

# **CHARTER**

## **QP HOLDINGS JOINT STOCK COMPANY**



Ho Chi Minh city, 05/2026

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## **PREAMBLE**

This Charter is adopted pursuant to Resolution No. 01./2026/NQ-DHDCD of the Annual General Meeting of Shareholders dated May 27, 2026 and replaces the Charter previously issued under Resolution No. 20/2025/NQ-HDQT of the Board of Directors dated September 08, 2025.

## **I. DEFINITIONS OF TERMS IN THE CHARTER**

### **Article 1. Definitions**

1. For the purpose of this Charter, the terms below are construed as follows:

- a. Charter capital means the total par value of shares that have been sold or subscribed upon establishment of the Company as prescribed in Article 6 of this Charter;
- b. Voting capital means;
- c. Law on Enterprises means the Law on Enterprises No. 59/2020/QH14 ratified by National Assembly of Socialist Republic of Vietnam on June 17, 2020;
- d. Law on Securities means the Law on Securities No. 54/2019/QH14 ratified by National Assembly of Socialist Republic of Vietnam on November 26, 2019;
- e. Vietnam means Socialist Republic of Vietnam;
- f. Establishment date means the day on which the Company's first Enterprise Registration Certificate (including Business Registration Certificate and other equivalent legal documents) is issued;
- g. Executives include the General Director, Deputy General Director, Chief Accountant and Chief Financial Officer;
- h. Managers include the of the Board of Directors, members of the Board of Directors, the General Director, Deputy General Directors and Chief Accountant;
- i. Related persons are the organizations and individuals defined in Clause 23 Article 24 of Law on Enterprises and Clause 46 Article 4 of Law on Securities;
- j. Shareholder means an individual or organization that owns at least one share of ;
- k. Founding shareholder means a shareholder that holds at least one ordinary share and is included in the Company's list of founding shareholder;
- l. Major shareholder is defined in Clause 18 Article 4 of Law on Securities;
- m. Operating period is the period specified in Article 2 of this Charter and may be extended if approved by the GMS;
- n. Stock Exchanges include Vietnam Exchange (VNX) and its subsidiary companies.

2. The references in this Charter also include their amendments or replacements.

3. The titles Sections and Articles of this Charter are meant to facilitate readers and do not affect the contents of this Charter.

## **II. NAME, TYPE OF BUSINESS, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING PERIOD AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2. Name, type of business, headquarters, branches, representative offices, business locations, operating period of the Company**

#### 1. Name of the Company

- Vietnamese name: CÔNG TY CỔ PHẦN QP HOLDINGS
- Foreign language name: QP HOLDINGS JOINT STOCK COMPANY
- Abbreviated name: QP Holdings

2. The Company is a joint stock company, which is a juridical person and is conformable with applicable regulations of law of Vietnam.

#### 3. Headquarters:

- Address: Floor L16, Vietcombank Tower, Me Linh Square, Sai Gon ward, Ho Chi Minh City, Vietnam
- Phone number: (028) 36 20 26 26
- Website: [www.qpholdings.vn](http://www.qpholdings.vn) E-mail: [info@qpholdings.vn](mailto:info@qpholdings.vn)

4. The Company may establish branches and representative offices achieve the objectives of the Company in accordance with decisions of the Board of Directors and the law.

5. Unless duration of operation is terminated in accordance with Article 54 of this Charter, the duration of operation of the Company shall commence from the date of establishment and is unlimited.

### **Article 3. The Company's legal representatives**

1. The Company has two (02) legal representatives: Chairman of the Board of Directors and General Director.

2. The legal representative of the Company is an individual who represents the Company in exercising the rights and performing the obligations arising from the Company's transactions, and represents the Company as petitioner in civil matters, plaintiff, defendant, or a person with related rights and obligations before Arbitration or the Courts. The responsibilities of the legal representative shall be implemented in accordance with Article 13 of the Law on Enterprises and other rights and obligations as prescribed by applicable laws.

The legal representative(s) of the Company must reside in Vietnam. In the event that one (01) legal representative is absent, the remaining legal representative shall be deemed to have full authority to represent the Company before third parties and before the law. Where only one legal representative residing in Vietnam remains, such person must authorize in writing another person to exercise the rights and perform the obligations of the Company's legal representative when leaving Vietnam. In such case, the legal representative shall remain responsible for the performance of the authorized rights and obligations.

In the event that the authorization expires and the Company's legal representative has not yet returned to Vietnam and no further authorization is granted, the authorized person shall continue to exercise the rights and perform the obligations of the Company's legal representative within the scope of the granted authorization until the legal representative returns to work or until the Board of Directors appoints another person as the Company's legal representative.

In the event that the legal representative is absent from Vietnam for more than thirty (30) days without authorizing another person to exercise the rights and perform the obligations of the Company's legal representative, or dies, is missing, is subject to criminal prosecution, is held in temporary detention, is serving a sentence, is undergoing administrative handling measures at a compulsory detoxification or education facility, has limited or lost civil act capacity, has difficulties in cognition or behavioral control, is banned by a Court from holding positions or practicing a profession, or is otherwise incapable of controlling his/her acts, the Board of Directors shall appoint another person to act as the Company's legal representative in replacement.

3. Rights and obligations of the legal representative: In addition to the responsibilities prescribed by law, the legal representative shall have the following rights and obligations:

- a. For the Chairperson of the Board of Directors: to perform in accordance with Article 29 of this Charter and to have the following rights and obligations:
  - To act as the legal representative in signing the Company's Charter and documents for changes to enterprise registration;
  - To sign documents relating to information disclosure and dossiers submitted to the State Securities Commission, the Stock Exchange, and the Vietnam Securities Depository and Clearing Corporation (VSDC) within the authority of the Chairman of the Board of Directors.
  
- b. For the General Director: to perform in accordance with Clause 4, Article 35 of this Charter and to have the following rights and obligations:
  - To sign documents relating to information disclosure and dossiers submitted to the State Securities Commission, the Stock Exchange, and the Vietnam Securities Depository and Clearing Corporation (VSDC) within the authority of the General Director;
  - To act as the legal representative of the Company in registering representative information with the Vietnamese tax authorities;
  - To act as the Company's legal representative in registering the opening of accounts, updating account information, closing accounts, and conducting other transactions in

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relation to the Company's trading accounts at securities companies, banks, and credit institutions.

### III. OBJECTIVE, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY

#### Article 4. Objectives of the Company

1. The Company's business lines:

No.	Business Lines	Industry Code
1.	Sawmilling and Planing of Wood; Wood Preservation (Not conducted at the Company's head office)	1610
2.	Installation of Industrial Machinery and Equipment	3320
3.	Construction of Residential Buildings	4101
4.	Construction of Non-residential Buildings	4102
5.	Construction of Roads and Highways	4212
6.	Construction of Water Projects	4291
7.	Construction of Processing and Manufacturing Facilities	4293
8.	Demolition Details: Dismantling services	4311
9.	Plumbing, Heat and Air-conditioning Installation (Excluding mechanical processing, waste recycling, electroplating at the head office; and excluding installation of refrigeration equipment (freezers, cold storage, ice machines, air conditioners, water chillers) using R22 refrigerant in seafood processing)	4322
10.	Building Completion and Finishing	4330
11.	Other Specialized Construction Activities	4390
12.	Agents, Brokers and Auction Agents (Excluding auction services)	4610
13.	Wholesale of Food Products Details: Wholesale of coffee, tea, sugar, milk and dairy products, confectionery, and processed products from cereals, flour and starch (Not conducted at the head office; excluding cane sugar and beet sugar)	4632
14.	Wholesale of Other Household Goods	4649

No.	Business Lines	Industry Code
15.	Wholesale of Machinery, Equipment and Spare Parts Details: Wholesale of machinery, equipment and spare parts for mining, construction, industry and environmental sanitation; wholesale of machinery and materials used in production	4659
16.	Wholesale of Motor Vehicles	4661
17.	Wholesale of Motorcycles and Related Parts and Accessories Details: Wholesale of motorcycles	4663
18.	Wholesale of Construction Materials and Installation Supplies Details: Wholesale of timber, semi-processed wood products, paints, bamboo, cement, bricks, tiles, stones, sand and gravel (Excluding inland waterway terminals; not conducted at the head office)	4673
19.	Other Specialized Wholesale Not Elsewhere Classified Details: Wholesale of scrap materials (metal and non-metal), liquidation goods, used machinery and equipment, used electrical industry equipment, used steel products (No chemical storage at the head office)	4679
20.	Retail Sale of Motorcycles and Related Parts and Accessories Details: Retail of motorcycles	4783
21.	Freight Transport by Road	4933
22.	Warehousing and Storage (Not conducted at the head office)	5210
23.	Other Supporting Transport Activities Details: Logistics services (Excluding gas liquefaction for transportation and air transport-related activities)	5229
24.	Restaurants and Mobile Food Service Activities	5610
25.	Event Catering and Other Occasional Catering Services	5621
26.	Activities of Holding Companies (Capital investment in other enterprises; management of capital contributions; excluding banking, securities, insurance and financial services)	6421
27.	Other Activities Auxiliary to Financial Services Details: Investment consulting (excluding legal advisory)	6619
28.	Real Estate Activities with Own or Leased Property	<b>6810 (Chính)</b>



No.	Business Lines	Industry Code
	Details: Buying and selling residential houses and land use rights; leasing, operating and managing residential property; other real estate business; leasing of factories (in accordance with planning regulations)	
29.	Real Estate Agency Activities Details: Real estate brokerage; real estate trading floors	6821
30.	Other Real Estate Activities on a Fee or Contract Basis	6829
31.	Management Consultancy Activities  (Provision of management consulting and investment consulting services (excluding legal advisory and conditional financial advisory); advisory on investment structuring and execution; capital transfer advisory; business matching support; excluding brokerage, financial intermediation, securities and banking activities; advisory and support on corporate strategy, policies, processes, HR, internal finance, and production planning)	7020
32.	Advertising (Excluding prohibited goods and services) Details: Marketing services	7310
33.	Market Research and Public Opinion Polling (Excluding public opinion polling services) Details: Market research	7320
34.	Renting and Leasing of Motor Vehicles Details: Car rental; rental of other motor vehicles	7710
35.	Office Administrative and Support Activities (Provision of office administrative services; document preparation support; transaction coordination support; business operation support; excluding legal, financial, securities and banking advisory services)	8210
36.	Organization of Conventions and Trade Promotion Activities (Organization of conferences, seminars, trade promotion events; business networking; facilitating business cooperation opportunities; excluding advertising and financial intermediation activities)	8230
37.	Intermediation Services for Business Support Activities (Excluding Financial Intermediation)  (Business support intermediation; partner matching; facilitating business cooperation opportunities; excluding brokerage, financial intermediation, capital arrangement, securities and banking)	8240
38.	Other Business Support Service Activities Not Elsewhere Classified (Business support services; business development support; partner connection; cooperation facilitation; excluding brokerage, financial intermediation, capital arrangement, securities and banking)	8299
39.	Other Education Support Activities	8569

## 2. Objective of the Company:

The Company is established to mobilize and utilize capital in the most efficient manner, and to continuously organize and develop its business operations across various sectors with the objective of maximizing profits, ensuring benefits for shareholders, creating stable employment, and improving the income and living standards of employees, while fulfilling its tax obligations to the State Budget and promoting the sustainable development of the Company. Through its operations, the Company contributes to generating economic efficiency for society, improving working conditions, and enhancing the income and living standards of its employees.

### **Article 5. Scope of business and operation of the Company**

The Company is authorized to plan and carry out all business activities in accordance with this Charter, register any changes to its business registration with the competent business registration authority, and disclose such changes on the National Business Registration Portal, in compliance with applicable laws, and to implement appropriate measures to achieve the Company's objectives..

In cases the Company conducts business in conditional investment and business sectors, the Company shall only operate upon fully satisfying the business conditions as prescribed by Law on Investment and relevant specialized laws.

## **IV. Charter capital, shares, founding shareholders**

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

1. The Company's Charter capital is **333,350,290,000 VND** (Three hundred thirty-three billion, three hundred fifty million, two hundred ninety thousand VND).

The Company's Charter capital is divided into **33,335,029** shares (Thirty-three million, three hundred thirty-five thousand, twenty-nine with a par value of 10,000 VND/share (ten thousand VND one share).

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

3. The Company's shares on the ratification date of this Charter include ordinary shares. The rights and obligations of shareholders holding ordinary shares are specified in Article 12 of this Charter.

4. The Company may issue other preference shares after it is approved by the GMS and it is conformable with regulations of law.

5. Ordinary shares is offered for sale on a pre-emptive basis to existing shareholders in proportion to their respective holdings of ordinary shares in the Company, unless otherwise resolved by the General Meeting of Shareholders. Any shares not subscribed for by existing shareholders is decided upon by the Board of Directors. The Board of Directors may allocate such shares to other investors on such terms and conditions as it deems appropriate, provided that such shares are not sold on terms more favorable than those offered to existing shareholders, except in cases where the shares are sold through a Stock Exchange by way of auction.

6. The Company may repurchase shares issued by itself in the manners provided for in this Charter and in accordance with applicable laws. Shares repurchased by the Company shall constitute treasury shares, and the Board of Directors may re-offer or dispose of such shares in a manner consistent with this Charter, the Law on Securities, and relevant implementing regulations.

7. The Company may issue other types of securities upon approval by the General Meeting of Shareholders and in compliance with laws.

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

1. Shareholders of the Company is issued with share certificates which specify their holdings and types of shares being held.

2. The share certificate is a type of securities that certify the holder's lawful rights and interests to part of the share capital of the issuer. A share certificate shall contain all information specified in Clause 1 Article 121 of Law on Enterprises.

3. Within 10 days from the submission of the satisfactory application for transfer of ownership of shares as prescribed by the Company, or within 10 days from the day on which the shares are fully paid for under the Company's share issuance plan (or another time limit specified in the issuance clauses), the holder of the shares is issued with the share certificate and is not required to pay the cost of printing the share certificate to the Company.

4. In case the share certificate is lost or damaged, the shareholder is reissued with another share certificate by the Company on request. Such a request shall specify:

- a. Information about the lost or damaged share certificate;
- b. Declaration to take responsibility for any dispute that arises from the reissuance of the share certificate.

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

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

#### **Article 9. Transfer of shares**

1. All shares may be transferred freely unless otherwise prescribed by this Charter and the law. Shares that are listed and registered on Stock Exchanges may be transferred in accordance with regulations of Law on Securities and the securities market.

2. Shares that are not fully paid for must not be transferred and shall not receive relevant rights such as right to dividends, right to receive shares additionally issued to increase share capital from equity, right to buy new shares and other benefits prescribed by law.

## **Article 10. Forfeiture of Shares**

1. In the event that a shareholder fails to make full and timely payment for the purchased shares, the Board of Directors shall provide notice and shall have the right to demand such shareholder to pay the remaining balance, together with interest on such amount and any expenses incurred by the Company arising from such failure of payment.
2. The aforementioned payment notice must specify a new payment deadline (which must be at least seven (07) days from the date of dispatch), the place of payment, and a clear statement that the unpaid shares will be subject to forfeiture if payment is not made as requested.
3. The Board of Directors shall have the authority to forfeit shares that have not been paid in full and on time if the requirements set forth in the notice are not fulfilled.
4. Forfeited shares shall be considered authorized shares offered for sale as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell, or authorize the sale and redistribution of such shares, under conditions and in a manner that the Board deems appropriate.
5. A shareholder holding forfeited shares shall cease to be a shareholder in respect of those shares, but shall remain liable to pay all related amounts plus interest at a rate (not exceeding 12% per annum) determined by the Board of Directors from the date of forfeiture until the date of actual payment. The Board of Directors shall have full discretion to enforce the payment of the total value of the shares at the time of forfeiture.
6. A Notice of Forfeiture shall be dispatched to the holder of the forfeited shares prior to the time of forfeiture. The forfeiture shall remain valid notwithstanding any error or negligence in the dispatch of such notice.

## **V. Organizational structure, administration and control**

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

Organizational structure, administration and control of the Company include:

1. The GMS.
2. The Board of Directors, The Audit Committee under The Board of Directors.
3. General Director.

## **VI. Shareholders and GMS**

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

1. Ordinary shareholders have the right to:

- a. Participate, comment in the GMS; exercise the right to vote directly or through authorized representatives or another method prescribed by the Company's Charter and the law. Each ordinary share has one vote;
- b. Receive dividends at the rate decided by the GMS;
- c. Priority when buying new shares in proportion to each shareholder's holding of ordinary shares;
- d. Freely transfer shares to other persons, except in the cases specified in Clause 3 Article 120, Clause 1 Article 127 of Law on Enterprises and relevant laws;
- e. Access, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves;
- f. Access, examine and extract or copy the Company's Charter, minutes of meeting and resolutions of the GMS;
- g. When the Company is dissolved or goes bankrupt, receive part of the remaining assets in proportion to their holdings in the Company;
- h. Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
- i. Equal treatment. Each share of the same type bestows its holder equal rights, obligations and interests. If the Company has preference shares, rights and obligations associated with these preference shares must be approved by the GMS and informed to the shareholders;
- j. Access to periodic and extraordinary information disclosed by the Company as prescribed by law;
- k. Have their lawful rights and interests protected; demand suspension, cancellation or resolutions and decisions of the GMS and the Board of Directors in accordance with the Law on Enterprises;
- l. Other rights prescribed by law and the Company's Charter. (Rights associated with other types of shares)

2. The shareholder or group of shareholders that holds at least 05% of total ordinary shares has the rights to:

- a. Request the Board of Directors to convene the GMS in accordance with Clause 3 Article 115 and Article 140 of Law on Enterprises;
- b. Examine, extract the minutes, resolutions and decisions of the Board of Directors, biannual and annual financial statements, reports of the Audit Committee, contracts and transactions subject to approval by the Board of Directors and other documents, except documents relevant to the Company's trade secrets;
- c. Request the Audit Committee to inspect specific issues relevant to the management and operation of the Company where necessary. The request must be made in writing and contain: full names, mailing addresses, nationalities, ID numbers of shareholders that are individuals; names, enterprise/organization ID numbers and headquarters addresses of shareholders that are organizations; quantity of shares and share subscription time of each shareholder, total shares of the group of shareholders and their holdings; the issues that need inspecting and purposes of inspection;

- d. Propose inclusion of the issues in the agenda of the GMS. The proposal must be made in writing and sent to the Company at least 03 working days before the opening date of the General Meeting of Shareholders. The proposal shall specify the shareholder's name, quantity of each type of shares being held by the shareholder and the proposed issues;
  - e. Other rights prescribed by law and the Company's Charter.
3. The shareholder or group of shareholders that holds at least 10% of total ordinary shares is entitled to nominate candidates to the Board of Directors. Candidates is nominated as follows:
- a. The group of shareholders that nominate candidates to the Board of Directors must inform the participating shareholders before the opening of the GMS;
  - b. Depending on the quantity of members of the Board of Directors and the shareholders or groups of shareholders prescribed I this Clause may nominate one or some candidates according to the decision of the GMS to the Board of Directors. In case the number of nominated candidates is smaller than the maximum permissible number of candidates specified in the decision of the GMS, the remaining candidates is nominated by Board of Directors and other shareholders.

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

Ordinary shareholders have the obligations to:

1. Fully and punctually pay for the subscribed shares.
2. Not withdraw the capital that has been contributed in the form of ordinary shares in any shape or form, unless these shares are repurchased by the Company or other persons. Otherwise, the shareholder and persons with related interests in the Company is jointly responsible for the debts and other liabilities of the Company within the value of withdrawn shares and the damage caused.
3. Comply with the Company's Charter and internal regulations on company administration.
4. Comply with resolutions and decisions of the GMS and the Board of Directors.
5. Protect the confidential of information provided by the Company in accordance with the Company's Charter and the law; only use the provided information for exercising and protecting their lawful rights and interests; do not copy, send the information provided by the Company to any other organizations and individuals.
6. Participate in the GMS and exercise the right to vote in the following manners:
  - a. Participate and vote in person at the meeting;
  - b. Authorize other organizations and individuals to participate and vote at the meeting;
  - c. Participate and vote at online meeting; cast electronic votes or in other electronic forms;
  - d. Send votes by mail, fax or email;
  - e. Send votes using (other means) prescribed by the Company's Charter.

7. Take personal responsibility when committing any of the following acts in the name of the Company in any shape or form:

- a. Violations of law;
- b. Business operations and other transactions for personal gain or serving the interests of other organizations and individuals;
- c. Paying undue debts while the Company is facing financial risks.

8. Fulfill other obligations prescribed by applicable regulations of law. (Obligations associated with other types of shares)

#### **Article 14. General Meeting of Shareholders (GMS)**

1. The General Meeting of Shareholders shall comprise all shareholders entitled to vote and shall constitute the supreme authority of the Company.. The GMS is conducted annually and within 04 months from the ending date of the fiscal year. The Board of Directors may delay the date of conducting the annual GMS but still within 06 months from the ending date of the fiscal year. Extraordinary GMS may be conducted in addition to annual GMS. The location of GMS is where the chair participates in and must be within Vietnam's territory. The Board of Directors shall decide to hold the Annual or Extraordinary General Meeting of Shareholders through online meetings, electronic voting, or other appropriate forms.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue. The venue of the General Meeting of Shareholders must be located within the territory of Vietnam. In the event that the General Meeting of Shareholders is held simultaneously at multiple locations, the venue of the meeting shall be determined as the location where the chairperson attends. The Annual General Meeting of Shareholders shall decide on matters in accordance with the law and the Company's Charter, in particular approving the audited annual financial statements and the financial plan for the following fiscal year. In cases where the audit report on the Company's annual financial statements contains material qualifications, an adverse opinion, or a disclaimer of opinion, the Company may invite a representative of the approved audit firm that audited the Company's financial statements to attend the Annual General Meeting of Shareholders, and such representative shall be responsible for attending the meeting to explain relevant matters.

3. The Board of Directors shall convene an extraordinary GMS in the following cases:

- a. It is considered necessary for the Company's interests by the Board of Directors;
- b. Quarterly, semi-annual, or audited annual financial statements indicating that the Company's equity has been reduced by half compared to the beginning of the period.
- c. The number of members of the Board of Directors, including independent members, is fewer than the number prescribed by law, or the number of Board members has decreased by more than one-third (1/3) of the number of members specified in this Charter;
- d. Shareholders or a group of shareholders specified in Clause 3, Article 12 of this Charter request the convening of a General Meeting of Shareholders. The request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and objectives



of the meeting, and must bear the signatures of the relevant shareholders, or be prepared in multiple copies with all signatures of the relevant shareholders collected;

- e. The Audit Committee may recommend the convening of a meeting if it has reasonable grounds to believe that members of the Board of Directors or other executives have committed serious breaches of their obligations under Article 160 of the Law on Enterprises, or that the Board of Directors has acted or intends to act beyond its authority;
- f. Other cases prescribed by law and this Charter.

#### 4. Convening the extraordinary GMS

- a. The Board of Directors deems it necessary for the benefit of the Company;
- b. The number of remaining members of the Board of Directors or the Audit Committee is below the minimum number prescribed by law;
- c. At the request of a shareholder or a group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises. The request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and objectives of the meeting, and must bear the signatures of the relevant shareholders, or be prepared in multiple copies with all signatures of the relevant shareholders collected;
- d. At the recommendation of the Audit Committee;
- e. Other cases as provided for by law.

#### 5. Convening an Extraordinary General Meeting of Shareholders

- a. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors, Independent Directors, or members of the Audit Committee falls to the level specified in Point b, Clause 4 of this Article, or from the date of receipt of a request as prescribed in Points a and b, Clause 4 of this Article;
- b. In the event that the Board of Directors fails to convene the General Meeting of Shareholders in accordance with Point a, Clause 5 of this Article, within the following thirty (30) days, the Audit Committee shall replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;
- c. In the event that the Audit Committee fails to convene the General Meeting of Shareholders in accordance with Point b, Clause 5 of this Article, the shareholder(s) or group of shareholders as specified in Point c, Clause 4 of this Article shall have the right to request the Company's representative to convene the General Meeting of Shareholders in accordance with the Law on Enterprises; (In such case, the shareholder(s) or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the order and procedures for convening, conducting the meeting, and adopting resolutions of the General Meeting of Shareholders. All expenses incurred for convening and conducting the General Meeting of Shareholders is reimbursed by the Company. Such expenses shall not include costs incurred by shareholders when attending the meeting, including accommodation and travel expenses).
- d. Procedures for organizing the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

## Article 15. Rights and obligations of the GMS

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

- a. To approve the Company's development orientation;
- b. To decide on classes of shares and the total number of shares of each class authorized to be offered; to decide the annual dividend rate for each class of shares;
- c. To elect, remove, and dismiss members of the Board of Directors;
- d. To decide on investments or the sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements;
- e. To decide on amendments and supplements to the Company's Charter;
- f. To approve annual financial statements;
- g. To decide on the repurchase of more than ten percent (10%) of the total issued shares of each class;
- h. To review and handle violations by members of the Board of Directors causing damage to the Company and its shareholders;
- i. To decide on reorganization or dissolution of the Company;
- j. To decide the budget or total remuneration, bonuses and other benefits for the Board of Directors;
- k. To approve the internal corporate governance regulations and the operating regulations of the Board of Directors;
- l. To approve the list of accepted auditing firms; to decide on the accepted auditing firm to audit the Company and to dismiss such accepted auditor when deemed necessary;
- m. Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders shall discuss and approve the following matters:

- a. The Company's annual business plan;
- b. Audited annual financial statements;
- c. Reports of the Board of Directors on corporate governance and operational results of the Board of Directors and each of its members;
- d. Reports on the performance of independent members of the Board of Directors and the individual assessments by each independent member of the Board of Directors on the performance of the Board of Directors;
- e. Dividend rate for each share of each class;
- f. Number of members of the Board of Directors and the Audit Committee;
- g. Election, removal, and dismissal of members of the Board of Directors and the Audit Committee;
- h. Budget or total remuneration, bonuses and other benefits for the Board of Directors and the Audit Committee;

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- i. Approval of the list of accepted auditing firms; decision on the accepted auditing firm to audit the Company when deemed necessary;
- j. Amendments and supplements to the Company's Charter;
- k. Classes of shares and number of new shares to be issued for each class and transfer of shares of founding shareholders within the first three (03) years from the establishment date;
- l. Division, separation, consolidation, merger or conversion of the Company;
- m. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
- n. Investment or sale of assets with a value equal to or exceeding thirty-five percent (35%) of total assets recorded in the most recent financial statements;
- o. Repurchase of more than ten percent (10%) of the total issued shares of each class;
- p. Approval of contracts and transactions between the Company and persons specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or exceeding thirty-five percent (35%) of the total assets of the Company recorded in the most recent financial statements;
- q. Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of provisions of the Law on Securities;; as amended and supplemented by Clause 84, Article 1 of Decree No. 245/2025/ND-CP dated 11 September 2025, which amends and supplements a number of articles of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of provisions of the Law on Securities;
- r. Approval of internal corporate governance regulations and operating regulations of the Board of Directors;
- s. Other matters as prescribed by law and this Charter.

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

#### **Article 16. Authorizing participation in GMS**

1. Shareholders and authorized representatives of institutional shareholders may directly attend the General Meeting of Shareholders or, in accordance with law, may authorize one or more individuals or organizations to attend the meeting on their behalf, or attend the meeting through one of the methods prescribed in Clause 3, Article 144 of the Law on Enterprises. In the event that more than one representative is appointed, the number of shares and voting rights authorized to each representative must be clearly specified.

2. Authorization must be made in writing in the form prescribed by the Company and must bear signatures as follows:

- a. For individual shareholders, the proxy must bear the signature of the shareholder and the individual or legal representative of the authorized organization;
- b. In the case where an institutional shareholder acts as the authorizing party, the power of attorney must bear the signatures of the authorized representative (if such representative is authorized by the legal representative), the legal representative of the institutional shareholder,

and the individual or the legal representative of the organization authorized to attend the meeting;

- c. In other cases, the proxy must bear the signature of the legal representative of the shareholder and the authorized representative. The proxy holder must submit the authorization document before entering the meeting. In the case of re-authorization, the attendee must additionally present the original power of attorney from the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company). The power of attorney must clearly specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the contents and scope of authorization, the term of authorization, and the signatures of both the authorizing party and the authorized party.

3. Where a lawyer signs the designation of representative on behalf of the authorizing party, such designation is valid only if accompanied by the power of attorney granted to the lawyer or a valid copy thereof (if not previously registered with the Company).

4. Except as provided in Clause 3 of this Article, votes cast by an authorized representative shall remain valid within the scope of authorization even in the following cases:

- a. The authorizing person has died or lost or has restricted civil act capacity;
- b. The authorization has been revoked;
- c. The authority of the authorized person has been terminated.

This provision shall not apply if the Company receives notice of such events prior to the opening of the meeting or prior to reconvening the meeting.

#### **Article 17. Changes of rights**

1. The change or cancellation of special rights associated with a certain type of preference shares is effective when it is voted for by a number of shareholders that represent at least 65% of the votes. The GMS's resolution that contains adverse changes to the rights and obligations of preference shareholders may only be ratified if it is voted for by a number of participating preference shareholders that hold at least 75% of preference shares of the same type, or approved by a number of preference shareholders that hold at least 75% of preference shares of the same type in case of questionnaire survey.

2. A meeting of shareholders holding a type of preference shares for approving the aforementioned change of right shall only be carried out when it is participated in by at least 02 shareholders (or their authorized representatives) that hold at least one third (1/3) of the nominal value of these shares. If the number of participating shareholders is not adequate, another meeting is carried out within 30 days regardless of the number of participating shareholders of that type of shares (or their authorized representatives) and the quantity of their shares. During the meeting, shareholders of that type of shares may, directly or through their representatives, request a ballot. Each share of that type has the same number of votes in such a meeting.

3. Procedures for carrying out such a meeting are similar to those specified in Articles 19, 20 and 21 of this Charter.

4. Unless otherwise prescribed by shares issuance clauses, special rights associated with preference shares regarding some or all issues relevant to distribution of profit or assets of the Company shall not be changed when the Company issues additional shares of the same type.

### **Article 18. Convening, agenda and invitations to the GMS**

1. The Board of Directors shall convene the General Meeting of Shareholders, or it is convened in accordance with Article 14 of this Charter.

2. The convener shall:

- a. Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the list provided by the Vietnam Securities Depository and Clearing Corporation no more than ten (10) days prior to the date of dispatch of the notice of invitation to the General Meeting of Shareholders. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the record date;
- b. Prepare the agenda and contents;
- c. Prepare meeting documents;
- d. Draft resolutions;
- e. Determine time and venue;
- f. Send notices to all eligible shareholders;
- g. Perform other necessary tasks.

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

- a. The meeting agenda and documents used at the meeting;
- b. List and detailed information of candidates in case of election of members of the Board of Directors;
- c. Voting ballots;
- d. Draft resolutions for each matter on the agenda

4. A shareholder or group of shareholders as prescribed in Clause 3, Article 12 of this Charter has the right to propose additional matters to be included in the agenda. Such proposal must be made in writing and sent to the Company at least three (03) working days prior to the opening date of the meeting. The proposal must include the full name of the shareholder, permanent address,

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

5. The person who convenes the GMS is entitled to reject the proposal mentioned in Clause 4 of this Article in any of the following cases:

- a. The proposal is sent against the regulations of Clause 4 of this Article;
- b. The proposing shareholder or group of shareholders is holding less than [5%] of total ordinary shares when the proposal is made as prescribed in Clause 2 Article 12 of this Charter;
- c. The proposed issue is outside the jurisdiction of the GMS;
- d. Other cases prescribed by law and this Charter.

6. The convener must accept and include valid proposals in the proposed agenda and contents of the meeting, except for cases specified in Clause 5; such proposals is officially included if approved by the General Meeting of Shareholders.

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

1. A meeting of the General Meeting of Shareholders is conducted when shareholders attending represent more than fifty percent (50%) of the total voting shares.

2. Where the quorum is not met within thirty (30) minutes from the scheduled opening time, the convener shall cancel the meeting. The meeting must be reconvened within thirty (30) days from the originally scheduled date. The second meeting is conducted when shareholders attending represent at least thirty-three percent (33%) of the total voting shares

3 Where the second meeting cannot be conducted due to lack of quorum within thirty (30) minutes from the scheduled opening time, a third meeting may be convened within twenty (20) days from the intended date of the second meeting. In this case, the meeting is conducted regardless of the number of voting shares represented by attending shareholders and is deemed valid and competent to decide on all matters originally submitted for approval at the first meeting.

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

1. Before the opening of the meeting, the Company must conduct shareholder registration and continue registration until all attending shareholders entitled to attend have been registered, as follows:

- a. Upon registration of shareholders, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card/voting ballot, which shall indicate the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of such voting card/voting ballot.. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting is conducted by approval, disapproval, or abstention. At the meeting, approval votes is collected first, followed by disapproval votes, and finally the total votes is counted to determine the result. The vote-counting results is



announced by the chairperson before the closing of the meeting unless otherwise provided in this Charter. The meeting shall elect persons responsible for vote counting or supervising vote counting as proposed by the chairperson; the number of members of the vote-counting committee is decided by the General Meeting of Shareholders based on such proposal;

- b. Shareholders, authorized representatives of organizational shareholders, or authorized persons attending after the meeting has commenced may register immediately and thereafter have the right to participate and vote. The chairperson is not required to suspend the meeting for late registration, and the validity of previously adopted matters shall remain unchanged.
2. The election of the chair, secretary and vote-counting committee is conducted as follows:
    - a. The Chairman of the Board of Directors shall act as the chair or may authorize another member of the Board of Directors to act as chairperson for meetings convened by the Board of Directors. In case the Chairman is absent or temporarily unable to perform his/her duties, the remaining members shall elect one among them to act as chairperson on the basis of majority;
    - b. Except for the case specified in point a of this Clause, the person who signs the decision to convene the meeting shall preside over the election of the chairperson, and the person receiving the highest number of votes shall act as chairperson;;
    - c. The chairperson shall appoint one or more persons as secretary of the meeting;
    - d. The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee as proposed by the chair.
  3. The agenda and contents of the meeting must be approved at the opening session. The agenda must clearly and in detail specify the time allocation for each matter.
  4. The chairperson has the right to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees, including:
    - a. Arranging seating at the venue;
    - b. Ensuring safety of attendees;
    - c. Facilitating shareholders' attendance at (or continued attendance at) the General Meeting of Shareholders. The convener of the General Meeting of Shareholders shall have full authority to vary the aforementioned measures and to implement all necessary measures. Such measures may include the issuance of admission passes or the application of other appropriate selection or control methods..
  5. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting is conducted by approval, disapproval, or abstention. The vote-counting results is announced by the chairperson before the closing of the meeting.
  6. Shareholders or authorized representatives arriving after the opening may still register and vote; previously adopted resolutions remain valid.
  7. The convener or the chair has the right to:

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- a. Require attendees to comply with inspection or reasonable security measures;
- b. Request competent authorities to maintain order; remove persons who violate the chairperson's authority, cause disorder, obstruct the meeting, or fail to comply with security requirements.

8. The chair is entitled to delay the meeting after an adequate number of participants have registered for up to 03 days from the initial meeting date. The GMS may only be delayed or relocated in the following cases:

- a. The venue does not have adequate seating capacity;
- b. Technical facilities are insufficient to ensure participation, discussion, and voting;
- c. Attendees cause obstruction or disorder affecting fairness and legality of the meeting.

9. If the chairperson adjourns or suspends the meeting contrary to Clause 8, the General Meeting of Shareholders shall elect another person among the attendees to act as chairperson until the end of the meeting; all resolutions adopted at such meeting remain valid.

10. In the event that the Company applies modern technology to convene the General Meeting of Shareholders via online meetings, the Company shall ensure that shareholders are able to attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of provisions of the Law on Securities.

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

1. Resolutions on the following matters is adopted if approved by shareholders representing at least 65% of the total voting votes of all attending and voting shareholders, except as provided in Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises:

- a. Classes of shares and the total number of shares of each class;
- b. Change of business lines and sectors;
- c. Change of the Company's management organizational structure;
- d. Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the most recent financial statements of the Company, unless otherwise stipulated in the Company's Charter;
- e. Reorganization or dissolution of the Company;
- f. Other matters as prescribed in the Company's Charter.

2. Other resolutions is adopted if approved by shareholders representing more than 50% of the total voting votes of all attending and voting shareholders, except as provided in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders approved by 100% of the total voting shares is valid and effective even if the procedures and formalities for adoption are not fully complied with.

## Article 22. Authority and Procedures for Collecting Written Opinions of Shareholders

The authority and procedures for collecting written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders is as follows:

1. Where deemed necessary for the interests of the Company, the Board of Directors shall have the right to collect written opinions of shareholders to adopt all matters within the authority of the General Meeting of Shareholders.
2. The Board of Directors shall prepare opinion collection forms, draft resolutions, and explanatory documents, and send them to all shareholders entitled to vote at least 10 days prior to the deadline for returning the completed forms. The requirements and method of dispatch shall comply with Clause 3 of Article 18 of this Charter.
3. An opinion collection form must contain the following principal contents:
  - a. Name, head office address, enterprise registration number, date of issuance, and place of registration;
  - b. Purpose of the opinion collection;
  - c. Full name, permanent address, nationality, and identification details of individual shareholders; name, address, nationality, establishment decision or enterprise registration number of organizational shareholders or their authorized representatives; number of shares of each class and corresponding voting votes;
  - d. Matters to be voted on;
  - e. Voting options including approval, disapproval, and abstention;
  - f. Deadline for submission of completed forms;
  - g. Full name and signature of the Chairman of the Board of Directors.
4. Completed opinion forms must bear the signature of individual shareholders, or authorized representatives or legal representatives of organizational shareholders. Shareholders may submit forms by:
  - a. Mail: forms must be sealed and unopened prior to vote counting;
  - b. Fax or email: forms must be kept confidential until vote counting. Forms received after the deadline, opened (in case of mail), or disclosed (in case of fax/email) is invalid. Forms not returned is deemed as non-participation.
5. The Board of Directors shall conduct vote counting and prepare a vote counting report in the presence of a shareholder who does not hold a managerial position. The report must include:
  - a. Name, head office address, enterprise code;
  - b. Purpose and matters voted on;
  - c. Number of participating shareholders and total voting votes, specifying valid and invalid votes, with an attached list of shareholders;

- d. Total votes for, against, and abstentions for each matter;
- e. Resolutions adopted;
- f. Names and signatures of the Chairman, vote counters, and supervisors.

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

6. The vote counting report must be sent to shareholders within fifteen (15) days from the completion of vote counting. If the Company has a website, it may be published within twenty-four (24) hours instead.

7. All documents including completed opinion forms, vote counting reports, adopted resolutions, and related materials must be retained at the Company's head office.

8. Resolutions adopted by written opinion must be approved by shareholders representing more than 50% of the total voting shares and shall have the same validity as resolutions adopted at a meeting.

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

1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or electronically recorded. Minutes is prepared in Vietnamese and may also be prepared in English, containing:

- a. Name, head office address, enterprise code;
- b. Time and venue;
- c. Agenda and contents;
- d. Names of the chairperson and secretary;
- e. Summary of discussions and opinions;
- f. Number of attending shareholders and total voting votes, with an attached list;
- g. Voting results for each matter, including valid, invalid, approval, disapproval, and abstention votes and corresponding percentages;
- h. To tabulate the votes cast for each candidate (if any).
- i. Adopted matters and corresponding approval ratios;
- j. Names and signatures of the chairperson and secretary. If they refuse to sign, the minutes remain valid if signed by all other attending members of the Board of Directors and clearly state such refusal.

2. Minutes must be completed and approved before the meeting closes. Signatories is jointly liable for their accuracy.

3. Minutes in Vietnamese and a foreign language shall have equal legal validity; in case of discrepancies, the Vietnamese version shall prevail.

4. Resolutions, minutes, shareholder attendance lists, proxies, and related documents must be disclosed in accordance with securities disclosure regulations and retained at the Company's head office.

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

Within 90 days from the receipt of a resolution, meeting minutes, or vote counting report, shareholders or groups of shareholders as prescribed in Clause 2 Article 115 of the Law on Enterprises may request a court or arbitration to review and annul a resolution or part thereof in the following cases:

1. The procedures for convening the meeting and adopting resolutions seriously violate the Law on Enterprises and the Company's Charter, except as provided in Clause 3 Article 21 of this Charter.
2. The contents of the resolution violate the law or this Charter. Top of Form

### **VII. The BOARD OF DIRECTORS**

#### **Article 25. Nomination and self-nomination of members of the Board of Directors**

1. After candidates for members of the Board of Directors have been nominated, the Company shall publish information about these candidates at least 10 days before the opening date of the GMS on the Company's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an honest and prudent manner for the best interests of the Company if he/she is given the position of member of the Board of Directors. Information about candidates includes:

- a. Full name, date of birth;
- b. Qualifications;
- c. Work experience;
- d. Other managerial positions (including positions in the Board of Directors of other companies);
- e. Interests relevant to the Company and the Company's related parties;
- f. The public company shall publish information about the companies in which the candidates are holding the position of members of the Board of Directors and other managerial positions and their interests in these companies (if any).

2. The shareholder or group of shareholders that holds at least 10% of total ordinary shares or a smaller amount specified in the Company's Charter is entitled to nominate candidates to the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.

3. In case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate more candidates or organize the nomination in accordance with the Company's Charter, Internal Regulations on Corporate Governance and the Regulations on the Operation of the Board of Directors. This must be announced before the GMS starts to vote for members of the Board of Directors as prescribed by law.

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

#### **Article 26. Term of office and composition of the Board of Directors**

1. The Board of Directors has 03 - 05 members;
2. The term of office of members of the Board of Directors shall not exceed 05 years and has no term limit. An individual may only be elected as an independent member of Board of Directors of a company for up to 02 consecutive terms. In case the term of office of all members of the Board of Directors end at the same time, they shall remain members of the Board of Directors until new members are elected and take over the works.
3. The composition of the Board of Directors shall be as follows:
  - a. The number of non-executive members of the Board of Directors shall include at least one (01) non-executive member in the case where the Board of Directors has from three (03) to five (05) members. The Company shall limit to the maximum extent the number of members of the Board of Directors concurrently holding executive positions in order to ensure the independence of the Board of Directors.
  - b. The number of independent members of the Board of Directors shall include at least one (01) independent member in the case where the Board of Directors has from three (03) to five (05) members.
4. A member of the Board of Directors loses the status of member of the Board of Directors when he/she is replaced, dismissed or discharged by the GMS as prescribed in Article 160 of the Law on Enterprises.
5. Information about designation of members of the Board of Directors is disclosed in accordance with regulations of law on information disclosure on the securities market.
6. Members of the Board of Directors are not necessarily shareholders of the Company.

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

1. The Board of Directors is a managerial body of the Company and has the full authority to make decisions, exercise rights and obligations of the Company in the name of the Company, except for the rights and obligations of the GMS.
2. Rights and obligations of the Board of Directors is prescribed by law, the Company's Charter and the GMS. To be specific:
  - a. Decide the strategy, medium-term development and annual business plans of the Company;
  - b. Propose types of authorized shares and quantity of each type;
  - c. Decide the sale of unsold shares within the number of authorized shares of each type; decide other forms of raising additional capital;
  - d. Decide selling prices for shares and bonds of the Company;

- e. Decide repurchase of shares in accordance with Clause 1 and Clause 2 Article 133 of the Law on Enterprises;
- f. Decide investment plans and investment projects within its jurisdictions and limits prescribed by law;
- g. Decide solutions for market development, marketing and technology;
- h. Approve contracts for purchase, sale, lending and other contracts and transactions that are worth at least 35% of the total assets written the Company's latest financial statement, contracts and transactions within the jurisdiction of the GMS as prescribed in Point d Clause 2 Article 138, Clause 1 and Clause 3 Article 167 of the Law on Enterprises;
- i. Elect, dismiss, discharge the Chairman of the Board of Directors; designate, discharge, conclude and terminate contracts with the Director (General Director) and other key managers prescribed by the Company's Charter; decide salaries, remunerations, bonuses and other benefits of these managers; authorize representatives to participate in the Board of Members or GMS of other companies; decide their remunerations and other benefits;
- j. Supervise the Director (General Director) and other managers operating everyday business of the Company;
- k. Decide the organizational structure, rules and regulations of the Company, establishment of subsidiary companies, branches, representative offices, capital contribution and purchase of shares of other enterprises;
- l. Approve the agenda and documents serving the GMS; convene the GMS or collect comments for the GMS to ratify its resolutions;
- m. Submit audited annual financial statements to the GMS;
- n. Propose dividends; decide the deadlines and procedures for paying dividends or settling losses incurred during business operation;
- o. Propose re-organization, dissolution of the Company; request bankruptcy of the Company;
- p. Decide promulgation of operation regulations of the Board of Directors, internal regulations on company administration after they are ratified by the GMS; decide promulgation of operating regulations of the Audit Committee affiliated to the Board of Directors, regulations on information disclosure;
- q. Other rights and obligations prescribed by the Law on Enterprises, the Law on Securities, other regulations of law and the Company's Charter.

3. The Board of Directors shall submit reports on its performance Pursuant to Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.

**Article 28. Remunerations, bonuses and other benefits of members of the Board of Directors**

1. The company is entitled to pay remunerations and bonuses to members of the Board of Directors according to business performance.

2. Members of the Board of Directors are entitled to remunerations and bonuses. Remunerations are calculated according to the number of working days necessary for completion of their tasks and



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the daily rate. The Board of Directors shall estimate the remuneration of each member under unanimity rule. The total remunerations and bonuses for the Board of Directors is decided by the annual GMS.

3. Remunerations of each member of the Board of Directors is recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement and reported at the annual GMS.

4. Members of the Board of Directors who are holding the executive positions or working in committees of the Board of Directors or performing tasks other than normal tasks of members of the Board of Directors may be paid an additional remuneration in the form of a lump sum, salary, commission, profit percentage or another form decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for the costs of travel, lodging and other reasonable costs incurred during the performance of their tasks, including the costs of participation in meetings of the GMS, the Board of Directors or its committees.

6. Members of the Board of Directors may have responsibility insurance purchased by the Company if this is approved by the GMS. This insurance does not cover responsibility of members of the Board of Directors relevant to violations against the law and the Company's Charter.

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

1. The Chairman of the Board of Directors is elected among the members of the Board of Directors by the Board of Directors, and dismissed by the Board of Directors.

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

3. Rights and obligations of the Chairman of the Board of Directors:

- a. Formulate operating plans and programs of the Board of Directors;
- b. Prepare the agenda and documents of meetings; convene and chair meetings of the Board of Directors; Organize the ratification of resolutions and decisions of the Board of Directors;
- c. Supervise the process of implementation of resolutions and decisions of the Board of Directors;
- d. Chair the GMS;
- e. Other rights and obligations prescribed by the Law on Enterprises and the Company's Charter.

4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors shall elect a new Chairman within 10 days from the resignation or dismissal date.

5. In case the Chairman of the Board of Directors is not present or is not able to perform his duties, he/she shall authorize another member in writing to perform the rights and obligations of the Chairman of the Board of Directors in accordance with the Company's Charter. In case no one is authorized or the Chairman of the Board of Directors is dead, missing, held in police custody,

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imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his/her behaviors, is prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors under the majority rule until a new decision is issued by the Board of Directors.

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

1. The Chairman of the Board of Directors is elected during the first meeting of the Board of Directors within 07 working days after the same Board of Directors is elected. This meeting is convened and chaired by the member that receives the most votes. In case of a tie, the members shall vote under the majority rule to choose 01 person to convene the Board of Directors.

2. The Board of Directors shall have at least 01 meeting per quarter and may have ad hoc meetings.

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

- a. The meeting is requested by the Audit Committee or independent members of the Board of Directors;
- b. The meeting is requested by the General Director or at least 05 other managers;
- c. The meeting is requested by at least 02 members of the Board of Directors;

4. The request for meeting mentioned in Clause 3 must be made in writing, specify the purposes, issues that need discussing and deciding by the Board of Directors.

5. The Chairman of the Board of Directors shall convene the Board of Directors within 07 working days from the receipt of the request mentioned in Clause 3 of this Article. Otherwise, the Chairman of the Board of Directors is responsible for the damage incurred by the Company; the requester is entitled to convene the meeting instead of the Chairman of the Board of Directors.

6. The Chairman of the Board of Directors or the person who convenes the meeting of the Board of Directors shall send invitations at least 03 working days before the meeting. The invitation shall specify the meeting time, location, agenda, issues that need discussing and deciding. The invitation is enclosed with documents to be used at the meeting and votes.

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

7. The Chairman of the Board of Directors or the person who convenes the meeting shall send the same invitations and enclosed documents to members of the Audit Committee.

8. The meeting of the Board of Directors is opened when it is participated in by three fourths (3/4) of the members. In case the number of participating members is not adequate, the second meeting is convened within 07 days from the intended date of the first meeting. The second meeting is opened when it is participated in by more than half of the members of the Board of Directors.

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9. It is considered that a member of the Board of Directors has participated in and voted at a meeting when he/she:

- a. Participate and vote in person at the meeting;
- b. Authorizes another person to participate in the meeting and vote in accordance with Clause 11 of this Article;
- c. Participate and vote at online meeting; cast electronic votes or in other electronic forms;
- d. Send votes by mail, fax or email;

10. In case the votes are sent to the meeting by mail, they must be put in sealed envelopes and delivered to the Chairman of the Board of Directors at least 01 hour before the opening hour. The votes shall only be opened in the presence of the meeting participants.

11. The members shall participate in all meetings of the Board of Directors. A member may authorize another person to participate in the meeting and vote if it is approved by the majority of the members of the Board of Directors.

12. A resolution or decision of the Board of Directors will be ratified if it is approved by the majority of the participating members. In case of a tie, the Chairman of the Board of Directors shall have the casting vote.

13. Minutes of meetings of the Board of Directors is prepared in accordance with Article 158 of the Law on Enterprises.

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

1. The Board of Directors may establish committees that will take charge of development policies, personnel, salaries and bonuses, internal audit, risk management. The quantity of members of each committee is decided by the Board of Directors with at least 03 persons that are members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors shall make up a majority of the committee and one of these member is designated as the chief of the committee under a decision of the Board of Directors. The committees shall operate in accordance with regulations of the Board of Directors. A committee's resolution is only effective when it is voted for by the majority of its members during its meetings.

2. The implementation of decisions of the Board of Directors or its committees is conformable with applicable regulations of law, the Company's Charter and company administration regulations.

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

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

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

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

- a. To advise the Board of Directors on the organization of General Meeting of Shareholders in accordance with regulations and on matters relating to the relationship between the Company and its shareholders;
- b. To prepare meetings of the Board of Directors, the Audit Committee, and the General Meeting of Shareholders as requested by the Board of Directors or the Audit Committee;
- c. To advise on meeting procedures;
- d. To attend meetings;
- e. To advise on procedures for preparing resolutions of the Board of Directors in compliance with the law;
- f. To provide financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and members of the Audit Committee;
- g. To supervise and report to the Board of Directors on the Company's information disclosure activities;
- h. To act as the focal contact for stakeholders;
- i. To maintain confidentiality of information in accordance with the law and the Company's Charter.
- j. Other rights and obligations in accordance with applicable laws and the Company's Charter

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

### **Article 33. Organization of the management apparatus**

The Company's management apparatus is responsible to the Board of Directors, supervised and controlled by the Board of Directors in the Company's everyday business operation. The Company has a General Director, Deputy General Directors, a Chief Accountant and persons designated by the Board of Directors to hold other managerial positions. The designation and dismissal of these persons are subject to ratification by resolutions or decisions of the Board of Directors.

### **Article 34. The Company's executives**

1. Executives include the General Director, Deputy General Director, Chief Accountant and Chief Financial Officer.

2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit additional executives in such number and with such qualifications as appropriate to the organizational structure and management regulations of the Company as determined by the Board of Directors. Executives is responsible for supporting the Company in achieving its operational and organizational objectives.

3. The General Director shall receive salaries and bonuses, which are decided by the Board of Directors.

4. Salaries of executives is accounted for as business expenses of the Company in accordance with the laws on corporate income tax, separately disclosed in the annual financial statements of the Company, and reported to the General Meeting of Shareholders at the annual meeting.

### **Article 35. Appointment, Dismissal, Rights and Obligations of the General Director**

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

2. The General Director shall manage the day-to-day business operations of the Company; be subject to the supervision of the Board of Directors; and be responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.

3. The term of office of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The General Director must satisfy the standards and conditions as prescribed by law and the Company's Charter.

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

- a. To decide on matters relating to the day-to-day business operations of the Company that are not within the authority of the Board of Directors;
- b. To organize the implementation of resolutions and decisions of the Board of Directors;
- c. To organize the implementation of the Company's business plans and investment plans;
- d. To propose plans on the organizational structure and internal management regulations of the Company;
- e. To appoint, dismiss, and remove managers of the Company, except for positions under the authority of the Board of Directors;
- f. To decide on salaries and other benefits for employees of the Company, including managers under the appointment authority of the General Director;
- g. To recruit employees;
- h. To propose plans on dividend payment or handling of business losses;
- i. To exercise other rights and perform other obligations as prescribed by law, the Company's Charter, and resolutions or decisions of the Board of Directors.

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

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

### **Article 36. Company Secretary**

The Board of Directors shall appoint one (01) or more persons to act as the Company Secretary for a term and under such terms and conditions as determined by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, provided that such dismissal is not contrary to applicable labor laws. The Board of Directors may also appoint one or more Assistant Company Secretaries from time to time. The rights and obligations of the Company Secretary include:

1. Assisting in the organization of the convening of meetings of the General Meeting of Shareholders and the Board of Directors; taking minutes of meetings;
2. Assisting members of the Board of Directors in the performance of their assigned rights and obligations;
3. Assisting the Board of Directors in applying and implementing corporate governance principles;
4. Assisting the Company in developing shareholder relations and protecting the lawful rights and interests of shareholders; ensuring compliance with obligations on information provision, disclosure, and administrative procedures;
5. Other rights and obligations in accordance with the Company's Charter.
6. The Company Secretary shall be responsible for maintaining confidentiality of information in accordance with applicable laws and the Company's Charter.

### **Article 37. Nomination and Candidacy for Members of the Audit Committee**

1. The Chairman of the Audit Committee and other members of the Audit Committee is nominated by the Board of Directors and must not be executives of the Company.
2. The appointment of the Chairman and other members of the Audit Committee must be approved by the Board of Directors at a meeting of the Board of Directors..

### **Article 38. Composition of the Audit Committee**

1. The Audit Committee shall have at least two (02) members. The Chairman of the Audit Committee must be an Independent Director. Other members of the Audit Committee must be non-executive members of the Board of Directors.
2. Members of the Audit Committee must have knowledge of accounting and auditing, general understanding of law and the Company's operations, and must not fall into the following cases:
  - a. Working in the accounting or finance department of the Company;



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- b. Being a member or employee of an independent auditing firm that has audited the Company's financial statements within the preceding three (03) consecutive years.
3. The Chairman of the Audit Committee must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, or business administration, unless a higher standard is stipulated in the Company's Charter

### **Article 39. Rights and Obligations of the Audit Committee**

The Audit Committee shall have the rights and obligations as prescribed in Article 161 of the Law on Enterprises and the following rights and obligations:

1. To access documents relating to the Company's operations; to communicate with other members of the Board of Directors, the General Director, the Chief Accountant, and other managers to obtain information for the performance of its duties;
2. To request representatives of the approved auditing organization to attend and respond to issues relating to audited financial statements at meetings of the Audit Committee;
3. To engage external legal, accounting, or other advisory services when necessary;
4. To develop and submit to the Board of Directors policies on risk identification and management; to propose solutions for handling risks arising in the Company's operations;
5. To prepare written reports to the Board of Directors upon discovering that members of the Board of Directors, the General Director, or other managers fail to fully perform their duties as prescribed by the Law on Enterprises and the Company's Charter;
6. To develop the Charter of Operation of the Audit Committee and submit it to the Board of Directors for approval.

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

1. The Audit Committee shall meet at least twice per year. Minutes of meetings must be prepared in detail and clearly, and must be duly retained. The minute-taker and attending members of the Audit Committee must sign the minutes. Minutes of meetings of the Audit Committee must be retained to determine the responsibilities of each member of the Audit Committee.
2. The Audit Committee shall adopt decisions by voting at meetings, by collecting written opinions, or by other methods as prescribed in the Company's Charter or the Charter of Operation of the Audit Committee. Each member shall have one vote. Unless otherwise provided by a higher threshold in the Company's Charter or the Charter of Operation of the Audit Committee, a decision is adopted if approved by a majority of attending members; in case of a tie, the final decision shall follow the opinion of the Chairman of the Audit Committee. The Audit Committee has the right to request the General Director and representatives of the approved audit organization to attend and provide explanations on matters requiring clarification

#### **Article 41. Report on Activities of Independent Members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders**

1. Independent members of the Board of Directors in the Audit Committee is responsible for reporting their activities at the Annual General Meeting of Shareholders.
2. The report on activities must include the following contents:
  - a. Remuneration, operating expenses, and other benefits of the Audit Committee and each of its members in accordance with the Law on Enterprises and the Company's Charter;
  - b. Summary of meetings of the Audit Committee and its conclusions and recommendations;
  - c. Results of supervision over financial statements, business performance, and financial position of the Company;
  - d. Assessment of transactions between the Company, its subsidiaries, and other companies in which the Company holds more than 50% of charter capital, with members of the Board of Directors, the General Director, other executives, and their related persons; and transactions between the Company and companies where such persons were founding members or managers within the three (03) years preceding the transaction;
  - e. Results of evaluation of the Company's internal control and risk management systems;
  - f. Results of supervision over the Board of Directors, the General Director, and other executives;
  - g. Results of evaluation of coordination between the Audit Committee, the Board of Directors, the General Director, and shareholders;
  - h. Other contents (if any).

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

Members of the Board of Directors, the General Director and other executives shall perform their duties, including duties as members of committees of the Board of Directors, in an honest and prudent manner in the best interests of the Company.

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

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

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

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

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

- a. For transactions with a value equal to or less than 20% of the total assets recorded in the most recent financial statements, where the material contents of the contract or transaction and the relationships and interests of the related persons have been reported to the Board of Directors and approved by a majority of disinterested members of the Board of Directors;
- b. For transactions with a value exceeding 20% or transactions resulting in an aggregate transaction value within 12 months from the date of the first transaction of 25% or more of the total assets recorded in the most recent financial statements, where the material contents of such transactions and the relationships and interests of the related persons have been disclosed to shareholders and approved by the General Meeting of Shareholders by votes of disinterested shareholders.

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

1. Members of the Board of Directors, the General Director, and other executives or managers who breach their duties of honesty and prudence, or fail to perform their duties with due diligence and professional competence, is liable for damages caused by their violations.

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

3. Indemnification expenses shall include incurred costs (including legal fees), judgment costs, fines, and amounts actually paid or reasonably considered when settling such matters within the limits permitted by law. The Company may purchase insurance for such persons against the aforementioned indemnification liabilities.

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

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

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

- a. Ordinary shareholders have the right to review, inspect and extract information relating to names and contact addresses in the list of voting shareholders; request correction of inaccurate

information relating to themselves; review, inspect, extract or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b. Shareholders or groups of shareholders holding 5% or more of the total ordinary shares shall have the right to review, inspect and extract minutes books and resolutions or decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Audit Committee, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets or business secrets.

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

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

4. The Company must retain this Charter and any amendments or supplements thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Audit Committee, annual financial statements, accounting books, and any other documents as required by law at its head office or another location, provided that shareholders and the business registration authority are notified of such storage location.

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

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

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

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

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

## **XIII. PROFIT DISTRIBUTION**

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

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

2. The Company shall not pay interest on any dividend or any other amounts payable in respect of any class of shares.

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

4. Where dividends or other amounts relating to a class of shares are paid in cash, such payments must be made in Vietnam Dong. Payments may be made directly or through banks based on the banking details provided by shareholders. Where the Company has transferred funds in accordance with the banking details provided by a shareholder but such shareholder fails to receive the funds, the Company shall not be liable for such amount. Dividend payments in respect of shares listed on a stock exchange may be made through a securities company or the Vietnam Securities Depository.

5. In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution determining a specific record date. Based on such date, persons registered as shareholders or holders of other securities is entitled to receive dividends, interest, profit distributions, shares, notices, or other documents.

6. Other matters relating to profit distribution is implemented in accordance with applicable laws.

#### **XIV. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR AND ACCOUNTING SYSTEM**

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

1. The Company may open accounts at banks in Vietnam or at foreign banks permitted to operate in Vietnam.

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

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

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

The fiscal year of the Company shall commence on the first day of January each year and ends on the 31st day of December of the same year. The first fiscal year shall commence from the date of issuance of the Enterprise Registration Certificate and ends on the 31st day of December immediately following such date of issuance.

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

1. The accounting regime applied by the Company is the Vietnamese Accounting Standards (VAS), the enterprise accounting regime, or any other specialized accounting regime issued by competent authorities and approved by the Ministry of Finance.

2. The Company shall prepare accounting books in Vietnamese and shall retain accounting records in accordance with the laws on accounting and other relevant laws. Such records is accurate, updated, systematic, and sufficient to evidence and explain the Company's transactions.

3. The accounting currency of the Company is Vietnam Dong. Where the Company has economic transactions mainly conducted in a foreign currency, it may select such foreign currency as its accounting currency, and is responsible for such selection before the law and notify its directly managing tax authority.

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

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

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

2. The annual financial statements shall include all reports, appendices, and explanatory notes as required by the laws on enterprise accounting. Such financial statements shall present a true and fair view of the Company's performance and financial position.

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

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

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

## **XVI. AUDIT**

### **Article 52. Audit**

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

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

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



## **XVII. SEAL**

### **Article 53. Seal**

1. The seal includes a seal made by a seal-engraving establishment or a seal in the form of a digital signature in accordance with the laws on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form, and content of the seals of the Company, its branches, and representative offices (if any).
3. The Board of Directors and the General Director shall manage and use the seal in accordance with applicable laws.

## **XVIII. TERMINATION OF OPERATION AND LIQUIDATION**

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

1. The Company may be dissolved in the following cases:
  - a. Pursuant to a resolution or decision of the General Meeting of Shareholders;
  - b. The Enterprise Registration Certificate is revoked, except where otherwise provided by the Law on Tax Administration;
  - c. Other cases as prescribed by law.
2. The dissolution of the Company is decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such decision is notified to or approved by competent authorities in accordance with applicable regulations.

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

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (07) months prior to the expiry of the Company's operation term so that shareholders may vote on the extension of the Company's operation as proposed by the Board of Directors.
2. The operation term is extended upon approval by shareholders representing at least sixty-five percent (65%) of the total voting rights of all attending shareholders.

### **Article 56. Liquidation**

1. Upon issuance of a decision on dissolution of the Company, the Board of Directors shall establish a Liquidation Committee comprising three (03) members, including two (02) members appointed by the General Meeting of Shareholders and one (01) member appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall adopt its own operating regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All expenses relating to liquidation is given priority for payment over other liabilities of the Company.
2. The annual financial statements shall have adequate



contents, appendices and descriptions prescribed by corporate accounting laws. Annual financial statements shall truthfully and objectively reflect the Company's operation.

2. The Liquidation Committee shall report to the business registration authority on its establishment date and commencement date. From such time, the Liquidation Committee shall represent the Company in all matters relating to liquidation before courts and administrative authorities

3. Proceeds from liquidation is distributed in the following order:

- a. Liquidation expenses;
- b. Outstanding salaries, severance allowances, social insurance, and other benefits of employees under collective labor agreements and signed labor contracts;
- c. Tax liabilities;
- d. Other debts of the Company;
- e. The remaining amount after payment of all liabilities from Points (a) to (d) above is distributed to shareholders, with preference shares being paid prior to ordinary shares.

## **XIX. INTERNAL DISPUTE RESOLUTION**

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

1. In the event of any dispute or complaint arising in connection with the operation of the Company or the rights and obligations of shareholders under the Charter, the Law on Enterprises, other applicable laws, or administrative regulations, including disputes between:

- a. Shareholders and the Company;
- b. Shareholders and the Board of Directors, the Audit Committee, the General Director, or senior managers; The relevant parties endeavor to resolve such disputes through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution process and request each party to present relevant facts and circumstances within sixty (60) working days from the date the dispute arises. In the case of disputes involving the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as an arbitrator for the dispute resolution process.

2. If no mediation decision is reached within six (06) weeks from the commencement of the mediation process, or if the mediation decision is not accepted by the parties, any party may submit the dispute to a commercial arbitration tribunal or a competent People's Court.

3. Each party bears its own costs incurred in connection with negotiation and mediation procedures. The payment of court fees and related costs is implemented in accordance with the judgment or decision of the Court.

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## XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER

### Article 58. Amendment and Supplementation of the Charter

1. Any amendment or supplementation to this Charter is subject to consideration and approval by the General Meeting of Shareholders.
2. In cases where relevant laws governing the Company's operations are not provided for in this Charter, or where new legal provisions differ from those set out in this Charter, such legal provisions shall prevail and apply to the Company's operations.

## XXI. EFFECTIVENESS

### Article 59. Effectiveness

1. This Charter consists of 21 sections and 59 articles, unanimously adopted by the General Meeting of Shareholders of QP Holdings Joint Stock Company on May 27, 2026 in Ho Chi Minh City, and the full text of this Charter is approved under Resolution No. 01/2026/NQ-DHDCD dated May 27, 2026 of the Annual General Meeting of Shareholders, effective from the date of signing and replacing the Charter previously adopted by the General Meeting of Shareholders of QP Green Investment Joint Stock Company on September 08, 2025
2. This Charter is made in five (05) originals of equal legal validity and is kept at the Company's head office.
3. This Charter is the sole and official charter of the Company.
4. Copies or extracts of this Charter is valid when signed by the Chairman of the Board of Directors or by at least one-half (1/2) of the total number of members of the Board of Directors.

Ho Chi Minh city, 27/5/2026  
*Phu* LEGAL REPRESENTATIVE *ML*  
QP HOLDINGS JOINT STOCK COMPANY  
CHAIRMAN OF BOARD OF DIRECTORS



PHAM TU TRONG