

**KIEN HUNG JOINT STOCK  
COMPANY VN**

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

*An Giang, June 17th, 2026*

Ref. No.: *KHS-COM-OD22/2026*  
*Re: Amended Company's Charter*

**To: State Securities Commission of Vietnam  
Hanoi Stock Exchange**

1. Organization name : **KIEN HUNG JOINT STOCK COMPANY VN**

- Stock symbol : KHS

- Address : Lot B4-B5, the 1<sup>st</sup> street, Thanh Loc Industrial Zone, Thanh Loc Commune,  
An Giang Province, Vietnam

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- Information disclosure person: Mr. **Nguyen Ngoc Anh**

Information disclosure type:  Periodic  Unusual  24h  On request

2. Information disclosure content :

**The amended Company Charter (increasing charter capital through the issuance of shares for dividend distribution) was approved by Resolution of BOD No. 03/26/NQ-HĐQT/KHS dated June 16, 2026.**

3. This information was published on the company's website on June 17, 2026 at the link :  
[www.kihuseavn.com](http://www.kihuseavn.com)

We hereby commit that the information published above is true and take full legal responsibility for the content of the published information .

**\* Attached document:**

*Amended Company's Charter*

**ORGANIZATION'S REPRESENTATIVE**

**Information disclosure person**



**Nguyen Ngoc Anh**

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

# CHARTER

**CÔNG TY CỔ PHẦN KIÊN HÙNG**

KIEN HUNG JOINT STOCK COMPANY VN

STOCK SYMBOL: KHS

**JUNE 2026**

Lot B4-B5, the 1<sup>st</sup> street, Thanh Loc Industrial Zone, Thanh Loc Commune,  
An Giang Province, Vietnam

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**FOREWORD**

This Charter is adopted under the following:

- Resolution of the General Meeting of Shareholders No. 01/21/NQ-ĐHDCĐ/KHS dated April 24, 2021.
- Resolution of the General Meeting of Shareholders No. 01/25/NQ-ĐHDCĐ/KHS dated April 26, 2025.
- Resolution of the Board of Directors No. 04/25/NQ-HĐQT/KHS dated May 08, 2025.
- Resolution of the Board of Directors No. 06/25/NQ-HĐQT/KHS dated June 27, 2025.
- Resolution No. 01/26/NQ-ĐHDCĐ/KHS dated April 27, 2026 of the 2026 Annual General Meeting of Shareholders.
- Resolution of the Board of Directors No. 03/26/NQ-HĐQT/KHS dated June 16, 2026.

**I. DEFINITIONS OF TERMS IN THE CHARTER****Article 1. Explanation of terms**

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

- a) *Charter capital* is the total par value of shares sold or registered for purchase upon establishment of the joint-stock company and as prescribed in Article 6 of this Charter;
- b) *Voting capital* is share capital, whereby the owner has the right to vote on matters under the decision-making competence of the General Meeting of Shareholders;
- c) *Corporate Law* is the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d) *Securities Law* is the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- dd) *Vietnam* is the Socialist Republic of Vietnam;
- e) *Date of Establishment* is the date on which the Company is granted the Certificate of Business Registration for the first time;
- g) *Business Executives* being the General Director, Deputy General Director, Chief Accountant and other executives as prescribed by the company's Charter;
- h) *Business Manager* being a manager of the company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director and individuals holding other managerial positions as prescribed in the company's charter;
- i) *Related Person* being an individual or organization specified in Clause 46, Article 4 of the Law on Securities;
- k) *Shareholders* being an individual or organization owning at least one share of a joint-stock company;
- l) *Founding Shareholders* being a shareholder owning at least one ordinary share and signing on the list of founding shareholders of a joint-stock company;

- m) *Major shareholders* being a shareholder specified in Clause 18, Article 4 of the Law on Securities;
- n) *Duration of operation* means the Company's operation period specified in Article 2 of this Charter and the extension period (if any) approved by the Company's General Meeting of Shareholders;
- o) *Stock Exchange* is the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to one or several other regulations or documents include amendments, supplements or substitute documents.

3. The headings (Sections and Articles of this Charter) are used to facilitate the understanding of the contents and do not affect the contents of this Charter.

## **II. NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, BUSINESS LOCATION, DURATION OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2. Name, form, head office, branch, representative office, business location and duration of operation of the Company**

#### 1. Company Name

- Company name written in Vietnamese: CÔNG TY CỔ PHẦN KIÊN HÙNG
- Company name written in foreign language: KIEN HUNG JOINT STOCK COMPANY VN
- Abbreviated Company Name: KIHUSEA VN

2. A company is a joint-stock company with legal person status in accordance with the current law of Vietnam.

#### 3. Registered office of the Company:

- Head office address: Lot B4 – B5, Street No. 1, Thanh Loc Industrial Park, Thanh Loc Commune, Chau Thanh District, Kien Giang Province.
- Phone: (0297) 3 838 009
- Fax: (0297) 3 838 009
- E-mail: [info@kihuseavn.com](mailto:info@kihuseavn.com)
- Website: [www.kihuseavn.com](http://www.kihuseavn.com)

4. The Company may establish branches and representative offices in the business areas to implement the Company's operational objectives in accordance with the decisions of the Board of Directors and to the extent permitted by law.

5. Unless the operation is terminated before the time limit specified in Clause 2, Article 58 or the operation duration is extended as prescribed in Article 54 of this Charter, the operation duration of the Company is indefinitely from the date of establishment.

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

The company has one (01) legal representative, including: General Director

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

The legal representative exercises the rights and obligations arising from the Company's transactions, represents the Company as a plaintiff, defendant, person with related interests and obligations before the Arbitration, the Court and other rights and obligations as prescribed by law.

The Company's legal representative has the following responsibilities:

- Perform the assigned rights and obligations in an honest, prudent and best manner to ensure the legitimate interests of the Company;
- Loyal to the interests of the Company; not to use the Company's information, know-how and business opportunities, not to abuse the Company's position, position and assets for self-interest or to serve the interests of other organizations and individuals;
- Promptly, fully and accurately notify the Company of the fact that such representative and their related persons own or have dominant shares or contributed capital in other enterprises.

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

#### **Article 4. Objectives of the Company**

##### **1. Business lines of the Company:**

- Processing and preservation of aquatic products and aquatic products.
- Food Wholesale - Details: Seafood wholesale; Wholesale of fruits and vegetables; Wholesale of sugar, milk and dairy products, confectionery and products processed from cereals, flour and starch; Other food wholesale.
- Production, distribution of steam, hot water, air conditioning and ice production - Detail: Ice production.
- Wholesale of agricultural, forest products (except wood, bamboo, bamboo) and live animals – Details: Wholesale of feed and raw materials for livestock, poultry and aquatic products.
- Production of livestock, poultry and aquatic feed.
- Short-term stay services.
- Restaurants and mobile catering services.
- Real estate business, land use rights owned by owners, users or tenants - Details: Real estate business.
- Import: machinery, equipment, supplies, additives, chemicals: Hydrogen Peroxide, chlorine for seafood processing.
- Marine aquaculture.
- Brackish water aquaculture.
- Freshwater aquaculture.
- Production of aquatic breeds.
- Transport goods by road.
- Processing and preservation of fruits and vegetables - Details: production of juices from fruits and vegetables, processing and preservation of other fruits and vegetables.

Other business lines that are not prohibited by law and approved by the General Meeting of Shareholders.

2. Objectives of the Company's activities:

- Mobilize and use resources to organize production effectively in order to maximize profits, improve working conditions, improve income and material and spiritual life for employees, ensure maximum benefits for shareholders;
- Fulfilling all obligations to the State Budget, contributing to the construction and development of the country.

**Article 5. Business Scope and Activities of the Company**

The company is permitted to conduct business activities in the business lines specified in this Charter have registered, notified changes in registration contents to the business registration authority and announced on the national enterprise registration portal.

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

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

1. The charter capital of the Company is 152,949,760,000 VND (In words: One hundred and fifty-two billion, nine hundred and forty-nine million, seven hundred and sixty thousand VND).

The total charter capital of the Company is divided into 15,294,976 shares (In words: Fifteen million, two hundred and ninety-four thousand, nine hundred and seventy-six shares) with a par value of 10,000 VND per share (Ten thousand VND per share).

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

3. The Company's shares on the date of adoption of this Charter include ordinary shares. The rights and obligations of shareholders holding each type of shares are specified in Articles 11 and 12 of this Charter.

4. The company may issue other types of preference shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of law.

5. Name, address, number of shares and other information about the founding shareholders in accordance with the provisions of the Law on Enterprises are specified in Appendix 1 attached. This Addendum is a part of this Charter.

Ordinary shares must be prioritized for sale to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders, the number of shares of shareholders who do not register to buy all will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and other persons under conditions that are less favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may purchase shares issued by the Company in the ways specified in this Charter and applicable laws.

7. The company may issue other securities in accordance with the law.

#### **Article 7. Stock Certification**

1. Shareholders of the Company shall be granted share certificates corresponding to the number of shares and types of shares owned.

2. Stocks are securities certifying the legitimate rights and interests of the owners of a part of the issuer's share capital, and stocks must have all the contents specified in Clause 1, Article 121 of the Law on Enterprises.

3. Within 10 days from the date of submission of a complete dossier of request for transfer of share ownership as prescribed by the Company or within 10 days from the date of full payment of the share purchase price as prescribed in the Company's stock issuance plan (or other time limits prescribed by the issuance terms), the holder of the number of shares shall be granted a share certificate. The shareholder does not have to pay the Company the cost of printing the share certificate.

4. In case the shares are lost, damaged or destroyed in other forms, the shareholders shall be re-granted shares by the Company at the request of such shareholders. The shareholder's proposal must include the following contents:

- a) Information about stocks that have been lost, damaged or destroyed in other forms;
- b) Commit to take responsibility for disputes arising from the re-issuance of new shares.

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

Bond certificates or other securities certificates of the Company are issued with the signature of the legal representative and the seal of the Company.

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

1. All shares are freely transferable unless otherwise provided for by this Charter and law, and stocks listed or registered for trading on the Stock Exchange shall be transferred in accordance with the provisions of the law on securities and securities market.

2. Shares that have not been fully paid shall not be transferred and enjoy related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from the owner's equity, the right to purchase newly offered shares and other benefits as prescribed by law.

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

#### **Article 10. Organizational structure, governance, and control**

The organizational structure of management, administration and control of the Company includes:

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

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

#### **Article 11. Shareholders' rights**

1. Ordinary shareholders have the following rights:

- a) Attending and speaking at the General Meeting of Shareholders and exercising the right to vote directly or through an authorized representative or other forms prescribed by the company's Charter and law. Each ordinary share has one vote;
  - b) Receive dividends at the rate decided by the General Meeting of Shareholders;
  - c) Priority is given to the purchase of new shares corresponding to the percentage of ordinary shares owned by each shareholder in the Company;
  - d) Freely transfer their shares to others, except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant laws;
  - dd) Review, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information;
  - e) Considering, looking, extracting or copying the company's charter, the minutes of the General Meeting of Shareholders and the Resolution of the General Meeting of Shareholders;
  - g) When the Company is dissolved or bankrupt, it is entitled to receive a part of the remaining assets corresponding to the percentage of share ownership in the Company;
  - h) Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
  - i) To be treated equally. Each share of the same type gives the shareholder equal rights, obligations and benefits. In case the Company has preference shares, the rights and obligations associated with the preference shares must be approved by the General Meeting of Shareholders and fully announced to shareholders;
  - k) Have full access to periodic and unusual information published by the Company in accordance with the provisions of law;
  - l) To have their legitimate rights and interests protected; to propose the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
  - m) Other rights as prescribed by law and this Charter.
2. Shareholders or groups of shareholders owning 05% or more of the total number of ordinary shares have the following rights:
- a) Request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
  - b) Review, look up and extract the number of minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Control Board, contracts and transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets, the Company's business secrets;
  - c) Request the Supervisory Board to examine each specific issue related to the management and administration of the Company's activities when deeming it necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, number of

legal papers of the individual for individual shareholders; name, enterprise code or number of legal papers of the organization, address of the head office for shareholders being organizations; the number of shares and the time of registration of shares of each shareholder, the total number of shares of the whole group of shareholders and the percentage of ownership in the total number of shares of the Company; matters to be inspected, the purpose of inspection;

d) Proposing the issue to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date. The petition must clearly state the name of the shareholder, the number of each type of shares of the shareholder, the issue proposed to be included in the meeting agenda;

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

3. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares may nominate persons to the Board of Directors or the Control Board. The nomination of persons to the Board of Directors and the Control Board shall be carried out as follows:

a) The ordinary shareholders form a group to nominate persons to the Board of Directors and the Control Board must notify the group meeting to the shareholders attending the meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Control Board, shareholders or groups of shareholders specified in this Clause may nominate one or several persons under the decision of the General Meeting of Shareholders as candidates for the Board of Directors and the Control Board. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors, the Control Board and other shareholders.

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

Ordinary shareholders have the following obligations:

1. Pay in full and on time the number of shares committed to buy.

2. The capital contributed by ordinary shares must not be withdrawn from the Company in any form, except for the case of repurchase of shares by the Company or another person. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and the person with related interests in the Company shall be jointly responsible for the Company's debts and other property obligations within the value of the withdrawn shares and the damage incurred.

3. Comply with the Company's Charter and the Company's Internal Management Regulations.

4. Comply with Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. Confidentiality of information provided by the Company in accordance with the provisions of the Company's Charter and law; use the information provided only to exercise and protect their

legitimate rights and interests; it is strictly forbidden to disseminate or copy or send information provided by the Company to other organizations and individuals.

6. Attending the General Meeting of Shareholders and exercising voting rights through the following forms:

- a) Attending and voting directly at the meeting;
- b) Authorize other individuals and organizations to attend and vote at meetings;
- c) Attend and vote through online conferences, electronic voting or other electronic forms;
- d) Send voting ballots to the meeting by mail, fax, email;
- dd) Send the voting slip [by other means] as prescribed in the company's charter.

7. Take personal responsibility when performing one of the following acts on behalf of the Company in any form:

- a) Violation of law;
- b) Conducting business and other transactions for self-interest or serving the interests of other organizations and individuals;
- c) Payment of undue debts against financial risks to the Company.

8. To fulfill other obligations as prescribed by current law.

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

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders meets annually once a year and within four (04) months from the end of the fiscal year. Unless otherwise provided for in the company's charter, the Board of Directors shall decide to extend the Annual General Meeting of Shareholders in case of necessity, but not more than 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold an extraordinary meeting. The meeting place of the General Meeting of Shareholders is determined to be the place where the chairman attends the meeting and must be in the territory of Vietnam.

2. The Board of Directors shall convene an annual General Meeting of Shareholders and select an appropriate location. The Annual General Meeting of Shareholders decides on matters in accordance with the provisions of law and the company's Charter, especially through the audited annual financial statements. In case the audit report of the Company's annual financial statements contains material exceptions, contrary audit opinions or rejections, the Company must invite the representative of the auditing organization approved to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the approved auditing organization mentioned above is responsible for attending the Company's Annual General Meeting of Shareholders.

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

- a) The Board of Directors deems it necessary for the benefit of the Company;

- b) The remaining number of members of the Board of Directors and the Control Board is less than the minimum number of members as prescribed by law;
- c) At the request of shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; the request for convening the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of relevant shareholders or a written request made in many copies and sufficiently collected signatures of relevant shareholders;
- d) At the request of the Supervisory Board;
- dd) Other cases as prescribed by law and this Charter.

#### 4. Convening an extraordinary General Meeting of Shareholders

- a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within [30] days from the date on which the number of members of the Board of Directors, independent members of the Board of Directors or the remaining members of the Control Board as prescribed at Point b, Clause 3 of this Article or receipt of the request specified at Points c and d, Clause 3 of this Article;
- b) In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point a, Clause 4 of this Article, within the next 30 days, the Supervisory Board shall replace the Board of Directors with a meeting of the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;
- c) In case the Supervisory Board fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point b, Clause 4 of this Article, the shareholder or group of shareholders specified at Point c, Clause 3 of this Article may request the Company's representative to convene a meeting of the General Meeting of Shareholders in accordance with 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 order and procedures for convening, conducting meetings and making decisions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders are refunded by the Company. This cost does not include expenses spent by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.
- d) Procedures for organizing the General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Law on Enterprises.

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

- 1. The General Meeting of Shareholders has the following rights and obligations:
  - a) Through the development orientation of the Company;
  - b) To decide on the types of shares and the total number of shares of each type entitled to be offered for sale; decide on the annual dividend level of each type of shares;

- c) Election, dismissal and dismissal of members of the Board of Directors and members of the Control Board;
  - d) Decision to invest or sell assets valued at [35%] or more of the total value of assets recorded in the Company's latest financial statements;
  - dd) Decide on amendments and supplements to the company's charter;
  - e) Approval of annual financial statements;
  - g) Decide to repurchase more than 10% of the total sold shares of each type;
  - h) Consider and handle violations committed by members of the Board of Directors and members of the Control Board that cause damage to the Company and its shareholders;
  - i) Decision on reorganization or dissolution of the Company;
  - k) To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Control Board;
  - l) Approving the Internal Governance Regulation; Regulations on the operation of the Board of Directors and the Control Board;
  - m) Approve the list of approved auditing firms; decide on the auditing firm to be approved to inspect the Company's operations, dismiss the approved auditor when deeming it necessary;
  - n) Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders shall discuss and approve the following issues:
- a) The Company's annual business plan;
  - b) Audited annual financial statements;
  - c) The report of the Board of Directors on the governance and operation results of the Board of Directors and each member of the Board of Directors; [In case the company operates under the model specified at Point b, Clause 1, Article 137 of the Law on Enterprises, the independent member of the Board of Directors is responsible for reporting at the Annual General Meeting of Shareholders as prescribed in Article 284 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law Securities];
  - d) Report of the Supervisory Board on the Company's business results, operation results of the Board of Directors, General Director;
  - dd) Reports on self-assessment of operation results of the Control Board and members of the Control Board;
  - e) Dividend level for each share of each type;
  - g) Number of members of the Board of Directors and the Control Board;
  - h) Election, dismissal and dismissal of members of the Board of Directors and members of the Control Board;
  - i) To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Control Board;

- k) Approve the list of approved auditing firms; deciding on the approved auditing firm to inspect the company's activities when deeming it necessary;
  - l) Supplementing and amending the company's charter;
  - m) The type of shares and the number of newly issued shares for the type of shares and the transfer of shares of the founding members within the first 03 years from the date of establishment;
  - n) Division, separation, consolidation, merger or transformation of the Company;
  - o) Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
  - p) Decision to invest or sell assets valued at [35%] or more of the total value of assets recorded in the Company's latest financial statements;
  - q) Decide to repurchase more than 10% of the total sold shares of each type;
  - r) The Company signs contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets recorded in the latest financial statements;
  - s) Approving the transactions specified in Clause 4, Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
  - t) Approving the Internal Regulation on corporate governance, the Regulation on the operation of the Board of Directors, the Regulation on the operation of the Supervisory Board;
  - u) Other matters as prescribed by law and this Charter.
3. All resolutions and issues that have been included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

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

1. Shareholders and authorized representatives of shareholders being organizations may directly attend meetings or authorize one or several other individuals or organizations to attend meetings or attend meetings through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.
2. The authorization of representative individuals and organizations to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document is made in accordance with the civil law and must clearly state the name of the authorized shareholder, the name of the authorized individual, the authorized organization, the number of authorized shares, the authorization contents, the scope of authorization, the duration of the authorization, and the signatures of the authorizing party and the authorized party.

The person authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting. In case of re-authorization, the attendees of the meeting must additionally present the initial authorization document of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company).

3. The voting slip of the authorized person attending the meeting within the scope of authorization is still valid in one of the following cases, except for the following cases:

- a) The authorizer has died, has limited civil act capacity or has lost his/her civil act capacity;
- b) The authorizing person has canceled the authorization appointment;
- c) The authorizing person has canceled the authority of the person performing the authorization.

This clause does not apply in the event that the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 16. Change permissions**

1. The change or cancellation of special rights attached to a type of preference shares takes effect when it is approved by shareholders representing 65% or more of the total votes of all shareholders attending the meeting. The Resolution of the General Meeting of Shareholders on the contents of adversely changing the rights and obligations of shareholders owning preference shares shall only be approved if they are approved by the number of preference shareholders of the same type who own 75% or more of the total preference shares of that type or are approved by the preference shareholders of the same type owning 75% or more of the total number of shares the preferential portion of that type or higher shall be approved in case of passing the resolution in the form of written opinions.

2. The organization of a meeting of shareholders holding a type of preference shares to approve the change of the above-mentioned rights is only valid when there are at least 02 shareholders (or their authorized representatives) and hold at least 1/3 of the par value of the issued shares of that type. In case there is not enough number of delegates as mentioned above, the meeting shall be reorganized within the next 30 days and the holders of shares of that type (regardless of the number of persons and shares) who are present in person or through authorized representatives are considered to have sufficient number of delegates requested. At the above-mentioned meetings of shareholders holding preference shares, holders of shares of that type who are present in person or through their representatives may request a secret ballot. Shareholders of the same type have equal voting rights at the above-mentioned meetings.

3. The procedures for conducting such separate meetings shall be similar to the provisions of Articles 18, 19 and 20 of this Charter.

4. Unless otherwise provided by the terms of the share issuance, the special rights attached to the types of shares with preferential rights in respect of some or all matters relating to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same type.

**Article 17. Convening meetings, meeting agendas and notice of invitation to the General Meeting of Shareholders**

1. The Board of Directors shall convene an annual and extraordinary General Meeting of Shareholders. The Board of Directors convenes an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 13 of this Charter.
2. The convener of the General Meeting of Shareholders must perform the following tasks:
  - a) Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be made no more than [10 days] before the date of sending the notice of invitation to the General Meeting of Shareholders. The company must disclose information on the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;
  - b) Prepare the program and content of the congress;
  - c) Preparing documents for the congress;
  - d) Draft resolutions of the General Meeting of Shareholders according to the expected contents of the meeting;
  - dd) Determination of the time and place of the congress;
  - e) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
  - g) Other tasks in service of the congress.
3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by means of ensuring that the contact address of the shareholders is reached, and at the same time published on the website of the Company and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send a notice of invitation to the meeting to all shareholders in the List of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (counting from the date on which the notice is duly sent or sent). The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the General Meeting shall be sent to shareholders or/and posted on the Company's website. In case the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents for shareholders to access, including:
  - a) Meeting agendas, documents used in the meeting;
  - b) List and details of candidates in case of election of members of the Board of Directors, members of the Supervisory Board;
  - c) Voting slips;
  - d) Draft resolutions for each issue on the meeting agenda.

4. Shareholders or groups of shareholders specified in Clause 2, Article 12 of this Charter may propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 03 working days before the opening date of the meeting. The petition must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issue proposed to be included in the meeting agenda.
5. The convener of the General Meeting of Shareholders may reject the proposal specified in Clause 4 of this Article in one of the following cases:
- a) The petition is sent in contravention of the provisions of Clause 4 of this Article;
  - b) At the time of petition, the shareholder or group of shareholders does not hold 5% or more of the ordinary shares as prescribed in Clause 2, Article 11 of this Charter;
  - c) Proposals are not within the scope of the decision-making authority of the General Meeting of Shareholders;
  - d) Other cases as prescribed by law and this Charter.
6. The convener of the General Meeting of Shareholders must accept and include the proposals specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except for the case specified in Clause 5 of this Article; the proposal was officially added to the program and the content of the meeting was approved by the General Meeting of Shareholders.

**Article 18. Conditions for conducting the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents more than 50% of the total votes.
2. In case the first meeting is not eligible to be held as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the date of the intended first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents 33% or more of the total votes.
3. In case the second meeting is not eligible to be held as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the date of the intended second meeting. The third General Meeting of Shareholders is conducted regardless of the total number of votes cast by shareholders attending the meeting.

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

1. Before the opening of the meeting, the Company must carry out the procedures for registering shareholders and must carry out the registration until the shareholders who are entitled to attend the meeting are fully registered in the following order:
  - a) When registering shareholders, the Company grants each shareholder or authorized representative the right to vote a voting card, on which the registration number, full name of the shareholder, the full name of the authorized representative and the number of votes of such shareholder are inscribed. The General Meeting of Shareholders discusses and votes on each

issue in the content of the program. The voting is conducted by voting in favor, disapproval and no opinion. At the Congress, the number of cards approving the resolution is collected first, the number of cards disapproving the resolution is collected later, and finally counting the total number of votes in favor or disapproval to decide. The results of the vote counting were announced by the Chairman just before the end of the meeting. The congress shall elect persons responsible for counting votes or supervising the counting of votes at the request of the chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders at the request of the Chairman of the meeting;

b) Shareholders, authorized representatives of shareholders who are organizations or authorized persons who come after the meeting has opened have the right to register immediately and then have the right to participate and vote at the general meeting immediately after registration. The Chairman is not responsible for stopping the meeting to allow shareholders to be late for registration and the validity of the previously voted contents remains unchanged.

2. The election of chairpersons, secretaries and vote counting committees is prescribed as follows:

a) The Chairman of the Board of Directors shall preside over or authorize another member of the Board of Directors to preside over the meeting of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to chair the meeting on the principle of majority. In case of failure to elect the chairperson, the Head of the Executive Control Board shall allow the General Meeting of Shareholders to elect the chairperson of the meeting from among the participants and the person with the highest vote to chair the meeting;

b) Except for the case specified at Point a of this Clause, the signatory shall convene a meeting of the General Meeting of Shareholders to administer the meeting so that the General Meeting of Shareholders elects the chairperson of the meeting and the person with the highest number of votes shall chair the meeting;

c) The chairman shall appoint one or several persons to act as the secretary of the meeting;

d) The General Meeting of Shareholders shall elect one or several persons to the vote counting committee at the request of the chairman of the meeting.

3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session. The program must clearly and in detail determine the time for each issue in the content of the meeting agenda.

4. The Chairman of the General Meeting has the right to take necessary and reasonable measures to administer the General Meeting of Shareholders in an orderly manner, in accordance with the approved program and reflecting the wishes of the majority of the participants.

a) Arrangement of seats at the meeting place of the General Meeting of Shareholders;

b) Ensure the safety of everyone present at the meeting places;

- c) Creating conditions for shareholders to attend (or continue to attend) the general meeting. The convener of the General Meeting of Shareholders has the full right to change the above-mentioned measures and apply all necessary measures. Applicable measures may be to issue an entry permit or use other forms of electives.
5. The General Meeting of Shareholders discusses and votes on each issue in the content of the program. The voting is conducted by voting in favor, disapproval and no opinion. The results of the vote counting were announced by the chairman just before the end of the meeting.
6. Shareholders or authorized persons attending the meeting after the meeting has opened are still registered and have the right to participate in voting immediately after registration; In this case, the validity of the previously voted contents does not change.
7. The convener or chairman of the General Meeting of Shareholders has the following rights:
- a) Require all attendees to submit to inspections or other lawful and reasonable security measures;
  - b) Request the competent authority to maintain the order of the meeting; expel persons who do not comply with the executive authority of the chairman, deliberately disrupt order, prevent the normal progress of the meeting, or fail to comply with the requirements for security checks from the General Meeting of Shareholders.
8. The Chairman has the right to postpone the meeting of the General Meeting of Shareholders that has a sufficient number of people registered to attend the meeting not more than 03 working days from the date the meeting is scheduled to open and may only postpone the meeting or change the meeting venue in the following cases:
- a) The meeting venue does not have enough convenient seating for all attendees;
  - b) The means of communication at the meeting venue do not ensure the participation, discussion and voting of shareholders attending the meeting;
  - c) There are people attending the meeting to obstruct or disrupt the order, risking making the meeting not conducted fairly and legally.
9. In case the chairperson postpones or suspends the meeting of the General Meeting of Shareholders in contravention of the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson to administer the meeting until the end; All resolutions passed at that meeting are enforceable.
10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote in the form of electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2019 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

**Article 20. Conditions for the Resolution of the General Meeting of Shareholders to be approved**

1. The resolution on the following contents shall be approved if it is approved by the number of shareholders representing 65% or more of the total votes of all shareholders attending the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

- a) Type of shares and total number of shares of each type;
- b) Change of business lines, professions and fields;
- c) Changes in the organizational structure of the Company's management;
- d) Projects on investment or sale of assets valued at 35% or more of the total value of assets recorded in the company's latest financial statements, unless the company's charter stipulates other ratios or values;
- dd) Reorganization or dissolution of the Company;

2. Resolutions shall be passed when they are approved by the number of shareholders owning more than 50% of the total votes of all shareholders attending the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.

3. 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 convening meetings and approving such resolutions violate the provisions of the Law on Enterprises and the company's Charter.

**Article 21. Competence and mode of collecting shareholders' opinions in writing to approve the Resolution of the General Meeting of Shareholders**

The competence and mode of collecting shareholders' opinions in writing to approve the Resolution of the General Meeting of Shareholders shall comply with the following provisions:

1. The Board of Directors has the right to collect shareholders' opinions in writing to approve the resolution of the General Meeting of Shareholders when deeming it necessary for the benefit of the Company, except for the case specified in Clause 2, Article 147 of the Law on Enterprises.
2. The Board of Directors must prepare the opinion poll, the draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send it to all shareholders entitled to vote at least 10 days before the deadline for returning the opinion poll. Requirements and methods for sending opinion polls and enclosed documents shall comply with the provisions of Clause 3, Article 17 of this Charter.
3. The opinion poll must contain the following principal contents:
  - a) Name, address of the head office, enterprise code;
  - b) Purpose of collecting opinions;
  - c) Full name, contact address, nationality, number of legal papers of the individual for individual shareholders; name, enterprise code or number of legal papers of the organization, address of the head office for shareholders being organizations or full name, contact address, nationality,

- number of legal papers of the individual, for representatives of shareholders being organizations;  
the number of shares of each type and the number of votes of shareholders;
- d) Issues that need to be consulted to approve decisions;
  - dd) The voting plan includes approval, disapproval and no opinion on each issue for consultation;
  - e) The deadline for sending to the Company the answered opinion poll form;
  - g) Full name and signature of the Chairman of the Board of Directors.
4. Shareholders may send the answered opinion poll to the Company by mail, fax or email according to the following provisions:
- a) In case of sending a letter, the replied opinion poll must be signed by the shareholder being an individual, the authorized representative or the legal representative of the shareholder being an organization. The opinion poll sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes;
  - b) In case of sending fax or email, the opinion poll sent to the Company must be kept confidential until the time of counting votes;
  - c) Opinion polls sent to the Company after the time limit specified in the opinion poll or which have been opened in the case of sending letters and disclosed in case of sending faxes or emails are invalid. Opinion poll papers that are not sent back are considered votes not to participate in voting.
5. The Board of Directors counts votes and makes a record of vote counting under the witness of the Supervisory Board or shareholders who do not hold management positions of the Company. The vote counting record must contain the following principal contents:
- a) Name, address of the head office, enterprise code;
  - b) Purpose and issues to be consulted to pass the resolution;
  - c) The number of shareholders with the total number of votes that participated in voting, distinguishing the number of valid votes and the number of invalid votes and the method of sending votes, enclosed with an appendix to the list of shareholders participating in voting;
  - d) The total number of votes in favor, disapproval and no opinion on each issue;
  - dd) The approved issue and the corresponding voting rate;
  - e) Full name and signature of the Chairman of the Board of Directors, the vote counter and the vote counting supervisor.
- Members of the Board of Directors, vote counters and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of the vote counting records; jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.
6. The vote counting minutes and resolutions must be sent to shareholders within 15 days from the end of the vote counting. The submission of the vote counting minutes and resolutions can be replaced by posting on the Company's website within 24 hours from the time of the end of vote counting.

7. The opinion poll that has been answered, the vote counting record, the resolution that has been passed and the relevant documents enclosed with the opinion poll must be kept at the head office of the Company.

8. A resolution shall be adopted in the form of a written shareholder opinion if it is approved by the number of shareholders owning more than 50% of the total number of votes of all shareholders with voting rights and is as valid as the resolution passed at the General Meeting of Shareholders.

**Article 22. Resolution and Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and kept in other electronic forms. The record must be made in Vietnamese, may be made in a foreign language and contain the following principal contents:

- a) Name, address of the head office, enterprise code;
- b) Time and place of the General Meeting of Shareholders;
- c) Agenda and contents of the meeting;
- d) Full name of the chairman and secretary;
- dd) Summary of the meeting's developments and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
- e) The number of shareholders and the total number of votes of shareholders attending the meeting, the appendix to the list of shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;
- g) The total number of votes for each voting issue, clearly stating the voting method, the total number of valid and invalid, approving, disapproving and no opinions; the proportion of the total number of votes of shareholders attending the meeting;
- h) The issues that were passed and the corresponding percentage of votes voted for approval;
- i) Full name, name and signature of the chairman and clerk. In case the chairperson or secretary refuses to sign the minutes of the meeting, this record shall take effect if it is signed by all other members of the Board of Directors attending the meeting and contains all the contents specified in this Clause. The minutes of the meeting clearly state the refusal of the chairman or secretary to sign the minutes of the meeting.

2. The minutes of the General Meeting of Shareholders must be made and approved before the end of the meeting. The chairperson and the secretary of the meeting or other persons who sign the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. Minutes made in Vietnamese and foreign languages have the same legal effect. In case there is a difference in the content between the minutes in Vietnamese and in foreign languages, the contents of the minutes in Vietnamese shall apply.

4. The Resolution, the Minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registered to attend the meeting with the signatures of the shareholders, the written

authorization to attend the meeting, all documents attached to the Minutes (if any) and relevant documents attached to the notice of invitation to the meeting must be disclosed in accordance with the law on information disclosure on the market securities and must be kept at the Company's head office.

**Article 23. Request for cancellation of the Resolution of the General Meeting of Shareholders**

Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of vote counting results for consultation of the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises may request the Court or Arbitrator to consider, cancellation of the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings and issuing decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the company's Charter, except for the case specified in Clause 3, Article 20 of this Charter.
2. The content of the resolution violates the law or this Charter.

**VII. BOARD OF DIRECTORS**

**Article 24. Candidacy and nomination of members of the Board of Directors**

1. In case a candidate for the Board of Directors has been identified, the Company must disclose information related to the candidates 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. candidates for the Board of Directors must have a written commitment to the truthfulness and accuracy of personal information disclosed and must commit to perform their duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the Board candidate announced includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work process;
- d) Other managerial titles (including the title of the Board of Directors of other companies);
- dd) Interests related to the Company and its related parties;
- e) Other information (if any) as prescribed in the company's charter;
- g) The public company must be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other managerial positions and interests related to the company of the candidate of the Board of Directors (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Law on Enterprises and the company's charter.

3. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce more candidates or organize the nomination as prescribed in the company's charter. Internal Regulations on corporate governance and Regulations on the operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.

4. Members of the Board of Directors must meet the criteria and conditions specified in Clauses 1 and 2, Article 155 of the Law on Enterprises and the company's charter.

#### **Article 25. Composition and term of office of members of the Board of Directors**

1. The number of members of the Board of Directors is 07 (seven) persons.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In case all members of the Board of Directors end their term of office, such members shall continue to be members of the Board of Directors until a new member is elected to replace and take over the work.

3. The structure of members of the Board of Directors is as follows:

The structure of the Board of Directors of a public company must ensure that at least 1/3 of the total number of members of the Board of Directors are non-executive members. The Company minimizes the members of the Board of Directors who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors.

The total number of independent members of the Board of Directors shall comply with the following provisions:

- a) Having at least 01 independent member in case the company has the number of members of the Board of Directors from 03 to 05 members;
- b) There are at least 02 independent members in case the company has the number of members of the Board of Directors from 06 to 08 members;
- c) There are at least 03 independent members in case the company has the number of members of the Board of Directors from 09 to 11 members.

4. Members of the Board of Directors shall no longer be members of the Board of Directors in case of dismissal, dismissal or replacement by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises.

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

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

**Article 26. Powers and obligations of the Board of Directors**

1. The Board of Directors is the managing agency of the Company, which has the full right to decide and exercise the rights and obligations of the company in the name of the Company, except for the rights and obligations under the jurisdiction of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors shall be prescribed by law, the company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:
  - a) Decide on the Company's strategy, medium-term development plan and annual business plan;
  - b) Proposals on the types of shares and the total number of shares entitled to be offered for sale of each type;
  - c) Decision on sale of unsold shares within the number of shares entitled to be offered for sale of each type; decide to mobilize additional capital in other forms;
  - d) Deciding on the selling price of the Company's shares and bonds;
  - dd) Decide on share repurchase as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
  - e) To decide on investment plans and investment projects within their competence and limits as prescribed by law;
  - g) Deciding on solutions for market development, marketing and technology;
  - h) Approving contracts for purchase, sale, borrowing, lending and other contracts and transactions valued at 35% or more of the total value of assets recorded in the Company's latest financial statements, and contracts and transactions under the decision-making competence of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;
  - i) Election, dismissal and dismissal of the Chairman of the Board of Directors; appointing, dismissing, signing contracts, terminating contracts for the General Director and other important managers as prescribed by the company's charter; decide on the salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders in other companies, decide on the remuneration levels and other benefits of such persons;
  - k) Supervising and directing the General Director and other managers in running the Company's daily business;
  - l) To decide on the organizational structure, internal management regulations of the Company, to decide on the establishment of subsidiaries, branches, representative offices and the capital contribution and purchase of shares of other enterprises;

- m) Approving programs and contents of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to approve resolutions;
  - n) Submit the audited annual financial statements to the General Meeting of Shareholders;
  - o) Proposal for dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising in the course of business;
  - p) Proposing the reorganization and dissolution of the Company; request for bankruptcy of the Company;
  - q) Decision on promulgation of the Regulation on operation of the Board of Directors, internal regulation on corporate governance after being approved by the General Meeting of Shareholders; Regulations on information disclosure of companies;
  - s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the company's charter.
3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities as prescribed in Article 280 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities.

**Article 27. Remuneration, bonuses and other benefits of members of the Board of Directors**

1. The company has the right to pay remuneration and reward members of the Board of Directors according to business results and efficiency.
2. Members of the Board of Directors are entitled to work remuneration and bonuses.  
The work remuneration is calculated according to the number of working days required to complete the tasks of the members of the Board of Directors and the remuneration level per day. The Board of Directors estimates the remuneration for each member on the principle of unanimity. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, expressed as a separate item in the Company's annual financial statements and must be reported to the General Meeting of Shareholders at the annual meeting.
4. A member of the Board of Directors who holds an executive position or a member of the Board of Directors who works in subcommittees of the Board of Directors or performs other tasks outside the scope of duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump sum of remuneration on a case-by-case basis, salaries, commissions, profit percentages or in other forms as decided by the Board of Directors.
5. Members of the Board of Directors are entitled to be paid all reasonable expenses for travel, meals, accommodation and other reasonable expenses incurred by them in the performance of their

duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders. the Board of Directors or the subordinates of the Board of Directors.

6. Members of the Board of Directors may purchase liability insurance by the Company after the approval of the General Meeting of Shareholders. This insurance does not cover the liabilities of the Board of Directors members related to the violation of the law and the company's Charter.

#### **Article 28. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected, dismissed or dismissed from office by the Board of Directors from among the members of the Board of Directors.
2. The Chairman of the Board of Directors may not examine the General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
  - a) Formulate programs and plans for activities of the Board of Directors;
  - b) Prepare programs, contents and documents for the meeting; convening, presiding over and presiding over meetings of the Board of Directors;
  - c) Organize the adoption of resolutions and decisions of the Board of Directors;
  - d) Supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;
  - dd) Chairing the General Meeting of Shareholders;
  - e) Other rights and obligations as prescribed by the Law on Enterprises and the company's charter.
4. In case the Chairman of the Board of Directors submits a letter of resignation or is dismissed from office, the Board of Directors must elect a replacement within 10 days from the date of receipt of the letter of resignation or dismissal or dismissal.
5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and perform the obligations of the Chairman of the Board of Directors according to the principles specified in the company's charter. In case no authorized person or the Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is serving an administrative-handling measure at a compulsory detoxification establishment, compulsory education institution, escapes from his/her place of residence, is restricted or loses his/her civil act capacity, have difficulties in cognition, control of behavior, are banned by the Court from holding certain positions, practicing certain professions or doing certain jobs, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors on the principle that the majority of the remaining members approve until a new decision of the Board of Directors is issued.

#### **Article 29. Board of Directors' Meetings**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the end of the election of such Board of Directors. This

meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the same percentage of votes, the members shall vote on the principle of majority to elect 01 of them to convene a meeting of the Board of Directors.

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

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

- a) At the request of the Control Board or an independent member of the Board of Directors;
- b) At the request of the General Director or at least 05 other managers;
- c) At the request of at least 02 members of the Board of Directors;
- d) Other necessary cases for the benefit of the company.

4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purposes and issues to be discussed and decided under the competence of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the proposal specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors at the request of the Chairman of the Board of Directors, the Chairman of the Board of Directors shall be responsible for the damage caused to the Company; the proposer has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting at least 03 working days before the date of the meeting. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda, the issues discussed and decided. The notice of invitation to the meeting must be enclosed with the documents used at the meeting and the voting slips of the members.

The notice of invitation to the meeting of the Board of Directors may be sent by invitation, telephone, fax, electronic means or other methods prescribed by the company's charter and ensure that it reaches the contact address of each member of the Board of Directors registered at the Company.

7. The Chairman of the Board of Directors or the convener shall send notices of invitation to meetings and enclosed documents to members of the Control Board as for members of the Board of Directors.

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

8. A meeting of the Board of Directors shall be conducted when 3/4 or more of the total number of members attend the meeting. In case the meeting convened under the provisions of this Clause does not have enough members to attend the meeting as prescribed, it may be convened for the second time within 07 days from the date of the intended first meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.

9. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorize other persons to attend meetings and vote as prescribed in Clause 11 of this Article;
- c) Attend and vote through online conferences, electronic voting or other electronic forms;
- d) Send voting ballots to the meeting by mail, fax, email;
- dd) Send the voting slips by other means directly to the remaining members of the Board of Directors and may receive them immediately at the meeting.

10. In case of sending votes to the meeting by mail, the votes must be contained in sealed envelopes and delivered to the Chairman of the Board of Directors at least 01 hour before the opening. Voting ballots are only open in the presence of all attendees.

11. Members must attend all meetings of the Board of Directors. Members may authorize others to attend meetings and vote if approved by a majority of members of the Board of Directors.

12. A resolution or decision of the Board of Directors shall be adopted if it is approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.

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

1. The Board of Directors may establish subcommittees to be in charge of development policies, human resources, compensation, internal audit, and risk management. The number of members of the subcommittee decided by the Board of Directors shall be at least 03 persons, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive Board members may form a majority in the subcommittee, and one of these members shall be appointed as the Subcommittee Leader at the discretion of the Board. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee is only effective when the majority of members attend and vote to approve it at the meeting of the subcommittee.

2. The implementation of decisions of the Board of Directors or subcommittees under the Board of Directors must comply with current legal provisions and the provisions of the company's charter and internal regulations on corporate governance.

#### **Article 31. Person in charge of corporate governance**

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support the corporate governance at the enterprise. The person in charge of corporate governance may concurrently act as the company secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

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

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

- a) Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related affairs between the Company and shareholders;
- b) Prepare meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
- c) Advising on the procedure of meetings;
- d) Attend meetings;
- dd) Advising on procedures for making resolutions of the Board of Directors in accordance with the provisions of law;
- e) Provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and members of the Control Board;
- g) Supervise and report to the Board of Directors on the Company's information disclosure activities;
- h) Acting as a point of contact with relevant stakeholders;
- i) Confidentiality of information in accordance with the provisions of law and the company's Charter;
- k) Other rights and obligations as prescribed by law and the company's charter.

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

### **Article 32. Organization of the management apparatus**

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

### **Article 33. Company Executive**

1. The Company's executives include the General Director, Deputy General Director, Chief Accountant and other executives as prescribed by the company's Charter.
2. At the request of the General Director and the approval of the Board of Directors, the Company may recruit other executives with the number and standards in accordance with the Company's management structure and regulations prescribed by the Board of Directors. Business executives must be responsible for assisting the Company in achieving its objectives in its operations and organization.
3. The general director is paid salary and bonuses. The salary and bonus of the General Director shall be decided by the Board of Directors.
4. The executive's salary shall be included in the Company's business expenses in accordance with the law on corporate income tax, which shall be expressed as a separate item in the Company's

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

**Article 34. Appointment, dismissal, duties and powers of the General Director:**

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person to be the General Director.
2. The General Director is the person who runs the day-to-day business of the Company; subject to the supervision of the Board of Directors; take responsibility before the Board of Directors and law for the performance of their assigned rights and obligations.
3. The term of office of the General Director shall not exceed 05 years and may be re-appointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and the company's Charter.
4. The General Director has the following rights and obligations:
  - a) Deciding on matters related to the Company's day-to-day business that does not fall under the jurisdiction of the Board of Directors;
  - b) Organizing the implementation of resolutions and decisions of the Board of Directors;
  - c) Organizing the implementation of the Company's business plan and investment plan;
  - d) Proposing the organizational structure plan and internal management regulations of the Company;
  - dd) Appoint, dismiss and dismiss managerial positions in the Company, except for those under the competence of the Board of Directors;
  - e) Deciding on salaries and other benefits for employees in the Company, including managers under the appointing authority of the General Director;
  - g) Labor recruitment;
  - h) Proposing a plan to pay dividends or handle losses in business;
  - i) Other rights and obligations as prescribed by law, the company's charter and resolutions and decisions of the Board of Directors.
5. The Board of Directors may dismiss the General Director when the majority of members of the Board of Directors who have the right to vote at the meeting approve and appoint a new General Director to replace him.

**IX. SUPERVISORY BOARD:**

**Article 35. Candidacy and nomination of members of the Supervisory Board (Controllers)**

1. The candidacy and nomination of members of the Supervisory Board shall be carried out in the same manner as prescribed in Clauses 1 and 2, Article 24 of this Charter.
2. In case the number of candidates of the Supervisory Board approved for nomination and candidacy is not sufficient, the incumbent Supervisory Board may nominate additional candidates or organize nomination according to the provisions of the company's charter, the internal regulations on corporate governance and the operation regulations of the Supervisory Board. The introduction

of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with law.

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

1. The number of members of the Supervisory Board of the Company is 03 (three) persons. The term of office of a member of the Supervisory Board shall not exceed 05 years and may be re-elected with an unlimited number of terms.
2. Members of the Supervisory Board must meet the criteria and conditions specified in Article 169 of the Law on Enterprises and not fall into the following cases:
  - a) Working in the accounting and finance department of the Company;
  - b) Being a member or employee of an independent auditing firm auditing the company's financial statements for the previous 03 consecutive years.
3. Members of the Supervisory Board shall be dismissed from office in the following cases:
  - a) No longer meet the criteria and conditions for being a member of the Supervisory Board as prescribed in Clause 2 of this Article;
  - b) Have a letter of resignation and be approved;
4. A member of the Supervisory Board shall be dismissed in the following cases:
  - a) Failing to complete assigned tasks and jobs;
  - b) Failing to exercise their rights and obligations for 06 consecutive months, except for force majeure cases;
  - c) Repeated violations, serious violations of obligations of members of the Supervisory Board in accordance with the provisions of the Law on Enterprises and the company's Charter;
  - d) Other cases according to the resolution of the General Meeting of Shareholders.

#### **Article 37. Head of the Supervisory Board**

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among the members of the Supervisory Board; the election, dismissal and dismissal shall be carried out on the principle of majority. The Supervisory Board must have more than half of the members permanently residing in Vietnam. The Head of the Supervisory Board must have a university diploma or higher in one of the majors of economics, finance, accounting, auditing, law, business administration or majors related to the business activities of the enterprise.
2. Rights and obligations of the Head of the Supervisory Board:
  - a) Convening a meeting of the Supervisory Board;
  - b) Request the Board of Directors, the General Director and other executives to provide relevant information to report to the Supervisory Board;
  - c) Prepare and sign the report of the Supervisory Board after consulting the Board of Directors for submission to the General Meeting of Shareholders.

**Article 38. Rights and obligations of the Supervisory Board**

The Supervisory Board has the rights and obligations specified in Article 170 of the Law on Enterprises and the following rights and obligations:

1. Propose and propose the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's financial statements; decide on the audit organization approved to inspect the Company's operations, and exempt the approved auditor when deeming it necessary.
2. To be responsible to shareholders for their supervisory activities.
3. Supervise the financial situation of the Company, the compliance with the law in the activities of members of the Board of Directors, General Directors, and other managers.
4. Ensure coordination with the Board of Directors, the General Director and shareholders.
5. In case of detecting acts of violation of law or violation of the company's charter by members of the Board of Directors, the General Director and other executives of the enterprise, the Supervisory Board must notify in writing to the Board of Directors within 48 hours, requesting the violator to stop the violation and take remedial measures.
6. Formulate the Operation Regulation of the Supervisory Board and submit it to the General Meeting of Shareholders for approval.
7. Report at the General Meeting of Shareholders as prescribed in Article 290 of the Government's Decree No. 155/2020/ND-CP dated December 31, 12, 2020 detailing the implementation of a number of articles of the Securities Law.
8. Have the right to access the Company's records and documents kept at the head office, branches and other locations; have the right to go to the place of work of the Company's managers and employees during working hours.
9. Have the right to request the Board of Directors, members of the Board of Directors, the General Director and other managers to provide complete, accurate and timely information and documents on the management, administration and business activities of the Company.
10. Other rights and obligations as prescribed by law and this Charter.

**Article 39. Supervisory Board Meeting**

1. The Supervisory Board must meet at least 02 times in a year, the number of members attending the meeting is at least 2/3 of the members of the Supervisory Board. The minutes of the Supervisory Board meeting are detailed and clear. The recordkeeper and members of the Supervisory Board attending the meeting must sign the minutes of the meeting. The minutes of meetings of the Supervisory Board must be kept in order to determine the responsibilities of each member of the Supervisory Board.
2. The Supervisory Board has the right to request members of the Board of Directors, the General Director and representatives of the approved audit organization to attend and answer matters that need to be clarified.

**Article 40. Salaries, remuneration, bonuses and other benefits of members of the Supervisory Board**

Salaries, remunerations, bonuses and other benefits of members of the Supervisory Board shall comply with the following provisions:

1. Members of the Supervisory Board shall be paid salaries, remuneration, bonuses and other benefits under the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salary, remuneration, bonuses, other benefits and annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board are paid for food, accommodation, travel, and the cost of using independent consultancy services at a reasonable rate. This total remuneration and expenses must not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws and must be made into separate items in the Company's annual financial statements.

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

Members of the Board of Directors, members of the Supervisory Board, General Directors and other executives shall be responsible for performing their duties, including those as members of subcommittees of the Board of Directors, in an honest and prudent manner for the benefit of the Company.

**Article 41. Responsibility for honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, members of the Supervisory Board, General Director and other managers must publicize relevant interests in accordance with the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors, members of the Supervisory Board, General Directors, other managers and related persons of these members may only use the information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Directors, members of the Supervisory Board, General Director and other managers are obliged to notify in writing to the Board of Directors and the Supervisory Board of transactions between the Company, its subsidiaries and other companies in which the public company controls more than 50% or more of the charter capital with such entities or related persons of such subjects according to the provisions of law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.

4. Members of the Board of Directors are not allowed to vote on transactions that benefit such member or related persons of such members in accordance with the provisions of the Law on Enterprises and the company's charter.
5. Members of the Board of Directors, members of the Supervisory Board, General Directors, other managers and related persons of these entities are not allowed to use or disclose to others internal information to carry out related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, General Director, other executives and individuals and organizations related to these entities shall not be invalidated in the following cases:
  - a) For transactions with a value of less than 35% of the total value of assets recorded in the latest financial statements, important contents of the contract or transaction as well as the relationships and interests of members of the Board of Directors and members of the Supervisory Board, The General Director and other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority of votes of members of the Board of Directors who have no related interests;
  - b) For transactions with a value of more than 35% or transactions resulting in a transaction value incurred within 12 months from the date of the first transaction with a value of 35% or more, the total value of assets recorded in the latest financial statements, the important contents of this transaction as well as the relationship and interests of members The Board of Directors, members of the Supervisory Board, General Director, and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders who have no related interests.

#### **Article 42. Liability for Damage and Compensation**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director and other executives who violate their obligations and responsibilities honestly and prudently and fail to fulfill their obligations shall be responsible for the damages caused by their violations.
2. The Company shall indemnify persons who have been, are or may become a stakeholder in complaints, lawsuits, and prosecutions (including civil, administrative and non-lawsuits filed by the Company) if such persons have been or are members of the Board of Directors, members of the Supervisory Board, General Directors, other executives, employees or representatives authorized by the Company who have been or are performing duties as authorized by the Company, acting honestly and prudently in the interests of the Company on the basis of compliance with the law and without evidence confirming that such person has breached his or her responsibilities.
3. Compensation costs include judgment costs, fines, and payables incurred in practice (including lawyer fees) when settling these cases within the framework of the law. The company may purchase insurance for these people to avoid the above liabilities.

**XI. RIGHT TO LOOK UP COMPANY BOOKS AND RECORDS****Article 43. Right to look up books and records**

1. Ordinary shareholders have the right to look up books and records, specifically as follows:
  - a) Ordinary shareholders have the right to consider, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information; considering, looking, extracting or copying the company's charter, the minutes of the General Meeting of Shareholders and the resolution of the General Meeting of Shareholders;
  - b) Shareholders or groups of shareholders owning 05% or more of the total number of ordinary shares have the right to consider, look up and extract the number of minutes, resolutions and decisions of the Board of Directors, mid-year and annual financial statements, reports of the Supervisory Board, contracts, etc transactions must go through the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.
2. In case the authorized representative of the shareholder and the group of shareholders requests to look up the books and records, the power of attorney of the shareholder and the group of shareholders that such person represents or a notarized copy of this power of attorney must be enclosed.
3. Members of the Board of Directors, members of the Supervisory Board, General Director and other executives have the right to search the Company's register of shareholders, list of shareholders, books and other records of the Company for purposes related to their positions provided that such information is kept confidential.
4. The company must keep this Charter and the amendments and supplements to the Charter, the Enterprise Registration Certificate, regulations, documents proving the ownership of assets, the resolutions of the General Meeting of Shareholders and the Board of Directors, the minutes of the General Meeting of Shareholders and the Board of Directors, the minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that the shareholders and the Business Registration Authority are notified of the place where these documents are stored.
5. The company's charter must be published on the Company's website.

**XII. EMPLOYEES AND TRADE UNIONS****Article 44. Workers and trade unions**

1. The General Director shall make a plan for the Board of Directors to approve matters related to recruitment, dismissal of employees, salaries, social insurance, benefits, rewards and discipline for employees and business executives.
2. The General Director shall make a plan for the Board of Directors to approve matters relating to the Company's relations with trade union organizations in accordance with the standards, best

management practices and policies, practices and policies specified in this Charter. the Company's regulations and applicable laws.

### **XIII. PROFIT DISTRIBUTION**

#### **Article 45. Profit distribution**

1. The General Meeting of Shareholders decides on the dividend payment level and the form of annual dividend payment from the Company's retained profits.
2. The Company does not pay interest on dividend payments or payments related to a type of stock.
3. The Board of Directors may propose the General Meeting of Shareholders to approve the payment of all or part of the dividend in shares and the Board of Directors is the agency that implements this decision.
4. In case dividends or other amounts related to a stock are paid in cash, the Company must pay in Vietnamese dong. Payments can be made directly or through banks on the basis of bank account details provided by shareholders. In case the Company has transferred the money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount of money the Company has transferred to this shareholder. The payment of dividends for stocks listed/registered for trading at the Stock Exchange may be conducted through the securities company or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors approves resolutions and decisions to determine a specific date to finalize the list of shareholders. Pursuant to that date, those who register as shareholders or owners of other securities are entitled to receive cash or stock dividends, receive notices or other documents.
6. Other matters related to the distribution of profits shall be carried out in accordance with the provisions of law.

### **XIV. BANK ACCOUNT, FISCAL YEAR AND ACCOUNTING REGIME**

#### **Article 46. Bank Account**

1. The company opens accounts at Vietnamese banks or at foreign bank branches licensed to operate in Vietnam.
2. Subject to the prior approval of the competent authority, in case of necessity, the Company may open an offshore bank account in accordance with the provisions of the law.
3. The Company conducts all payments and accounting transactions through Vietnamese currency or foreign currency accounts at the banks in which the Company opens accounts.

#### **Article 47. Fiscal Year**

The Company's fiscal year starts on January 1 of each year and ends on December 31 of each year. The first fiscal year starts from the date of issuance of the Enterprise Registration Certificate and ends on December 31 of the same year in which it is issued.

**Article 48. Accounting regime**

1. The accounting regime used by the Company is the enterprise accounting regime or a specific accounting regime promulgated and approved by a competent authority.
2. The company prepares accounting books in Vietnamese and keeps accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, up-to-date, systematic and must be sufficient to substantiate and explain the Company's transactions.
3. The company uses the accounting currency of Vietnam dong. In case the company has economic operations arising mainly in a foreign currency, it may choose that foreign currency as the currency unit in accounting, take responsibility for such choice before law and notify it to the direct tax administration agency.

**XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND DISCLOSURE RESPONSIBILITIES****Article 49. Annual, semi-annual and quarterly financial statements**

1. The company must prepare annual financial statements and annual financial statements must be audited in accordance with the provisions of law. The company announces the audited annual financial statements in accordance with the law on information disclosure on the securities market and submits them to the competent state agency.
2. Annual financial statements must include all reports, appendices and explanations in accordance with the law on corporate accounting. The annual financial statements must reflect honestly and objectively the Company's operations.
3. The company must prepare and publish reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the securities market and submit them to competent state agencies.

**Article 50. Annual Report**

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

**XVI. CORPORATE AUDIT****Article 51. Audit**

1. The General Meeting of Shareholders shall appoint an independent auditing firm or adopt a list of independent auditing firms and authorize the Board of Directors to select one of these entities to audit the Company's financial statements for the next fiscal year based on the terms and conditions agreed with the Board of Directors administration.
2. The audit report is attached to the Company's annual financial statements.
3. Independent auditors who audit the Company's financial statements are entitled to attend meetings of the General Meeting of Shareholders and are entitled to receive notices and other information related to the General Meeting of Shareholders and to express opinions at the General Meeting on matters related to the audit of the Company's financial statements. Company.

**XVII. SEAL OF THE ENTERPRISE****Article 52. Seal of the business**

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

**XVIII. COMPANY DISSOLUTION****Article 53. Dissolution of the company**

1. The company may be dissolved in the following cases:
  - a) Termination of the operation term stated in the company's charter without a decision on extension;
  - b) According to the resolutions and decisions of the General Meeting of Shareholders;
  - c) The Enterprise Registration Certificate is revoked, unless otherwise provided for by the Law on Tax Administration;
  - d) Other cases as prescribed by law.
2. The dissolution of the Company ahead of time (including the extended time limit) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

**Article 54. Extension of Operation**

1. The Board of Directors convenes a meeting of the General Meeting of Shareholders at least 7 months before the end of the operation term so that shareholders can vote on the extension of the Company's operation at the request of the Board of Directors.
2. The operation duration shall be extended when the number of shareholders representing 65% or more of the total number of votes of all shareholders attending the General Meeting of Shareholders approves.

**Article 55. Liquidation**

1. At least 06 months before the end of the Company's operation term or after the decision to dissolve the Company is issued, the Board of Directors must establish a Liquidation Board consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from 01 independent auditing firm. The liquidation board prepares its operating regulations. Members of the Liquidation Board may be selected from among the Company's employees or independent experts. All liquidation-related expenses are preferentially paid by the Company before the Company's other liabilities.

2. The liquidation board shall report to the business registration authority on the date of establishment and commencement of operation. Since that time, the Liquidation Board represents the Company in all matters related to the liquidation of the Company before the Courts and administrative authorities.
3. The proceeds from the liquidation shall be paid in the following order:
  - a) Liquidation expenses;
  - b) Salary arrears, severance allowances, social insurance and other benefits of employees under the signed collective labor agreement and labor contract;
  - c) Tax debts;
  - d) Other liabilities of the Company;
  - dd) The remaining amount after payment of all debts from items (a) to (d) above shall be divided among shareholders. Preferred shares are prioritized for prepayment.

## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 56. Internal Dispute Resolution**

1. In case of disputes and complaints related to the Company's operations, the rights and obligations of shareholders as prescribed in the Law on Enterprises, the company's charter, other legal provisions or an agreement between:
  - a) Shareholders with the Company;
  - b) Shareholders with the Board of Directors, the Supervisory Board, the General Director or other executives;

The parties involved try to resolve that dispute through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall assume the prime responsibility for settling the dispute and request each party to present information related to the dispute within 10 working days from the date the dispute arises. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to mediate the dispute resolution process.

2. In case the mediation decision is not reached within 06 weeks from the start of the mediation process or if the decision of the mediator is not accepted by the parties, one party may take the dispute to Arbitration or the Court.
3. The parties bear their own costs related to the negotiation and mediation procedures. The payment of the Court's costs shall be made in accordance with the Court's judgment.

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

### **Article 57. Company Charter**

1. The amendment and supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case there are provisions related to the Company's operation that are not mentioned in this Charter or in case there are new legal provisions different from the provisions in this Charter, such provisions shall be applied to regulate the Company's operations.

## XXI. EFFECTIVE DATE

### Article 58. Effective Date

1. This Charter consists of 21 items, 58 articles were unanimously approved by the General Meeting of Shareholders of Kien Hung Joint Stock Company VN on June 16, 2026 in An Giang and jointly approved the full validity of this Charter.
2. The Charter shall be made in 10 copies, of equal validity and must be kept at the Company's head office.
3. This Charter is unique and official of the Company.
4. Copies or extracts of the company's charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total number of members of the Board of Directors.

LEGAL REPRESENTATIVE   
  
TRAN QUOC DUNG

**APPENDIX I****LIST OF FOUNDING SHAREHOLDERS**

<b>STT</b>	<b>Full name</b>	<b>Address</b>	<b>Nationality</b>	<b>Number of shares</b>	<b>Accounting for % of the market</b>	<b>Signature</b>
1	Tran Quoc Dung	198 Lam Quang Ky Street, Vinh Bao Ward, Rach Gia City, Kien Giang Province	Vietnam	3,810,283	24.91%	
2	Lam Thi Huong Mai	198 Lam Quang Ky Street, Vinh Bao Ward, Rach Gia City, Kien Giang Province	Vietnam	2,053,800	13.43%	