

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

# **CHARTER OF TRUONG PHU CORPORATION**

*(Revised in accordance with the 2020 Enterprise Law and its amendments, supplements,  
and implementing guidelines)*



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**June 27th, 2026**

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## **PREAMBLE**

This Charter serves as the legal foundation of Truong Phu Corporation (hereinafter referred to as the “Company”), a joint-stock company established and operating in accordance with the 2020 Law on Enterprises and its amendments, supplements, and implementing regulations.

This Charter was duly adopted by the General Meeting of Shareholders of the Company held on 27th June 2026.

### **I. DEFINITIONS OF TERMS USED IN THIS CHARTER**

#### **Article 1. Interpretation of Terms**

1. In this Charter, the following terms shall have the meanings set out below:
  - a. “Charter Capital” means the amount of capital contributed by all shareholders and specified in Article 5 of this Charter.
  - b. “Law on Enterprises” means the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly on 17 June 2020 and Law No. 76/2025/QH15 adopted on 17 June 2025 amending and supplementing a number of articles of the 2020 Law on Enterprises.
  - c. “Date of Incorporation” means the date on which the Company was first granted its Enterprise Registration Certificate (Business Registration Certificate).
  - d. “Managers” means the Chief Executive Officer (General Director), Deputy General Directors, Chief Accountant, and other managerial positions approved by the Board of Directors.
  - e. “Related Person” means an individual or organization as defined by applicable laws.
  - f. “Operating Term” means the period of operation of the Company specified in Article 2 of this Charter and any extension approved by resolution of the General Meeting of Shareholders.
  - g. “Vietnam” means the Socialist Republic of Vietnam.;
2. References in this Charter to any provision or legal document shall include amendments, supplements, or replacement documents thereof.
3. Headings of chapters and articles are included for convenience only and shall not affect the interpretation of this Charter.
4. Words and terms defined in the Law on Enterprises shall have the same meanings in this Charter unless otherwise required by the context.

### **II. NAME, LEGAL FORM, HEAD OFFICE, REPRESENTATIVE OFFICES, BRANCHES AND TERM OF OPERATION**

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

1. Company Name
  - Vietnamese Name: Công ty Cổ phần Trường Phú
  - English Name: Truong Phu Corporation
  - Trading Name: Công ty Cổ phần Trường Phú
  - Abbreviation: Truong Phu Corp

2. The Company is a joint-stock company with legal personality in accordance with the laws of Vietnam.

3. Registered Office, Representative Office and Branch:

a. Registered Head Office:

- Address: Lot A2, Phuc Dien Industrial Park, Mao Dien Commune, Hai Phong City, Vietnam

- Tel: 0220 363 0566 – 0220 363 0569

- Email: tgpcable@gmail.com

- Website: www.truongphucable.vn

b. Representative Office:

- Address: House No. 10, Villa Area II, Bac Linh Dam, Dinh Cong Ward, Hanoi City

- Tel: 024 39878258

c. Branch:

- Address: 175A Phung Hung Street, Hoan Kiem Ward, Hanoi City

4. Legal Representative:

a. The Company shall have one (01) legal representative. The Chief Executive Officer (General Director) shall be the legal representative of the Company.

b. The legal representative shall represent the Company in exercising rights and obligations arising from transactions, and act on behalf of the Company before arbitration tribunals and courts as plaintiff, defendant, or person with related rights and obligations.

c. The legal representative must reside in Vietnam. If absent from Vietnam for more than 30 days, he/she must authorize another person in writing to perform the rights and obligations of the legal representative.

d. If the authorization expires and the Company's legal representative has not returned to Vietnam and no other authorization is given, the authorized person shall continue to exercise the rights and obligations of the Company's legal representative within the scope of the authorization until the Company's legal representative returns to work at the Company or until the Board of Directors decides to appoint another legal representative.

e. In the event of absence from Vietnam for more than 30 days without authorizing another person to exercise the rights and duties of the Company's legal representative, the Board of Directors shall appoint another person to act as the Company's legal representative.

5. The Company may establish branches and representative offices within its business areas in accordance with resolutions of the Board of Directors and applicable laws.

6. Unless terminated earlier in accordance with Article 47.2 of this Charter, the Company shall operate from its incorporation date for an indefinite term.

### **III. OBJECTIVES OF THE COMPANY**

#### **Article 3. Objectives of the Company's Operations**

The Company engages in the following business activities:

- Manufacture of electric wires, cables, and other electronic cables;
- Manufacture of electrical wiring devices;

- Manufacture of optical fiber cables and fiber products;
- Manufacture of electric lighting equipment;
- Manufacture of household electrical appliances;
- Manufacture of other electrical equipment;
- Wholesale of metals and metal ores;
- Wholesale of telecommunications electronic equipment and components;
- Wholesale of machinery, equipment, and spare parts;
- Repair of fabricated metal products;
- Repair of machinery and equipment;
- Repair of electronic and optical equipment;
- Repair of electrical equipment;
- Repair and maintenance of transport equipment (excluding automobiles, motorcycles, and motor vehicles);
- Repair of other equipment;
- Installation of industrial machinery and equipment;
- Road freight transportation;
- Warehousing and storage services;
- Real estate business;
- Rental and leasing of motor vehicles;
- Rental and leasing of machinery, equipment, and other tangible goods;
- Electricity generation;
- Electricity transmission and distribution;
- Import and export of products manufactured and traded by the Company;
- Wholesale of paper products;
- General wholesale trading;
- Manufacture of precious and non-ferrous metals.

Operational objectives: To continuously develop profitable production and business activities, create stable jobs, improve working conditions, raise the income and living standards of workers, ensure the interests of shareholders, and fulfill obligations to the State as stipulated by law. To implement the Party, State, and local government's policy of developing a multi-sector economy, contributing to the creation of products for society and achieving other socio-economic goals.

#### **ARTICLE 4. SCOPE OF BUSINESS AND OPERATIONS**

1. The Company is authorized to plan and conduct all business activities as stipulated in the Business Registration Certificate and these Articles of Association in accordance with applicable laws and regulations, and to take appropriate measures to achieve the Company's objectives.
2. The company may conduct business in other areas permitted by law and approved by the General Meeting of Shareholders.

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

##### **ARTICLE 5. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS**

1. The charter capital of the Company is: VND 131,013,250,000 (One Hundred Thirty-One Billion Thirteen Million Two Hundred Fifty Thousand Vietnamese Dong)

The charter capital is divided into: 13,101,325 shares with a par value of: VND 10,000 per share (Ten Thousand Vietnamese Dong per share).

2. The Company may increase its charter capital when approved by the General Meeting of Shareholders and in accordance with applicable laws.

3. As of the date of adoption of this Charter, all issued shares of the Company are ordinary shares. The rights and obligations attached to ordinary shares are specified in Article 11 of this Charter.
4. The Company may issue preference shares subject to approval by the General Meeting of Shareholders and in compliance with applicable laws.
5. Information regarding founding shareholders, including names, addresses, number of shares held, and other relevant information, shall be maintained in accordance with records of the Vietnam Securities Depository and Clearing Corporation (VSDC) and updated on each shareholder record date.
6. Ordinary shares shall first be offered to existing shareholders in proportion to their ownership percentage of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The Company shall notify shareholders of any share offering, specifying the number of shares offered and the subscription period, which shall not be less than twenty (20) working days. Shares not subscribed for by existing shareholders may be distributed by the Board of Directors to other investors under terms and conditions determined by the Board, provided such terms are not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or sold through auction on a stock exchange.
7. The Company may repurchase its own shares in accordance with this Charter and applicable laws. Repurchased shares shall become treasury shares. The Board of Directors may offer, transfer, or cancel treasury shares in accordance with the Law on Enterprises, the Law on Securities, and relevant regulations.
8. The Company may issue bonds and other securities upon approval by the General Meeting of Shareholders and in compliance with applicable laws.

#### **ARTICLE 6. SHARE CERTIFICATES**

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares they own, except where shares have been registered in book-entry form in accordance with securities laws.
2. Share certificates must bear the company's seal and the signature of the company's legal representative, as stipulated in the Enterprise Law. The share certificate clearly states the number and type of shares held by the shareholder, the full name of the holder (if it is a registered share), and other information as prescribed by the Enterprise Law.
3. Within two months of submitting a complete application for the transfer of share ownership as stipulated by the Company, or within two months of making full payment for the shares as stipulated in the Company's share issuance plan, the shareholder will be issued a share certificate. The shareholder is not required to pay the company any printing costs for the share certificate or any other fees.
4. If only a portion of the shares in a stock certificate are transferred, the old certificate will be canceled and a new certificate reflecting the remaining shares will be issued free of charge.
5. In the event that a share certificate is damaged, altered, lost, stolen, or destroyed, the holder may request a new share certificate provided they offer proof of ownership and pay all related costs to the Company.

## **ARTICLE 7. OTHER SECURITIES CERTIFICATES**

Bond certificates or other securities certificates of the Company (excluding letters of offer, provisional certificates and similar documents) shall be issued bearing the seal and signature of the Company's legal representative.

## **ARTICLE 8. TRANSFER OF SHARES**

1. All shares shall be freely transferable, except in cases restricted by the Law on Enterprises, the Law on Securities, relevant regulations, or this Charter.
2. Unpaid shares are not transferable and do not entitle the holder to related rights such as the right to receive dividends, the right to receive newly issued shares to increase share capital from equity, or the right to purchase newly offered shares.

## **ARTICLE 9. RECOVERY OF SHARES**

1. In the event that a shareholder fails to pay the full amount due for the purchase of shares on time, the Board of Directors shall notify and have the right to demand that the shareholder pay the remaining amount along with interest on that amount and any costs incurred by the Company due to the failure to pay in full, as stipulated.
2. The aforementioned payment notice clearly states the new payment deadline (at least seven days from the date of sending the notice), the payment location, and specifies that in case of non-payment as required, any outstanding shares will be forfeited.
3. The Board of Directors has the right to reclaim shares that have not been fully and timely paid for if the requirements in the aforementioned notice are not met.
4. Repurchased shares are considered shares entitled to be offered for sale. The Board of Directors may directly or authorize the sale, redistribution, or disposition of the repurchased shares to the original owners or other parties under conditions and in a manner that the Board of Directors deems appropriate.
5. Shareholders holding repurchased shares will have to relinquish their shareholder status with respect to those shares, but will still be required to pay all related amounts plus interest at the bank lending rate at the time of repurchase, as determined by the Board of Directors, from the date of repurchase until the date of payment. The Board of Directors has the full right to decide whether to enforce payment of the full value of the shares at the time of repurchase or to waive part or all of that amount.
6. The recall notice will be sent to the holders of the recalled shares before the recall takes place. The recall remains valid even in the event of errors or negligence in sending the notice.

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

### **Article 10. Organizational structure for management and control**

The organizational structure, governance, and control model of the Company shall comprise:

- a. The General Meeting of Shareholders is held annually and extraordinarily when legally required, as stipulated in Articles 13-23 of this Charter.
- b. The Board of Directors consists of 5 members serving a 5-year term and has functions and powers specifically defined in Articles 24-27 of this Charter.
- c. The General Director and supporting staff have powers and functions as specified in Articles 28-31 of this Charter.
- d. The Supervisory Board consists of 3 members, serving a 5-year term, with powers and functions as defined in Articles 32-33 of this Charter.

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

### **Article 11. Rights of Shareholders**

1. Shareholders are the owners of the company, possessing rights and obligations corresponding to the number and type of shares they own. Shareholders are only liable for the company's debts and other financial obligations to the extent of their capital contribution. Each common share has one voting right.
2. Holders of common stock have the following rights:
  - a. Attend and speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or vote remotely;
  - b. Receive dividends;
  - c. Free transfer of fully paid shares in accordance with the provisions of this Charter and current law;
  - d. Have priority in purchasing new shares corresponding to the proportion of common shares they own;
  - đ. Review, look up, and extract information related to shareholders in the list of shareholders eligible to participate in the General Meeting of Shareholders and request correction of inaccurate information;
  - e. Review, look up, extract or copy the Company Charter, Minutes of the General Meeting of Shareholders and Resolution of the General Meeting of Shareholders;
  - g. In case the Company dissolves or goes bankrupt, you will receive a portion of the remaining assets corresponding to the number of shares contributed to the company after the Company has paid creditors and other shareholders according to the provisions of law;
  - h. Require the Company to repurchase their shares in cases prescribed by the Enterprise Law;
  - i. Other rights as prescribed by this Charter and the law.
3. Shareholders or groups of shareholders holding more than 5% of the total number of common shares for a continuous period of six months or more have the following rights:
  - a. Nominate candidates for the Board of Directors or Supervisory Board in accordance with the respective provisions of Articles 24.2 and 32.2;
  - b. Request the convening of a General Meeting of Shareholders in cases where the Board of Directors seriously violates the rights of shareholders, the obligations of managers, or makes decisions exceeding its delegated authority. The request must be in writing and must include the following information: Full name, contact address, nationality, and legal document number of individual shareholders; name and business registration number of corporate shareholders; number of shares and registration date of each shareholder; total number of shares of the entire group of shareholders and their ownership percentage in the total shares of the company; basis and reasons for requesting the convening of a General Meeting of Shareholders. The request for convening the meeting must be accompanied by documents and evidence regarding the violations of the Board of Directors, the extent of the violations, or the decisions exceeding its authority;
  - c. Review, search, and extract minutes and resolutions, decisions of the Board of Directors, interim and annual financial reports, reports of the Supervisory Board, contracts and transactions requiring approval from the Board of Directors, and other documents, except for documents related to the company's trade secrets and business secrets;
  - d. Request the Supervisory Board to examine specific issues related to the management and operation of the company when deemed necessary. The request must be in writing; it must include the full name, permanent address, nationality, ID card number, passport number, or other legally valid personal identification for individual shareholders; the name, permanent address, nationality, establishment decision number or business registration number for organizational shareholders; the

number of shares and the registration date of each shareholder, the total number of shares of the entire group of shareholders, and their ownership percentage in the total number of shares of the company; the issue to be examined, and the purpose of the examination;

d. Proposals for inclusion in the General Meeting of Shareholders must be in writing and submitted to the company no later than 3 working days before the meeting date. The proposal must clearly state the shareholder's full name, the number of each type of share held by the shareholder, the proposed issue to be included in the meeting agenda, and the specific reason.

e. Other rights as stipulated in this Charter.

#### **Article 12. Obligations of Shareholders**

Shareholders shall have the following obligations:

1. To comply with the Company's Charter and internal regulations; and to comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

2. To attend meetings of the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative, or by means of remote voting; to participate in and vote at online meetings, through electronic voting, or by other electronic methods. Shareholders may authorize a member of the Board of Directors to represent them at the General Meeting of Shareholders.

3. To pay in full for the shares subscribed for in accordance with applicable regulations. Shareholders shall not withdraw the capital contributed in the form of ordinary shares from the Company in any manner, except where such shares are repurchased by the Company or transferred to another person. Where a shareholder withdraws part or all of the contributed share capital in violation of this provision, such shareholder and any related person in the Company shall be jointly and severally liable for the Company's debts and other property obligations to the extent of the value of the withdrawn shares and any damages arising therefrom.

4. To provide an accurate address when subscribing for shares.

5. To fulfill all other obligations as prescribed by applicable laws.

6. To bear personal responsibility where, in the name of the Company and in any form whatsoever, the shareholder commits any of the following acts:

a. Violating the law;

b. Conducting business activities or other transactions for personal gain or for the benefit of another organization or individual;

c. Paying debts that are not yet due when there is a potential financial risk to the Company.

7. To maintain the confidentiality of information provided by the Company in accordance with the Company's Charter and applicable laws; to use such information solely for the exercise and protection of his/her/its lawful rights and interests; and not to disclose, reproduce, distribute, or transmit such information to any organization or individual.

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

1. The General Meeting of Shareholders ("GMS") is the highest decision-making authority of the Company. The Annual General Meeting of Shareholders shall be convened once every year. The Annual General Meeting of Shareholders must be held within four (4) months from the end of the fiscal year. Upon the proposal of the Board of Directors, the business registration authority may grant an extension, provided that such extension shall not exceed six (6) months from the end of the fiscal year. The venue of the General Meeting of Shareholders shall be deemed to be the location where the chairperson of the meeting is present and must be within the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue for the meeting. The Annual General Meeting of Shareholders shall decide on matters prescribed by law and this Charter, including, in particular, the approval of the

annual financial statements and the financial budget for the following fiscal year. Where the audit report on the Company's annual financial statements contains material qualified opinions, adverse opinions, or a disclaimer of opinion, the Company must invite a representative of the approved auditing organization that conducted the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders. Such representative shall be responsible for attending the meeting and providing explanations relating to the audit report when requested.

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

- a. Where the Board of Directors considers it necessary for the interests of the Company;
- b. Where the annual balance sheet, quarterly or semi-annual financial statements, or the audited financial statements of the fiscal year indicate that the Company's equity has decreased by one-half (1/2) or more compared to the beginning of the fiscal year;
- c. Where the number of members of the Board of Directors falls below the minimum number required by law or below one-half (1/2) of the number prescribed by this Charter;
- d. Upon a written request from a shareholder or a group of shareholders specified in Clause 3, Article 11 of this Charter.

Such request must clearly state the reasons and purposes for convening the meeting and bear the signatures of the relevant shareholders. The request may be made in multiple copies, provided that each copy is signed by at least one of the requesting shareholders;

- e. Upon a request from the Supervisory Board if it has reasonable grounds to believe that members of the Board of Directors or senior managers have seriously violated their obligations under the Law on Enterprises, or that the Board of Directors has acted or intends to act beyond the scope of its authority;
- f. Other circumstances as prescribed by law and this Charter.

4. Convening an Extraordinary General Meeting of Shareholders

- a. The Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors falls to the level specified in Clause 3(c) of this Article, or from the date of receipt of a request specified in Clauses 3(d) and 3(e) of this Article.
- b. If the Board of Directors fails to convene the General Meeting of Shareholders in accordance with Clause 4(a) of this Article, the Supervisory Board shall, within the following thirty (30) days, convene the General Meeting of Shareholders in replacement of the Board of Directors in accordance with the Law on Enterprises.
- c. If the Supervisory Board fails to convene the General Meeting of Shareholders in accordance with Clause 4(b) of this Article, the shareholder or group of shareholders referred to in Clause 3(d) of this Article shall, within the following thirty (30) days, have the right to convene the General Meeting of Shareholders in replacement of the Board of Directors and the Supervisory Board 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 convening and conduct of the meeting if deemed necessary.

All expenses incurred for the convening and conduct of the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include costs incurred by shareholders in attending the meeting, including accommodation, meals, and travel expenses.

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

1. The Annual General Meeting of Shareholders shall have the right to discuss and approve the following matters:
  - a. The audited annual financial statements;
  - b. The report of the Supervisory Board;
  - c. The report of the Board of Directors;
  - d. The Company's short-term and long-term development plans.
2. The Annual General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders shall adopt resolutions on the following matters:
  - a. Approval of the annual financial statements;
  - b. Determination of the annual dividend rate payable for each class of shares in accordance with the Law on Enterprises and the rights attached to such class of shares. The dividend rate shall not exceed the level proposed by the Board of Directors after consultation with shareholders at the General Meeting of Shareholders;
  - c. Determination of the number of members of the Board of Directors;
  - d. Approval of the list of approved auditing firms;
  - e. Election, dismissal and replacement of members of the Board of Directors and the Supervisory Board, and approval of the appointment by the Board of Directors of the Director or General Director;
  - f. Approval of the total remuneration payable to members of the Board of Directors and the report on remuneration of the Board of Directors;
  - g. Amendments and supplements to the Company's Charter;
  - h. Determination of classes of shares and the number of new shares to be issued for each class, and approval of the transfer of shares by founding shareholders within the first three (3) years from the date of establishment of the Company;
  - i. Division, separation, consolidation, merger, or conversion of the Company;
  - j. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
  - k. Examination of and decisions on violations committed by the Board of Directors or the Supervisory Board causing damage to the Company and its shareholders;
    - l. Decisions on investments, disposal of assets of the Company or its branches, or acquisition transactions having a value equal to or exceeding thirty-five percent (35%) of the total value of assets of the Company and its branches as recorded in the most recent audited financial statements;
  - m. Repurchase by the Company of more than ten percent (10%) of the total issued shares of any class of shares;
  - n. Approval of the General Director concurrently serving as Chairman of the Board of Directors;
  - o. Approval of contracts and transactions between the Company or its subsidiaries and persons specified in Clause 1, Article 167 of the Law on Enterprises where the value of such contracts or transactions is equal to or greater than twenty percent (20%) of the total asset value of the Company and its subsidiaries as stated in the most recent audited financial statements;
  - p. Other matters as provided for in this Charter and other regulations of the Company.
3. A shareholder shall not be entitled to vote in the following cases:
  - a. Approval of contracts and transactions specified in Clause 2 of this Article where such shareholder or a related person of such shareholder is a party to the contract or transaction;

b. Approval of the repurchase of shares held by such shareholder or a related person of such shareholder, except where the repurchase is conducted on a pro rata basis applicable to all shareholders or is conducted through order matching or a public tender offer on a stock exchange.

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

#### **Article 15. Authorized Representatives**

1. Shareholders who are entitled under applicable laws to attend the General Meeting of Shareholders may attend in person or authorize a representative to attend on their behalf. Where more than one authorized representative is appointed, the shareholder must specify the number of shares and the corresponding voting rights represented by each authorized representative.

2. The authorization of a representative to attend the General Meeting of Shareholders must be made in writing using the form prescribed by the Company and must bear the signatures as follows:

a. Where the authorizing shareholder is an individual, the authorization document must be signed by both the shareholder and the authorized representative attending the meeting;

b. Where the authorizing person is an authorized representative of an institutional shareholder, the authorization document must bear the signatures of the authorized representative, the legal representative of the institutional shareholder, and the authorized representative attending the meeting;

c. In all other cases, the authorization document must bear the signatures of the legal representative of the shareholder and the authorized representative attending the meeting.

The authorized representative attending the General Meeting of Shareholders must submit the written authorization prior to entering the meeting venue. In the case of re-authorization, the attendee must additionally present the original authorization granted by the shareholder or by the authorized representative of the institutional shareholder (if such authorization has not previously been registered with the Company).

3. Where a lawyer signs the instrument appointing a representative on behalf of the authorizing person, such appointment shall be valid only if the instrument of appointment is presented together with the power of attorney granted to the lawyer or a duly certified copy thereof (unless previously registered with the Company).

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

a. The authorizing person has died, has limited legal capacity, or has lost legal capacity;

b. The authorizing person has revoked the authorization;

c. The authorizing person has revoked the authority of the person who executed the authorization.

This provision shall not apply if the Company receives notice of any of the foregoing events no later than twenty-four (24) hours before the scheduled commencement of the General Meeting of Shareholders or before the reconvened meeting is held.

#### **Article 16. Variation of Rights**

1. Any amendment to or cancellation of special rights attached to a class of preference shares shall be valid only if approved by shareholders representing at least sixty-five percent (65%) of the ordinary shares present at the meeting and simultaneously approved by shareholders holding at least seventy-five percent (75%) of the voting rights attached to the relevant class of preference

shares. A meeting of shareholders holding a particular class of preference shares convened for the purpose of approving such variation of rights shall be valid only when attended by at least two (02) shareholders (or their duly authorized representatives) representing not less than one-third (1/3) of the total par value of the issued shares of that class. If the required quorum is not met, a reconvened meeting shall be held within thirty (30) days thereafter. At such reconvened meeting, the shareholders holding shares of that class who are present in person or represented by authorized representatives shall constitute a valid quorum regardless of the number of attendees or the number of shares represented. At meetings of holders of the relevant class of preference shares, shareholders present in person or through their authorized representatives may request that voting be conducted by secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

2. The procedures for convening and conducting such separate meetings shall be implemented in accordance with the provisions of Articles 18 and 20 of this Charter.

3. Unless otherwise provided in the terms and conditions of issuance of the relevant shares, the special rights attached to any class of shares having preferential rights with respect to the distribution of profits or assets of the Company shall not be deemed to be varied by the issuance of additional shares of the same class by the Company.

#### **Article 17. General Meeting of Shareholders: Convening, Notice, and Agenda**

1. The Board of Directors shall convene the General Meeting of Shareholders, except where the General Meeting of Shareholders is convened pursuant to Clauses 13.4(b) or 13.4(c) of this Charter.

2. The person convening the General Meeting of Shareholders shall perform the following duties:

a. Prepare the list of shareholders entitled to attend and vote at the meeting within thirty (30) days prior to the opening date of the General Meeting of Shareholders; prepare the meeting agenda and relevant documents in accordance with applicable laws and the Company's regulations;

b. Determine the time and venue of the meeting;

c. Send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders and simultaneously published through the information disclosure system of the Stock Exchange and on the Company's website. Such notice must be sent at least twenty-one (21) days prior to the date of the General Meeting of Shareholders, calculated from the date on which the notice is duly dispatched, postage prepaid, or deposited in the mail. The agenda of the General Meeting of Shareholders and documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. Where such documents are not enclosed with the notice of meeting, the notice must clearly specify the address of the website where shareholders may access the relevant documents.

4. Shareholders or groups of shareholders referred to in Article 11.3 of these Charters have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be submitted to the Company at least 3 (three) working days before the opening date of the General Meeting of Shareholders. The proposal must include the shareholder's full name, the number and type of shares held, and the proposed agenda item.

5. The person convening the General Meeting of Shareholders may refuse a proposal referred to in Clause 4 of this Article in the following circumstances:

- a. The proposal is submitted after the prescribed deadline or does not contain sufficient or proper information;
  - b. At the time of submission, the shareholder or group of shareholders does not hold at least five percent (5%) of the ordinary shares continuously for a period of at least six (6) months;
  - c. The proposed matter does not fall within the authority of the General Meeting of Shareholders for discussion and approval;
  - d. Other cases as provided by law.
6. The Board of Directors shall prepare draft resolutions for each matter included in the meeting agenda.
7. Where shareholders representing one hundred percent (100%) of the voting shares are present in person or through duly authorized representatives at the General Meeting of Shareholders, all resolutions unanimously adopted by the meeting shall be valid and effective notwithstanding any failure to comply with procedures for convening the meeting or the fact that the matters voted upon were not included in the original agenda.

#### **Article 18. Conditions for Holding a General Meeting of Shareholders**

1. A General Meeting of Shareholders shall be validly convened and conducted when shareholders attending the meeting represent at least fifty-one percent (51%) of the total voting rights.
2. If the required quorum is not present within thirty (30) minutes from the scheduled opening time of the meeting, the meeting must be reconvened within thirty (30) days from the date originally scheduled for the first General Meeting of Shareholders. The reconvened General Meeting of Shareholders may proceed only when the shareholders and their authorized representatives attending the meeting represent at least thirty-three percent (33%) of the total voting rights.
3. If the second meeting cannot be held due to the absence of the required quorum within thirty (30) minutes from the scheduled opening time, a third General Meeting of Shareholders may be convened within twenty (20) days from the date scheduled for the second meeting. In such case, the meeting shall be deemed valid regardless of the number of shareholders or authorized representatives attending and shall have full authority to decide on all matters that could have been approved by the first General Meeting of Shareholders.
4. Only the General Meeting of Shareholders shall have the authority to amend the meeting agenda that was circulated together with the notice of meeting in accordance with Article 142 of the Law on Enterprises.

#### **Article 19. Procedures for Conducting Meetings and Voting at the General Meeting of Shareholders**

1. On the date of the General Meeting of Shareholders, the Company shall conduct shareholder registration and shall continue such registration until all shareholders entitled to attend the meeting have completed registration.
2. Upon registration, the Company shall issue to each shareholder or duly authorized representative entitled to vote a voting card stating the registration number, the name of the shareholder, the name of the authorized representative (if any), and the number of votes represented. When voting at the meeting, votes in favor of a resolution shall be collected first, followed by votes against the resolution. The total number of votes in favor, against, and abstaining shall then be counted to determine the outcome. The Chairperson shall announce the voting results immediately after the vote on each matter. The General Meeting of Shareholders shall appoint from among the attendees persons responsible for vote counting or supervising the

vote count. If no such persons are appointed by the meeting, the Chairperson shall appoint them. The vote-counting committee shall consist of no more than three (3) members.

3. Shareholders arriving after the commencement of the meeting shall have the right to register immediately and thereafter participate in and vote at the meeting. The Chairperson shall not be required to suspend the meeting for the registration of late-arriving shareholders, and the validity of any votes cast prior to their arrival shall not be affected.

4. The Chairman of the Board of Directors shall act as Chairperson of meetings convened by the Board of Directors. In the absence of the Chairman or where the Chairman is temporarily unable to perform his/her duties, the remaining members of the Board of Directors shall elect one of their members to act as Chairperson of the meeting. If no member is able to act as Chairperson, the member of the Board of Directors holding the highest office shall preside over the election of the Chairperson by the General Meeting of Shareholders from among the attendees, and the person receiving the highest number of votes shall serve as Chairperson of the meeting. In all other cases, the person convening the General Meeting of Shareholders shall preside over the election of the Chairperson, and the person receiving the highest number of votes shall be elected as Chairperson of the meeting.

5. The Chairperson shall have the authority to decide on the order of business, procedures, and matters arising outside the agenda of the General Meeting of Shareholders.

6. The Chairperson may adjourn the General Meeting of Shareholders, even where the required quorum is present, to another time and location determined by the Chairperson without obtaining the consent of the meeting if (a) The attendees cannot be adequately accommodated at the meeting venue, (b) The conduct of attendees causes or is likely to cause disorder or disruption of the meeting; or (c) Such adjournment is necessary to ensure that the business of the meeting is conducted properly and lawfully. In addition, the Chairperson may adjourn the meeting with the consent or at the request of the General Meeting of Shareholders where the required quorum is present. The period of adjournment shall not exceed three (3) days from the originally scheduled opening date of the meeting. The reconvened meeting shall only consider matters that could lawfully have been dealt with at the adjourned meeting.

7. Where the Chairperson adjourns or suspends the General Meeting of Shareholders contrary to Clause 6 of this Article, the General Meeting of Shareholders shall elect another attendee to replace the Chairperson and conduct the meeting until its conclusion. Any resolutions and votes adopted at such meeting shall remain valid and effective.

8. The Chairperson or the Secretary of the meeting may undertake such actions as they deem necessary to ensure that the General Meeting of Shareholders is conducted lawfully, orderly, and in a manner that reflects the wishes of the majority of attendees.

9. The Board of Directors may require shareholders or their authorized representatives attending the General Meeting of Shareholders to comply with inspection procedures or security measures deemed appropriate by the Board of Directors. Where any shareholder or authorized representative refuses to comply with such inspection procedures or security measures, the Board of Directors may, after careful consideration, refuse admission to or remove such person from the meeting.

10. After careful consideration, the Board of Directors may implement such measures as it deems appropriate in order to:

- a. Arrange seating at the venue of the General Meeting of Shareholders;
- b. Ensure the safety and security of all persons present at the venue;
- c. Facilitate the attendance or continued attendance of shareholders at the meeting.

The Board of Directors shall have full authority to modify such measures and to implement any additional measures it considers necessary, including the issuance of admission passes or the application of other selection methods.

11. Where the measures referred to above are applied, the Board of Directors may, when determining the venue of the General Meeting of Shareholders:

a. Announce that the meeting shall be conducted at the location specified in the notice of meeting where the Chairperson will be present (the "Principal Meeting Venue");

b. Make arrangements enabling shareholders or authorized representatives who are unable to attend at the Principal Meeting Venue, or who wish to participate from another location, to attend the meeting simultaneously.

The notice of meeting shall not be required to specify in detail the organizational arrangements referred to in this Clause.

12. For the purposes of this Charter (unless the context otherwise requires), all shareholders shall be deemed to be attending the meeting at the Principal Meeting Venue.

The Company shall hold a General Meeting of Shareholders at least once each year. The Annual General Meeting of Shareholders shall not be conducted by way of obtaining written opinions.

13. Where the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company shall ensure that shareholders are able to attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government providing detailed regulations for the implementation of certain provisions of the Law on Securities.

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

1. The General Meeting of Shareholders passes decisions within its authority by voting at the meeting or collecting written opinions.

2. Resolutions of the General Meeting of Shareholders on the following issues are approved by voting when the number of shareholders representing at least 65% of the total votes of all shareholders attending the meeting approve at the General Meeting of Shareholders:

a. Amending and supplementing the contents of the company's Charter;

b. Company development orientation;

c. Type of shares and total number of shares of each type;

d. Elect, dismiss, dismiss members of the Board of Directors and Supervisory Board;

D. Decide to invest or sell assets with a value equal to or greater than 35% of the total asset value recorded in the company's most recent financial report;

e. Approve annual financial reports;

g. Reorganize and dissolve the company.

h. Changing industries, occupations and business fields;

i. Change the Company's organizational and management structure;

3. Other resolutions are passed when approved by the number of shareholders owning at least 51% of the total votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 2 and 4 of this Article.

4. Voting to elect members of the Board of Directors must be carried out by cumulative voting method, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected member of the Board of Directors is determined by the number of votes counted from high to low, starting from the candidate with the highest number of votes until the number of members specified in the company's Charter is reached. In case there are 02 or more candidates achieving the same number of votes for the last member of the Board of Directors, re-election will be conducted among the candidates with an equal number of votes or selected according to the criteria of election regulations.

5. In case of passing a resolution in the form of collecting written opinions, the resolution of the General Meeting of Shareholders will be passed if it is approved by the number of shareholders representing at least 51% of the total votes.

6. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even if the order and procedures for convening meetings and passing such resolutions violate the provisions of the Enterprise Law and the Company's Charter.

7. The resolution of the General Meeting of Shareholders must be notified to shareholders with the right to attend the General Meeting of Shareholders within 15 days from the date the resolution is passed; In case the Company has a website, sending the resolution can be replaced by posting it on the Company's website.7. The resolution of the General Meeting of Shareholders must be notified to shareholders with the right to attend the General Meeting of Shareholders within 15 days from the date the resolution is passed; In case the Company has a website, sending the resolution can be replaced by posting it on the Company's website.

#### **Article 21. Authority and Procedures for Obtaining Written Opinions of Shareholders to Adopt Resolutions of the General Meeting of Shareholders**

The authority and procedures for obtaining written opinions of shareholders for the adoption of resolutions of the General Meeting of Shareholders shall be implemented as follows:

1. The Board of Directors shall have the right to obtain written opinions from shareholders in order to adopt resolutions of the General Meeting of Shareholders whenever it deems necessary for the interests of the Company, except in the cases specified in Clause 2, Article 147 of the Law on Enterprises.

2. The Board of Directors shall prepare the opinion solicitation form, the draft resolution of the General Meeting of Shareholders, and explanatory materials relating to the draft resolution. The opinion solicitation form, together with the draft resolution and explanatory materials, must be sent by a method ensuring delivery to the permanent address of each shareholder. The Board of Directors shall ensure that such documents are sent and disclosed to shareholders within a reasonable period for consideration and voting, and in any event no later than fifteen (15) days prior to the deadline for receipt of completed opinion forms.

3. An opinion solicitation form shall contain the following principal information:

a. The name, head office address, enterprise registration certificate number and date of issuance, and place of business registration of the Company;

b. The purpose of obtaining shareholders' opinions;

c. Full name, permanent address, nationality, Citizen Identity Card number, Passport number, or other lawful personal identification of an individual shareholder; the name, permanent address, nationality, establishment decision number or enterprise registration number of an

organizational shareholder or its authorized representative; the number of shares of each class held and the corresponding voting rights of the shareholder;

- d. The matter on which opinions are sought for the adoption of a resolution;
- e. Voting options, including: approval, disapproval, and abstention (no opinion);
- f. The deadline for returning the completed opinion solicitation form to the Company;
- g. Full name and signatures of the Chairman of the Board of Directors and the legal representative of the Company.

4. A completed opinion solicitation form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of an organizational shareholder.

The completed opinion solicitation form may be returned to the Company in one of the following manners:

- a. By post: The completed opinion solicitation form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of an organizational shareholder. The form must be placed in a sealed envelope, and no person shall be entitled to open it before the vote-counting process.
- b. By electronic mail: An opinion solicitation form submitted by electronic mail must remain confidential until the vote-counting process.

Opinion solicitation forms received after the prescribed deadline stated therein, or forms that have been opened before vote counting, shall be deemed invalid

5. The Board of Directors shall conduct the vote count and prepare a vote-counting report under the supervision of the Supervisory Board or shareholders who do not hold managerial positions within the Company. The vote-counting report shall contain the following principal information:

- a. The name, head office address, enterprise registration certificate number and date of issuance, and place of business registration of the Company;
- b. The purpose of the opinion solicitation and the matters submitted for approval;
- c. The number of shareholders participating in the vote and the total number of voting rights represented, specifying valid and invalid votes separately, together with an appendix containing the list of participating shareholders;
- d. The total number of votes in favor, against, and abstaining with respect to each matter;
- e. The resolutions adopted;
- f. Full names and signatures of the Chairman of the Board of Directors, the legal representative of the Company, and the vote-counting supervisor.

Members of the Board of Directors and the vote-counting supervisor shall be jointly liable for the truthfulness and accuracy of the vote-counting report and shall jointly bear responsibility for any damages arising from resolutions adopted on the basis of dishonest or inaccurate vote counting.

6. The vote-counting report must be published on the Company's website within twenty-four (24) hours and sent to shareholders within fifteen (15) days from the completion of the vote-counting process.

7. The completed opinion solicitation forms, the vote-counting report, the full text of the adopted resolutions, and all related documents attached to the opinion solicitation forms shall be retained at the Company's head office.

8. Any resolution adopted through the written opinion solicitation process shall have the same validity and effect as a resolution adopted at a meeting of the General Meeting of Shareholders.

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

## 1. Minutes of the General Meeting of Shareholders

The Chairperson of the General Meeting of Shareholders shall be responsible for organizing the preparation and retention of the minutes of the General Meeting of Shareholders. The minutes of the General Meeting of Shareholders must be published on the Company's website within twenty-four (24) hours and sent to all shareholders within fifteen (15) days from the date of conclusion of the meeting. The requirement to send the minutes may be satisfied by posting them on the Company's website.

The minutes of the General Meeting of Shareholders shall contain the following principal contents:

- a. Time and venue of the meeting;
- b. Agenda and contents of the meeting;
- c. Full names of the Chairperson and the Secretary of the meeting;
- d. Summary of the proceedings of the meeting and each matter discussed under the meeting agenda;
- e. Number of shareholders and total voting rights of shareholders attending the meeting; details of shareholder representatives attending the meeting, including the number of shares and corresponding voting rights represented;
- f. Total number of votes cast in respect of each matter submitted for voting, specifying the voting method used, the number of valid votes, invalid votes, votes in favor, votes against, and abstentions; and the corresponding percentages of the total voting rights represented at the meeting;
- g. Matters approved by the meeting and the corresponding voting ratios in favor of approval;
- h. Signatures of the Chairperson and the Secretary. Where the Chairperson or the Secretary refuses to sign the minutes, the minutes shall nevertheless be valid if signed by all other members of the Board of Directors attending the meeting and if they contain all information required under this Clause. In such case, the minutes must clearly state the refusal of the Chairperson and/or the Secretary to sign.

The minutes of the General Meeting of Shareholders shall constitute conclusive evidence of the matters conducted at the meeting unless objections to the contents of the minutes are raised in accordance with the prescribed procedures within ten (10) days from the date the minutes are sent. The minutes shall be prepared in Vietnamese and may additionally be prepared in a foreign language. Both versions shall have equal legal validity, provided that they are signed by the Chairperson and the Secretary and prepared in accordance with the Law on Enterprises and this Charter. In the event of any discrepancy between the Vietnamese version and the foreign-language version of the minutes, the Vietnamese version shall prevail. Meeting records, minutes, attendance registers signed by attending shareholders, and powers of attorney for attendance shall be retained at the Company's head office.

## 2. Effectiveness of Resolutions of the General Meeting of Shareholders

- a. A resolution of the General Meeting of Shareholders shall take effect from the date of its adoption or from such effective date as specified in the resolution.
- b. A resolution of the General Meeting of Shareholders approved by shareholders representing one hundred percent (100%) of the voting shares shall be lawful and effective even where the procedures for convening the meeting or adopting the resolution have not been carried out in full compliance with applicable regulations.

c. Where a shareholder or a group of shareholders requests a Court or an Arbitration Tribunal to annul a resolution of the General Meeting of Shareholders in accordance with applicable law, such resolution shall remain valid and enforceable until a contrary decision is issued by the Court or Arbitration Tribunal, except where interim emergency measures are applied pursuant to a decision of a competent authority.

### **Article 23. Request for Annulment of Resolutions of the General Meeting of Shareholders**

Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the vote-counting report relating to the collection of written opinions of shareholders, any shareholder or group of shareholders, member of the Board of Directors, General Director, or member of the Supervisory Board shall have the right to request a Court or an Arbitration Tribunal to review and annul a resolution of the General Meeting of Shareholders in the following circumstances:

1. The procedures for convening the General Meeting of Shareholders were not carried out in accordance with the provisions of applicable law and the Company's Charter;
2. The procedures for adopting the resolution, or the contents of the resolution, violate applicable law or the Company's Charter.

Where a resolution of the General Meeting of Shareholders is annulled pursuant to a decision of a Court or an Arbitration Tribunal, the person who convened the annulled General Meeting of Shareholders may consider reconvening the General Meeting of Shareholders within thirty (30) working days in accordance with the procedures prescribed by the Law on Enterprises and this Charter.

## **VII. BOARD OF DIRECTORS**

### **ARTICLE 24. COMPOSITION AND TERM OF OFFICE OF MEMBERS OF THE BOARD OF DIRECTORS**

1. The Board of Directors shall consist of five (05) members. The term of office of the Board of Directors shall be five (05) years. The term of office of a member of the Board of Directors shall not exceed five (05) years. Members of the Board of Directors may be re-elected for an unlimited number of terms. The total number of independent members and non-executive members of the Board of Directors shall account for at least one-third (1/3) of the total number of members of the Board of Directors. Members of the Board of Directors must satisfy all qualifications and conditions prescribed by the Law on Enterprises.

The minimum number of non-executive/independent members of the Board of Directors shall be determined by rounding down to the nearest whole number.

2. Shareholders holding voting shares for a continuous period of at least six (06) months have the right to combine their individual voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 5% to less than 10% of the total voting shares are entitled to nominate one (01) candidate; from 10% to less than 30% are entitled to nominate a maximum of two (02) candidates; from 30% to less than 40% are entitled to nominate a maximum of three (03) candidates; from 40% to less than 50% are entitled to nominate a maximum of four (04) candidates; from 50% to less than 60% are entitled to nominate a maximum of five (05) candidates; from 60% to less than 70% are entitled to nominate a maximum of six (06) candidates; from 70% to 80% are entitled to nominate a maximum of seven (07) candidates; and from 80% to under 90% are nominated a maximum of eight (08) candidates.

3. Where the number of candidates nominated or self-nominated for election to the Board of Directors remains insufficient, the incumbent Board of Directors may nominate additional

candidates or organize nominations in accordance with a mechanism prescribed by the Company. The nomination mechanism or the procedure by which the incumbent Board of Directors nominates candidates must be clearly disclosed and approved by the General Meeting of Shareholders prior to the nomination process.

4. A member of the Board of Directors shall cease to hold office in any of the following circumstances:

a. Such member no longer satisfies the qualifications required for membership of the Board of Directors under the Law on Enterprises or is prohibited by law from serving as a member of the Board of Directors;

b. Such member submits a written resignation to the Company's head office;

c. Such member suffers from a mental disorder, and other members of the Board of Directors possess professional evidence demonstrating that he or she no longer has legal capacity to act;

d. Such member fails to attend meetings of the Board of Directors for a continuous period of six (06) months without the approval of the Board of Directors, and the Board of Directors resolves that his or her position shall be deemed vacant;

e. Such member is removed from office pursuant to a resolution of the General Meeting of Shareholders.

5. The Board of Directors may appoint another person to temporarily fill a vacancy arising on the Board of Directors, and such appointment must be approved at the next General Meeting of Shareholders. Upon approval by the General Meeting of Shareholders, the appointment shall be deemed effective from the date on which the Board of Directors made the appointment. The term of office of the newly appointed member shall commence on the effective date of the appointment and continue until the expiration of the current term of the Board of Directors. If the appointment is not approved by the General Meeting of Shareholders, all resolutions and decisions of the Board of Directors adopted prior to the date of such General Meeting of Shareholders, with the participation and voting of the replacement member, shall remain valid and effective.

6. The appointment of members of the Board of Directors shall be disclosed in accordance with the laws and regulations on securities and the securities market.

7. A member of the Board of Directors is not required to be a shareholder of the Company. A member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors or Members' Council of no more than five (05) other companies.

#### **Article 25. Powers and Duties of the Board of Directors**

1. The business operations and affairs of the Company shall be managed by, or carried out under the direction of, the Board of Directors. The Board of Directors shall have full authority to exercise all rights on behalf of the Company, except for those matters falling within the authority of the General Meeting of Shareholders.

2. The Board of Directors shall supervise the General Director and other managers of the Company.

3. The rights and obligations of the Board of Directors shall be prescribed by law, this Charter, the internal regulations of the Company, and resolutions of the General Meeting of Shareholders. In particular, the Board of Directors shall have the following powers and duties:

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

b. To recommend the classes of shares and the total number of shares authorized for offering of each class;

- c. To decide on the sale of unsold shares within the authorized number of shares offered for each class and to decide on other methods of capital mobilization;
- d. To determine the offering price of shares and bonds of the Company;
- e. To decide on the repurchase of shares in accordance with Clauses 1 and 2 of Article 133 of the Law on Enterprises;
- f. To decide on investment plans and investment projects within the authority and limits prescribed by law;
- g. To decide on market development, marketing, and technology solutions;
- h. To approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value equal to or exceeding thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements, except for contracts and transactions falling within the authority of the General Meeting of Shareholders under the Law on Enterprises;
- i. To elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, enter into employment contracts with, and terminate employment contracts of the General Director, Deputy General Directors, and Chief Accountant; to determine the salaries, remuneration, bonuses, and other benefits of such persons; to appoint authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies; and to determine the remuneration and other benefits of such representatives;
- k. To supervise and direct the General Director and other managers in the conduct of the Company's day-to-day business operations;
- l. To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, representative offices, and the contribution of capital to or acquisition of shares in other enterprises;
- m. To approve the agenda and materials for meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or organize the collection of shareholders' written opinions for the adoption of resolutions;
- n. To submit annual financial statements to the General Meeting of Shareholders;
- o. To recommend dividend levels; to determine the time and procedures for dividend payment or the treatment of losses incurred in business operations;
- p. To recommend the reorganization or dissolution of the Company and to petition for the Company's bankruptcy;
- q. To promulgate the Operating Regulations of the Board of Directors and the Internal Corporate Governance Regulations following approval by the General Meeting of Shareholders; and to promulgate the Company's Information Disclosure Regulations;
- r. To propose the issuance of convertible bonds and warrants entitling holders to purchase shares at predetermined prices; and to determine the offering prices of bonds, shares, and convertible securities where authorized by the General Meeting of Shareholders;
- s. To decide on borrowings and the implementation of mortgages, security interests, guarantees, indemnities, and other forms of security provided by the Company;
- t. To approve investments not included in the approved business plan and budget where such investments exceed ten percent (10%) of the value of the annual business plan and budget;
- u. To decide on the acquisition or disposal of shares in other companies established in Vietnam or abroad;
- v. To determine the value of non-cash assets contributed to the Company in connection with the issuance of shares or bonds, including gold, land use rights, intellectual property rights, technology, and technical know-how;

x. To decide on the Company's purchase or redemption of not more than ten percent (10%) of each class of shares and to determine the purchase or redemption price thereof;

y. To exercise other rights and perform other obligations as prescribed by the Law on Enterprises, the Law on Securities, other applicable laws, and this Charter.

4. The Board of Directors shall report to the General Meeting of Shareholders on its activities, particularly its supervision of the General Director and other managers during the financial year. If the Board of Directors fails to submit such report to the General Meeting of Shareholders, the Company's annual financial statements shall be deemed invalid and not approved by the Board of Directors.

5. Unless otherwise provided by law or this Charter, the Board of Directors may delegate authority to subordinate employees and managers to act on behalf of the Company.

6. Members of the Board of Directors (excluding alternate authorized representatives) shall be entitled to remuneration for their services as members of the Board of Directors. The aggregate remuneration of the Board of Directors shall be determined by the General Meeting of Shareholders. Such remuneration shall be allocated among the members of the Board of Directors in accordance with an agreement among them or, failing such agreement, in equal proportions.

7. The total amount paid to each member of the Board of Directors, including remuneration, expenses, commissions, share purchase rights, and other benefits received from the Company, its subsidiaries, affiliated companies, and other companies in which such member represents the Company's contributed capital, shall be disclosed in detail in the Company's annual report.

8. A member of the Board of Directors holding an executive position (including the position of Chairman or Vice Chairman), serving on committees of the Board of Directors, or performing duties which, in the opinion of the Board of Directors, fall outside the ordinary scope of a director's responsibilities, may receive additional remuneration in the form of a fixed fee per assignment, salary, commission, profit-sharing percentage, or any other form determined by the Board of Directors.

9. Members of the Board of Directors shall be entitled to reimbursement of all travel, accommodation, meal, and other reasonable expenses actually incurred in the performance of their duties, including expenses incurred in attending meetings of the Board of Directors, committees of the Board of Directors, or the General Meeting of Shareholders.

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

1. The General Meeting of Shareholders or the Board of Directors shall elect from among the members of the Board of Directors a Chairman and a Vice Chairman. The Chairman of the Board of Directors may concurrently hold, or may not concurrently hold, the position of General Director of the Company.

2. The Chairman of the Board of Directors shall be responsible for convening and presiding over meetings of the General Meeting of Shareholders and meetings of the Board of Directors, and shall have such other rights and responsibilities as prescribed by this Charter and the Law on Enterprises.

3. The Chairman of the Board of Directors shall be responsible for ensuring that the Board of Directors submits the annual financial statements, reports on the Company's operations, audit reports, and supervisory reports of the Board of Directors to the shareholders at the General Meeting of Shareholders.

4. In the event that both the Chairman and the Vice Chairman of the Board of Directors resign or are removed from office, the Board of Directors shall elect a replacement within ten (10) days.

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

1. Where the Board of Directors elects a Chairman, the first meeting of the Board of Directors for the relevant term, for the purpose of electing the Chairman and adopting other matters within its authority, shall be held within seven (7) working days from the completion of the election of the Board of Directors for that term. Such meeting shall be convened by the member receiving the highest number of votes. Where two or more members receive the same highest number of votes, those members shall elect, by majority vote, one among them to convene the meeting of the Board of Directors.

2. Regular Meetings: The Chairman of the Board of Directors shall convene meetings of the Board of Directors and determine the agenda, time, and venue of the meeting at least seven (7) days prior to the proposed meeting date. The Chairman may convene meetings whenever deemed necessary; however, the Board of Directors shall meet at least once every quarter.

3. The Chairman of the Board of Directors shall convene extraordinary meetings whenever deemed necessary for the interests of the Company. In addition, the Chairman shall convene a meeting of the Board of Directors, without unreasonable delay, upon receipt of a written request stating the purpose of the meeting and the matters to be discussed from any of the following:

- a. The General Director or at least five (5) other managers;
- b. At least two (2) members of the Board of Directors;
- c. The Supervisory Board.

4. The meetings of the Board of Directors referred to in Clause 3 of this Article shall be held within seven (7) working days from the date of receipt of the request. If the Chairman refuses to convene such meeting upon request, the Chairman shall be liable for any damages incurred by the Company. The persons entitled to request the meeting under Clause 3 of this Article may themselves convene the meeting of the Board of Directors.

5. Upon request of the independent auditor, the Chairman of the Board of Directors shall convene a meeting of the Board of Directors to discuss the audit report and the condition of the Company.

6. Meeting Venue: Meetings of the Board of Directors shall be held at the registered office of the Company or at another location in Vietnam or abroad as determined by the Chairman of the Board of Directors and approved by the Board of Directors.

7. Notice and Agenda of Meetings: Notice of a meeting of the Board of Directors must be sent to all members of the Board at least three (3) working days before the meeting date. Board members may waive the notice requirement in writing, and such waiver may have retroactive effect. The notice shall be made in Vietnamese and must specify the agenda, time, and venue of the meeting, together with all necessary documents relating to matters to be discussed and voted upon at the meeting, as well as voting forms for members who are unable to attend.

The notice may be sent by post, fax, email, or other means, provided that it reaches the address registered with the Company for each member of the Board of Directors.

8. The first meeting of the Board of Directors shall only proceed and adopt resolutions when at least three-quarters (3/4) of the members of the Board are present in person or through authorized representatives.

If the required quorum is not met, the meeting shall be reconvened within seven (7) days from the date originally scheduled. The reconvened meeting may proceed if more than one-half (1/2) of the members of the Board of Directors are present.

9. A member of the Board of Directors shall be deemed to attend and vote at a meeting in the following cases:

a. Attending and voting in person at the meeting;

b. Authorizing another person to attend and vote on his/her behalf in accordance with Clause 11 of this Article;

c. Attending and voting through an online meeting, electronic voting system, or other electronic means;

d. Sending a voting ballot to the meeting by mail, fax, or email.

10. Where voting ballots are submitted to a meeting by post, the ballots must be sealed in an envelope and delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening of the meeting. Such ballots shall only be opened in the presence of all attendees at the meeting.

11 Members of the Board of Directors shall attend all meetings of the Board. A member may authorize another person to attend and vote on his/her behalf if approved by a majority of the members of the Board of Directors.

## 12. Voting

a. Except as provided in Point b, Clause 12 of this Article 27, each member of the Board of Directors, or his/her authorized representative personally attending the meeting, shall have one vote.

b. A member of the Board of Directors shall not vote on any contract, transaction, or proposal in which such member or his/her related person has an interest that conflicts or may conflict with the interests of the Company. Such member shall not be counted toward the minimum number of attendees required to constitute a quorum for deliberations on matters in which he/she is not entitled to vote.

c. Subject to Point d, Clause 12 of this Article 27, where an issue arises during a Board meeting concerning the extent of a Board member's interest or the voting rights of a Board member, and such issue cannot be resolved through the voluntary abstention of that member, the matter shall be referred to the Chairperson of the meeting. The Chairperson's ruling shall be final and binding on all other Board members, unless the nature or scope of the relevant member's interest has not been fully disclosed.

d. A Board member benefiting from a contract specified in Points a and b, Clause 4, Article 35 of this Charter shall be deemed to have a material interest in such contract.

13. A Board member who directly or indirectly benefits from a contract or transaction already entered into or proposed to be entered into with the Company, and who is aware of such interest, shall disclose the nature and content of that interest at the first Board meeting considering the execution of such contract or transaction. Where a Board member was unaware of his/her own interest or the interest of a related person at the time the contract or transaction was entered into, such member shall disclose the relevant interest at the first Board meeting held after becoming aware that he/she has or may have an interest in the relevant transaction or contract.

14. The Board of Directors shall adopt resolutions and decisions based on the affirmative votes of a majority (more than 50%) of the attending Board members. In the event of an equal number of votes for and against, the vote of the Chairman shall be the deciding vote.

15. A meeting of the Board of Directors may be conducted among Board members located in different places, provided that each participating member is able to:

- a. Hear every other participating Board member speaking during the meeting; and
- b. If he/she wishes, address all other participating members simultaneously.

Communication among members may be conducted directly by telephone, by other communication facilities (whether existing at the time this Charter is adopted or developed thereafter), or through a combination of such methods. For the purposes of this Charter, a Board member participating in such a meeting shall be deemed to be present at the meeting. The meeting venue shall be deemed to be the location where the largest group of participating Board members is gathered, or, if there is no such group, the location where the Chairperson of the meeting is present.

Resolutions adopted at a duly convened and conducted telephone meeting shall take effect immediately upon conclusion of the meeting but must subsequently be confirmed by the signatures of all participating Board members in the meeting minutes.

16. A written resolution must bear the signatures of all Board members who:
  - a. Are entitled to vote on the resolution at a Board meeting; and
  - b. Together constitute not less than the minimum number of members required for a valid Board meeting.

Such written resolutions shall have the same validity and effect as resolutions adopted at a duly convened and conducted Board meeting.

A resolution may be executed in multiple counterparts, provided that each counterpart contains at least one signature of a Board member.

17. The Chairman of the Board of Directors shall be responsible for forwarding the minutes of Board meetings to Board members. Such minutes shall be regarded as conclusive evidence of the matters conducted at the meetings unless objections to the contents of the minutes are raised within ten (10) days from the date of dispatch. Board meeting minutes shall be prepared in Vietnamese and must bear the signatures of all Board members attending the meeting. Alternatively, the minutes may be prepared in several counterparts, each signed by at least one (01) Board member participating in the meeting.

18. Board Subcommittees: The Board may establish and delegate authority to subcommittees. Subcommittee members may consist of one or more members of the Board and one or more external members as decided by the Board. In exercising their delegated authority, subcommittees must comply with the regulations set forth by the Board. These regulations may amend or permit the inclusion of non-Board members into the aforementioned subcommittees and allow them to vote as members of the subcommittee, but (a) the number of external members must be less than half the total number of subcommittee members, and (b) resolutions of subcommittees are only valid when a majority of the members present and voting at the subcommittee meeting are members of the Board.

19. Acts performed in execution of decisions of the Board of Directors, a committee of the Board, or a person acting as a committee member shall remain legally valid even if there are defects in the election, appointment, or qualification of such Board member or committee member.

## **VIII. CEO, MANAGERS AND PERSONS IN CHARGE OF COMPANY ADMINISTRATION, COMPANY SECRETARY**

### **Article 28. Management Organization**

The Company's management system shall ensure that the management apparatus is accountable to and operates under the supervision and direction of the Board of Directors. The Company shall have one (01) Chief Executive Officer (CEO), Deputy Chief Executive Officers, a Chief Accountant, and such other positions as may be appointed by the Board of Directors. The appointment, dismissal, or removal of the foregoing positions must be effected by a duly adopted resolution of the Board of Directors.

**Article 29. Managers**

1. Upon the recommendation of the Chief Executive Officer and with the approval of the Board of Directors, the Company may employ such number and categories of managers as are necessary or appropriate for its organizational structure and corporate governance practices, as determined by the Board of Directors from time to time. Managers shall exercise the diligence necessary to ensure that the Company's operations and organization achieve their established objectives.

2. The salary, remuneration, benefits, and other terms and conditions of employment of the Chief Executive Officer shall be determined by the Board of Directors. The employment contracts and compensation arrangements of other managers shall be decided by the Board of Directors after consultation with the Chief Executive Officer.

**Article 30. Appointment, Dismissal, Duties and Powers of the Chief Executive Officer**

1. Appointment: The Board of Directors appoints a member of the Board or another person as the Chief Executive Officer and will sign a contract specifying the salary, remuneration, benefits, and other terms related to the employment. Information regarding the salary, allowances, and benefits of the Chief Executive Officer must be reported to the Annual General Meeting of Shareholders and included in the Company's annual report.

2. Term of Office: The term of office for the CEO is 5 (five) years and may be reappointed. The appointment may expire based on the provisions of the employment contract. The CEO is not permitted to be a person prohibited by law from holding this position, namely minors, persons lacking legal capacity, persons who have been convicted of imprisonment, persons currently serving prison sentences, members of the armed forces, civil servants, and persons who have been found to have caused the bankruptcy of the company they previously led.

3. The Chief Executive Officer shall have the following powers and responsibilities:

a. To implement resolutions of the Board of Directors and the General Meeting of Shareholders, as well as the Company's business and investment plans approved by the Board of Directors and the General Meeting of Shareholders;

b. To decide on all matters that do not require a resolution of the Board of Directors, including signing financial and commercial contracts on behalf of the Company and organizing and managing the Company's day-to-day business operations in accordance with best management practices;

c. To recommend the number and categories of managers that the Company should employ for appointment or dismissal by the Board of Directors when necessary in order to implement effective operational and management structures proposed by the Board, and to advise the Board on salaries, remuneration, benefits, and other terms and conditions of employment applicable to managers;

d. To consult with the Board of Directors regarding decisions on the number of employees, salaries, allowances, benefits, appointments, dismissals, and other terms and conditions of their employment contracts;

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e. By 31 October of each year, to submit to the Board of Directors for approval a detailed business plan for the following fiscal year, based on budgetary requirements and the Company's five-year financial plan;

f. To implement the annual business plan approved by the General Meeting of Shareholders and the Board of Directors;

g. To propose measures aimed at improving the Company's operations and management;

h. To prepare the Company's long-term, annual, and monthly budgets (hereinafter referred to as the "Budgets") for long-term, annual, and monthly management purposes in accordance with the business plan. The annual budget, including the projected balance sheet, profit and loss statement, and cash flow statement for each fiscal year, shall be submitted to the Board of Directors for approval and must contain the information required by the Company's internal regulations;

i. To perform all other duties and functions as provided in this Charter, the Company's internal regulations, resolutions of the Board of Directors, the CEO's employment contract, and applicable laws.

4. Reporting to the Board of Directors and Shareholders: The Chief Executive Officer shall be accountable to the Board of Directors and the General Meeting of Shareholders for the performance of the assigned duties and powers and shall report to these bodies whenever requested.

5. Dismissal: The Board of Directors may dismiss the Chief Executive Officer if at least two-thirds (2/3) of the Board members vote in favor of such dismissal (excluding the vote of the CEO if he/she is also a member of the Board of Directors), and shall appoint a replacement Chief Executive Officer. A dismissed Chief Executive Officer shall have the right to object to the dismissal at the next nearest General Meeting of Shareholders.

### **Article 31. Company Governance Officer and Company Secretary**

1. The Board of Directors shall appoint at least one (01) Company Governance Officer to assist in the corporate governance activities of the Company in accordance with applicable regulations. The Company Governance Officer may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises..

2. The Company Governance Officer must not concurrently work for an approved auditing organization that is conducting audits of the Company's financial statements.

3. The Company Governance Officer shall have the following rights and duties:

a. Advising the Board of Directors on the organization of General Meetings of Shareholders in accordance with applicable regulations and on matters relating to the relationship between the Company and its shareholders;

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

c. Advising on meeting procedures;

d. Attending meetings;

e. Advising on the procedures for preparing resolutions of the Board of Directors in compliance with legal requirements;

f. Providing financial information, minutes of Board meetings, and other information to members of the Board of Directors and the Supervisory Board;

g. Monitoring and reporting to the Board of Directors on the Company's information disclosure activities;

h. Acting as the principal liaison with stakeholders and other interested parties;

i. Maintaining confidentiality of information in accordance with applicable laws and this Charter;

k. Performing other rights and obligations as prescribed by law.

4. The Board of Directors shall appoint one (01) or more persons to serve as the Company Secretary for such term and under such conditions as determined by the Board of Directors. The Board of Directors may dismiss the Company Secretary whenever necessary, provided that such dismissal complies with applicable labor laws. The Board may also appoint one or more Assistant Company Secretaries from time to time. The roles and duties of the Company Secretary shall include:

a. Preparing meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders at the request of the Chairman of the Board of Directors or the Supervisory Board;

b. Attending meetings and preparing meeting minutes;

c. Advising on meeting procedures;

d. Providing financial information, copies of Board meeting minutes, and other information to members of the Board of Directors and the Supervisory Board;

e. Ensuring that resolutions of the Board of Directors comply with applicable laws.

The Company Secretary shall be responsible for maintaining confidentiality of information in accordance with applicable laws and this Charter.

## **IX. SUPERVISORY BOARD**

### **Article 32. Members of the Board of Supervisors**

1. The Board of Supervisors of the Company shall consist of three (03) members. Members of the Board of Supervisors must not work in the accounting or finance department of the Company and must not be members or employees of the independent auditing firm that audits the Company's financial statements. More than half of the members of the Board of Supervisors must reside in Vietnam.

Members of the Board of Supervisors must not be family members of members of the Board of Directors, the Chief Executive Officer (CEO), or other managers of the Company, and must satisfy the qualifications and conditions prescribed by the Law on Enterprises.

The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, dismissal, and removal shall be decided by majority vote. The Head of the Board of Supervisors must hold at least a university degree in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a discipline relevant to the Company's business activities. The Head of the Board of Supervisors shall have the following rights and duties:

a. Convene meetings of the Board of Supervisors;

b. Request the Board of Directors, the Chief Executive Officer, and other managers to provide information necessary for reporting to the Board of Supervisors;

c. Prepare and sign reports of the Board of Supervisors, after consulting with the Board of Directors, for submission to the General Meeting of Shareholders.

2. Shareholders may aggregate their voting rights to nominate candidates to the Board of Supervisors. A shareholder or group of shareholders holding from 5% to less than 10% of the total voting shares may nominate one (01) candidate; from 10% to less than 30% may nominate up to two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; and from 50% to less than 60% may nominate up to five (05) candidates.

3. Where the number of candidates nominated or self-nominated remains insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the mechanism stipulated in the Company's Internal Corporate Governance Regulations. The mechanism under which the incumbent Board of Supervisors nominates candidates must be clearly disclosed and approved by the General Meeting of Shareholders before the nomination process is conducted.
4. Members of the Board of Supervisors shall be elected by the General Meeting of Shareholders. The term of office of the Board of Supervisors shall not exceed five (05) years. Members of the Board of Supervisors may be re-elected for an unlimited number of terms.
5. A member of the Board of Supervisors shall cease to hold office in the following cases:
  - a. The member is prohibited by law from serving as a member of the Board of Supervisors;
  - b. The member resigns by submitting a written notice to the Company's head office;
  - c. The member suffers from a mental disorder and the other members of the Board of Supervisors have professional evidence demonstrating that he or she no longer has legal capacity;
  - d. The member is absent from meetings of the Board of Supervisors for six (06) consecutive months without permission from the Board of Supervisors during such period, and the Board of Supervisors determines that the position has become vacant;
  - e. The member is removed from office by a resolution of the General Meeting of Shareholders.

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

1. The Company shall have a Board of Supervisors, which shall have the rights and obligations prescribed in Article 170 of the Law on Enterprises and this Charter, including principally the following:
  - a. To supervise the Board of Directors and the Chief Executive Officer in the management and operation of the Company;
  - b. To examine the reasonableness, legality, honesty, and prudence in the management and conduct of business operations; and the consistency, systematic nature, and appropriateness of accounting, statistics, and financial reporting activities;
  - c. To review the completeness, legality, and accuracy of the Company's annual and semi-annual business reports and financial statements, as well as reports assessing the management performance of the Board of Directors, and to submit appraisal reports to the Annual General Meeting of Shareholders. To review contracts and transactions with related persons that fall within the approval authority of the Board of Directors or the General Meeting of Shareholders, and to make recommendations regarding contracts and transactions requiring such approvals;
  - d. To review, inspect, and evaluate the effectiveness and efficiency of the Company's internal control system, internal audit function, risk management system, and early warning mechanisms;
  - e. To examine accounting books, accounting records, and other documents of the Company, as well as management and operational activities of the Company whenever deemed necessary or pursuant to a resolution of the General Meeting of Shareholders, or at the request of shareholders or groups of shareholders in accordance with the Law on Enterprises;
  - f. Upon the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises, the Board of Supervisors shall conduct an inspection within seven (07) working days from the date of receipt of such request. Within fifteen (15) days from the completion of the inspection, the Board of Supervisors shall report the inspection results to the Board of Directors and the requesting shareholder(s). Such inspection must not interfere with the normal operations of the Board of Directors or disrupt the Company's business activities;

g. To recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, or improve the Company's organizational structure, management, supervision, and business operations;

h. Upon discovering that a member of the Board of Directors or the Chief Executive Officer has violated Article 165 of the Law on Enterprises, to immediately notify the Board of Directors in writing, request the violator to cease the violation, and propose remedial measures;

i. To attend and participate in discussions at meetings of the General Meeting of Shareholders, meetings of the Board of Directors, and other meetings of the Company;

k. To engage independent consultants or utilize the Company's internal audit department in performing its assigned duties;

l. To consult with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;

m. To propose the selection of an independent auditing firm, audit fees, and all matters relating to the resignation or dismissal of the independent auditor; to discuss with the independent auditor the nature and scope of the audit before the audit commences; and to discuss difficulties and issues identified from interim or year-end audit results, as well as any matters the independent auditor wishes to raise;

n. To seek independent professional or legal advice and ensure the participation of external experts with appropriate qualifications and experience in the Company's affairs where deemed necessary;

o. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, this Charter, and resolutions of the General Meeting of Shareholders.

2. Members of the Board of Directors, the Chief Executive Officer, and managers shall provide all information and documents relating to the Company's operations at the request of the Board of Supervisors.

3. The Board of Supervisors may issue regulations governing its meetings and operating procedures. The Board of Supervisors shall meet at least twice a year, and at least two (02) members must be present at each meeting.

4. The total annual remuneration of the members of the Board of Supervisors shall be determined by the General Meeting of Shareholders. Members of the Board of Supervisors shall also be reimbursed for reasonable travel, accommodation, and other expenses incurred in attending meetings or carrying out other activities of the Board of Supervisors related to the Company's business operations.

5. Members of the Board of Supervisors shall comply with the provisions of Article 173 of the Law on Enterprises.

6. The General Meeting of Shareholders shall dismiss Supervisors in accordance with Article 174 of the Law on Enterprises.

## **X. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE CHIEF EXECUTIVE OFFICER, AND OTHER MANAGERS**

**Article 34. Duty of Care of Members of the Board of Directors, Members of the Board of Supervisors, the Chief Executive Officer, and Managers**

Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer, and authorized managers shall perform their duties, including duties as members of committees of the Board of Directors, honestly and in a manner they reasonably believe to be in the best interests of the Company, exercising the degree of care that a prudent person would exercise in a similar position and under similar circumstances.

**Article 35. Duty of Loyalty and Avoidance of Conflicts of Interest**

1. Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer, and managers shall not use business opportunities that may benefit the Company for their own personal purposes. They shall not use information obtained by virtue of their positions for personal gain or for the benefit of any other organization or individual.

2. Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer, and other managers shall disclose to the Board of Directors all interests that may give rise to conflicts of interest with the Company through business entities, transactions, or other individuals.

3. The Company shall not provide loans, guarantees, or credit facilities to members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer, managers, their family members, or legal entities in which such persons have financial interests, unless otherwise approved by the General Meeting of Shareholders.

4. A contract or transaction between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer, other managers, or their related persons, or any company, partnership, association, or organization in which such persons are members or have a financial interest, shall not be invalidated if any of the following conditions is satisfied:

a. For contracts with a value of less than 20% of the total assets recorded in the most recent financial statements, the material details of the contract or transaction, as well as the relationships and interests of the manager or Board member concerned, have been disclosed to the Board of Directors or the relevant committee. The Board of Directors or such committee has approved the contract or transaction in good faith by a majority vote of the members having no related interests;

b. For contracts with a value exceeding 20% of the total assets recorded in the most recent financial statements, the material details of the contract or transaction, as well as the relationships and interests of the manager or Board member concerned, have been disclosed to shareholders without related interests who are entitled to vote on the matter, and such shareholders have approved the contract or transaction;

c. The contract or transaction has been determined by an independent consulting organization to be fair and reasonable in all material respects to the Company's shareholders at the time the contract or transaction was approved by the Board of Directors, a committee of the Board of Directors, or the shareholders.

Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer, other managers, and their related persons shall not use undisclosed information of the Company or disclose such information to others for the purpose of carrying out related transactions.

**Article 36. Liability for Damages and Indemnification**

1. Members of the Board of Directors, members of the Board of Supervisors, the Chief Executive Officer, and managers who breach their duty to act honestly or fail to perform their

duties with due care, diligence, and professional competence shall be liable for any damages resulting from such breaches.

2. The Company shall indemnify persons who have been, are, or may become parties to claims, lawsuits, or legal proceedings (including civil and administrative proceedings, but excluding actions initiated by the Company) if such persons are or were members of the Board of Directors, managers, employees, or authorized representatives of the Company, or if they are or were serving at the request of the Company as members of the Board of Directors, managers, employees, or authorized representatives of another entity, provided that they acted honestly, prudently, and diligently in the best interests of the Company or in a manner not contrary to the best interests of the Company, complied with applicable laws, and there is no evidence establishing that they breached their duties. When performing their functions, duties, or authorized activities on behalf of the Company, members of the Board of Directors, members of the Board of Supervisors, managers, employees, and authorized representatives of the Company shall be indemnified by the Company when they become parties to claims, lawsuits, or legal proceedings (except for actions initiated by the Company) in the following circumstances:

a. They acted honestly, prudently, and diligently in the interests of the Company and in a manner not conflicting with the interests of the Company;

b. They complied with applicable laws, and there is no evidence showing that they failed to fulfill their responsibilities.

3. Indemnifiable expenses shall include incurred costs (including legal fees), court-awarded costs, fines, settlements, and other amounts actually paid or reasonably incurred in resolving such matters to the extent permitted by law. The Company may purchase insurance for such persons against the liabilities described above.

## **XI. RIGHT OF INSPECTION OF COMPANY BOOKS AND RECORDS**

### **Article 37. Rights to Inspect Books and Records**

1. Shareholders or groups of shareholders referred to in Clause 2 of Article 24 and Clause 2 of Article 32 of this Charter shall have the right, either directly or through an authorized representative, to submit a written request to inspect the shareholders' register, minutes of General Meetings of Shareholders, and to make copies or extracts of such documents during working hours at the Company's head office. Any request made by an authorized representative of a shareholder must be accompanied by a power of attorney from the shareholder represented or a notarized copy thereof.

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

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

4. The Company Charter shall be published on the Company's website.

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

### **Article 38. Employees and the Trade Union**

1. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to the recruitment and termination of employees, salaries, social insurance, welfare benefits, rewards, and disciplinary measures applicable to employees and managers.
2. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to the Company's relationship with trade union organizations in accordance with best management standards, practices and policies, the provisions of this Charter, the Company's internal regulations, and applicable laws and regulations.

## **XIII. DISTRIBUTION OF PROFITS**

### **Article 39. Distribution of Profits**

1. The General Meeting of Shareholders shall determine the annual dividend rate and the form of dividend payment from the Company's retained earnings.
2. Subject to the provisions of the Law on Enterprises, the Board of Directors may decide to declare and pay interim dividends if it considers that such payment is justified by the Company's profitability.
3. The Company shall not pay interest on any dividend or other amount payable in respect of any share.
4. The Board of Directors may propose to the General Meeting of Shareholders that all or part of a dividend be paid in shares, and the Board of Directors shall implement such resolution.
5. Where dividends or other amounts payable in respect of a class of shares are paid in cash, the Company shall make such payments in Vietnamese Dong. Payment may be made directly or through banks based on the banking details provided by shareholders. Where the Company has transferred funds in accordance with the banking details supplied by a shareholder but such shareholder does not receive the payment, the Company shall not be liable for the amount so transferred. Dividend payments in respect of shares listed on a stock exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation (VSDC).
6. In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution fixing a record date. Based on such record date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends, interest, profit distributions, shares, notices, or other documents.
7. Other matters relating to the distribution of profits shall be implemented in accordance with applicable laws and regulations.

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

### **Article 40. Bank Accounts**

1. The Company shall open and maintain bank accounts with a Vietnamese bank or with foreign banks duly licensed to operate in Vietnam.
2. Subject to prior approval from the competent authorities, where necessary, the Company may open bank accounts abroad in accordance with applicable laws and regulations.

3. The Company shall conduct all payments and accounting transactions through its Vietnam Dong or foreign currency accounts maintained with banks where the Company has opened accounts.

#### **Article 41. Financial Year**

The financial year of the Company shall commence on the first day of January each year and end on the thirty-first (31st) day of December of the same year. The first financial year of the Company shall commence on the date of issuance of the Enterprise Registration Certificate and end on the thirty-first (31st) day of December of that year.

#### **Article 42. Accounting System**

1. The accounting system adopted by the Company shall be the Vietnamese Accounting Standards (VAS) or any other accounting system approved by the Ministry of Finance.

2. The Company shall maintain its accounting books and records in the Vietnamese language. The Company shall retain accounting records appropriate to the nature of its business activities. Such records must be accurate, up-to-date, systematic, and sufficient to evidence and explain the Company's transactions.

3. The Company shall use Vietnam Dong (VND) as the accounting currency.

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

#### **Article 43. Periodic Financial Statements**

1. The Company shall prepare annual financial statements in accordance with applicable laws. The annual financial statements shall be audited in accordance with Article 45 of this Charter and, within ninety (90) days from the end of the financial year, shall be disclosed periodically and submitted to the competent State authorities as required by law.

2. The annual financial statements shall include an income statement fairly and accurately reflecting the Company's profit and loss for the financial year, a statement of financial position fairly and accurately reflecting the Company's financial condition as of the reporting date, a cash flow statement, and notes to the financial statements. Where the Company is a parent company, the annual financial statements shall also include consolidated financial statements reflecting the financial position and operations of the Company and its subsidiaries at the end of each financial year.

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

4. The audited annual financial statements shall be provided to all shareholders, publicly disclosed, and posted on the Company's website.

5. Any organization or individual having an interest shall have the right to obtain copies of the audited annual financial statements at the Company's head office upon payment of a reasonable fee.

#### **Article 44. Annual Report**

The Company shall prepare and disclose its annual report in accordance with the laws and regulations on securities and the securities market.

### **XVI. AUDIT OF THE COMPANY**

## **Article 45. Audit**

1. The Annual General Meeting of Shareholders (AGM) shall appoint an independent auditing firm, or approve a list of independent auditing firms and authorize the Board of Directors to select one of such firms to conduct the audit of the Company for the following financial year, based on the terms and conditions agreed upon with the Board of Directors. The Company shall prepare and submit its annual financial statements to the independent auditing firm after the end of the financial year.
2. The independent auditing firm shall examine, certify, and report on the annual financial statements reflecting the Company's revenues and expenditures, and shall prepare an audit report for submission to the Company.
3. The audit report shall be attached to the Company's annual financial statements.
4. The auditors conducting the audit of the Company shall be entitled to attend meetings of the General Meeting of Shareholders and shall have the right to receive notices and other information relating to such meetings that shareholders are entitled to receive. They may also express their opinions at the meeting on matters related to the audit.

## **XVII. CORPORATE SEAL**

### **Article 46. Corporate Seal**

1. The Board of Directors shall decide on and approve the Company's official seal, and the seal shall be engraved and used in accordance with applicable laws and regulations.
2. The Board of Directors and the Chief Executive Officer (CEO) shall use and manage the Company's seal in compliance with the prevailing laws and regulations.

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

### **Article 47. Termination of Operations**

1. The Company may be dissolved or cease operations in the following cases:
  - a. Upon expiry of the Company's operating term, including any extended term;
  - b. When the Company is declared bankrupt by a court in accordance with applicable laws;
  - c. Early dissolution pursuant to a resolution of the General Meeting of Shareholders;
  - d. Other cases as prescribed by law.
2. In the event of early dissolution as resolved by the General Meeting of Shareholders, the Board of Directors shall implement the dissolution procedures. Such dissolution resolution must be notified to, or approved by, the competent authorities (where required) in accordance with applicable regulations.

### **Article 48. Liquidation**

1. At least six (06) months before the expiry of the Company's operating term, or immediately following a resolution on the Company's dissolution, the Board of Directors shall establish a Liquidation Committee comprising three (03) members. Two (02) members shall be appointed by the General Meeting of Shareholders, and one (01) member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall adopt its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent professionals. All expenses related to the liquidation process shall be paid by the Company with priority over all other debts and obligations.

2. The Liquidation Committee shall notify the business registration authority of its establishment date and commencement date of operation. From that time onward, the Liquidation Committee shall represent the Company in all matters relating to the liquidation process before courts and administrative authorities.

3. Proceeds from the liquidation shall be distributed in the following order of priority:

- a. Liquidation expenses;
- b. Salaries and insurance expenses payable to employees;
- c. Taxes and other tax-related obligations payable to the State;
- d. Loans and borrowings (if any);
- e. Other liabilities of the Company;

f. Any remaining balance after payment of all obligations specified in items (a) through (e) above shall be distributed to the shareholders. Preferred shares shall have priority in payment over ordinary shares.

## **XIX. SETTLEMENT OF INTERNAL DISPUTES**

### **Article 49. Settlement of Internal Disputes**

1. In the event of any dispute or claim relating to the operations of the Company or to the rights of shareholders arising from the Charter, the Law on Enterprises, other applicable laws, or administrative regulations, between:

a. A shareholder and the Company; or

b. A shareholder and the Board of Directors, the Supervisory Board, the Chief Executive Officer, or senior management personnel, the parties concerned shall first seek to resolve such dispute through negotiation and mediation.

Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution process and shall request each party to submit the factual matters relevant to the dispute within fifteen (15) working days from the date the dispute arises. In the case of disputes involving the Board of Directors or the Chairman of the Board of Directors, either party may request or appoint an independent expert to act as an arbitrator for the dispute resolution process.

2. If no settlement is reached within six (06) weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, either party may refer the dispute to a competent Economic Arbitration Center or the competent People's Court.

3. Each party shall bear its own costs and expenses incurred in connection with the negotiation and mediation process. Court costs and expenses shall be borne by the party as determined by the court's judgment or decision.

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

### **Article 50. Amendments and Supplements to the Charter**

1. Any amendment or supplement to this Charter shall be subject to review and approval by the General Meeting of Shareholders.

2. In the event that any provisions of law relating to the Company's operations are not provided for in this Charter, or where new legal provisions differ from those set out in this Charter, such provisions of law shall automatically apply and govern the Company's operations accordingly.

## **XXI. EFFECTIVE DATE**

### **Article 51. Effective Date**

1. This Charter consists of XXI (Twenty-One) Chapters and 51 Articles and was unanimously approved by the General Meeting of Shareholders of Truong Phu Joint Stock Company on 27 June 2026. The General Meeting of Shareholders hereby approves the full effectiveness of this Charter.
2. This Charter is the sole and official Charter of the Company.

## **ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**Lương Hoài Nam**

## **LEGAL REPRESENTATIVE OF THE COMPANY**