

DRAFT

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

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**CHARTER**  
**VSC GREEN LOGISTICS JOINT STOCK COMPANY**

Hai Phong, March 26, 2026

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## INTRODUCTION

*Pursuant to:*

- *Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amending, supplementing, and guiding documents for implementation.;*
- *Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its guiding documents for implementation;*
- *Law No. 56/2024/QH15 dated November 29, 2024, on amendments and supplements to the Law on Securities, the Law on Accounting, the Law on Independent Audit, the Law on the State Budget, the Law on Management and Use of Public Assets, the Law on Tax Administration, the Law on Personal Income Tax, the Law on National Reserves, and the Law on Handling of Administrative Violations;*
- *Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;*
- *Circular No. 116/2020/TT-BTC dated December 31, 2020, guiding a number of articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP;*
- *This Charter was adopted by the General Meeting of Shareholders of VSC Green Logistics Joint Stock Company (hereinafter referred to as the “Company”), a joint stock company established and operating under Business Registration Certificate No. 0201768923, first issued by the Department of Planning and Investment of Hai Phong City on January 27, 2017.*

### I. DEFINITIONS AND INTERPRETATIONS IN THE CHARTER

#### Article 1. Definitions

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

- a. **“Company”** or **“GIC”** means VSC Green Logistics Joint Stock Company;
- b. **“Charter”** means the Charter of VSC Green Logistics Joint Stock Company;
- c. **“Charter Capital”** means the total par value of shares sold and as stipulated in Article 6 of this Charter;
- d. **“Law on Enterprises”** means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its amending, supplementing, and guiding documents for implementation;
- e. **“Law on Securities”** means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its amending, supplementing, and guiding documents for implementation;
- f. **“Date of Establishment”** means the date on which the Company was first issued the Enterprise Registration Certificate;
- g. **“Shareholder”** means an individual or organization owning at least one share of the Company;
- h. **“Founding Shareholder”** means the shareholder(s) whose information is set out in Appendix 3 of this Charter;
- i. **“Major Shareholder”** means a shareholder owning, directly or indirectly, 5% or more of the total voting shares of the Company;
- j. **“Stock”** means a certificate issued by the Company, a book-entry, or electronic data certifying the ownership of shares of the Company;
- k. **“Enterprise Manager”** means the Director, Deputy Director(s), and Chief Accountant;

l. **“Enterprise Administrator”** means a person managing the Company, including the Chairperson of the Board of Directors, members of the Board of Directors, the Director, and Deputy Director(s);

m. **“Related Person”** means any individual or organization as stipulated in Clause 46, Article 4 of the Law on Securities;

n. **“Authorized Representative”** means an individual authorized in writing by a shareholder to exercise the shareholder's rights in accordance with the Law on Enterprises and this Charter;

o. **“Subsidiary”** means a company falling into one of the following cases::

- ✓ GIC owns more than 50% of the charter capital or the total number of ordinary shares of such company;
- ✓ GIC has the right to directly or indirectly decide on the appointment of the majority or all members of the BOD/Members' Council, the Director or General Director of such company;
- ✓ GIC has the right to decide on the amendment of and supplement to the charter of such company.

p. **“Vietnam”** means the Socialist Republic of Vietnam;

2. In this Charter, references to one or more regulations or other documents shall include any amendments, supplements, or replacement documents.

3. The headings (Section, Point, Clause, Article of this Charter) are used for convenience in searching and naming chapters and articles within the Charter but shall not affect the interpretation of the content of this Charter.

4. Words or terms defined in the Law on Enterprises and other legal documents (unless inconsistent with the subject or context) shall have the same meaning in this Charter.

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

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

1. Company name:

- Vietnamese name: **CÔNG TY CỔ PHẦN VSC GREEN LOGISTICS**
- English name: **VSC GREEN LOGISTICS JOINT STOCK COMPANY**

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

3. The registered office of the Company is:

- Address: Lot CC2 – MP Dinh Vu Industrial Park, Dong Hai Ward, Hai Phong City, Vietnam.

- Tel: 0225 2838666

- Fax: 0225 2838898

- E-mail: [fgd@greenicd.com.vn](mailto:fgd@greenicd.com.vn)

- Website: [www.greenicd.com.vn](http://www.greenicd.com.vn)

4. The Company may establish branches and representative offices to fulfill its operational objectives in accordance with resolutions of the BOD and within the extent permitted by law. At the time of issuing this Charter, the Company has no branches or representative offices.

5. Unless terminated in accordance with Article 55 of this Charter, the operating term of the Company shall be indefinite.

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

1. The Company has one (01) legal representative, who is the Director. In addition to the powers of the Director as stipulated in Article 35 of this Charter, in the role of legal representative, the Director also has the rights and obligations as prescribed in this Article.

2. The legal representative of the Company is the individual representing the Company to exercise rights and perform obligations arising from the Company's transactions, representing the Company as the person requesting the resolution of civil matters, the plaintiff, the defendant, or a person with related rights and interests before Arbitration or Courts, and other rights and obligations as prescribed by law.

3. In the event that the legal representative leaves Vietnam, they must authorize another individual residing in Vietnam in writing to perform the rights and duties of the Company's legal representative. In this case, the legal representative of the Company shall remain responsible for the performance of the authorized rights and obligations in accordance with the law.

4. In the event that the authorization period expires while the legal representative of the Company has not returned to Vietnam and has not authorized another person, the authorized person shall continue to perform the rights and obligations of the Company's legal representative within the scope of the authorization until the legal representative of the Company returns to work at the Company or until the BOD decides to appoint another person as the legal representative of the Company, whichever comes first.

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

### **Article 4. Registered business lines and operational objectives of the Company**

1. The registered business lines of the Company are as set out in Appendix 2 attached to this Charter.

2. Operational objectives of the Company

The Company shall continuously develop the business lines mentioned in Clause 1 of this Article, as well as other sectors in accordance with the Law on Enterprises, to maximize potential profits for the Company, ensure the interests of shareholders, improve working conditions, increase income for employees within the Company, and fulfill budget payment obligations to the State.

### **Article 5. Business scope and activities of the Company**

1. The Company is permitted to plan and conduct all business activities in accordance with the business lines consistent with the provisions of current laws, and to implement appropriate measures to achieve the Company's objectives.

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

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

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

1. The Charter Capital of the Company, total number of shares, types of shares, and par value of the Company's shares are as stipulated in Appendix 1 attached to this Charter.

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

3. On the date of passing this Charter, all shares of the Company are ordinary shares. The rights and obligations of shareholders are stipulated in Article 12 and Article 13 of this Charter.

4. The Company may issue different classes of preference shares upon approval by the General Meeting of Shareholders and in accordance with the provisions of law. Holders of preference shares are called preference shareholders. Ordinary shares cannot be converted into preference shares. Preference shares may be converted into ordinary shares pursuant to a resolution of the General Meeting of Shareholders.

5. Ordinary shares issued by the Company to increase charter capital must be offered with priority to existing shareholders in proportion to their ordinary shareholding ratio in the Company, unless otherwise decided by the General Meeting of Shareholders. Any shares not fully subscribed by shareholders shall be decided by the BOD. The BOD may distribute such shares to shareholders or other persons on terms no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase shares issued by the Company itself in manners consistent with the provisions of this Charter and current law.

7. The Company may issue other types of securities upon approval by the General Meeting of Shareholders in accordance with the provisions of law.

8. The maximum foreign ownership ratio of the Company is 49%.

9. The founding shareholders of the Company at the time of issuance of the Enterprise Registration Certificate are stipulated in Appendix 3 attached to this Charter.

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

1. Shareholders of the Company shall be granted share certificates corresponding to the number of shares and types of non-deposited shares owned in accordance with the provisions of law and this Charter.

2. A share certificate is a certificate issued by a joint stock company, a book entry, or electronic data confirming the ownership of one or more shares of the Company. A share certificate must contain the contents specified in Clause 1, Article 121 of the Law on Enterprises, specifically including the following:

- a. Name, enterprise code, and head office address of the Company;
- b. Number of shares and type of shares;
- c. Par value per share and the total par value of shares stated on the share certificate;
- d. Full name, contact address, nationality, and legal document number of the individual shareholder; name, enterprise code or legal document number, and head office address of the organizational shareholder;
- e. Signature of the legal representative and the seal of the Company;
- f. Date of issuance of the share certificate;
- g. Other contents as prescribed in Articles 116, 117, and 118 of the Law on Enterprises for preference share certificates (if any).

3. Unless the terms and conditions of share issuance specifically provide otherwise, within 30 days from the date of submission of a complete application for the transfer of share ownership as prescribed by the Company, or within 02 (two) months from the date of full payment for the shares as stipulated in the Company's share issuance plan, the share owner shall be granted a share certificate. The share owner is not required to pay the Company for the costs of printing share

certificates. The provisions of this clause do not apply to cases where the Company's shares are listed and the shareholder has registered the custody of their shares into a custody account opened at a lawfully operating depository member in Vietnam.

4. In the event of errors in the content or form of the share certificates issued by the Company, the rights and interests of the owner of such shares shall not be affected. The legal representative of the Company shall be responsible for any damages caused by such errors.

In the event that a share certificate is lost, destroyed, or otherwise damaged, the shareholder shall be regranted a new one by the Company at the request of such shareholder.

5. The shareholder's request must include the following contents:

a. Information regarding the share certificates that have been lost, destroyed, or otherwise damaged. In the case of loss, the shareholder must commit to having conducted a search and, if found, to return them to the Company for destruction;

b. A commitment to take responsibility for any disputes arising from the re-issuance of the new share certificates.

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

Bond certificates or other securities certificates of the Company (excluding offering letters, temporary certificates, and similar documents) shall be issued with the seal and the signature of the legal representative of the Company, unless the terms and conditions of issuance provide otherwise and except as otherwise provided by law.

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

1. All shares are freely transferable unless otherwise provided by this Charter, the Resolutions of the General Meeting of Shareholders related to the offering/issuance, and the law.

2. Shares listed on the Stock Exchange shall be transferred in accordance with the regulations of the law on securities and the securities market.

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

#### **Article 10. Forfeiture of shares (in the case of enterprise establishment registration)**

**(Not applicable)**

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

#### **Article 11. Organizational, Governance, and Control Structure**

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

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

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

#### **Article 12. Rights of shareholders**

1. Shareholders have rights and obligations corresponding to the number and class of shares they own. Shareholders shall only be liable for the debts and other property obligations of the Company within the amount of capital contributed to the Company.

2. Ordinary shareholders have the following rights:

- a. To attend and speak at the meetings of the General Meeting of Shareholders and to exercise the right to vote directly or through an authorized representative or in other forms as prescribed by the Company's Charter and the law. Each ordinary share shall have one vote;
  - b. To receive dividends at the rate decided by the General Meeting of Shareholders;
  - c. To freely transfer their fully paid shares to others, except for the cases prescribed in Clause 3 Article 120, Clause 1 Article 127 of the Law on Enterprises and other relevant provisions of law;
  - d. To be prioritized in purchasing newly offered shares in proportion to the ratio of ordinary shares they own in the Company, in accordance with the provisions of the Company's Charter and the law;
  - e. To review, look up, and extract information regarding names and contact addresses in the list of shareholders entitled to vote; to request the correction of their own inaccurate information;
  - f. To review, look up, extract, or copy the Company's Charter, the minute books of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
  - g. In the event of the Company's dissolution or bankruptcy, to receive a portion of the remaining assets in proportion to their shareholding ratio in the Company after the Company has paid all debts (including debt obligations to the State, taxes, and fees) and made payments to shareholders holding redeemable preference shares of the Company in accordance with the law;
  - h. To request the Company to repurchase their shares in the cases prescribed in Article 132 of the Law on Enterprises;
  - i. To be treated equally. Each share of the same class confers upon its holder equal rights, obligations, and interests. In the event the Company has classes of preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;
  - j. To have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;
  - k. To have their lawful rights and interests protected in accordance with the Law on Enterprises and this Charter;
  - l. Other rights as prescribed by law and this Charter.
3. Shareholders or a group of shareholders holding 05% or more of the total ordinary shares shall have the following rights:
- a. To review, look up, and extract the minute books and Resolutions of the BOD, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions that must be approved by the BOD, and other documents, except for documents related to trade secrets or business secrets of the Company;
  - b. To request the convention of the General Meeting of Shareholders in the cases prescribed in Clause 3 Article 115 and Article 140 of the Law on Enterprises;
  - c. To request the Board of Supervisors to inspect each specific issue related to the management and administration of the Company's operations when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, legal document number for individual shareholders; name, enterprise code or legal document number for organizational shareholders, and head office address for organizational shareholders; the number of shares and the timing of share registration of each shareholder, the total number of shares of the whole

group of shareholders and the ownership ratio in the total number of shares of the Company; the issue to be inspected, and the purpose of the inspection;

d. To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must ensure compliance with the provisions of Clause 4, Article 18 of this Charter;

e. Other rights as prescribed by law and this Charter.

4. Shareholders or a group of shareholders as stipulated in Clause 3 of this Article have the right to request the convention of the General Meeting of Shareholders in the event that: the BOD seriously violates the rights of shareholders or the obligations of managers, or makes decisions that exceed their assigned authority.

The request to convene the General Meeting of Shareholders must be made in writing and must include the full name, contact address, nationality, and legal document number for individual shareholders; the name, enterprise code or legal document number, and head office address for organizational shareholders; the number of shares and the timing of share registration for each shareholder, the total number of shares of the group and the ownership ratio in the total shares of the Company, and the grounds and reasons for requesting the convention of the General Meeting of Shareholders. The request must be accompanied by documents and evidence of the violations by the BOD, the extent of the violations, or the decision that exceeded its authority.

5. Shareholders or a group of shareholders meeting the conditions set out in Clause 2, Article 25 of this Charter have the right to nominate candidates to the BOD, and those meeting the conditions in Clause 1, Article 36 of this Charter have the right to nominate candidates to the Board of Supervisors. The nomination of candidates to the BOD and the Board of Supervisors shall be carried out as follows:

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

b) Based on the number of members to be elected to the BOD and the Board of Supervisors, the shareholders or groups of shareholders stipulated in this Clause shall be entitled to nominate one or more candidates for the BOD and the Board of Supervisors. In the event that the number of candidates nominated by shareholders or groups of shareholders is lower than the required number of candidates, the remaining candidates shall be nominated by the incumbent BOD and Board of Supervisors.

c) The order and procedures for nominating candidates to the BOD and the Board of Supervisors shall be carried out in accordance with the provisions of Article 25 and Article 36 of this Charter.

### **Article 13. Obligations of shareholders**

Shareholders have the following obligations:

1. To comply with the Company's Charter and internal management regulations;
2. To execute resolutions and decisions of the General Meeting of Shareholders and the BOD;
3. To fully and punctually pay for the shares subscribed in accordance with regulations;
4. To not withdraw capital contributed by ordinary shares from the Company in any form, except where such shares are repurchased by the Company or others. In the event that a shareholder withdraws part or all of the contributed share capital in contravention of this Clause, such shareholder and any person with related interests in the Company must be jointly and severally liable for the debts

and other property obligations of the Company within the limit of the value of the withdrawn shares and any resulting damages;

5. To provide an accurate address when subscribing for shares;

6. To maintain the confidentiality of information provided by the Company in accordance with the Company's Charter and the law; to use the provided information only to exercise and protect their lawful rights and interests; strictly prohibit the dissemination, copying, or sending of information provided by the Company to other organizations or individuals;

7. To attend meetings of the General Meeting of Shareholders and exercise voting rights through the following forms:

a. Attend and vote directly at the meeting;

b. Authorize a representative to attend and vote at the meeting;

c. Attend and vote via online conferences, electronic voting, or other electronic forms;

d. Send voting ballots to the meeting via mail, fax, or email;

e. Send voting ballots by other means (if any) as prescribed by the Company's Charter.

8. To take personal responsibility when acting in the name of the Company in any form to perform one of the following acts:

a. Violating the law;

b. Conducting business and other transactions for personal gain and/or to serve the interests of other organizations or individuals;

c. Paying debts that are not yet due when the Company faces financial risks.

9. To fulfill other obligations as prescribed by law and the Company's Charter;

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

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest competent body of the Company.

2. The Annual General Meeting of Shareholders shall be held once a year. The General Meeting of Shareholders must hold an annual meeting within 04 months from the end of the fiscal year. The BOD shall decide to extend the time for holding the Annual General Meeting of Shareholders if necessary, but for no more than 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders shall be the place where the chairperson attends the meeting and must be within the territory of Vietnam.

3. The BOD shall convene the Annual General Meeting of Shareholders and select an appropriate venue. The Annual General Meeting of Shareholders shall decide on matters in accordance with the law and the Company's Charter, particularly approving the audited annual financial statements. In the event that the Auditor's Report on the Company's annual financial statements contains material exceptions, adverse opinions, or a disclaimer of opinion, the Company must invite a representative of the approved auditing organization that performed the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and the representative of said approved auditing organization shall be responsible for attending the Company's Annual General Meeting of Shareholders.

4. The BOD must convene an Extraordinary General Meeting of Shareholders in the following cases:

- a. The BOD deems it necessary for the interests of the Company;
  - b. The number of members of the BOD or the Board of Supervisors is less than the minimum number required by law;
  - c. Upon written request from a shareholder or a group of shareholders as stipulated in Clause 3, Article 12 of this Charter;
  - d. Upon request of the Board of Supervisors;
  - e. Other cases as prescribed by law and the Company's Charter (if any).
5. Convening an Extraordinary General Meeting of Shareholders:
- a. The BOD must convene the General Meeting of Shareholders within 30 (thirty) days from the date the remaining number of BOD members or Board of Supervisors members becomes less than the minimum number required by law, or upon receipt of the request stipulated in Points c and d, Clause 4 of this Article. Specifically, in the event that the number of BOD members is reduced by more than 1/3 (one-third) of the number prescribed in this Charter, the BOD must convene the General Meeting of Shareholders within 60 (sixty) days to elect additional BOD members in accordance with Clause 4, Article 160 of the Law on Enterprises.
  - b. In the event that the BOD fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 5 of this Article, then within the next 30 (thirty) days, the Board of Supervisors must replace the BOD to convene the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;
  - c. In the event that the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 5 of this Article, the shareholder or group of shareholders stipulated in Point c, Clause 4 of this Article shall have the right to represent the Company to convene the General Meeting of Shareholders in accordance with the Law on Enterprises.
  - d. In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the sequence and procedures for convening, conducting the meeting, and issuing the Decision of the General Meeting of Shareholders if deemed necessary.
  - e. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.
  - f. The procedures for organizing the General Meeting of Shareholders shall comply with the provisions of Clause 5, Article 140 of the Law on Enterprises.

**Article 15. Rights and obligations of the General Meeting of Shareholders**

- 1. The General Meeting of Shareholders has the following rights and obligations:
  - a. To approve the development orientation of the Company;
  - b. To decide on the classes of shares and the total number of shares of each class authorized to be offered; to decide on the annual dividend rate for each class of shares;
  - c. To decide on the number of members of the BOD and the Board of Supervisors;
  - d. To elect, dismiss, and remove members of the BOD and the Board of Supervisors;
  - e. To decide on investment or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;

- f. To decide on the amendment of and supplement to the Company's Charter;
  - g. To approve the annual financial statements;
  - h. To decide on the repurchase of more than 10% of the total sold shares of each class;
  - i. To consider and handle violations by members of the BOD and the Board of Supervisors that cause damage to the Company and its shareholders;
  - j. To decide on the reorganization or dissolution of the Company;
  - k. To decide on the budget or total remuneration, bonuses, and other benefits for the BOD and the Board of Supervisors;
  - l. To approve the Internal Governance Regulations; the Operating Regulations of the BOD and the Board of Supervisors;
  - m. To approve the list of independent auditing firms; to decide on the independent auditing firm to conduct audits of the Company's operations, and to dismiss independent auditors when deemed necessary;
  - n. To approve transactions as stipulated in Point b, Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing a number of articles of the Law on Securities (including: contracts and transactions with a transaction value equal to or greater than 35%, or transactions leading to a total transaction value arising within 12 (twelve) months from the date of the first transaction being equal to or greater than 35% of the Company's total asset value recorded in the most recent financial statements between the Company and one of the subjects specified in Clause 1, Article 167 of the Law on Enterprises; contracts or transactions for borrowing, lending, or selling assets with a value greater than 10% of the Company's total asset value recorded in the most recent financial statements between the Company and a shareholder owning 51% or more of the total voting shares or a related person of such shareholder (except for loan contracts or guarantees for shareholders who are individuals and related persons of such shareholders who are individuals);
  - o. Other rights and obligations as prescribed by law and the Company's Charter. Depending on the actual situation of the Company, the General Meeting of Shareholders has the right to approve the authorization of the BOD to decide on one or several matters within the authority of the General Meeting of Shareholders and report the results of implementation to the General Meeting of Shareholders (if necessary).
2. The Annual General Meeting of Shareholders has the right to discuss and approve:
- a. The Company's annual business plan;
  - b. The audited annual financial statements;
  - c. The report of the BOD on governance and the performance results of the BOD and each BOD member;
  - d. The report of the Board of Supervisors on the business results of the Company and the performance results of the BOD and the Director;
  - e. The self-assessment report on the performance results of the Board of Supervisors and its members;
  - f. The dividend rate for each share of each class;

- g. Approval of the list of authorized auditing firms; deciding on the authorized auditing firm to conduct inspections of the Company's operations, and dismissing authorized auditors when deemed necessary;
  - h. Deciding on the budget or total remuneration, bonuses, and other benefits for the BOD and the Board of Supervisors (if any);
  - i. Other matters within its authority.
3. All resolutions and matters included in the meeting agenda must be brought for discussion and voting at the General Meeting of Shareholders.

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

1. Shareholders and authorized representatives of organizational shareholders may attend the meeting directly, authorize others to attend, or attend through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The power of attorney shall be prepared according to the Company's form attached to the meeting notice or another form consistent with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual, the number of authorized shares, the content of authorization, the scope of authorization, the term of authorization, and the signatures of both the authorizing party and the authorized party.

3. The person authorized to attend the General Meeting of Shareholders must submit the power of attorney when registering for the meeting. In the case of re-authorization, the attendee must also present the original power of attorney from the shareholder or the authorized representative of the organizational shareholder (if it has not been previously registered with the Company).

4. The voting ballot of the person authorized to attend the meeting within the scope of authorization remains valid in any of the following cases:

- a. The authorizing party has died, has limited civil act capacity, or has lost civil act capacity;
- b. The authorizing party has canceled the appointment of authorization;
- c. The authorizing party has canceled the authority of the person who carried out the authorization.

This Article shall not apply in the event that the Company receives written notice of one of the aforementioned events before the opening time of the General Meeting of Shareholders.

#### **Article 17. Variation of Rights**

1. The variation or cancellation of special rights attached to a class of preferred shares shall take effect when approved by shareholders representing at least 65% of the total voting shares of all attending shareholders. A resolution of the General Meeting of Shareholders regarding content that adversely changes the rights and obligations of preferred shareholders shall only be approved if it is passed by the number of preferred shareholders of that same class attending the meeting who hold at least 75% of the total preferred shares of that class, or approved by preferred shareholders of that same class holding at least 75% of the total preferred shares of that class in the case of passing a resolution via written solicitation of opinions.

2. The organization of a meeting for shareholders holding a class of preferred shares to approve the aforementioned variation of rights shall only be valid when there are at least 02 (two) shareholders

(or their authorized representatives) holding at least one-third (1/3) of the par value of the issued shares of that class. In the event that there are insufficient attendees as mentioned above, the meeting shall be reconvened within the next 30 (thirty) days, and those holding shares of that class (regardless of the number of persons and shares) present in person or through authorized representatives shall be deemed to constitute a sufficient quorum. At such meetings of preferred shareholders, those holding shares of that class present in person or via representatives may request a secret ballot. Each share of the same class shall have equal voting rights at the aforementioned meeting.

3. The procedures for conducting such a separate meeting shall be carried out similarly to the provisions in Articles 19, 20, and 21 of this Charter.

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

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

1. The BOD shall convene the Annual and Extraordinary General Meeting of Shareholders. The BOD shall convene an Extraordinary General Meeting of Shareholders in the cases prescribed in Clause 4, Article 14 of this Charter.

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

a. Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be established no more than 10 (ten) days prior to the date of sending the notice of the General Meeting of Shareholders. Disclose information regarding the establishment of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 (twenty) days before the final registration date;

b. Prepare the agenda and content of the meeting, and prepare meeting documents in accordance with the law and the Company's regulations;

c. Draft the resolution of the General Meeting of Shareholders based on the expected content of the meeting; provide the list and detailed information of candidates in the case of electing members of the **BOD** and the **Board of Supervisors**;

d. Determine the time and venue for the meeting;

e. Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

f. Other tasks to serve the Meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses, and at the same time, shall be disclosed on the Company's website, and to the State Securities Commission and the Stock Exchange where the Company's shares are listed. The person convening the General Meeting of Shareholders must send the meeting notice to all shareholders in the list of shareholders entitled to attend the meeting at least 21 (twenty-one) days before the opening date of the General Meeting of Shareholders (calculated from the date the notice is validly sent or delivered). The agenda of the General Meeting of Shareholders and documents related to the matters to be voted on at the Meeting shall be posted

on the Company's website. The meeting notice must clearly specify the link to all meeting documents so that shareholders can access them, including:

- a. Meeting agenda;
- b. List and information of candidates in the case of electing members of the BOD and the Board of Supervisors;
- c. Voting ballots;
- d. Draft resolutions for each matter on the meeting agenda;
- e. Other documents to be used in the meeting.

The notice of the General Meeting of Shareholders and other documents used in the meeting shall be prepared in Vietnamese (and may be translated into foreign languages). The meeting notice and other documents in Vietnamese and foreign languages shall have equal legal validity. In the event of any discrepancy between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.

4. Shareholders or groups of shareholders as prescribed in Clause 3, Article 12 of this Charter have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and must be sent to the Company at least 07 (seven) working days before the opening date of the General Meeting of Shareholders. The proposal must include the full name of the shareholder, permanent address, nationality, Citizen Identity Card number, or legal documents for individual shareholders; the name, enterprise code or establishment decision number, and head office address for organizational shareholders; the number of each class of shares held by the shareholder, and the proposed content to be included in the meeting agenda.

5. The person convening the General Meeting of Shareholders has the right to refuse the proposals stipulated in Clause 4 of this Article no later than 02 (two) working days before the opening date of the General Meeting of Shareholders if the proposal falls into one of the following cases:

- a. The proposal is submitted not in accordance with the provisions of Clause 4 of this Article;
- b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 05% of the ordinary shares as prescribed in Clause 3, Article 12 of this Charter;
- c. The proposed matter does not fall within the deciding authority of the General Meeting of Shareholders;
- d. All members of the BOD find that the addition of the proposal is unnecessary and not for the common interest of all shareholders of the Company;
- e. Other cases as prescribed by law and this Charter.

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

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

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

2. In the event that the first meeting is not eligible to be conducted as prescribed in Clause 1 of this Article, the notice for the second meeting must be sent within 30 (thirty) days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of attending shareholders represents 33% or more of the total voting shares.

3. In the event that the second meeting is not eligible to be conducted as prescribed in Clause 2 of this Article, the notice for the third meeting must be sent within 20 (twenty) days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares of the attending shareholders.

#### **Article 20. Procedures for Conducting the General Meeting of Shareholders**

1. Before the opening of the meeting, the Company must conduct shareholder registration procedures and continue such registration until all present shareholders entitled to attend have completed registration in accordance with the following order:
  - a. Upon registration, the Company shall issue each shareholder or authorized representative with voting rights a voting ballot, which specifies the registration number, the full name of the shareholder/the full name of the authorized representative, and the total number of votes held by such shareholder/representative.
  - b. Shareholders, authorized representatives of organizational shareholders, or authorized persons who arrive after the opening of the meeting have the right to register immediately, and subsequently have the right to participate and vote at the meeting immediately upon registration. The chairperson is not responsible for pausing the meeting to allow latecomers to register, and the validity of any matters voted on prior to their registration remains unchanged.
2. The election of the chairperson, secretary, and vote-counting committee is regulated as follows:
  - a. The Chairman of the BOD shall act as chairperson or authorize another BOD member to chair the meetings convened by the BOD; in the event that the Chairman of the BOD is absent or temporarily incapacitated, the remaining members shall elect one person among them to act as the chairperson based on the majority principle; if a chairperson cannot be elected, the Head of the Board of Supervisors shall lead the General Meeting of Shareholders to elect a chairperson from among the attendees, and the person with the highest number of votes shall act as the chairperson;
  - b. In other cases, the person who signed the notice to convene the General Meeting of Shareholders shall lead the meeting to elect a chairperson, and the person with the highest number of votes shall act as the chairperson;
  - c. The chairperson shall appoint one or several persons to act as secretary to prepare the minutes of the General Meeting of Shareholders;
  - d. The General Meeting of Shareholders shall elect a vote-counting committee based on the proposal of the chairperson. The number of members of the vote-counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the chairperson.
3. The meeting agenda and content must be approved by the General Meeting of Shareholders during the opening session. The agenda must clearly and specifically define the time allocated for each matter within the meeting content.

4. The chairperson of the meeting has the right to implement necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and to reflect the aspirations of the majority of attendees.
5. The General Meeting of Shareholders shall discuss and vote on each issue in the meeting agenda. Voting shall be conducted by voting in favor, against, or abstaining. The results of the vote counting shall be announced by the chairperson immediately prior to the closing of the meeting.
6. The person convening the meeting or the chairperson of the General Meeting of Shareholders has the following rights:
  - a. Request all attendees to undergo inspection or other legal and reasonable security measures;
  - b. Request competent authorities to maintain order during the meeting; expel from the General Meeting of Shareholders those who fail to comply with the chairperson's direction, intentionally cause disorder, obstruct the normal progress of the meeting, or fail to comply with security inspection requirements;
7. The chairperson has the right to adjourn a General Meeting of Shareholders for which a sufficient number of attendees have registered for a maximum of 03 (three) working days from the intended opening date, and may only adjourn the meeting or change the meeting venue in the following cases:
  - a. The meeting venue does not have sufficient suitable seating for all attendees;
  - b. The communication facilities at the meeting venue do not ensure that the attending shareholders can participate, discuss, and vote;
  - c. There are attendees who obstruct or disrupt order, posing a risk that the meeting may not be conducted in a fair and lawful manner;
8. In the event that the chairperson adjourns or suspends the General Meeting of Shareholders contrary to the provisions of Clause 7 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson to conduct the meeting until its conclusion; all resolutions passed at such meeting shall be valid and effective.
9. In addition to holding the General Meeting of Shareholders in person, the Company may organize the General Meeting of Shareholders in the form of an online meeting, a combination of online and in-person meeting, electronic voting, or other forms of meeting as prescribed by law. In the event that the Company applies modern technology to organize the General Meeting of Shareholders via an online meeting, the Company is responsible for ensuring that shareholders can attend and vote through electronic voting or other electronic forms in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities.

#### **Article 21. Conditions for Approval of Resolutions of the General Meeting of Shareholders**

1. The General Meeting of Shareholders has the right to pass resolutions through voting at meetings or by collecting written opinions from shareholders.
2. Except for the cases prescribed in Clause 3, Clause 5 of this Article, and Clause 1, Article 17 of this Charter, resolutions of the General Meeting of Shareholders on the following matters shall be passed when approved by at least 65% of the total votes of all attending shareholders (in case of

an in-person meeting) or more than 50% of the total votes of all shareholders with voting rights (in case of collecting written opinions):

- a. Classes of shares and the total number of shares of each class;
- b. Changes to business lines and sectors;
- c. Changes to the management organizational structure of the Company;
- d. Investment projects or the sale of assets with a value equal to or greater than 35% of the total asset value recorded in the most recent financial statements of the Company;
- e. Reorganization or dissolution of the Company.

3. Resolutions not falling within the cases prescribed in Clause 2, Clause 5 of this Article, and Clause 1, Article 17 of this Charter shall be passed when approved by a number of shareholders representing more than 50% of the total votes of all attending shareholders (in case of an in-person meeting) or more than 50% of the total votes of all shareholders with voting rights (in case of collecting written opinions);

4. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares shall be legal and effective even if the sequence and procedures for passing such resolutions were not carried out in accordance with the regulations.

5. Voting to elect members of the BOD and the Board of Supervisors must be conducted through the method of cumulative voting. Accordingly, each shareholder shall have a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the BOD or the Board of Supervisors, and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the BOD or the Board of Supervisors shall be determined based on the number of votes from high to low, starting from the candidate with the highest number of votes until the required number of members is reached. In the event that two (02) or more candidates achieve the same number of votes for the final member of the BOD or the Board of Supervisors, the Meeting shall conduct a re-election among the candidates with equal votes or select them based on the criteria specified in the election regulations.

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

The authority and procedures for collecting written opinions from shareholders to pass resolutions of the General Meeting of Shareholders shall be implemented as follows:

1. At any time, if deemed necessary for the interests of the Company, the BOD has the right to collect written opinions from shareholders to pass resolutions of the General Meeting of Shareholders on any matters within the authority of the General Meeting of Shareholders;

2. The BOD must prepare opinion forms, draft resolutions of the General Meeting of Shareholders, and explanatory documents for the draft resolutions. The opinion forms, together with the draft resolutions and explanatory documents, must be sent by a guaranteed method to the registered address of each shareholder. The BOD must ensure that the opinion forms and related documents are sent and disclosed to shareholders within a reasonable time for their consideration and voting, and must be sent at least 10 (ten) days before the deadline for returning the opinion forms. The preparation of the list of shareholders to receive opinion forms, as well as the requirements and methods for sending the opinion forms and accompanying documents, shall be implemented in accordance with Article 18 of this Charter;

3. The opinion form must include the following primary contents:

- a. Name, head office address, and business registration number;
  - b. Purpose of collecting opinions;
  - c. Full name, permanent address, nationality, and legal document number for individual shareholders; name, business registration number or legal document number for organizational shareholders, and head office address; or the full name, contact address, nationality, and personal legal document number for the authorized representative of an organizational shareholder; the number of shares of each class and the number of votes of the shareholder;
  - d. Matters to be voted on for approval;
  - e. Voting options, including in favor, against, and abstention;
  - f. Deadline for returning the completed opinion form to the Company;
  - g. Full name and signature of the Chairman of the BOD.
4. The responded opinion form must be the form issued by the Company and must bear the signature of the individual shareholder, the authorized representative (accompanied by the power of attorney), or the legal representative of the organizational shareholder and the seal of such organization (if the organization has a seal).
5. Shareholders may send the responded opinion forms to the Company in one of the following forms:
- a. By mail. Opinion forms sent to the Company must be placed in a sealed envelope, and no one is permitted to open it before the vote counting.
  - b. By fax or email. Opinion forms sent to the Company must be kept confidential until the time of vote counting.
6. The BOD shall conduct the vote counting and prepare the vote-counting minutes under the witness of the Board of Supervisors or shareholders who do not hold management positions in the Company. The vote-counting minutes must include the following primary contents:
- a. Name, head office address, and business registration number;
  - b. Purpose and matters to be voted on for approval;
  - c. The number of shareholders and total votes participating in the voting, distinguishing between valid and invalid votes, the method of sending voting forms, accompanied by an appendix listing the participating shareholders;
  - d. Total number of votes in favor, against, and abstentions for each matter;
  - e. The resolutions that have been passed and the corresponding voting approval rate;
  - f. Full name and signature of the Chairman of the BOD, the vote-counting supervisor, and the vote counter
- The members of the BOD, the vote counters, and the vote-counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote-counting minutes; and shall be jointly responsible for any damages arising from resolutions passed as a result of untruthful or inaccurate vote counting.
7. The vote-counting minutes and resolutions must be disclosed on the Company's website within 24 (twenty-four) hours from the time the vote counting is concluded.
8. The responded opinion forms, vote-counting minutes, the full text of the approved resolutions, and related documents attached to the opinion forms must all be archived at the Company's head office.

9. A resolution of the General Meeting of Shareholders passed by collecting written opinions from shareholders which is approved by a number of shareholders representing more than 50% of the total voting shares shall have the same validity as a resolution passed at a meeting of the General Meeting of Shareholders.

### **Article 23. Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and archived in other electronic forms. The meeting minutes shall be prepared in Vietnamese (and may be translated into a foreign language) and must include the following contents:

- a. Name, head office address, and business registration number;
- b. Time and venue of the General Meeting of Shareholders;
- c. Agenda and content of the meeting;
- d. Full names of the chairperson and secretary;
- e. Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each matter in the agenda;
- f. The number of shareholders and total votes of attending shareholders; an appendix listing registered shareholders and their representatives present, with their corresponding number of shares and votes;
- g. Total votes for each matter, clearly stating the voting method, total valid votes, invalid votes, votes in favor, against, and abstentions; and the corresponding percentage of the total votes of attending shareholders;
- h. Matters that have been passed and the corresponding approval rate;
- i. Full names and signatures of the chairperson and secretary.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the closing of the meeting. The chairperson and secretary or other persons signing the minutes shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. Minutes and Resolutions prepared in Vietnamese and a foreign language shall have the same legal validity. In case of any discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

4. Resolutions, minutes of the General Meeting of Shareholders, and all accompanying documents (if any) must be disclosed on the Company's website and submitted to the Stock Exchange where the Company is listed and the State Securities Commission within 24 (twenty-four) hours from the date of issuance, and must be archived at the Company's head office.

### **Article 24. Request to Annul Resolutions of the General Meeting of Shareholders**

1. Within 90 (ninety) days from the date the meeting minutes, resolutions of the General Meeting of Shareholders, or the minutes of vote-counting results are posted on the Company's website, any shareholder or group of shareholders as stipulated in Clause 3, Article 12 of this Charter has the right to request a Court or Arbitration to consider and annul the resolution or a part of the resolution of the General Meeting of Shareholders in the following cases:

a. The sequence and procedures for convening the meeting or collecting written opinions from shareholders and passing resolutions of the General Meeting of Shareholders were not implemented in accordance with the Law on Enterprises and the Company's Charter;

b. The content of the resolution violates the law or the Company's Charter.

2. In the event that a shareholder or group of shareholders requests a Court or Arbitration to annul a resolution of the General Meeting of Shareholders in accordance with this Article, such resolution shall remain effective until the decision to annul such resolution by the Court or Arbitration takes effect, except for cases where temporary urgent measures are applied under a decision of a competent State authority.

## **VII. BOARD OF DIRECTORS**

### **Article 25. Nomination and Candidacy for Members of the BOD**

1. In the event that candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates on the Company's website at least 10 (ten) days prior to the opening date of the General Meeting of Shareholders so that shareholders may review the candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Directors. The information relating to candidates for the Board of Directors to be disclosed shall include:

a. Full name; date of birth;

b. Professional qualifications;

c. Employment history;

d. Other managerial positions (including positions on the Board of Directors of other companies);

e. Interests related to the Company and its related persons;

f. Other information (if any) as prescribed in the Company's Charter.

The Company shall be responsible for disclosing information on the companies in which the candidates hold positions as members of the Board of Directors, other managerial positions, and the interests related to the Company of such candidates for the Board of Directors (if any).

1. A shareholder or group of shareholders holding 05% or more of the total ordinary shares shall have the right to nominate candidates for election to the Board of Directors in accordance with the following provisions:

- Holding from 05% to less than 10%: entitled to nominate 01 (one) candidate;

- Holding from 10% to less than 30%: entitled to nominate 02 (two) candidates;

- Holding from 30% to less than 40%: entitled to nominate 03 (three) candidates;

- Holding from 40% to less than 50%: entitled to nominate 04 (four) candidates;

- Holding 50% or more: entitled to nominate a full number of candidates.

2. In the event that the number of candidates for the Board of Directors nominated through nomination or self-nomination remains insufficient as required, the incumbent Board of Directors may introduce additional candidates. Any such introduction of additional candidates

by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders elects members of the Board of Directors in accordance with the law.

3. Candidates for the Board of Directors must satisfy the criteria and conditions for serving as members of the Board of Directors as prescribed by the Law on Enterprises and this Charter.

#### **Article 26. Composition and Term of Office of Members of the Board of Directors**

1. The number of members of the Board of Directors shall be at least 05 (five) and not more than 11 (eleven). The specific number shall be decided by the General Meeting of Shareholders.

2. The term of office of a member of the Board of Directors shall not exceed 05 (five) years and such member may be re-elected for an unlimited number of terms. An individual may be elected as an independent member of the Company's Board of Directors for no more than 02 (two) consecutive terms. In the event that all members of the Board of Directors simultaneously complete their terms of office, they shall continue to serve as members of the Board of Directors until new members are elected to replace them and assume their duties.

3. The composition of the Board of Directors shall be as follows:

The structure of the Board of Directors must ensure that at least one-third (1/3) of the total number of members of the Board of Directors are non-executive members. The Company shall limit to the maximum extent possible members of the Board of Directors concurrently holding executive positions within the Company in order to ensure the independence of the Board of Directors. The total number of independent members of the Board of Directors must comply with the following requirements:

- a. At least 01 (one) independent member where the Board of Directors has from 03 (three) to 05 (five) members;
- b. At least 02 (two) independent members where the Board of Directors has from 06 (six) to 08 (eight) members;
- c. At least 03 (three) independent members where the Board of Directors has from 09 (nine) to 11 (eleven) members.

4. Dismissal, removal, and replacement of members of the Board of Directors:

- a. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
  - Failing to satisfy the criteria and conditions prescribed in Article 155 of the Law on Enterprises;
  - Submitting a resignation letter which is accepted.
- b. The General Meeting of Shareholders shall remove a member of the Board of Directors who fails to participate in the activities of the Board of Directors for 06 (six) consecutive months, except in cases of force majeure.
- c. Where deemed necessary, the General Meeting of Shareholders shall decide on the replacement, dismissal, or removal of a member of the Board of Directors in cases other than those specified in Points a and b of this Clause.
- d. A member of the Board of Directors shall cease to hold such position where he/she is dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

- e. In the event that a member of the Board of Directors submits a resignation letter, such member shall continue to perform his/her duties until the resignation is approved by the General Meeting of Shareholders.
- 5. The election of members of the Board of Directors must be disclosed in accordance with the laws on information disclosure in the securities market.
- 6. A member of the Board of Directors must satisfy the following criteria and conditions:
  - a. Not falling within the subjects specified in Clause 2, Article 17 of the Law on Enterprises;
  - b. Possessing professional qualifications and experience in business administration or in the Company's business lines or sectors, and not necessarily being a shareholder of the Company;
  - c. A member of the Company's Board of Directors may concurrently serve as a member of the Board of Directors of no more than 05 (five) other companies;
- 7. An independent member of the Board of Directors must satisfy the following criteria and conditions:
  - a. Not being a person currently employed by the Company, its parent company, or its subsidiaries; and not having been employed by the Company, its parent company, or its subsidiaries for at least 03 (three) consecutive years immediately preceding such time;
  - b. Not being a person currently receiving salary or remuneration from the Company, except for allowances to which members of the Board of Directors are entitled in accordance with regulations;
  - c. Not being a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adoptive child, biological sibling is a major shareholder of the Company, or is a manager of the Company or its subsidiaries;
  - d. Not being a person who directly or indirectly owns at least 01% of the total voting shares of the Company;
  - e. Not having served as a member of the Board of Directors or the Board of Supervisors of the Company for at least 05 (five) consecutive years immediately preceding such time, except where such person has been appointed for 02 (two) consecutive terms.

An independent member of the Board of Directors must notify the Board of Directors upon no longer satisfying the criteria and conditions prescribed in Clause 7 of this Article and shall automatically cease to be an independent member of the Board of Directors from the date on which such criteria and conditions are no longer satisfied. The Board of Directors must report the case of an independent member of the Board of Directors who no longer satisfies the prescribed criteria and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect an additional or replacement independent member of the Board of Directors within 06 (six) months from the date of receipt of the relevant notification from such independent member of the Board of Directors.

#### **Article 27. Powers and Duties of the Board of Directors**

1. The Board of Directors is the management body of the Company and has full authority, in the name of the Company, to decide and exercise the rights and perform the obligations of the

Company, except for those rights and obligations falling within the authority of the General Meeting of Shareholders.

2. The Board of Directors shall have the following powers and duties:

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

b. To propose the types of shares and the total number of shares of each type authorized to be offered;

c. To decide on the sale of unsold shares within the scope of the number of shares of each type authorized to be offered, and to decide on other forms of capital mobilization;

d. To decide on the offering prices of the Company's shares and bonds;

e. To decide on the repurchase of shares in accordance with law;

f. To decide on investment plans and investment projects within its authority and limits as prescribed by law;

g. To decide on solutions for market development, marketing, and technology;

h. To approve contracts for purchase, sale, borrowing, lending, and other contracts having a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statements, except for cases specified in Point d, Clause 2, Article 138 and Clause 3, Article 167 of the Law on Enterprises and Clause 4, Article 293 of Decree No. 155/2020/ND-CP;

i. To approve the granting of loans or guarantees with a value of less than 35% of the total asset value recorded in the Company's most recent financial statements to the Company's subsidiaries.

j. To elect, dismiss, and remove the Chairman of the Board of Directors; to appoint and dismiss, and to decide on the execution and termination of contracts with, the General Director, Deputy General Director(s), Chief Accountant; and to determine the salaries, remunerations, bonuses, and other benefits of such persons;

k. To supervise and direct the General Director and other managers in the conduct of the Company's daily business operations;

l. To decide on the organizational structure and internal management regulations of the Company, and to formulate internal regulations on corporate governance for submission to the General Meeting of Shareholders for approval;

m. To decide on the establishment of subsidiaries, branches, and representative offices, and on capital contributions to or acquisition of shares in other enterprises; to decide on the appointment or termination of authorization of representatives of the Company's contributed capital in other enterprises, and to determine the salaries and other benefits of such individuals;

n. To approve the agenda and contents of documents serving meetings of the General Meeting of Shareholders, to convene meetings of the General Meeting of Shareholders or collect written opinions for the General Meeting of Shareholders to adopt resolutions;

o. To submit annual financial statements to the General Meeting of Shareholders;

p. To propose dividend levels; to decide on the time limits and procedures for dividend payment or the handling of losses arising in the course of business operations;

q. To propose the reorganization, dissolution, or request for bankruptcy of the Company;

r. To decide on the nomination of persons to participate as candidates for election as members of the Board of Directors or the Board of Supervisors in other enterprises;

s. Other rights and obligations as prescribed in this Charter, the Law on Enterprises, the Law on Securities, and other relevant laws.

3. The following matters must be approved by the Board of Directors:

a. Establishment of branches or representative offices of the Company;

b. Establishment of subsidiaries of the Company;

c. Within the scope prescribed in Clause 2 Article 153 of the Law on Enterprises and except for cases stipulated in Clause 3 Article 167 of the Law on Enterprises that must be approved by the General Meeting of Shareholders, the Board of Directors shall, from time to time, decide on the execution, amendment or termination of major contracts of the Company (including activities of purchase, sale, merger, acquisition of companies and joint ventures);

d. Investments not included in the business plan and budget exceeding 10% of the charter capital or investments exceeding 10% of the annual business plan and budget value;

e. Valuation of assets contributed to the Company in forms other than cash in connection with the issuance of shares or bonds of the Company, including gold, land use rights, intellectual property rights, technology and technical know-how;

f. The Company's repurchase of no more than 10% of the total number of offered shares of each class within 12 (twelve) months;

g. Other business matters or transactions which the Board of Directors determines must be subject to its approval;

h. Decision on the repurchase price of the Company's shares.

4. Unless otherwise specifically provided by the General Meeting of Shareholders or by law, the Board of Directors may authorize/delegate/assign the Chairperson of the Board of Directors, the Standing Board of Directors, bodies under the Board of Directors, the Director, and the Deputy Director to perform part of the duties and powers of the Board of Directors as stipulated in this Article.

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

**Article 28. Remuneration, salary and other benefits of members of the Board of Directors.**

1. Members of the Board of Directors (excluding authorized representatives) shall receive remuneration for their work in their capacity as members of the Board of Directors. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders. Such remuneration shall be allocated among members of the Board of Directors in accordance with the agreement within the Board of Directors.

2. Members of the Board of Directors must promptly and fully report to the Board of Directors any remuneration they receive from subsidiaries, affiliated companies, and other organizations in which they act as representatives of the Company's capital contribution.

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

4. Members of the Board of Directors who hold executive positions, or members who serve on committees of the Board of Directors or perform other duties which, in the opinion of the Board of Directors, fall outside the ordinary scope of a Board member's responsibilities, may be paid additional remuneration in the form of a lump-sum fee per assignment, salary, commission, percentage of profits, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors are entitled to reimbursement of all travel, accommodation, meal expenses, and other reasonable costs that they have incurred in performing their duties as members of the Board of Directors, including expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors, and/or committees of the Board of Directors (if any).

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

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members. The Chairman of the Board of Directors shall not concurrently hold the position of Director of the Company.
2. The Chairman of the Board of Directors shall have the following rights and obligations:
  - a. To formulate the programs and plans for operation of the Board of Directors;
  - b. To prepare agendas, contents and materials for meetings; to convene and preside over meetings of the Board of Directors;
  - c. To organize the adoption of resolutions and decisions of the Board of Directors; to supervise the implementation of such resolutions and decisions;
  - d. To preside over General Meeting of Shareholders in accordance with the law;
  - e. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities and this Charter.
3. In the event that legal circumstances arise as prescribed in Clause 4 Article 156 of the Law on Enterprises, the remaining members shall elect one among them to act as Chairman of the Board of Directors based on the majority approval of the remaining members, until a new decision is issued by the Board of Directors.
4. The Chairman of the Board of Directors may be dismissed or removed from office by decision of the Board of Directors. In the event that the Chairman resigns or is dismissed or removed, the Board of Directors must elect a replacement within 05 (five) days from the date of receipt of the resignation or dismissal/removal.
5. Where deemed necessary and not in violation of prohibitions under applicable laws, the Chairman of the Board of Directors may grant ad-hoc or standing authorization or delegate authority to the Vice Chairman of the Board of Directors or another member of the Board of Directors to sign documents and materials on behalf of the Chairman and to perform the rights and duties of the Chairman. The Vice Chairman or the authorized member of the Board of Directors shall be accountable to the Chairman of the Board of Directors for the performance of such delegated tasks.

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

1. In cases where the Board of Directors elects the Chairman, the first meeting of the Board of Directors for that term to elect the Chairman and adopt other decisions within its authority must be held within 07 (seven) working days from the date the election of the Board of Directors for that term is completed. This meeting shall be convened by the member receiving the highest number of votes. Where more than one member receives the highest and equal number of votes, those members shall vote on a majority basis to select one among them to convene the Board meeting.

2. The Board of Directors shall meet at least once per quarter and may convene extraordinary meetings.

3. The Chairman of the Board of Directors must convene an extraordinary meeting when deemed necessary for the interests of the Company. In addition, the Chairman must convene a Board meeting without delay and may not refuse without a legitimate reason when requested in writing by any of the following persons, specifying the purpose of the meeting and matters to be discussed and decided within the Board's authority:

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

4. The Chairman of the Board of Directors must convene a Board meeting within 07 (seven) working days from the date of receipt of a request as specified in Clause 3 of this Article. If the Chairman fails to convene the meeting as requested, the Chairman shall be liable for any losses incurred by the Company; the persons requesting the meeting referred to in Clause 3 of this Article may themselves convene the Board meeting.

5. Upon request of the independent auditing firm conducting the audit of the Company's financial statements, the Chairman of the Board of Directors must convene a Board meeting to discuss the audit report and the Company's situation.

6. Meeting venue.

7. Meetings of the Board of Directors shall be held at the Company's head office or at other locations. Where the meeting venue is at another location, approval of the Board of Directors must be obtained.

8. Notice and meeting agenda.

Notice of a Board meeting must be sent to members of the Board of Directors and members of the Board of Supervisors at least 03 (three) days prior to the meeting date. In urgent cases and/or where required for the Company's interests, the Chairman of the Board of Directors may convene an emergency meeting with a shorter notice period than prescribed in this Clause. The notice of meeting must be made in Vietnamese and must fully specify the agenda, time, and venue of the meeting, together with necessary materials relating to the matters to be discussed and voted on at the meeting and voting forms for members. The notice may be sent by post, fax, email, or other means, provided that it is delivered to the registered address of each member of the Board of Directors as recorded with the Company.

9. The Chairman of the Board of Directors or the convener shall send the meeting notice and accompanying materials to members of the Board of Supervisors in the same manner as to members of the Board of Directors. Members of the Board of Supervisors have the right to attend meetings of the Board of Directors and to participate in discussions but shall not have voting rights.

10. Conditions for conducting meetings:

The first meeting of the Board of Directors shall be conducted only when at least three-quarters (3/4) of the total number of members of the Board of Directors are present.

If the required quorum is not met, a second meeting must be convened within seven (7) days from the scheduled date of the first meeting. The reconvened meeting shall be conducted if more than one-half (1/2) of the total number of members of the Board of Directors are present.

11. Meeting via videoconference format:

A meeting of the Board of Directors may be conducted in the form of a videoconference among members of the Board of Directors when all or some members are in different locations, provided that each participating member is able to:

a. Hear each of the other participating members of the Board of Directors speaking at the meeting;

b. Speak to all other attending members simultaneously. Discussions among members may be conducted directly by telephone or through other communication means or a combination of such methods. Members of the Board of Directors participating in such a meeting shall be deemed to be “present” at that meeting. The location of a meeting held under this provision shall be the place where the largest number of members of the Board of Directors are present, or the place where the chairperson of the meeting is present.

Resolutions adopted at a meeting conducted by telephone that is duly convened and held shall take effect immediately upon the conclusion of the meeting, but must be confirmed by the signatures of all members of the Board of Directors attending such meeting in the minutes.

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

a. Attending and voting in person at the meeting;;

b. Authorizing another person to attend the meeting, if approved by a majority of the members of the Board of Directors;

c. Attending and voting via videoconference;

d. Sending a ballot to the meeting by post, fax, or email. In the case of sending a ballot by post, the ballot must be placed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one (01) hour prior to the opening of the meeting. The ballot shall only be opened in the presence of all attendees.

13. Voting.

a. Each member of the Board of Directors or his/her authorized representative participating in the voting shall have one vote.

b. A member of the Board of Directors shall not vote on contracts, transactions, or proposals in which such member has related interests. Such member shall not be counted toward the quorum required to convene a meeting of the Board of Directors for decisions on matters for which that member is not entitled to vote.

c. A member of the Board of Directors who benefits from a contract as prescribed in Clause 2 Article 164 of the Law on Enterprises shall be deemed to have a material interest in such contract.

14. Disclosure of interests.

A member of the Board of Directors who directly or indirectly benefits from a contract or transaction that has been executed or is proposed to be executed with the Company, and is aware of such interest, must disclose the nature and details of that interest at the meeting at which the Board of Directors first considers the execution of such contract or transaction. In the event that a member of the Board of Directors is not aware that he or she and his or her related persons have an interest at the time the contract or transaction is entered into with the Company, such member must disclose the relevant interests at the first meeting of the Board of Directors held after he or she becomes aware that he or she has or will have an interest in such contract or transaction.

15. Majority voting principle.

The Board of Directors shall adopt resolutions and make decisions based on the approval of a majority of the attending members of the Board of Directors (more than 50%). In the event of an equal number of votes for and against, the final decision shall follow the opinion of the Chairperson.

16. Resolutions shall be adopted by way of collecting written opinions and/or via email.

A resolution of the Board of Directors adopted by way of collecting written opinions and/or via email shall be approved based on the written consent/email confirmation of approval from a majority of the members of the Board of Directors entitled to vote. Such resolution shall have the same validity and effect as a resolution passed by the members of the Board of Directors at a duly convened and held meeting.

17. Minutes of the Board of Directors' Meeting.

The Chairman of the Board of Directors shall be responsible for sending the minutes of the Board of Directors' meeting to the members, and such minutes shall be deemed authentic evidence of the matters conducted at such meetings unless there is any objection to their contents within 10 (ten) days from the date of dispatch. The minutes of a Board of Directors' meeting shall be prepared in accordance with Clause 1, Article 158 of the Law on Enterprises and must contain the following principal contents:

- Name, address of the head office, and enterprise registration number;
- Time and venue of the meeting;
- Purpose, agenda, and contents of the meeting;
- Full name of each attending member or authorized representative and the method of attendance; full names of absent members and the reasons for absence;
- Matters discussed and voted on at the meeting;
- Summary of opinions expressed by each attending member in chronological order of the meeting;
- Voting results, clearly stating members voting in favor, against, and abstaining;
- Matters adopted and the corresponding approval ratios;
- Full name and signatures of the chairperson and the minute-taker.

In the event that the chairperson or the minute-taker refuses to sign the minutes, such minutes shall nevertheless be valid if signed by all other members of the Board of Directors attending the meeting.

18. A resolution of the Board of Directors adopted by 100% of the voting votes shall be valid and effective even if the procedures for convening the meeting and passing such resolution do not comply with the provisions of this Charter.

19. Notices of meetings, documents used in meetings, minutes of meetings, vote-counting records, and resolutions of the Board of Directors shall be prepared in Vietnamese and may be translated into a foreign language. The Vietnamese and foreign language versions shall have equal legal validity. In the event of any discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

### **Article 31. Committees of the Board of Directors**

1. Where deemed necessary, the Board of Directors may establish subordinate committees responsible for development policy, personnel, remuneration, internal audit, risk management, and other areas in accordance with the Board's requirements from time to time. Each committee shall have at least one (01) member and may include members of the Board of Directors as well as external members (if any). The specific number of committee members shall be decided by the Board of Directors. The operation of each committee must comply with the regulations of the Board of Directors. A committee's resolution shall be valid only when approved by a majority of members attending and voting at the committee meeting.
2. The implementation of decisions of the Board of Directors or its subordinate committees must comply with applicable laws and the provisions of the Company's Charter and the Internal Regulations on Corporate Governance.

### **Article 32. Person in Charge of Corporate Governance**

1. The Board of Directors shall appoint at least one (01) person to perform the duties of the Person in Charge of Corporate Governance. The Person in Charge of Corporate Governance may concurrently serve as the Company Secretary (if any).

2. The Person in Charge of Corporate Governance must not concurrently be employed by the independent auditing firm that is auditing the Company's financial statements.

3. The Board of Directors may remove the Person in Charge of Corporate Governance when necessary, provided that such removal does not contravene applicable labor laws.

4. The Person in Charge of Corporate Governance shall have the following rights and obligations:

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

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

c. Advising on meeting procedures;

d. Attending meetings;

e. Advising on procedures for preparing resolutions of the Board of Directors in compliance with the Charter, the Law on Enterprises, and the Law on Securities;

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

- g. Supervising and reporting to the Board of Directors on the Company's information disclosure activities;
- h. Acting as the focal contact point with stakeholders;
- i. Maintaining confidentiality of information in accordance with laws and the Company's Charter;
- j. Other rights and obligations as prescribed by law and the Company's Charter.

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

#### **Article 33. Organizational Structure of Management and Administration**

The Company's management system must ensure that the executive apparatus is accountable to and subject to the supervision and direction of the Board of Directors. The Company shall have a Director, Deputy Directors, and a Chief Accountant. The appointment, dismissal, and removal of the above-mentioned positions must be approved by a resolution/decision of the Board of Directors.

#### **Article 34. Executives**

1. Upon the proposal of the Director and with the approval of the Board of Directors, the Company may recruit the necessary Executives in accordance with the organizational structure and management practices of the Company as proposed by the Board of Directors from time to time. Executives must exercise due diligence to ensure that the Company's operations and finances achieve the objectives set out in its activities and organization.

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

3. The salaries of Executives shall be recorded as business expenses of the Company in accordance with the laws on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at its annual meeting.

#### **Article 35. Appointment, Dismissal, Rights and Duties of the Director**

1. The Board of Directors shall appoint one (01) member of the Board of Directors or recruit another person to serve as Director; and shall decide on the execution of an employment contract stipulating the salary, remuneration, benefits, and other terms related to such engagement. Information regarding the Director's salary, allowances, and benefits must be reported at the Annual General Meeting of Shareholders and disclosed in the Company's annual financial statements.

2. The Director shall manage the day-to-day business operations of the Company; shall be subject to the supervision of the Board of Directors; and shall be accountable to the Board of Directors and to the law for the performance of the assigned rights and duties.

3. The term of office of the Director shall not exceed five (05) years and he/she may be reappointed for an unlimited number of terms. An appointment may terminate in accordance with the provisions of the employment contract. The Director must satisfy the following standards and conditions:

- a. Not falling within the categories of persons specified in Clause 2, Article 17 of the Law on Enterprises;

- b. Not being a family member of any manager of the Company, member of the Board of Supervisors of the Company or its parent company, or representative of the enterprise's capital contribution in the Company or its parent company;
  - c. Possessing professional qualifications and experience in business administration of the Company.
3. The Director shall have the following rights and duties:
- a. To decide on matters relating to the Company's day-to-day business operations that do not fall within the authority of the Board of Directors; to decide on transactions/contracts not falling within the authority of the General Meeting of Shareholders or the Board of Directors; to decide on transactions/contracts assigned/authorized/delegated by the General Meeting of Shareholders or the Board of Directors; and to organize and manage the Company's daily business operations;
  - b. To organize the implementation of resolutions of the Board of Directors and the General Meeting of Shareholders;
  - c. To organize the implementation of the Company's business plans and investment plans;
  - d. To propose to the Board of Directors plans on organizational structure and internal management regulations of the Company;
  - e. To propose measures to improve the efficiency of the Company's operations and management;
  - f. To recommend the number of executives to be recruited by the Company for the Board of Directors to appoint or dismiss in accordance with internal regulations, and to propose remuneration, salaries and other benefits for such executives for decision by the Board of Directors;
  - g. To appoint, dismiss, or remove holders of other positions within the Company, except for those falling under the authority of the Board of Directors or the General Meeting of Shareholders;
  - h. To recruit employees and decide on salaries and other benefits for employees of the Company, including those under the Director's appointment authority;
  - i. To propose plans for dividend distribution or handling business losses;
  - j. To decide on the issuance of processes, regulations, and other internal documents related to and serving the Director's management and administration;
  - k. To exercise other rights and perform other duties in accordance with applicable laws, this Charter, the Company's internal regulations, resolutions of the Board of Directors and the General Meeting of Shareholders, and the labor contract signed with the Company.
4. Reporting to the Board of Directors and shareholders. The Director shall be accountable to the Board of Directors and the General Meeting of Shareholders for the performance of assigned rights and duties and must report to these bodies upon request.
5. The Board of Directors may dismiss the Director upon approval by a majority of its members (in the event the Director is also a member of the Board of Directors, the Director's vote shall not be counted) and appoint a replacement Director.

## **IX. BOARD OF SUPERVISORS**

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

1. Shareholders or groups of shareholders holding at least 10% of the total voting shares may aggregate their voting rights to nominate candidates to the Board of Supervisors as follows:

- If holding from 10% to less than 20%, they may nominate 01 (one) candidate.
  - If holding from 20% to less than 35%, they may nominate 02 (two) candidates.
  - If holding from 35% to less than 50%, they may nominate 03 (three) candidates.
2. If holding 50% or more, they may nominate a sufficient number of candidates. In the event that the total number of candidates for the Board of Supervisors nominated and self-nominated is still insufficient, the incumbent Board of Supervisors may nominate additional candidates. Any such nomination by the incumbent Board of Supervisors must be clearly disclosed prior to the General Meeting of Shareholders electing members of the Board of Supervisors in accordance with applicable law.

**Article 37. Member of the Board of Supervisors**

1. The Board of Supervisors shall consist of from 03 (three) to 05 (five) members. The specific number shall be decided by the General Meeting of Shareholders. The term of office of members of the Board of Supervisors is 05 (five) years and they may be re-elected for an unlimited number of terms. In the event that the entire Board of Supervisors' term expires but new members have not yet been elected, the outgoing members shall continue to exercise their rights and perform their duties until the newly elected members assume office.
2. The Board of Supervisors must include at least one member who is an accountant or auditor. Members of the Board of Supervisors must not be employees of the Company's accounting or finance department, and must not be members or employees of the independent auditing firm that audits the Company's financial statements. Members of the Board of Supervisors must also not be related persons of members of the Board of Directors, the Director, or other executives of the Company.
3. Qualifications and requirements of members of the Board of Supervisors
  - a. Have full civil act capacity and not fall into the categories prohibited from establishing and managing enterprises in accordance with the Law on Enterprises;
  - b. Be trained in one of the disciplines of economics, finance, accounting, auditing, law, business administration, or a major relevant to the Company's business lines;
  - c. Not hold managerial positions in the Company; not necessarily be a shareholder or employee of the Company;
  - d. Not be a person having family relationships with managers of the Company or its parent company; or with representatives of contributed capital of enterprises at the parent company and at the Company;
  - e. Not work in the accounting or finance department of the Company;
  - f. Not be a member or employee of the independent auditing firm that has audited the Company's financial statements during the preceding three (03) consecutive years.
4. A member of the Board of Supervisors shall be dismissed in the following cases:
  - a. No longer satisfies the qualifications and conditions for being a member of the Board of Supervisors as prescribed in Clause 3 of this Article;
  - b. Submits a resignation letter which is accepted;

- c. Other cases as stipulated in this Charter.
5. A member of the Board of Supervisors shall be removed from office in the following cases:
  - a. Fails to fulfill assigned duties and responsibilities;
  - b. Fails to exercise his/her rights and perform his/her obligations for six (06) consecutive months, except in cases of force majeure;
  - c. Repeatedly commits violations or commits serious violations of the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Company's Charter;
  - d. Other cases as resolved by the General Meeting of Shareholders.
6. In the event that a member of the Board of Supervisors submits a resignation letter, such member shall continue to perform his/her duties until the resignation is approved by the General Meeting of Shareholders.

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

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; such election, removal and dismissal shall be decided based on the majority principle. The Board of Supervisors must have more than half of its members residing in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a discipline relevant to the Company's business operations.
2. The Head of the Board of Supervisors shall have the following rights and responsibilities:
  - a. To convene meetings of the Board of Supervisors;
  - b. To request the Board of Directors, the Director, and other executives of the Company to provide relevant information for reporting to members of the Board of Supervisors;
  - c. To prepare and sign reports of the Board of Supervisors after consulting the Board of Directors, for submission to the General Meeting of Shareholders.

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

1. The Board of Supervisors shall have the powers and responsibilities prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:
  - a. To supervise the Board of Directors and the Director in managing and operating the Company;
  - b. To examine the reasonableness, legality, truthfulness, and prudence in the management and conduct of business operations; and the systematic, consistent, and appropriate nature of accounting, statistical work, and preparation of financial statements;
  - c. In case any violation of law or of the Company's Charter by a member of the Board of Directors, the Director, or other executives is detected, to promptly notify the Board of Directors in writing, request the violating person to cease such violation, and require remedial measures;

- d. To appraise the completeness, legality, and accuracy of the Company's reports on business performance, annual and semi-annual financial statements, and reports evaluating the management activities of the Board of Directors, and to submit appraisal reports at the Annual General Meeting of Shareholders. To review contracts and transactions with related persons falling within the approval authority of the Board of Directors or the General Meeting of Shareholders and provide recommendations on contracts and transactions that require approval of the Board of Directors or the General Meeting of Shareholders;
- e. To review, inspect, and evaluate the effectiveness and efficiency of the Company's internal control, internal audit, risk management, and early warning systems;
- f. To examine accounting books, accounting records, and other documents of the Company, as well as management and operational activities of the Company when deemed necessary or pursuant to a resolution of the General Meeting of Shareholders or at the request of shareholders or a group of shareholders as stipulated in Clause 3 Article 12 of this Charter;
- g. Upon request of a shareholder or a group of shareholders as stipulated in Clause 3 Article 12 of this Charter, the Board of Supervisors shall conduct an inspection within 07 (seven) working days from the date of receipt of such request. Within 15 (fifteen) days from the completion of the inspection, the Board of Supervisors must submit a report to the Board of Directors and to the requesting shareholder(s) or group of shareholders. The inspection conducted by the Board of Supervisors under this Clause must not obstruct the normal operations of the Board of Directors or disrupt the management and business activities of the Company.
- h. To propose to the Board of Directors or the General Meeting of Shareholders measures for amendment, supplementation, and improvement of the Company's organizational structure, management, supervision, and operation of business activities;
- i. To attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the Company;
- j. To have the right to use independent consultancy services;
- k. To propose and recommend that the General Meeting of Shareholders approve the list of approved auditing firms to conduct the audit of the Company's financial statements; to decide on the approved auditing firm to conduct inspections of the Company's operations and to dismiss an approved auditor when deemed necessary;
- l. To be responsible to the shareholders for its supervisory activities;
- m. To ensure coordination with the Board of Directors, the Director, and shareholders;
- n. To develop the Operating Regulation of the Board of Supervisors and submit it to the General Meeting of Shareholders for approval;
- o. To supervise the financial status of the Company;
- p. To report, conclude, and make recommendations to the General Meeting of Shareholders;
- q. To perform other rights and obligations as prescribed by law and this Charter.

2. Members of the Board of Directors, the Director, and other executives must provide all information and documents relating to the Company's operations as requested by the Board of Supervisors. The person in charge of corporate governance must ensure that copies of all financial information, other information provided to members of the Board of Directors, and copies of minutes of meetings of the Board of Directors are supplied to members of the Board of Supervisors at the same time as they are provided to the Board of Directors.

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

1. The Board of Supervisors must convene at least 02 (two) meetings per year, with attendance of at least two-thirds of its members. Minutes of the Board of Supervisors' meetings must be prepared in a detailed and clear manner. The minute-taker and attending members of the Board of Supervisors must sign the meeting minutes. All minutes of meetings of the Board of Supervisors must be retained to determine the responsibility of each member of the Board of Supervisors.
2. The Board of Supervisors has the right to request members of the Board of Directors, the Director, and representatives of the approved auditing organization to attend meetings and provide clarification on matters that require explanation.

#### **Article 41. Salaries, remuneration, bonuses, and other benefits of members of the Board of Supervisors**

1. Members of the Board of Supervisors shall be entitled to salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.
2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses for accommodation, meals, travel, and the use of independent consulting services. The total remuneration and such expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries and operating expenses of the Board of Supervisors shall be recorded as business expenses of the Company in accordance with regulations of the law on corporate income tax and other relevant laws, and must be presented as a separate item in the Company's annual financial statements.

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

#### **Article 42. Duty of Care**

Members of the Board of Directors, members of the Board of Supervisors, the Director, and other executives shall perform their duties (including duties in their capacity as members of committees under the Board of Directors) honestly, prudently, and in the best interests of the Company.

### **Article 43. Duty of Loyalty and Avoidance of Conflicts of Interest**

1. Members of the Board of Directors, members of the Board of Supervisors, the Director, and other executives must disclose their related interests in accordance with the Law on Enterprises and other applicable laws.

2. Members of the Board of Directors, members of the Board of Supervisors, the Director, and other executives are not permitted to use business opportunities that may benefit the Company for personal purposes; nor may they use information obtained by virtue of their position for personal gain or for the benefit of any other organization or individual.

3. Members of the Board of Directors, members of the Board of Supervisors, the Director, and other executives are obliged to notify the Board of Directors in writing of transactions between such persons and their related persons with the Company or its subsidiaries. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such resolutions in accordance with the Law on Securities.

4. The Company shall not grant loans or provide guarantees to members of the Board of Directors, members of the Board of Supervisors, the Director, other managers who are not shareholders, or related individuals or organizations of such persons, except where approved by the General Meeting of Shareholders. In cases where loans or guarantees are granted to organizations related to members of the Board of Directors, members of the Board of Supervisors, the Director, or other managers, and where the Company and such organizations belong to the same group of companies, including parent–subsidiary structures or economic groups, such transactions must be approved by the Board of Directors or the General Meeting of Shareholders in accordance with their respective authorities.

5. A member of the Board of Directors shall not vote on any transaction that confers benefits upon such member or his/her related persons in accordance with the Law on Enterprises and the Company's Charter.

6. Any contract or transaction between the Company and any of the persons specified in Clause 1 Article 167 of the Law on Enterprises that is declared invalid by a court and causes damage to the Company, where such contract or transaction was not duly approved by the Board of Directors or the General Meeting of Shareholders prior to its execution, shall render the signatory, shareholders, members of the Board of Directors, the Board of Supervisors, the Director and relevant managers of the Company jointly liable for such damage and responsible for compensating the Company and returning to the Company any benefits obtained from such contract or transaction.

7. Any contract or transaction between the Company and one or more members of the Board of Directors, the Director, other executives, or persons related to them, or with any company, partner, association, or organization in which one or more members of the Board of Directors, other executives, or their related persons are members or have financial interests, shall be deemed invalid in the following cases if:

a. For contracts valued at less than 35% of the total asset value recorded in the Company's most recent financial statements: where material details of the contract as well as the relationships and interests of the executives or members of the Board of Directors have not been disclosed and have not been approved by the Board of Directors in accordance with the procedures prescribed in this Charter at the time of execution, unless otherwise approved by the Board of Directors; or

b. For contracts valued at 35% or more of the total asset value recorded in the Company's most recent financial statements: where material details of such contract or transaction as well as the relationships and interests of the executives or members of the Board of Directors have not been disclosed and have not been approved by the General Meeting of Shareholders in accordance with the procedures prescribed in this Charter at the time of execution, unless otherwise approved by the General Meeting of Shareholders.

8. Members of the Board of Directors, members of the Board of Supervisors, the Director, other executives of the Company, or their related persons shall not be permitted to buy, sell, or otherwise trade in any manner the shares of the Company or its subsidiaries at a time when they possess information that is certain to affect the price of such shares and that is not known to other shareholders.

#### **Article 44. Liability for Damages and Compensation**

1. Members of the Board of Directors, members of the Board of Supervisors, the Director, and other executives who breach their duty to act honestly, or fail to perform their obligations with due care, diligence, and professional competence, shall be liable for any damages arising from such violations.

2. The Company shall indemnify persons who have been, are, or may become a party to any claims, lawsuits, or proceedings, whether civil or administrative (other than proceedings initiated by the Company or within the Company's authority to initiate), if such person is or was a member of the Board of Directors, another executive, an employee, or an authorized representative of the Company (or its subsidiary), or acted or acts at the request of the Company (or its subsidiary) in an honest manner, within proper authority, in the capacity of a member of the Board of Directors, another executive, an employee, or an authorized representative of the Company.

3. Indemnifiable expenses shall include incurred costs (including attorneys' fees), judgment costs, fines, and amounts actually paid or reasonably deemed payable in settlement of such matters to the extent permitted by law, provided that such person acted honestly, prudently, diligently, and in the best interests of the Company, in compliance with the law, and there has been no finding or determination that such person breached his or her duties. The Company may purchase insurance for such persons to cover the indemnification obligations described above.

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

#### **Article 45. Right to Inspect Books and Records**

1. Common shareholders shall have the right to inspect books and records as follows:
  - a. Common shareholders shall have the right to examine, look up and extract information on names and contact addresses in the list of voting shareholders; request correction of their inaccurate information; examine, look up, extract or copy the Company's Charter, minutes of General Meetings of Shareholders and resolutions of the General Meeting of Shareholders;
  - b. A shareholder or group of shareholders owning 5% or more of the total ordinary shares shall have the right to examine, look up, extract minutes books and resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors and

other materials, except for materials relating to the Company's trade secrets and business secrets.

2. In cases where an authorized representative of a shareholder or a group of shareholders requests inspection of books and records, such request must be accompanied by the power of attorney from the shareholder or group of shareholders represented by such person, or a notarized copy thereof.

3. Members of the Board of Directors, members of the Board of Supervisors, the Director, and other executives have the right to inspect the Company's shareholder register, shareholder list, and other books and records of the Company for purposes relevant to their positions, provided that such information must be kept confidential.

4. The Company shall retain this Charter and any amendments or supplements thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books, and any other documents as required by law at its head office or another location, provided that such documents must be presented upon request by competent authorities.

5. The Company's Charter must be published on the Company's website.

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

### **Article 46. Employees and Trade Union**

1. The Director must prepare plans for the Board of Directors' approval on matters relating to recruitment, employment, dismissal, salaries, social insurance, welfare, rewards and disciplinary actions applicable to other executives and employees, as well as the Company's relations with duly recognized 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.

2. Employees of the Company have the right to establish and join trade unions and other socio-political organizations in accordance with law, provided that such participation does not adversely affect the quality of their work at the Company. Trade unions and socio-political organizations established within the Company must operate in compliance with applicable laws.

## **XIII. DISTRIBUTION OF PROFITS**

### **Article 47. Dividend**

1. The General Meeting of Shareholders shall decide the annual dividend payment rate and form of dividend payment from the Company's retained earnings. Dividends paid for common shares shall be determined based on realized net profit, and the dividend payment shall be appropriated from the Company's retained earnings. The Company may only pay dividends for common shares when all of the following conditions are satisfied:

a. The Company has fulfilled all tax obligations and other financial obligations in accordance with the law;

b. The Company has fully appropriated its funds and offset prior losses in accordance with the law and the Company's Charter;

c. Immediately after payment of all declared dividends, the Company still ensures full payment of all due debts and other property obligations.

2. The Board of Directors may decide to make an interim dividend payment if it considers that such payment is consistent with the Company's profitability.

3. The Company shall not pay interest on any dividend amount or any payment related to a class of shares.

4. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of dividends in shares, and the Board of Directors shall be responsible for implementing such decision.

5. Where dividends or other amounts relating to a class of shares are paid in cash, the Company must make payment in Vietnamese Dong. Payment may be made directly or through banks based on the bank details provided by shareholders. In the event the Company has transferred funds in accordance with the bank details provided by a shareholder but such shareholder does not receive the full amount on time, the Company shall not be liable for any loss arising from such transfer. Payment of dividends for shares listed on a stock exchange may be carried out through a securities company or the Vietnam Securities Depository and Clearing Corporation.

6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass a resolution specifying a record date for determining shareholders. Based on such date, persons registered as shareholders or holders of other securities shall be entitled to receive dividends in cash or shares, and to receive notices or other materials.

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

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

##### **Article 48. Bank account**

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

2. Subject to prior approval from the competent authority, where necessary, the Company may open bank accounts overseas in accordance with applicable laws.

3. The Company shall conduct payments and accounting transactions through its VND or foreign currency accounts opened at the banks where the Company maintains accounts.

##### **Article 49. Fiscal year**

1. The fiscal year of the Company shall commence on January 1 and end on December 31 each year.

2. At the end of each fiscal year, at the Annual General Meeting of Shareholders, the Board of Directors must submit to the General Meeting of Shareholders the following reports:

- a. Financial statements and relevant explanatory reports.
- b. Reports on business performance results.
- c. Reports evaluating the management and administration of the Company.
- d. Reports on the appropriation and utilization of funds and the annual dividend rate

##### **Article 50. Accounting regime**

1. The accounting regime applied by the Company shall be the Vietnamese Accounting Standards (VAS) or another accounting regime issued or approved by the competent authority

2. The Company shall prepare its accounting books in Vietnamese. The Company shall retain accounting records in accordance with the types of business activities in which it engages. 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 as the accounting currency.

## **XV. FINANCIAL STATEMENTS, ANNUAL REPORT, AND INFORMATION DISCLOSURE OBLIGATIONS**

### **Article 51. Annual, semi-annual, and quarterly financial statements**

1. The Company must prepare annual financial statements, and such statements must be audited in accordance with Article 53 of this Charter. The Company must disclose the audited annual financial statements to the State Securities Commission and the Stock Exchange in compliance with laws on information disclosure in the securities market.

2. The annual financial statements must include all reports, appendices, and explanatory notes as prescribed by accounting laws. The annual financial statements must present a true and fair view of the Company's performance up to the reporting date.

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

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

### **Điều 52. Báo cáo thường niên**

Công ty phải lập và công bố báo cáo thường niên theo các quy định của pháp luật về chứng khoán và thị trường chứng khoán.

## **XVI. COMPANY AUDIT**

### **Article 53. Audit**

1. The Annual General Meeting of Shareholders 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 fiscal year based on the terms and conditions agreed with the Board of Directors. The independent auditing firm conducting the audit for the Company must be an auditing firm approved by the State Securities Commission.

2. The audit report must be attached to the Company's annual financial statements.

3. The auditors conducting the audit of the Company are entitled to attend General Meeting of Shareholders, receive notices and relevant information provided to shareholders, and express their opinions at the meeting on matters related to the audit of the Company's financial statements.

## **XVII. THE COMPANY SEAL**

### **Article 54. Company Seal**

1. The seal includes seals engraved by a seal-engraving service provider or seals in the form of digital signatures in accordance with the laws on electronic transactions.

2. The Board of Directors shall decide on the type, quantity, and content of the seals of the Company, its branches, and representative offices.

3. The Board of Directors, the Director, and other duly authorized persons are entitled to use the seal. The legal representative shall be responsible for the management and use of the seal in accordance with the law and the Company's regulations.

## **XVIII. DISSOLUTION AND LIQUIDATION**

### **Article 55. Dissolution**

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

- a. The Court declares the Company bankrupt in accordance with applicable law;
- b. Dissolution pursuant to a resolution of the General Meeting of Shareholders;

- c. The Enterprise Registration Certificate is revoked;
- d. Other cases as prescribed by law.

2. The dissolution of the Company shall be decided by the General Meeting of Shareholders.

The Company may only be dissolved after submitting the required dossier and obtaining approval from the competent authority in accordance with the Law on Enterprises.

3. Upon a decision on dissolution, the Board of Directors shall directly organize the liquidation of the Company's assets or appoint liquidators to replace the Board of Directors, together with the auditor, to carry out the liquidation of the Company within the prescribed time limit and in accordance with applicable financial regulations.

4. Bankruptcy procedures applicable to the Company shall be conducted in accordance with the Law on Bankruptcy and other relevant laws.

#### **Article 56. Liquidation**

1. Upon the issuance of a decision on the Company's dissolution, the Board of Directors must establish a Liquidation Committee comprising three (03) members. Two members shall be appointed by the General Meeting of Shareholders and one member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses relating to the liquidation shall be prioritized for payment by the Company before other debts of the Company.

2. The Liquidation Committee shall be responsible for reporting the date of liquidation and the date of commencement of its operations to the business registration authority. From that time, the Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company before the Courts and administrative authorities.

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

- a. Liquidation expenses;
- b. Salaries, severance pay, social insurance, and other benefits payable to employees;
- c. Taxes and other tax-like liabilities payable by the Company to the State;
- d. Loans (if any);
- e. Other debts of the Company;

f. The remaining balance after all debts from items (a) to (e) above have been settled shall be distributed to the shareholders. Preference shares shall be prioritized for payment first.

### **XIX. INTERNAL DISPUTE RESOLUTION**

#### **Article 57. Internal dispute resolution**

1. In the event of any dispute or claim arising in connection with the Company's operations or shareholders' rights derived from this Charter or any rights or obligations provided by the Law on Enterprises, other laws, or administrative regulations, between:

- a. A shareholder and the Company; or
- b. A shareholder and the BOD, Board of Supervisors, Director, or other Enterprise Managers

The parties concerned shall attempt to resolve such dispute through negotiation and conciliation. Except for disputes involving the BOD or the Chairperson of the BOD, the BOD shall preside over the dispute resolution and shall require each party to present the factual elements related to the dispute within 30 (thirty) working days from the date the dispute arises. In cases where the dispute involves the BOD or the Chairperson of the BOD, any party may request an independent

expert to act as a mediator during the dispute resolution process. Each party shall bear its own costs related to the negotiation and conciliation.

2. If conciliation cannot be achieved within 06 (six) weeks from the commencement of the conciliation process, any party may request Arbitration or a competent Court to resolve the dispute in accordance with the law. Legal proceedings costs shall be implemented in accordance with the legally effective award/decision of the procedural authority.

## **XX. PARENT COMPANY - SUBSIDIARY RELATIONSHIP**

### **Article 58. Parent company – Subsidiary relationship**

1. The Company may include one (several) parent company, subsidiaries and associates. The Company and its parent company, subsidiaries and associates are related to each other through share ownership, capital contributions, or other affiliations. The Company, its parent company, subsidiaries, and associates operate as a corporate group.
2. The parent company, subsidiaries, and each member company within the corporate group have the rights and obligations of an independent enterprise in accordance with the law; have their own charters approved according to the processes and procedures consistent with legal regulations; and possess independent legal entity status as provided by the Law on Enterprises.
3. Pursuant to the provisions of the Law on Enterprises, the Company shall appoint authorized representatives to directly represent the Company in managing the Company's capital contributions in subsidiaries and associates, and to exercise the rights and obligations of a shareholder or capital contributing member in such subsidiaries and associates. The management of authorized representatives shall comply with the law and the Company's internal regulations. The authorized representatives are obligated to comply with this Charter and the Company's internal regulations, and to report to the Company on all activities of the subsidiaries and associates.
4. The Company may (but is not obligated to) support its subsidiaries and other member companies within the corporate group by defining a general development strategy and jointly promoting the advantages of each company; supporting the governance and management of subsidiaries and member companies; providing financial support and other supporting activities in accordance with the law to promote business operations and the development of subsidiaries, other member companies, as well as the overall development of the corporate group.
5. The Company may inspect and manage the status of its capital usage in subsidiaries and other member companies through its rights as a shareholder/capital contributing member/owner as provided by the Law on Enterprises; through the persons authorized to manage the Company's capital contributions in such enterprises, in accordance with this Charter and internal documents issued by the Company; by appointing inspection teams to work at subsidiaries and member companies; and through other methods consistent with legal regulations.

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

### **Article 59. Amendments and supplements to the Charter**

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

2. In the event that legal regulations relating to the Company's operations are not mentioned in this Charter, or in the event that legal regulations differ from the provisions of this Charter, such legal regulations shall automatically apply and govern the Company's operations.

## **XXII. EFFECTIVENESS**

### **Article 60. Effectiveness**

1. This Charter is prepared in Vietnamese and was unanimously adopted by the 2026 Annual General Meeting of Shareholders of VSC Green Logistics Joint Stock Company in Hai Phong. This Charter may be translated into foreign languages. Both the Vietnamese and foreign language versions shall have the same legal validity. In the event of any discrepancy between the Vietnamese and foreign language contents, the Vietnamese version shall prevail.

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

3. This Charter shall take effect from March 26, 2026.

**VSC GREEN LOGISTICS JOINT STOCK COMPANY**  
**Legal Representative**

## **APPENDIX 1: CHARTER CAPITAL**

1. At the time of issuance of this Charter, the charter capital of the Company is: **VND 121,200,000,000**

*In words: One hundred and twenty-one billion, two hundred million Vietnamese Dong.*

2. The total charter capital of the Company is divided into: 12,120,000 shares.

*In words: Twelve million, one hundred and twenty thousand shares*

3. Type of shares: Ordinary shares.

4. The par value per share is VND 10,000 (*Ten thousand Vietnamese Dong per share*).

**APPENDIX 2: REGISTERED BUSINESS LINES OF THE COMPANY**

| <b>No</b> | <b>Business line name</b>   | <b>Code</b>   |
|-----------|---|---------------|
| 1         | Cargo handling<br><i>(excluding aviation cargo handling)</i>  | 5224          |
| 2         | Other support services related to transportation<br>Detail:<br>- Shipping agency services; Sea transport agency services; Freight forwarding; Customs clearance agency activities; Freight forwarding; Freight forwarding support services; Ship chartering brokerage (excluding crew); Cargo packaging, sampling, weighing; International and domestic multimodal transport services; Consignment agency, container management, import and export goods delivery; Organization of joint exploitation of container transport of import and export goods, transit goods by means of transport; Shipping agency and maritime transport brokerage.<br><i>(except services of establishing, operating, maintaining and servicing maritime signals, water areas, public water channels and maritime routes; services of surveying water areas, public water channels and maritime routes for the publication of Maritime Notices; services of surveying, constructing and developing nautical charts of water areas, seaports, maritime channels and maritime routes; constructing and issuing documents and publications on maritime safety. Services of regulating and ensuring maritime safety in public water areas, water areas and maritime routes; maritime electronic information services; maritime pilotage services. Support services related to air transport; Air transport business, airports and general aviation business)</i> | (5229 – Main) |
| 3         | Wholesale of solid, liquid, gaseous fuels and related products<br><i>(except for export, import and distribution of goods in the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights and distribution rights according to law.)</i>   | 4661          |
| 4         | Retail sale of motor fuel in specialised stores<br><i>(except for export, import and distribution of goods in the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights and distribution rights according to law.)</i>  | 4730          |
| 5         | Real estate business, land use rights of owners, users or tenants<br><i>(except for investment in building infrastructure for cemeteries and graveyards to transfer land use rights associated with infrastructure)</i>   | 6810          |
| 6         | Direct support service activities for road transport  | 5225          |
| 7         | Other remaining business support service activities not elsewhere classified  | 8299          |

|    |   |      |
|----|---|------|
|    | <i>(except for export, import and distribution of goods in the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights and distribution rights according to law)</i>  |      |
| 8  | Coastal and ocean freight transport   | 5012 |
| 9  | Inland waterway freight transport   | 5022 |
| 10 | Warehousing and storage of goods  | 5210 |
| 11 | Repair of prefabricated metal products  | 3311 |
| 12 | Repair of machinery and equipment   | 3312 |
| 13 | Maintenance and repair of automobiles and other motor vehicles  | 4520 |
| 14 | Road freight transport  | 4933 |
| 15 | Direct support service activities for railway transport<br><i>(except for management and exploitation of national railway and urban railway infrastructure systems invested by the State)</i>   | 5221 |
| 16 | Wholesale of other machinery, equipment and spare parts<br>Detail:<br>- Wholesale of industrial machinery, equipment and spare parts<br><i>(except for export, import and distribution of goods in the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights and distribution rights according to law)</i>  | 4659 |
| 17 | Wholesale of automobiles and other motor vehicles   | 4511 |
| 18 | Other specialized wholesale not elsewhere classified<br>Detail:<br>- Wholesale of ships   | 4669 |
| 19 | Packing services<br>Detail:<br>- Packaging of goods   | 8292 |
| 20 | Manufacture of automobiles and other motor vehicles   | 2910 |
| 21 | Motor Vehicle Rental  | 7710 |
| 22 | Manufacture of bodies for motor vehicles and other motor vehicles, trailers and semi-trailers   | 2920 |
| 23 | Direct support service activities for water transport<br>Detail:<br>- Transportation services, water freight agency; Water transport vehicle rescue activities; Operations, towing, and docking of ships; Barge cargo transportation services<br><i>(except for services of establishing, operating, maintaining and servicing maritime signals, water areas, public water channels and maritime routes; services of surveying water areas, water areas, public maritime channels and maritime routes for the publication of Maritime Notices; services of surveying, constructing and developing nautical charts of water areas,</i> | 5222 |

|    |  |      |
|----|--|------|
|    | <i>seaports, maritime channels and maritime routes; constructing and issuing documents and publications on maritime safety; services of regulating and ensuring maritime safety in public water areas, water areas and maritime routes; maritime electronic information services; maritime pilotage services)</i>        |      |
| 24 | Manufacture of spare parts and accessories for automobiles and other motor vehicles  | 2930 |
| 25 | Renting of machinery, equipment and other tangible goods without operator<br>Detail:<br>- Container rental   | 7730 |
| 26 | Wholesale of agricultural machinery, equipment and spare parts<br><i>(except for export, import and distribution of goods in the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights and distribution rights according to law)</i> | 4653 |
| 27 | Sale of spare parts and accessories for automobiles and other motor vehicles   | 4530 |
| 28 | Other retail forms not elsewhere classified<br>Detail:<br>- Retail of ships and boats  | 4799 |

**APPENDIX 3: LIST OF FOUNDING SHAREHOLDERS**

| No | Shareholder's name                             | Permanent residential address for individuals; Head office address for organizations | Type of shares  | Number of shares | Share value (VND) | Ratio (%) | ID card No. (or other legal personal identification) for individuals; Enterprise code for enterprises; Establishment Decision No. for organizations | Notes |
|----|--|--|-----------------|------------------|-------------------|-----------|---|-------|
| 1  | Vietnam Container Shipping Joint Stock Company | 11 Vo Thi Sau Street, May To Ward, Ngo Quyen District, Hai Phong City                | Ordinary shares | 6.700.000        | 67.000.000.000    | 66,34     | 0200453688  |       |
|    |  |  | Total           | 6.700.000        | 67.000.000.000    | 66,34     |   |       |
| 2  | Nghiem Tuan Anh                                | 373 Da Nang Street, Dong Hai 1 Ward, Hai An District, Hai Phong City                 | Ordinary shares | 10.000           | 100.000.000       | 0,09      | 030834340   |       |
|    |  |  | Total           | 10.000           | 100.000.000       | 0,09      |   |       |
| 3  | Nguyen Viet Trung                              | No. 42A/101 Pham Tu Nghi Street, Vinh Niem Ward, Le Chan District, Hai Phong City    | Ordinary shares | 11.000           | 110.000.000       | 0,11      | 030956329   |       |
|    |  |  | Total           | 11.000           | 110.000.000       | 0,11      |   |       |
| 4  | 72 other individual shareholders               | Vietnam  | Ordinary shares | 3.379.000        | 33.790.000.000    | 33,46     |   |       |
|    |  |  | Total           | 3.379.000        | 33.790.000.000    | 33,46     |   |       |