeting of Shareholders.
2. Board of Directors members, the General Director and other managers must provide all information and documents relating to the Company's operations upon request of the Supervisory Board. The Company Secretary must ensure that copies of all financial information and other information provided to Board of Directors members and copies of Board of Directors meeting minutes are provided to Supervisory Board members at the same time they are provided to the Board of Directors.
3. After consulting with the Board of Directors, the Supervisory Board may issue regulations on Supervisory Board meetings and the manner of the Supervisory Board's operation. The Supervisory Board must meet at least two (02) times per year and the minimum number of members in attendance at meetings is two-thirds of Supervisory Board members.
4. The total remuneration for Supervisory Board members shall not exceed VND 60 million per year. The remuneration of Supervisory Board members shall be determined by the General Meeting of Shareholders. Supervisory Board members shall be reimbursed for travel, hotel and other reasonable expenses incurred when attending Supervisory Board meetings or in connection with the Company's business activities.

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

### **Article 38. Right to inspect books and records**

1. Ordinary shareholders have the following rights to inspect books and records:
  - a. Ordinary shareholders have the right to inspect, access and extract information on names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information about themselves; inspect, access, extract or copy the Company's Charter, minutes of General Meetings of Shareholders and General Meeting of Shareholders resolutions;
  - b. Shareholders or groups of shareholders holding five percent (5%) or more of total ordinary shares have the right to inspect, access, extract the minute book and resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, Supervisory Board reports, contracts and transactions subject to Board of Directors approval, and other documents, except documents relating to trade secrets or business secrets of the Company.
2. Where an authorized representative of a shareholder or group of shareholders requests to inspect books and records, they must attach the power of attorney from the relevant shareholder or group of shareholders or a notarized copy thereof.
3. Board of Directors members, Supervisory Board members, Executive Directors and other managers have the right to inspect the Company's shareholder register, shareholder lists and other books and records of the Company for purposes related to their position, on the condition that such information is kept confidential.
4. The Company must keep this Charter and amendments thereto, the Business Registration Certificate, regulations, documents evidencing asset ownership, minutes of General Meetings of Shareholders and Board of Directors meetings, Supervisory Board reports, annual financial statements, accounting books and any other documents as required by law at its principal office or at another location, provided that shareholders and the business registration authority are notified of the storage location.
5. Shareholders are entitled to receive a free copy of the Company's Charter from the Company. This Charter must be published on the Company's website.

## CHAPTER XII. EMPLOYEES AND TRADE UNION

### Article 39. Employees and trade union

The General Director must formulate plans for the Board of Directors to approve regarding matters relating to the recruitment, employment, dismissal, remuneration, social insurance, benefits, rewards and disciplinary actions for managers and employees, as well as the Company's relationship with recognized trade unions, in accordance with best management standards, practices and policies, the practices and policies set out in this Charter, the Company's regulations and applicable laws.

## CHAPTER XIII. PROFIT DISTRIBUTION

### Article 40. Dividends

1. By resolution of the General Meeting of Shareholders and in accordance with applicable laws, dividends shall be declared and paid from the Company's retained earnings, but shall not exceed the level proposed by the Board of Directors after consulting with shareholders at the General Meeting of Shareholders.
2. In accordance with the Enterprise Law, the Board of Directors may decide to pay interim dividends if it determines that such payment is consistent with the Company's profitability.
3. The Company shall not pay interest on the amount paid as dividends or amounts related to a class of shares.
4. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of a dividend in specific assets (such as fully paid shares or bonds issued by another company), and the Board of Directors shall implement this resolution.
5. Where dividends or other amounts relating to a class of shares are paid in cash, the Company shall pay in Vietnamese Dong and may pay by cheque or money order sent by post to the registered address of the entitled shareholder, with any risk arising (from the shareholder's registered address) being borne by the shareholder. In addition, dividends or other cash amounts relating to a class of shares may be paid by bank transfer where the Company has the shareholder's banking details to enable the Company to make a direct transfer to the shareholder's bank account. If the Company has transferred funds in accordance with the banking details provided by the shareholder and the shareholder does not receive the funds, the Company shall not be liable for the amount transferred to the entitled shareholder. Payment of dividends on shares listed on a Stock Exchange may be made through a securities company or the Depository Center.
6. With the approval of the General Meeting of Shareholders, the Board of Directors may decide and announce that holders of ordinary shares shall receive dividends in the form of ordinary shares in lieu of cash dividends. Such additional shares issued as dividends are recorded as fully paid shares on the basis that the value of the dividend shares must be equivalent to the cash dividend amount.
7. Pursuant to the Enterprise Law, Securities Law and other applicable laws, the Board of Directors shall pass a resolution designating a specific date to close the list of shareholders. Based on that date, those registered as shareholders or holders of other securities shall be

entitled to receive dividends, interest, profit distributions, share distributions, notices or other documents. This date may coincide with or precede the exercise of such rights. This shall not affect the rights of both parties in a share or securities transfer transaction.

8. Dividends must be fully paid within six (06) months from the date of conclusion of the Annual General Meeting of Shareholders. The sequence and procedures for dividend payment shall comply with applicable laws.

#### **Article 41. Other matters relating to profit distribution**

Other matters relating to profit distribution shall be carried out in accordance with applicable laws.

### **CHAPTER XIV. BANK ACCOUNTS, RESERVE FUND, FINANCIAL YEAR AND ACCOUNTING SYSTEM**

#### **Article 42. Bank accounts**

1. The Company shall open accounts at a Vietnamese bank or at foreign banks authorized to operate in Vietnam.
2. With the prior approval of the competent authority, where necessary, the Company may open bank accounts abroad in accordance with applicable laws.
3. The Company shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company maintains accounts.

#### **Article 43. Reserve fund for charter capital supplementation**

Each year, the Company shall appropriate from its after-tax profits an amount into the reserve fund to supplement charter capital in accordance with applicable laws. Such appropriation shall not exceed five percent (5%) of the Company's after-tax profits and shall continue until the reserve fund equals ten percent (10%) of the Company's charter capital.

#### **Article 44. Financial year**

The Company's financial year commences on January 1 of each year and ends on December 31 of the same year. The first financial year commences on the date of issuance of the Business Registration Certificate (or operating license for conditional business activities) and ends on December 31 of the year immediately following the date of issuance of the Business Registration Certificate (or operating license).

#### **Article 45. Accounting system**

1. The Company's accounting system is the Vietnamese Accounting System (VAS) or another accounting system approved by the Ministry of Finance.
2. The Company shall maintain accounting books in Vietnamese. The Company shall keep accounting records appropriate to the types of business activities it engages in. These records must be accurate, current, systematic and sufficient to demonstrate and explain the Company's transactions.
3. The Company uses Vietnamese Dong as its accounting currency.

## **CHAPTER XV. ANNUAL REPORT, DISCLOSURE OBLIGATIONS, PUBLIC ANNOUNCEMENTS**

### **Article 46. Annual, semi-annual and quarterly reports**

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

### **Article 47. Annual report**

The Company must prepare and disclose its Annual Report in accordance with applicable securities and securities market regulations.

## CHAPTER XVI. COMPANY AUDIT

### Article 48. Audit

1. At the Annual General Meeting of Shareholders, an independent audit firm, legally operating in Vietnam and approved by the State Securities Commission to audit listed companies, shall be appointed to conduct the Company's audit for the following financial year, on terms and conditions agreed with the Board of Directors.
2. The Company must prepare and submit annual accounting reports to the independent audit firm after the end of each financial year.
3. The independent audit firm shall examine, confirm and report on the Company's annual accounting reports regarding receipts and expenditures, prepare an audit report and submit such report to the Board of Directors within two (02) months from the end of each financial year. Personnel of the independent audit firm performing the audit for the Company must be accepted by the State Securities Commission.
4. Each copy of the audit report must be attached to each copy of the Company's annual accounting report.
5. Auditors performing the Company's audit shall be permitted to attend all General Meetings of Shareholders and shall be entitled to receive notices and other information relating to the General Meeting of Shareholders to which shareholders are entitled, and to speak at the meeting on matters relating to the audit.

## CHAPTER XVII. COMPANY SEAL

### Article 49. Company seal

1. The Board of Directors shall decide on the type, number, form and content of the Company's seal and the seals of the Company's branches and representative offices (if any).
2. The seal is the property of the Company. The Board of Directors and the General Director shall use and manage the seal in accordance with applicable laws.

## **CHAPTER XVIII. CESSATION OF OPERATIONS AND LIQUIDATION**

### **Article 50. Cessation of operations**

1. The Company may be dissolved, mandatorily dissolved or cease operations in the following cases:
  - a. Upon expiry of the Company's duration of operation, including after extension;
  - b. A Court declares the Company bankrupt in accordance with applicable laws;
  - c. Early dissolution by resolution of the General Meeting of Shareholders;
  - d. Revocation of the Enterprise Registration Certificate;
  - e. Other cases as provided by law.
2. Early dissolution of the Company (including after extension of the operational term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such dissolution decision must be notified or approved by the competent authority (if required) in accordance with applicable regulations.

### **Article 51. Deadlock between Board of Directors members and shareholders**

1. In the event of disputes or complaints arising in connection with the Company's operations, or the rights and obligations of shareholders as provided by the Enterprise Law, the Company's Charter, other applicable laws or agreements between:
  - a. Shareholders and the Company;
  - b. Shareholders and the Board of Directors, Supervisory Board, Director (General Director) or other executives;
  - c. The relevant parties shall endeavor to resolve the dispute through negotiation and conciliation.
2. If no conciliated decision is reached within 06 weeks from the commencement of the conciliation process, or if the conciliator's decision is not accepted by the parties, either party may submit the dispute to Arbitration or a Court.
3. Each party shall bear its own costs relating to the negotiation and conciliation procedures. Court costs shall be allocated pursuant to the Court's ruling.

### **Article 52. Extension of operations**

1. The Board of Directors shall convene the General Meeting of Shareholders at least seven (07) months before the expiry of the Company's operational term so that shareholders can vote on the extension of the Company's operations for an additional period as proposed by the Board of Directors.
2. The extension of the operational term shall be approved when 65% or more of the total votes of shareholders with voting rights who are present in person or through authorized representatives at the General Meeting of Shareholders vote in favor.

### **Article 53. Liquidation**

1. At least six (06) months before the expiry of the Company's operational term or following a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee of three members. Two members shall be designated by the General Meeting of Shareholders and one member shall be designated by the Board of Directors from an independent audit firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among Company employees or independent experts. All costs relating to liquidation shall be given priority payment by the Company before other debts.
2. The Liquidation Committee is responsible for reporting to the business registration authority regarding the date of its establishment and commencement of operations. From that point, the Liquidation Committee shall represent the Company in all matters relating to the Company's liquidation before Courts and administrative authorities.
3. Proceeds from liquidation shall be paid in the following order:
  - a. Liquidation costs;
  - b. Salary arrears, severance pay, social insurance, health insurance, unemployment insurance as required by law, and other employee benefits pursuant to collective labor agreements and signed employment contracts;
  - c. Taxes and other charges of a tax nature payable by the Company to the State;
  - d. Other debts of the Company;
  - e. The remaining balance after payment of all debts under items (a) to (d) above shall be distributed to shareholders. Preference shares shall receive priority payment.

## CHAPTER XIX. RESOLUTION OF INTERNAL DISPUTES

### Article 54. Resolution of internal disputes

1. In the event of disputes or complaints arising in connection with the Company's operations, or the rights of shareholders arising from this Charter or from any rights or obligations provided by the Enterprise Law or other laws or administrative regulations, between:
  - a. Shareholders and the Company; or
  - b. Shareholders and the Board of Directors, Supervisory Board, Director or General Director, or other executives.
  - c. The relevant parties shall endeavor to resolve the dispute through negotiation and conciliation. Except where the dispute involves the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over dispute resolution and shall request each party to present the relevant factual elements of the dispute within 07 working days from the date the dispute arises. Where the dispute involves the Board of Directors or the Chairperson of the Board of Directors, any party may request the Head of the Supervisory Board to appoint an independent expert to act as arbitrator in the dispute resolution process.
2. If no conciliated decision is reached within six (06) weeks from the commencement of the conciliation process, or if the conciliator's decision is not accepted by the parties, any party may submit the dispute to Arbitration or a Court.
3. Each party shall bear its own costs relating to the negotiation and conciliation procedures. Court costs shall be allocated pursuant to the Court's ruling.

## CHAPTER XX. AMENDMENTS AND SUPPLEMENTS TO THE CHARTER

### Article 55. Amendments and supplements to the Charter

1. Any amendments or supplements to this Charter must be considered and decided by the General Meeting of Shareholders.
2. In the event that applicable laws governing the Company's activities are not addressed in this Charter or in the event that new applicable laws differ from the provisions of this Charter, such legal provisions shall automatically apply and govern the Company's activities.

## CHAPTER XXI. EFFECTIVE DATE

### Article 56. Effective date

1. This Charter comprises 21 chapters and 56 articles, unanimously adopted by the General Meeting of Shareholders of Nagakawa Group Joint Stock Company, which has jointly approved the full text of this Charter.
2. The Charter is made in 10 (ten) copies, each of equal legal value.
3. This Charter is the sole and official charter of the Company.
4. Copies or extracts of the Company's Charter shall only be valid if signed by the Chairperson of the Board of Directors or at least half of the total number of Board of Directors members.

LEGAL REPRESENTATIVE OF THE COMPANY

GENERAL DIRECTOR



NGUYEN THI HUYEN THUONG

