

## INTRODUCTION

This Charter (15th issuance) was adopted pursuant to Resolution No. /NQ-ĐHĐCĐ of the General Meeting of Shareholders dated ... June 2026.

## CHAPTER I DEFINITION OF TERMS IN THE CHARTER

### Article 1. Interpretation of Terms

In this Charter, the following terms are defined as follows:

a) "Charter capital" means the total par value of shares that have been sold or registered for purchase upon the establishment of the joint stock company and as prescribed in Article 6 of this Charter;

b) "Voting capital" means the share capital that entitles the holder to vote on matters within the authority of the General Meeting of Shareholders;

c) "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14, as amended and supplemented by Law No. 03/2022/QH15 and Law No. 76/2025/QH15;

d) "Law on Securities" means the Law on Securities No. 54/2019/QH14, as amended and supplemented by Law No. 56/2024/QH15;

đ) "Vietnam" refers to the Socialist Republic of Vietnam;

e) "Date of establishment" means the date on which the Company is issued its first Enterprise Registration Certificate;

g) "Company executives" means the General Director, Deputy General Directors, and Chief Accountant;

h) "Company managers" means the Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director, and Chief Accountant of the Company;

i) "Related persons" are individuals and organizations as defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;

k) "Shareholder" means an individual or organization that owns at least one share of the Company;

l) "Founding shareholder" means a shareholder who owns at least one ordinary share and has signed the list of founding shareholders of the joint-stock company;

m) "Major shareholder" means a shareholder as defined in Clause 18, Article 4 of the Law on Securities;



4. The Company may establish branches and representative offices in business locations to carry out its operational objectives in accordance with the decisions of the Board of Directors and within the scope permitted by law. Currently, the Company has the following branches:

a) Branch: Branch of Bim Son Cement Joint Stock Company – Sales Enterprise: Residential Group No. 14, Bim Son Ward, Thanh Hoa Province.

b) Branch: Bim Son Cement Joint Stock Company - Quang Tri Branch: Nam Dong Ha Industrial Zone, Nam Dong Ha Ward, Quang Tri Province.

5. Unless the Company is dissolved prior to the expiry date in accordance with Clause 2, Article 54 of this Charter, the Company's term of operation shall commence from the date of establishment and be indefinite.

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

1. The Company has one legal representative: the General Director is the legal representative of the Company.

2. Powers and duties of the legal representative:

a) The legal representative of the Company is an individual who represents the Company in exercising the rights and performing the obligations arising from the Company's transactions, and represents the Company as plaintiff, defendant, or related party before arbitration tribunals, courts, and in other rights and obligations as prescribed by law.

b) The legal representative of the Company has the following responsibilities:

- To perform the assigned rights and duties honestly, prudently, and in the best manner to ensure the legitimate interests of the Company;

- To remain loyal to the interests of the Company; not to use information, secrets, or business opportunities of the Company; not to abuse their position or title or use the Company's assets for personal gain or for the benefit of other organizations or individuals;

- To promptly, fully, and accurately notify the Company of any situation in which the legal representative or their related persons own or hold controlling shares or capital contributions in other enterprises.

c. The legal representative of the Company shall be personally liable for any damage caused to the Company due to violations of the obligations stipulated in this Charter.

3. The legal representative must reside in Vietnam and must issue a written authorization to another person to exercise their rights and obligations when leaving Vietnam. In such a case, the legal representative remains responsible for the performance of the delegated rights and obligations.

**CHAPTER III**  
**OBJECTIVES, BUSINESS SCOPE,**  
**AND OPERATIONS OF THE COMPANY**

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

1. Lines of business of the Company

<b>No.</b>	<b>Business activity</b>	<b>Business code</b>
1	Construction of industrial works, irrigation systems, and technical infrastructure	4299
2	Cargo handling at inland waterway ports	5224
3	General wholesale business	4690
4	Real estate trading, including land use rights owned, used, or leased by the enterprise	6810
5	Wholesale of solid, liquid and gaseous fuels and related products	4671
6	Production of cement, clinker, various construction materials, and cement additives; mineral processing for cement manufacturing	3290
7	Wholesale of construction materials and other installation equipment	4673
8	Road freight transport	4933
9	Repair and maintenance of automobiles and other motor vehicles	9531
10	Preparation of investment projects, technology transfer; consultancy on bidding for construction projects and equipment procurement; Supervision of electrical, mechanical, and geological construction works	7110
11	Mining of stone, sand, gravel, and clay	0810
12	Restaurant, dining, and beverage services	5610
13	Residential building construction	4101
14	Non-residential building construction	4102
15	Construction of railway infrastructure	4211
16	Construction of road infrastructure	4212
17	Inland waterway freight transport	5022
18	Processing and manufacturing of mechanical items	2592
19	Hotel and similar accommodation services	5510
20	Production of ready-mixed concrete and precast concrete components	2395
21	Business management consultancy and other management consultancy activities	7020
22	Mining of minerals for cement production	0899
23	Import and export of cement and clinker	8299
24	Technical inspection and analysis	7120

25	Non-hazardous waste treatment and disposal	3821
26	Hazardous waste treatment and disposal	3822
27	Rental of motor vehicles	7710
28	Rental of machinery, equipment, and other tangible items without accompanying operators	7730
29	Scrap recycling	3830
30	Other specialized wholesale not elsewhere classified	4669
31	Electricity generation from non-renewable energy sources	3511
32	Electricity generation from renewable energy sources	3512

2. The operational objective of the Company is to conduct profitable business; ensure the interests of shareholders and employees; preserve and grow the owner's equity; fulfill tax obligations to the State; and continuously expand and strengthen the Company.

#### **Article 5. Scope of Business and Operations of the Company**

The Company is permitted to conduct business activities in the lines of business specified in this Charter, which have been registered, and for which changes have been notified to the Business Registration Authority and published on the National Business Registration Portal.

### **CHAPTER IV**

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

##### **Article 6. Charter Capital, Shares, and Founding Shareholders**

1. The total charter capital of the Company is VND 1,232,098,120,000 (One trillion two hundred thirty-two billion ninety-eight million one hundred twenty thousand Vietnamese dong), divided into 123,209,812 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. As of the date of adoption of this Charter, all shares of the Company are ordinary shares. The rights and obligations of shareholders are specified in Articles 12 and 13 of this Charter.

4. The Company may issue preferred shares after obtaining approval from the General Meeting of Shareholders and in accordance with applicable laws.

5. Ordinary shares must be offered for sale on a priority basis to existing shareholders in proportion to their current ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Shares not subscribed for by shareholders shall be disposed of at the discretion of the Board of Directors. The Board of Directors may allocate such shares to shareholders or other individuals, provided that the terms are not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase its own issued shares in accordance with the methods stipulated in this Charter and in accordance with applicable laws.

7. The Company may issue other types of securities upon approval by the General Meeting of Shareholders and 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 type of shares they own.

2. A share certificate is a type of security that certifies the legal rights and interests of its holder in a portion of the share capital of the issuing organization. A share certificate must include all the details as stipulated in Clause 1, Article 121 of the Law on Enterprises.

3. Within 15 days from the date of submission of a complete application for the transfer of share ownership in accordance with the Company's regulations, or within 15 days from the date of full payment for the purchase of shares under the Company's share issuance plan, the shareholder shall be issued a share certificate. The shareholder is not required to pay the Company any printing fees for the share certificate.

4. In case a share certificate is lost, damaged, or destroyed in any form, the shareholder may request the Company to reissue the certificate. The shareholder's request must include the following information:

a) Information about the lost, damaged, or otherwise destroyed share certificate;

b) A commitment to take responsibility for any disputes arising from the reissuance of the new share certificate.

#### **Article 8. Other Securities Certificates**

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

#### **Article 9. Share Transfer**

1. All ordinary shares are freely transferable unless otherwise provided in this Charter or by law. Listed shares or shares registered for trading on the Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.

2. Shares that have not been fully paid for may not be transferred and shall not be entitled to associated benefits such as the right to receive dividends, the right to receive bonus shares issued from equity, the right to purchase newly offered shares, and other rights as prescribed by law.

#### **Article 10. Share Redemption**

1. In the event that a shareholder fails to fully and punctually pay the amount due for the purchase of shares, the Board of Directors shall issue a notice and has the right to require that shareholder to pay the outstanding

amount. The shareholder shall be liable, in proportion to the total par value of the shares registered for purchase, for any financial obligations of the Company arising from the non-payment.

2. The payment notice must specify a new payment deadline (at least seven (07) days from the date the notice is sent), the place of payment, and clearly state that if payment is not made as required, the unpaid shares will be subject to redemption.

3. The Board of Directors has the right to redeem any shares that are not fully and punctually paid for if the requirements in the aforementioned notice are not fulfilled.

4. Redeemed shares shall be considered shares eligible for offering as stipulated in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell or reallocate such shares, or authorize others to do so, under terms and conditions deemed appropriate by the Board.

5. Shareholders whose shares are redeemed must relinquish their shareholder status with respect to those shares but shall remain liable, in proportion to the total par value of the shares registered for purchase, for any financial obligations of the Company arising at the time of redemption, as determined by the Board of Directors, from the date of redemption until full payment is made. The Board of Directors shall have full authority to enforce payment of the entire value of the shares at the time of redemption.

6. Notice of redemption shall be sent to the holder of the shares prior to the redemption date. The redemption shall remain valid even in the case of errors or negligence in sending the notice.

## **CHAPTER V ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND SUPERVISION**

### **Article 11. Organizational Structure of Management, Governance, and Supervision**

The organizational structure for management, governance, and supervision of the Company includes:

1. The General Meeting of Shareholders.
2. The Board of Directors and the Supervisory Board.
3. The General Director.

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

### **Article 12. Rights of Shareholders**

1. Ordinary shareholders shall have the following rights:

a) To attend and speak at General Meetings of Shareholders, and to exercise the right to vote directly or through an authorized representative or by other means as prescribed by the company's Charter and the law. Each ordinary share shall carry one vote;

b) To receive dividends at the rate determined by the General Meeting of Shareholders;

c) To have pre-emptive rights to purchase new shares in proportion to their ownership of ordinary shares in the Company;

d) To freely transfer their shares to others, except in cases specified in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant legal provisions;

đ) To view, search, and extract shareholder-related information and request correction of their inaccurate personal information;

e) To review, search, extract, or make copies of the company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

g) Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their shareholding in the Company;

h) To request the Company to repurchase their shares in the cases prescribed in Article 132 of the Law on Enterprises;

i) To be treated equally. Each share of the same class shall entitle its holder to equal rights, obligations, and interests. In case the Company issues preferred shares, the rights and obligations attached to such preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;

k) To access full periodic and ad hoc information disclosed by the Company in accordance with legal regulations;

l) To have their lawful rights and interests protected; to propose the suspension or cancellation of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors as prescribed by the Law on Enterprises;

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

2. A shareholder or a group of shareholders holding 5% or more of the total ordinary shares shall have the following rights:

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

b) To review, search, and extract minutes and resolutions or decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the

Board of Directors, and other documents, except those relating to the Company's trade secrets and business secrets;

c) To request the Supervisory Board to examine specific matters relating to the management and operation of the Company when deemed necessary. The request must be made in writing and include the following details: full name, contact address, nationality, and legal identification number of the individual shareholder; for institutional shareholders: name, enterprise code or legal document number, and registered office address; number of shares and time of share registration of each shareholder; total number of shares held by the group and their ownership percentage in the Company; the matter to be examined and the purpose of the examination;

d) To propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company no later than three (03) working days prior to the opening date of the meeting. It must clearly state the name of the shareholder, the number and type of shares held, and the proposed matters for inclusion;

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

3. A shareholder or a group of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Supervisory Board. The nomination shall be carried out as follows:

a) Ordinary shareholders forming a group to nominate candidates to the Board of Directors and the Supervisory Board must notify the group formation to the attending shareholders prior to the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this clause shall have the right to nominate one or more candidates to those bodies as determined by the General Meeting of Shareholders. If the number of candidates nominated by the shareholder or group of shareholders is fewer than the number they are entitled to nominate under the resolution of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, or other shareholders.

### **Article 13. Obligations of Shareholders**

Ordinary shareholders shall have the following obligations:

1. To fully and punctually pay for the shares they have committed to purchase.

2. Not to withdraw the contributed capital in the form of ordinary shares from the Company in any manner, except where the shares are repurchased by the Company or another person. In the event a shareholder unlawfully withdraws part or all of their contributed share capital, that shareholder and any

related beneficiary within the Company shall be jointly liable for the Company's debts and other property obligations to the extent of the value of the withdrawn shares and for any resulting damages.

3. To comply with the Charter and internal management regulations of the Company, and to abide by the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

4. To maintain confidentiality of information provided by the Company in accordance with the Company's Charter and the law; to use such information solely for the purpose of exercising and protecting their lawful rights and interests; and not to disseminate, copy, or send such information to any other organization or individual.

5. To attend the General Meeting of Shareholders and exercise the right to vote through the following forms:

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

6. To bear personal liability when acting on behalf of the Company in any form to carry out any of the following acts:

- a) Violating the law;
- b) Conducting business or other transactions for self-interest or to benefit another organization or individual;
- c) Making payments for undue debts in anticipation of financial risks to the Company.

7. To fulfill other obligations as prescribed by current laws.

#### **Article 14. General Meeting of Shareholders**

1. The General Meeting of Shareholders, consisting of all shareholders with voting rights, is the highest decision-making body of the Company. The Annual General Meeting of Shareholders shall be held once every year and within four (04) months from the end of the fiscal year. Unless otherwise provided in the Company's Charter, the Board of Directors may decide to extend the time for holding the Annual General Meeting of Shareholders when necessary, but the extension must not exceed six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders is deemed to be the location where the chairperson attends the meeting and must be within the territory of Viet Nam.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue. The Annual General Meeting of Shareholders shall decide on matters in accordance with the law and the

Company's Charter, particularly the approval of the audited annual financial statements. In cases where the audit report of the Company's annual financial statements contains material exceptions, adverse opinions, or disclaimers, the Company must invite a representative of the approved auditing firm that conducted the audit to attend the Annual General Meeting of Shareholders, and such representative shall be responsible for attending the meeting.

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

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

b) When the number of remaining members of the Board of Directors or the Supervisory Board is less than the minimum required by law;

c) At the request of a shareholder or group of shareholders as 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 reasons and purposes of the meeting, and must bear the signatures of all relevant shareholders or be made in multiple copies with the signatures of all relevant shareholders compiled;

d) At the request of the Supervisory Board;

đ) In other cases as 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 thirty (30) days from the date the number of remaining members of the Board of Directors, independent members of the Board of Directors, or members of the Supervisory Board falls below the number prescribed in Point b, Clause 3 of this Article, or upon receiving a request as stated in Points c and d, Clause 3 of this Article;

b) If the Board of Directors fails to convene the General Meeting of Shareholders as stipulated in Point a of this Clause, then within the next thirty (30) days, the Supervisory Board must convene the meeting in place of the Board of Directors in accordance with Clause 3, Article 140 of the Law on Enterprises;

c) If the Supervisory Board does not convene the meeting as required in Point b of this Clause, the shareholder or group of shareholders as mentioned in Point c, Clause 3 of this Article has the right to request the legal representative of the Company to convene the General Meeting of Shareholders in accordance with the Law on Enterprises.

In such case, the shareholder or group of shareholders convening the meeting may request the Business Registration Authority to supervise the procedures for convening, conducting the meeting, and making resolutions. All expenses incurred in convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These expenses do not

include personal costs incurred by shareholders attending the meeting, including accommodation and travel expenses.

d) The procedures for organizing the General Meeting of Shareholders shall follow the provisions of Clause 5, Article 140 of the Law on Enterprises.

### **Article 15. Rights and Obligations of the General Meeting of Shareholders**

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

- a) To approve the development orientation of the Company;
- b) To decide on the types of shares and the total number of each type of shares authorized for offering; to decide on the annual dividend rate for each type of share;
- c) To elect, dismiss, or remove members of the Board of Directors and members of the Supervisory Board;
- d) To decide on investment or sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statement of the Company;
- đ) To decide on amendments and supplements to the Company's Charter;
- e) To approve the annual financial statements;
- g) To decide on the repurchase of more than 10% of the total number of issued shares of each type;
- h) To review and handle violations committed by members of the Board of Directors or the Supervisory Board that cause damage to the Company and its shareholders;
- i) To decide on the reorganization or dissolution of the Company;
- k) To decide on the budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
- l) To approve the internal corporate governance regulations; and the operational regulations of the Board of Directors and the Supervisory Board;
- m) To approve the list of approved audit firms; to decide on the approved audit firm to audit the Company's operations; to dismiss an approved auditor when deemed necessary;
- n) Other rights and obligations as prescribed by law.

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

- a) The Company's annual business plan;
- b) The audited annual financial statements;
- c) The report of the Board of Directors on corporate governance and the performance of the Board of Directors and each of its members; independent members of the Board of Directors are responsible for reporting at the annual General Meeting of Shareholders in accordance with Article 284 of Decree No.

155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Law on Securities;

d) The report of the Supervisory Board on the Company's business performance and the performance of the Board of Directors and the General Director (CEO);

đ) The self-assessment report on the performance of the Supervisory Board and its members;

e) The dividend rate for each type of share;

g) The number of members of the Board of Directors and the Supervisory Board;

h) The election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;

i) The budget or total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;

k) Approval of the list of approved auditing firms; deciding on the auditing firm to be appointed to audit the Company when deemed necessary;

l) Amendments and supplements to the Company's Charter;

m) The types and number of new shares to be issued for each type of share and the transfer of shares by founding shareholders within the first 3 years from the date of establishment;

n) Division, separation, consolidation, merger, or conversion of the Company;

o) Reorganization and dissolution (liquidation) of the Company and appointment of the liquidator;

p) Decisions on investment or sale of assets with a value of 35% or more of the Company's total assets as recorded in the latest financial statements;

q) Decisions on repurchasing more than 10% of the total issued shares of each type;

r) Signing contracts or conducting transactions with parties specified in Clause 1, Article 167 of the Law on Enterprises, where the value is equal to or greater than 35% of the Company's total assets as stated in the latest financial statements;

s) To approve transactions as prescribed in Clause 84, Article 1 of Decree No. 245/2025/ND-CP dated September 11, 2025 of the Government amending and supplementing a number of articles 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;

t) Approval of internal corporate governance regulations, the operational regulations of the Board of Directors, and the operational regulations of the Supervisory Board;

u) Other matters as prescribed by law and the Company's Charter.

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

### **Article 16. Authorization to Attend the General Meeting of Shareholders**

1. Shareholders and authorized representatives of institutional shareholders may attend the General Meeting of Shareholders (GMS) in person or authorize one or more individuals or organizations to attend on their behalf, or attend the meeting through one of the methods prescribed in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization for an individual or organization to attend the GMS under Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares being authorized, the content and scope of authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party.

The authorized person must submit the written authorization when registering for the meeting. In the case of sub-authorization, the person attending the meeting must also present the original power of attorney from the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).

3. The voting ballot of an authorized person attending the GMS within the scope of the authorization remains valid even in the following cases, unless:

- a) The authorizing person has died, become legally incapacitated, or lost civil capacity;
- b) The authorizing person has revoked the authorization;
- c) The authorizing person has revoked the authority of the authorized person.

This clause does not apply if the Company receives notice of any of the above events before the opening of the GMS or before the rescheduled meeting is convened.

### **Article 17. Changes to Rights**

1. Changes to or cancellation of special rights attached to a class of preferred shares shall only take effect if approved by shareholders representing at least 65% of the total voting shares of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of holders of a particular class of preferred shares shall only be approved if it is agreed upon by shareholders of that same class of preferred shares attending the meeting who hold at least 75% of the total issued shares of that class, or if approved in writing by shareholders holding at least 75% of the total issued shares of that class of preferred shares.

2. A meeting of shareholders holding a class of preferred shares to vote on changes to the rights mentioned above shall only be valid if attended by at least two shareholders (or their authorized representatives) holding at least one-third of the par value of the issued shares of that class. If this quorum is not met, the meeting shall be reconvened within the following 30 days, and any shareholders of that class who attend, either in person or by proxy (regardless of the number of attendees or shares held), shall be considered to have met the quorum requirement.

At such meetings of preferred shareholders, those present may request a secret ballot. Each share of the same class shall carry equal voting rights at the meeting.

3. The procedures for conducting such separate meetings shall be implemented in accordance with the provisions of Articles 19, 20, and 21 of this Charter.

4. Unless otherwise stipulated in the terms of the share issuance, special rights attached to preferred shares concerning all or part of the Company's profit or asset distribution shall not be altered by the issuance of additional shares of the same class.

#### **Article 18. Convening Meetings, Meeting Agenda, and Notice of Shareholders' General Meeting**

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. Extraordinary General Meetings shall be convened by the Board of Directors in accordance with the cases specified in Clause 3, Article 14 of this Charter.

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

a) Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting must be made no more than 10 days prior to the date of sending the meeting invitation. The company must disclose information about the preparation of this list at least 20 days prior to the record date;

b) Prepare the agenda and contents of the meeting;

c) Prepare meeting documents;

d) Draft the resolutions of the General Meeting of Shareholders based on the expected meeting contents;

d) Determine the time and venue of the meeting;

e) Notify and send invitations to the General Meeting of Shareholders to all shareholders eligible to attend;

g) Carry out other tasks in service of the meeting.

### 3. Notice of the General Meeting of Shareholders

The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholders' registered contact address. At the same time, the notice must be published on the Company's website and disclosed to the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting must send the meeting invitation to all shareholders in the list of shareholders entitled to attend the meeting no later than 21 days prior to the date of the meeting (calculated from the date the notice is duly sent or delivered). The meeting agenda and documents relating to matters to be voted on at the meeting shall be sent to the shareholders and/or published on the Company's website. If such documents are not enclosed with the meeting notice, the notice must clearly state the link (URL) to the full set of meeting documents for shareholders to access, including:

- a) The meeting agenda and documents to be used at the meeting;
- b) The list and detailed information of candidates in the event of electing members of the Board of Directors or members of the Supervisory Board;
- c) Voting ballots;
- d) Draft resolutions for each item on the meeting agenda.

4. Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of these Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company no later than 03 working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number and type of shares held by the shareholder, and the proposed issue to be included in the meeting agenda.

5. The convener of the General Meeting of Shareholders has the right to refuse the proposal stipulated in Clause 4 of this Article in 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 at least 5% of the ordinary shares as stipulated in Clause 2, Article 12 of these Charter;
- c) The proposed issue is not within the authority of the General Meeting of Shareholders to decide;
- d) Other cases as prescribed by law and these Charter.

6. The convener of the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 4 of this Article in the tentative agenda and content of the meeting, except in the cases specified in Clause 5 of this Article; the proposal will be officially added to the agenda and content of the

meeting if approved by the General Meeting of Shareholders.

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

1. The General Meeting of Shareholders may be conducted when the attending shareholders represent at least 51% of the total voting shares.

2. In case the first meeting does not satisfy the conditions stipulated in Clause 1 of this Article, a second meeting invitation shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders may be conducted when the attending shareholders represent at least 33% of the total voting shares.

3. In case the second meeting does not satisfy the conditions stipulated in Clause 2 of this Article, a third meeting invitation must be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders may be conducted regardless of the total number of voting shares represented by the attending shareholders.

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

1. Prior to the opening of the meeting, the Company must carry out shareholder registration procedures and must continue registering until all eligible shareholders attending the meeting have completed registration, following the sequence below:

a) Upon registration, the Company shall issue to each shareholder or authorized representative entitled to vote a number of voting cards, indicating the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes for each issue on the meeting agenda. Voting shall be conducted by casting votes in favor, against, or abstaining. At the meeting, the votes in favor of a resolution shall be collected first, followed by the votes against; then the total number of votes in favor and against shall be counted to determine the outcome. The vote counting results shall be announced by the Chairperson prior to the closing of the meeting. The General Meeting shall elect individuals responsible for vote counting or supervising the vote counting, based on the Chairperson's proposal. The number of members in the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the Chairperson's recommendation.

b) Shareholders, authorized representatives of institutional shareholders, or authorized individuals arriving after the meeting has commenced shall have the right to register immediately upon arrival and thereafter shall have the right to participate in and vote at the meeting from the time of registration. The Chairperson is not obliged to pause the meeting to allow latecomers to register, and the validity of resolutions already voted on prior to their arrival remains unchanged.

2. The election of the chairperson, secretary, and vote counting committee shall be conducted as follows:

a) The Chairperson of the Board of Directors shall act as the chairperson of the General Meeting of Shareholders convened by the Board of Directors, or may authorize another member of the Board to act as chairperson. In case the Chairperson is absent or temporarily incapacitated, the remaining members of the Board shall elect one among themselves to act as chairperson of the meeting by majority vote. If no chairperson can be elected, the Head of the Supervisory Board shall preside over the meeting to allow the General Meeting of Shareholders to elect a chairperson from among the attendees; the person receiving the highest number of votes shall act as chairperson of the meeting;

b) Except as provided in point a of this Clause, the person signing the notice to convene the General Meeting of Shareholders shall preside over the meeting to allow the General Meeting to elect a chairperson, and the person receiving the highest number of votes shall become the chairperson of the meeting;

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

d) The General Meeting of Shareholders shall elect one or more persons to the vote counting committee based on the chairperson's proposal.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically allocate time for each item of business included in the meeting content.

4. The chairperson of the meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and in a way that reflects the will of the majority of attendees.

a) Arrange seating at the venue of the General Meeting of Shareholders;

b) Ensure the safety of all attendees at the meeting venue;

c) Facilitate shareholders' participation (or continued participation) in the meeting. The convener of the General Meeting of Shareholders has full authority to amend the aforementioned measures and to implement any other necessary measures. These measures may include issuing entry passes or adopting other appropriate forms of access control.

5. The General Meeting of Shareholders shall discuss and vote on each matter on the agenda. Voting shall be conducted in the form of approval, disapproval, or no opinion. The vote counting results shall be announced by the chairperson immediately before the closing of the meeting.

6. Shareholders or authorized representatives arriving after the opening of

the meeting may still register and have the right to vote immediately after registration; in such cases, the validity of decisions made prior to their arrival remains unchanged.

7. The convener or the chairperson of the General Meeting of Shareholders shall have the following rights:

a) To require all attendees to undergo inspection or other lawful and reasonable security measures;

b) To request competent authorities to maintain order during the meeting; to expel individuals who do not comply with the chairperson's authority, intentionally disrupt order, obstruct the normal proceedings of the meeting, or fail to comply with security inspection requirements from the General Meeting of Shareholders.

8. The chairperson has the right to postpone a General Meeting of Shareholders that has sufficient registered attendees for a maximum of 3 working days from the intended opening date of the meeting, and may only postpone or change the meeting venue in the following cases:

a) The meeting venue does not have enough convenient seating for all attendees;

b) The communication facilities at the venue do not ensure that shareholders can attend, discuss, and vote;

c) An attendee disrupts or causes disorder, posing a risk that the meeting cannot proceed fairly and lawfully.

9. If the chairperson postpones or suspends the General Meeting of Shareholders in contravention of Clause 8 of this Article, the meeting shall elect another person from among the attendees to replace the chairperson and preside over the meeting until it concludes; all resolutions passed at such a meeting shall remain valid.

10. In the event that the Company adopts modern technology to organize the General Meeting of Shareholders via online meeting, the Company shall be responsible for ensuring that shareholders can attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020, of the Government providing detailed regulations for the implementation of certain provisions of the Law on Securities.

#### **Article 21. Conditions for the Resolutions of the General Meeting of Shareholders to Be Passed**

1. A resolution on the following matters shall be passed if it is approved by shareholders representing 65% or more of the total voting shares of all shareholders attending and voting at the meeting, except as provided in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:

- a) Types of shares and the total number of shares of each type;
- b) Changes to the Company's business lines and sectors;
- c) Changes to the organizational structure of the Company's management;
- d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;
- d) Reorganization or dissolution of the Company.

2. Resolutions shall be passed if approved by shareholders holding more than 50% of the total voting shares of all shareholders attending and voting at the meeting, except as provided in Clauses 1, 3, 4, and 6 of Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders passed with 100% of the total voting shares are lawful and effective even if the procedures for convening the meeting and adopting the resolution violate the provisions of the Law on Enterprises or the Company's Charter.

#### **Article 22. Authority and Procedure for Collecting Shareholders' Written Opinions to Pass Resolutions of the General Meeting of Shareholders**

The authority and procedure for collecting shareholders' written opinions to pass resolutions of the General Meeting of Shareholders shall be carried out as follows:

1. The Board of Directors has the authority to collect shareholders' written opinions to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, except as stipulated in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors must prepare the opinion collection forms, the draft resolution of the General Meeting of Shareholders, and explanatory documents regarding the draft resolution. The Board of Directors must ensure that the materials are sent and disclosed to shareholders within a reasonable time for consideration and voting, and no later than ten (10) days prior to the deadline for receiving the opinion forms. The requirements and method of sending the opinion forms and accompanying documents shall comply with Clause 3, Article 18 of this Charter.

3. The written opinion form must contain the following principal details:

- a) Name, head office address, and company identification number;
- b) Purpose of collecting opinions;
- c) Full name, contact address, nationality, and identification document number for shareholders who are individuals; for organizational shareholders, the name, enterprise code or establishment decision number, and head office address; or, in the case of a representative of an organizational shareholder, the

representative's full name, contact address, nationality, and identification document number; the number of shares of each class and the number of voting rights held by each shareholder;

d) The matters for which opinions are being collected for decision-making purposes;

e) Voting options for each matter, including "agree," "disagree," and "no opinion";

f) Deadline for returning the completed written opinion form to the Company;

g) Full name and signature of the Chairperson of the Board of Directors.

4. Shareholders may return the completed written opinion form to the Company by mail, fax, or email under the following conditions:

a) If sent by mail, the completed form must be signed by the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. The form must be enclosed in a sealed envelope and no one is allowed to open it before the vote-counting;

b) If sent by fax or email, the opinion form must remain confidential until the time of vote-counting;

c) Opinion forms received by the Company after the deadline stated in the form, or those that have been opened (in the case of mailed forms) or disclosed (in the case of fax or email) before the vote-counting, shall be deemed invalid. Forms not returned are considered as abstaining from voting.

5. The Board of Directors shall count the votes and prepare a vote-counting minutes in the presence of the Supervisory Board or a shareholder who does not hold a managerial position in the Company. The vote-counting minutes must include the following principal contents:

a) Name, head office address, and enterprise registration number;

b) Purpose and matters for which written opinions were collected for the adoption of a resolution;

c) Number of shareholders and total voting rights participating in the vote, distinguishing between valid and invalid votes and the methods by which votes were submitted, with an appendix listing the shareholders who participated in the vote;

d) Total number of votes in favor, against, and abstentions for each matter;

đ) Matters that were approved and the corresponding approval ratios;

e) Full names and signatures of the Chairperson of the Board of Directors, the vote counter(s), and the vote supervisor(s).