

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

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**CHARTER**  
**AN GIANG PORT JOINT STOCK COMPANY**  
**( AMENDED AND SUPPLEMENTED )**

*(Issued pursuant to the Resolution of the 2026 Annual General Meeting  
of Shareholders)*

**An Giang, June 18, 2026**



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## OPENING

This Charter of An Giang Port Joint Stock Company (hereinafter referred to as the “Company Charter”) is the legal basis for all operations of the Company. The Charter, regulations and rules of the Company, and the resolutions of the Shareholders and the Board of Directors, which have been approved in accordance with relevant laws, shall be the rules and regulations for conducting business operations of the Company.

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020, as amended and supplemented by Law No. 03/2022/QH15 dated 11 January 2022 and the Law Amending and Supplementing a Number of Articles of the Law on Enterprises (Law No. 76/2025/QH15)

This Charter was approved pursuant to the Resolution of the General Meeting of Shareholders No.01/NQ-DHĐCĐ dated June 18, 2026.

## I. DEFINITIONS OF TERMS IN THE CHARTER

### Article 1. Definition of Terms

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

a). Charter capital is the total par value of shares sold or registered for purchase upon the establishment of the Joint Stock Company and as stipulated in Article 6 of this Charter;

b). The Law on Enterprises is Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

c). The Law on Securities is Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

d). Vietnam is the Socialist Republic of Vietnam;

e). Establishment date is the date the Company was first granted the Business Registration Certificate (Enterprise Registration Certificate and equivalent documents);

f). Executives of the Company are the General Director, Deputy General Directors, Chief Accountant, and other executives appointed by the Board of Directors;

g). Managers of the Company are the Chairman of the Board of Directors, Members of the Board of Directors, the General Director, and other individuals holding managerial titles appointed by the General Meeting of Shareholders or the Board of Directors;

h). Related parties are individuals or organizations stipulated in Clause 46, Article 4 of the Law on Securities;

i). Shareholder is an individual or organization owning at least one share of the joint stock company;

j). Founding shareholder is a shareholder owning at least one ordinary share and signing the list of founding shareholders of the joint stock company;

k). Term of operation is the duration of the Company's operation stipulated in Article 2 of this Charter;

l). Stock Exchange is the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to a provision or other document include any amendments, supplements, or replacement documents.

3. The headings (Sections, Articles of this Charter) are used for convenience of understanding the content and do not affect the content of this Charter.

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

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

1. Name of the Company:

- Name of the Company in Vietnamese: AN GIANG PORT JOINT STOCK COMPANY

- Name of the Company in Foreign Language: AN GIANG PORT JOINT STOCK COMPANY

- Abbreviated Name of the Company:

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

3. Registered Office of the Company:

- Head office: National Highway 91, Group 15, Dong Thinh B Hamlet – My Thanh Ward – Long Xuyen City, An Giang Province.

- Telephone: (0763) 831535 - 831447

- Fax: (0763) 831129 – 831128 - 831093

- E-mail: cangmythoi@gmail.com

- Website: www.angiangport.com.vn

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

5. Unless the operation is terminated prior to the date specified in Clause 2, Article 55, the term of operation of the Company shall be indefinite starting from the date of establishment.

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

The Legal Representative of the Company: The Company has 01 Legal Representative who is the General Director. In case the Company does not have a General Director, the Chairman of the Board of Directors shall be the Legal Representative of the Company.

The Legal Representative of the Company is the individual who represents the Company in exercising the rights and performing the obligations arising from the transactions of the Company, and represents the Company as the plaintiff, defendant, or person with related rights and obligations before Arbitration or Court. The responsibilities of the legal representative shall comply with Article 13 of the Law on Enterprises and other rights and obligations as stipulated by current law.

The Legal Representative of the Company must reside in Vietnam; and must authorize another person in writing to exercise the rights and perform the obligations of the legal representative at the Company when departing from Vietnam.

If the authorization expires and the Legal Representative of the Company has not returned to Vietnam and no other authorization is made, the authorized person shall continue to exercise the rights and perform the obligations of the Legal Representative of the Company within the scope authorized until the Legal Representative of the Company returns to work, or until the Board of Directors decides to appoint a replacement.

If the legal representative is absent from Vietnam for more than 30 days without authorizing another person to exercise the rights and duties of the Legal Representative of the Company, the Board of Directors shall appoint a replacement.

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

#### Article 4. Operating objectives of the Company

1. Main business lines of the Company are:

4730	Retail sale of motor fuel in specialized stores Detail: Retail sale of fuel in specialized stores
3600	Exploitation, treatment and supply of water
3811	Collection of non-hazardous waste
5510	Short-term accommodation services
5610	Restaurants and mobile food service activities
5630	Beverage service activities
3011	Building of ships and floating structures
4520	Maintenance and repair of automobiles and other motorized vehicles
3312	Repair of machinery and equipment
3315	Repair and maintenance of transport equipment (excluding automobiles, motorcycles, mopeds, and other motorized vehicles)
1061	Milling and production of coarse flour Detail: Milling of paddy rice (foodstuff)
4631	Wholesale of rice
6810	Sale of real estate, land use rights belonging to the owner, user, or lessee
4100	Construction of buildings of all types
<b>5224 (Principal)</b>	<b>Cargo handling</b>

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5210	Warehousing and storage of goods Details: Warehousing activities
5222	Service activities directly supporting water transport Details: Water transport support services
4610	Agency, brokerage, auction Details: Transport agent Details: Beer and beverage agent Details: Petroleum agent Details: Agent for fuel, fertilizer, foodstuffs, food, beverages, construction timber and construction materials
4933	Road freight transport
5022	Inland waterway freight transport

2. Operating objectives of the Company: Developing operational business lines aimed at generating profits, creating stable employment for employees, increasing dividends for shareholders, contributing to the community and the state budget, and developing the Company.

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

The Company is permitted to conduct business operations in the lines specified in this Charter, which have been registered, notified for changes in registration content to the business registration authority, and published on the National Business Registration Portal. If the Company conducts business in conditional investment and business lines, the Company must satisfy the business conditions as stipulated by the Law on Investment and relevant specialized laws.

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

#### **Article 6. Charter capital, Shares, Founding shareholders**

1. The Charter capital of the Company is VND 138,000,000,000 (In words: One hundred thirty-eight billion Vietnamese Dong)

The total Charter Capital of the Company is divided into 13,800,000 shares with a par value of VND 10,000 per share.

2. The Company may change its Charter Capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.

3. The shares of the Company on the date this Charter is approved include common shares and preferred shares (if any). The rights and obligations of shareholders holding each type of share are stipulated in Article 11 and Article 12 of this Charter.

4. The Company may issue other classes of preferred shares upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.

5. The Company officially operates as a joint stock company under registration number 1600125108, initially issued by the An Giang Provincial Department of Planning and Investment on March 29, 2011, and registered for the first change on January 21, 2016. Pursuant to the provisions of the Law on Enterprises, as of January 01, 2021, the ordinary shares held by the founding shareholders have completed the period of restriction on transfer.

Ordinary shares must be preferentially offered for sale to existing shareholders in proportion to their ordinary share ownership ratio in the Company, unless the General Meeting of Shareholders

decides otherwise. The number of shares not fully subscribed by shareholders shall be determined by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and other persons under conditions no more favorable than those offered to existing shareholders, unless the General Meeting of Shareholders approves otherwise or the Law on Securities stipulates otherwise.

6. The Company may purchase shares issued by the Company itself in the manner prescribed in this Charter and current law.

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

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

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

2. A share is a type of security confirming the lawful rights and interests of the holder regarding a portion of the issuer's share capital. Shares must contain all the information stipulated in Clause 1, Article 121 of the Law on Enterprises.

3. Within 15 days from the date of submission of a complete application file requesting the transfer of share ownership as stipulated by the Company, or within 02 months from the date of full payment for the purchase of shares as stipulated in the share issuance plan of the Company (or another period stipulated in the issuance terms), the owner of the shares shall be issued a share certificate. The share holder shall not be required to pay the Company the cost of printing the share certificate.

4. In case a share certificate is lost, damaged, or destroyed in any other form, the Company shall re-issue the share certificate to the shareholder upon their request. The request of shareholders must include the following information:

a). Information regarding the share certificate that was lost, damaged, or destroyed in any other form;

b). A commitment to be responsible for any disputes arising from the re-issuance of the new share certificate.

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

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

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

1. All shares are freely transferable unless otherwise stipulated by this Charter and the law. Shares 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 for shall not be transferred and shall not be entitled to related rights such as the right to receive dividends, the right to receive shares issued to increase share capital from owner's equity, the right to purchase newly offered shares, and other rights stipulated by law.

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

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

The organizational, governance, and control structure of the Company includes:

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

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

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

1. Ordinary shareholders have the following rights:

- a). To attend and speak at the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative or other forms stipulated by the Charter of the Company and the law. Each ordinary share carries one voting right;
- b). To receive dividends at the rate decided by the General Meeting of Shareholders;
- c). To be prioritized to purchase new shares commensurate with the percentage of ordinary shares owned by each shareholder of the Company;
- d). To freely transfer their shares to others, except for cases stipulated in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;
- e). To review, look up, and extract information regarding names and contact addresses in the list of shareholders entitled to vote; to request correction of their inaccurate information;
- f). To review, look up, extract, or copy the Charter of the Company, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;
- g). Upon the bankruptcy or liquidation of the Company, to receive a portion of the remaining assets commensurate with the percentage of share ownership in the Company;
- h). To request the Company to repurchase shares in the cases stipulated in Article 132 of the Law on Enterprises;
- i). To be treated equally. Each share of the same class confers equal rights, obligations, and benefits upon the shareholders holding them. If the Company has preferred shares, the rights and obligations attached to the preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;
- j). To have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;
- k). To have their lawful rights and interests protected; to request the suspension or annulment of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
- l). Other rights stipulated by the law and this Charter.

2. Shareholders or groups of shareholders owning 05% or more of the total ordinary shares have the following rights:

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

b). To review, look up, and extract the Minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of Directors, and other documents, excluding documents related to the sale secrets and business secrets of the Company;

c). To request the Board of Supervisors to inspect specific issues related to the management and operation of the Company when necessary. The request must be in writing and must include the following contents: full name, contact, address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for institutional shareholders; the number of shares and the time of share registration of each shareholder, the total number of shares of the entire group of shareholders and the percentage of ownership in the total shares of the Company; the issue requiring inspection, and the purpose of the inspection;

d). To propose issues to the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no less than 03 working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of shares held by the shareholder, and the issue proposed for inclusion in the agenda;

e). Other rights as stipulated by law and this Charter.

3. A shareholder or group of shareholders owning 10% or more of the total common shares has the right to nominate candidates for the Board of Directors and the Board of Supervisors. The nomination of candidates for the Board of Directors and the Board of Supervisors shall be carried out as follows:

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

b). Based on the number of Members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders specified in this clause is entitled to nominate one or more persons, as decided by the General Meeting of Shareholders, to be candidates for the Board of Directors and the Board of Supervisors. If the number of candidates nominated by the shareholder or group of shareholders is less than the number of candidates they are entitled to nominate according to the resolution of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders as detailed in Article 24 and Article 36 of this Charter.

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

Common shareholders have the following obligations:

1. Fully and timely pay for the shares committed to purchase.

2. Not withdraw capital contributed in the form of common shares from the Company in any form, except when the shares are repurchased by the Company or another person. If a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this clause, that shareholder and related interested parties in the Company shall be jointly and severally liable for debts and other property obligations of the Company to the extent of the value of the withdrawn shares and any damages incurred.

3. Comply with the Charter and the Internal Regulations on Management of the Company.

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

5. Maintain confidentiality of information provided by the Company as stipulated in the Charter of the Company and the law; only use the provided information to exercise and protect their lawful rights and interests; strictly prohibited from disseminating, copying, or sending information provided by the Company to other organizations or individuals.

6. Attend the General Meeting of Shareholders and exercise voting/electing rights through the following methods:

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

7. Bear individual responsibility when acting on behalf of the Company in any form to perform one of the following acts:

- a). Violating the law;
- b). Conducting business and other transactions for self-interest or to serve the interests of other organizations or individuals;
- c). Paying off undue debts prior to financial risks to the Company.

8. Fulfill other obligations as stipulated by current law.

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

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making authority of the Company. The General Meeting of Shareholders shall hold an annual meeting once every year and within four (04) months from the end date of the fiscal year. The Board of Directors may decide to postpone the Annual General Meeting of Shareholders meeting if necessary, but not exceeding 06 months from the end date of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders meeting shall be determined as the place where the Chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select a suitable location. The Annual General Meeting of Shareholders shall decide on matters prescribed by law and the Charter of the Company, especially the approval of the audited annual financial statements. If the audit report for annual financial statement of the Company contains exceptions, an adverse or abstain opinion, the Company must invite a representative of the approved audit firm that performed the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and the representative of the aforementioned approved audit firm is responsible for attending the Annual General Meeting of Shareholders of the Company.

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 or Members of the Board of Supervisors is less than the minimum number of members prescribed by law;

c) Upon the request of a shareholder or a group of shareholders stipulated in Clause 2, Article 115 of the Law on Enterprises; the request to convene the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, and bearing the full signatures of the relevant shareholders, or the request document must be prepared in multiple copies and collectively bear the full signatures of the relevant shareholders;

d) Upon the request of the Board of Supervisors;

e) Other cases prescribed by law and this Charter.

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

a) The Board of Directors must convene the General Meeting of Shareholders within 60 days from the date the remaining number of Members of the Board of Directors or Members of the Board of Supervisors is as stipulated in Point b, Clause 3 of this Article, or from the date of receiving the request stipulated in Points c and d, Clause 3 of this Article. The Board of Directors must announce the case where an independent member of the Board of Directors no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect or replace an independent member of the Board of Directors within 06 months from the date of receiving notification from the independent member of the Board of Directors;

b) If the Board of Directors do not convene the General Meeting of Shareholders as stipulated in Point a, Clause 4 of this Article, then within the next 30 days, the Board of Supervisors shall replace the Board of Directors in convening the General Meeting of Shareholders as stipulated in Clause 3, Article 140 of the Law on Enterprises;

c) If the Board of Supervisors do not convene the General Meeting of Shareholders as stipulated in Point b, Clause 4 of this Article, then the shareholder or group of shareholders stipulated in Point c, Clause 3 of this Article shall have the right to request the representative of the Company to convene the General Meeting of Shareholders as stipulated in 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 the meeting, and approving resolutions of the General Meeting of Shareholders. All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Those do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, as well as accommodation and travel expenses.

d). Procedures for organizing the General Meeting of Shareholders as stipulated 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). To approve development orientation of the Company;

b). To decide on the class of shares and the total number of shares of each class authorized for offering; to decide on the annual dividend rate for each class of shares;

c). To elect, and dismiss Members of the Board of Directors and Members of the Board of Supervisors;

d). To decide on the investment or sale of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statements;

- e). To decide on amendments and supplements to the Charter of the Company;
  - f). To approve the annual financial statements;
  - g). To decide on the repurchase of more than 10% of the total number of sold shares of each class;
  - h). To review and handling violations by Members of the Board of Directors or Members of the Board of Supervisors that cause damage to the Company and its shareholders;
  - i). To decide on the reorganization or bankruptcy of the Company;
  - j). To decide on the budget or the total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
  - k). To approving/amend and supplement the Internal Governance Regulation; the Operating Regulation of the Board of Directors and the Board of Supervisors;
  - l). To approving the list of approved audit firms; to decide on the approved auditing firm to inspect the Company's operations, and dismissing the approved auditor when deemed necessary;
  - m). Other rights and obligations as stipulated by law.
2. The General Meeting of Shareholders shall discuss and approve the following matters:
- a). Annual business plan of the Company;
  - b). Annual audited financial statements;
  - c). Report of the Board of Directors on the governance and operating results of the Board of Directors and each member of the Board of Directors;
  - d). Report of the Board of Supervisors on the business results of the Company, and the operating results of the Board of Directors and the General Director;
  - e). Report of the Board of Supervisors on the operating results of it and its members;
  - f). The dividend rate for each share of each class;
  - g). The number of Members of the Board of Directors and the Board of Supervisors;
  - h). Election, and dismissal of Members of the Board of Directors and Members of the Board of Supervisors;
  - i). The budget or the total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
  - j). The list of approved audit firms; the approved auditing firm to inspect the operation of the Company when deemed necessary;
  - k). Supplementation and amendment to the Charter of the Company;
  - l). The class of shares and the number of new shares to be issued for each class of shares and the transfer of shares by founding shareholders within the first 03 years from the date of establishment;
  - m) Division, separation, consolidation, merger, or conversion of the Company;
  - n) Reorganization and liquidation of the Company and the liquidator;
  - o) The investment or sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statements of the Company;
  - p) Repurchase more than 10% of the total number of sold shares of each class;

q) Contracts or transactions with the subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value recorded in the most recent financial statements of the Company;

r) Transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities;

s) The internal regulations on corporate governance, the regulations on operation of the Board of Directors, and the regulations on operation of the Board of Supervisors;

t) Other contents as prescribed by law and this Charter.

3. All resolutions and contents included in the agenda of the General Meeting must be presented for discussion and voting at the General Meeting of Shareholders.

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

1. A shareholder, or the authorized representative of an institutional shareholder, may directly attend the General Meeting or authorize one or more other individuals or organizations to attend the General Meeting, or attend the General Meeting through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization for an individual or organization to represent the shareholder at the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be made in writing. The proxy form must be prepared in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of the authorizing party and the authorized party.

The authorized party attending the General Meeting of Shareholders must submit the proxy form upon registration for attendance. In case of sub-authorization, the attendee must also present the original proxy form from the shareholder or the authorized representative of the institutional shareholder (if it has not been previously registered with the Company).

3. The voting/electing ballot of the authorized party attending the General Meeting shall remain valid within the scope of authorization if one of the following events occurs:

a) The authorizing party has died, has restricted legal capacity for civil acts, or has lost legal capacity for civil acts;

b) The authorizing party has revoked the authorization designation;

c) The authorizing party has revoked the authority of the party performing the authorization.

This clause shall not apply if the Company receives notification 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 of rights**

1. The change or cancellation of special rights attached to a class of preference shares shall take effect when approved by shareholders representing 65% or more of the total votes of all attending shareholders. A resolution of the General Meeting of Shareholders concerning content that adversely changes the rights and obligations of shareholders owning preference shares shall only

be passed if it is approved by preference shareholders of the same class attending the meeting who own 75% or more of the total preference shares of that class, or if it is approved by preference shareholders of the same class owning 75% or more of the total preference shares of that class in case the resolution is passed in the form of written consultation.

2. The organization of a meeting of shareholders holding a class of preference shares to approve the aforementioned change of rights shall only be valid when there are at least 02 shareholders (or their authorized representatives) holding at least 1/3 of the par value of the issued shares of that class. If the quorum mentioned above is not met, the meeting shall be reconvened within the next 30 days, and the holders of shares of that class (regardless of the number of persons and the number of shares) present in person or through authorized representatives shall be deemed to constitute the required quorum. At the aforementioned meetings of preference shareholders, the holders of shares of that class present in person or through a representative may request a secret ballot. Each share of the same class shall have equal voting rights at the aforementioned meetings.

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

4. Unless otherwise stipulated by the terms of share issuance, the special rights attached to classes of preference shares regarding some or all matters related to the distribution of profits or assets of the Company shall not be altered when the Company issues additional shares of the same class.

### **Article 17. Convention, Agenda, and Invitation of the General Meeting of Shareholders**

1. The Board of Directors shall convene the Annual and Extraordinary General Meetings of Shareholders. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the cases stipulated in Clause 3, Article 13 of this Charter.

2. The convening person the General Meeting of Shareholders must carry out the following tasks:

a). Prepare the list of shareholders eligible to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the invitation letter of the General Meeting of Shareholders. The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date;

b). Prepare the agenda and content of the General Meeting;

c). Prepare documents for the General Meeting;

d). Draft the Resolution of the General Meeting of Shareholders according to the expected content of the General Meeting;

e). Determine the time and venue for the General Meeting;

f). Notify and send the invitation letter of the General Meeting of Shareholders to all shareholders entitled to attend;

g). Other tasks serving the General Meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a ensured delivery method to the address of shareholders, and simultaneously disclosed on the website of the Company and the State Securities Commission, the Stock Exchange where the shares of the Company are listed or registered for trading. The convening person of the General Meeting of Shareholders must send the invitation letter to all shareholders on the List of Shareholders entitled to attend no later than 21 days before the convening date of the General Meeting (calculated from the date the invitation letter is validly sent or transmitted). The agenda of the General Meeting of Shareholders and documents related to the contents to be voted upon at the General Meeting shall be sent to the shareholders and/or posted on the website of the Company. If the documents are not enclosed with the notice of the General Meeting of Shareholders, the invitation letter invitation letter of meeting must clearly state the link to the full meeting documents for shareholders to access, including:

- a). The agenda of the General Meeting, and documents used at of the General Meeting;
- b). The list and detailed information of candidates in case of electing Members of the Board of Directors, Members of the Board of Supervisors;
- c). Voting/electing ballot;
- d). Draft resolutions for each content on the agenda of the General Meeting.

4. A shareholder or group of shareholders as stipulated in Clause 2, Article 11 of this Charter shall have the right to propose contents 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 no later than 03 working days before the convening date of the General Meeting. The proposal must clearly state the name of the shareholder, the number of each type of shares held by the shareholder, contact address, nationality, ID Card number, Passport, or other lawful personal certification for individual shareholders; the name, enterprise code or establishment decision number, and head office address for institutional shareholders; the number and type of shares held by that shareholder, and the content proposed for inclusion in the meeting agenda.

5. The convening person of the General Meeting of Shareholders shall have the right to reject a proposal stipulated in Clause 4 of this Article if it falls into one of the following cases:

- a). The proposal is not submitted in accordance with the provisions of Clause 4 of this Article;
- b). At the time of the proposal, the shareholder or group of shareholders does not hold 5% or more of the total ordinary shares as stipulated in Clause 2, Article 11 of this Charter;
- c). The proposed issue is not within the scope of authority of the General Meeting of Shareholders to decide;
- d). Other cases as stipulated by law and this Charter.

6. The convening person of the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 4 of this Article into the draft agenda and content of the General Meeting, except for the cases stipulated in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the General Meeting if approved by the General Meeting of Shareholders.

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

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than 50% of the total voting shares.

2. If the first meeting does not meet the conditions for conduction as stipulated in Clause 1 of this Article, the invitation letter for the second meeting shall be sent within 30 days from the date scheduled for the first meeting. The second General Meeting of Shareholders shall be conducted when the number of attending shareholders represents 33% or more of the total voting shares.

3. If the second meeting does not meet the conditions for conduct as stipulated in Clause 2 of this Article, the invitation letter for the third meeting must be sent within 20 days from the date scheduled for the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares represented by the attending shareholders.

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

1. Before the opening of the General Meeting, the Company must carry out shareholder registration procedures and must continue the registration until all shareholders entitled to attend the General Meeting who are present have registered, following this sequence:

a). When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative entitled to vote a voting/electing ballot, which states the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of voting shares/ballots held by that shareholder. The General Meeting of Shareholders shall discuss and vote on each content on the agenda. Voting shall be conducted by voting agree, disagree, and abstain. The ballot counting results shall be announced by the Chairman/Ballot Counting Committee immediately before the closing of the General Meeting. The General Meeting shall elect those responsible for counting votes or supervising the ballot counting upon the proposal of the Chairman. The number of members of the Ballot Counting Committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairman of the General Meeting.

b). Shareholders, authorized representatives of institutional shareholders, or authorized persons who arrive after the General Meeting has commenced shall have the right to register immediately and thereafter have the right to participate and vote/elect the General Meeting immediately after registration. The Chairperson is not responsible for adjourning the General Meeting to allow those shareholders to register, and the validity of the contents previously voted/elected upon shall not be affected.

2. The election of the Chairperson, Secretary, Shareholder/Representative Eligibility Verification Committee, and Ballot Counting Committee shall be stipulated as follows:

a). The Chairman of the Board of Directors shall act as the Chairperson or authorize another member of the Board of Directors to act as the Chairperson of the General Meeting of Shareholders convened by the Board of Directors. If the Chairman is absent or temporarily incapacitated, the remaining Members of the Board of Directors shall elect one person among them to act as the Chairperson of the General Meeting based on the majority principle. If a Chairperson cannot be elected, the Head of the Board of Supervisors shall preside over the General Meeting to elect a Chairperson from among the attendees, and the person with the highest number of votes shall act as the Chairperson of the General Meeting;

b). Except for the case specified in Point a of this Clause, the person who signs the invitation letter of the General Meeting of Shareholders shall preside over the General Meeting to elect a Chairperson, and the person with the highest number of votes shall act as the Chairperson of the General Meeting;

c). The Chairperson shall appoint one or more persons to act as the Secretary of the meeting; the Shareholder/Representative Eligibility Verification Committee shall serve the meeting;

d). The General Meeting of Shareholders shall elect one or more persons to the Ballot Counting Committee upon the proposal of the Chairperson of the meeting.

3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders during the opening session. The agenda must clearly and specifically define the time allocated for each item on the agenda of the General Meeting.

4. The Chairperson of of the General Meeting shall have the right to implement necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, strictly following the approved agenda, and reflecting the wishes of the majority of attendees.

a). Arranging seating at the venue of the General Meeting of Shareholders;

b). Ensuring the safety of all persons present at the meeting venues;

c). Facilitating shareholders' attendance (or continued attendance) at the general meeting. The convening person of the General Meeting of Shareholders shall have full authority to change the aforementioned measures and apply all necessary measures. Applicable measures may include issuing admission tickets or using other alternative forms.

5. The General Meeting of Shareholders shall discuss and vote on each content on the agenda. Voting shall be conducted by voting agree, disagree, and abstain (no opinion). The ballot counting results shall be announced by the Chairperson immediately before the closing of the General Meeting.

6. Shareholders or authorized persons attending the General Meeting who arrive after the General Meeting has commenced shall still be registered and have the right to participate in voting immediately after registration; in this case, the validity of the contents previously voted upon shall not be affected.

7. The convening person or the Chairperson of the General Meeting of Shareholders shall have the following rights:

a). Requiring all attendees to undergo inspection or other lawful and reasonable security measures;

b). Requesting authorities to maintain order at the General Meeting; expelling from the General Meeting of Shareholders those who fail to comply with the authority of the Chairperson, intentionally disrupt order, impede the normal progress of the General Meeting, or fail to comply with security inspection requirements.

8. The Chairperson has the right to postpone the General Meeting of Shareholders, for which the required number of registered attendees is present, not exceeding 03 working days from the scheduled convening date of the General Meeting, and may only postpone the General Meeting or change the General Meeting venue in the following cases:

- a). The venue does not have sufficient convenient seating for all attendees;
- b). Communication facilities at the venue do not ensure that attending shareholders can participate, discuss, and vote;
- c). An attendee obstructs or disrupts order, posing a risk that the General Meeting cannot be conducted fairly and lawfully.

9. If the Chairperson postpones or temporarily adjourns the General Meeting of Shareholders contrary to the provisions of Clause 6 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson and preside over the General Meeting until its conclusion; all resolutions adopted at that meeting shall be enforceable.

10. If the Company applies modern technology to organize the General Meeting of Shareholders via online meeting, the Company is responsible for ensuring that shareholders can attend and vote by electronic ballot or other electronic forms as stipulated in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities.

## **Article 20. Conditions for the Adoption of Resolutions of the General Meeting of Shareholders**

1. Resolutions regarding the following contents shall be adopted if approved by shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the General Meeting, except for the cases specified in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises (as amended and supplemented pursuant to Clause 5, Article 7 of Law No. 03/2022/QH15):

- a). Types of shares and the total number of shares of each type;
- b). Changes to business lines, trades, and sectors;
- c). Changes to the management organizational structure of the Company;
- d). Investment projects or sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statement of the Company;
- e). Reorganization or bankruptcy of the Company;

2. Resolutions shall be adopted when approved by shareholders owning more than 50% of the total voting shares of all shareholders attending and voting at the General 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 (as amended and supplemented pursuant to Clause 5, Article 7 of Law No. 03/2022/QH15).

3. The election of Members of the Board of Directors and the Board of Supervisors must be conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors, and the shareholder has the right to accumulate all or part of their total votes for one or several candidates. The successful candidate for membership of the Board of Directors or the Board of Supervisors shall be determined based on the number of votes counted from highest to lowest, starting from the candidate with the highest number of votes until the number of members stipulated in the Charter of the Company is reached. If 02 or more candidates receive the same number of votes for the final member position of the Board of

Directors or the Board of Supervisors, a re-election shall be conducted among the candidates who received an equal number of votes, or selection shall be made according to the criteria specified in the election regulations or the Charter of the Company.

4. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares are lawful and shall take effect immediately, even if the procedures and formalities for convening the meeting and adopting the resolution violate the provisions of the Law on Enterprises and the Charter of the Company.

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

The authority and procedures for collecting opinions in writing of shareholders to approve Resolutions of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors has the right to collect opinions in writing of shareholders to approve resolutions of the General Meeting of Shareholders regarding the following matters:

- a). Amending and supplementing the contents of the Charter;
- b). Approving/amending and supplementing the internal regulations on corporate governance, the regulations on operation of the Board of Directors, and the regulations on operation of the Board of Supervisors;
- c). Development orientation of the Company;
- d). Share classes and the total number of shares of each class;
- e). Electing, relieving from duty, and dismissing Members of the Board of Directors and the Board of Supervisors;
- f). Investment projects or the sale of assets valued at or exceeding 35% of the total asset value recorded in the most recent financial statement of the Company;
- g). Changing business lines, trades, and sectors;
- h). Changing management organizational structure of the Company;
- i). Other necessary contents for the benefit of the Company.

2. The Board of Directors must prepare the form, the draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution, and send them to all shareholders entitled to vote no later than 10 days before the deadline for returning the form. The requirements and methods for sending the form and accompanying documents shall be implemented in accordance with the provisions in Clause 3, Article 17 of this Charter.

3. The form must contain the following main contents:

- a). Name, address of the head office, enterprise code;
- b). Purpose of collecting opinions;
- c). Full name, contact address, nationality, legal document number of the individual shareholders; name, enterprise code or legal document number, address of the head office for institutional shareholders or full name, contact address, nationality, no legal document number of the representative of the institutional shareholder; the number of shares of each class and the number of votes of the shareholder;

- d). The content requiring opinion solicitation for the adoption of a decision;
- e). Voting options including approval, disapproval, and no opinion for each matter solicited;
- f). The deadline for returning the answered form to the Company;
- g). Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send the answered form to the Company by mail, fax, or electronic mail in accordance with the following provisions:

a). In case of sending by mail, the answered form must bear the signature of the individual shareholder, or the authorized representative or legal representative of the institutional shareholder. The form sent back to the Company must be placed in a sealed envelope, and no one is entitled to open it before the ballot counting;

b). In case of sending by fax or electronic mail, the form sent back to the Company must be kept confidential until the time of ballot counting;

c). Forms sent back to the Company after the deadline specified in the content of the form, or which have been opened in the case of sending by mail, or disclosed in the case of sending by fax or electronic mail, shall be invalid. An form that is not returned shall be considered a non-voting ballot.

5. The Board of Directors shall count the votes and prepare the report on ballot counting under the witness of the Board of Supervisors or a shareholder who does not hold a management position in the Company. The report on ballot counting must contain the following main contents:

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

b). Purpose and issues requiring opinions for the adoption of the resolution;

c). The number of shareholders with the total number of voting/electing votes who participated in the voting/electing, distinguishing between the number of valid voting/electing votes and the number of invalid voting/electing votes, and the method of sending the voting/electing ballots, accompanied by an appendix listing the shareholders participating in the voting/electing;

d). The total number of votes for, against, and abstentions for each content, the total number of votes for each candidate (if any);

e). The issue that has been approved and the corresponding approval rate;

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

Members of the Board of Directors, the ballot counter, and the ballot counting supervisor shall be jointly liable for the truthfulness and accuracy of the report on ballot counting; jointly liable for damages arising from decisions adopted due to dishonest or inaccurate ballot counting.

6. The report on ballot counting and the resolution must be sent to the shareholders within 15 days from the date the ballot counting concludes. Sending the report on ballot counting and the resolution may be replaced by posting them on the Company's website within 24 hours from the time the ballot counting concludes.

7. The answered opinion ballots, the report on ballot counting, the adopted resolution, and related documents sent together with the opinion ballots must all be kept at the head office of the Company.

8. A resolution approved by collecting opinions of shareholders shall be approved if approved by shareholders owning more than 50% of the total voting votes of all shareholders entitled to vote, and shall have the same validity as a resolution approved at a General Meeting of Shareholders.

## **Article 22. Resolutions, Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The Minutes must be prepared in Vietnamese, may also be prepared in a foreign language, and must contain the following main contents:

- a). Name, address of the head office, enterprise code;
- b). Time and location of the General Meeting of Shareholders;
- c). Agenda and content of the General Meeting;
- d). Full name of the Chairperson and the Secretary;
- e). Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each content on the agenda;
- f). The number of shareholders and the total number of voting votes of the attending shareholders, an appendix listing the registered shareholders and shareholder representatives attending the General Meeting with the corresponding number of shares and votes;
- g). The total number of voting votes for each content voted upon, clearly stating the voting method, the total number of valid votes, invalid votes, votes for, votes against, and abstentions; the corresponding ratio to the total voting votes of the attending shareholders;
- h). Summary of the number of votes for each candidate (if any);
- i). The contents that have been approved and the corresponding approval rate;
- j). Full name and signature of the Chairperson and the Secretary. If the Chairperson or the Secretary refuses to sign the Minutes of the General Meeting, these minutes shall still be valid if signed by all other Members of the Board of Directors attending the meeting and containing all contents stipulated in this Clause. The Minutes of the General Meeting must clearly state that the Chairperson or the Secretary refused to sign the Minutes.

2. The Minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the General Meeting. The Chairperson and the Secretary or other persons signing the Minutes shall be jointly and severally liable for the truthfulness and accuracy of the content of the Minutes.

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

4. The Resolution, Minutes of the General Meeting of Shareholders, appendix listing shareholders registered to attend the meeting, proxy form for meeting attendance, all documents attached to the Minutes (if any), and related documents accompanying the notice of meeting invitation must be kept at the head office of the Company.

The Resolution, Minutes of the General Meeting of Shareholders, and accompanying documents must be disclosed in accordance with the law on information disclosure in the securities market.

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

Within 90 days from the date of receiving the resolution or the Minutes of the General Meeting of Shareholders or the Minutes of the ballot counting results for obtaining the opinion of the General Meeting of Shareholders, a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises shall have the right to request the Court or Arbitration to review and annul the resolution or a part of the content of the Resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and issuing the decision of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Charter of the Company, 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 Board of Directors Members**

1. If candidates for the Board of Directors have been identified, the Company must disclose information related to these candidates at least 10 days before the convening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Board of Directors candidates must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, prudently, and for the highest interests of the Company if elected as a Board of Directors member. Information related to the Board of Directors candidates to be disclosed includes:

- a). Full name, date of birth;
- b). Professional qualifications;
- c). Work history;
- d). Other management titles (including Board of Directors titles in other companies);
- e). Interests related to the Company and the Company's related parties;
- f). Other information as prescribed by law (if any);

The Company shall be responsible for disclosing information about the companies where the candidate currently holds the position of Board of Directors member, other management titles, and the interests related to the company of the Board of Directors candidate (if any).

2. A shareholder or group of shareholders owning 10% or more of the total common shares shall have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Law on Enterprises and the Charter of the Company. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 65% may nominate a maximum of five (05) candidates; from 65% or more may nominate a maximum of seven (07) candidates.

3. In case the number of candidates for the Board of Directors through nomination and candidacy as stipulated in Clause 5, Article 115 of the Law on Enterprises is still insufficient, the incumbent Board of Directors shall nominate additional candidates in accordance with the Charter of the Company, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The nomination of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect Members of the Board of Directors in accordance with the law.

4. In case the number of candidates additionally nominated by the incumbent Board of Directors pursuant to Clause 3 of this Article is still insufficient, the Board of Directors shall organize for other shareholders to nominate candidates in accordance with the Charter of the Company, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The organization by the incumbent Board of Directors for other shareholders to nominate additional candidates must be clearly disclosed before the General Meeting of Shareholders votes to elect Members of the Board of Directors in accordance with the law.

5. Members of the Board of Directors must satisfy the standards and conditions stipulated in Clause 1 and Clause 2, Article 155 of the Law on Enterprises.

### **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 05.

2. The term of office for a member of the Board of Directors shall not exceed 05 years and they 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 conclude their term simultaneously, those members shall continue to serve as Members of the Board of Directors until new members are elected to replace them and take over the work.

3. The composition of the Board of Directors is as follows:

The structure of Board of Directors of the Company must ensure that at least 1/3 of the total number of Board of Directors members are non-executive members. The Company shall minimize the number of Board of Directors members concurrently holding executive titles of the Company to ensure the independence of the Board of Directors.

The number of independent Members of the Board of Directors must comply with the regulation: there must be at least 01 independent member.

The rights, obligations, and methods of organization and coordination of activities of the independent Members of the Board of Directors shall be specifically stipulated in the Operating Regulations of the Board of Directors.

4. A member of the Board of Directors shall cease to be a member of the Board of Directors if removed, dismissed, or replaced by the General Meeting of Shareholders in accordance with 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 in the securities market.

6. A member of the Board of Directors is not necessarily required to be a shareholder of the Company.

## **Article 26. Rights and obligations of the Board of Directors**

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

2. The rights and obligations of the Board of Directors are stipulated by law, the Charter of the Company, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

- a). Deciding on the mid-term strategy, development plan, and annual business plan;
- b). Propose the class of shares and the total number of shares of each class authorized for offering;
- c). Decide on the sale of unsold shares within the scope of the total number of shares of each class authorized for offering; decide on raising additional capital through other forms;
- d). Decide on the selling price of shares and bonds of the Company;
- e). Decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
- f). Decide on investment plans and investment projects within the authority and limits prescribed by law;
- g). Decide on solutions for market development, marketing, and technology;
- h). Approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions valued at 35% or more of the total asset value recorded in the most recent financial statements of the Company, except for contracts or transactions falling under the deciding authority of the General Meeting of Shareholders as stipulated in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises;
- i). Elect, relieve from duty, dismiss the Chairperson of the Board of Directors; appoint, relieve from duty, sign contracts, terminate contracts with the General Director and other key managers as stipulated by the Charter of the Company; decide on the salary, remuneration, bonuses, and other benefits of those managers; appoint authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies, and decide on the remuneration level and other benefits of those representatives;
- j). Supervise and direct the General Director and other managers in the daily business operations of the Company;
- k). Decide on the organizational structure, internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices, and the capital contribution or purchase of shares in other enterprises;
- l). Approve the agenda, content of documents serving the General Meeting of Shareholders, convene the General Meeting of Shareholders, or seek opinions for the General Meeting of Shareholders to adopt a resolution;
- m). Submit the audited annual financial statements to the General Meeting of Shareholders;

- n). Propose the dividend payout rate; decide on the time limit and procedures for dividend payment or handling losses incurred during business operations;
- o). Propose the reorganization or bankruptcy of the Company; request the bankruptcy of the Company;
- p). Decide on the issuance of the Regulations on Operation of Board of Directors, the Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; Regulations on Information Disclosure of the Company;
- q). Request the General Director, Deputy General Director, and other managers in the company to provide information and documents regarding the financial status and business operations of the company and its units. The requested managers must promptly, fully, and accurately provide information and documents as required by the Members of the Board of Directors. The sequence and procedures for requesting and providing information shall be specifically stipulated in the Regulations on Operation of Board of Directors.
- r). Other rights and obligations as stipulated by the Law on Enterprises, the Law on Securities, other legal regulations, and the Charter of the Company.

3. The Board of Directors must report the results of its operations to the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities.

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

1. The Company has the right to pay remuneration and bonuses to Members of the Board of Directors based on business results and performance.

2. Members of the Board of Directors shall receive work remuneration and bonuses. Work remuneration shall be calculated based on the number of working days required to complete the duties of the Board member and the daily remuneration rate. The Board of Directors shall estimate the remuneration level for each member based on the principle of unanimity. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

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

4. Members of the Board of Directors holding executive positions or Members of the Board of Directors working on sub-committees of the Board of Directors or performing other tasks outside the scope of the normal duties of a member may be paid additional remuneration in the form of a lump-sum fee per instance, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors shall have the right to be reimbursed for all travel, accommodation, sustenance, and other reasonable expenses that they have incurred while performing their responsibilities as members, including expenses incurred in attending meetings of

the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. This insurance shall not cover the liabilities of Board members related to violations of law and the Charter of the Company.

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

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

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

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

- a). Preparing the agenda and operational plan of the Board of Directors;
- b). Preparing the agenda, content, and documents for meetings; convening, presiding over, and acting as chairman of the meetings of the Board of Directors;
- c). Organizing the adoption of resolutions and decisions of the Board of Directors;
- d). Supervising the process of organizing the implementation of resolutions and decisions of the Board of Directors;
- e). Presiding over the General Meeting of Shareholders;
- f). Other rights and duties as stipulated by the Law on Enterprises and this Charter.

4. In case the Chairman of the Board of Directors submits a resignation letter or is relieved from duty or dismissed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or the date of being relieved from duty or dismissed.

5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and duties of the Chairman of the Board of Directors in accordance with the principles stipulated in the Charter of the Company. If there is no authorized person or if the Chairman of the Board of Directors dies, is missing, is held in temporary custody, is serving a prison sentence, is undergoing administrative handling measures at a compulsory drug rehabilitation center or compulsory educational institution, has fled from his/her place of residence, has his/her civil act capacity restricted or lost, has difficulty in perception or controlling his/her behavior, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs, the remaining members shall elect one person from among the members to hold the position of Chairman of the Board of Directors based on the principle of approval by the majority of the remaining members until a new decision is issued by the Board of Directors.

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

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of conclusion of the election of that Board of Directors. This meeting shall be convened and chaired by the member who received the highest number of votes or the highest percentage of votes. If there is more than one member receiving the

highest and equal number of votes or percentage of votes, the members shall vote based on the majority principle to select 01 person among them to convene the meeting of the Board of Directors.

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

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

a). Upon request of the Board of Supervisors or an independent member of the Board of Directors;

b). Upon request of the General Director or at least 05 other managers;

c). Upon request of at least 02 Members of the Board of Directors;

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, the issues requiring discussion, and decisions falling under the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request specified in Clause 3 of this Article. If the Chairman of the Board of Directors fails to convene the meeting as requested, they shall be responsible for any damages incurred by the Company; the requesting party shall have the right to replace the Chairman of the Board of Directors in convening the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the notice of meeting no later than 05 working days before the meeting date. The notice of meeting must specify the time and location of the meeting, the agenda, the issues for discussion, and decisions. The notice of meeting must be accompanied by the documents to be used at the meeting and the member's voting slip.

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

7. The Chairman of the Board of Directors or the convening person shall send the notice of meeting and accompanying documents to the Members of the Board of Supervisors in the same manner as for the Members of the Board of Directors.

Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; they have the right to discuss but are not entitled to vote.

8. A meeting of the Board of Directors shall be conducted if 3/4 or more of the total members attend. If the meeting convened pursuant to this Clause does not have the required number of attending members, a second meeting shall be convened within 07 days from the date scheduled for the first meeting. In this case, the meeting shall be conducted if more than half of the total Members of the Board of Directors attend.

9. A member of the Board of Directors shall be deemed to have attended and voted at the meeting in the following cases:

a). Attending and voting directly at the meeting;

b). Authorizing another person to attend and vote as stipulated in Clause 11 of this Article;

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- c). Attending and voting via online conference, electronic voting, or other electronic forms;
- d). Sending the voting slip to the meeting via mail, fax, or email;
- e). Sending ballots by other means as prescribed by current law.

10. In case ballots are sent to the meeting via mail, the ballots must be placed in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than 01 hour before the opening. The ballots shall only be opened in the presence of all attendees.

#### 11. Voting

a). Except for the provisions in point b Clause 11 Article 29, each member of the Board of Directors or authorized person as stipulated in Clause 9 of this Article who is personally present at the Board of Directors meeting shall have one (01) vote;

b). A member of the Board of Directors shall not vote on contracts, transactions or proposals in which that member or a person related to that member has an interest, and that interest conflicts or may conflict with the interests of the Company. The member of the Board of Directors shall not be counted towards the minimum quorum required to hold a Board of Directors meeting regarding decisions on which that member is not entitled to vote;

c). Pursuant to point d Clause 11 Article 29, when an issue arises at the meeting related to the interest or voting right of a member of the Board of Directors and that member does not voluntarily relinquish the voting right, the ruling of the Chairperson shall be the final decision, unless the nature or scope of the relevant interest of the Board of Directors member has not been fully disclosed;

d). A member of the Board of Directors benefiting from a contract stipulated in points a and b Clause 6 Article 42 of this Charter shall be deemed to have a significant interest in that contract;

e). A member of the Board of Supervisors has the right to attend the Board of Directors meeting and the right to discuss, but shall not be entitled to vote.

12. A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been signed or is intended to be signed with the Company and knows that they have an interest therein shall be responsible for disclosing this interest at the first meeting of the Board discussing the signing of such contract or transaction. If a member of the Board of Directors is unaware that they and related persons have an interest at the time the contract or transaction is signed with the Company, this member of the Board of Directors must disclose the relevant interests at the first meeting of the Board of Directors held after this member becomes aware that they have or will have an interest in the aforementioned transaction or contract.

13. Members must fully attend the meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by a majority of the Members of the Board of Directors.

14. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the attending members; in case of an equal number of votes, the final decision shall rest with the side supported by the opinion of the Chairman of the Board of Directors.

15. The Board of Directors has the right to solicit written opinions from its members to adopt a Board of Directors Resolution when approving matters falling under the authority of the Board of Directors specified in Clause 2 Article 26 of this Charter.

A Resolution adopted in the form of soliciting written opinions shall be passed based on the affirmative votes of a majority of the Members of the Board of Directors entitled to vote. This Resolution shall have the same effect and validity as a resolution adopted at a meeting.

16. A meeting of the Board of Directors may be held in the form of an online conference among the Members of the Board of Directors when all or some members are in different locations, provided that each participating member can:

a). Listening to each other participating member of the Board of Directors speaking during the meeting;

b). Speaking simultaneously with all other attending members. Discussions among members may be conducted directly via telephone or by other means of communication, or a combination thereof. A Board Member participating in such a meeting shall be deemed “present” at that meeting. The location where a meeting is held pursuant to this regulation shall be the location where the largest number of Board Members are present, or the location where the Chairperson of the meeting is present.

Decisions adopted at a telephonic meeting that is duly organized and conducted shall take effect immediately upon the conclusion of the meeting but must be confirmed by the signatures on the Minutes of all Board Members attending that meeting.

17. The Chairman of the Board of Directors is responsible for sending the Minutes of the Board of Directors meeting to the members, and such minutes shall constitute conclusive evidence of the business conducted at the meeting unless an objection to the content of the Minutes is raised within ten (10) days from the date of dispatch. The Minutes of the Board of Directors meeting shall be prepared in Vietnamese and may also be prepared in English. The Minutes must bear the signatures of the Chairperson and the minute-taker.

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

1. The Board of Directors may establish subcommittees responsible for development policy, personnel, remuneration, internal audit, and risk management. The number of members of the subcommittee shall be determined by the Board of Directors, with a minimum of 02 persons, including Members of the Board of Directors and external members. Independent Board Members/Non-executive Board Members should constitute the majority of the subcommittee, and one of these members shall be appointed as the Head of the Subcommittee by resolution of the Board of Directors. The operations of the subcommittee must comply with the regulations of the Board of Directors. A resolution of the subcommittee shall only be effective when adopted by a majority of the attending and voting members at the subcommittee meeting.

2. The implementation of decisions made by the Board of Directors, or by a subcommittee of the Board of Directors, must comply with current legal regulations and the provisions of the Charter of the Company and the Internal Regulation on Corporate Governance.

### **Article 31. Person in charge of Corporate Governance**

1. Board of Directors of the Company must appoint at least 01 Person in charge of Corporate Governance to support corporate governance activities within the enterprise. The Person in charge of Corporate Governance may concurrently serve as the Company Secretary as stipulated in Clause 5, Article 156 of the Law on Enterprises.



2. The Person in charge of Corporate Governance shall not concurrently work for the approved audit firm that is auditing the Company's financial statements.

3. The Person in charge of Corporate Governance shall have the following rights and obligations:

a). Advising the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related matters between the Company and the shareholders;

b). Preparing for meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;

c). Advising on procedures of the meetings;

d). Attending the meetings;

e). Advising on the procedures for drafting resolutions of the Board of Directors in compliance with legal regulations;

f). Providing financial information, copies of the Minutes of the Board of Directors meetings, and other information to Members of the Board of Directors and Members of the Board of Supervisors;

g). Supervising and reporting to the Board of Directors on information disclosure activities of the Company;

h). Serving as the focal point for communication with stakeholders;

i). Maintaining information confidentiality in accordance with the provisions of law and the Charter of the Company;

j). Other rights and obligations as stipulated by law and this Charter.

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

### **Article 32. Organization of the Management Apparatus**

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

### **Article 33. Executives of the Company**

1. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives whose number and standards are consistent with the structure and management regulations of the Company stipulated by the Board of Directors. Enterprise executives shall be responsible for assisting the Company in achieving the objectives set forth in its operations and organization.

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

The salaries of executives shall be included in the business expenses of the Company in accordance with the law on corporate income tax, shall be presented as a separate item in the annual financial statements of the Company, and must be reported to the General Meeting of Shareholders at the annual meeting.

#### **Article 34. Appointment, dismissal, rights and obligations of the General Director**

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person to serve as the General Director.

2. The General Director is the person who manages the daily business operations of the Company; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and before the law for the exercise of the assigned rights and obligations.

3. The term of office of the General Director shall not exceed 05 years and they may be re-appointed for an unlimited number of terms. The General Director must satisfy the standards and conditions stipulated in Clause 5, Article 162 of the Law on Enterprises.

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

a). Deciding on matters related to the daily business operations of the Company that do not fall under the authority of the Board of Directors;

b). Organizing the implementation of the resolutions and decisions of the Board of Directors;

c). Organizing the implementation of the business plan and investment strategy of the Company;

d). Proposing the Company's organizational structure plan and internal management regulations;

e). Appointing, removing, and dismissing managerial titles within the Company, except for those titles falling under the authority of the Board of Directors;

f). Deciding on salaries and other benefits for employees in the Company, including managers under appointment authority of the General Director;

g). Recruiting labor;

h). Proposing plans for dividend payment or handling business losses;

i). Other rights and obligations stipulated by law, the Charter of the Company, and the resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director when a majority of the attending Board members with voting rights approve, and appoint a new General Director as replacement.

#### **Article 35. Secretary of the Company**

When deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons as the Company Secretary for a term determined by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, provided that it is not contrary to current labor law regulations. The Company Secretary shall have the following rights and obligations:

a). Assisting in organizing the convening of the General Meeting of Shareholders and the Board of Directors meetings; recording the meeting minutes;

- b). Assisting Board members in performing their assigned rights and obligations;
- c). Assisting the Board of Directors in applying and implementing corporate governance principles;
- d). Assisting the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; ensuring compliance with obligations regarding information provision, information disclosure, and administrative procedures;
- e). Other rights and obligations as stipulated in the Charter of the Company and the Company Internal Regulations.

## **IX. BOARD OF SUPERVISORS**

### **Article 36. Candidacy and Nomination of Board of Supervisors Members**

1. The candidacy and nomination of Board of Supervisors members shall be carried out similarly to the provisions in Clause 1, Article 24 of this Charter. A shareholder or group of shareholders holding from 10% to less than 30% of the total voting shares may nominate one (01) Board of Supervisors Member; from 30% to less than 40% may nominate a maximum of two (02) Board of Supervisors Members; from 40% to less than 50% may nominate a maximum of three (03) Board of Supervisors Members; from 50% to less than 60% may nominate a maximum of four (04) Board of Supervisors Members; and from 60% or more may nominate five (05) candidates.
2. In case the number of candidates for the Board of Supervisors through nomination and candidacy pursuant to Clause 5, Article 115 of the Law on Enterprises is insufficient, the incumbent Board of Supervisors may nominate additional candidates in accordance with the Charter of the Company, the Internal Corporate Governance Regulations, and the Operating Regulations of the Board of Supervisors. The incumbent Board of Supervisors's nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect Board of Supervisors members in accordance with the law.
3. In case the number of candidates additionally nominated by the incumbent Board of Supervisors pursuant to Clause 2 of this Article is still insufficient according to the provisions in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Supervisors shall organize for other shareholders to nominate candidates in accordance with the Charter of the Company, the Internal Corporate Governance Regulations, and the Operating Regulations of the Board of Supervisors. The incumbent organization of Board of Supervisors for other shareholders to nominate additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect Board of Supervisors members in accordance with the law.

### **Article 37. Composition of the Board of Supervisors**

1. The number of members of the Company's Board of Supervisors shall be 03. The term of office for a Board of Supervisors member shall not exceed 05 years and they may be re-elected for an unlimited number of terms.
2. Board of Supervisors members must meet the standards and conditions stipulated in Article 169 of the Law on Enterprises and must not fall into the following cases:
  - a). Working in accounting or finance department of the Company;

- being a member or employee of the independent auditing firm that performed the audit of financial statements of the Company during the 03 consecutive years immediately preceding.
3. A Member of the Board of Supervisors shall be removed from office in the following cases:
    - a) No longer meeting the standards and conditions to be a member of the Board of Supervisors as stipulated in Clause 2 of this Article;
    - b) Submitting a letter of resignation which is accepted;
    - c) Other cases stipulated by law and this Charter.
  4. A Member of the Board of Supervisors shall be dismissed from office in the following cases:
    - a) Failure to complete assigned duties or tasks;
    - b) Failure to exercise his/her rights and obligations for 06 consecutive months, except in cases of force majeure;
    - c) Repeatedly or seriously violating the obligations of a member of the Board of Supervisors as stipulated by the Law on Enterprises and the Charter of the Company;
    - d) Other cases pursuant to a resolution of the General Meeting of Shareholders.

### **Article 38. Head of the Board of Supervisors**

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, removal, and dismissal shall be based on the majority principle. More than half of the Members of the Board of Supervisors must be permanent residents in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the enterprise's business operations, unless the Charter of the Company stipulates higher standards.

2. Rights and obligations of the Head of the Board of Supervisors:

- a) Convening meetings of the Board of Supervisors;
- b) Requesting the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Board of Supervisors;
- c) Preparing and signing the report of the Board of Supervisors after consulting the Board of Directors for submission to the General Meeting of Shareholders.

### **Article 39. Rights and Obligations of the Board of Supervisors**

The Board of Supervisors shall have the rights and obligations stipulated in Article 170 of the Law on Enterprises and the following rights and obligations:

1. Proposing and recommending the General Meeting of Shareholders to approve the list of approved audit firms to audit the financial statements of the Company; deciding on the approved audit firm to inspect the operations of the Company, and dismissing the approved auditor when deemed necessary.

2. Being responsible to the shareholders for its supervision activities.

3. Supervising the financial situation of the Company and the compliance with law in the operations of Members of the Board of Directors, the General Director, and other managers.

4. Ensuring coordination of activities with the Board of Directors, the General Director, and the shareholders.

5. If any violation of law or the Charter of the Company by a member of the Board of Directors, the General Director, or other executives of the enterprise is detected, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, demanding that the violator cease the violation and implement solutions to remedy the consequences.

6. Developing the Operating Regulations of the Board of Supervisors and submitting them to the General Meeting of Shareholders for approval.

7. Reporting at the General Meeting of Shareholders as stipulated in Article 290 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities.

8. Having the right to access the Company's files and documents stored at the head office, branches, and other locations; having the right to visit the workplaces of the managers and employees of the Company 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 full, accurate, and timely information and documents regarding the management, administration, and business operations of the Company.

10. Other rights and obligations as stipulated by law and this Charter.

#### **Article 40. Meetings of the Board of Supervisors**

1. The Board of Supervisors must meet at least 02 times per year, and the number of attending members must be at least 2/3 of the total Members of the Board of Supervisors. The Minutes of the Board of Supervisors meeting must be prepared in detail and clearly. The preparer and the Members of the Board of Supervisors attending the meeting must sign the meeting minutes. The meeting minutes of the Board of Supervisors must be retained to determine the responsibilities of each member of the Board of Supervisors.

2. The Board of Supervisors has the right to request Members of the Board of Directors, the General Director, and representatives of the approved audit firm to attend and answer issues that need clarification.

#### **Article 41. Salary, remuneration, bonuses, and other benefits of Members of the Board of Supervisors**

The salary, remuneration, bonuses, and other benefits of Members of the Board of Supervisors shall be implemented according to the following provisions:

1. Members of the Board of Supervisors shall be paid salary, remuneration, bonuses, and other benefits pursuant to the resolution of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total level of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall be reimbursed for costs of meals, accommodation, travel, and costs for using independent consulting services at a reasonable level. The total amount of this remuneration and these costs shall not exceed the total annual operating budget of the Board

of Supervisors approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.

3. The salary and operating costs of the Board of Supervisors shall be accounted for as business expenses of the Company in accordance with the law on corporate income tax, other relevant legal provisions, and must be established as a separate item in the Company's annual financial statements.

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

Members of the Board of Directors, Members of the Board of Supervisors, the General Director, and other executives are responsible for performing their duties, including duties as members of sub-committees of the Board of Directors, honestly and diligently for the benefit of the Company.

### **Article 42. Duty of honesty and avoidance of conflicts of interest**

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

2. Members of the Board of Directors, Members of the Board of Supervisors, the General Director, other managers, and their related persons may only use information obtained by virtue of their position to serve the interests of the Company.

3. Members of the Board of Directors, Members of the Board of Supervisors, the General Director, and other executives have the obligation to notify in writing the Board of Directors and the Board of Supervisors of transactions between the Company, its subsidiaries, or other companies in which the Company holds control of 50% or more of the Charter capital, and that specific person or their related persons, as stipulated by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information regarding these resolutions in accordance with the provisions of Law on Securities on information disclosure.

A member of the Board of Directors shall not vote on a transaction that brings benefits to that member or a related person of that member, as stipulated by the Law on Enterprises and the Charter of the Company.

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

Transactions between the Company and one or more Members of the Board of Directors, Members of the Board of Supervisors, the General Director, other executives, and individuals or organizations related to these subjects shall not be void in the following cases:

a). For transactions valued at less than 35% of the total asset value recorded in the most recent financial statements, the important contents of the contract or transaction, as well as the relationships and interests of the Members of the Board of Directors, Members of the Board of Supervisors, the General Director, and other executives, have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the Members of the Board of Directors who have no related interests;

b). For transactions valued at 35% or more, or transactions that result in the cumulative value of transactions arising within 12 months from the date of the first transaction being 35% or more of the total asset value recorded in the most recent financial statements, the important contents of this transaction, as well as the relationships and interests of the Members of the Board of Directors, Members of the Board of Supervisors, the General Director, and other executives, have been disclosed to the shareholders and approved by the General Meeting of Shareholders by a vote of the shareholders who have no related interests.

c). Contracts, loan transactions, or asset sales valued at more than 10% of the total asset value recorded in the most recent financial statements between the company and a shareholder owning 51% or more of the total voting shares or a related person of that shareholder have been disclosed to the shareholders and approved by the General Meeting of Shareholders by a vote of the shareholders who have no related interests.

### **Article 43. Duty of damages and compensation**

1. Members of the Board of Directors, Members of the Board of Supervisors, the General Director, and other executives who violate the duties and responsibilities of honesty and diligence, and fail to fulfill their obligations, shall be liable for the damages caused by their acts of violation.

2. The Company shall indemnify persons who have been, are currently, or may become a party involved in claims, lawsuits, or prosecutions (including civil, administrative cases, and excluding lawsuits initiated by the Company) if that person was or is a member of the Board of Directors, a member of the Board of Supervisors, the General Director, another executive, an employee, or an authorized representative of the Company who was or is performing duties under authorization of the Company, acted honestly and diligently in the interests of the Company based on compliance with the law, and there is no evidence confirming that such person violated their responsibilities.

3. Compensation costs include judgment costs, fines, actual payments incurred (including attorney fees), or costs deemed reasonable when resolving these matters within the framework permitted by law. The Company may purchase insurance for these persons to avoid the aforementioned indemnification liabilities.

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

### **Article 44. Right to inspect documents and records**

1. Ordinary shareholders have the right to inspect documents and records, specifically as follows:

a). Ordinary shareholders shall have the right to examine, look up, and extract information regarding names and contact addresses in the list of shareholders entitled to vote; request correction of their inaccurate information; examine, look up, extract, or copy the Charter of the Company, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b). Shareholders or groups of shareholders owning 05% or more of the total ordinary shares, or a smaller percentage as stipulated in the Charter of the Company, shall have the right to examine, look up, and extract the minute book and resolutions, decisions of the Board of Directors, interim and annual financial statements, reports of the Board of Supervisors, contracts, transactions requiring approval by the Board of Directors, and other documents, excluding documents related to the Company's trade secrets and business secrets.

2. In case an authorized representative of a shareholder or group of shareholders requests to look up documents and records, the request must be accompanied by the proxy form from the shareholder or group of shareholders whom that person represents, or a certified copy of such proxy form.

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

4. The Company must retain this Charter and its amendments and supplements, the Enterprise Registration Certificate, regulations, documents proving asset ownership rights, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books, and other documents as prescribed by law at the head office or another location, provided that shareholders and the business registration authority are notified of the location where these documents are stored.

5. The Charter of the Company must be published on the Company's electronic information page.

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

### **Article 45. Employees and trade union**

1. The General Director must prepare plans for the Board of Directors to approve matters related to the recruitment, termination of employment, salary, social insurance, welfare, rewards, and discipline concerning employees and enterprise executives.

2. The General Director must prepare plans for the Board of Directors to approve matters related to relationship of the Company with trade union organizations in accordance with the best management standards, practices, and policies, the practices and policies stipulated in this Charter, regulations of the Company, and current legal provisions.

## **XIII. PROFIT DISTRIBUTION**

### **Article 46. Profit distribution**

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

2. The Company shall not pay interest on dividend payments or payments related to a class of shares.

3. The Board of Directors may propose to the General Meeting of Shareholders the approval of the payment of all or part of the dividend in shares, and the Board of Directors shall be the body implementing this decision.

4. In case dividends or other payments related to a class of shares are paid in cash, the Company must pay in Vietnamese Dong (VND). The payment may be made directly or through banks based on the bank account details provided by the shareholder. If the Company has made the transfer strictly according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company shall not be responsible for the amount transferred to that

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shareholder. The payment of dividends for shares listed/registered for trading on the Stock Exchange may be carried out through a 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 shall adopt a resolution or decision specifying a particular date for closing the shareholder list (record date). Based on that date, persons registered as shareholders or holders of other securities shall be entitled to receive cash or stock dividends, notices, or other documents.

6. Other matters related to profit distribution shall be implemented in accordance with the provisions of law.

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

##### **Article 47. Bank accounts**

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

2. Subject to prior approval from the competent authority, if necessary, the Company may open bank accounts abroad in accordance with the provisions of law.

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

##### **Article 48. Fiscal year**

The Company's fiscal year shall commence on the first day of January every year and end on the 31st day of December every year. The first fiscal year shall commence on the date of issuance of the Enterprise Registration Certificate and end on the 31st day of December immediately following the date of issuance of that Enterprise Registration Certificate.

##### **Article 49. Accounting regime**

1. The accounting regime used by the Company shall be the corporate accounting regime or a specific accounting regime issued or approved by the competent authority.

2. The Company shall prepare accounting books in Vietnamese and retain accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, up-to-date, systematic, and sufficient to evidence and explain the transactions of the Company.

3. The Company shall use Vietnamese Dong as the accounting currency unit. If the Company has economic transactions primarily arising in a foreign currency, it may choose that foreign currency as the accounting currency unit, be responsible for that choice before the law, and notify the directly managing tax authority.

#### **XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE**

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

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

2. The annual financial statements must include all reports, appendices, and explanatory notes as prescribed by the law on corporate accounting. The annual financial statements must truthfully and objectively reflect the Company's operational situation.

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

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

The Company must prepare and disclose the Annual Report in accordance with the provisions of law on securities and the securities market.

## **XVI. COMPANY AUDIT**

### **Article 52. Audit**

1. The General Meeting of Shareholders shall designate an independent auditing firm or approve a list of independent audit firms and authorize the Board of Directors to decide on selecting one of these entities to audit the financial statements of the Company for the subsequent fiscal year based on the terms and conditions agreed upon with the Board of Directors.

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

3. The independent auditor auditing the financial statements of the Company shall be entitled to attend the General Meetings of Shareholders, receive notices and other information related to the General Meetings of Shareholders, and express opinions at the meeting on matters related to the audit of the financial statements of the Company.

## **XVII. SEAL OF THE COMPANY**

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

1. The seal includes a seal made at a seal engraving establishment or a seal in the form of a digital signature as prescribed by the law on electronic transactions.

2. The Board of Directors shall decide on the type, quantity, form, and content of the seal 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 laws.

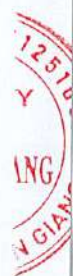
## **XVIII. BANKRUPTCY OF THE COMPANY**

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

1. The Company may be dissolved in the following cases:

- a) Pursuant to a resolution or decision of the General Meeting of Shareholders;
- b) Having its Enterprise Registration Certificate revoked, except where the Law on Tax Administration stipulates otherwise;
- c) Other cases as prescribed by law.

2. The bankruptcy of the Company before the expiration of its operating term shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This bankruptcy decision must be notified to or approved by the competent authority (if mandatory) as prescribed.



## **Article 55. Liquidation**

1. At least six months before the expiration of the operating term of the Company or after a decision on the bankruptcy of the Company is issued, the Board of Directors must establish a Liquidation Committee consisting of three members, of which 02 members shall be designated by the General Meeting of Shareholders and one member shall be designated by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operating regulations. The members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to the liquidation shall be prioritized by the Company for payment before the Company's other debts.

2. The Liquidation Committee shall be responsible for reporting to the Business Registration Authority on the date of its establishment and the date it commences operation. From that time, the Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.

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

- a). Liquidation costs;
- b). Debts for salaries, severance allowances, social insurance, and other benefits of employees according to the collective labor agreement and signed labor contracts;
- c). Tax debts;
- d). Other debts of the Company;
- e). The remainder after all debts from items (a) to (d) above have been paid shall be distributed to the shareholders. Preferred shares shall be given priority in payment.

## **XIX. RESOLUTION OF INTERNAL DISPUTES**

### **Article 56. Resolution of internal disputes**

1. In case disputes or complaints arise related to the Company's operations, the rights and obligations of shareholders as stipulated in the Law on Enterprises, the Charter of the Company, other legal provisions, or agreements between:

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

The relevant parties shall attempt to resolve such dispute through negotiation and mediation. Unless the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and request each party to present information related to the dispute within 30 working days from the date the dispute arises. If the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the Head of the Board of Supervisors to appoint an independent expert to mediate the dispute resolution process.

2. If a mediation decision is not reached within 06 weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, a party may submit the dispute to Arbitration or Court.

3. The parties shall bear their own costs related to the negotiation and mediation procedures. The payment of Court costs shall be carried out according to the Court's judgment.

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

### **Article 57. Charter of the Company**

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

2. If the law contains provisions related to the operations of the Company that are not mentioned in this Charter, or if there are new legal provisions that differ from the terms in this Charter, those provisions shall apply to govern the operations of the Company.

## **XXI. EFFECTIVE DATE**

### **Article 58. Effective date**

1. This Charter, consisting of 21 sections and 58 articles, was unanimously adopted by the General Meeting of Shareholders of An Giang Port Joint Stock Company on May 13, 2021, at the Company Hall, and the full text of this Charter is hereby accepted as effective.

2. The Charter is made into 10 copies, all having the same validity, and must be kept at the Company's head office.

a). 01 copy shall be submitted to the local State Notary Office;

b). 05 copies shall be registered with the governmental authority as stipulated by the People's Committee

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

4. Copies or excerpts of the Charter of the Company shall be valid when bearing the signature of the Chairman of the Board of Directors or at least one-half of the total Members of the Board of Directors.

**Full name, signature of the Legal Representative**

**CHAIRPERSON**

**signed**

**LE VIET THANH**