

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

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**REGULATIONS**  
**VSC GREEN LOGISTICS JOINT STOCK COMPANY**

Hai Phong , March 10 , 2025



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## INTRODUCTION

Based on:

- Enterprise Law No. 59/2020/QH14 dated June 17, 2020 and legal documents guiding its implementation;
- Securities Law No. 54/2019/QH14 dated November 26, 2019 and legal documents guiding its implementation;
- Decree 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
- Circular 116/2020/TT-BTC dated December 31, 2020 guiding a number of provisions on corporate governance applicable to public companies in Decree 155/2020/ND-CP;
- This Charter is approved by the General Meeting of Shareholders of VSC Green Logistics Joint Stock Company (hereinafter referred to as "the Company"), a joint stock company established and operating under Business Registration Certificate No. 0201768923 first issued by the Department of Planning and Investment of Hai Phong City on January 27, 2017.

### I. DEFINITIONS AND TERMS IN THE CHARTER

#### Article 1. Definitions

In this Charter, the following words and terms are construed as follows:

- a. "Company" means VSC Green Logistics Joint Stock Company;
- b. "Charter" means the Charter of VSC Green Logistics Joint Stock Company ;
- c. "Charter Capital" is the total par value of shares sold or registered to be purchased by shareholders contributed by way of purchasing shares and specified in Article 5 of this Charter.
- d. "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020.
- e. "Securities Law" means Securities Law No. 54/2019/QH14 dated November 26, 2019.
- f. "Establishment Date" is the date the Company is first granted the Certificate of Business Registration.
- g. "Shareholder" means a natural or legal person whose name is recorded in the Company's Shareholders' Register owning at least one issued share of the Company;
- h. "Share" means the Share Ownership Certificate of the Shareholder;
- i. "Business Executives" are the Director, Deputy Directors, Chief Accountant, and other executives as prescribed in the Company Charter.
- j. "Related person" is an individual or organization specified in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities.
- k. "Authorized representative" is an individual authorized in writing by the Company's shareholders to exercise his/her rights at the Company in accordance with the provisions of the Enterprise Law and this Charter.
  1. "Vietnam" means the Socialist Republic of Vietnam;
  1. In this Charter, references to one or more other provisions or documents shall include their amendments or replacements.
  2. The titles (chapters, articles of this Charter) are used for convenience of understanding the content and do not affect the content of this Charter.
  3. Words or terms defined in the Enterprise Law (if not inconsistent with the subject or context) shall have the same meaning in this Charter.

## II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY

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

1. Company Name :
  - Company name written in Vietnamese: **VSC GREEN LOGISTICS JOINT STOCK COMPANY**
  - Company name written in English: **VSC GREEN LOGISTICS JOINT STOCK COMPANY**
2. The company is a joint stock company with legal status in accordance with current laws of Vietnam.
3. The Company's registered office is:
  - Head office address: Lot CC2 - MP Dinh Vu Industrial Park, Dong Hai 2 Ward, Hai An District, Hai Phong City, Vietnam.
  - Phone: 0225 2838666
  - Fax: 0225 2838898
  - Email: [fgd@greenicd.com.vn](mailto:fgd@greenicd.com.vn)
  - Website: [www.greenicd.com.vn](http://www.greenicd.com.vn)
4. The Director is the legal representative of the Company;
5. The Company may establish branches and representative offices in the business area to carry out the Company's operational objectives in accordance with the resolutions of the Board of Directors and within the scope permitted by law .
6. Unless terminated prior to the term as provided in this Charter, the term of operation of the Company is indefinite.

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

### Article 3. Company's operational objectives

The Company's business lines are :

STT	Industry name	Industry code
1	Cargo handling <i>(except airport cargo handling)</i>	5224
2	Other support services related to transportation Detail: - Shipping agency services; Sea transport agency services; Freight forwarding; Customs clearance agency activities; Freight forwarding; Freight forwarding support services; Ship chartering brokerage (excluding crew); Cargo packaging, sampling, weighing; International and domestic multimodal transport services; Consignment agency, container management, import and export goods delivery; Organization of joint exploitation of container transport of import and export goods, transit goods by means of transport; Shipping agency and maritime transport brokerage. <i>(except services of establishing, operating, maintaining and servicing maritime signals, water areas, public water channels and maritime routes;</i>	(5229 – Main)

	<i>services of surveying water areas, public water channels and maritime routes for the publication of Maritime Notices; services of surveying, constructing and developing nautical charts of water areas, seaports, maritime channels and maritime routes; constructing and issuing documents and publications on maritime safety. Services of regulating and ensuring maritime safety in public water areas, water areas and maritime routes; maritime electronic information services; maritime pilotage services. Support services related to air transport; Air transport business, airports and general aviation business)</i>	
3	Wholesale of solid, liquid, gaseous fuels and related products <i>(except for export, import and distribution of goods in the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights and distribution rights according to law.)</i>	4661
4	Retail sale of motor fuel in specialised stores <i>(except for export, import and distribution of goods in the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights and distribution rights according to law.)</i>	4730
5	Real estate business, land use rights of owners, users or tenants <i>(except for investment in building infrastructure for cemeteries and graveyards to transfer land use rights associated with infrastructure)</i>	6810
6	Direct support service activities for road transport	5225
7	Other remaining business support service activities not elsewhere classified <i>(except for export, import and distribution of goods in the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights and distribution rights according to law)</i>	8299
8	Coastal and ocean freight transport	5012
9	Inland waterway freight transport	5022
10	Warehousing and storage of goods	5210
11	Repair of prefabricated metal products	3311
12	Repair of machinery and equipment	3312
13	Maintenance and repair of automobiles and other motor vehicles	4520
14	Road freight transport	4933
15	Direct support service activities for railway transport <i>(except for management and exploitation of national railway and urban railway infrastructure systems invested by the State)</i>	5221
16	Wholesale of other machinery, equipment and spare parts Detail: - Wholesale of industrial machinery, equipment and spare parts <i>(except for export, import and distribution of goods in the List of goods that foreign investors and foreign-invested economic organizations are not</i>	4659

	<i>allowed to exercise export rights, import rights and distribution rights according to law)</i>	
17	Wholesale of automobiles and other motor vehicles	4511
18	Other specialized wholesale not elsewhere classified Detail: - Wholesale of ships	4669
19	Packing services Detail: - Packaging of goods	8292
20	Manufacture of automobiles and other motor vehicles	2910
21	Motor Vehicle Rental	7710
22	Manufacture of bodies for motor vehicles and other motor vehicles, trailers and semi-trailers	2920
23	Direct support service activities for water transport Detail: - Transportation services, water freight agency; Water transport vehicle rescue activities; Operations, towing, and docking of ships; Barge cargo transportation services <i>(except for services of establishing, operating, maintaining and servicing maritime signals, water areas, public water channels and maritime routes; services of surveying water areas, water areas, public maritime channels and maritime routes for the publication of Maritime Notices; services of surveying, constructing and developing nautical charts of water areas, seaports, maritime channels and maritime routes; constructing and issuing documents and publications on maritime safety; services of regulating and ensuring maritime safety in public water areas, water areas and maritime routes; maritime electronic information services; maritime pilotage services)</i>	5222
24	Manufacture of spare parts and accessories for automobiles and other motor vehicles	2930
25	Renting of machinery, equipment and other tangible goods without operator Detail: - Container rental	7730
26	Wholesale of agricultural machinery, equipment and spare parts <i>(except for export, import and distribution of goods in the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights and distribution rights according to law)</i>	4653
27	Sale of spare parts and accessories for automobiles and other motor vehicles	4530
28	Other retail forms not elsewhere classified Detail: - Retail of ships and boats	4799

The Company's operational objectives are: to continuously develop business activities in the fields specified in Point 1 of this Article, and other industries in accordance with the Enterprise

Law in order to maximize possible profits for the Company, ensure benefits for shareholders; improve working conditions, increase income for employees in the Company; fulfill the obligation to pay the State budget.

**Article 4. Scope of business and operations of the Company**

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

2. The Company may conduct business activities in other fields not prohibited by law and approved by the General Meeting of Shareholders .

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

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

1. The Company's charter capital is **121,200,000,000 Dong** ( *One hundred twenty one billion two hundred million Dong* )

The total charter capital of the Company is divided into **12,120,000** shares with par value of 10,000 VND /share.

2. The company may increase its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law .

3. The shares of the Company on the date of adoption of this Charter are common shares. The rights and obligations attached to the shares are stipulated in Article 11 .

4. The Company may issue different types of preferred shares with the approval of the General Meeting of Shareholders and in accordance with the provisions of law .

5. Ordinary shares must be offered to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise stipulated by the General Meeting of Shareholders. The Company must announce the offering of shares, clearly stating the number of shares offered and the appropriate registration period (at least 20 working days) for shareholders to register to buy. The number of shares that shareholders do not register to buy in full will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to subjects under conditions and in the manner that the Board of Directors deems appropriate, but may not sell such shares under conditions more favorable than those offered to existing shareholders, except in cases where shares are sold through the Stock Exchange by auction .

6. The Company may repurchase shares issued by the Company itself (including redeemable preference shares) in the manners prescribed in this Charter and current laws. Common shares repurchased by the Company are treasury shares and the Board of Directors may offer them for sale in ways consistent with the provisions of this Charter and the Securities Law and related guiding documents .

7. The Company may issue other types of securities when approved in writing by the General Meeting of Shareholders and in accordance with the provisions of law on securities and the securities market .

8. The foreign investor's capital contribution ratio in the charter capital is the highest level permitted by law according to the business lines in which the Company is operating .

**Article 6. Stock certificates**

1. A share is a certificate issued by a Joint Stock Company, a book entry or electronic data confirming ownership of one or more shares of that Company. A share must have the following main contents:



- a. Name, business registration number, head office address of the Company;
- b. Number and date of issue of the Business Registration Certificate;
- c. Number of shares and type of shares;
- d. Par value of each share and total par value of shares stated on the stock certificate;
- e. Full name, contact address, nationality, legal document number of individual shareholders; name, enterprise code or legal document number of organization, head office address for organizational shareholders;
- f. Sample signature of the legal representative and seal of the Company;
- g. Registration number in the Company's shareholder register and date of issue of shares;
- h. Other contents as prescribed in Articles 116, 117 and 118 of the Enterprise Law for shares of preferred stock.

2. Within 30 days from the date of submission of a complete application for transfer of share ownership as prescribed by the Company or within 02 (two) months (or longer as prescribed by the issuance terms) from the date of full payment for the purchase of shares as prescribed in the Company's share issuance plan, the share owner will be issued a share certificate. The share owner does not have to pay the Company for the cost of printing the share certificate.

3. In the event of a transfer of only some of the registered shares in a registered share certificate, the old certificate will be cancelled and a new certificate representing the remaining shares will be issued free of charge.

4. In case the shares are lost, destroyed or damaged in any other way, the shareholder will be reissued by the Company upon request of that shareholder.

The shareholder's proposal must contain the following contents:

a. Shares have been lost, destroyed or otherwise damaged; in case of loss, further assurance that a thorough search has been made and if found, will be returned to the Company for destruction;

b. Responsible for disputes arising from the re-issuance of new shares.

5. In case a share certificate is damaged or erased or is lost, stolen or destroyed, the owner of such share may request to be issued a new share certificate provided that he/she provides evidence of ownership of the share and pays all related expenses to the Company.

6. The owner of a bearer share certificate shall be responsible for the safekeeping of the certificate and the Company shall not be liable in the event that the certificate is lost or used for illegal purposes.

7. The Company may issue registered shares without certificates. The Board of Directors may issue regulations permitting registered shares (in certificate or uncertificated form) to be transferred without requiring a transfer document. The Board of Directors may issue regulations on certificates and transfer of shares in accordance with the provisions of the Enterprise Law, the law on securities and the securities market and this Charter.

#### **Article 7. Other securities certificates**

Bond certificates or other securities certificates of the Company (except for offer letters, temporary certificates and similar documents), shall be issued with the seal and specimen signature of the legal representative of the Company, unless otherwise provided by the terms and conditions of issue .

#### **Article 8. Assignment share**

1. All shares are freely transferable unless otherwise provided by this Charter and the law. Shares listed on the Stock Exchange shall be transferred in accordance with the provisions of the

law on securities and the securities market. In case the Company Charter contains provisions restricting the transfer of shares, these provisions shall only be effective when clearly stated in the certificate of the corresponding share.

2. Shares that have not been fully paid cannot be transferred and enjoy related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, and the right to purchase newly offered shares.

#### **Article 9. Revocation of shares**

1. In case a shareholder fails to pay in full and on time the amount payable to purchase shares, the Board of Directors shall notify and have the right to request that shareholder to pay the remaining amount together with interest on that amount and any costs arising from the failure to pay in full to the Company.

2. The above payment notice must clearly state the new payment period (at least 07 days from the date of sending the notice), payment location and the notice must clearly state that in case of non-payment as required, the unpaid shares will be revoked.

3. In case the requirements in the above notice are not implemented, before full payment of all payable amounts and related expenses, the Board of Directors has the right to reclaim the unpaid shares. The Board of Directors may accept the surrender of the reclaimed shares in accordance with the provisions of Clauses 4, 5 and 6 of this Article, and in other cases prescribed in this Charter.

4. The revoked shares shall become the property of the Company, and the Board of Directors may directly or authorize the sale, redistribution or settlement to the person who owned the revoked shares or other subjects under the conditions and in the manner that the Board of Directors deems appropriate.

5. Shareholders holding forfeited shares shall cease to be shareholders in respect of such shares, but shall still be required to pay all relevant amounts plus interest at a rate not exceeding 15% per annum at the time of forfeiture as determined by the Board of Directors from the date of forfeiture until the date of payment. The Board of Directors shall have the sole discretion to enforce payment of the full value of the shares at the time of forfeiture.

6. Notice of revocation shall be sent to the holder of the shares to be revoked prior to the time of revocation. The revocation shall remain effective even in the event of any error or negligence in sending the notice.

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

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

The Company's management structure includes:

- a. General meeting of shareholders;
- b. Board of Directors;
- c. Board of Control;
- d. Manager .

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

#### **Article 1 1. Rights of shareholders**

1. A shareholder is an individual or organization that owns at least one share of the Company, and has rights and obligations corresponding to the number of shares and type of shares they own. Shareholders are only responsible for the debts and other financial obligations of the Company within the scope of the capital contributed to the Company.

2. Holders of common stock have the following rights:

- a. Attend and speak at General Meetings of Shareholders and exercise voting rights directly or through authorized representatives or in other forms prescribed by law.
- b. Receive dividends according to the decision of the General Meeting of Shareholders;
- c. Freely transfer fully paid shares in accordance with the provisions of this Charter and current laws;
- d. Have priority in purchasing newly offered shares in proportion to the proportion of common shares they own;
- e. Review, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of incorrect information;
- f. Review, look up, extract or photocopy the Company Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
- g. In case the Company is dissolved or bankrupt, receive a portion of the remaining assets corresponding to the number of shares contributed to the Company after the Company has paid creditors and other shareholders in accordance with the provisions of law;
- h. Request the Company to buy back their shares in the cases specified in Article 132.1 of the Enterprise Law;
- i. Other rights as prescribed by law and this Charter.

3. Shareholders or groups of shareholders holding 5% or more of total common shares have the following rights:

- a. Review, look up and extract minutes and resolutions of the Board of Directors, mid-year and annual financial reports, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the company;
- b. Request to convene a General Meeting of Shareholders in the case specified in Clause 3, Article 115 of the Law on Enterprises;
- c. Request the Board of Supervisors to inspect each specific issue related to the management and operation of the Company when deemed necessary. The request must be in writing; must include the full name, contact address, nationality, legal document number for individual shareholders; name, enterprise code or legal document number of the organization, head office address for institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares of the entire group of shareholders and ownership ratio in the total number of shares of the Company; issues to be inspected, purpose of inspection;
- d. Other rights are specified in this Charter.

4. Shareholders or groups of shareholders specified in Clause 3 of this Article have the right to request the convening of a General Meeting of Shareholders in the following cases: The Board of Directors seriously violates the rights of shareholders, the obligations of managers or makes decisions beyond its assigned authority.

The request to convene a meeting of the General Meeting of Shareholders must be made in writing and must include the full name, contact address, nationality, legal document number of the individual for individual shareholders; the name, enterprise code or legal document number of the organization, head office address for organizational shareholders; the number of shares and time of share registration of each shareholder, the total number of shares of the group of shareholders and the ownership ratio in the total number of shares of the Company, the basis and reason for the request to convene a meeting of the General Meeting of Shareholders. The request must be accompanied by documents and evidence of violations by the Board of Directors, the level of violations or decisions beyond its authority.

5. A shareholder or group of shareholders owning 10% or more of the total number of common shares or a smaller percentage as prescribed in the Company Charter has the right to nominate people to the Board of Directors and the Board of Supervisors. Unless otherwise provided in the Company Charter, the nomination of people to the Board of Directors and the Board of Supervisors shall be carried out as follows:

a) Ordinary shareholders forming a group to nominate candidates for the Board of Directors and the Board of Supervisors must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders specified in this clause has the right to nominate one or several people according to the decision of the General Meeting of Shareholders as candidates for the Board of Directors and the Board of Supervisors. In case the number of candidates nominated by the shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors and other shareholders .

#### **Article 1 2. Obligations of shareholders**

Shareholders have the following obligations:

1. Comply with the Company Charter and Company regulations;
2. Comply with the decisions of the General Meeting of Shareholders and the Board of Directors;
3. Pay in full and on time for the number of shares registered to buy as prescribed;
4. Capital contributed in common shares shall not be withdrawn from the Company in any form, except in cases where the Company or another person buys back the shares. In case a shareholder withdraws part or all of the contributed capital in violation of the provisions of this clause, the members of the Board of Directors and the legal representative of the Company shall be jointly liable for the debts and other property obligations of the Company within the value of the withdrawn shares and any damages incurred.
5. Provide correct address when registering to buy shares;
6. Keep confidential the information provided by the company according to the provisions of the Company Charter and the law; only use the information provided to exercise and protect one's legitimate rights and interests; strictly prohibit the dissemination or copying or sending of information provided by the company to other organizations or individuals;
7. Fulfill other obligations as prescribed by law and the Company Charter;
8. Be personally responsible when performing one of the following acts on behalf of the Company in any form:
  - a. Violation of the law;
  - b. Conduct business and other transactions for personal gain and or to serve the interests of other organizations or individuals;
  - c. Pay off outstanding debts in the face of possible financial risks to the Company .

#### **Article 1 3. General meeting of shareholders**

1. The General Meeting of Shareholders is the highest authority of the Company . The General Meeting of Shareholders may hold annual and extraordinary meetings.

2. The Annual General Meeting of Shareholders is held once a year. The venue of the Annual General Meeting of Shareholders must be within the territory of Vietnam. The Annual General Meeting of Shareholders must be held within 04 months from the end of the fiscal year.

The Board of Directors decides to extend the annual General Meeting of Shareholders if necessary, but not more than 06 months from the end of the fiscal year.

3. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable location. The Annual General Meeting of Shareholders decides on matters as prescribed by law and the Company's Charter, especially approving the annual financial reports and the financial budget for the following fiscal year. Independent auditors may be invited to attend the meeting to advise on the approval of the annual financial reports.

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

- a. The Board of Directors deems it necessary for the benefit of the Company;
  - b. When the number of members of the Board of Directors and the Board of Supervisors is less than the minimum number of members prescribed by law;
  - c. A shareholder or group of shareholders specified in Article 11.3 of this Charter requests to convene a General Meeting of Shareholders in writing. The request must clearly state the reason and purpose of the meeting and be signed by the relevant shareholders (the request may be made in multiple copies to have the signatures of all relevant shareholders);
  - d. At the request of the Board of Supervisors ;
  - e. Other cases as prescribed by law and the Company Charter;
5. Convening an extraordinary meeting of shareholders:
- a. The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 (thirty) days from the date the number of remaining members of the Board of Directors is as prescribed in Clause 4b, Article 13 or from the date of receipt of the request prescribed in Clauses 4c and 4d , Article 13;

In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed, the Chairman of the Board of Directors and members of the Board of Directors shall be responsible before the Law and must compensate for any damage arising to the Company.

b. In case the Board of Directors does not convene a meeting of the General Meeting of Shareholders as prescribed in Clause 5, Article 13, then Within the next 30 (thirty) days, the Board of Supervisors must replace the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;

In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed, the Board of Supervisors shall be responsible before the law and must compensate for any damage arising to the Company.

c. In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Clause 5, Article 13, within the next 30 (thirty) days, the shareholder or group of shareholders with the request specified in Clause 4c , Article 13 shall have the right to replace the Board of Directors and the Board of Supervisors to convene the General Meeting of Shareholders as prescribed in Clause 4, Article 140 of the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the convening and conduct of the meeting if deemed necessary.

d. All costs for convening and conducting the General Meeting of Shareholders will be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses .

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

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The annual General Meeting of Shareholders has the right to discuss and approve:

- a. Annual audited financial statements;
- b. Report of the Board of Directors;
- c. Report of the Board of Supervisors;
- d. The Company's annual business plan.

2. The annual and extraordinary general meetings of shareholders shall pass resolutions by voting at meetings or by obtaining written opinions on the following matters:

- a. Through annual financial reports;
  - b. The annual dividend payment for each type of share is in accordance with the Enterprise Law and the rights attached to that type of share. ;
  - c. Number of Board members;
  - d. Select Auditing Company;
  - e. Elect, dismiss, remove members of the Board of Directors and the Board of Supervisors;
  - f. Total remuneration of the Board of Directors members and remuneration report of the Board of Directors;
  - g. Supplement and amend the Company Charter;
  - h. Class of shares and number of new shares to be issued for each class of shares
  - i. Division, separation, consolidation, merger or conversion of the Company;
  - j. Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
  - k. Inspect and handle violations by the Board of Directors or the Board of Supervisors that cause damage to the Company and its shareholders;
  - l. Decision on sale of Company assets or purchase transactions with value of 35% or more of the total value of the Company's assets recorded in the most recent audited financial statements;
  - m. The company buys back more than 10% of a type of issued shares;
  - n. The Company signs contracts with persons specified in Article 167.1 of the Enterprise Law with a value equal to or greater than 35 % of the total value of the Company's assets recorded in the most recent audited financial statements;
  - o. Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;
  - p. Approve internal governance regulations; operating regulations of the Board of Directors and Board of Supervisors;
  - q. Other matters as prescribed by this Charter and the provisions of law .
3. Shareholders are not allowed to vote in the following cases:
- a. Contracts specified in Article 14.2 of this Charter when a shareholder or a person related to that shareholder is a party to the contract;
  - b. The purchase of shares by that shareholder or by a person related to that shareholder, except in cases where the purchase of shares is made in proportion to the ownership ratio of all shareholders or the purchase is made through order matching or public offering on the Stock Exchange.
4. All resolutions and issues included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders .

### **Article 15. Person authorized to attend the General Meeting of Shareholders**

1. Shareholders who are entitled to attend the General Meeting of Shareholders according to law may attend in person or authorize their representatives to attend. In case more than one authorized representative is appointed, the number of shares and votes of each representative must be specifically determined.

2. The authorization for a representative to attend the General Meeting of Shareholders must be made in writing according to the Company's form and must be signed according to the following provisions:

In case an individual shareholder is the principal, there must be the signature of that shareholder and the person authorized to attend the meeting;

In case the authorized representative of an organization shareholder is the principal, there must be the signature of the authorized representative, the legal representative of the shareholder and the person authorized to attend the meeting , and the seal of the organization shareholder (if any) ;

In other cases, there must be the signature of the shareholder's legal representative and the person authorized to attend the meeting ;

The person authorized to attend the General Meeting of Shareholders must submit the authorization document before entering the meeting room.

3. In case a lawyer signs a representative appointment paper on behalf of the principal, the representative appointment in this case shall only be considered effective if the representative appointment paper is presented together with a power of attorney to the lawyer or a valid copy of such power of attorney (if not previously registered with the Company).

4. Except for the case specified in Clause 3, Article 15, the voting ballot of the person authorized to attend the meeting within the scope of authorization remains valid in one of the following cases:

- a. The authorized person has died, has limited civil capacity or has lost civil capacity ;
- The principal has revoked the authorization ;
- The principal has revoked the authority of the agent.

This provision shall not apply in the event that the Company receives written notice of one of the above events 48 (forty eight) hours before the opening time of the General Meeting of Shareholders or before the meeting is reconvened .

### **Article 16. Change of rights**

1. The change or cancellation of special rights attached to a type of preferred shares shall be effective when approved by shareholders holding at least 65% of the common shares attending the meeting and at the same time approved by shareholders holding at least 65% of the voting rights of the issued shares of that type.

2. The organization of a meeting of shareholders holding a type of preferred shares to approve the above-mentioned change of rights shall be effective only when there are at least two shareholders (or their authorized representatives) and holding at least one-third (1/3) of the par value of the issued shares of that type. In case there is not enough number of delegates as stated above, the meeting shall be re-organized within 30 (thirty) days thereafter and the holders of shares of that type (regardless of the number of people and shares) present in person or through authorized representatives shall be considered to have sufficient number of delegates required. At the meetings of shareholders holding the above-mentioned preferred shares, the holders of shares of that type present in person or through representatives may request a secret ballot. Each share of the same type shall have equal voting rights at the above-mentioned meeting.

3. The procedures for conducting such a separate meeting are similar to the provisions in Articles 18 and 20.

4. Unless otherwise provided in the terms of issue of shares, the special rights attached to the classes of shares with preferential rights in respect of some or all matters relating to the sharing of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class .

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

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

a. Announce information on the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date.

b. Prepare a list of shareholders entitled to attend the meeting no earlier than 10 days before the date of sending the invitation to the General Meeting of Shareholders;

c. Provide information and resolve complaints related to the shareholder list;

d. Prepare meeting agendas and documents in accordance with the law and Company regulations;

e. Draft resolution of the General Meeting of Shareholders according to the expected content of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors and Supervisors;

f. Determine the time and place of the congress;

g. Send notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting.

2. Notice of the General Meeting of Shareholders shall be sent to all shareholders and shall be published on the Company's website. Notice of the General Meeting of Shareholders shall be sent at least 21 (twenty-one) days before the opening date of the General Meeting of Shareholders, calculated from the date on which the notice is duly sent or delivered, postage is paid or mailed. The agenda of the General Meeting of Shareholders and documents relating to the issues to be voted on at the General Meeting shall be posted on the Company's website. The notice of invitation to the General Meeting of Shareholders sent to shareholders as prescribed in this clause shall clearly state where and how to download the meeting documents and the Company shall send the meeting documents to shareholders if requested by shareholders.

The meeting notice must include the name, head office address, enterprise code; name, permanent address of shareholders, time, place of meeting and other requirements for meeting attendees.

3. Shareholders or groups of shareholders mentioned in Article 11.3 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and must be sent to the Company at least 03 (three) working days before the opening date of the General Meeting of Shareholders. The proposal must include the full name of the shareholder, permanent address, nationality, Citizen Identification Card number, Legal documents for individual shareholders; name, enterprise code or establishment decision number, head office address for organizational shareholders; the number and type of shares held by that shareholder, and the proposed content to be included in the meeting agenda.

4. In case the person convening the General Meeting of Shareholders refuses the proposal in Clause 3 of this Article, he/she must reply in writing and state the reasons no later than 02 days before the General Meeting. The person convening the General Meeting of Shareholders



has the right to refuse proposals related to Clause 3, Article 17 of this Charter in the following cases:

- a. Proposals are submitted late or incomplete or incorrect in content ;
- b. The proposed issue is not within the scope of decision-making authority of the General Meeting of Shareholders .

**Article 18. Conditions for holding a General Meeting of Shareholders**

1. The General Meeting of Shareholders is held when the number of shareholders attending the meeting represents more than 50% of the total number of shares with voting rights.

2. In case there is not enough number of delegates required within 45 ( forty five ) minutes from the time of setting the opening of the meeting, the person convening the meeting shall cancel the meeting. The meeting must be reconvened within 30 (thirty) days from the date of the first scheduled meeting. The General Meeting of Shareholders convened for the second time is carried out when there is a number shareholder attending the meeting representing at least 33% of the voting shares.

3. In case the second general meeting is not eligible to be held, the third general meeting of shareholders shall be convened within 20 (twenty) days from the date of the planned second general meeting. In this case, the meeting shall be held regardless of the total number of votes of the shareholders attending the meeting.

4. Only General meeting of shareholders The new shareholders have the right to change the meeting agenda sent with the meeting invitation as prescribed in Article 17.3 of this Charter .

**Article 19. Procedures for conducting the General Meeting of Shareholders**

1. On the date of the General Meeting of Shareholders, the Company must carry out shareholder registration procedures and must continue to register until all shareholders entitled to attend the meeting are present and have registered.

2. The election of the Chairman, Secretary and Counting Committee is regulated as follows:

a. The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair meetings convened by the Board of Directors; in case the Chairman is absent or temporarily unable to work, the remaining members shall elect one of them to chair the meeting according to the majority principle; in case no one can be elected as chair, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect a meeting chair from among the attendees and the person with the highest number of votes shall chair the meeting;

The Chairman is the person who has the right to decide on the order, procedures and events arising outside the agenda of the General Meeting of Shareholders.

In other cases, the person who signs the summons for the General Meeting of Shareholders shall direct the General Meeting of Shareholders to elect a chairman of the meeting and the person with the highest number of votes shall chair the meeting;

The Chairman shall appoint one or more persons to act as Secretary to take minutes of the Shareholders' Meeting;

The General Meeting of Shareholders elects a vote counting committee upon the proposal of the meeting chairman;

3. When registering shareholders, the Company will issue each shareholder or authorized representative with voting rights a voting card, on which is recorded the attending shareholder code, the full name of the shareholder, the full name of the authorized representative, the number

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of votes of that shareholder, the issues to be voted on at the General Meeting and the Company's seal.

The General Meeting will conduct public voting on issues to be voted on according to the meeting agenda of the General Meeting. Shareholders/authorized representatives of shareholders vote on the above issues by raising their voting ballots under the direction of the General Meeting Chairman and marking the ballots according to the instructions of the Vote Counting Committee.

When voting at the congress, the Vote Counting Committee counts the number of votes in favor, against, and no opinion on each content, summarizes and reports the results to the Congress Chairman.

The vote counting results are announced by the Counting Committee after the vote counting is completed.

4. Shareholders who arrive late to the General Meeting of Shareholders have the right to register immediately and then have the right to participate and vote immediately at the meeting. The Chairman is not responsible for stopping the meeting to allow late shareholders to register and the validity of the contents voted on before will not change.

5. The person convening the General Meeting of Shareholders has the right to:

a. Require all meeting attendees to submit to screening or other security measures;

Request competent authorities to maintain order at the meeting; expel those who do not comply with the chairman's authority, intentionally disrupt the order, prevent the normal progress of the meeting, or do not comply with security check requirements from the General Meeting of Shareholders;

6. The chairman of the meeting may postpone the meeting upon the agreement or request of the General Meeting of Shareholders with sufficient number of registered attendees as prescribed to another time or change the meeting location in the following cases:

a. The meeting location does not have enough convenient seating for all attendees;

b. The media at the meeting venue does not ensure that shareholders attending the meeting can participate in discussions and voting;

c. There are people who obstruct or disrupt the meeting, which risks making the meeting not be conducted fairly and legally;

The maximum postponement period shall not exceed 03 (three) days from the scheduled opening date of the congress.

7. In case the chairman postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 6, Article 19, the General Meeting of Shareholders shall elect another person from among the attending members to replace the chairman in conducting the meeting until its conclusion and the validity of the votes at that meeting shall not be affected.

8. The Chairman of the meeting or the Secretary of the meeting may take such action as they deem necessary to conduct the General Meeting of Shareholders in a valid and orderly manner; or to enable the meeting to reflect the wishes of the majority of the attendees.

9. The Convenor of the General Meeting may require shareholders or authorized representatives attending the General Meeting of Shareholders to submit to inspection or security measures that the Convenor of the General Meeting deems appropriate. In case any shareholder or authorized representative refuses to comply with the above regulations on inspection or security measures, the Convenor of the General Meeting may, after careful consideration, refuse or expel the said shareholder or representative from attending the General Meeting.

10. The convener of the General Meeting, after careful consideration, may take such measures as the Board of Directors deems appropriate to:

- a. Seating arrangement at the venue of the General Meeting of Shareholders;
- b. Ensure the safety of everyone present at the location;
- c. Facilitate shareholders to attend (or continue to attend) the meeting.

The Convenor of the Meeting has full authority to change the above measures and apply all measures if the Convenor of the Meeting deemed necessary. Measures taken may include the issuance of entry permits or the use of other options.

11. In case the above measures are applied at the General Meeting of Shareholders, the Convenor of the General Meeting, when determining the meeting location, may:

- a. Notice that the meeting will be held at the place specified in the notice and that the chairman of the meeting will be present there (“Principal Place of Meeting”);
- b. Arrange and organize so that shareholders or authorized representatives who cannot attend the meeting according to this Article or those who wish to attend at a location other than the Main Venue of the meeting can simultaneously attend the meeting;
- c. The notice of the holding of the meeting need not specify the organizational measures under this Article.

#### **Article 20. Approval of decisions of the General Meeting of Shareholders**

1. The General Meeting of Shareholders has the right to pass decisions by voting at meetings, or by written documents signed by all shareholders, or by collecting written opinions.

2. Except for the decision in Clause 3, Article 20, the decisions of the General Meeting of Shareholders on the following issues shall be adopted when 65% or more of the total votes of shareholders attending the meeting approve (in case of holding a meeting in person) or more than 50% of the total votes of shareholders with voting rights approve (in case of obtaining written opinions).

- a. Types of shares and total number of shares of each type;
- b. Change of industry, profession and business field;
- c. Change the Company's management structure;
- d. Investment projects or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statements;
- e. Reorganization and dissolution of the Company.

3. Resolutions not falling under the provisions of Clause 2 of this Article shall be passed when approved by shareholders representing more than 50% of the total number of voting shares of all shareholders attending the meeting (in case of holding a direct meeting) or by more than 50% of the total number of votes of shareholders with voting rights (in case of obtaining written opinions);

4. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even if the order and procedures for passing such resolution are not carried out correctly as prescribed.

5. Voting to elect members of the Board of Directors and the Supervisory Board must be carried out by cumulative voting. Accordingly, each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors or the Supervisory Board, and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Directors or the Supervisory Board are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the required

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number of members is reached. In case there are 02 or more candidates with the same number of votes for the final member of the Board of Directors or the Supervisory Board, a re-election will be conducted among the candidates with the same number of votes or selection will be made according to the criteria of the election regulations .

**Article 2 1. Authority and procedures for obtaining shareholders' written opinions to approve decisions of the General Meeting of Shareholders**

Authority and procedures for obtaining written opinions of shareholders to pass decisions of the General Meeting of Shareholders is carried out according to the following provisions:

1. The Board of Directors has the right to obtain written opinions from shareholders to pass resolutions of the General Meeting of Shareholders at any time if deemed necessary for the benefit of the Company .

2. The Board of Directors must prepare the opinion form, the draft resolution of the General Meeting of Shareholders and the documents explaining the draft resolution. The opinion form, together with the draft decision and the documents explaining the draft resolution, must be sent by guaranteed method to the registered address of each shareholder. The Board of Directors must ensure that the documents are sent and announced to the shareholders within a reasonable time for consideration and voting and must be sent at least 10 (ten) days before the deadline for returning the opinion form.

3. The opinion form must have the following main contents:

- a. Name, head office address, business registration number;
- b. Purpose of consultation.
- c. Full name, contact address , nationality, legal document number of individual shareholders; name, enterprise code or legal document number of organization, head office address for organizational shareholders or full name, contact address , nationality, personal legal document number for authorized representative of organizational shareholders; number of shares of each type and number of votes of shareholders.

d. Issues need to be voted on for approval.

e. Voting options include yes, no, and no opinion.

f. Deadline for returning completed questionnaires to the Company.

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

4. The completed ballot must have the signature of the individual shareholder, the authorized representative or the legal representative of the organizational shareholder.

Shareholders can send completed ballots to the Company in one of the following ways:

a. Mail. Voting forms sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes.

b. Send by fax or email. The ballot sent to the Company must be kept confidential until the time of vote counting.

Any opinion ballot sent to the Company after the deadline specified in the opinion ballot or opened or disclosed is invalid . An opinion ballot that is not returned is considered a non-voting ballot.

5. The Board of Directors shall count the votes and prepare a vote counting record under the witness of the Board of Supervisors or of shareholders who do not hold management positions in the Company. The vote counting record must contain the following main contents:

a. Name, head office address, business registration number;

b. Purpose and issues to be consulted for decision making.

c. Number of shareholders with total number of votes participated in voting, in which distinguishing between valid and invalid votes, method of sending voting ballots, with appendix of list of shareholders participating in voting.

d. Total number of votes for, against and abstentions on each issue.

e. The decisions were passed and the corresponding voting percentages passed .

f. Full name and signature of the Chairman of the Board of Directors, the vote counting supervisor and the vote counter.

The members of the Board of Directors , the vote counters and the vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; and shall be jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.

6. Minutes of vote counting results and resolutions must be published on the Company's website within 24 (twenty-four) hours instead of being sent to shareholders .

7. The completed ballots, the minutes of vote counting, the full text of the adopted resolution and related documents attached to the ballots must all be kept at the Company's head office.

8. Resolutions of the General Meeting of Shareholders passed in the form of collecting shareholders' opinions in writing have the same value as resolutions passed at the General Meeting of Shareholders .

#### **Article 2 2. Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded. Minutes. Minutes of meetings and minutes of vote counting must be prepared in Vietnamese and must contain the contents prescribed in Clause 1, Article 150 of the Law on Enterprises.

2. Minutes of the General Meeting of Shareholders must be completed and approved before the meeting closes. The Chairman and Secretary of the meeting or other persons signing the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. The person presiding over the General Meeting of Shareholders is responsible for organizing the storage of the minutes of the General Meeting of Shareholders and publishing them on the Company's website within 24 (twenty-four) hours from the date of the General Meeting of Shareholders' conclusion. The minutes of the General Meeting of Shareholders are considered authentic evidence of the work carried out at the General Meeting of Shareholders unless there are objections to the content of the minutes submitted in accordance with the prescribed procedures within 10 (ten) days from the date of sending the minutes.

The records, minutes, signature books of shareholders attending the meeting and the authorization documents to attend must be kept at the Company's head office .

#### **Article 2 3. Request to cancel the decision of the General Meeting of Shareholders**

Within 90 (ninety) days from the date the minutes of the General Meeting of Shareholders or the minutes of the results of the vote counting for the General Meeting of Shareholders are posted on the Company's website, the shareholder or group of shareholders specified in Clause 3, Article 11 of this Charter has the right to request the Court or Arbitration to consider and cancel the minutes. Resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings or obtaining written opinions of shareholders and making decisions of the General Meeting of Shareholders are not implemented in accordance with the provisions of the Law on Enterprises and the Company Charter;

2. The content of the decision violates the law or the Company Charter.

In case the decision of the General Meeting of Shareholders is annulled by a decision of the Court or Arbitration, the person convening the annulled General Meeting of Shareholders may consider reorganizing the General Meeting of Shareholders within 30 (thirty) days in accordance with the procedures prescribed in the Law on Enterprises and this Charter .

## **VII. BOARD OF DIRECTORS**

### **Article 2 4. Composition and term of office of members of the Board of Directors**

1. The number of members of the Board of Directors is at least 05 (five ) people and at most 11 (eleven) people according to the decision of the General Meeting of Shareholders . The term of office of a member of the Board of Directors is not more than 05 (five) years; a member of the Board of Directors can be re-elected for an unlimited number of terms. The total number of independent members of the Board of Directors must account for at least one-third (1/3) of the total number of members of the Board of Directors. The minimum number of independent members of the Board of Directors is determined by rounding down.

2. Shareholders or groups of shareholders owning 5% or more of total common shares have the right to nominate candidates for election to the Board of Directors according to the following regulations:

- If it accounts for 05% to less than 10%, it has the right to nominate 01 (one) member.
- If it accounts for 10% to less than 30%, it has the right to nominate 02 (two) members.
- If it accounts for 30% to less than 40%, it has the right to nominate 03 (three) members.
- If it accounts for 40% to less than 50%, it has the right to nominate 04 (four) members.
- If it accounts for 50% to less than 60%, it has the right to nominate 05 (five) members.
- If it accounts for 60% to less than 70%, it has the right to nominate 06 (six) members.
- If it accounts for 70% to less than 80%, it has the right to nominate 07 (seven) members.
- If it accounts for 80 % to less than 90 %, it has the right to nominate 08 ( eight ) members.

In case the candidates have been identified in advance, information related to the Board of Directors candidates shall be announced at least 10 days before the opening date of the General Meeting of Shareholders on the company's website so that shareholders can learn about these candidates before voting. The Board of Directors candidates must have a written commitment to the honesty, accuracy and reasonableness of the published personal information and must commit to perform their duties honestly, loyally, carefully and in the best interests of the company if elected as a member of the Board of Directors. Information related to the Board of Directors candidates to be announced shall include at least:

- a. Full name, date of birth;
- b. Educational level, professional qualifications;
- c. Work history;
- d. Companies in which the candidate is holding the position of member of the Board of Directors and other management positions;
- e. Assessment report on the candidate's contribution to the Company, in case the candidate is currently a member of the Company's Board of Directors;
- f. Benefits related to the Company (if any);
- g. Full name of the shareholder or group of shareholders nominating that candidate (if any);
- h. Other information (if any).

Public companies must ensure that shareholders have access to information about companies in which candidates hold positions as members of the Board of Directors, other management positions, and the candidates' interests related to the company (if any).

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough, the current Board of Directors may nominate additional candidates or organize nominations according to a mechanism prescribed by the Company. The nomination mechanism or the method by which the current Board of Directors nominates candidates for the Board of Directors must be clearly announced and must be approved by the General Meeting of Shareholders before the nomination is made.

4. A member of the Board of Directors is no longer eligible to be a member of the Board of Directors in the following cases:

a. That member is not qualified to be a member of the Board of Directors according to the provisions of the Law on Enterprises or is prohibited by law from being a member of the Board of Directors;

b. The member submits a written resignation to the Company's head office and is accepted ;

c. That member is mentally disordered and another member of the Board of Directors has expert evidence that he or she is no longer legally competent;

d. That member is absent from attending meetings of the Board of Directors continuously for 06 (six) months, and during this time the Board of Directors does not allow that member to be absent and has ruled that his/her position is vacant;

e. That member is removed from the Board of Directors by decision of the General Meeting of Shareholders;

f. Providing false personal information when submitting to the Company as a candidate for the Board of Directors;

g. Representing shareholders who are legal entities when the legal entity loses its legal status or is dissolved;

h. The shareholder is a legal entity and has withdrawn the right to represent.

3. The appointment of members of the Board of Directors must be notified in accordance with the provisions of the law on securities and the securities market.

4. A member of the Board of Directors need not be a shareholder of the Company .

#### **Article 2 5. Powers and duties of the Board of Directors**

1. The business activities and affairs of the Company shall be subject to the management or direction of the Board of Directors. The Board of Directors is the body with full authority to exercise all rights on behalf of the Company except for the authority belonging to the General Meeting of Shareholders.

2. The Board of Directors is responsible for supervising the Director and other managers.

3. The Board of Directors has the following powers and duties:

a. Decide on the Company's strategy, medium-term development plan and annual business plan;

b. Propose the type of shares and the total number of shares of each type that can be offered ;

c. Decision to sell unsold shares within the number of shares allowed to be offered for sale of each type , decision to raise capital in other forms;

d. Decide on the offering price of the Company's shares and bonds ;

e. Decision to repurchase shares in accordance with the law;

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- f. Decide on investment plans and investment projects within the authority and limits prescribed by law;
  - g. Decide on market development, marketing and technology solutions;
  - h. Approve purchase, sale, loan, lending and other contracts with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial report, except for the cases specified in Point d, Clause 2, Article 138 , Clause 3, Article 167 of the Law on Enterprises;
  - i. Through granting loans or guarantees with a value of less than 20% of the total asset value recorded in the Company's most recent financial statements to the Company's subsidiaries.
  - j. Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts, decide on salaries, remuneration, bonuses and other benefits of the Director , Chief Accountant , Branch Director, Head of the Company's representative office; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders at other companies, decide on remuneration and other benefits of those persons ;
  - k. Supervise and direct the Director and other managers in the daily operations of the Company;
  - l. Decide on the organizational structure and internal management regulations of the Company, develop internal regulations on internal management of the Company to submit to the General Meeting of Shareholders for approval , decide on the establishment of subsidiaries, branches, representative offices and capital contribution and purchase of shares of other enterprises;
  - m. Approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions ;
  - n. Submit annual financial reports to the General Meeting of Shareholders;
  - o. Propose the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;
  - p. Proposing the reorganization, dissolution, and bankruptcy of the Company;
  - q. Other rights and obligations as prescribed in the Charter and the Law on Enterprises.
4. The following matters must be approved by the Board of Directors:
- a. Establish branches or representative offices of the Company;
  - b. Establishment of subsidiaries of the Company;
  - c. Within the scope of provisions in Article 153.2 of the Law on Enterprises and except for the case specified in Article 167.3 of the Law on Enterprises which must be approved by the General Meeting of Shareholders, the Board of Directors shall from time to time decide on the implementation, amendment or cancellation of major contracts of the Company (including activities of purchasing, selling, merging, acquiring companies and joint ventures);
  - d. Appoint and remove persons authorized by the Company as commercial representatives and Lawyers of the Company;
  - e. Borrowing and performance of mortgages, warranties, guarantees and indemnities of the Company;
  - f. Investments not included in the business plan and budget exceeding 10% of charter capital or investments exceeding 10% of the value of the annual business plan and budget;
  - g. Purchase or sale of shares of other companies established in Vietnam or abroad;



h. Valuation of non-cash assets contributed to the Company related to the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and technological know-how;

i. The Company's purchase or withdrawal of no more than 10% of the total number of shares of each type offered for sale within 12 months ;

j. Business matters or transactions which the Board of Directors determines require approval within the scope of its authority or responsibility;

k. Decide on the price to purchase or redeem the Company's shares.

5. Members of the Board of Directors shall receive remuneration for their work as members of the Board of Directors. The total remuneration for the Board of Directors shall be decided by the General Meeting of Shareholders. This remuneration shall be divided among the members of the Board of Directors according to the agreement in the Board of Directors or equally divided in case of no agreement.

6. The total amount paid to members of the Board of Directors, including remuneration, expenses, commissions, stock options, and other benefits received from the Company, its subsidiaries, affiliates, and other companies in which members of the Board of Directors represent capital contributions, must be disclosed in detail in the Company's annual report.

7. A member of the Board of Directors who holds an executive position, or performs other duties which, in the opinion of the Board of Directors, are outside the normal scope of duties of a member of the Board of Directors, may be compensated in the form of a lump sum, salary, commission, percentage of profits, or in other form as determined by the Board of Directors.

8. Members of the Board of Directors are entitled to be reimbursed for all travel, accommodation, meals and other reasonable expenses incurred by them in performing their duties as members of the Board of Directors, including expenses incurred in attending meetings of the Board of Directors or General Meetings of Shareholders .

#### **Article 26. Chairman of the Board of Directors**

1. The Board of Directors must select from among its members a Chairman . The Chairman of the Board of Directors shall not concurrently be the Director of the Company.

2. The Chairman of the Board of Directors is responsible for convening and chairing the General Meeting of Shareholders and meetings of the Board of Directors, and has other rights and responsibilities as prescribed in this Charter and the Law on Enterprises.

3. In case the Chairman is temporarily unable to perform his/her duties for any reason, the Board of Directors may appoint another person among them to perform the duties of the Chairman based on the majority principle.

4. The Chairman of the Board of Directors shall be responsible for ensuring that the Board of Directors submits the annual financial report, the Company's operational report, the audit report and the Board of Directors' inspection report to the shareholders at the General Meeting of Shareholders;

5. In case the Chairman of the Board of Directors resigns or is dismissed or removed from office, the Board of Directors must elect a replacement within 10 (ten) days .

#### **Article 27. Meetings of the Board of Directors**

1. In case the Board of Directors elects a Chairman, the first meeting of the Board of Directors' term to elect the Chairman and make other decisions within its authority must be held within 07 (seven) working days from the date of completion of the election of the Board of Directors for that term. This meeting shall be convened by the member with the highest number of votes. In case there is more than one member with the highest and equal number of votes,

these members shall vote by majority to select 01 (one) of them to convene a meeting of the Board of Directors.

2. Regular meetings. The Chairman of the Board of Directors must convene Board meetings, set the agenda, time and place of the meeting at least 03 (three) days before the scheduled meeting date. The Chairman may convene a meeting whenever he deems it necessary, but at least once a quarter.

3. Extraordinary meetings. The Chairman of the Board of Directors must convene an extraordinary meeting when he deems it necessary for the benefit of the Company. In addition, the Chairman must convene a meeting of the Board of Directors, without delay without justifiable reason, when one of the following subjects requests in writing to state the purpose of the meeting and the issues to be discussed:

- a. Director or at least 05 (five) other operators ;
- b. At least two (02) members of the Board of Directors;
- c. Board of Supervisors or independent member of the Board of Directors.

4. The meetings of the Board of Directors mentioned in Clause 3, Article 27 must be held within 07 (seven) days after the meeting proposal is made. In case the Chairman of the Board of Directors does not agree to convene the meeting as requested, the Chairman shall be responsible for any damages caused to the Company; the persons requesting the meeting mentioned in Clause 3, Article 27 may themselves convene the meeting of the Board of Directors.

5. In case of request from the independent auditor, the Chairman of the Board of Directors must convene a meeting of the Board of Directors to discuss the audit report and the situation of the Company.

6. Meeting location. Board of Directors meetings shall be held at the Company's headquarters or other locations in Vietnam or abroad as decided by the Chairman of the Board of Directors and agreed upon by the Board of Directors.

7. Notice and agenda of the meeting. Notice of the Board of Directors' meeting must be sent to the members of the Board of Directors and the supervisors at least 03 (three) days before the meeting is held. The members of the Board of Directors may refuse the meeting invitation in writing and such refusal may be retroactive. Notice of the Board of Directors' meeting must be in Vietnamese and must fully notify the agenda, time and location of the meeting, accompanied by necessary documents on the issues to be discussed and voted on at the Board meeting and ballots for the members of the Board of Directors who cannot attend the meeting.

Meeting notices are sent by post, fax, email or other means, but must be guaranteed to reach the address of each member of the Board of Directors registered with the Company.

8. Minimum number of members attending. The first meetings of the Board of Directors shall only be held and decisions shall be passed when at least 3/4 (three-quarters) of the Board of Directors members are present in person or through their proxy.

In case the number of members attending the meeting is not sufficient as prescribed, the meeting must be reconvened within 07 ( seven ) days from the date of the first scheduled meeting. The reconvened meeting will be held if more than 1/2 (half) of the Board of Directors members attend the meeting.

9. A meeting of the Board of Directors may be held by way of a video conference between members of the Board of Directors when all or some of the members are in different locations, provided that each member attending the meeting is able to:

- a. Hear each other member of the Board of Directors speak at the meeting;

b. Address all other members present simultaneously. Discussions between members may be conducted directly by telephone or other means of communication or a combination of these methods. A member of the Board of Directors participating in such a meeting shall be considered “present” at that meeting. The location of a meeting held under this provision shall be the location where the majority of the members of the Board of Directors are present, or the location where the Chairman of the meeting is present.

Decisions passed in telephone meetings are properly organized and conducted, effective immediately upon the end of the meeting but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending this meeting.

10. A member of the Board of Directors is considered to attend and vote at the meeting in the following cases:

- a. Attend and vote directly at the meeting;
- b. Authorize another person to attend the meeting if approved by the majority of Board of Directors members;
- c. Attend and vote via online conference;
- d. Send voting ballots to the meeting via mail, fax, email.
- e. A member of the Board of Directors shall not vote on contracts, transactions or proposals in which the member has an interest which conflicts or may conflict with the interests of the Company. A member of the Board of Directors shall not be counted as a quorum for a meeting of the Board of Directors on decisions on which the member does not have the right to vote;

f. Pursuant to Clause 10.e, Article 27, when a matter arises in a meeting of the Board of Directors relating to the level of interest of a member of the Board of Directors or relating to the voting rights of that member of the Board of Directors, such matter shall be referred to the chairman of the meeting and the chairman's decision relating to all other members of the Board of Directors shall be final, except in cases where the nature or scope of interest of the relevant member of the Board of Directors has not been fully disclosed;

g. A member of the Board of Directors who benefits from a contract specified in Article 36.5a and Article 36.5b of this Charter shall be deemed to have a significant interest in that contract.

h. Supervisors have the right to attend Board of Directors meetings, have the right to discuss but not to vote.

11. Disclosure of interests. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is expected to be signed with the Company and knows that he has an interest in it, shall disclose the nature and content of that interest at the meeting where the Board of Directors first considers the signing of this contract or transaction. Or this member may disclose it at the first meeting of the Board of Directors held after this member knows that he has an interest or will have an interest in the relevant transaction or contract.

12. Majority voting. The Board of Directors adopts decisions and makes decisions by following the consensus of the majority of the Board members present (over 50%). In case the number of votes for and against are equal, the vote of the Chairman will be the deciding vote.

13. Resolutions in the form of written opinions are passed on the basis of the approval of the majority of members of the Board of Directors with voting rights. This type of resolution has the same effect and value as a resolution passed by members of the Board of Directors at a meeting convened and held in accordance with the usual practice.

14. Minutes of the Board of Directors' meetings. The Chairman of the Board of Directors shall be responsible for forwarding the minutes of the Board of Directors' meetings to the members and such minutes shall be considered as authentic evidence of the work conducted in such meetings unless there is any objection to the content of the minutes within 10 (ten) days from the date of forwarding. Minutes of the Board of Directors' meetings shall be prepared in Vietnamese and must be signed by the chairman and the person recording the minutes.

In case the chairman or the minute taker refuses to sign the meeting minutes, but if all other members of the Board of Directors attending the meeting sign them, the minutes shall be valid .

#### **Article 28. Person in charge of corporate governance**

The Board of Directors shall appoint at least 01 person to perform the duties of the Corporate Governance Officer. The Corporate Governance Officer may concurrently hold the position of Company Secretary. The term of office of the Corporate Governance Officer shall be decided by the Board of Directors, with a maximum of five (05) years.

2. The person in charge of corporate governance must meet the following standards:

a. Have knowledge of the law;

b. Not to concurrently work for an independent auditing company that is auditing the Company's financial statements;

c. Other standards as prescribed by law, this Charter and the Board of Directors.

3. The Board of Directors may dismiss the Corporate Governance Officer when necessary, but not in contravention of current labor laws. The Board of Directors may appoint an Assistant to the Corporate Governance Officer from time to time.

4. The person in charge of corporate governance has the following rights and obligations:

a. Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related work between the company and shareholders;

b. Prepare meetings of the Board of Directors, Supervisory Board and General Meeting of Shareholders at the request of the Board of Directors or Supervisory Board;

c. Advice on meeting procedures;

d. Attend meetings;

e. Consulting on procedures for preparing resolutions of the Board of Directors in accordance with the law;

f. Provide financial information, copies of Board of Directors meeting minutes and other information to Board of Directors members and Supervisors;

g. Monitor and report to the Board of Directors on the company's information disclosure activities;

h. Act as a point of contact with stakeholders;

j. Keep information confidential in accordance with the provisions of law and the Company Charter;

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

### **VIII. DIRECTORS AND OTHER EXECUTIVE OFFICERS**

#### **Article 29. Organization of management apparatus**

The Company shall adopt a management system under which the management apparatus shall be responsible to and under the direction of the Board of Directors. The Director may concurrently be a member of the Board of Directors, and shall be appointed or dismissed by the Board of Directors by a duly passed resolution.

### **Article 30. Business operators**

1. Upon the proposal of the Director and with the approval of the Board of Directors, the Company may employ the number and type of other executives necessary or appropriate to the Company's management structure and practices as proposed by the Board of Directors from time to time. Other executives must have the necessary diligence to enable the Company's operations and finances to achieve the set goals.

2. The salary, remuneration, benefits and other terms of the employment contract with the Director shall be decided by the Board of Directors and the contracts with other executives shall be decided by the Board of Directors after consulting with the Director .

### **Article 31. Appointment, dismissal, duties and powers of the Director**

1. The Board of Directors shall appoint a member of the Board of Directors or another person as Director and shall enter into a contract stipulating the salary, remuneration, benefits and other terms relating to the recruitment. Information on the salary, allowances and benefits of the Director shall be reported at the Annual General Meeting of Shareholders and stated in the Company's annual report.

2. The Director is the legal representative of the Company.

3. The Director is the person who runs the daily business of the Company; is supervised by the Board of Directors and is responsible to the Board of Directors and before the law for the implementation of assigned rights and duties.

4. The term of office of the Director shall not exceed 05 years and may be reappointed for an unlimited number of terms . The appointment may expire based on the provisions of the labor contract. The Director shall not be a person prohibited by law from holding this position, i.e. a minor, a person lacking capacity for civil acts, a person who has been sentenced to prison, a person serving a prison sentence, an armed forces officer, a State official, and a person who has been judged to have caused the company they previously led to go bankrupt.

5. The Director has the following powers and responsibilities:

a. Decide on matters related to the Company's daily business that are not under the authority of the Board of Directors;

b. Implement the resolutions of the Board of Directors and the General Meeting of Shareholders, the business plan and investment plan of the Company approved by the Board of Directors and the General Meeting of Shareholders;

c. Proposing organizational structure plan and internal management regulations of the Company;

d. Appoint, dismiss, and remove management positions in the Company, except for positions under the authority of the Board of Directors;

e. Decide on salaries and other benefits for employees in the company, including managers under the appointment authority of the Director;

f. Labor recruitment;

g. Propose plans to pay dividends or handle business losses;

h. Other rights and obligations as prescribed by law;

6. The Director is responsible to the Board of Directors and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these agencies when requested.

7. The Board of Directors may dismiss the Director when two-thirds (2/3) or more of the Board of Directors members vote in favor (in this case, the Director's vote is not counted) and appoint a new Director to replace him .

### **Article 32. Company Secretary**

1. The Board of Directors shall appoint one (or more) persons as Company Secretary with a term and terms as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary but not contrary to current labor laws. The Board of Directors may also appoint one or more Assistant Company Secretaries from time to time. Roles and responsibilities of the Company Secretary:

- a. Support the organization in convening meetings of the Board of Directors and General Meeting of Shareholders and recording meeting minutes;
- b. Support Board members in performing assigned rights and obligations;
- c. Support the Board of Directors in applying and implementing corporate governance principles;
- d. Support the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders;
- e. Support the Company in complying with information, information disclosure and administrative procedures;
- f. Other rights and obligations as prescribed by law and the Company Charter.

2. The Company Secretary is responsible for keeping information confidential in accordance with the provisions of the Law and the Company Charter.

## **IX. BOARD OF SUPERVISION**

### **Article 33. Members of the Board of Supervisors**

1. The number of members of the Board of Supervisors must be from 03 (three) to 05 (five) members .

The Board of Supervisors must have at least one member who is an accountant or auditor. A member of the Board of Supervisors must not be an employee of the Company's accounting and finance department and must not be a member or employee of the independent auditing company that is auditing the Company's financial statements. A member of the Board of Supervisors must not be related to members of the Board of Directors, the Director and other executives of the Company. The Board of Supervisors must appoint one member as its head.

2. Standards and conditions of Controller
  - a. Have full civil act capacity and not be prohibited from establishing and managing enterprises according to the provisions of the Law on Enterprises;
  - b. Trained in one of the following majors: economics, finance, accounting, auditing, law, business administration or majors suitable for the business operations of the enterprise;
  - c. Not a family member of a member of the Board of Directors, Director and other managers;
  - d. Not allowed to hold corporate management positions; not necessarily be a shareholder or employee of the Company;
  - e. Not working in the accounting or finance department of the Company;
  - f. Not a member or employee of the independent auditing firm that audited the Company's financial statements in the three (03) preceding years.

3. The Head of the Board of Supervisors must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration or a major related to the business activities of the enterprise. The Head of the Board of Supervisors has the following rights and responsibilities:

- a. Convene the Board of Supervisors meeting;

b. Request the Board of Directors, the Director and other executives of the Company to provide relevant information to report to the members of the Board of Supervisors;

c. Prepare and sign the report of the Board of Supervisors after consulting with the Board of Directors to submit to the General Meeting of Shareholders.

4. Shareholders or groups of shareholders holding at least 10 % of total voting shares may pool their votes together to nominate candidates for the Board of Supervisors as follows:

- If it accounts for 10 % to less than 20 %, 01 (one) person can be nominated.
- If it occupies from 20 % to less than 35 % , then 02 ( two ) people can be nominated .
- If it accounts for 35 % to less than 50 %, 03 (three) people can be nominated.
- If it accounts for 50 % to less than 65 %, 04 (four) people can be nominated.
- If it accounts for 6.5 % or more, all candidates can be nominated .

5. In case the number of candidates for the Board of Supervisors through nomination and candidacy is still not enough, the incumbent Board of Supervisors can nominate additional candidates or organize nominations according to the mechanism prescribed by the Company in the Internal Regulations on Corporate Governance. The mechanism for the incumbent Board of Supervisors to nominate candidates for the Board of Supervisors must be clearly announced and must be approved by the General Meeting of Shareholders before the nomination is made.

6. Members of the Board of Supervisors are appointed by the General Meeting of Shareholders, the term of office of the Board of Supervisors shall not exceed five (05) years; members of the Board of Supervisors may be re-elected for an unlimited number of terms .

7. A member of the Board of Supervisors shall not be eligible for membership in the following cases:

a. No longer qualified and eligible to be a Controller as prescribed in Article 169 of the Law on Enterprises;

b. Failure to exercise one's rights and obligations for 06 consecutive months without the approval of the Board of Supervisors;

c. That member is prohibited by law from being a member of the Board of Supervisors;

d. Such member resigns by written notice sent to the Company's head office and accepted;

e. That member is removed from the Board of Supervisors by decision of the General Meeting of Shareholders .

#### **Article 34. Board of Supervisors**

1. The Company must have a Board of Supervisors and the Board of Supervisors shall have the powers and responsibilities as prescribed in Article 170 of the Law on Enterprises and this Charter, mainly the following powers and responsibilities:

a. Supervise the Board of Directors and Director in managing and operating the Company;

b. Check the rationality, legality, honesty and level of prudence in management and operation of business activities; the systematicity, consistency and appropriateness of accounting, statistics and financial reporting ;

c. In case of detecting any violation of the law or violation of the Company Charter by a member of the Board of Directors, Director and other business executives, it is necessary to notify the Board of Directors in writing, request the violator to stop the violation and have a solution to remedy the consequences;

d. Appraise the completeness, legality and honesty of the company's business situation report, annual and 6-month financial reports, management assessment report of the Board of

Directors and submit the appraisal report at the annual meeting of the General Meeting of Shareholders;

e. Review, inspect and evaluate the effectiveness and efficiency of the Company's internal control, internal audit, risk management and early warning systems ;

f. Review accounting books, accounting records and other documents of the company, management and operation of the company when deemed necessary or according to the resolution of the General Meeting of Shareholders or at the request of a shareholder or group of shareholders as prescribed in Clause 3, Article 11 of this Charter;

g. Upon request of a shareholder or group of shareholders as stipulated in Clause 3, Article 11 of this Charter, the Board of Supervisors shall conduct an inspection within 07 working days from the date of receipt of the request. Within 15 days from the date of completion of the inspection, the Board of Supervisors shall report to the Board of Directors and the shareholder or group of shareholders making the request. The inspection by the Board of Supervisors as stipulated in this Clause shall not impede the normal operations of the Board of Directors and shall not disrupt the business operations of the company .

h. Recommend to the Board of Directors or the General Meeting of Shareholders to take measures to amend, supplement, and improve the organizational structure for management, supervision, and operation of the Company's business activities;

i. Have the right to attend and discuss at meetings of the General Meeting of Shareholders, Board of Directors and other meetings of the Company;

j. Have the right to use independent consultants, propose the selection of independent auditing companies, auditing fees and all related issues;

k. Report, conclusion and recommendation to the General Meeting of Shareholders.

1. Other rights and obligations as prescribed by law and this Charter.

2. The Board of Directors, the Director and other executives must provide all information and documents relating to the Company's operations upon request of the Supervisory Board. The Company Secretary must ensure that all copies of financial information, other information provided to the Board of Directors and copies of minutes of Board of Directors meetings must be provided to the Board of Directors members at the same time they are provided to the Board of Directors.

3. The Board of Supervisors may issue regulations on meetings of the Board of Supervisors and the manner of operation of the Board of Supervisors. The Board of Supervisors must meet at least twice a year and the number of members attending the meetings must be at least two.

4. The remuneration of the members of the Supervisory Board shall be decided by the General Meeting of Shareholders. The members of the Supervisory Board shall also be reimbursed for their travel, hotel and other reasonable expenses incurred when they attend meetings of the Supervisory Board or perform other activities of the Supervisory Board .

## **X. RESPONSIBILITIES OF BOARD OF DIRECTORS, SUPERVISORY BOARD MEMBERS, DIRECTORS AND OTHER MANAGERS**

### **Article 35. Responsibility for care**

Members of the Board of Directors, members of the Supervisory Board, the Director and other executives are responsible for performing their duties honestly and in a manner that they believe is in the best interests of the Company and with a degree of care that a prudent person would normally have when holding a similar position and in similar circumstances .



**Article 36. Responsibility to be honest and avoid conflicts of interest**

1. Members of the Board of Directors, Supervisors, Directors and other executives must publicly disclose related interests in accordance with the provisions of the Enterprise Law and other legal provisions.

2. Members of the Board of Directors, members of the Supervisory Board, Directors and other executives are not allowed to use business opportunities that may benefit the Company for personal purposes; at the same time, they are not allowed to use information obtained through their positions for personal gain or to serve the interests of other organizations or individuals.

3. Members of the Board of Directors, members of the Supervisory Board, the Director and other executives are obliged to notify the Board of Directors of all interests that may conflict with the interests of the Company that they may enjoy through economic entities, transactions or other individuals. The above subjects may only use such opportunities when members of the Board of Directors who do not have related interests have decided not to pursue this issue.

4. The Company is not allowed to provide loans or guarantees to members of the Board of Directors, Supervisors, Directors, other executives and individuals, organizations related to the above members or legal entities in which these people have financial interests, except in cases where the public company and the organization related to this member are companies in the same group or companies operating in a group of companies, including parent company - subsidiary, economic group and specialized laws have other provisions.

5. A contract or transaction between the Company and one or more of its Directors, Directors, other executives or persons related to them or a company, partnership, association, or organization of which one or more of its Directors, other executives or persons related to them are members, or have a financial interest, shall not be void if:

a. For contracts valued at less than 20% of the total asset value recorded in the most recent financial report, the important elements of the contract or transaction as well as the relationships and interests of other executives or members of the Board of Directors have been reported to the Board of Directors. At the same time, the Board of Directors has allowed the implementation of such contract or transaction in good faith by the majority vote of the Board of Directors who have no related interests; or

b. For contracts with a value greater than 20% of the total asset value recorded in the most recent financial statements, the important elements of this contract or transaction as well as the relationship and interests of other executives or members of the Board of Directors have been disclosed to shareholders with no relevant interests who have the right to vote on that matter, and those shareholders have voted in favor of this contract or transaction;

c. Such contract or transaction is considered by an independent consulting organization to be fair and reasonable in all aspects related to the Company's shareholders at the time the transaction or contract is approved by the Board of Directors or the General Meeting of Shareholders.

Members of the Board of Directors, members of the Supervisory Board, Directors, other executives or their related persons are not allowed to buy or sell or deal in any other form with the shares of the Company or its subsidiaries at the time when they have information that will certainly affect the price of those shares and other shareholders are not aware of this information

**Article 37. Liability for damages and compensation**

1. Liability for damages. Members of the Board of Directors, members of the Supervisory Board, Directors and other executives who violate the obligation to act honestly, fail to fulfill

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their obligations with care, diligence and professional competence shall be liable for damages caused by their violations.

2. Indemnity. The Company shall indemnify any person who has been, is or may become a party to any claim, action or proceeding which has been, is or may be brought, whether civil or administrative (other than litigation initiated by or under the Company's authority) if such person has been or is a member of the Board of Directors, other executive officer, employee or authorized representative of the Company (or its subsidiary), or if such person has been or is acting at the request of the Company (or its subsidiary) as a member of the Board of Directors, other executive officer, employee or authorized representative of the Company.

3. The costs to be compensated include: costs incurred (including attorneys' fees), judgment costs, fines, payments actually incurred or considered reasonable in resolving these cases within the framework of the law, provided that the person has acted honestly, carefully, diligently for the benefit of the Company, on the basis of compliance with the law and there is no discovery or confirmation that the person has breached his/her responsibilities. The Company has the right to purchase insurance for such people to avoid the above compensation responsibilities .

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

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

1. A shareholder or group of shareholders referred to in Article 12.3 of this Charter has the right, directly or through a lawyer or authorized person, to submit a written request to inspect during working hours and at the main business location of the Company: the list of shareholders, the minutes of the General Meeting of Shareholders and copies or extracts of such records. The request for inspection by the representative lawyer or other authorized representative of the shareholder must be accompanied by a power of attorney from the shareholder that person represents or a notarized copy of this power of attorney.

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

3. The Company shall keep this Charter and any amendments to the Charter, the Business Registration Certificate, regulations, documents proving ownership of assets, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and any other documents as prescribed by law at the head office or another place provided that the shareholders and the business registration authority are notified of the location where these documents are kept .

4. The company charter must be published on the Company's website .

## **XII. EMPLOYEES AND UNIONS**

### **Article 39. Employees and trade unions**

1. The Director must plan for the Board of Directors to approve issues related to recruitment, employment, dismissal, salary, social insurance, benefits, rewards and discipline for other executives and employees as well as the Company's relationship with recognized trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and current legal regulations.

2. Employees in the Company have the right to establish trade unions and participate in other political and social organizations in accordance with the provisions of law. Trade unions

and political and social organizations established in the Company must operate in accordance with the provisions of law .

### **XIII. PROFIT DISTRIBUTION**

#### **Article 40. Dividends**

1. The General Meeting of Shareholders decides on the level of dividend payment and the form of annual dividend payment from the Company's retained earnings. Dividends paid to common shares are determined based on the net profit realized and the dividend payment is deducted from the Company's retained earnings when all of the following conditions are met:

a. The Company has fulfilled its tax obligations and other financial obligations as prescribed by law;

b. Has set aside company funds and fully compensated for previous losses according to the provisions of law and the Company Charter;

c. Immediately after paying all the prescribed dividends, the company still ensures full payment of all debts and other financial obligations due.

2. Pursuant to the provisions of the Enterprise Law, the Board of Directors may decide to pay mid-term dividends if it considers that such payment is consistent with the Company's profitability.

3. The Company does not pay interest on dividends or payments relating to a class of shares.

4. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of dividends in shares and the Board of Directors is the body implementing this decision.

5. In case dividends or other amounts related to a type of shares are paid in cash, the Company shall pay in Vietnamese Dong . Payment may be made directly or through banks based on the bank details provided by the shareholder. In case the Company has transferred money according to the bank details provided by the shareholder, the Company shall not be responsible for any loss arising from such transfer. Payment of dividends for shares listed on the Stock Exchange may be made through a securities company or a Depository Center.

6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors may adopt a resolution specifying a specific date as the record date for shareholders. Based on that date, those who register as shareholders or holders of other securities are entitled to receive dividends, interest, profit distribution, shares, notices or other documents.

7. In case a shareholder transfers his/her shares between the time of completion of the shareholder list and the time of dividend payment, the transferor shall be the person receiving the dividend from the Company.

8. In case of paying dividends in violation of the law, the shareholder must return to the Company the amount of money or other assets received; in case the shareholder cannot return to the Company, that shareholder and all members of the Board of Directors must jointly be responsible for the debts and other property obligations of the Company within the value of the amount of money or assets paid to the shareholder but not yet returned .

#### **Article 41. Issues related to profit distribution**

Other issues related to profit distribution are carried out in accordance with the provisions of law.

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

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

1. The company will open accounts at Vietnamese banks or foreign banks licensed to operate in Vietnam.
2. Subject to prior approval of the competent authority, if necessary, the Company may open a bank account abroad in accordance with legal regulations.
3. The Company conducts all payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Company opens accounts.

##### **Article 43. Fiscal year**

1. The Company's fiscal year begins on the first day of January each year and ends on the 31st day of December of the same year.
2. At the end of the fiscal year, the Board of Directors must submit to the General Meeting of Shareholders the following reports:
  - a. Financial statements and related explanatory notes.
  - b. Business performance report.
  - c. Report on evaluation of Company management and operation.
  - d. Report on provision, use of funds and annual dividend levels.

The reports and documents specified in this clause must be sent to the Board of Supervisors for review at least 30 (thirty) days before the opening date of the annual meeting of the General Meeting of Shareholders.

The reports and documents specified in this clause must be sent to the Board of Supervisors for review at least 30 (thirty) days before the opening date of the annual meeting of the General Meeting of Shareholders .

##### **Article 44. Accounting regime**

1. The accounting regime used by the Company is the Vietnamese Accounting System (VAS) or other accounting regimes approved by the Ministry of Finance.
2. The Company shall maintain accounting books in Vietnamese. The Company shall maintain accounting records according to the type of business activities in which the Company is engaged. These records must be accurate, up-to-date, systematic and sufficient to demonstrate and explain the Company's transactions.
3. The company uses Vietnamese Dong as the currency used in accounting .

#### **XV. ANNUAL REPORT, RESPONSIBILITY FOR INFORMATION DISCLOSURE**

##### **Article 45. Annual, six-month and quarterly financial reports**

1. The Company must prepare annual financial reports in accordance with the provisions of law as well as the regulations of the State Securities Commission and the reports must be audited in accordance with the provisions of Article 47 of this Charter, and within 90 days from the end of each fiscal year, must submit annual financial reports approved by the General Meeting of Shareholders to the competent tax authority, the State Securities Commission, the Stock Exchange and the business registration authority.
2. The annual financial report must include a report on the results of production and business activities that honestly and objectively reflects the Company's profit and loss situation during the fiscal year and a balance sheet that honestly and objectively reflects the Company's operations up to the time of preparing the report, a cash flow statement and notes to the financial statements. In addition to the annual financial report, the Company must also include a

consolidated balance sheet on the operations of the Company and its subsidiaries at the end of each fiscal year.

3. The Company must prepare and publish six-monthly and quarterly reports in accordance with the regulations of the State Securities Commission and submit them to the State Securities Commission and the Stock Exchange and submit them to relevant authorities and business registration agencies in accordance with the provisions of the Enterprise Law.

4. The Company's audited financial statements (including the auditor's opinion), quarterly and six-monthly reports must be published on the Company's website.

5. Interested organizations and individuals have the right to inspect or photocopy the audited annual financial statements, semi-annual and quarterly reports during the Company's working hours, at the Company's headquarters and must pay a reasonable fee for photocopying .

#### **Article 46. Annual report**

The company must prepare and publish annual reports in accordance with the provisions of the law on securities and the stock market.

#### **Article 47. Information disclosure and public announcement**

The company must disclose information and make public announcements in accordance with the provisions of law .

### **XVI. COMPANY AUDIT**

#### **Article 48. Auditing**

1. At the Annual General Meeting of Shareholders, an independent auditing company will be appointed, or a list of independent auditing companies will be approved and the Board of Directors will be authorized to decide on one of these independent auditing companies to conduct the Company's auditing activities for the following fiscal year based on the terms and conditions agreed with the Board of Directors. The independent auditing company conducting the audit for the Company must be an auditing company approved by the State Securities Commission.

2. The company shall prepare and submit annual financial statements to the independent auditing firm after the end of the fiscal year.

3. The independent auditing company shall examine, confirm and report on the annual financial statements reflecting the Company's revenues and expenditures, prepare an audit report and submit such report to the Board of Directors within two months from the end of the fiscal year.

4. A copy of the audit report shall be attached to each annual accounting report of the Company.

5. The auditor performing the audit of the Company is allowed to attend the General Meeting of Shareholders and is entitled to receive notices and information related to the General Meeting of Shareholders that the shareholders are entitled to receive and to express opinions at the meeting on issues related to the audit .

### **XVII. STAMP**

#### **Article 49. Seal**

1. Enterprises have their own seals. Seals are assets of the enterprise. Enterprises have the right to decide on the form and content of their seals.

2. The company has 01 (one) seal.

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3. The legal representative of the enterprise must be responsible for managing and using the seal in accordance with the provisions of law.

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

### **Article 50. Termination of operations**

1. The company may be dissolved or terminated in the following cases:
  - a. The Court declared the Company bankrupt in accordance with current law;
  - b. Dissolution by decision of the General Meeting of Shareholders
  - c. Other cases as prescribed by law.
2. When there is a decision to dissolve the Company, the Board of Directors shall directly organize the liquidation of the enterprise's assets or appoint a liquidator to replace the Board of Directors and an auditor to perform the task of liquidating the Company according to the prescribed time and current financial regulations.
3. In case of bankruptcy declaration by the court, bankruptcy settlement procedures for the Company will be carried out in accordance with the provisions of the Bankruptcy Law.

### **Article 51. Cases of deadlock between members of the Board of Directors and shareholders**

Shareholders holding half of the outstanding shares with voting rights in the election of members of the Board of Directors have the right to file a complaint with the court to request dissolution on one or more of the following grounds:

1. The Board of Directors members did not agree in managing the Company's affairs, leading to the failure to obtain the required number of votes as prescribed for the Board of Directors to operate.
2. The shareholders did not reach a consensus and could not obtain the required number of votes as prescribed to elect members of the Board of Directors.
3. There is internal disagreement and two or more factions of shareholders are divided so that dissolution would be the most beneficial option for all shareholders.

### **Article 52. Liquidation**

1. At least 06 (six) months before the end of the Company's term of operation or after a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three members. Two members are appointed by the General Meeting of Shareholders and one member is appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be paid by the Company with priority over other debts of the Company .

2. The Liquidation Board shall be responsible for reporting to the business registration authority on the date of liquidation and the date of commencement of operations. From that time on, the Liquidation Board shall represent the Company in all matters relating to the Company's liquidation before the Court and administrative agencies.

3. The proceeds from the liquidation will be paid in the following order:
  - a. Liquidation costs;
  - b. Salaries and insurance costs for employees;
  - c. Taxes and payments of tax nature that the Company must pay to the State;
  - d. Loans (if any);
  - e. Other debts of the Company;

f. The balance remaining after all debts from items (a) to (e) above have been paid will be distributed to the shareholders. Preferred shares will have priority for payment.

## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 53. Resolution of internal disputes**

1. In case of any dispute or complaint arising related to the Company's operations or the rights of shareholders arising from the Charter or from any rights or obligations prescribed by the Enterprise Law or other laws or administrative regulations, between:

- a. Shareholders with the Company; or
- b. Shareholders with the Board of Directors, Supervisory Board, Director or other senior executives.

The parties concerned shall attempt to resolve such dispute through negotiation and conciliation. Except in the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, the Company's Board of Directors shall preside over the resolution of the dispute and shall require each party to present the facts relating to the dispute within 30 working days from the date the dispute arises. In the case of a dispute involving the Board of Directors or the Chairman of the Board of Directors, any party may request the economic arbitration to appoint an independent expert to act as arbitrator in the dispute resolution process.

2. In case no conciliation decision is reached within six weeks from the start of the conciliation process or if the conciliator's decision is not accepted by the parties, any party may refer the dispute to Economic Arbitration or Economic Court.

3. The parties shall bear their own costs in connection with the negotiation and conciliation proceedings. The Court shall decide which party shall bear the costs of the proceedings.

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

### **Article 54. Supplement and amendment of the Charter**

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

2. In case there are provisions of the Law related to the Company's operations that have not been mentioned in this Charter or in case there are new provisions of the Law that are different from the provisions in this Charter, the provisions of that Law shall naturally be applied and regulate the Company's operations.

## **XXI. EFFECTIVE DATE**

### **Article 55. Effective date**

1. This Charter consists of XXI chapters and 56 Articles and was unanimously approved by the Annual General Meeting of Shareholders of VSC Green Logistics Joint Stock Company on March 10, 2021.

2. This Charter is made into ten (10) copies of equal legal value, of which:
  - a. 01 copy submitted to the local State Notary Office;
  - b. 05 copies registered at the government agency according to the regulations of the People's Committee of the Province or City
  - c. 04 copies are kept at the Company office.
3. This charter is the sole and official charter of the Company.

4. Copies or extracts of the Company Charter must be signed by the Chairman of the Board of Directors or at least one-half of the total number of members of the Board of Directors to be valid.

**Article 56. Signature of the Company's legal representative**

